

Articles Of the Association

International Photovoltaic Equipment Association e.V (Incorporated association).

§ 1 Name and Registered Office

- (1) The association shall bear the name
International Photovoltaic Equipment Association (IPVEA)
and shall be entered in the court register of associations; after registration it shall bear
the suffix "e.V. " (Incorporated association).
- (2) The association shall have its registered office in Hanau / Germany.

§ 2 Financial Year

The financial year shall be the calendar year.

§ 3 Object of the Association

- (1) The association shall address in particular the manufactures and suppliers of
Photovoltaic (PV) equipment and related raw materials used in PV ingot, wafer,
cell (crystalline and thin-film), and panel manufacturing.

The association shall promote, cultivate, and foster among its members an
understanding of the aforementioned industry to disseminate information and
thereby intensify the advantages of the existing synergies, as well as to represent
the interests of all members as a "unified voice" to the entire PV branch.

The association shall offer a forum for member companies to engage in ongoing
discussions and provide external communications concerning people, events,
products, markets, technology, trends, and standards.

The association shall offer and decide on exhibitions, conferences, sales
channels and methods of communications to promulgate among its members and
to their customers knowledge of the industry and understanding of the
technological solutions as now comprised and all future developments technical
and otherwise by and through which the public and the industry would benefit.

- (2) The objects of the association shall, in detail, be realized by the following measures:
 - a) Exchange of experience and opinions amongst the association members.
 - b) Joint decision-making of the association members for a collective appearance at special events.
 - c) Commissioning of expert service companies to organize and execute trade fairs, exhibitions, and conferences.
- (3) The funds of the association may only be used for the objects as specified in the articles. The members shall not receive any payment from the association's funds. Nobody may be favored by outlays that are outside the object of the association or by disproportionately high remuneration. The association shall not primarily pursue economic objects
- (4) In the case of dissolution of the association or the revocation of the legal capacity the assets of the association shall be equally divided amongst the registered members at the time of dissolution or revocation of legal capacity.

§ 4 Membership

- (1) There shall be Regular, Educational, Editorial, and Associate memberships in the organization.

Qualifications:

Regular. Regular Membership shall be open to domestic and foreign individuals, firms, corporations or business entities which (1) manufacture or import (a) photovoltaic equipment (such as module assembly, cell manufacturing, laminators, furnaces, etching, screen printers and testing equipment), (b) raw material and/or components used by manufacturers or importers in the foregoing area or (2) hold rights to original patents and or materials (or having entered into an agreement with the holders of such rights, engage, pursuant to such rights or agreements), in the production of equipment or products for sale under a brand label in the aforementioned area or (3) regularly use or sell in their business or operations, products associated with the foregoing industry which they obtain from another source.

Educational. Educational Membership shall be open to public and private educational institutions. Educational members shall be notified of and have the privilege of attending the annual meetings of the membership, but shall have no vote. Educational members shall have no right to hold any office in the Association and shall have no right or claim to any part of the assets of the Association.

Editorial. Editorial Membership shall be open to members of the press and communication media, who, in the discretion of the Executive Director, shall be admitted to membership without the payment of dues. Editorial members shall be notified of and have the privilege of attending the annual meetings of the membership, but shall have no vote. Editorial members shall have no right to hold any office in the Association and shall have no right or claim to any part of the assets of the Association.

Associate. Associate Membership shall be open to federal, state and local governmental agencies and to trade associations, who, in the discretion of the Managing Director, shall be admitted to membership without the payment of dues. Associate members shall be notified of and have the privilege of attending the annual meetings of the membership, but shall have no vote. Associate members shall have no right to hold any office in the Association and shall have no right or claim to any part of the assets of the Association.

- (2) Membership shall be acquired by:
 - Participation in the establishment of the association;
 - written application of the applicant; the decision hereon shall be made by the Board of Directors.
- (3) Membership shall end with
 - The death of a member, that is a natural person, or the liquidation of juridical person or firm that is a member
 - Voluntary withdrawal
 - Elimination from the membership list
 - Expulsion from the association
- (1) The voluntary withdrawal shall be affected in a written declaration to the Board of Directors. The withdrawal shall be admissible with notice of three months given to the end of the financial year. The withdrawal with immediate effect, given good grounds, shall not be affected hereby.
- (2) A member can, upon the decision of the Supervisory Board, be eliminated from the membership list, if he/she, despite two reminders is in arrears of subscriptions or contributions amounting to the annual subscription. The elimination may only be decided three months after the mailing of the second reminder and the if demand has not been met. The member shall be informed of the elimination.
- (3) If a member has, in gross negligence, been in breach of the interests of the association he/she can, by resolution of the Members' Assembly, be expelled from the association. Before the resolution is passed, the member shall, within a reasonable period, be given the opportunity to justify himself/herself before the Members' Assembly either personally or in writing.

§ 5
Membership Subscriptions

Subscriptions shall be collected from the members. The minimal subscription shall amount to €3.000 p.a. Details shall be regulated in the subscription system, which shall be resolved by the Members' Assembly.

§ 6
Organs of the Association

The organs of the association are

- a) The Board of Directors;
- b) The Supervisory Board;
- c) The Members' Assembly

§ 7
Board of Directors

- (1) The Board of Directors comprises of five and up to eleven members: President, one or more Vice-Presidents, Treasure, Assistant Treasure, and Secretaries. Only members of the association (in the case of juridical persons a mandatory delegate / representative) can be elected to the Board of Directors.
- (2) The Board of Directors shall have rules and regulations, which shall regulate the procedure for the election of the President and the convening of the Board of Directors.
- (3) The association shall be represented judicially and extra-judicially by two members of the Board of Directors. The Board of Directors can authorize the managing director for business transactions in day-to-day administration.
- (4) The Board of Directors shall be responsible for the management of the association, the execution of resolutions and the administration of the assets of the association.
- (5) Board of Directors' resolutions shall be adopted by a majority of votes. The Board of Directors shall constitute a quorum when at least 60% of the member of the Board of Directors is present. In the case of equality of votes, the President shall decide. The resolutions of the Board of Directors shall be held in the minutes.
- (6) Removal of Directors: Any or all directors may be removed for cause or without cause by a majority vote of the membership at a duly convened meeting. A director may be removed for cause by the Board of Directors. Cause, as used in this paragraph, shall, without limitation, include the failure by a director to attend two consecutive Board meetings without submitting satisfactory explanation for his absence, which is accepted by the Board. The Board of Directors may entertain charges against a director and shall conduct a hearing to determine whether cause exists for removal of a director. A director who is the subject of such a hearing may be represented by counsel. The Board of Directors shall adopt regulations for such a hearing, which it deems fair and reasonable, and in the best interest of the Association.

§ 8

Tenure of Office of the Board of Directors

- (1) The Board of Directors shall be elected by the Members' Assembly for a period of three years, effective as of the day of election. The Board of Directors shall remain in office until new elections. The tenure of office of the individual members of the Board of Directors is limited to a maximum of six years.
- (2) Every member of the Board of Directors shall be elected individually. Only members of the association, i.e. natural persons or authorized delegates of juridical persons can be elected. Should a member of the Board of Directors retire during the tenure of office the Members' Assembly must, at the next convention, elect a replacement member.

§ 9 Management

The Board of Directors can appoint one or more Managing Directors, who shall support the Board of Directors in the management of the association and the execution of resolutions. The remuneration for the management shall be effected from the members' subscriptions and/or the association's assets.

§ 10

Supervisory Board

- (1) The Supervisory Board of the association shall comprise ten members. The members of the Supervisory Board will be appointed by the Board of Directors and should represent a mixture of large (<301 employees), medium (>300 and <101 employees) and small companies (> 100 employees) of regular member companies.
- (2) The delegation of the members of the Supervisory Board shall be valid for two years.
- (3) The Supervisory Board shall, together with the Board of Directors, have world-wide power to issue guidelines for the association
- (4) The Supervisory Board meetings, which shall be attended by the Board of Directors of the association and the Managing Director(s), shall be convened by the President, or in the case of his being prevented, by the Vice-President giving four weeks written notice and a notification of the agenda. Meetings shall be held at a maximum of twice a year on the occasion of a large Trade Fair / Conference.

- (5) Within the scope of the Supervisory Board meetings the members of the Board of Directors shall not only have right of access, but also right of discussion and voting power. All members of the Board of Directors shall be informed of the Supervisory Board meetings.
- (6) The Supervisory Board meetings shall be led by the president, or in the case of his being prevented, by one of the vice-presidents of the association; should he also be prevented from participating, and then the oldest member of the Supervisory Board present shall lead the meeting.
- (7) The Supervisory Board forms its opinion by passing resolutions. Resolutions are passed by a majority of the valid votes cast.
- (8) Should a member of the Supervisory Board retire prematurely, a replacement member shall be appointed. The replacement member shall be delegated by the association member who also appointed the retired member of the Supervisory Board.
- (9) All resolutions shall be entered into the minute book.

§ 11
Members' Assembly

- (1) In the Members' Assembly every member shall have, in principle, one vote.
- (2) The Members' Assembly is responsible for the following:
 - a) Election and dismissal of the members of the Board of Directors;
 - b) Passing of resolutions on modifications to the articles of association and the dissolution of the association.
 - c) Passing of resolutions on the subscription system;
 - c) Receipt of the Board of Directors' annual report and formal approval of The Board of Directors.
 - d) Appointment of two auditors for the annual audit.
- (3) The Members' Assembly can pass resolutions in all matters within the sphere of responsibility of the Board of Directors and the Supervisory Board.

§ 12
Convening the Members' Assembly

- (1) The ordinary Members' Assembly shall take place at least once a year in combination with a trade fair or conference.
- (2) The Members' Assembly shall be convened in writing by the Board of Directors or by the Managing Director giving four weeks' notice and notification of the agenda. The notice shall begin with the day following the date of the dispatch of the invitation. The invitation shall be considered delivered when it has been sent to the address last given to the association by the member. The notice may also be sent via fax or electronically by e-mail at the discretion of the Board of Directors. The agenda shall be determined by the Board of Directors.
- (3) Both the Board of Directors and the managing directors shall participate in the Members' Assembly.

§ 13
Members' Assembly Resolutions

- (1) The Members' Assembly shall be led by the president, or in the case of his being prevented, by another member of the Board of Directors. Should no member of the Board of Directors be present, the assembly shall appoint the head. The keeper of the minutes shall be appointed by the head of the assembly.
- (2) The type of poll shall be specified by the head of the assembly. The poll must be carried out in writing if one third of the present members entitled to vote make such a motion. Every member of the association has one vote.
- (3) The Members' Assembly shall not be public. The head of the assembly can allow guests admission.
- (4) Once the invitation has been made in due form and within the set period, the Members' Assembly shall constitute a quorum with any presence of the members. This shall be drawn to attention in the invitation. The Members' Assembly shall pass resolutions with a simple majority of the valid votes cast; abstentions shall not be taken into consideration. For modifications to the articles of association a three-quarters majority of the valid votes cast shall be necessary. For the dissolution of the association a 90% presence of the members shall be required. Should this Members' Assembly not constitute a quorum, a Members' Assembly shall be convened anew with two weeks' (minimum) notice and notification of the reason here for given. The assembly shall then constitute a quorum regardless of the number of members present. The resolution on the dissolution of the association shall be affected with a three quarters majority of the valid votes cast. A modification to the object of the association shall require a unanimous resolution of all members.
- (5) The following shall apply for elections: if, in the first ballot, a candidate does not attain the majority of the votes cast, a second ballot shall be held between the two candidates with the most votes.

- (6) Minutes shall be kept on the resolutions of the Members' Assembly and these shall be signed by the head of the assembly and the keeper of the minutes. The minutes shall contain at least the following details: venue and date/time of the assembly, names of the head of the assembly and the keeper of the minutes, the number of represented votes, the agenda, the individual election results, and the type of poll. In the case of modifications to the articles of association the entire wording of the resolution must be recorded.
- (7) Proxies: Every member of the association entitled to vote at any meeting thereof or to express consent or dissent without a meeting may authorize another person to act for him by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid eleven months after the date of its execution .
- (8) Mail Ballot: The Board may take action without a meeting if all of the members of the Board consent in writing to the adoption of a resolution authorizing the action.

§ 14 Extraordinary Members' Assembly

The Board of Directors can convene an extraordinary Members' Assembly at any time. Such an assembly must be convened when the interests of the association require it or when it is demanded in writing by one third of all members and stating the object and reasons from the Board of Directors.

§ 15 Dissolution of the Association

- (1) The dissolution of the association can only be resolved in an ordinary Members' Assembly. Insofar as the Members' Assembly does not resolve otherwise, the president and another member of the Board of Directors shall be the joint authorized representative liquidators.
- (2) The aforementioned regulations shall also apply in the case of the association being dissolved for another reason or losing its legal capacity.

§ 16
Committees

The Board of Directors may provide for committees of the Board, which shall have such powers as the Board of Directors may lawfully delegate. Members of such standing committees may be appointed by the Board or Directors or the Supervisory Board. Any regular member or employee of a regular member shall be eligible for membership on a standing committee. Each standing committee shall perform its several duties and engage in no activities not relevant to its functions without the express authorization of the Board of Directors, and make reports of its activities to the Board of Directors at least semi-annually. No committee shall attempt directly or indirectly to enforce compliance with any advice or recommendation given by it to the Board of Directors, or interfere or attempt to interfere in any way with the conduct of the business of any member or of any other corporation, association, firm or individual. Members of each standing committee shall fix their own order of procedure, time, and place of each meeting and such other rules for the conduct of their duties not inconsistent with the other provisions of these By-Laws, including the appointment of subcommittees, as they shall deem advisable. Any member of any standing committee may be removed at any time by the Board of Directors by the affirmative vote of a majority of the whole Board, with or without cause.

Section for Signatures:

Signed in the Original German version from:

Board of Directors

President

Hans-Juergen Stangl (Stangl Semiconductor)

Vice President

Jarby, Sven (Oerlikon)

Vice President

Albert Vontz (Kuka Systems)

Secretary

Andreas Schöni (3S Swiss Solar Systems)

Treasurer

Steffen Guenther (Reis Robotics)

Board Member

Stefan Schiller (Schiller Automation)

Board Member

Manfred Schroeder (Ebara Precision Machinery)