

ARTICLES OF ASSOCIATION - adopted on 5 February 2019

ARTICLE 1. NAME AND REGISTERED OFFICE

1.1 The name of the Association is "Global Wind Organisation" with the secondary name "GWO".

1.2 The Association may register further names if this is deemed necessary to support its objectives or protect its legal interests.

1.3 The registered head office is established in the municipality of Frederiksberg, Denmark, as a non-profit association under Danish tax law and governed by applicable Danish and international law. The office address may move to other permanent locations in Denmark.

1.4 Subsidiary offices may be established as necessary at any location in the world.

ARTICLE 2. OBJECTIVES

2.1 The main objective is to strive for a safe and injury free work environment in the wind industry.

2.2 The main objective is supported by collaboration amongst members and other stakeholders in developing and setting world-wide safety training standards based on industry statistics and shared risk assessments.

2.3 GWO safety training standards shall support safe systems of work and mitigate risks identified in work functions pertaining to the wind energy industry.

2.4 All members commit to use and recognize GWO safety training whenever appropriate for work functions pertaining to the wind energy industry in order to mitigate risks faced by own employees as well as other personnel working for suppliers.

2.5 The Association may develop and promote other activities in support of the main objective.

ARTICLE 3. MEMBERSHIP AND CODE OF CONDUCT

3.1 Companies with interests as employers and legal duty-holders within the wind energy industry may apply for membership as Leading or Associate Members of GWO. The Association may have an unlimited number of members and shall never have fewer than three members.

3.2 Eligible as Leading Members are globally leading wind companies representing at least 1,000 employees in wind energy or at least 1,000MW installed wind power capacity. Additional membership criteria may be adopted by simple majority decision of the GWO General Assembly at the GWO Annual General Meeting, in respect of the Articles of Association.

3.3 Applicants for membership must have displayed what the General Assembly deems to be good, honest business and safety practices as reflected in the GWO Code of Conduct and may be requested to provide supporting documentation. Applications are subject to review and approval by the Executive Committee.

3.4 Leading Members shall annually inform the secretariat of own progress and focus areas towards fulfilling the commitment in article 2.4. The information shall be used by the



secretariat to inform the work of the association in better serving the needs of the members. Any information provided shall be used only anonymized and in aggregate form.

3.5 The Association may offer one or more categories of Associate Membership to legal entities working within the wind industry, including companies who are eligible as Leading Members. Eligibility, rights and duties of such categories of Associate Membership are to be determined by simple majority of the General Assembly.

3.6 Membership fees may be applicable, and these are determined by a simple majority of the General Assembly. Membership and other fees paid by members are non-refundable.

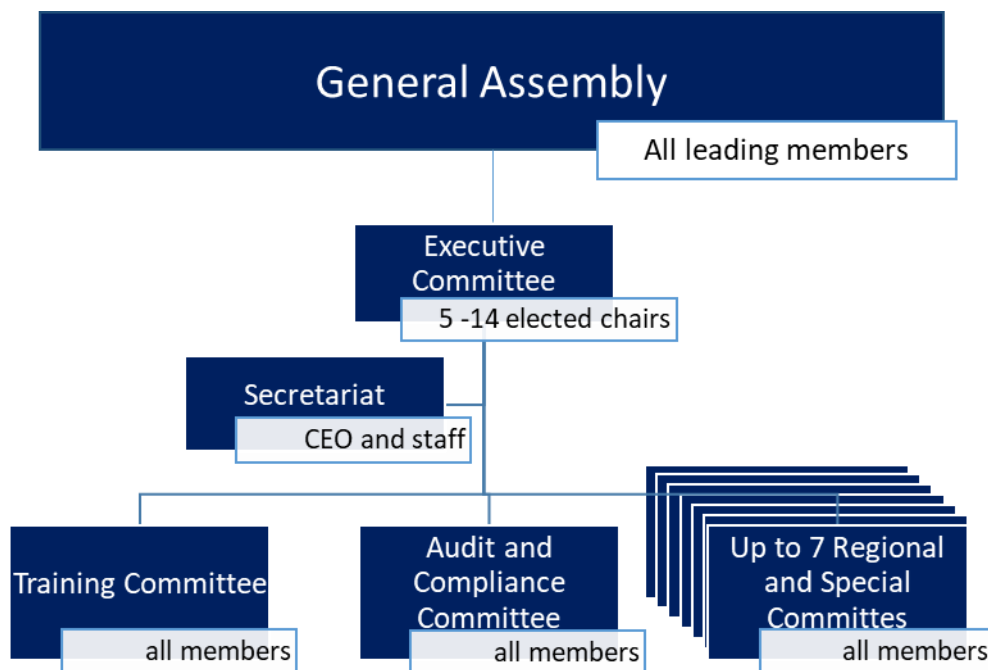
ARTICLE 4. ORGANIZATION

4.1 The highest authority is the General Assembly (see article 5) constituted by a quorum of all leading members (see article 3).

4.2 The General Assembly annually appoints an Executive Committee from amongst its members (see article 6).

4.3 The Executive Committee oversees and coordinates all work of the Association, supported by the Training Committee (see article 7), the Audit and Compliance Committee (see article 8), and up to seven Regional and Special Committees (see article 9).

4.4 The committees are supported by a Secretariat (see article 10).





ARTICLE 5: THE GENERAL ASSEMBLY

5.1 The highest authority of GWO is the General Assembly. Leading Members have one vote each and shall be represented by representatives with sufficient mandate to represent their companies. Only leading members have voting rights at the General Assembly.

5.2 The General Assembly ordinarily meets once per year at the Annual General Meeting (AGM). The AGM shall be called by the Chair of the Executive Committee and shall take place during March or April. At least three weeks' written notice shall be given to all Leading Members. In the first three years starting from the adoption of these statutes, a General Assembly shall also be called in September or October in a Strategy Session to align all Leading Members' expectations on the GWO strategy for the coming three years, and on the budget and workplan for the coming year.

5.3 The General Assembly forms a quorum if at least 50% of the Leading Members are represented, and decisions are taken by simple majority of the present votes unless specified otherwise in the Articles of Association. Leading Members may delegate voting by proxy to representatives of other Leading Members, however no one representative may hold more than 20% of the potential votes of all members.

5.4 Associate Members, potential members, and other individuals may be invited as observers and speakers to the AGM at the discretion of the Chair of the Executive Committee or the Chair of the Audit and Compliance Committee.

5.5 Additional General Assemblies may be called at any other time of the year by the Chair of the Executive Committee, the Chair of the Audit and Compliance Committee or by simple majority of the Leading Members. At least six weeks' written notice shall be given, including a detailed agenda for the extraordinary meeting.

5.6 The articles of association may be amended by a two thirds majority vote of all members represented in a General Assembly.

5.7 The Chair of the Executive Committee is responsible for preparing the agenda of the AGM in agreement with the two Vice-chairs of the Executive Committee and for ensuring appropriate minute taking.

The agenda of the Annual General Meeting shall as a minimum contain the following items:

- I. Approval of moderator of the AGM.
- II. Approval of Audited Annual Accounts of the previous fiscal year.
- III. Approval of auditor for the coming fiscal year.
- IV. Approval of Code of Conduct.
- V. Approval of strategy for the coming three years.
- VI. Approval of Annual Budget and Work Plan for the coming fiscal year, including priorities and work plans for up to seven Regional and/or Special Committees established pursuant to article 9.
- VII. Election of Executive Committee as detailed in article 6 below.

ARTICLE 6: EXECUTIVE COMMITTEE

6.1 The Executive Committee shall consist of 5 – 14 members.



One Chair and two Vice-chairs of the Executive Committee shall be elected by the leading members at the annual general meeting (see 6.2.a).

All other members of the Executive Committee shall be confirmed by the Annual General Meeting upon nomination from the committees. The nominated persons shall also act as chairs of the committees (see 6.2.b-d and articles 7-9).

The composition of the Executive Committee shall as reasonably practicable reflect the composition of the member companies ensuring a balance between wind turbine manufacturers and owners as well as global geographical representation.

Elected Executive Committee members are obliged to disclose relevant personal information and affiliations, including major commercial obligations and interests such as management positions or large investments. Such information shall be made available to the other members of the Executive Committee and to the CEO on a current basis.

6.2 Elections of members to the Executive Committee shall be carried out in the following manner:

6.2.a One Chair and two Vice-chairs of the Executive Committee shall be elected from amongst the Leading Members. At least one of the three shall represent a wind turbine manufacturer, and at least one shall represent a wind turbine owner.

The Executive Committee Chair and Vice-chairs shall be elected for a term of 2 years. During even years, the Chair and one Vice-chair shall be elected. During odd years, the other Vice-chair shall be elected.

The role is to ensure collective leadership and oversight of the work carried out by Secretariat and Committees in accordance with the approved annual workplan and budget. The Executive Committee Chair and Vice-chairs shall coordinate with Committees and CEO to produce a proposal for next year annual work plan and budgets.

Leading members who can demonstrate active participation in any Committee may nominate their representative for election to open positions as Chair or Vice-chair of the Executive Committee. Nominations for Chair and/or Vice-chairs of the Executive Committee shall be brought to the attention of the current Chairs and CEO no later than 2 weeks in advance of the Annual General Meeting.

6.2.b Confirmation of the nominated members representing Audit and Compliance Committee (see article 7)

6.2.c Confirmation of the nominated members representing Training Committee (see article 8)

6.2.d Confirmation of the nominated members representing Regional and/or Special Committee (see article 9).

6.2.e If any member of the Executive Committee resigns within an elected term, another member representative may be appointed to take the vacant position for the remaining term at the discretion of the Chair and Vice-chairs subject to approval by the Executive Committee.

6.3 The Executive Committee ordinarily holds at least two meetings in person per year. These include meetings related to the Annual General Meeting in March or April and an Annual Strategy and Budgeting Session in September or October. Dates and locations of the ordinary meetings of the Executive Committee are decided and shall be announced at the AGM for at



least one full calendar year ahead. If a meeting date is cancelled, it shall be replaced by a meeting at least four weeks later counting from the date of cancellation if no earlier date can be agreed by all Executive Committee members. Extraordinary meetings, virtual meetings or other additional procedures for decision making may be called by the Chair. These shall be organized in a manner and time to allow reasonable opportunity for all Executive Committee members to participate in the decisions and shall inform other Leading Members as appropriate.

6.4 The Executive Committee meetings must record representation from at least half of the elected executive committee officers. Decision is by simple majority.

6.5 The Chair shall ensure minute taking of all meetings and decisions, and these minutes shall be reviewed and confirmed by the consecutive ordinary meeting of the Executive Committee. All minutes taken shall be available to Executive Committee members and the CEO.

6.6 Minutes shall be made available by the CEO to other Leading Members of GWO or legal authorities upon request.

ARTICLE 7: AUDIT AND COMPLIANCE COMMITTEE

7.1. The Audit and Compliance Committee shall establish a GWO Code of Conduct and shall as necessary develop criteria and compliance procedures for relevant stakeholders, including but not limited to Certification Bodies and Training Providers, who wish to perform duties in support of the Association objectives. A Charter and Annual Work Plan for the Audit and Compliance Committee shall be agreed by the Executive Committee for approval by the Annual General Meeting.

7.2 The Audit and Compliance Committee shall amongst its active Leading Member participants nominate a chair and may nominate a Vice-chair to serve as member(s) of the Executive Committee. The nominated representatives shall be confirmed by the General Assembly. Eligible for the role as Chair of the Audit and Compliance Committee are representatives of Leading Members different from other elected chairs, and who have participated actively in the work of the Audit and Compliance Committee. Additional qualifications to fulfil the roles and responsibilities as set out in the Charter for the Audit and Compliance Committee, to be adopted by the Audit and Compliance Committee.

7.3 The Chair of the Compliance Committee is responsible for ensuring that any decision made by the Executive Committee is compliant with the Code of Conduct. Furthermore, the Chair ensures adequate reporting to and from the Executive Committee. A Vice-chair of the committee may be elected to support the chair.

7.4 All Leading Members may participate in meetings of the Audit and Compliance Committee. Consensus agreement is always sought. If voting is necessary, leading members have one vote each and the Chair has the deciding vote.

7.5 The Chair of the Audit and Compliance Committee or the CEO may invite other relevant persons, including Associate Members and government representatives, to join the work as appropriate.



ARTICLE 8: TRAINING COMMITTEE

8.1 The Training Committee shall ensure GWO safety training standards are developed and maintained by the Leading Members in support of the objectives of the Association. Future priorities and work plans for the Training Committee, shall be put forward by the Training Committee for approval of the Executive Committee. All decisions to develop new standards shall have recorded support from a majority of members or be approved by a General Assembly. Resulting new standards and revised versions of standards shall be approved by both Training Committee and Executive Committee prior to release.

8.2 The Training Committee shall amongst its active Leading Member participants nominate a chair and may nominate a Vice-chair to serve as member(s) of the Executive Committee. The nominated representatives shall be confirmed by the General Assembly. Eligible for the role as Chair of the Training Committee are representatives of Leading Members different from other elected chairs, and who have participated actively in the work of the Training Committee. Additional qualifications to fulfil the role and its responsibilities may be set out in a Charter for the Training Committee to be adopted by the Training Committee.

8.3 The Chair of the Training Committee is responsible for providing leadership to the Training Committee and ensures the training committee work is aligned with the work of other Committees, inter alia through the Executive Committee. A Vice-chair of the committee may be elected to support the chair.

8.4 All Leading Members may participate in meetings of the Training Committee. Consensus agreement is always sought. If voting is necessary decision is by simple majority. Leading members have one vote each.

8.5 The Training Committee may delegate its work to develop and maintain training standards to working groups, where leading members contribute subject matter expertise. The Chair of the Training Committee or the CEO shall invite other relevant stakeholders to participate in the working groups as appropriate to ensure broad industry acceptance of the resulting standards, in particular seeking to involve Associate Members and other stakeholders (Training Providers, Certification Bodies, regulators etc).

ARTICLE 9: REGIONAL AND SPECIAL COMMITTEES

9.1 The Executive Committee may propose up to 7 Regional and/or Special Committees where they deem this is necessary to drive a strategic forward agenda.

9.2 The Executive Committee defines the scope of work and participation in a Charter and proposes Priorities and Annual Work plans for each of the proposed Regional and/or Special Committee to be confirmed annually by the General Assembly.

9.3 Any person considered in good standing by the Leading Members of Regional and/or Special Committees may be proposed as chair of a Regional or a Special committee subject to agreement by the Executive Committee Chair and confirmation of the General Assembly. The proposed chair shall be responsible for providing leadership to Regional or Special Committee and ensures the agreed committee work is aligned with the work of other Committees, inter alia through the Executive Committee.



ARTICLE 10. SECRETARIAT AND POWER TO BIND

10.1 The Chair or the Executive Committee have power to bind the association in all matters in conjunction with any of the two Vice-chairs.

10.2 The day-to-day work of the Association is carried out by the Association's Secretariat. The Chair and the Vice-chairs of the Executive Committee may appoint a Chief Executive Officer (CEO), who shall have sole power to bind on all usual and organizational matters, including sole responsibility to recruit and dismiss Association employees and to define their duties, responsibilities and powers.

10.3 The CEO may on behalf of the Association enter into collaboration agreements with other associations or companies, establish companies with limited liability with GWO as full or partial owner or be co-founder of contingent associations, when the objectives of the collaboration agreement, company with limited liability or contingent association are in support of the objectives of GWO.

10.4 The financial year shall follow the Danish financial calendar year (1 January through to 31 December). The annual report shall be audited by a state-authorized public accountant elected by the Annual General Assembly and shall be publicly available to all leading members and other relevant stakeholders.

ARTICLE 11. INTELLECTUAL PROPERTY AND CONFIDENTIALITY

11.1 All rights, titles and interests in and to any and all intellectual property and documentation created or developed by the Association shall vest in the GWO.

11.2 Intellectual property may be developed jointly by GWO and any one or more parties pursuant to a prior and separate agreement defining the scope of the work. Such agreement must be confirmed by the CEO and/or Chair on behalf of the Executive Committee.

11.3 The members agree to protect the confidentiality of any confidential information that is supplied or shared during the process of work within the association by the use of at least the same degree of care that each member uses to protect its own confidential information.

11.4 Use of the GWO logo and trademark including versions thereof may be granted to Leading Members and to other stakeholders pursuant to a written agreement.

ARTICLE 12. TERMINATION, RESIGNATION AND DISPUTES

12.1 Any member can resign from the association by giving written notice to the CEO observing a notice period of three months, unless the Association is under dissolution. The CEO is obligated to notify the Executive Committee of such a decision immediately.

12.2 If any member is found in material breach of the GWO Code of Conduct this member may be excluded upon recommendation by the Audit and Compliance Chair. Exclusion shall first be confirmed by a two thirds majority vote of the Executive Committee and may be appealed to the General Assembly where a simple majority of present Leading Members shall confirm the decision of the Executive Committee.

12.3 If a member resigns or is excluded, GWO will survive with the remaining members, unless a decision on dissolution of the GWO is made in accordance with article 12.4.



12.4 Dissolution of the Association requires a two thirds majority vote among all Leading Members. In the event of dissolution, the Association shall be liquidated. All debts or outstanding obligations owed to employees and subsequently to any other stakeholders shall be paid and if necessary covered equally by the members. Any surplus shall be donated at the discretion of the CEO to a similar not-for-profit association with similar objectives established under Danish law.

12.5 Any dispute arising out of or in connection with these statutes, including any disputes regarding the existence, validity or termination thereof, shall be settled by arbitration administrated by The Danish Institute of Arbitration in accordance with the rules of simplified arbitration procedure adopted by The Danish Institute of Arbitration and in force at the time when such proceedings are commenced.

[ADOPTION AND CHANGES TO THE STATUTES](#)

The articles of association were agreed 5 February 2019, to be formally adopted at the first General Assembly held on 5 April 2019 .

These articles replace the existing articles dated 19-04-2014 establishing GWO as a not-for-profit association under Danish law, and also replace the underlying original GWO framework agreements signed on various dates upon accession of each of the current members.

All current members signatories at the date of adoption as listed on the signature page remain as Leading Members with rights and obligations as laid out in the statutes above.



Signatories (Leading Members at date of adoption)

Listed alphabetically by company:

Acciona Energia	Eloy Jauregui Martin
Enercon Service	Berthold Fischer
Envision Energy	Lars Albæk Nielsen
E.ON Climate & Renewables	Jill Lees
Equinor	Tove Lunde
GE Renewables	Sabas Herranz
GoldWind	Guo chengying
Innogy	Tim Hillsdon
MHI Vestas Offshore Wind	Jesper Lykke Carstensen
Orsted	Hasse Andreassen
Senvion	Anton Flou
SSE	Neil Pickthall
Shanghai Electric	Gong Bo
Siemens Gamesa	Karin Borg
Vattenfall	Jan Nørholm
Vestas Wind Systems	Paul Robbins