

ARTICLES OF ASSOCIATION

CHAPTER I CORPORATE NAME, PURPOSE, ADDRESS AND SCOPE

Article 1. Corporate Name.

The entity whose corporate name is *Asociación Electric Energy Systems – University Enterprise Training Partnership* (being EES-UETP as the official shortened name) is incorporated as an ASSOCIATION under the provisions of Organic Law 1/2002, of 22 March, on the Freedom of Association and complementary regulations, with legal personality and full capacity to act, with non-profit purposes.

Article 2. Duration.

This association is incorporated for an indefinite period.

Article 3. Purpose of the Association

The purposes of the association are the following:

- a) To provide training to professionals in the field of electric power systems at university, research centres and Spanish and foreign companies which might be partners, associates or third-party collaborators of the Association.
- b) To fund these entities regarding their responsibilities as organisers of courses on electric power systems.
- c) To enable information exchange among companies, scholars and researches within the electric sector on the most relevant issues for the development of their tasks.
- d) To build bridges among universities, research institutes and active companies within the electric sector, including power generators and suppliers, regulatory agencies and government bodies, system and market operators, transport and energy distribution companies as well as any other entity playing a key role within the electric sector.
- e) To promote and finance or fund training courses directly or indirectly related with electric power systems.

Article 4. Activities of the Association.

The Association will carry out the following activities for the compliance with the aforementioned purposes:

- a) Promotion and support of the organisation towards courses addressed to professionals and researchers within the electric sector. The regulations governing these courses and the participation in them by the partners and associates of the Association, as well as the participation of entities which are not, are described in the document called 'Internal Operational Rules of the Association', attached to these Articles of Association.
- b) The organisation, and support to the organisation, of courses aimed at covering the training needs of those professionals working in any of the companies comprising or collaborating with the Association.
- c) The organisation and promotion of international conferences and workshops for the discussion of the most relevant problems the electric sector faces.
- d) Any other activity pursuing the goals of this Association in compliance with this Articles of Association and the current legislation.

Article 5. Address and territorial scope.

The Association has its corporate address at the facilities of the Universidad Pontificia Comillas in Calle Alberto Aguilera 23, 28015 Madrid, Spain. The territorial scope in which is carrying out its activities is Spain and the rest of the world.

**CHAPTER II
BOARD OF DIRECTORS**

Article 6. Structure.

1. The Association shall be managed and represented by a Board of Directors make up by:

- a) A Chairman.
- b) A Deputy Chairman.
- c) A Secretary.
- d) Any number of board members between one and three.

2. No compensation shall be paid for the holding of any of offices comprising the Board of Directors, with the exception of the Secretary, the tasks of which shall be compensated economically. The compensation of such office shall be established annually by means of resolution of the General Meeting between a minimum amount of 5,000 Euros and a maximum amount of 50,000 Euros.

Article 7. Election of the Board of Directors.

1. Every two years half of the members of the Board of Directors shall be replaced. The commissioning of each one of them shall have a duration of four years.

2. *Call for the submission of candidacies.* 60 calendar days before the date established for the holding of the General Meeting in which new members of the Board of Directors shall be elected, this circumstance shall be communicated to the partners under the same conditions corresponding to a call to the General Meeting, inviting to the submission of candidacies.

3. *Validation of candidacies.* Any partner may submit their candidacies provided that they are up to date with the payment of their annual fee.

4. *Submission of candidacies.* Any partner interested must submit his or her candidacy to the Chairman, stating the persons who would hold each office under election within fifteen calendar days after the call to which paragraph no. 2 refers. Only partners may hold offices in the Board of Directors. They must be of legal age, in full possession of their civil rights and not meet any incompatibility criteria set forth in current regulations. Those natural persons acting as representatives of the offices held by legal persons must meet the same requirements save for the status as partner.

5. *Publication of candidacies.* The call to the Board of Directors shall include all candidacies submitted, stating the relevant structure proposed.

Article 8. Termination of the Office.

Members of the Board of Directors may be terminated:

- a) Due to expiration of the office term.
- b) Due to voluntary resignation communicated in writing of the Board of Directors.
- c) Due to the fact that the relevant member is no longer part of the associated entity they represent in the Association.
- d) Due to non-compliance with their relevant obligations at the discretion of two thirds of the members of the Board of Directors.

Article 9. Acting Board of Directors.

The members of the Board of Directors whose offices had expired shall continue holding their offices until their corresponding replacements have accepted the relevant offices.

Article 10. Covering of vacant Offices.

Vacant offices, whether temporary or final, during the term of any of the members of the Board of Directors shall be provisionally covered by the other members until the final election of a new member by the General Meeting called to such purpose.

Article 11. Meetings.

1. The Board of Directors shall meet:

- a) At least once a year. However, quarterly meetings are advisable. One of the meetings shall be held during the month prior to the date on which the Ordinary General Meeting is held. During the Ordinary General Meeting, the financial statements prepared by the Board of Directors to be presented at the General Meetings shall be approved.
- b) Whenever the Chairman so requires.
- c) At the proposal of two or more members.

The meetings of the Board of Directors may be held telematically.

2. *Call.* The Chairman shall communicate by telematic means the holding of the meetings of the Board of Directors including the corresponding agenda, five calendar days in advance.

3. *Quorum.* The meetings shall be deemed duly established whenever half plus one of the members of the Board of Directors attend, whether physically or telematically.

4. *Resolutions.* In order for resolutions to be valid they must be approved by means of the majority of votes cast by those attending the meeting, both physically and by any other means. In the event of tied vote, the Chairman shall cast the quality vote.

Article 12. Powers.

1. The powers of the Board of Directors shall include, in general, all acts corresponding to the purposes of the Association, unless they do not require express approval by the General Meeting under the provision of these Articles of Association.

2. In particular, these are the powers of the Board of Directors:

- a) To manage the social activities and financial and administrative management of the Association, executing all necessary agreement and deeds.
- b) To evaluate and approve proposals for the organisation of those courses to be promoted by the Association.
- c) To execute the resolutions of the General Meeting.
- d) To prepare and submit for the approval of the General Meeting, the financial statements and annual accounts.
- e) To make decisions on the admission of new partners and associates. In the event of non-admission, the procedure established in the article on expulsion of members shall be followed.
- f) To appoint delegates for a particular activity of the Association.
- g) To submit to the General Meeting the action programme for its approval, if appropriate, and the relevant budget.
- h) To manage and execute collaboration agreements with third-party entities so that they can take part in the activities of the Association, as power delegated by the General Meeting.
- i) To manage the accounting of the Association.
- j) To guarantee compliance with tax obligations.
- k) Any other power that does not expressly falls within the competences of the General Meeting of partners.

Article 13. Duties of the Chairman.

1. These are the duties of the Chairman:

- a) To represent, when appropriate, the Association in any event.
- b) To legally represent the Association before public and private bodies, whichever their nature.
- c) To call, chair and adjourn those meetings held by the General Meeting and the Board of Directors.
- d) To conduct the discussions of the General Meeting and the Board of Directors.
- e) To order payments and authorise by means of his or her signature any manner of documents, deeds and correspondence.
- f) To adopt any urgent measure necessary for the proper operation of the Association or that it may be appropriate for the development of its activities, notwithstanding being subsequently accountable before the Board of Directors.

Article 14. Duties of the Deputy Chairman.

The Deputy Chairman shall replace the Chairman whenever the latter is absent, whether due to sickness or any other cause. In such cases, the Deputy Chairman shall have the same duties as the Chairman.

Article 15. Duties of the Secretary.

These are the duties of the Secretary:

- a) To manage the purely administrative aspects of the Association.
- b) To issue certificates.
- c) To keep the legally established accounting books of the Association in which the minutes of the meetings and the register of partners and associates are included, among others.
- d) To safeguard the documentation of the entity, directing the processing of communications on the appointments of the Board of Directors and any other corporate resolutions to the appropriate Registers as well as the compliance with the documentary obligations under all legally applicable terms.
- e) To manage and maintain the website of the Association.
- f) To collect and safeguard those funds corresponding to the Association.
- g) To guarantee compliance with those payment orders issued by the Chairman.

Article 16. Duties of the Board Members.

These are the obligations of the Board Members:

- a) To attend the meetings of the Board of Directors, whether physically or telematically.
- b) To participate in the discussions of the Board of Directors relates to the management of the Association.
- c) Additionally, Board Members shall be responsible for those duties arising from the delegation of tasks assigned by the Board of Directors.

**CHAPTER III
GENERAL MEETING**

Article 17. Nature and Structure.

The General Meeting is the highest governing body of the Association and it shall be integrated by all partners, associates and third-party entities which have execute collaboration agreements with the Association.

Article 18. Meetings.

- 1. The meeting of the General Meeting may be ordinary or extraordinary.
- 2. At least one ordinary meeting shall be held once a year, within the four to six months following the closure of the financial year.
- 3. Extraordinary meetings shall be held:
 - a) Whenever circumstances so advise, at the discretion of the Chairman.

- b) Whenever the Board of Directors so agrees.
- c) Whenever proposed in writing by a tenth of the number of partners and associates. In this case, those items of the agenda included in the request shall compulsory be discussed in the General Meeting.

Article 19. Call.

1. Calls to General Meetings shall be made:
 - a) In writing; or
 - b) By means of written electronic communication; or
 - c) By any other effective written means.

2. The call must include:
 - a) The venue.
 - b) The day and time of the first and second call.
 - c) The agenda, expressly stating the items to be discussed, which shall be the only items to be dealt with.

3. Between the call and the date established for the holding of the General Meeting at first call at least fifteen calendar days must elapse.

4. Between the first and the second call at least a period of one hour must elapse.

Article 20. Quorum and resolutions.

1. The General Meetings, both ordinary and extraordinary, shall be validly constitutes at first call when at least one third of voting partners attend, whether personally or by means of representative and, at second call, whenever any number of voting partners attend.

2. Resolutions shall be adopted by simple majority of votes of those partners present or represented, that is, when positive vote exceed negative votes. Invalid votes, blank votes and abstentions shall not be counted. Third-party entities with whom the Association had executed collaboration agreements shall have no voting rights in the General Meetings, although they shall have the right to participate in the discussions.

3. At least half the number of partners present or represented in the General Meeting shall cast a positive vote so that the following resolutions may be adopted:
 - a) Dissolution of the Association.
 - b) Amendment of the Articles of Association, including the transfer of the corporate address.
 - c) Disposal or transfer of those goods comprising the fixed assets.
 - d) Amendment of the compensation of the members of the Board of Directors.

4. At least two thirds of the partners present or represented in the General Meeting shall cast a positive vote so that the following resolutions may be adopted:
 - a) Expulsion of partners or associates.
 - b) Election of the members of the Board of Directors.

Article 21. Powers.

The General Meeting shall have the following powers:

- a) To approve the management project submitted by the Board of Directors.
- b) To approve, if appropriate, the management of the Board of Directors.
- c) To examine and approve the financial statements.
- d) To elect the members of the Board of Directors.
- b) To amend the Articles of Association, including the transfer of the corporate address.
- f) To dispose of or transfer assets.
- g) To take decisions on the expulsion of associates and on the non-admission claims.
- h) Dissolution of the Association.

- i) Determination of the compensation of the members of the Board of Directors.
- j) To establish the amount and the payment method of the ordinary and extraordinary fees to be paid by partners, associates and third parties who had signed collaboration agreements with the Association.
- k) Management and execution of collaboration agreements with third-party entities for the participation of the latter in the activities of the Association. These agreements shall set forth the rights and obligations, within the scope of the Association, of those third-party entities with whom agreements may be executed. A framework agreement must be prepared setting out the rights and obligations provided by virtue of this kind of agreements. The General Meeting shall delegate the management and execution of these agreements to the Board of Directors.
- l) Any other power that may not expressly fall within the competences of any other corporate body.

CHAPTER IV. PARTNERS AND ASSOCIATES

Article 22. Requirements to become a Partner or an Associate.

The Association may be joined by those legal persons, such as universities, research institutes, companies within the electric sector, including power generators and suppliers, regulatory agencies and government bodies, system and market operators, transport and energy distribution companies as well as any other entity playing a key role within the electric sector as well as those natural persons with full capacity to act that may have an interest in the development of the purposes of the Association. Such persons may join as partners or associates.

Article 23. Types of Partners and Associates.

These are the different types of partners:

a) **Ordinary partners**, who shall join the Association with full rights. These, in turn, may fall into two different categories:

- **Founding partners**; those full rights members who take part in the incorporation of the Association.
- **Non-founding partners**; those full rights members joining the Association with an ordinary status after its incorporation.

Requirements to become an ordinary member:

- Legal persons (represented by a natural person appointed by the entity). Those legal persons that are full rights partners can fall, in turn, into different categories; to wit:
 - Academic partners, whose main activities are education and research. The academic partners include the following types of entities:
 - Non-profit academic institutions.
 - Non-profit research institutes.
 - Non-profit institutions devoted both to education and research activities.
 - Industrial partners; those which are not academic partners.
- Natural persons in their personal capacity.

b) **Honorary partners**, who shall join the Association on the grounds of their reputation or because of their relevant contribution to the promotion and development of the Association, thus being granted such title. Unlike ordinary partners, honorary partners shall be, in general, natural persons. The General Meeting shall be in charge of the appointment of honorary partners at the proposal of the Board of Directors.

Likewise, there might also be **associates**, who shall join the Association with a more limited of rights and obligations as compared to that of the partners.

Finally, there might also be third-party entities who sign collaboration agreements with the Association for the achievement of its objectives. These entities shall not be part of the Association but they may share with partners and associates some rights and obligations as set forth under Article 33 of these Articles of Association.

Article 24. Rights of the Ordinary Partners.

These are the rights corresponding to the founding and non-founding members:

- a) To take part in as many activities as the Association may organise for the fulfilment of its objectives. These shall include those courses organised within the scope of the Association. The rules to be applied for the organisation of courses are described in the document 'Internal Operational Rules of the Association', attached to these Articles of Association.
- b) To enjoy all the advantages and benefits the Association may obtain.
- c) To participate in General Meetings with voting rights and the right to be heard.
- d) To elect and to be eligible for board offices, as long as they comply with the requirements set forth in Article 7.
- e) To receive information on the resolutions adopted by the bodies of the Association.
- f) To make suggestions to the members of the Board of Directors for the fulfilment of the purposes of the Association.
- g) To host those courses organised within the scope of the Association aimed at the training of the personnel if they are industrial partners of the Association.
- h) Their name and logotype shall be displayed in the website of the Association, in any case, as well as in the advertisement of the courses, in the case of industrial partners.

Article 25. Obligations of the Ordinary Partners.

Ordinary partners shall have the following obligations:

- a) To comply with these Articles of Association and valid agreements of the General Meetings and the Board of Directors.
- b) To pay any fees established. The amount and payment method of the annual fees are established in the document 'Internal Operational Rules of the Association'.
- c) To attend General Meetings and any other events that may be organised.
- d) To perform, as the case might be, the obligations related to the office they hold.
- e) To allow their personnel to take part as teachers in the courses organised within the scope of the Association.

Article 26. Rights and Obligations of the Honorary Partners.

1. Honorary partners shall have the same rights as the ordinary partners save for the ones corresponding to sections c) and d) of Article 24. They shall have the right to be heard in meetings but shall have no voting rights.
2. Likewise, they shall have the same obligations than the ordinary partners, save for the ones corresponding to sections b), c) and d) of Article 25.

Article 27. Rights and Obligations of the Associates.

1. Associates shall have the same rights as the ordinary partners, save for the ones corresponding to sections c) and d) of Article 24. They shall have the right to be heard in meetings but shall have no voting rights.
2. Likewise, they shall have the same obligations than the ordinary partners, save for the ones corresponding to sections c) and d) of Article 25.

Article 28. Loss of the Status of Partner or Associate.

Partners and associates may lose their corresponding status:

- a) Due to voluntary resignation communicated in writing of the Board of Directors.
- b) If they act against the purposes of the association.
- c) Due to repeated and intentional non-compliance of the financial obligations, provided that the defaulting partner or associate has been effectively warned.

Article 29. Expulsion Procedure.

1. *Commencement of the Procedure.* If the Board of Directors believes that a certain partner or associate is to be applied sections b) or c) of the previous article, it shall commence an expulsion procedure.

2. *Precautionary Suspension.* If the Board of Directors believes that the behaviour of the partner or associate may negatively affect the Association, it may pass a resolution for precautionary suspension until the General Meeting is held.

3. *Arguments of the affected party before the Board of Directors.* The affected partner or associate shall be informed of the fact that the procedure has been commenced, stating its causes, whether a precautionary suspension has been issued or not, and of their rights to submit arguments within fifteen calendar days.

4. *Call of the General Meeting.* If, after the partner or the associate have been heard, the Board of Directors decides not to close the procedure, it shall call a General Meeting within a month.

5. *Expulsion Proposal.* The Board of Directors shall propose the General Meetings, with the proper justification, the expulsion of the partner or associate to which any of the expulsion criteria may apply.

6. *Hearing of the partner or associate.* The partner or associated being subject to expulsion procedures has the right to be heard at the General Meeting.

7. *Expulsion Agreement.* The General Meeting after discussing if the partner or associate must be expelled, shall come to a decision in compliance with Article 20.4 of these Articles of Association.

8. *Scope of the Expulsion Agreement.* The decision adopted by the General Meeting may not be revoked. The partner or associate may not request to be re-admitted and the Board of Directors may not propose another expulsion within a year from the date of the resolution of the General Meeting.

9. *Protection of the Procedure.* Those partners or associated admitted between the commencement of an expulsion procedure and its completion, whether by resolution of the General Meeting and the closing of the procedure by the Board of Directors, shall have no voting rights and may not be heard regarding said procedure.

CHAPTER V. ECONOMIC SYSTEM

Article 30. Obtaining of Financial Resources

Financial resources foreseen for the development of the purposes and activities of the Association shall be obtained from:

- a) Fees paid by partners and associates, whether periodic or extraordinary in nature, and the fees corresponding to extraordinary services.
- b) Income arising from the partial or total reimbursement of the funds set out in Article 3, section b) of these Articles of Association by virtue of the training collaboration agreements executed. Such reimbursements are described in further detail in the document 'Internal Operational Rules of the Association'.
- c) Any other lawful resource.

Article 31. Financial and Association Year

The financial and association year shall be annual and its closing shall take place on the 31 March every year.

CHAPTER VI. COLLABORATING THIRD-PARTY ENTITIES

Article 32. Nature of the Collaborating Third-Party Entities

Besides partners and associates, there might be third-party entities which execute collaboration agreements with the Association for the fulfilments of its objectives. These entities shall not be part of the Association but they shall share some rights and obligations with its members.

Article 33. Rights and Obligations of the Collaborating Third-Party Entities

Those third-party entities executing collaboration agreement with the Association for the fulfilment of its objectives shall have the same rights than ordinary partners with the exception of the voting rights in General Meetings and the right to elect and be eligible for board offices in the Association.

Those third-party entities executing collaboration agreement with the Association for the fulfilment of its objectives shall pay the established fees, participate in General Meetings and allow their personnel to take part as teachers in the courses organised within the scope of the Association.

CHAPTER VII. DISSOLUTION.

Article 34. Dissolution Agreement.

The Association shall voluntarily dissolve when so agreed in Extraordinary General Meeting pursuant to the provisions of Article 20.3 of these Articles of Association.

Article 35. Procedure

In the event of dissolution, the General Meeting shall appoint a liquidation committee which, if there is any remaining cash once debts are settled, shall allocate it for the funding of events similar in nature to those promoted by the Association in accordance with its non-profit purposes or, failing that, it shall transfer it to the partners and associates proportionally to the amount of annual fees they were paying as beneficiary entities of the sponsorship in accordance with the provisions of the Additional Provision no. Nine of Act 49/2002, of 23 December, on the tax schedule of non-profits and tax incentives of sponsorships.

ADDITIONAL PROVISION NO. ONE

Those aspects which are not included in these Articles of Association shall be governed by Organic Law 1/2002, of 22 March, on the Freedom of Association and developing provisions.

ADDITIONAL PROVISION NO. TWO

In those cases in which the wording of these Articles of Association may give rise to several interpretations, the Board of Directors shall determine the correct one in compliance with the purposes of the Association.

Any conflicts between partners and associates that the Board of Directors may not settle, shall be settled in the Court of Arbitration of Brussels.

In Madrid, on 20 March 2017.

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| 1.- Mr. Luis Rouco Rodríguez D.N.I. 5250420A | 5.- Mr. Oriol Gomis Bellmunt D.N.I. 39701356K | 4.- Mr. Dirk Van Hertem N.I.P.E. 591977758183 |
| Signed : Luis Rouco Rodríguez | Signed : Oriol Gomis Bellmunt | Signed : Dirk van Hertem |

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| 2.- Mr. Christian Rehtanz N.I.P.E. 576303688 | 3.- Mr. João Paulo Tomé Saraiva N.I.P.E. 05800292 | 6.- Mr. Fabrizio Giulio Luca Pilo N.I.P.E. AX5200549 |
| Signed : Christian Rehtanz | Signed : João Paulo Tomé Saraiva | Signed : Fabrizio Giulio Luca Pilo |

(*) **D.N.I.:** National Id. Document.

(**) **N.I.P.E.:** Identification Number of Foreign Personnel

Whenever the signatory is a natural person from a country other than Spain, the acronym DNI (*) shall be replaced by NIPE (**).