

Renewables Finland – Association Bylaws

Section 1 Name and Domicile of the Association

The name of the Association is Suomen tuulivoimayhdistys ry in Finnish and Finska Vindkraftföreningen r.f in Swedish. The Association may also use the unofficial English name Finnish Wind Power Association. The hometown of the association is Espoo.

Section 2 Purpose and Charter of Activity

The purpose of the Association is to promote and improve the general operating environment for the commercial use of wind power as a source of energy in Finland. To achieve its purpose, the Association:

- Informs public administration, energy sector companies, the media, wind power constructors and interested amateurs about the development of the wind energy and related sectors
- Starts wind energy promotion initiatives and presents to public authorities, authors expert opinions and position papers
- Organizes meetings, seminars, celebrations and trips

To support communications the Association may publish a magazine and maintain electronic information services for members.

The Association may support its activities by fundraising and organizing raffles with the appropriate permits.

Section 3 Members

The Board can grant membership of the Association to businesses with legal capacity (called company members), other organisations with legal capacity and private individuals with an interest in developing the wind energy sector. There are the following member categories in the Association: A project developers, turbine owners, electricity producers; B turbine manufacturers; C service providers; D component manufacturers; E other companies; F investors; G municipalities, schools, universities, research centres etc.; H students, private persons; I premium members. When granting membership of the Association, the Board will also decide together with the member company on the class of company membership. The category of a member company may be changed annually by proposing the Board a change of category by the end of September. The Board can suggest candidates for honorary membership, which can be granted at the annual meeting. In addition, the Association may also have supporting members.

A member has the right to resign her/his membership in the Association by submitting a notice in writing to the Board of Directors or the Chairperson, or by making it known at an Association meeting. A member has to make a declaration of resignation as described above by the end of November of the current year in order to take effect from the beginning of the next calendar year. The Association may expel a member, if the member: 1) fails to pay her/his membership fees; 2) fails to fulfill those duties, which they agreed upon when joining the Association; or 3) acts in a manner within or without the Association that significantly harms the Association; or 4) acts in a manner within or without the Association that significantly harms the wind energy sector; or 5) no longer fulfills the conditions of membership defined in the law or the charter and bylaws of the Association.

The annual membership fee for members and supporting members is decided by the Board by the end of September. The membership fee amount can be different for private individual members, company members and other organisations with legal capacity. The membership fee may vary between the member categories and inside the member categories on different membership levels. In categories A and F the member fee varies on the bases of the project pipeline and capacity on production. In category B the member fee varies on the basis of installed and sold wind power capacity, in category C and D the company member fee varies with the number of employees in the company. Companies within the categories E and G pay the minimum company member fee. Honorary members are exempt from the membership fee.

Section 4 Board of Directors

The affairs of the Association are managed by the Board of Directors, which is elected at the annual general meeting. The Board consists of between six and ten regular members, as well as 6-10 deputy members. A member of the Board must either be a private individual member or the company they represent must be a company member of the Association. Same rule applies for the deputy members. Only one Board member per company member may be elected. The Board members are elected for two years. Approximately half of the Board member places will be open for election each year.

In choosing the members of the Board, the annual general meeting should aim to elect Board members representing a diverse cross section of wind power producers and users from different sectors, whilst also reflecting regional differences in regards to wind energy.

The Board of Directors shall elect a Chairperson, a Deputy Chairperson from its number, engage a Secretary, a Treasurer and other necessary officers. Board meetings are called by the Chairperson, or when the Chairperson is not available, by the Deputy Chairperson. A meeting of the Board of Directors must also be called if at least two members of the Board so request. One can attend to a board meeting via telephone or other remotely enabled device. If necessary, a board meeting may be held as a videoconference, e-mail or telephone conference or via any other similar technical device. The presence of at least half of the members of the Board of Directors, including the Chairperson or the Deputy Chairperson, shall constitute a quorum. Decisions are made by a simple majority vote. In a tie vote, the vote of the Chairperson breaks the tie, except in an election, when lots are drawn. The term of operation of the Board is the period between annual general meetings.

Section 5 Signing Authority

The Chairperson and Deputy Chairperson may together sign on behalf of the Association, as can the Managing Director alone.

Section 6 Accounts

The financial year of the Association coincides with the calendar year. The Board of Directors must submit the annual accounts along with any necessary documentation to the auditors at least three weeks prior to the annual general meeting. The auditors must submit their written statement to the Board at least two weeks prior to the annual general meeting. The term of operation of the auditors is the period between annual general meetings.

Section 7 Invitations to Meetings

Association meetings are called by the Board of Directors. Meeting invitations are to be received by all members at least 14 days before the date of the meeting. Invitations can be set as letters in the post or e-mail to each member or may also be published in the Association's own magazine.

Section 8 Association Meetings

The annual general meeting of the Association will be held on a date determined by the Board before the end of April. An extraordinary meeting shall be held when the Board of Directors considers a meeting necessary or when at least one tenth (1/10) of the voting membership request in writing that the Board of Directors call a

meeting to discuss a specific matter. The Board of Directors must convene a meeting within 21 days from when the request was presented.

At Association meetings, number of company member's votes depend on the member fee. Member fee from 100 to 999 euros accounts for 1 vote, from 1000 – 1999 euros for 2 votes, from 2000 – 2999 for 3 votes and so on. Decisions shall be made by a simple majority vote, unless otherwise specified in this Charter. In a tie vote, elections are decided by drawing lots and other issues are decided by the vote of the Chairperson.

Section 9 Annual General Meeting

The following matters shall be dealt with at the annual general meeting of the Association:

1. Opening of the meeting.
2. Election of the meeting officials: a chairman, secretary, two surveyors of the minutes, and two polling officers (as necessary).
3. Establishing the legality of the meeting and checking if the members present constitute a quorum.
4. Acceptance of the meeting agenda.
5. Presentation of the account closing balance, annual report and comments from the accountant auditor(s).
6. Decision on the confirmation of the account closing balance, and granting discharge of liability to the Board members and other officials.
7. Confirmation of the operation plan and budget for the coming year.
8. Election of the Board members to replace seats up for re-election.
9. Election of accountant auditor and substitute auditor.
10. Other business as mentioned in the meeting invitation.

At the Annual General Meeting, voting can be arranged by closed ballot polling. Association meeting may also be attended with a decision of a board or association meeting, either by post, or by a telecommunication link or by other technical assistance during or before the meeting.

To have a given matter discussed at the annual general meeting, a member must notify the Board of Directors about the matter in writing by 15th December of the previous year, so that the matter can be added to the meeting invitation.

Section 10 Changing rules and dissolving the association

Decisions to amend the charter or dissolve the Association can be made at an Association meeting, with a minimum of a three-quarters (3/4) majority vote. The

meeting invitation must mention that the meeting will deal with amendments to the charter or the dissolution of the Association.

On dissolution, the assets of the Association shall be used to promote the objectives of the Association in a manner decided by the meeting deciding on the dissolution of the Association. If the Association is dissolved as a result of a court order, the assets of the Association will be used for the same purpose.