

SUSTAINABLE ENERGY SOCIETY OF SOUTHERN AFRICA

CONSTITUTION

SECTION 1 - THE SOCIETY

1.1 NAME

The name of the Society is

1.1.1 THE SUSTAINABLE ENERGY SOCIETY OF SOUTHERN AFRICA hereinafter referred to as THE SOCIETY.

1.1.2 BODY CORPORATE

The society shall:

- ❖ Exist in its own right as a body separate from its members.
- ❖ Continue to exist even when its membership changes and there are different office bearers.
- ❖ Be able to own property and other possessions.
- ❖ Be able to sue and be sued in its own name.

1.2 AFFILIATION

The Society is affiliated to the International Solar Energy Society, a tax-exempt non-profit organisation chartered under laws of the State of Arizona, United States of America, hereinafter referred to as ISES.

1.3 MISSION

The creation and continued growth of an authoritative renewable energy and energy efficiency forum in Southern Africa.

1.4 OBJECTIVES

The objectives of the Society are to:

- 1.4.1 increase the use of renewable energy and the efficient use of energy to ensure a sustainable energy future and to strive towards achieving this through informal education, demonstration and information dissemination to end-users and other decision makers of all levels;
- 1.4.2 establish the society as the main regional information centre on renewable energy and energy efficiency in close co-operation with similar initiatives;
- 1.4.3 facilitate in the creation and maintenance of appropriate standards for related products, systems or methods, and training
- 1.4.4 create opportunities for persons and/or institutions interested in the application of renewable energy, energy efficiency and related technologies to meet on common ground.

1.5 HEADQUARTERS

The administrative office of the Society shall be at such place as the Council may decide from time to time.

1.6 OFFICIAL LANGUAGES

The official languages of the Society shall be English.

SECTION 2 - MEMBERSHIP

- 2.1.1 Membership shall be open to any person or legal entity who shares the objectives of the Society as set out above and who undertakes to abide by the Constitution and Byelaws. Membership shall become effective on payment of the appropriate subscriptions.
- 2.1.2 Two main membership categories shall be distinguished in the Society, namely membership of the SUSTAINABLE ENERGY SOCIETY OF SOUTHERN AFRICA **only**, called *LOCAL MEMBERSHIP*, and membership of the Society and the International Solar Energy Society, called *INTERNATIONAL MEMBERSHIP*.
- 2.1.3 Two membership grades in the Society shall be distinguished, namely membership by natural persons and membership by legal entities.
- 2.1.4 Membership by natural persons is divided into three groups, namely Individual Members Student Members and Honorary Fellows.
- 2.1.5 Membership by legal entities, the so-called corporate members, is divided into four groups, namely Sustainable Energy Corporate Members, Non-Energy Business Corporate Members, NGO/Non-profit/Educational Members, and Government Agency/Utility Members.
- 2.1.6 A Member does not automatically become a member of ISES and shall not be entitled to the privileges offered by ISES unless full *INTERNATIONAL MEMBERSHIP is paid*.

2.2 VOTING RIGHTS AND PRIVILEGES

- 2.2.1 Members in the natural persons membership grade of the Society shall be entitled to all the privileges offered by the Society, and shall be entitled to exercise one vote at any general meeting.
- 2.2.2 Members in the legal entity membership grade of the Society shall be entitled to all the privileges offered by the Society, and shall be entitled to exercise two votes at any general meeting.

2.3 HONORARY FELLOW

- 2.3.1 A Honorary Fellow shall be a person whom the Society wishes to honour by reason of exceptional service rendered to the Society, or to the application of renewable energy in its broad context, or by reason of eminence in science or technology related to renewable energy.
- 2.3.2 Persons so honoured shall enjoy all the privileges and rights offered by the Society, and shall be entitled to exercise one vote at any general meeting.

2.4 STUDENT MEMBER

A Student Member shall be a person below the age of 30 (thirty) years who is undergoing regular training either at a recognised University, Technikon, Technical College, or a High School.

2.5 SUBSCRIPTIONS

- 2.5.1 All members of the Society with the exception of Honorary Fellows shall be liable for a subscription fee, as determined by the Council from time to time.
- 2.5.2 New members shall be liable for the annual subscription for that year, except when accepted during the last quarter of the year, in which case it will be required of the member to pay the full subscription for the succeeding year.

2.6 FINANCIAL YEAR

- 2.6.1 The financial year of the Society shall be from 1 January to 31 December.
- 2.6.2 The organisation's accounting records and reports must be ready and handed to the Director of Non-profit Organisations within six months after the financial year end.
- 2.6.3 If the organisation has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984. Or the organisation can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985. The organisation can go to different banks to seek advice on the best way to look after its funds.
- 2.6.4 Assets may be purchased by the society after a vote in a Council meeting being passed. The Treasurer shall keep a record of all the assets and reflect these in the financial records of the society.

2.7 ANNUAL SUBSCRIPTION

The annual subscription shall become due and payable on the 1st of January each year.

2.8 FAILURE TO PAY SUBSCRIPTIONS

- 2.8.1 Any member whose subscription is not paid within 3 months of the due date shall not be entitled to any of the privileges of membership after the expiration of this period.
- 2.8.2 Any member whose subscription is not paid within 6 months of the due date may, by resolution of the Council, be struck off the register, but shall be liable for the amount due to the Society at the time of such resolution, provided that any such person so removed may, on payment of such arrears, be reinstated by the Council at its discretion.

2.9 ISES SUBSCRIPTION

The Society shall forward to ISES such proportion of the subscriptions collected by the Society as specified in the byelaws of ISES. All other monies received by the Society, including all donations and all profits accruing to the Society will be held by the Society for its own use in furtherance of the objectives for which the Society was established.

2.10 CERTIFICATE OF MEMBERSHIP

A membership certificate indicating the appropriate grade of membership signed by the Secretary shall be issued to all members annually upon payment of the due membership fees. Such certificate shall deem the member to be in good standing.

2.11 RESIGNATION

Any member may resign from the Society by submitting a written resignation to the Secretary, together with any amount due by the Member. Subscriptions will not be refunded.

2.12 EXPULSION

- 2.12.1 The Council may expel, or demand the resignation, of any member whose continued membership would, in its opinion, be contrary to the interests of the Society, provided that the motion has been submitted at a meeting of the Council of which due notice has been given, and that not fewer than two-thirds of the Council confirm such decision directly or by postal vote.

- 2.12.2 A member whose expulsion is being considered shall be notified by the Secretary of the date of the meeting of the Council, at which the Member's case shall be considered. Such notice shall be not less than 14 days, and shall contain the charges against the Member. If the Member so desires, he may submit a defence, either in person or in writing, or by a representative.

SECTION 3 - THE COUNCIL

3.1 MANAGEMENT

The authority and responsibility for managing the affairs of the Society in conformity with the Constitution and Byelaws shall be vested in the Council.

3.2 OFFICE BEARERS OF THE COUNCIL

The Council shall elect the following office bearers, from among its own members:

- i) the Chairperson
- ii) the Vice Chairperson
- iii) the Treasurer
- iv) the Secretary

- 3.2.1 The Council may nominate ex-officio patron(s) from time to time.

3.3 ELECTION OF THE COUNCIL

- 3.3.1 Nominations of candidates to the Council for the succeeding two years will be called at least 45 days in advance of an Annual General Meeting and remain open for a period of at least 14 days. Based on submissions by members, solicited by printed notification and such other means as deemed appropriate by the ruling Council, a short list of names will be drawn up from which the eventual Council will be elected. The total number of nominees will be limited to 20. If more than 20 names are received the 20 names with the most nominations will be selected.

- 3.3.2 Within 7 days after the closing date for nominations, the Secretary shall draw up and send to all members a suitable ballot paper showing the nominations in alphabetical order.

- 3.3.3 Members will be asked to vote for seven members, by way of e-mail or fax, or such other means as deemed appropriate by the ruling Council, to serve on the Council from the list of maximum 20 nominations selected through the nomination process. Voting will remain open for a period of at least 14 days.

- 3.3.4 In addition to the nominated Council members, one member from each Regional Branch or Division (affiliated technology association), elected by their respective councils, will be allowed a seat and voting rights on the Council.

- 3.3.5 All the members of the Council shall be active members of the Society and shall have the right to vote at Council meetings.

- 3.3.6 If in the interval elapsing between two Annual General Meetings there should occur vacancies on the Council, the Council shall have power to fill the vacancies temporarily by co-option until the next Annual General Meeting.

- 3.3.7 The Council shall have the power to co-opt additional members of the Council as required for a specific task.

3.3.8 Should the Chairperson vacate the office during his term, the President or the Vice-Chairman, respectively, shall accede to the office in an acting capacity for the remainder of that term.

3.4 DUTIES OF THE COUNCIL

3.4.1 The Council shall devote itself to attaining the objectives of the Society and to its development and growth.

3.4.2 The Council shall, subject to the general direction and control of General Meetings and to the provisions of the Constitution, and without any diminution of the rights, powers, functions and duties of general meetings, have power to:

- i) make recommendations to SESSA or its members or the respective Divisions
- ii) appoint from time to time such Sub-Committees as it may deem fit for the purpose of investigating and reporting on any matter referred to them by the Council.
- iii) appoint a standing Executive Committee for the purpose of the day-to-day management of the Society and the investigating and reporting on any matter referred to them by the Council or requiring immediate attention in between Council Meetings. The Executive Committee shall comprise the following members of the Council:
 - a) The Chairman
 - b) The Secretary
 - c) The Treasurer
 - d) One other Council member as appointed by the Council

3.4.3 The Executive Committee shall have the power to co-opt additional members from the Council, Divisions or Regional Branches as and when required for a specific task.

3.4.4 The President shall normally preside at all meetings of the Society. The Chairman shall normally take the Chair at Council meetings. The duties of the President and Chairman are mutually interchangeable in case of one of them being absent.

3.4.4 The Secretary shall perform such administrative duties as the Council shall direct, and shall attend in person, or by deputy, all meetings of the Society and the Council, and take the Minutes of the proceedings. Such Minutes shall be entered in a book and presented for confirmation at the consecutive meeting.

3.4.5 The Treasurer shall have custody of the Society's funds, and shall keep full and accurate accounts of receipts and expenditure, and shall deposit all monies and valuable effects in the name and to the credit of the Society in such depositories as may be designated by the Council. The Treasurer shall disburse the funds of the Society as may be ordered by the Council and shall render to the Council at its meetings and at the AGM an account of all transactions and of the financial position of the Society.

3.4.6 Any two office bearers of the Society may sign cheques and instruments on behalf of the Society. Electronic transactions must be executed by the Treasurer.

3.4.7 The Council may employ and remunerate such employees as may be required for conducting the business of the Society. Such employees will have no voting rights. In the event of outsourcing of treasury functions, payments by the organisation undertaking such will first be approved by 2 of 3 of the Chairperson, Vice Chairperson and Treasurer and a record kept of such approval. A treasurer will be appointed from amongst the council members.

3.4.8 The Council may remunerate Council members for conducting the business of the Society.

3.5 TERM OF OFFICE

A new Council shall commence their term of office on handover by the outgoing Council at the Annual General Meeting following their election, and shall, subject to termination of office by

resignation, or otherwise, remain in office for a period of two years. The office bearers shall normally not serve more than three consecutive terms in any particular office. All Council members shall be eligible for re-election without nomination.

3.6 COUNCIL MEETINGS

3.6.1 The Council shall meet at least once annually, and on other occasions as decided by the Council. Five members of the Council shall form a quorum.

3.6.2 Each Council member present at a meeting of the Council shall be entitled to exercise one vote. The Chairman of the meeting may also exercise a further or casting vote if necessary.

3.6.3 If a member of the management committee does not attend three management committee meetings in a row, without having applied for and obtaining leave of absence from the management committee, then the management committee will find a new member to take that person's place.

3.7 BYELAWS

The Council may by resolution make byelaws consistent with the Constitution for the conduct of the business and affairs of the Society and may amend such byelaws provided due notice shall be given of the meeting at which the resolution is to be considered, and two-thirds of the members of the Council present at the meeting are in favour of the resolution.

3.8 INDEMNITY

Each member of the Council shall be accountable only in respect of his own acts, and shall not be accountable for acts done other than expressly assented by him. No member of the Council shall incur any personal liability in respect of any loss or damages incurred through an act or suffered by him, while done in good faith for the benefit of the Society.

SECTION 4 - GENERAL MEETINGS OF THE SOCIETY

4.1 ORDINARY GENERAL MEETINGS

4.1.1 The Council shall make every effort to hold at least two ordinary general meetings of the Society during the year, but one or more of these meetings may be replaced by symposia, seminars, talks, or exhibitions.

4.1.2 No matters of policy shall be considered at such meetings.

4.2 ANNUAL GENERAL MEETINGS (AGM)

4.2.1 Annual General Meetings shall be held not later than the end of April of each year, but the new Council shall only be appointed every second year, except in the case of temporarily co-opted Council members as provided in 3.3.6.

4.2.2 Any matter for inclusion in the agenda for the AGM must be submitted to the Secretary for consideration by the Council not later than 30 days before the date of such meeting. The following items shall be included at each AGM:

4.2.3 A full, duly audited financial statement of the accounts of the Society for the previous financial year shall be presented by the Treasurer.

4.2.4 A report on the activities of the Society during the past year shall be presented by the Chairman.

4.2.5 The Secretary, or by deputy, shall report on the results of the election of the Council members and officers of the Society.

- 4.2.6 An Accounting Officer shall be appointed to prepare the accounts of the Society.
- 4.2.7 Any resolution which was submitted in accordance with clause 4.4.2 shall be discussed.
- 4.2.8 A copy of the agenda should reach each member at least 7 days prior to the Annual General Meeting, but the fact that any member has not received a copy of the agenda shall not invalidate the proceedings. Business that is not included in the agenda may be discussed at the meeting only if the majority of members present are in favour thereof, and that such business does not fall within the terms of section 7 or 8.
- 4.2.9 Every member present at the meeting, who has paid his due subscription, shall be entitled to exercise one vote or by proxy in writing. The Chairman of the meeting shall also exercise a further or casting vote if necessary. At all general meetings, except as provided in section 8, a majority of votes will decide a resolution.
- 4.2.10 A quorum at the AGM shall be 10 members. Should the quorum be lacking, the Council shall convene a deferred AGM within the following 15 days but not less than 7 days ahead, at which those present shall constitute a quorum.
- 4.3 SPECIAL GENERAL MEETINGS
- 4.3.1 A Special General Meeting may be convened by the Council at any time.
- 4.3.2 The Council shall convene a Special General Meeting within 60 days of receiving a written application signed by at least 10 members, provided that the business for which the meeting is to be called is specified in the application. A quorum at such a Special General Meeting shall be 15 members of whom at least 10 should be the signatories of the application.
- 4.3.3 Only the business specified in the notice convening such a meeting shall be transacted at the meeting.

SECTION 5 - REGIONAL BRANCHES OF THE SOCIETY

- 5.1 The Society shall consist of as many Regional Branches as the Council considers necessary.

5.2 ESTABLISHMENT AND DISSOLUTION OF REGIONAL BRANCHES

The Council can, at its discretion, or on receipt of a request to this effect from members of the Society, create new Regional Branches, and may also after consulting with the Committee of a Regional Branches, authorise the dissolution of a Regional Branch at any time after it has been founded, if such a step is regarded as being in the interests of the Society.

5.3 OFFICERS

Each Regional Branch shall elect a Regional Committee biennially, consisting of at least a Chairman and a Secretary, and shall conduct its own affairs in accordance with the Constitution and bye-laws of the Society.

5.4 DUTIES AND RESPONSIBILITIES OF THE REGIONAL COMMITTEE

- 5.4.1 The Regional Committee shall be locally responsible for the promotion of the objectives of the Society as described in the Constitution.

- 5.4.2 The Regional Committee shall provide the liaison between the Regional Branch and the administrative office of the Society, and shall be responsible for arranging regular minuted meetings for the members.
- 5.4.3 The Regional Committee shall be responsible for the despatch of copies of all minutes of meetings, papers and news items to the Secretary of the Society, which may then be published in the transactions of the Society or in publications of the Society as deemed appropriate.
- 5.4.4 The Regional Committee shall submit annually to the Council a report concerning the activities of the Branch and a financial statement, for inclusion in the Annual Report of the Society.

5.5 EXPENSES

The Council may allocate such funds and/or assistance as it finds necessary to promote satisfactory functioning of the affairs of the Branch. The Branch shall have separate financial affairs to the Society.

SECTION 6 - DIVISIONS OF THE SOCIETY

6.1 DIVISIONS

The Society shall consist of as many Divisions (e.g. affiliated Industries Associations) as the Council considers necessary.

6.2 ESTABLISHMENT AND DISSOLUTION OF DIVISIONS

The Council can, at its discretion, or on receipt of a request to this effect from members of the Society, create new Divisions, and may also after consulting with the Executive Committee of the Division authorise the dissolution of a Division at any time after it has been founded, if such a step is regarded as being in the interests of the Society.

6.3 OFFICERS

Each Division shall elect an Executive Committee biennially and shall conduct its own affairs in accordance with the SESSA Constitution and byelaws.

6.4 DUTIES AND RESPONSIBILITIES OF THE DIVISIONS

- 6.4.1 Apart from promoting and protecting the interest of the Division, the Division shall also promote the overall objectives of the Society as contained in the Constitution.
- 6.4.2 Each Division shall have separate financial affairs to the Society.
- 6.4.3 The Executive Committee shall submit annually to the Council a report concerning the activities of the Division and a financial statement, for inclusion in the Annual Report of the Society.
- 6.4.4 The Council may allocate such funds and/or assistance as it finds necessary to promote satisfactory functioning of the affairs of the Division.

SECTION 7 - GENERAL

7.1 AMENDMENTS TO THE CONSTITUTION

- 7.1.1 Proposals to alter, add to, or delete from the Constitution may be initiated by the Council, or submitted in writing by not less than 5 members, and shall be considered at an Annual General Meeting, or a Special General Meeting, called for that specific purpose.
- 7.1.2 Such proposals, either in the original or amended form, require a two-thirds majority of members present for acceptance.

7.2 INTERPRETATION OF CONSTITUTION AND BYELAWS

In case of any doubt as to the meaning and intent of any portion of the Constitution and byelaws, the interpretation of the Council shall be final and binding.

SECTION 8 - DISSOLUTION OF THE SOCIETY

- 8.1 The Society may be dissolved by a Special General Meeting convened by the Council, or on the written request to the Secretary signed by a majority of the members. The same notification to the Secretary and to the members of the Society shall apply as indicated in clause 4.3. A quorum at this Special General Meeting shall be 25 percent of the Society membership including voters by proxy.
- 8.2 If a resolution for, dissolution is duly passed, the Council shall forthwith liquidate the affairs of the Society and any surplus assets on realisation shall become the property of ISES, or in the event that ISES no longer exists, they may be disposed of at the discretion of the Council, but not for the personal gain of members of the Council, or any individual person/s.

9. ADOPTION OF THE CONSTITUTION

The Constitution, together with amendments from the January 2001 constitution, was approved and accepted by the Members of the SUSTAINABLE ENERGY SOCIETY OF SOUTHERN AFRICA at the Special General Meeting of the Society held on 19th August 2004.

Chairperson

Secretary