

**RENEWABLE ENERGY ASSOCIATION OF
ZIMBABWE CONSTITUTION**

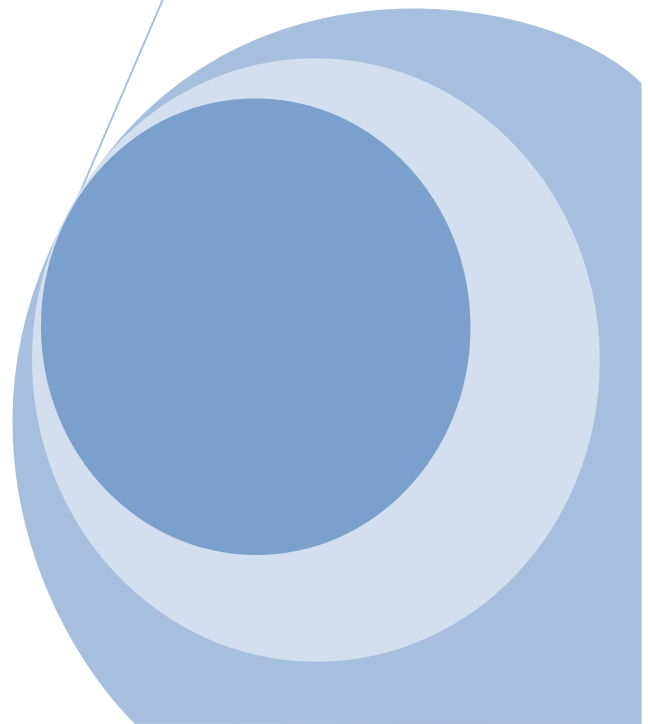
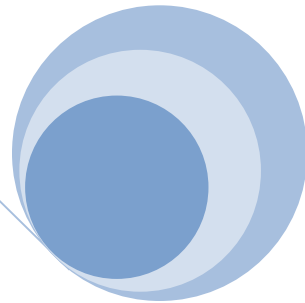
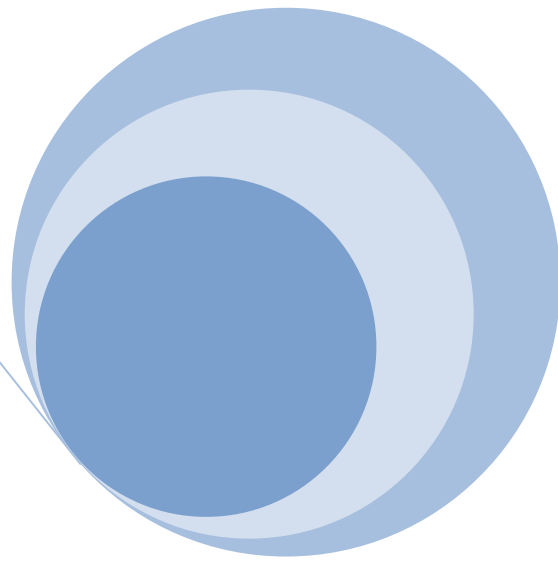


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THE RENEWABLE ENERGY ASSOCIATION OF ZIMBABWE CONSTITUTION

1. DEFINITIONS

In this constitution, unless inconsistent with or otherwise indicated by the context shall bear the meanings assigned to them and cognate expressions shall bear corresponding meanings.

- 1.1. Annual General Meeting: The Annual General Meeting of the Association.
- 1.2. Association: The Renewable Energy Association of Zimbabwe (hereinafter referred to as "REAZ") constituted in terms of this constitution.
- 1.3. By-Laws: This refers to the by-laws of the Association.
- 1.4. Board: The Board of Trustees of the Association as defined in the Trust Deed of the Association.
- 1.5. Chairperson: Means the Chairperson of the Committee of the Association elected interms of this Constitution and Vice Chairperson shall be construed mutatis mutandis.
- 1.6. Code of Conduct: The set of rules and regulations governing the conduct of members together with the disciplinary procedures.
- 1.7. Corporate Governance Charter: Guidance for the Committee, Secretariat and Energy Sub Sector Committees in the discharge of their duties within the affairs of the Association for the benefit of the Members.
- 1.8. Extra Ordinary General Meeting: Means a meeting of the Assembly other than the Annual General Meeting called on short notice and for a specific purpose.
- 1.9. Member: Means any person admitted into the Association as provided for herein,
- 1.10. Person: A human being or anybody corporate whether incorporated or otherwise, a common law universitas or any Association as the case maybe.
- 1.11. Proxy: Person appointed at the sole discretion of a member and shall so be appointed by a filed Proxy form as prescribed

by the Association showing clearly their full names and signed by the appointee. For the avoidance of doubt, there shall be no voting by proxy

- 1.12. Renewable Energy: Without in any way limiting the expression to include naturally occurring, inexhaustible sources of Energy - including solar, wind, biomass, biofuels, hydro and geothermal which can be used to generate electricity, gaseous and liquid fuels, heat or any combination of these.
- 1.13. Returning Officer: The Presiding officer appointed in terms of this constitution to conduct elections as provided herein.
- 1.14. Secretariat: The collection of employees appointed by the Committee.
- 1.15. Sub – Committee: Means any Committee other than the Committee established to undertake a specific function in terms of this constitution.
- 1.16. Treasurer: Means any person elected in terms of this constitution to undertake the functions of the exchequer of the Association.
- 1.17. Trust The Renewable Energy Trust of Zimbabwe established by the Deed of Trust to provide custody of assets and appellate functions for the Association.
- 1.18. Trustees Means any person appointed as such under the Trust Deed and thereafter their successors duly appointed in terms thereof.

2. INTERPRETATION

- 2.1 References to natural persons shall include bodies corporate and any other legal personae and vice versa.
- 2.2 References to the singular shall include the plural and vice versa.
- 2.3 Where a number of days is prescribed, it shall be construed to mean "business days only" (i.e. days other than Saturdays, Sundays and Public Holidays) and shall be reckoned exclusive of the first and inclusive of the last day;
- 2.4 Where the day upon or by which an act is required to be performed is not a business day, the Association shall be deemed to have intended such act to be performed upon or by the first business day thereafter;

- 2.5 Where an expression has been defined and such definition contains a provision conferring rights or imposing obligations on any person, effect shall be given to that provision as if it were a substantive provision contained in the body of this constitution.
- 2.6 If figures are referred to in numerals and words, the words shall prevail in the event of any conflict between the two;
- 2.7 A reference to a statutory enactment (including statutes, ordinances regulations and by-laws) shall be construed as a reference to that enactment as at the signature date and as amended or reenacted or substituted from time to time.
- 2.8 Where any term is defined within the context of any particular clause in this constitution, the terms so defined, unless it is clear from the clause in question that the term so defined has limited application to the relevant clause, shall bear the meaning ascribed to it for all purposes in this constitution notwithstanding that such term has not been defined in clause 1 hereof.
- 2.9 The *eiusdem generis* rule of construction and interpretation shall have no application and whenever the term "including" is used followed by specific examples it shall be interpreted to be illustrative only.
- 2.10 No provision of this Constitution shall (unless otherwise stipulated) constitute a stipulation for the benefit of any person who is not a member of the Association (*stipulatioalteri*).
- 2.11 References to a Person shall include a reference to that Person's agents, proxies, representatives, successors in title and assigns allowed at law.

3. NAME AND ESTABLISHMENT OF ASSOCIATION

- 3.1** There is hereby established an Association to be known as the Renewable Energy Association of Zimbabwe (hereinafter called "the Association"), which shall be a body corporate with perpetual succession capable of suing and being sued in its corporate name.
- 3.2** Where there is a conflict between this Constitution and the Deed of Trust of the Renewable Energy Association of Zimbabwe Trust, the Constitution shall prevail.

4. ADMINISTRATION

4.1 Office and Address

The registered Head Office of the Association shall be situated in Harare, in the Republic of Zimbabwe. The Association will also have Branch Offices. The contact details of which are as follows:

Physical Address: c/o Wintertons Legal Practitioners
11 Selous Avenue Cnr. 3rd Street
Harare
ZIMBABWE

Website: TBA

E-mail Address: renewableenergyzimbabwe.REAZ@gmail.com

5. PREAMBLE

The National Energy Policy (NEP) of Zimbabwe is a deliberate plan of action to guide decisions that should facilitate the achievement of positive national outcomes in the delivery of energy products and services through the engagement of key stakeholders and national resources.

The Energy Sector is regulated by the Zimbabwe Energy Regulatory Authority (ZERA) and other regulatory and statutory bodies that derive their mandates from various Statutes; whereas the energy sector stakeholders on the other hand derive their performance expectations from an enabling environment whose character and nature is shaped by the past, prevailing political and socio-economic environment.

Following the increase in the demand for energy and power products and services, the market has experienced an increase in the number of players, particularly independent power producers and service providers. In addition there has been increased interest in renewable energy. In response to these developments in the energy market, Zimbabwe's energy industry stakeholders mooted the formation of the Renewable Energy Association of Zimbabwe. The Association shall be non-governmental, non-profit making, with no particular religious or political affiliation and shall be gender and environmentally sensitive. This document seeks to set out the constitution governing the operations and activities of the Association.

The purpose of REAZ is to facilitate the sustainable development and uptake of Renewable Energy Technologies (RETs) to the benefit of members, stakeholders and consumers.

6. VISION

To be a reputable umbrella association, supporting and enabling the sustainable growth of the Renewable Energy sector throughout Zimbabwe and beyond.

7. MISSION

To promote all forms of renewable energy technologies into the mainstream of the Zimbabwean economy and lifestyle by emphasizing the need for quality and best practice throughout the sector in a sustainable manner for the benefit of members, consumers and other stakeholders.

8. VALUES

Professionalism
Relevance
Innovation
Transparency
Collaboration
Integrity

9. OBJECTIVES AND POWERS OF ASSOCIATION

9.1 The objects of the Association shall be –

- 9.1.1 To provide a platform for the promotion and development of renewable energy technologies in Zimbabwe.
- 9.1.2 Establish working relationships with similar national and international organizations for the purposes of enhancing the objectives of the Association.
- 9.1.3 Facilitate information dissemination for the benefit of the public and the membership.
- 9.1.4 Formulate proposals for improvements in the renewable energy sector and make recommendations to the responsible authorities.
- 9.1.5 Participate in resource mobilization on behalf of stakeholders of renewable energy projects.
- 9.1.6 Promote technology transfer.
- 9.1.7 Promote sound business practices and standardization of products within the sector.
- 9.1.8 Promote the local manufacture of renewable energy products and enterprise development.
- 9.1.9 Generally to do all such acts as may be expedient or necessary for the furtherance of the interests of the association and the objects for which it was formed.

9.2 The Association shall have the following plenary powers-

- 9.2.1 To organize and hold functions for the purpose of raising funds to enable the Association to carry out its objects;
- 9.2.2 To acquire immovable and movable properties and to dispose of such property;
- 9.2.3 To borrow money on such terms as the Association may deem fit to enable it to carry out its objects, provided that the Association shall not borrow any amount in excess of its budget in the preceding year unless authorized at an Annual General Meeting or Extra Ordinary General Meeting convened for such purpose;
- 9.2.4 To open accounts with a bank, building society or other financial institution and to invest funds of the Association in securities nominated by the secretariat in consultation with the Committee;
- 9.2.5 To institute, conduct, defend or compromise legal proceedings instituted by or against the Association or its elected members.
- 9.2.6 Generally to do all such acts as may be expedient or necessary to further the interests of the Association and the objects for which it was formed.

10. MEMBERSHIP OF THE ASSOCIATION

10.1 First and Subsequent Members:

- 10.1.1 The first members of the Association shall sign Schedule C of this Constitution. The Committee may admit natural persons (and legal persons) over eighteen years of age as members of the Association.

10.2 Conditions and Criteria:

- 10.2.1 The Committee may determine the conditions and criteria for membership. A prospective member shall make an Application to the Association in the prescribed form together with an application fee. Applications for membership that do not comply with such conditions and criteria may be refused by the Committee.
- 10.2.2 The secretariat of the Association shall make a decision on the application within seven working days of receipt of the application.
- 10.2.3 Every member of the Association shall be obliged to pay an annual subscription fee.

10.2.3.1 Failure to make payment of the annual subscription fees within seven days of the due date for such payment will result in withdrawal of all membership benefits.

10.2.4 A member of the Association shall automatically cease to be a member upon:

10.2.4.1 Conviction by a competent court of any criminal offence which involves elements of dishonesty for which a sentence exceeding six months may be levied without any option of a fine.

10.2.4.2 Upon an application for the winding up of his or her estate or appointment of a liquidator as the case maybe.

10.2.4.3 Upon a declaration of the court that the member is insolvent as defined in the Insolvency Act [Chapter 6:04].

10.2.4.4 Upon death.

10.2.4.5 Upon dismissal for any misconduct in terms of the Association's Code of Conduct. Provided that the member shall be given an opportunity to make written or verbal representations to the Committee pertaining to the charges leveled against the member.

10.2.4.6 Upon resignation

10.2.5 Notwithstanding clause 10.2.4.5 a member who has been adjudged to have committed a dismissible misconduct can make an application for re-admission into the Association within a period of two years after such expulsion and the application shall be considered at the next Annual General Meeting

10.3 Transfer of Membership:

10.3.1 Membership is not transferable.

11. MEMBERSHIP CATEGORIES

11.1 Corporate

11.1.1 Corporate Members shall be any legally recognized company or organization with a registered office in Zimbabwe. The Chief Executive Officer of the Corporate Member or his/her nominee shall represent the organisation. A Corporate Member of the Association shall be entitled to exercise one vote and shall be eligible for election as an Office Bearer of the Association. Benefits of the Corporate membership sub-categories shall be as approved at the Annual General Meeting and shall consist of Silver, Gold and Platinum.

11.2 Associate member

11.2.1 Associate Members shall be any person, citizen or organization resident or registered in Zimbabwe interested in renewable energy. An Associate Member of the Association shall be entitled to exercise one vote and shall be eligible for election as an Office Bearer of the Association.

11.3 Professional

11.3.1 Professional Members shall include Lawyers; Accountants; Engineers, Scientists, Economists, Sociologists, Environmentalists, Consultants, Academics and other professions. A Professional Member of the Association shall be entitled to exercise one vote and shall be eligible for election as an Office Bearer of the Association. Professional membership sub-categories shall be as approved by the Committee.

11.4 Individual

11.4.1 Individual Members shall include Renewable Energy business operators and advocates other than Professional, Honorary, International and Student Members. An Individual Member of the Association shall be entitled to exercise one vote and shall be eligible for election as an Office Bearer of the Association. Individual membership sub-categories shall be as approved by the Annual and Extra-ordinary Meetings.

11.5 Honorary

11.5.1 Honorary Members shall be any person whom the Association wishes to honour by reason of exceptional service rendered to the Renewable Energy Industry. A proposal to award Honorary Membership shall be made by individual members to the Committee. The Committee shall recommend the proposal to the Extra Ordinary Meeting for approval. Honorary Members of the Association shall not be entitled to exercise any vote and shall not be eligible for election as an Office Bearer of the Association.

11.6 International

11.6.1 International Members shall be any person or organisation not normally residing in Zimbabwe. An International Member of the Association shall be entitled to exercise one vote but shall not be eligible for election as an Office Bearer of the Association.

11.7 Student

11.7.1 Student Members shall be any person who is undergoing formal education or training at a recognized institution. A Student Member shall neither have any right to vote nor be eligible for election as an Office Bearer of the Association.

11.8 Change of membership status

- 11.8.1 If a member desires to change their status at any time, they shall do so by way of reapplication for the appropriate status that they wish to have. They shall be required to fulfill in full all conditions antecedent in accordance with the requirements for the preferred status. Change of membership status automatically cancels the old status.

11.9 Application for Membership

- 11.9.1 A prospective member or member applying for change of status in terms of clause 11.8.1 above, shall submit an application form, whereby the applicant agrees to abide by the Constitution and Code of Conduct of the Association. Membership shall become effective on payment of the appropriate prescribed membership fees and after approval by the Secretary or relevant Branch Secretary of the Secretariat.

12. FEES AND SUBSCRIPTIONS

- 12.1.1 A non-refundable Application Fee shall be paid by the applicant on submission of completed application forms.
- 12.1.2 All members of the Association with the exception of Honorary Members shall be responsible to pay application fees and annual subscriptions.
- 12.1.3 Annual subscription shall be paid once membership has been approved.
- 12.1.4 Application fees and annual subscriptions shall be defined in the By-Laws and be subject to review as the Committee may determine from time to time.
- 12.1.5 The annual subscription shall become due and payable on or by the last working day of January of every respective year.
- 12.1.6 New members shall be liable for the appropriate pro-rata annual subscription for that year as defined in the By-Laws.
- 12.1.7 Members whose annual subscription is in arrears accrue a penalty immediately upon default and also lose their voting rights and eligibility to stand for office.
- 12.1.8 A member whose subscription is not paid by 31st January of the respective year shall not be entitled to any membership rights and privileges after the expiration of this period.
- 12.1.9 Membership of any member shall cease if they continue to be in arrears Beyond the 30th of June of the respective year.

12.2 Membership Certificate

- 12.2.1 Every Member shall be issued with a membership certificate annually indicating the appropriate membership category and signed by the Chairperson and either the Executive Secretary or the relevant Branch Secretary.
- 12.2.2 The membership certificate is valid only when supported with proof of payment and official REAZ security features for that current subscription year.

12.3 Rights and Obligations of Members

- 12.3.1 All members shall exercise such rights and bear such duties as prescribed by this constitution, and these include the right to:
 - 12.3.1.1 Participate in the functions of the Association as per their membership categories defined in Paragraph 11.
 - 12.3.1.2 Have access to facilities and services under agreed arrangement with the Association.
- 12.3.2 All members shall have the following obligations:
 - 12.3.2.1 Respect the Association and abide by its Constitution and By-Laws.
 - 12.3.2.2 Pay the prescribed fees, subscription or any other dues.
 - 12.3.2.3 At all times conduct themselves in a manner befitting the Aims, Objectives and Functions of the Association.
 - 12.3.2.4 Desist from using the Association's facilities or influence contrary to the objectives of the Association.
 - 12.3.2.5 Participate in the functions of the Association such as General Meetings.
- 12.3.3 All members shall be bound by good corporate governance, sound Business ethics and by the REAZ Code of Conduct.

12.4 Awards

Awards in the form of Certificates and Citations for notable service and achievements, in the field of Renewable Energy, as determined by an Awards Committee appointed by the Committee, may be made to deserving members on an annual basis.

13. MANAGEMENT OF THE ASSOCIATION

13.1 Office Bearers

13.1.1 The following shall be the non-executive officers of the Association:

- Chairperson
- Vice chairperson
- Treasurer
- Secretary
- General Committee members
- Energy Sub-Sector Chairpersons
- Energy Sub-Sector Vice Chairperson
- Energy Sub-Sector Secretaries
- Energy Sub-Sector committee members

13.2 The office bearers, who also sit on the Committee, shall be appointed by the Association members eligible to vote, except for the Secretariat who shall be an employee(s) of REAZ and shall be recruited and appointed by the Committee.

13.3 Functions and Responsibilities of Office Bearers

13.3.1 Office Bearers of the Association as described in paragraph 13.1 above shall individually and collectively be accountable to the Association through the Annual and Extra Ordinary General Meeting.

13.3.2 Office Bearers of the Association shall be accountable only in respect of their own acts, and shall not be accountable for acts done by others other than expressly assented to, by them. No Office Bearer shall incur any personal liability in respect of any loss or damages incurred through an act of or an event suffered by them, while done in good faith for the benefit of the Association.

13.3.3 Chairperson

- to convene and chair all meetings of the Association;
- to represent the Association at meetings, conferences or symposiums to which the Association has been invited.
- to act as spokesperson for the Association where necessary.

13.3.4 Vice Chairperson

13.3.4.1 The Vice Chairperson shall be the principal assistant to the Chairperson and, in the absence of the Chairperson, shall preside over all meetings enumerated in clause 13.2.3. In addition to the foregoing, he/she shall perform any of the functions of the Chairperson as the Chairperson may assign.

13.3.5 Treasurer

13.3.5.1 The Treasurer shall have the following functions, powers and duties:

- Ensure proper management of finance and accounts of the Association.
- Play an advisory role to the Association's financial activities.
- Present Annual Financial Reports to the Annual General Meeting for scrutiny and approval.

13.3.6 Secretariat

13.3.6.1 The Secretariat shall perform the management functions of the Association. This shall be headed by an Executive Officer who shall oversee the day to day management of the finance and operations functions of the Association guided by accounting and operating manuals. The Executive Officer shall be recruited on a performance based 3-year contract which shall be subject to renewal based upon satisfactory performance.

13.3.7 The Executive Officer shall:

- In consultation with the Chairperson and Executive Secretary, prepare the agenda and give notice of all Extra-Ordinary General Meetings and Committee meetings.
- Serve as Secretary at meetings of the Association mentioned above.
- Prepare and present the Annual Report to the Annual General Meeting.
- Prepare and submit quarterly financial statements to the Committee for scrutiny and approval.
- Prepare the annual plan and budget of the Association and submit them to the Committee for consideration and approval.

- Be in charge of the day to day running of the Association.
- Ensure proper daily management of finances and books of accounts.
- Ensure the central coordination and facilitation of Branch activities.

13.3.8 Energy Sub-sector Chairpersons

13.3.8.1 The Energy Sector Chairpersons shall be the representatives elected to represent the interests of members and stakeholders, and for the promotion and development of the various renewable energy sector categories. Chairpersons shall be elected to represent sectors including but not limited to; Solar, Hydro, Wind, Bio-fuels, Biogas, Geo-thermal and New Technologies and Research & Development

13.4 Powers

13.4.1 The affairs of the Association shall be managed by a Committee of the Association (hereunder referred to as the Committee) of at least 13 elected representatives in accordance with the resolutions of members at the Annual General Meeting. The Committee may delegate any of its powers or functions to a sub-Committee or member(s) of the Association provided that such delegation and conditions are reflected in the minutes for that meeting, that at least one Committee Member serves on the sub-Committee, the Committee in advance approves all expenditure incurred by the sub-Committees or member, and the Committee may revoke the delegation or amend the conditions.

13.5 Number and Portfolios

13.5.1 A minimum of thirteen members shall serve on the Committee, four of which shall bear the following portfolios: The Chairperson, the Vice Chairperson, the Treasurer, and the Executive Secretary.

13.6 Election

- 13.6.1 All members of the Committee shall be members of the Association. The Committee shall be elected by the members of the Association at an Annual General Meeting;
- 13.6.2 The Committee may exercise any of the powers which may be exercised by the Association in terms of this Constitution, other than those powers which may only be exercised by the Association in Annual General Meeting.
- 13.6.3 The Committee may from time to time co-opt any Member for the purpose of advising it or assisting it on any matter upon which it requires such advice or assistance but the Member so co-opted shall not be entitled to vote.
- 13.6.4 All elected and ex-officio members of the Committee shall have one vote with the Chairperson having a casting vote in the event of an equality of votes.
- 13.6.5 The elected Member of the Committee with the exception of the Chairperson shall hold office for a maximum period of three years from the date of election unless re-elected,
- 13.6.6 Provided that no member shall hold office for more than two terms of three years each and;
- 13.6.7 Provided that the Chairperson shall have serve a term of five years subject to re-election to a further term of three years.
- 13.6.8 An elected Member of the Committee shall cease to hold office if –
 - 13.6.8.1 he/she is absent from four consecutive meetings of the Committee without the leave of the Committee; or
 - 13.6.8.2 he/she is dismissed from office for breaching this constitution or adjudged to have committed a serious misconduct as defined in the Association's Code of Conduct; or

13.7 Resignation, Disqualification and Removal

- 13.7.1 A member of the Committee may resign from office in writing. A member of The Committee shall be disqualified from office upon termination of membership of the Association and becoming incapable by reason of mental illness.
- 13.7.2 If at any time a vacancy occurs amongst the elected Members of the Committee or a vacancy is not filled at an Annual or Extra Ordinary General Meeting, the Committee may in its absolute discretion;
 - 13.7.2.1 Appoint an eligible person to fill the vacancy and the person so appointed shall be deemed to be an elected Member and shall hold office until the next following Annual General Meeting.
 - 13.7.2.2 Co-opt a person who is not a member of the Committee to be Secretary or Treasurer but the person so co-opted shall not be entitled to exercise any vote and shall not be counted for the purpose of constituting a quorum.
 - 13.7.2.3 Subject to clause 13.5.5 the Chairperson, Deputy Chairperson, Secretary and Treasurer shall hold office until after the next succeeding Annual General Meeting unless he or she sooner ceases to be a Member of the Association or resigns from the office to which he or she has been elected or co-opted.

13.7.3 The Chairperson, Treasurer and Secretary of the Committee shall be ex-officio member of the board of trustees of the Renewable Energy Association of Zimbabwe Trust.

13.8 A meeting of the Committee –

13.8.1 may be called at any time by the Chairperson;

13.8.2 shall be called at the request in writing of not less than six members of the Committee.

13.8.3 At least seven days' notice shall be given of any meeting of the Committee unless all the Members thereof agree to accept a shorter period of notice.

13.8.4 At any meeting of the Committee–

13.8.4.1 The Chairperson shall preside, if the Chairperson is not present within fifteen minutes of the appointed time of the meeting, the Vice Chairperson shall chair such meeting. In both their absence, the members present at the meeting shall elect a chairperson for the meeting;

13.8.4.2 The person presiding may, in the event of any equality of votes exercise a casting vote in addition to their deliberative vote;

13.8.4.3 Half the number of the members of the Committee shall form a quorum;

13.8.4.4 If a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned to another date, within fourteen days thereafter. Notice, as provided for under the constitution, must be given to all members of the Association of such adjournment.

13.8.4.5 If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present, shall be deemed to constitute a quorum for that meeting.

13.8.4.6 The meetings of the Committee may be conducted face-to-face or electronically provided that the members elect a platform that allows all members to be present and participate through electronic means.

13.8.4.7 A resolution put to the vote shall be decided by means of a show of hands by ballot. A vote by ballot can be demanded by not less than one third of the members present.

13.8.4.8 Each member present shall be entitled to one vote.

13.8.4.9 Except where this constitution requires a higher threshold,

13.8.4.10 Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting vote.

13.8.4.11 Proper minutes and attendance records must be kept of all Committee Meetings. The Chairperson must sign the minutes which shall be available at all times for inspection or copying by any member of the Association on two days' notice to the Secretary.

14. MEETINGS OF THE ASSOCIATION

14.1 Powers of Meetings

- 14.1.1 The members in a properly convened meeting of the Association are the highest decision-making structure of the Association as set out in this Constitution. The members in a meeting may review, approve or amend any decision taken by the Committee but no such resolution of the meeting shall nullify any earlier resolution taken by the Committee in accordance with the provisions of this constitution.
- 14.1.2 The Annual General Meeting of the Association shall be held before the 31st day of March in each year.
- 14.1.3 The Chairperson may at any time and shall, if so requested by not less than twenty-five percent of Members of the Association in writing, convene an Extra-Ordinary General Meeting subject to at least seven (7) days' notice being given to members of the Association. The quorum for such meeting shall be at least twenty-five (25) fully paid members present and voting
- 14.1.4 If the Committee fails to give such notice within seven days of the request of one-quarter of the members, such members shall be entitled themselves through one member selected by them by majority vote to give notice of and to convene the meeting.
- 14.1.5 The Committee may call an Extra Ordinary General Meeting of the Association. At least (7) seven day's written notice must be given to all members stating the time, place and business of the Extra-Ordinary General Meeting.
- 14.1.6 Notice convening an Annual General Meeting of the Association shall be sent to each Member of the Association not less than fourteen (14) days prior to the date of the Meeting.
- 14.1.7 The quorum at an Annual General Meeting shall be at least 25 fully paid members present and voting.
- 14.1.8 If at any member meeting a quorum is not achieved, the meeting shall, be adjourned to the same place and time seven days later and the Members present at such subsequent meeting shall constitute a quorum.

14.2 At any Member Meeting

- 14.2.1 The Chairperson shall preside or, if he/she is absent the Vice Chairperson or if he/she is absent any Member of the Committee present elected by the members by majority vote shall preside;
- 14.2.2 The person presiding may, in the event of any equality of votes, exercise a casting vote in addition to his deliberative vote;
- 14.2.3 At any member meeting in the absence of the Secretary of the Committee, the Committee members may elect amongst themselves by majority vote a person to act as a Secretary for the purpose of recording the minutes of the meeting.

14.3 At an Annual General Meeting the following business shall be conducted:-

- 14.3.1 Reading and adoption of minutes of the previous Annual General Meeting;
- 14.3.2 Presentation of Audited Income Statement and Balance Sheet of the Association in the past financial year;
- 14.3.3 Report of the Chairperson;
- 14.3.4 Report of the Committees;
- 14.3.5 Election of Office Bearers;
- 14.3.6 The Appointment of Auditors
- 14.3.7 Any Other Business

15. DECISIONS IN MEETINGS OF THE ASSOCIATION

15.1 All decisions of the Association shall be by a simple majority in a meeting constituted in terms of Clause 14 hereof.

16. ELECTION OF COMMITTEE MEMBERS

16.1 The Chairperson of the Association or his/her appointee shall act as the Returning Officer for the election of Committee Members at an Annual General Meeting of the Association.

16.2 The Association shall elect at least 13 members to the Committee and four of whom shall be as provided herein and the rest shall be ordinary members drawn from each renewable energy sub-sector and other stakeholders.

16.3 Any member of the Association shall be eligible to be elected as a Committee member provided that such member is not in arrears in respect of subscription fees or any other levies payable to the Association.

17. NOMINATION PROCEDURES

17.1 The Returning Officer shall send Nomination Forms in the form F1 hereto attached as Annexure A accompanied with a list of all Members who are eligible to be elected to the Committee at least fourteen (14) days before the date of the election save for the first election. The list of members shall consist of the name of each member, the occupation of the member and the organization where the member is gainfully employed or represents in the Association.

- 17.2** Nominations shall either be by nomination by another member or by the member volunteering of their own accord. In the case of a nominated member, the member shall be required to indicate acceptance by signing the nomination form. In the case of a volunteer, one member will be required to second the candidature.
- 17.3** All duly completed Nomination Forms shall be submitted for validation to the Returning Officer at least four (4) days before the date of elections.
- 17.4** The Returning Officer shall on the day of the election announce the duly nominated Members.

18.VOTING PROCEDURES

- 18.1** The Returning Officer shall conduct the election.
- 18.2** Voting shall be by show of hands or by secret ballot at the discretion of the Returning Officer and members with the highest votes shall be duly elected.

19.RESOURCES AND FINANCIAL MATTERS

19.1 Financial Year

The financial year of the Association shall be from 1 January to 31 December.

19.2 Sources of Finance

The Association's sources of finance shall consist of:

- 19.2.1 Registration fees paid by members in accordance with the By-Laws and resolutions of the Committee.
- 19.2.2 Annual subscriptions and ad-hoc contributions by members in accordance with the By-Laws of the Association.
- 19.2.3 Grants, donations and ex-gratia contributions to REAZ.
- 19.2.4 Proceeds from sale of publications.
- 19.2.5 Proceeds from seminars, conferences, workshops, symposia, and exhibitions.
- 19.2.6 Proceeds from investments.
- 19.2.7 Any other income lawfully acquired by REAZ.

19.3 Accounts and Audit

- 19.3.1 The Committee shall cause proper books of accounts to be kept in respect of:
- 19.3.1.1 All sums of money received and expended by REAZ and the matters in respect of which receipts and expenditure take place.
 - 19.3.1.2 All sales and purchases made by REAZ.
 - 19.3.1.3 Assets and liabilities of REAZ.
 - 19.3.1.4 All Energy Sectors, Branches and Divisions of the Association.

- 19.3.2 "Proper books of accounts" shall mean such books as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.
- 19.3.3 The books of accounts shall be kept at the registered office of REAZ.
- 19.3.4 Within three months after the close of each fiscal year of REAZ, a qualified and experienced independent auditor shall make an audit of the books of accounts of REAZ.
- 19.3.5 Copies of the income statement and balance sheet (including every document required by law to be annexed thereto) together with a copy of the Auditors report, are to be presented to the Annual General Meeting.

19.4 Income and Property

- 19.4.1 The Association may not give off its money or property to its members or office bearers except only in instances of remuneration of a member or office bearer for services rendered to the Association. Any payment made should be a reasonable amount for the work carried out as determined by the Committee.
- 19.4.2 A member of the Association may only receive money from the Association for expenses and allowances that he or she has incurred and provided on behalf of the Association.
- 19.4.3 Members or office bearers of the Association do not have rights to the Association's assets.
- 19.4.4 Insofar as it may be necessary or convenient for the purpose of furthering the objects of the Association, the Association may:
 - 19.4.4.1 acquire by purchase, lease, exchange, gift or otherwise, property of any kind, whether movable or immovable, corporeal or incorporeal or any right or privilege; provided that in the case of the acquisition of any such property under this paragraph the approval of the Association in a general or special meeting shall first be obtained.
 - 19.4.4.2 sell, donate, mortgage, pledge, alienate, exchange, let, hire, partition or dispose of any property referred to in paragraph 19.4.4.1, or any right therein; provided that in the case of the alienation or mortgage of any immovable property under this paragraph, the consent of the Association in a general or a special meeting shall first be had and obtained.
 - 19.4.4.3 borrow or raise money and secure the payment thereof by mortgage, pledge, or in any other manner the Association deems fit, and for such purpose to encumber all or any of the Association's property or assets whether present, future or collateral, whether by the creation and

- issue of debentures or otherwise; provided that such debentures shall not be issued, or such mortgage or pledges be given until the approval of the Association in a general or a special meeting shall first be obtained.
- 19.4.4.4 draw, make, accept, endorse, discount and issue cheques, promissory notes, bills of exchange and other negotiable or transferable instruments.
- 19.4.4.5 invest monies of the Association which at any time may not be immediately required for the objects of the Association in such investment or securities as may be thought expedient.
- 19.4.4.6 enter into any contract whatsoever with any person, authority, institution or body whether corporate or non-corporate. Such contracts shall be signed by the Chairperson and Executive Officer or their duly delegated representatives.
- 19.4.4.7 do all other things which are incidental to or which the Association considers conducive to the attainment of any of its objects.
- 19.4.4.8 In clauses 19.4.4.1,2,3, the approval of the Association means the approval of the majority of the members of the Association present and voting at the annual general or extra ordinary meetings as the case may be on the issue upon which such approval is required in terms of this clause.
- 19.4.4.9 Custody of all property of the Association, whether movable or immovable, corporeal or incorporeal, shall vest in the Board of Trustees whereas registration of such property shall be in the name of the Association.
- 19.4.4.10 An independent auditor shall be appointed whose duty will be to audit and check on the finances of the Association.
- 19.4.4.11 The Executive Officer is required to control the day to day finances of the Association. The Executive Officer shall arrange for all funds to be deposited into a bank account in the name of the Association. The Executive Officer shall ensure that proper records of all the finances are kept.
- 19.4.4.12 Cheques drawn on the Association shall be signed by not less than two persons duly authorised by the Committee.

19.5 Budgets

- 19.5.1 Each financial year, the Association shall prepare annual operational budgets for the successive year and any supplementary budgets as necessary.
- 19.5.2 The sector sub-committees shall draw up annual sector operational budgets for the successive year which shall be forwarded to the Secretariat for consolidation.
- 19.5.3 The Secretariat, in consultation with the Committee, shall draw up the holistic budget for the Association incorporating sub-committee submissions.

- 19.5.4 The Treasurer in liaison with the Secretariat, shall present the consolidated budget to the Committee.
- 19.5.5 The Committee shall review the budget and make any necessary adjustments.
- 19.5.6 The Treasurer shall present the reviewed budget at the Annual General Meeting for approval by members according to prescribed procedure.
- 19.5.7 The budget shall be deemed approved and adopted once any necessary adjustments and recommendations from the Annual General Meeting have been endorsed by the relevant sub-sector chairperson/s and Committee.

20. TRUST

20.1 Formation

- 20.1.1 The Association shall form and act as Founder of the Renewable Energy

20.2 Objectives

- 20.2.1 Acquisition, Custody and disposal of the Assets of the Association both movable and immovable
- 20.2.2 Act as the Appellate body of the members of the Association

20.3 Trustees

- 20.3.1 There shall be not less than five(5) and not more than ten (10) trustees
- 20.3.2 The Trustees shall be appointed by Members of the Association at a members' meeting among which there must be a Lawyer, a Chartered Accountant and the members defined in clause 11.1 above.

21. GENERAL

21.1 Notices

- 21.1.1 The inadvertent omission to give notice to a member or the non-receipt of a notice of a meeting by a member of the Association shall not invalidate any proceedings or resolution at a meeting.
- 21.1.2 Notice of any meeting shall be deemed to have been served on members if such notice is delivered by the Association to a duly appointed agent or representative of a member.

21.2 Amendment

- 21.2.1 This constitution may be amended or replaced at any time by a resolution passed by a two-thirds majority of Members of the Association present and voting at an Annual General or Extra-Ordinary General Meeting

21.3 Dissolution

- 21.3.1 The Association may be dissolved by a resolution of a two thirds majority. Upon the dissolution of the Association, after all debts and commitments have been paid, any remaining assets shall be transferred by donation to some other non-profit organization which the members in an Extra Ordinary General Meeting (and failing which the Board of Trustees) considers appropriate and which has the same or similar to the objectives of the Association.

21.4 Indemnity

- 21.4.1 Subject to the provisions of any relevant law, members, office bearers or appointed delegates of the Association shall be indemnified by the Association for all acts done by them in good faith on its behalf.
- 21.4.2 Subject to the provisions of any relevant law, no members of the Association or appointed delegates shall be liable for the acts, receipts, neglects, or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Association, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

21.5 Effective Date

- 21.5.1 Notwithstanding the date of signature of this Constitution, the Association shall be deemed to have come into effect upon the adoption of this Constitution by members at an Extra-Ordinary General Meeting.