SOUTHERN AFRICA ENERGY EFFICIENCY CONFEDERATION

CONSTITUTION / BYLAWS

The Constitution/Bylaws of the SAEEC must be read together with the Memorandum of Incorporation (MOI) of the SAEEC which supersedes the Constitution/Bylaws, and be read together with the Companies Act 2008, and Regulation 15 of the Companies Act 2011, as this supersedes the MOI of the SAEEC, and lastly with the AEE Bylaws for Chapters which supersedes all other country specific laws and documentation for Chapters.

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1. Name:

The Confederation hereby constituted shall be called the Southern African Energy Efficiency Confederation abbreviated as SAEEC and referred to in this constitution as "the Confederation".

2. General:

The Confederation's Memorandum of Incorporation will supersede any statements made in this constitution/bylaw should these constitution/bylaws include any contradictory or conflicting statements.

3. Objectives:

The objectives of the Confederation 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.

4. Body Corporate:

The Confederation 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 Confederation shall be subject to the laws of the Republic of South Africa and stipulations of the board of directors provided for in the Confederation's Memorandum of Incorporation.

5. Liability Of Members:

The Liability of any member for any obligation of the Confederation shall be aligned to that mentioned within the Confederation's Memorandum of Incorporation.

6. Perpetual Succession:

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

7. Powers of the Confederation:

The Confederation shall have such powers as stipulated in its Memorandum of Incorporation and 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 Confederation and its members in a court of law.

8. Distribution of Income and Property:

The income and property of the Confederation shall be used solely for the promotion of its objectives and in alignment to its Memorandum of Incorporation. 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 Confederation in return for services actually rendered to the Confederation.

9. Membership:

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

Classes: The board 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 board of directors and Memorandum of Incorporation.

Expiry: Membership shall expire at the end of each membership year and may be renewed subject to the conditions and fees prescribed by the board in alignment to the Confederation's Memorandum of Incorporation.

Mandates: No members may represent the Confederation or make statements on behalf of the Confederation without having obtained an appropriate mandate from the board of directors.

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

10. Competition between Members:

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

11. SAEEC Board of Directors

The board of directors shall be responsible for the governance of the Confederation and shall consist of a President (chairperson), a President-elect (vice chairperson), an Immediate Past President (chairperson), Treasurer and Executive Director and up to maximum of nine (9) additional members. All Directors will resign after two (2) years of service (one term) in their role except the President elect who will become the President for the following year.

Elections: Every two (2) years, the secretary shall invite members to electronically nominate a president-elect and one additional representative from the Confederation and one representative from each member association to the board of directors. All nominees must be individual members or representatives of association members. The member associations will make arrangements within its constituency for the nominations to the Confederation's board of Directors. Should the nominations received to the board of Directors of the Confederation are contested, the secretary shall arrange for an electronic vote by participant members to determine the composition of the board of directors from the nominations received. The existing president may be elected to stand for one additional term of two (2) years provided the board of directors support such. The president-elect will remain, with no new president-elect to be voted for, such should this happen.

Vacancies: The board may fill any vacancies on the board or for the office of the president or president-elect, provided that vacancy will be filled for a term of two (2) years and such appointment shall not expire at the time that the term of office of the original incumbent would have expired.

Co-options: The board of directors can co-opt Board Members to the board provided that such individuals shall not be entitled to vote and all co-options lapse at the time of the next annual general meeting.

Board Members: Between 4-8 additional Co-opted Board members will be allowed including Divisions of the Confederation.

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

Powers of the board of directors: The board shall have such powers as are required to manage the affairs of the Confederation, including but not limited to:

a. binding the Confederation 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 Confederation;

h. representing members on external bodies.

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

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

Presidential succession: At a suitable conference or other formal event every two (2) years, or four (4) years, 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 the month after the last AGM was held.

12. Convention of Members

The Board 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 Confederation, and members shall have the right to table motions, provided that such motions may not conflict with matters delegated to the Board or Secretary, in this Constitution or the Confederation's Memorandum of Incorporation.

13. Duties of Office-Bearers

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

14. Administration

The board shall appoint an Executive Director, manager and/or secretary, who may be a natural person or a corporate entity, who shall be accountable to the board of directors for the operational and financial administration of the Confederation.

15. Funding and financial management

The Confederation shall be funded from membership fees levied on members by the board of directors, 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 Confederation shall end on the last day of December of each year.

Financial control: The board of directors shall institute and maintain adequate financial control systems and measures in accordance to the Memorandum of Incorporation.

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

Financial Statements: The board of directors shall appoint an independent capable individual or company annually for the Confederation who shall prepare financial statements in accordance with the provisions of the Memorandum of Incorporation.

16. Confederation, association, branch, division or interest group memberships

The board of directors may create or include as members associations, branches, divisions or special interest groups of the Confederation. These members will be autonomous from the Confederation. Any such structures:

a. Must formally accept the Confederation's bylaws for member associations, branches, divisions or special interest groups;
b. Must provide the board of directors annually with a formal statement from an independent party who prepared financial statements on the member associations, branches, divisions or special interest groups of the Confederation, confirming that it remains a going concern;
c. Must align their objective and vision to that of the Confederation;
d. Must adhere and be subject to this constitution;
e. Must adhere and be subject to the Confederation's Code of Conduct;
f. Must ensure that all its members are also paid up members of the Confederation.
g. Must adhere to the Constitution and Memorandum of Incorporation of the Confederation, association, branch, division or interest group;
h. Must elect, to the SAEEC Board, one association, branch, division or interest group member. An individual who is already a member of the SAEEC Board of Directors may represent the association, branch, division or interest group;
i. May subscribe additional fees to that required for SAEEC membership for furthering its cause and implementing its plans;
j. Shall allow the SAEEC contracted Events Company first right of refusal for any events being organised under the name, logo or brand of the Confederation, so as to ensure that all events align to the SAEEC image, look, feel and logistics. This requirement will apply irrespective if an event is being organised internally or externally, by the Confederation, branch, division or interest group and if a delegation fee applies or not.

17. Amendment of the constitution

a. This constitution may be amended to improve alignment to the Confederation's Memorandum of Incorporation without negatively impacting on members, associations, branches, divisions or special interest groups of the Confederation.
b. The Memorandum of Incorporation 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 75% majority of the paid-up 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 with the wording of the proposed changes.

18. Dissolution

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

Adopted and signed on behalf of the members at Johannesburg on the 4 March 2021

SAEEC President

Version Control

Document	Date	Version - Changes Made	RI
Confederation	2016.09.01	V00 - Original	JJ Steyn
CPL-GOV-01	2021.03.04	V01 – Grammar, Syntax & Alignment	K Cassie

Version Control-00: **Amendments to SAEEC Constitution / Bylaws**

Date	2016.09.01
Document Reference	Confederation
Document Name	SAEEC Constitution & Bylaws
Version	00
Authorized	Document reviewed and signed
Acknowledgement & Signature by (Position)	JJ Steyn (SAEEC President)

Version Control-01: **Amendments to SAEEC Constitution / Bylaws**

Date	2021.03.04
Document Reference	CPL-GOV-01
Document Name	SAEEC Constitution & Bylaws
Version	01
Authorized	Grammar, syntax &Alignment
Amendments	I. Added 1st paragraph stating that The Constitution/Bylaws of the SAEEC must be read together with the Memorandum of Incorporation (MOI) of the SAEEC which supersedes the Constitution/Bylaws….. II. The word "Energy Management" changed to "Energy Efficiency" III. Paragraph 11 SAEEC Board of Directors a. changed "ten (10" to "nine (9)" additional members to align with MOI b. Elections: "one year of service" to "two years of service" to align with MOI c. Quorum: changed "committee" to "Board" d. Presidential succession: deleted "every year" and added "or four years" to align with MOI e. Presidential succession: changed "November" to "last day of month after the last AGM" IV. Paragraph 15 Funding and financial management a. Financial year: change "February" to "December" as voted on previous AGM in 2020
Acknowledgement & Signature by (Position)	K Cassie (SAEEC President) / Z Olinga (SAEEC Vice President)