



**THE SOUTHERN AFRICAN ASSOCIATION FOR ENERGY EFFICIENCY**

## **CONSTITUTION**

### **1. NAME**

1.1 The organisation hereby constituted will be called The Southern African Association for Energy Efficiency.

1.2 Its shortened name will be SAE E (hereinafter referred to as the organisation).

1.3 Body corporate:-

The organisation shall:

- Exist in its own right, separately 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.

### **2. OBJECTIVES**

(a) The organisation's main objectives are to be a not-for-profit energy efficiency coordinating body and a driver of networking, information dissemination, and awareness creation in all energy efficiency matters;

- The organisation's main activities include but are not limited to:
  - Organizing technical events mainly for information dissemination.
  - Participate and organize public events to create more awareness on energy efficiency.
  - Organize annual banquet and awards function to recognize excellence in energy efficiency practice.
  - Engage actively in proposing/implementing accreditation for energy efficiency training.

- Interact in a complimentary manner with other associations that are also interested in energy efficiency.
- Promote energy efficiency initiatives.
- Facilitate energy training and capacity building at all levels.
- Promote good citizenship in energy management.
- Establishment of a youth and equity programme aimed at delivering energy managers and professionals of the future.

(b) The organisation's secondary objectives will be to promote energy efficiency and excellence through networking, capacity building and empowerment;

(c) The organisation represents the following:

- Energy end users (industry, commercial, residential)
- Energy service providers and professionals
- Equipment suppliers
- Researchers and developers in energy efficiency
- Energy training providers

(d) The organisation interacts with the following stakeholders:

- Energy suppliers
- Energy end-users
- Energy service providers and professionals
- Equipment suppliers
- Researchers and developers
- Government and policy makers
- Energy training institutions
- Other associations

(e) The organisation aims to achieve the following in the next two years:

- Become the preferred energy efficiency networking association.
- Establish the organisation as a credible one stop shop on energy efficiency (energy information, training possibilities, and transparent case studies).
- Establish coherence amongst our constituents, government and other energy efficiency organizations/associations.
- Increase our membership.
- Increase awareness on energy efficiency and energy management.

(f) The organisation is not:

- An energy efficiency trainer;
- An association for profit gain;
- “Policy Making” and “Policy Policing”;
- Social association;
- Training association.

### **3. INCOME AND PROPERTY**

3.1 The organisation will keep a record of everything it owns.

3.2 The organisation may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done.

3.3 A member of the organisation can only get money back from the organisation for expenses that have been paid for or on behalf of the organisation.

3.4 Members or office bearers of the organisation do not have rights over things that belong to the organisation.

3.5 The organisation will sustain itself through the following ways:

- Membership fees – Memberships categories are: corporate, individual and student members.
- Donations.
- Income raised from events (Conferences, Functions, Seminars, Workshops etc).
- Annual fees for affiliated training providers.

### **4. MEMBERSHIP AND GENERAL MEETINGS**

4.1 If a person wants to become a member of the organisation, she or he will have to complete a membership application form and submit it to the organisation for approval by the Board. The Board has the right to decline a membership application, subject to reasons being given.

4.2 Members of the organisation must attend its annual general meetings. At the annual general meeting members exercise their right to determine the policy of the organisation.

- 4.3 The annual subscription for all categories of members, shall be determined by the Board and shall be payable in advance on receipt of invoice.
- 4.4 Any member may resign from membership by giving notice in writing to the Secretary of his / her intention to do so.
- 4.5 Subscriptions shall not be returned to members under any circumstances.
- 4.6 Any member failing to pay the subscription within three months from date of invoice and after due notice shall be erased from the list of members and whereupon shall cease to be a member of the organisation. The Board shall have the power to restore all privileges or membership on payment of all arrears, subject to written justification.
- 4.7 Upon evidence satisfying the members of the Board that any member has been guilty of an offence which renders them unfit to be a member, the Board shall have the right with the approval of at least two-thirds of those present at any Board meeting of the organisation to expel such member from the organisation, whereupon their name shall be removed from the list of members. Any member so expelled shall have no claim whatsoever on the organisation. Any member whose conduct is being enquired into in terms of this rule, shall be entitled to produce and call witnesses on their behalf.
- 4.8 Any member, who, for any reason at any time ceases to hold the qualifications of membership laid down in these rules, shall thereupon cease to be a member of the organisation.
- 4.9 No member shall, in the name of the organisation, publish or give consent to the publication of any papers submitted, statements or communication made to the organisation without the consent of the Board.

## **5. MANAGEMENT**

- 5.1 The management and affairs of the organisation shall be conducted by a Board consisting of a minimum of 5 members with possible alternates, each of whom shall be a full member of the organisation. The Board may at its discretion from time to time vary the number of elected

members serving on the Board. They are the office bearers of the organisation.

- 5.2 Members of the Board shall be elected every second year by ballot of which 50% of the members shall remain for another two-year term.
- 5.3 If a member of the Board does not attend three Board meetings in a row, without having applied for and obtaining leave of absence from the Board, then the Board will find a new member to take that person's place.
- 5.4 More than half of the Board members need to be at the meeting to make decisions that are allowed to be carried forward. This constitutes a quorum.
- 5.5 Minutes will be taken at every meeting to record the Board's decisions. The minutes of each meeting will be given to the Board members at least two weeks before the next meeting. The minutes shall be confirmed as a true record of proceedings, by the next Board meeting.
- 5.6 All members of the organisation have to abide by decisions that are taken by the Board.

## **6. POWERS OF THE ORGANISATION**

The Board may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in point number 2 of this constitution. Its activities must abide by the law.

- 6.1 The Board has the power and authority to raise funds or to invite and receive contributions.
- 6.2 The Board has the power to buy, hire or exchange for any property that it needs to achieve its objectives, subject to available funds.
- 6.3 The Board has the right to determine regulations for proper management, including procedure for application, approval and termination of membership.
- 6.4 The Board will decide on the powers and functions of office-bearers.

## **7. MEETINGS AND PROCEDURES OF THE COMMITTEE**

- 7.1 The Board must hold at least three meetings per annum.
- 7.2 The president, or two members of the Board, can call a special meeting if they want to. But they must inform the other Board members of the date

of the proposed meeting not less than 21 days before it is due to take place. They must also inform the other members of the Board which issues will be discussed at the meeting. If, however, one of the matters to be discussed is to appoint a new Board member, then those calling the meeting must give the other Board members not less than 30 days notice.

- 7.3 The president shall be deemed to be the chairperson of the Board. If the chairperson does not attend a meeting, then members of the Board who are present choose which one of them will chair that meeting. This must be done before the meeting starts.
- 7.4 There shall be a quorum whenever such a meeting is held.
- 7.5 When necessary, the Board will vote on issues. If the votes are equal on an issue, then the chairperson has either a second or a deciding vote.
- 7.6 Minutes of all meetings must be kept safely and always be on hand for members to consult.
- 7.7 If the Board deems it is necessary, then it can decide to set up one or more sub-committees. It may decide to do this to get some work done quickly. Or it may want a sub-committee to do an inquiry, for example. There must be at least three people on a sub-committee. The sub-committee must report back to the Board on its activities. It should do this regularly.

## **8. ANNUAL GENERAL MEETINGS**

The annual general meeting must be held once every year, after the end of the organisation's financial year.

The organisation should deal with the following business, amongst others, at its annual general meeting:

- Agree to the items to be discussed on the agenda.
- Keep an attendance register.
- Read and confirm the previous meeting's minutes with matters arising.
- Chairperson's report.
- Treasurer's report.
- Changes to the constitution that members may want to make.
- Elect new office bearers.
- General.

- Close the meeting.

## **9. FINANCE**

- 9.1 There shall be opened in the name of the organisation a banking account with a Bank or Financial Institution as the Board may from time to time appoint.
- 9.2 An accounting officer shall be appointed at the annual general meeting. His or her duty is to audit and check on the finances of the organisation.
- 9.3 The treasurer's job is to control the day to day finances of the organisation. The treasurer shall arrange for all funds to be put into a bank account in the name of the organisation. The treasurer must also keep proper records of all the finances.
- 9.4 All subscriptions and other monies received by the organisation from whatever source shall be paid into the banking account, and shall only be used for the purpose of the organisation with the authority of a Board meeting of the organisation.
- 9.5 The Board may, from time to time, agree to use a portion of funds collected for the purpose of promotion of the organisation.
- 9.6 Whenever funds are taken out of the bank account, the chairperson and at least two other members of the organisation must sign the withdrawal or cheque.
- 9.7 The financial year of the organisation ends on 28 February of each year.
- 9.8 The organisation's accounting records and reports must be ready and handed to the Receiver of Revenue within six months after the financial year end.

## **10. CHANGES TO THE CONSTITUTION**

- 10.1 The constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the members who are present at the annual general meeting or special general meeting. Members must vote at this meeting ("quorum") to change the constitution. Any annual general meeting may vote upon such a notion, if the details of the changes are set out in the notice referred to in 7.3
- 10.2 A written notice must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are going to be

proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.

- 10.3 No amendments may be made which would have the effect of making the organisation cease to exist.

## **11. DISSOLUTION/WINDING-UP**

- 11.1 The organisation may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.
- 11.2 In the event of the Organisation being wound up, no liability shall be incurred by any member other than in respect of his unpaid subscriptions, and any other money he may then owe to the Organisation.
- 11.3 When the organisation closes down it has to payoff all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the organisation. It should be given in some way to another non-profit organisation that has similar objectives. The organisation's general meeting can decide what organisation this should be.

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**This constitution was approved and accepted by members of the Southern African Association for Energy Efficiency (SAEE) at an Annual General Meeting held on 1 September 2004 at Emperors Palace, Gauteng.**

# **ADDENDUM**

to

Constitution Document

of

The Southern African Association for Energy Efficiency (SAEE)

**This addendum forms part of and should be read in conjunction with item No. 5. of the SAEE Constitution Document**

## **5. MANAGEMENT**

- 5.1 The management and affairs of the organisation shall be conducted by a Board consisting of a minimum of 5 members with possible alternates, each of whom shall be a full member of the organisation. The Board may at its discretion from time to time vary the number of elected members serving on the Board. They are the office bearers of the organisation.

It is preferred that the SAEE Board consists of the following sectors:

- Education Sector
- Utility Sector
- Energy Intensive Group
- Services
- Energy Efficiency Sector
- Government and office bearers