Articles of Association

As approved by the ESMC General Meeting at 9 March 2026. Unofficial English version. Legally binding is the French language version.

Title I – Name, office, duration

Article 1 - Name

An international, non-profit-making association of international interest is incorporated. It is named “Conseil Européen de l’Industrie Solaire”, in abbreviated form “ESMC” or “European Solar Manufacturing Council”.

All deeds, invoices, announcements, publications and other documents issued by the international non-profit organisation shall mention its name immediately preceded or followed by the words "international non-profit-making organisation” or “INPO” (AISBL in French), together with the address of its registered office.

Article 2 – Registered office

The registered office is established in the Brussels-Capital Region (Belgium).

The registered office may be transferred to any other location in the French-speaking language Region or the Brussels-Capital

Region merely by decision by the Board of Directors, to be published in the Annexes to the Belgian Official Gazette.

The decision of the Board of Directors to move the registered office shall not be considered as an amendment to the Articles of Association and shall not require a decision of the General Meeting.

Article 3 – Duration

The Association is incorporated for an unlimited period.

Title II - Aim

Article 4 – Aims and activities

The aim of the Association, which is entirely non-profit-making, is to:

4.1 Promote the photovoltaic industry in all its aspects and, in particular, the development of industrial players having their registered office in Europe (European Economic Area) and producing in Europe;

4.2 Promote photovoltaic technology in all its aspects;

4.3 Promote the development of the photovoltaic market, provided that this point is not detrimental to point 4.1;

4.4 Carry out this promotion in Europe at all political and administrative levels (local, regional, national and European);

4.5 Promote European industry internationally and cooperate globally whenever that is required.

The pursuit of this goal will be achieved through the following activities in particular:

- Publication of position documents vis-à-vis European bodies
- Meetings with Members of the European Parliament and local members of Parliament
- Publication of newsletters
- Publication of reports
- Organisation of events
- Interaction with other associations from the sector

The Association may perform all acts directly or indirectly relating to its aim. In particular, it may lend its assistance and take an interest in any activity similar to its aim. It may apply to public or private institutions for the achievement of its aim.

Title III - Members

Article 5 – Admission

5.1 The Association is composed of full members and associate members.

5.2 At least two (Belgian or foreign) members are required.

5.3 The associate members have the right to attend the meetings of the General Meeting in a consultative capacity. They do not enjoy voting rights and may not be elected to the Board of Directors.

The associate members enjoy the same rights as full members with regard to the receipt of information, newsletters or documentation in a computerised format published by the Association.

5.4 The Association is open to legal entities concerned by the photovoltaic industry, of which at least one place of business and the parent company are located in a European country, and which are referred to hereafter as full members.

The nature of their business shall be included in the following categories:-

- Producers of photovoltaic components in the strictest sense, like for example but not restricted to: Metallurgical silicon, Polysilicon or (equivalent for thin film technologies), Ingots and Wafers, Solar cells, PV modules, Solar glass, Frames, Backsheets, Encapsulants, Junction boxes, PV connectors, Inverter, Mounting structures, Trackers and Batteries.

- Producers of hybrid components provided that a material with a photovoltaic effect is integrated into them as a main part of the product (products integrated into the frame, into vehicles, etc.)
- Producers of materials or products, tools and machines used in the manufacture of photovoltaic components
- Research centres
- Quality control and testing organisations
- Specialised consultants
- Public or private institutions

5.5 Excluding producers of photovoltaic components in the strict sense, none of the abovementioned categories may alone represent more than 20% of the voting rights. If this threshold is attained, the Board of Directors may decide to limit the voting rights of each member in this category so that the aggregate voting rights of all members within such category is limited to 20%.

5.6 In addition to the aforesaid category of members, legal entities having a production centre or a research centre or a pilot line in Europe but their registered office outside Europe may be admitted as associate members of the Association provided that they undertake to comply with its objectives as defined in title II.

5.7 In addition to the aforesaid categories of members, organisations established in a European country and sharing objectives compatible with the Association may be admitted as associate members of the Association provided that they undertake to comply with its aims as defined in Title II. These organisations may be associations operating at national or European level.

5.8 In the event of ambiguity on these points, the Board of Directors shall alone be empowered to decide. The Board of Directors shall especially closely evaluate member applications from companies that have a majority of non-European shareholders. An appeal to the members' General Meeting may be requested, at the time of the Ordinary General Meeting. In this case, the approval of two thirds of the votes cast by full members (present or represented) is necessary to overrule the Board of Directors' decision.

Article 6 – Admission procedure

6. 1 Each applicant, i.e., each legal entity wishing to become a member, shall send a membership application in writing to to the Secretary General.

6.2 The applicant will fill in a membership application in writing so as to provide the essential information concerning its activities, its organisation and, if necessary, its annual revenue. The Secretary General will verify that the membership conditions are met and will submit the application to the Board of Directors, at the latest 2 months after receipt of the application.

6.3 The Board of Directors decides on all membership applications submitted with a 2/3 majority of the votes cast. The quorum of directors present of represented to validly take such a decision is 75%.The Board of Directors is not required to state the grounds of its decisions. Should a membership application be rejected by the Board of Directors, the applicant may appeal to the members' General Meeting as described in Article 5.8.

Article 7– List

The membership list, together with the directors and the staff of the secretariat will be published on the Association's website.

Article 8 – Termination of Membership

8.1 A member may withdraw from the Association at any time by presenting its resignation by registered letter or by e-mail ro the Secretary General. The resignation must be sent by the 30th of September to be considered as valid.

8.2 Resignation becomes effective at the end of a notice period of 3 months, starting on the first day of the month following the date of the resignation. Membership fees remain due for the entire financial year during which the resignation becomes effective.

8.3 The General Meeting may expel any member who

(i) fails to meet the criteria for membership,
(ii) fails to fulfil its duties under the Articles of Association and/or the Internal Regulations,
(iii) acts in a manner which is seriously injurious to the interests of the Association,
(iv) acts contrarily to the common values and ethics of the Association, and/or
(v) does not abide with the decisions of the bodies of the Association.

8.4 The member will be invited to present its defence before any decision is taken by the General Meeting.

The decision:

(i) shall be taken with a majority of two thirds of the votes cast;
(ii) shall set forth the grounds described under paragraph 8.4 (i) to (v) on which the expulsion is based;
(iii) shall come into force immediately unless decided otherwise by the General Meeting;
(iv) shall be immediately notified to the expelled member by the Secretary-General;
(v) shall be final and may not be appealed.

8.5 The Board of Directors may suspend, until further decision by the General Meeting, members guilty of breaches to the provisions of paragraph 8.4 (i) to (v).

Article 9 – Rights of resigning or expelled members

A member that has resigned or that has been expelled has no right to or interest in the Association's assets. It remains liable for any unpaid financial obligations and may not claim refund of membership fees or other sums.

Article 10 – Membership fees

10.1 An applicant that is accepted as a member becomes a member after having paid its membership fee.

10.2 Each member is responsible for the payment of its yearly membership fee but does not incur any personal liability for any commitment made in the Association's name.

10.3 The members share the Association's expenses by paying a yearly membership fee which is determined by the General Meeting on the basis of the proposals made by the Board of Directors. The membership fee of associate members is settled in the same way.

10.4 Any membership fee not paid by its due date shall, by operation of law and without prior notice of default, bear interest equivalent to the rate provided for under the Belgian Act of 2 August 2002 on combating late payment in commercial transactions, calculated from the due date until full payment.

In addition, the member shall be liable, by operation of law and without prior notice of default, to pay a fixed and non-reducible indemnity equivalent to 20 % of the outstanding membership fee.

10.5 Any member failing to pay its membership fee and dues within one month following receipt of the third reminder sent by email shall automatically be suspended from exercising its membership rights as of the expiry of such one-month period and for as long as the outstanding amounts remain unpaid.

During the suspension period, the member shall in particular:

(i) not have the right to attend the General Meeting;
(ii) not be entitled to exercise any voting rights;
(iii) not have the right to stand for election or hold any office within the Association;
(iv) not be entitled to attend or participate in meetings of the Board of Directors;
(v) not be entitled to participate in working groups or other activities of the Association;
(vi) not receive policy updates or other member communications.

For the duration of the suspension, the member shall not be taken into account for the calculation of attendance quorums or voting majorities within the General Meeting, the Board of Directors, Working Groups and any other meeting.

Membership rights shall automatically be reinstated upon full payment of all outstanding amounts, without the need for a further decision of the Board, and with effect as of the first day of the month following such payment.

TITLE IV – Decision Making

Article 11 – General Meeting

11.1 The General Meeting is composed of full members and associate members.

11.2 The General Meeting has the following limited powers:

A. Election, dismissal and release from liability of Board members;

B. Election and dismissal of maximum of three co-chairs and a maximum of three vice-chairs according to the procedures set out in detail in Article 17.2 below;
C. Approval of the Board of Directors' report, the budget (including the membership fees) and the annual accounts;
D. Election and dismissal of a statutory auditor ("commissaire") or a auditor ("auditeur"), determination of its remuneration and release from liability;
E. Amendments to the Articles of Association;
F. Approval and amendment of the Internal Regulations;
G. Dissolution of the Association;
H. Expulsion of members;
I. Any other power reserved by law to the General Meeting.

Article 12 – Holding of the Meeting

12.1 The members meet on the 30th of June at the latest every year to approve the Board of Directors' annual report concerning the Association's activities during the previous financial year, the budget for the current financial year, and to vote on the other items likely to be raised before the Meeting.

12.2 Extraordinary General Meetings may be convened as often as the Association's interests require so and shall be held if the Board of Directors or at least one fifth of the full members request so.

12.3 All Extraordinary General Meetings are held on the date and at the time and venue indicated in the notice to attend the Meeting.

12.4 Notices to attend General Meetings shall be communicated by post or by e-mail to each member, at least ten calendar days before they are to be held and shall be signed by at least a co-chair, and either a vice-chair or the Secretary-General. Notices to attend contain the agenda for the General Meeting.

12.5 The General Meeting may examine only the items appearing on the agenda, unless the full members present or represented give their unanimous agreement to depart from the agenda or to add items to it.

12.6 The General Meeting is chaired by the co-chair(s) or, in their absence, a vice-chair or, in their absence, a director. The Secretary General or, in his/her absence, a member present acts as secretary of the General Meeting.

12.7 The General Meeting might be held in the form of a physical meeting, a purely online meeting or a hybrid meeting.

Article 13 - Attendance

13.1 Every member has the right to attend and speak at General Meetings, in person or through the intermediary of a representative chosen from among the other members.

13.2 A member may not represent more than two other members at a given General Meeting.
13.3 Every full member may vote by a roll call, by a show of hands or online or, if requested by a third of the full members, present or represented, by secret ballot.

Article 14 - Vote

14.1 Every full member is entitled to one vote.

14.2 The sole restriction on the single voting right is the one defined above in Article 5.5.

14.3 Decisions by the General Meeting are adopted by a simple majority of the votes cast. In the event of a tie, the co-chair or vice-chair chairing the meeting has a casting vote.

Article 15 - Quorum

15.1 The General Meeting is quorate if it attains a quorum of half of the full members, whether they are present or represented. If, during a General Meeting, the quorum is not present, the second General Meeting convened as stipulated in Article 12.4 after an adjourned General Meeting, may validly deliberate, irrespective of the number of full members present or represented.

15.2 The General Meeting may validly deliberate on amendments to the Articles of Association only if a quorum of 2/3 of full members is present, whether they are present or represented. If 2/3 of full members are not present or represented at the first General Meeting, a second General Meeting shall be convened which may validly deliberate and adopt the amendments by the majority hereafter, irrespective of the full members present or represented. The second General Meeting may not be held fewer than 15 calendar days after the first General Meeting. The resolution is considered as accepted if it is approved by 2/3 of the votes cast.

15.3 The General Meeting may validly deliberate on its dissolution only if a quorum of 3/4 of full members is present, whether they are present or represented. If 3/4 of full members are not present or represented at the first General Meeting, a second General Meeting may be convened which may validly deliberate and reach a decision on dissolution by the majority hereafter, irrespective of the full members present or represented. The second General Meeting may not be held fewer than 15 calendar days after the first General Meeting. The resolution is considered as accepted if it is approved by 4/5 of the votes cast.

15.4 Unless provided otherwise by the General Meeting, all decisions of the General Meeting are deemed to become effective at the end of the meeting.

15.5 Decisions may also be taken by written resolutions of the full members provided that each full member has been informed at least ten calendar days in advance of the decisions to be taken. The decisions come into effect on the date mentioned on the written resolutions and are deemed to have been taken at the registered office of the Association.

Article 16 - Minutes

The minutes of the meeting shall be prepared by the Secretary General or by a minute-taker appointed by the General Meetingassem at the beginning of the meeting. The minutes are communicated to the members or published on the Association's website (space reserved for members) after approval of the draft minutes by the Board of Directors.

Amendments to the Articles of Association are published according to the procedures laid down by the Companies and Associations Code.

TITLE V - Management

Article 17 – Board of Directors

17.1 The Association is run by a Board of Directors, which has all powers, but the powers reserved by law or the Articles of Association to the General Meeting.

17.2 The Board of Directors shall be composed of at least 6 and at most 15 directors, all-natural persons, representing full member - legal entities of the Association. The Board members are appointed and dismissed by the General Meeting.

17.3 Unless specifically decided otherwise by the General Assembly, the term of office of the Board members shall be two years, renewable. It shall take effect at the end of the meeting of the Ordinary General Meeting having appointed them, unless otherwise provided, and will expire at the end of the Ordinary General Meeting held 2 years after, unless otherwise provided. Unless otherwise provided by the General Assembly, the mandate of Board member shall not be remunerated.

17.4 The Board of Directors proposes the number of co-chairs and vice-chairs to the General Meeting.

17.5 The General Meeting elects at least one and at most three vice-chairs, for a term of office of two years, on the basis of an application by Board of Directors. The vice-chair candidate(s) from the Board of Directors that obtain the greatest number of votes becomes the vice-chair(s). If several candidates obtain an equal number of votes, subsequent additional votes will be taken if the number of positions to be filled is insufficient.

17.6 If a director resigns, is removed, dies or loses his/her position as a staff member, representative or employee of the full member - legal entity for which he/she acts and which he/she represents within the Board of Directors, this vacant directorship shall be filled by a replacement until the next General Meeting by co-optation by the other directors, further to a candidature proposal by the full member - legal entity from which the replaced director originated.

17.7 In the event of merger, division or restructuring of a member legal entity of the Association the consequence of which is that the legal entity involved in the merger, division or restructuring might have more than two representatives on the Board of Directors, the director representing the absorbed entity will be considered as having resigned and his/her directorship shall be filled by decision by the General Meeting as the case may be.

17.8 A director appointed upon nomination by a full member shall automatically cease to hold office if the nominating member ceases to be a full member of the Association, including in case of bankruptcy, judicial liquidation, or dissolution.

17.9 The Secretary General attends Board meetings.

17.10 Board meetings may be held as often as the Association's interests require so and shall take place at least twice a year, in the physical presence of Board members and/or by phone conference or video conference.

17.11 The decisions taken at the Board meeting are adopted by a simple majority of votes. In the event of a tie, the co-chair or vice-chair chairing the meeting has a casting vote.

17.12 The General Meeting may remove a director at any time by a simple majority of the votes cast.

17.13 The directors do not incur any personal liability for the Association's commitments. Their liability is limited to the performance of their duties. The Board of Directors has its permanent office in Belgium, at the Association's headquarters. The Board of Directors meets at the headquarters or at any other venue indicated in notice to attend, at the request of the co-chairs or two directors

17.14 The Board of Directors shall be convened by a Co-Chair. In the absence of a Co-Chair, it shall be convened by a Vice-Chair. In the absence of any Co-Chair or Vice-Chair in office, the Board may be convened by any two directors acting jointly. The power to issue the notice of convocation may be delegated to the Secretary General, who shall act on behalf of the competent convening authority.

17.15 Notices to attend Board meetings shall be communicated by post or by e-mail to each Board member, at least seven calendar days (two calendar days in the case of justified emergency) before they are to be held and shall be signed by at least a co-chair. Notices to attend contain the agenda for the meeting of the Board of Directors.

17.16 The Board of Directors meets at the registered office of the Association or at any other venue indicated in notice to attend (including online meetings and phone conferences).

17.17 The Board of Directors may examine only the items appearing on the agenda, unless all Board members are present or represented and they give their unanimous agreement to depart from the agenda or to add items to it.

17.18 The co-chairs or, in their absence, the oldest of the vice-chairs chairs the Board meeting. The Board of Directors may meet validly only if at least 50% of the directors are present or represented. A director may give proxy to another director by letter, or email to represent him or her at a given Board meeting and to vote on his or her behalf.

17.19 In the absence of any Co-Chair and Vice-Chair, the Board of Directors shall elect, from among the directors present, a chairperson for the meeting. The person so elected shall chair the meeting and exercise the corresponding powers for that meeting only.

17.20 All the decisions by the Board of Directors are taken by simple majority of the votes cast

17.21 The Board of Directors has the power to set up work groups or committees for which it will determine the composition, the powers and the duration.

17.22 The minutes of the Board Meetings shall be prepared by the Secretary General or by a minute-taker appointed by the Board of Directors at the beginning of the meeting. The minutes shall be communicated to the directors.

Article 18 - Vacancy

Any vacant position on the Governing Board shall be filled temporarily in the way described in Article 17.6. Nominations for a directorship shall be received at least one day before the election date.

Article 19 – Written resolutions

Decisions may also be taken by written resolutions of the Board members provided that each Board member has been informed at least seven calendar days (2 calendar days in the case of justified emergency) in advance of the decisions to be taken. The decisions come into effect on the date mentioned on the written resolutions and are deemed to have been taken at the registered office of the Association

Article 20 – Representation of the Association

20.1 All acts binding on the Association, all delegations of power and powers of attorney in the Association's name are valid once they have been signed either by two co-chairs or by a co-chair and a vice-chair, and the latter shall not need to provide third parties with evidence of any prior resolution of the Board of Directors or a delegation of authority granted by special decision by the Board of Directors. Legal actions, whether as plaintiff or defendant, shall be brought on the Association's behalf by the co-chairs acting jointly.

20.2 The Secretary-General shall individually represent the Association with respect to all acts of daily management and also in court proceedings within the limits of daily management, and shall not be obliged to offer proof to third parties of a prior decision of the Board of Directors.

20.3 The Association is also validly represented by an attorney-in-fact, within the limits of his/her power-of-attorney.

Article 21 – Publication requirements

Any change in the composition of the Board of Directors shall be published according to the procedures laid down by the Companies and Associations Code.

Article 22 - Antitrust Guidelines

22.1 Members,Board members and members of working groups shall not enter into any discussion, activity or conduct that may infringe, on its part or on the part of its members and participants, any applicable competition laws. This applies not only to discussions in formal meetings but also to informal discussions before, during or after meetings.

22.2 Members, Board members and members of working groups are aware of, and are committed to comply with all applicable competition laws during the meetings held and during the meetings to come. All are aware of their obligations in this respect. Minutes are taken at all meetings so that there is evidence that all restrictions under competition law have been duly observed.

TITLE VI – Daily Management

Article 23 – Secretary-General

23.1 The Board of Directors appoints the Secretary General , who does not necessarily have to be a member's representative. The Secretary General will have the powers delegated to him/her by the Board of Directors.

23.2 The Secretary General is entrusted with the Association's day-to-day management, under the Board of Directors' responsibility.

23.3 The Secretary General attends Board meetings.

23.4. The Board of Directors determines remuneration of the Secretary General .

Article 24 – Internal Regulations

Upon proposal of the Board of Directors, the General Meeting may adopt Internal Regulations of the Association, compatible with these Articles of Association, so as to ensure the Association's proper functioning and sound administration.

Article 25 - Audit

25.1 When required by law, the audit of the financial situation, the annual accounts and the verification that the transactions set out in the annual accounts comply with the legal requirements or the Articles of Association must be entrusted to one or several auditors, appointed amongst the members of the Institute of Auditors ("Institut des Réviseurs d'Entreprises"). They hold the title of statutory auditor ("commissaire").

25.2 Even if not required by law, the audit of the financial situation, the annual accounts and the verification that the transactions set out in the annual accounts comply with the legal requirements or the Articles of Association may be entrusted to one or several auditors, appointed or not amongst the members of the Institute of Auditors ("Institut des Réviseurs d'Entreprises"). They hold the title of auditor ("auditeur").

25.3 The auditor or statutory auditor shall be accountable for the audit and the report to the General Meeting

Article 26 - Budget – accounts

26.1 The Association's accounting year begins on 1 January and ends on 31 December.

26.2 Without delay after 31 December of each year, the Board of Directors approves the annual accounts for the financial year that has just ended and draws up the budget for the next financial year. Both documents will be referred to the ordinary meeting of the General Meeting for approval.

26.3 The Association's accounts are drawn up in euro.

26.4 The Association may undertake any activity if the aim of such activity contributes to achieving the Association's goals and after approval by the General Meeting on the basis of the proposals made by the directors, within the legal limits.

TITLE VII – Miscellanies

Article 27 - Opinions

If the Association is invited to submit an official opinion to an organisation or to another body, the minority opinions upheld by at least ten per cent of the members may be appropriately expressed, upon written request collegially made by these members to the Secretary-General

Article 28 - Languages

The French version of these Articles of Association represents the official version.

The Association's vehicular language is English. All the General Meetings and Board meetings will take place in the English language. All communications and notifications sent to the members or to the directors will be drafted in English.

Article 29 - Dissolution

29.1 The Association may be dissolved by decision by the General Meeting if the members present or represented constitute a quorum and form a voting majority as laid down in Article 15 of these Articles of Association.

29.2 In the event of dissolution, the General meeting appoints a liquidator, defines the rules governing the liquidation procedure and determines the liquidator's fees.

29.3 In the event of liquidation, the General Meeting decides on appropriation of the net balance of the Association's funds, which shall be allocated in accordance with the Association's aims, i.e.

for nonprofit-making purposes. In all events, the liquidator will not be authorised to distribute the net balance of the Association's funds to the members.

Article 30 – Applicable law and dispute resolution

Anything that is not expressly covered in the Articles of Association or the Internal Regulations shall be governed by Belgian law.

Any dispute shall be governed by Belgian law and shall be submitted to the Brussels courts (chambres francophones).