

(Unofficial translation)

## STATUTES

For the self-owned institution

Nordisk Folkecenter for Vedvarende Energi

---

### § 1. Name and headquarters

The name of the center is “Nordisk Folkecenter for Vedvarende Energi” and, in English “Nordic Folkecenter for Renewable Energy”. The center’s headquarters are in Thisted municipality

### § 2. Purpose

The purpose of the center is to promote information and dissemination of knowledge as well as development tasks around renewable energy and rational energy utilization in Denmark and internationally with particular focus on production and employment in crafts and small industry.

### § 3. Capital conditions

The center is a self-governing institution whose establishment and operation is implemented through grants from Danish and foreign authorities, income-covered business, foundation funds, donations, etc.

### § 4.

Only the Center's assets are liable for the Center's obligations.

### § 5.

Eventual profits of the Center's business must be allocated to a disposition fund whose funds are to be used accordingly with the center’s purpose.

### § 6. Support Group

The purpose of the support group is to create broad popular and professional nationwide knowledge and affiliation with the Centre's activities. One can be admitted as a member of the center's support group when it supports the purpose of the Center. At the annual general meeting, the support group elects 6 of 11 members of the Board of Directors. As a support group member, one pay one annual contingent. The general assembly determines the contingent. At the general assembly, the treasurer of the support group presents the financial statements of the support group for approval.

One can apply for admission as a) individual, b) company and c) institution / association. Request for membership is submitted to the general assembly aftr approval / rejection is made by the center’s Board of Directors.

The board is responsible for keeping the list of members updated.

Members are not entitled to any part of the Center's assets or for dividends of any kind, but has the right to vote by attendance at the general assembly. No one can cast more than one vote. The members have no personal responsibility for the center obligations. A member can be excluded if it does not show loyalty towards the Centre's purpose clause.

#### § 7. General Assembly

The tasks of the general meeting are, among other things, to select board members and to ensure that the board in its work meets the purpose clause of the Center. The general assembly consists of members of the support group and the appointed board members. Participation in the general assembly can take place by invitation from the Board of Directors and is without the right to vote.

The Annual General assembly is held once a year, no later than 6 months after the end of the financial year and is convened by the Board of Directors with a notice of 14 days.

The general assembly is held in Thisted municipality and announced in the local daily press as well as by e-mail to the support group members who has provided an email address.

The agenda of the general meeting must include the following:

1. Election of the chairman
2. The Board of Directors reports.
3. The audited accounts of the support group shall be submitted for approval and the centre's annual report and annual accounts are presented for information.
4. Proposals received.
5. Election of the members of the support group by the board of directors, as for § 9.
6. Election of 2 deputies for the member categories, as for § 5
7. Determination of membership fee based on the recommendation of the Board of Directors.
8. Election of treasurer for the support group
9. Admission of new members of the support group
10. Eventuals

Proposals for the general assembly's resolution must be sent to the Board of Directors no later than 1 week before the general assembly.

The extraordinary general assembly, convened in the same manner, shall take place within a month from the decision of the board to hold it, or when requested in written form by 1/3 of the members.

Proposals for the agenda must be submitted at the same time as the request for holding of the extraordinary general assembly.

#### § 8.

The decisions of the general meeting are made by a majority of votes except for a decision amending the articles of association or of the Center termination, for which a qualified majority is required, cf. § 14 and § 15.

The general assembly elects from its center 6 of 11 board Members and 4 deputies. Eligible are members of the support group one year after obtaining the right to vote.

Over what happens at the general assembly and eventual decisions, a protocol signed by the chairman is prepared.

### § 9. Board of Directors

The board consists of 11 members, of which 1 is appointed by DS Håndværk & Industri, 1 by EUROSOLAR Denmark, 1 by the Håndværksrådet, 1 by Dansk Metal and 1 by Thisted municipality. The appointed members can be represented at the board meetings through deputy.

The general meeting elects from among its members 6 board members, and four deputies who have actively contributed to the follow-up of the centre's purpose clause with 1 member from small and medium-sized companies + 1 alternate, 1 member from the education sector + 1 alternate, 1 member from associations and popular organizations + one alternate, and 3 members who are personally elected + one alternate.

No employee from the Folkecenter can be elected by the Support group to the Board of Directors.

When the Folkecenter has 8 full-time employees, they can appoint an observer for the board, one without vote. If lesser than 8 full-time employees, the observer will step out from the board. When there are 15 full-time employees at the center, they can appoint a board member to join the board after the next general assembly. If there are less than 15 full-time employees, the employee-elected board member resigns.

The election period for the board members elected by the general meeting is 3 years.

#### **Transitional arrangements:**

In 2014, 2 are on the election out of the 6 elected, in 2015 and 2016 and 2017 are 2 on elections, of which 1 is elected by the non-personally elected and 1 is elected by the personally elected.

The board of directors constitutes itself.

The Board of Directors has the overall management of the center, including its economy.

When buying, selling or mortgaging real estate, the majority of the board of directors, including the chairman, is required. However for other matters, cfr. § 11 the chairman of the board may oblige the institution.

The Board of Directors makes its decisions by a majority of votes. Board of Directors is quorate when at least half are present and participates in the vote. In the event of a tie, the President shall vote the result.

The general manager may attend the meetings without the right to vote. The Board of Directors may, however, decide to hold a meeting in which only members can participate.

No member of the Center's board or other competent bodies may participate in the processing of cases in which they are financial or otherwise personally interested.

The Board of Directors also determines its own rules of procedure.

#### § 11.

The board hires and dismisses the general manager of the center and the staff attached to the center. The board also handles matters of the Center in accordance with these Statutes.

Salary and employment conditions for employees at the center must as basically follow state rules.

Entering into leases, buying and selling real estate, taking up loans as well as the payment of construction costs and the like operating expenses must be approved by the board of directors.

In addition, business agreements between the Center and a member of the board of the center, the general manager or other center affiliates are approved by the board.

#### § 12. Contact group

To maintain the Center's contacts with public authorities, research institutions as well as business and consumer organizations the board of directors establishes a contact group.

#### § 13. Accounting and Revision

The financial year of the Center is the calendar year. The Center's first financial year runs from the establishment of the Center until 31 December 1982.

The Centre's annual accounts must be drawn up with careful consideration of values and liabilities present and with the making of necessary depreciation.

The center must prepare a budget for the coming financial year after the rules applicable to state institutions.

Auditing of the centre's accounts is carried out by a state-authorized public accountant selected by Board of Directors. The audit must be performed in accordance with applicable rules and status of appropriations.

#### § 14. Changes to the Statute

Decision on changes of this Statute are adopted only when at least 2/3 of the votes cast in favor, after 2 consecutive general assembly with 3-week intervals

#### § 15. Termination

Decision on the termination of the center can only be adopted when at least 3/4 of the votes cast for this in 2 consecutive general assemblies at 3-week intervals.

Upon termination of the Center, any net assets of the Center shall be used in accordance with the purpose of the center or related purposes.

Thus adopted at general meetings held respectively 14/12 1983, 4/1 1984, 14/3 1984, 4/4 1984, 28/7 1990, 18/8 1990, 6/1 1994, 24/6 2000, 6/9 2000, on 22/6 2002, on 22/8 2002, on 19/6 2004, on 19/8 2004, on 23/6 2007, 27/8 2007, 12 April 2014 and 3 May 2014