

SOUTHERN AFRICAN ASSOCIATION FOR ENERGY EFFICIENCY CONSTITUTION V5

1. Name:

The association hereby constituted shall be called the Southern African Association for Energy Efficiency abbreviated as SAEE and referred to in this constitution as “the association”.

2. Objectives:

The objectives of the association shall be to represent the common interests of persons and organisations that are professionally, academically or commercially involved in the advancement of Energy Efficiency in any sectors.

3. Body Corporate:

The association shall exist in its own right, separately from its members, shall be able to contract in its own name, shall be able to own property and other possessions, and shall be able to sue and be sued in its own name. The association shall be subject to the laws of the Republic of South Africa.

4. Liability Of Members:

The Liability of any member for any obligation of the association shall be limited to the membership fees payable by the member in a single year.

5. Perpetual Succession:

The Association shall continue to exist even when its membership and office-bearers change.

6. Powers of the Association:

The association shall have such powers as the fulfilment of its objectives may require, including the right to contract with third parties and with its members, to hold financial assets and liabilities, to trade for its own account and to defend the association and its members in a court of law.

7. Distribution of Income and Property:

The income and property of the association shall be used solely for the promotion of its objectives. No portion thereof may be paid, or directly or indirectly transferred by any means, to its members, provided that the foregoing shall not prevent the payment in good faith of reasonable remuneration to any officer, servant or member of the association in return for services actually rendered to the association.

8. Membership:

The voting members of the association shall consist of persons and organisations that are professionally academically or commercially involved in the advancement of energy efficiency in any sectors.

Classes: The executive committee may create new sub-classes of voting members and new classes of non-voting members.

Applications: Membership applications and resignations shall be in writing and in such format and subject to such conditions as may be prescribed by the executive committee.

Expiry: Membership shall expire at the end of each membership year and may be renewed subject to the conditions and fees prescribed by the executive committee.

Mandates: No members may represent the association or make statements on behalf of the association without having obtained an appropriate mandate from the executive committee.

Personal interest: No member may have a personal or private financial interest in the association.

9. Competition between Members:

When participating in activities of the association, members and guests shall strictly observe the requirements of the Competition Act, Act 89 of 1998.

10. Executive Committee

The executive committee shall be responsible for the governance of the association and shall consist of a president, a president-elect, an immediate past president and up to a maximum of six additional members.

Elections: Every second year, the general secretary shall invite members to nominate a president-elect and three additional members to the executive committee. All nominees must be individual members or representatives of organisational members. If the nominations received are contested, the secretary shall arrange for an electronic vote by participant members to determine the composition of the executive committee from the nominations received. The existing president may be elected to stand for one additional term of two years. The president-elect will remain as such should this happen.

Vacancies: The executive committee may fill any vacancies on the executive committee or for the office of the president or president-elect, provided that such appointment shall expire at the time that the term of office of the original incumbent would have expired.

Cooptions: The executive committee can co-opt individuals to the executive committee provided that such individuals shall not be entitled to vote and all co-options lapse at the time of the next convention.

Liability: Members of the executive committee shall serve on the committee in their private capacity. They shall not be personally liable for any debts or other claims by third parties or members against the association, provided that their actions were conducted in good faith.

Powers of the executive committee: The executive committee shall have such powers as are required to manage the affairs of the association, including but not limited to:

- a. binding the association in contract;
- b. opening and operating bank and investment accounts;
- c. appointing and dismissing employees and contractors;
- d. delegating tasks and responsibilities;
- e. forming subcommittees and workgroups;
- f. establishing branches and special interest groups, or similar structures;
- g. determining the actions and strategies of the association;

h. representing members on external bodies.

Meetings of the executive committee: The executive committee shall meet at least twice every year. The president or the general secretary shall convene meetings of the executive committee with at least seven days' notice by email. Minutes shall be taken of all meetings of the executive committee.

Quorum: Half the members of the executive committee plus one shall constitute a quorum. If a quorum is not present, a meeting may continue, but all decisions taken must be ratified by the next meeting of the committee at which a quorum is present.

Presidential succession: At a suitable conference or other formal event every second year, or fourth year if the president was elected to stand for a second term, the outgoing president shall formally hand over the presidency to the president-elect. If no such formal handover ceremony is possible, the president-elect shall become the president on the last day of November of that year.

11. Convention of Members

The Executive Committee shall arrange a convention of members at least every second year, where the President shall report to members on the activities and financial position of the Association, and members shall have the right to table motions, provided that such motions may not conflict with matters delegated to the Executive Committee or General Secretary, in this Constitution.

12. Duties of Office-Bearers

The President or, in his or her absence, the President-Elect, shall preside over all meetings of the Association and the Executive Committee. The President, supported by the immediate past President and President-Elect, shall be responsible for the strategic direction of the Association, for Membership Development and Relations and for the external Relations of the Association.

13. Administration

The executive committee shall appoint a general secretary, who may be a natural person or a corporate entity, who shall be accountable to the executive committee for the operational and financial administration of the association.

14. Funding and financial management

The association shall be funded from membership fees levied on members by the executive committee, investment income on surplus funds, event revenue, sponsorships and charges for services provided to members and third parties.

Financial year: The financial year of the association shall end on the last day of February of each year.

Financial control: The executive committee shall institute and maintain adequate financial control systems and measures.

Bank accounts: All financial transactions of the association must be conducted through bank accounts owned by the association.

Auditors: The executive committee shall appoint an independent auditor for the association.

15. Branches and Divisions

The executive committee may create branches, divisions or special interest groups of the organisation. Any such structures:

- a. Must remain financially accountable to the executive committee with all its funding or finances being channeled through the SAEE account. This will be managed, with regular financial reporting on additional funds to the division or branch, by the SAEE appointed individual;
- b. Must derive their mandate to operate from the executive committee;
- c. Must adhere and be subject to this constitution;
- d. Must include members who is also paid up members of the association and shall adhere to the constitution of the division or branch;
- e. Must elect, to the SAEE Executive Committee, one committee, council or board member. An individual who is already a member of the SAEE Executive Committee may also represent the division or branch;
- f. May subscribe additional fees to that required for SAEE membership for furthering its cause and implementing its plans;
- g. Must engage the SAEE contracted events company for all events being organized to ensure all events align to the SAEE image, look, feel and logistics. This requirement will apply irrespective if an event is being organized internally or externally, by the division or branch and if a delegation fee applies or not.

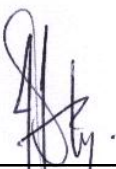
16. Amendment of the constitution

This constitution may be amended by the members in a secret ballot at a general meeting of members or by an electronic vote at any time, provided that the motion is passed by a two-thirds majority of the members who participate in the vote. All members must be provided with at least fourteen days' notice of any meeting or electronic vote at which a motion to amend the constitution is to be submitted and the wording of the motion.

17. Dissolution

Upon dissolution, any surplus of assets over liabilities shall be given or transferred to some other non-profit association having objectives similar to the main objectives of the association. The association may be dissolved if 75% of the members in good standing agree, by secret ballot or electronic vote, to such dissolution.

Adopted and signed on behalf of the members at Samrand on the 10th June 2015



President