

## **European Solar Thermal Electricity Association (ESTELA)**

### **By-Laws**

The present By-Laws have as its purpose to implement the provisions of the Statutes of the European Solar Thermal Electricity Association (ESTELA).

#### **1. Name and Constitution**

The name of the organisation shall be European Solar Thermal Electricity Association hereinafter referred to as 'ESTELA. It shall be a European non-profit association under Belgium law (a.s.b.l. – association européenne sans but lucratif) to promote the deployment of solar thermal electricity technologies in Europe, the European countries and other member countries of the Union for the Mediterranean. These By-Laws shall be read in conjunction with the Articles of the Statutes of the Association and in the event of any conflict the latter shall prevail. Words and expressions defined in the Articles of the Association Statutes shall have the same meaning in these By-Laws.

#### **2. Membership**

2.1. The Association has full and associate members.

2.2. The Association is open to legal persons or their branches or subsidiaries which are operating in the solar thermal electricity industry and which have one of their centres of activity in a European country, in following referred to as industry members.

National associations with similar nature and objectives as ESTELA can become members. Both industry members and associations are full members. Only full members have the right to vote and can stand for election in the bodies of the Association.

2.3. Other legal persons not belonging to the aforementioned member categories can become associate members under the condition that they are partly or totally active in the solar thermal sector and they belong to one or more of the following categories due to their activity or legal form:

- Research institutions and technology centres;
- Standardisation, control and testing authorities;
- Public services;
- Consultants;
- Governmental or other institutions.

2.4. Associate members do not have voting rights and cannot be elected for the Executive Committee. Regarding the receipt of information, bulletins and documents published by the Association's office, associate members have the same rights as full members.

### **3. Membership fee and voting rights in the General Assembly**

3.1. The fiscal year of ESTELA shall be the calendar year. The payment of the membership fee shall be due two months after the invoice issued.

3.2. The annual membership fee for industry members as described in Art. 2.2 is 10,000€ (ten thousand euros). Each member of this category has one vote.

3.3. The annual membership fee and voting right of national associations depends of the number of their members and is structured as follows:

| <b>Number of members</b> | <b>Annual fee (EUR)</b> | <b>Votes</b> |
|--------------------------|-------------------------|--------------|
| 1 - 50                   | 10,000                  | 1            |
| 51 - 75                  | 20,000                  | 2            |
| > 75                     | 30,000                  | 3            |

The fee for all national associations having more than 75 members is 30,000€ (thirty thousand euros) and they have 3 voting rights.

3.4. The regular fee for associate members is 2,000 € (two thousand euros) per year. The Executive Committee can decide in specific cases the membership fee for a specific application for membership as associate member.

3.5. In any case the annual membership fee may not exceed 100,000 € (hundred thousand euros).

### **4. Voting rights in the Executive Committee**

Every member has one vote. In case of equality of votes, the vote of the president shall prevail.

### **5. Staff**

#### **5.1. Employment**

It is the exclusive competence of the Executive Committee to contract the permanent staff of the Association upon the proposal and consultation of the Secretary General.

The Secretary General may solely decide by his or her own upon the engagement of temporary staff within the annual budget, in particular trainees and research fellows.

#### **5.2. Salaries and compensation**

a) The salaries for the Secretary General and any other staff contracted by the association are negotiated between the Board and the respective candidate on an individual basis.

b) In case the work is carried out on an honorary basis, the respective person shall be compensated adequately for all expenses that incur due to the activities for the association.

c) In case the Secretary General is carrying out his or her duties on an honorary basis, he or she shall be entitled to claim adequate compensation for all incurred expenses in carrying out the duties in line with the annual budget. This refers in particular, but not exclusively, to travel expenses and expenses for conferences and seminars, which shall be adequate for the position as Secretary General. The Secretary General shall be granted in this case a reasonable levy when making the respective arrangements.

The association will also ensure the necessary and reasonable insurance coverage.

## **6. Expulsion**

It shall be the duty of the General Assembly, if at any time they shall be of the opinion that the interests of ESTELA so require, by letter to invite any member to withdraw from ESTELA within the time specified in such letter.

## **7. Eligibility of the President**

Following the interpretation of the Statutes approved by the General Meeting held on February, 12 2009 and, as an exception to Article 2.2, the President can be elected by the General Assembly following a proposal presented by more than half of the Members even if he/she is not a Member of the Association and will become automatically a Honorific Member.

## **8. Election procedure**

**8.1** The Executive Committee shall open the electoral procedure:

- i) at any time within the second month previous to the General Assembly which will be held around the second anniversary of the last President, Vice-President and Executive Committee election,
- ii) in the ten days following the circumstances whenever more than half of the Executive Committee members have formally renounced to their position or have been separated from the Association.

**8.2** The opening of the electoral procedure shall be communicated to all the members, giving three-week time to receive candidacies.

With reference to Art 14.1 and 15.1 of the Statutes and in order to better articulate a coherent structure of the team around a proposed work program for the Executive Committee to be elected, candidacies received in time shall contain a candidate for President, at least two for Vice Presidents and not more than twelve members in total. All of them must be representatives of companies who are full members and shall include the name of the person who will represent the company.

If the President proposed, following article 7 of the present By-Laws, is not a company full member of the association, the candidacy shall include a CV which will help the members to know the person before the vote.

With each candidacy a candidacy's representative shall be communicated.

**8.3** Within one week after the expiration of the candidacies presentation time, the Executive Committee will publish the valid candidacies, and will send the details to all the members.

The Secretary General will send the updated list of members and email addresses to all the candidacies' representatives, to facilitate the communication of programs, ideas or any other message.

**8.4.** Representatives of the candidacies registered will introduce their respective programmes to the General Assembly. The voting rights will be in accordance to the point "3. Membership fee and voting rights in the General Assembly" of the present By Laws. One delegate can represent other full members showing a written order. One full member can represent no more than three other full members.

**8.5.** The election will be won by the candidacy gathering more votes. In case of draw among one or more candidacies, the candidacy whose proposed President entered the Association first will win. The Secretary General will publish the result in the ESTELA's website.

**8.6.** If the Candidate for President of the winning candidacy is not a full member, the election will only be validated if requirements of article 7 are fulfilled.

**8.7.** The winning Candidacy will take mandate immediately after the General Assembly at a special Executive Committee meeting. To assure a fluid continuity, the meeting should be attended by the non-elected former Executive Committee members who will be summoned by the outgoing President or the Secretary General.

## **9. Final provisions**

### **9.1. Amendments**

The By-Laws can be amended by decision of the Executive Committee.  
This decision is taken by simple majority.

### **9.2. Interpretation**

Every member binds itself to abide by the By-Laws of ESTELA and also by any modification thereof made in conformity with such By-Laws and also to accept as final and binding the decision of the General Meeting in all cases of dispute or disagreements as to the interpretation of these By-Laws.

Brussels, 07 July 2016