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IMPORTANT NOTE FOR POTENTIAL MEMBERS AND EXISTING MEMBERS OF SESSA IN RESPECT OF THE CONSTITUTION AND BYLAWS OF SESSA AND ITS DIVISIONS

1. Each person who wishes to become a member of SESSA is required to undertake to be bound by the terms of the constitution of SESSA (the “constitution”) and each of SESSA’s bylaws (together “the constitutional documents”). Some members of SESSA are also required to join certain divisions of SESSA that link in with the member’s commercial and business interests. This is dealt with in clause 6.1.2 of the constitution.

2. An up-to-date version of the constitutional documents (as may be amended from time to time in accordance with clause 3.7 and 7.1 of the constitution), together with those of the different divisions of SESSA (if applicable) can be found on SESSA’s website (www.sessa.org.za) for ease of review. The schedule of subscription and annual fees for membership (as amended from time to time) can also be found on SESSA’s website.

3. As a general rule, SESSA, as a voluntary association, is required to comply with the Consumer Protection Act (68 of 2008, as amended) (the “CPA”) in the marketing and provision by it of services in the ordinary course of its business to certain of its potential members and members. The purpose of the CPA is to seek to promote fair business practices and protect the interests of both potential members and members of SESSA.

4. The purpose of this note is to provide members and potential members of SESSA with clarity about the purpose of the constitutional documents and to draw your attention to the fact that, in agreeing to become a member or renew your membership, some of your rights may be limited, and obligations imposed on you by the constitutional documents. Persons who would like to become members or renew their membership of SESSA are requested to first read through and familiarise themselves with this note and the constitutional documents, and ensure that they understand the constitutional documents of SESSA and any applicable division or branch of SESSA before paying the applicable annual subscription fee.

5. Any questions or concerns in respect of the constitutional documents together with the constitutional documents of the relevant division of SESSA (if applicable) should please be directed to the secretary of SESSA, whose contact details can be found on SESSA’s website (www.sessa.org.za) for clarification before you pay the annual subscription fee. Once you have paid the annual subscription fee, you are understood to have read through, fully understood and agreed to be bound by the constitutional documents together with the constitutional documents of the relevant division or branch of SESSA (if applicable), and to have agreed to receive newsletters, notices and other communications from the Society.

6. For the avoidance of doubt, SESSA is managed by the Council whose members are jointly responsible for the strategic management, direction and decisions of SESSA. The day-to-day management of SESSA is conducted by a permanent office (the SESSA Office) as and when so delegated by the Council. The SESSA Office falls under the direction of the Council and is required to report to the Council.



HEAT PUMPS



HYDRO POWER



WIND POWER



PHOTOVOLTAICS



SOLAR WATER HEATING



BIO-ENERGY



7. The constitution is an agreement between SESSA and each of its members that regulates the relationship between the parties. This agreement deals with a variety of matters including:

- a. the objectives and mandate of SESSA;
- b. the types of membership that exist in SESSA and how persons can become members or cease to be members of SESSA (whether voluntarily or involuntarily as a result, for example, of misconduct or non-payment of fees);
- c. the obligations, liabilities and rights of SESSA and each of its members;
- d. how decisions are to be made and internal disputes regulated by SESSA; and
- e. the exclusion of personal liability of council members of SESSA as against the members of SESSA for actions or omissions conducted in good faith by council members. In this regard your attention is drawn to clause 3.8 of the constitution.

8. The bylaws are rules of SESSA that govern the internal management of SESSA. These are reviewed and amended in accordance with clause 3.7 of the constitution, as and when required to remain relevant to the needs of SESSA. As set out above, these form part of the constitutional documents and contain important information, for example, the code of conduct to which all members are bound.

9. This note is for informational purposes only and does not form part of the constitutional documents of SESSA or any of its branches or divisions. Should there be any conflict between the terms of this note and the provisions of the constitutional documents, the terms of the constitutional documents shall prevail.

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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 corporate 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 having its principal place of business in Freiburg, Germany, 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 AND POWERS

1.4.1 The objectives of the Society are to:

1.4.1.1 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;

1.4.1.2 establish the Society as the main regional information centre on renewable energy and energy efficiency in close co-operation with similar initiatives;

1.4.1.3 facilitate in the creation and maintenance of appropriate standards for related products, systems or methods, and training;

1.4.1.4 create opportunities for persons and/or institutions interested in the application of renewable energy, energy efficiency and related technologies to meet on common ground.

1.4.2 In pursuing its objectives, the Society shall have such powers as are normally associated with an **universitas personarum** under the common law of South Africa, including those set out in clause 1.1.2.

1.5 HEADQUARTERS

The administrative office/s of the Society shall be at such place/s 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 CLASSES OF MEMBERS

2.1.1 The following classes of members shall be recognised in the Society:

2.1.1.1 sustaining members;

2.1.1.2 service company members;

2.1.1.3 commercial company members;

2.1.1.4 associate members; and

2.1.1.5 casual members.

2.1.2 Sustaining members

2.1.2.1 Sustaining members shall be members who are the main financial contributors of the Society. In addition to the criteria detailed in clause 2.2.1 below and such other criteria as may be used by the Council to



assess an applicant's eligibility for membership as a sustaining member, admission to this group of membership shall be determined by an applicant's willingness and ability to financially contribute to the Society.

2.1.2.2 The sustaining membership class shall be divided into two sub-classes, determined by the applicable annual subscription fees prescribed for each such sub-class of sustaining membership from time to time.

2.1.2.3 Sustaining members shall have a right to a seat in the Council, which votes may be weighted, if so agreed in accordance with clause 2.3.7.2.

2.1.3 Service company members

2.1.3.1 Service company members shall be members who:

2.1.3.1.1 provide various types of intangible products or activities that amount to services that relate to or are connected with renewable energy or energy efficiency; and

2.1.3.1.2 although unwilling or unable to financially contribute to the Society in the manner required of sustaining members, meet the criteria detailed in clause 2.2.2 below and such other criteria as may be used by the Council to assess an applicant's eligibility for membership as a service company member.

2.1.3.2 The service company membership class shall be divided into two sub-classes, determined by the amount of the member's employees at the start of SESSA's relevant financial year, as prescribed for each such sub-class of service company membership from time to time.

2.1.4 Commercial company members

2.1.4.1 Commercial company members shall be members who:

2.1.4.1.1 do not fall within the definition of a service company member;

2.1.4.1.2 have a commercial or development interest in renewable energy or energy efficiency; and

2.1.4.1.3 although unwilling or unable to financially contribute to the Society in the manner required of sustaining members, meet the criteria detailed in clause 2.2.2 below and such other criteria as may be used by the Council to assess an applicant's eligibility for membership as a commercial company member.

2.1.4.2 The commercial company membership class shall be divided into four sub-classes, determined by the amount of the member's employees at the start of SESSA's relevant financial year, as prescribed for each such sub-class of commercial company membership from time to time.

2.1.5 Associate members

Associate members shall be members who are non-profit companies, academic institutions or other organisations who:

2.1.5.1 do not fall within the definition of a service company member or commercial company member;

2.1.5.2 have an interest in renewable energy or energy efficiency; and

2.1.5.3 although unwilling or unable to financially contribute to the Society in the manner required of sustaining members, meet the criteria detailed in clause 2.2.2 below and such other criteria as may be used by the Council to assess an applicant's eligibility for membership as an associate member.

2.1.6 Casual members

2.1.6.1 Casual members shall be members who:

2.1.6.1.1 are natural persons who are not minors and do not fall within the definition of a member in clauses 2.1.3 to 2.1.5 above;

2.1.6.1.2 have an interest in the activities of the Society; and

2.1.6.1.2 although unwilling or unable to financially contribute to the Society in the manner required of sustaining members, meet the criteria detailed in clause 2.2.2 below and such other criteria as may be used by the Council to assess an applicant's eligibility for membership as an casual member.

2.1.6.2 Casual members shall have no voting rights and shall not be eligible for a seat on the Council.

2.2 QUALIFICATION CRITERIA FOR MEMBERS

2.2.1 Sustaining members

Membership as a sustaining member shall be open to all persons:

2.2.1.1 who share the objectives of the Society as set out in clause 1.4 above;

2.2.1.2 with a commercial or developmental interest in renewable energy and energy efficiency in Southern Africa.

2.2.2 All members other than sustaining members

Membership shall be open to all persons who fall within the categories set out in clauses 2.1.3 to 2.1.6 above who:

2.2.2.1 share the objectives of the Society as set out in clause 1.4 above;

2.2.2.2 have paid such subscription and other applicable fees, as may be prescribed for the relevant class or sub-class (as applicable) of membership from time to time; and

2.2.2.3 have not previously been expelled from the Society. For the avoidance of doubt, cessation of

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membership as a result of non-payment as set out in clauses 2.5.4 and 2.10.2 shall not count as expulsion from the Society for the purposes of this clause.

2.3 APPLICATION PROCESS FOR MEMBERS

2.3.1 All membership applications are subject to the approval of the Council. This decision requires a resolution to be passed by a two thirds majority of Council members present and eligible to vote.

Application for membership other than as a sustaining member

2.3.2 Any person who is eligible to apply for membership of the Society may apply to the Council for admission to the desired class of membership in writing by submitting a completed application form, in the form that the Council may from time to time determine, together with the relevant subscription fee for the membership class applied for. The Council is entitled to request such information or evidence for eligibility of membership as it may deem necessary.

2.3.3 The Council will consider any application for membership and, within 30 business days of receipt of the completed application and relevant subscription fee:

2.3.3.1 if it is reasonably satisfied that the applicant is eligible for membership of the relevant class, the Council shall notify the applicant of such eligibility in writing; or

2.3.3.2 if any application for prospective membership is declined, the Council shall:

2.3.3.2.1 give the unsuccessful applicant written reasons, which reasons shall be in the public domain; and

2.3.3.2.2 refund in full the relevant subscription fee paid in accordance with clause 2.3.2. For the avoidance of doubt, no interest shall be payable on this refunded amount.

2.3.4 Applicants will only be considered for admission into membership upon full settlement of the relevant subscription fee referred to in clause 2.3.2 above.

2.3.5 A person whose application for membership has been refused may request that the refusal be reviewed at the following general meeting. The unsuccessful applicant shall be admitted into membership following a vote in favour of such admission by all paid up sustaining members (if applicable), service company members and commercial company members present at the meeting, following payment in full of the relevant subscription fee (should it already have been refunded in accordance with clause 2.3.3.2.2). Such request for review must be directed to the secretary of the Society.

Application for membership as a sustaining member

2.3.6 Applicants for this class of membership may apply in writing to the Council in such form as the Council may from time to time determine.

2.3.7 Before any prospective sustaining member's application for membership can be considered or approved, a written agreement must be negotiated by, and concluded between the prospective sustaining member and the Council acting on behalf of the Society. This agreement shall be known as the "Terms of Sponsorship Agreement" and shall set out the terms on which membership as a sustaining member in the Society will be offered to, and accepted by, the prospective sustaining member. These terms must include:

2.3.7.1 the subscription fee payable by such prospective sustaining member; and

2.3.7.2 whether or not the prospective sustaining member shall have an automatic right to a seat available on the Council, and whether or not such a seat will also entitle the member to a weighted vote.

2.3.8 Following the agreement of the Terms of Sponsorship Agreement, the Council will consider the prospective member's application for membership and, within 30 business days of receipt of the completed application:

2.3.8.1 if it is reasonably satisfied that the applicant is eligible for membership, the Council shall notify the applicant of such eligibility in writing; or

2.3.8.2 if any application for prospective membership as a sustaining member is declined, the provisions of clauses 2.3.3.2.1 and 2.3.5 shall apply on a **mutatis mutandis** basis.

2.3.9 A prospective sustaining member shall only become a sustaining member upon full settlement of the relevant subscription fee referred to in clause 2.3.7.

2.4 VOTING RIGHTS AND PRIVILEGES

2.4.1 All paid-up members other than casual members shall be eligible to vote. Such members shall have the following number of votes:

Class of member Amount of votes at general meetings

Sustaining members – Class A 10

Sustaining members – Class B 5

Service company members – Class A 2

Service company members – Class B 1

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Commercial company members – Class A 3
Commercial company members – Class B 2
Commercial company members – Class C 1
Commercial company members – Class D 1
Associate members 1

2.4.2 All members shall be entitled to a set amount of representatives at SESSA events at no additional cost to the member, as may be determined according to the class and sub-class (as applicable) of membership from time to time. SESSA events are events advertised as such on the Society's website from time to time.

2.5 SUBSCRIPTIONS

2.5.1 All members of the Society shall be liable for a subscription fee, as determined by the Council from time to time.

2.5.2 Applicants for membership shall be liable for subscription fees at the times set out in clause 2.3. Applicants (other than for sustaining membership) shall be liable for the full annual subscription for the relevant year, except when accepted during the last quarter of the year, in which case it will be required of the applicant to pay the full subscription for the succeeding year.

2.5.3 Subject to clause 2.5.2, the subscription fee shall become due and payable on the 1st of January each year.

2.5.4 Any member whose subscription is not paid within 1 month of the due date will automatically cease to be a member of the Society. For the avoidance of doubt, only paid-up members shall be entitled to vote in accordance with clause 2.4.1.

2.6 FINANCIAL YEAR, FUNDS AND ACCOUNTS

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

2.6.2 The Society's accounting records and reports must be ready and handed to the Directorate of Nonprofit Organisations (or its successor) within six months after the financial year end.

2.6.3 If the Society has funds that can be invested, the funds may only be invested with financial institutions as defined in the Financial Institutions (Protection of Funds) Act, 28 of 2001 or by purchasing securities 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.

2.6.5 The assets, funds and accounts of the Society shall be under the administration of the Treasurer for the benefit of the Society.

2.7 CERTIFICATE OF MEMBERSHIP

A membership certificate indicating the appropriate grade of membership signed by the Secretary or Chairperson shall be issued to all new members and existing members annually upon payment of the subscription and other applicable fees. Such certificate shall deem the member to be in good standing.

2.8 RESIGNATION OF MEMBERS

Any member may resign from the Society by submitting a written resignation to the Secretary, together with any amount due by the member. Cancellation of membership (and all related privileges and rights) will take effect one month after the written notification is received by the Secretary. Subject to the provisions of the Consumer Protection Act (68 of 2008, as amended), subscription fees will not be refunded to members who cancel their membership.

2.9 SUSPENSION

2.9.1 If any member wilfully refuses or neglects to comply with the provisions of this Constitution or any bylaw of the Society, or is guilty of any conduct which, in the opinion of the Council is unbecoming of a member or prejudicial to the interests of the Society, the Council will have the power to pass a resolution that suspends the member from the Society during any meeting of the Council, provided that the provisions of clause 2.10.3.1 apply on a **mutatis mutandis** basis.

2.9.2 Members shall be suspended for such period as the Council deems appropriate provided that such period does not exceed six months.

2.9.3 Any member suspended in terms of clause 2.9.1 shall not:

2.9.3.1 be entitled to any of the services of the Society or to seek the assistance or advice of the Society;

2.9.3.2 participate in the activities of the Society, including but not limited to:

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2.9.3.2.1 voting in any meeting;

2.9.3.2.2 participating in any election of the Society or in any meeting of the Council or in any duly constituted committee or business of the Society.

2.9.4 Decisions taken by the Council in accordance with clause 2.9 require a two thirds majority of Council members present and eligible to vote.

2.10 TERMINATION

2.10.1 Ineligibility for membership

2.10.1.1 Any member who ceases to be eligible for membership in terms of the Constitution shall withdraw from the Society within 3 months of ceasing to be eligible. The process for resignation set out in clause 2.8 shall apply on a **mutatis mutandis** basis.

2.10.1.2 Any member who having ceased to be eligible for membership, does not withdraw voluntarily in accordance with clause 2.10.1.1, may be excluded from the Society by resolution of the Council and shall thereupon cease to be a member.

2.10.2 Unpaid fees

As provided for in clause 2.5.4, any member whose subscription or other fees are not paid within 1 month of the due date will automatically cease to be a member of the Society.

2.10.3 Misconduct

2.10.3.1 If any member wilfully refuses or neglects to comply with the provisions of this Constitution or any bylaw of the Society, or is guilty of any conduct which in the opinion of the Council is unbecoming of a member or prejudicial to the interests of the Society, the Council will have the power to pass a resolution (the "intended resolution"), during any meeting of the Council provided that:

2.10.3.1.1 at least 2 weeks before the meeting of the Council at which the intended resolution is to be passed, the Council will have sent the member written notice of the meeting, the allegations against the member and a copy of the intended resolution; and

2.10.3.1.2 at the meeting detailed in clause 2.10.3.1.1, and before the intended resolution is passed, such member is given the opportunity to give such oral or written explanation or defence as such member deems fit.

2.10.3.2 Any member facing expulsion and notified in terms of clause 2.10.3.1 may, by notice in writing lodged with the Council at least 24 hours before the meeting detailed in clause 2.10.3.1.1, elect to have the question dealt with by the Society in a Special General Meeting.

2.10.3.3 In the event that a Special General Meeting is called pursuant to clause 2.10.3.2, and if, at the Special General Meeting, a resolution is passed by a two thirds majority of members present, voting and eligible to vote in favour of the member's exclusion, such member will be excluded from the Society.

2.10.3.4 The vote at the meeting of the Council in clause 2.10.3.1 or at the Special General Meeting in clause 2.10.3.3 shall be taken by way of secret ballot.

2.10.3.5 Cessation of membership in terms of this Constitution shall not release the member concerned from:

2.10.3.5.1 liability for any fees or other amount due by the member to the Society; or

2.10.3.5.2 any other obligation to the Society.

2.10.3.6 Decisions taken by the Council in accordance with clauses 2.10.1.2 and 2.10.3 require a two thirds majority of Council members present and eligible to vote.

SECTION 3 - THE COUNCIL

3.1 MANAGEMENT

The authority and responsibility for managing the affairs of the Society in conformity with the Constitution and bylaws shall be vested in the Council. The Council shall exercise all such authority and responsibility, and conduct all its duties to ensure good governance of the Society.

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 elected Council members, the following members will form part of the Council:

3.3.4.1 one member from each Regional Branch and Division (affiliated technology association), elected by their Branch, Division or respective councils;

3.3.4.2 sustaining members; and

3.3.4.3 co-opted members as referred to in clauses 3.3.6 and 3.3.7 below.

3.3.5 Subject to the provisions of clause 3.3.8 below, all the members of the Council 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 Members co-opted for a specific task shall only have the right to vote in respect of matters concerning that specific task.

3.3.9 Should the Chairperson vacate the office during his term, the Vice-Chairperson 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, to the provisions of the Constitution and the principles of good governance, and without any diminution of the rights, powers, functions and duties of general meetings, have the power to:

- i) make recommendations to SESSA, its members, the respective Divisions or Branches or the secretariat
- 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 an organisation or employ persons to, at the Council's direction, assist in the Society's day-to-day management and administrative affairs (the "secretariat")
- iv) appoint a standing Divisional Council for the purpose of investigating and reporting on any matter referred to them by the Council or requiring immediate attention in between Council Meetings. The Divisional Council shall comprise the following members of the Council:

a) The Chairperson

b) The Secretary

c) One other Council member as appointed by the Council

v) perform such other acts as may be authorised by the Constitution.

3.4.3 The Divisional Council 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 Chairperson shall normally preside at all meetings of the Society. The Chairperson shall normally take the Chair at Council meetings. In the event of the Chairperson being absent, the Vice-Chairperson shall take the chair at such meetings of the Society or Council, as the case may be.

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 be responsible for ensuring that:

3.4.5.1 full and accurate accounts of receipts and expenditure are kept;

3.4.5.2 all monies and valuable effects are deposited in the name and to the credit of the Society in such

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depositories as may be designated by the Council;

3.4.5.3 funds of the Society are disbursed 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 must sign cheques and instruments on behalf of the Society. Electronic transactions must be executed by the Treasurer or by the secretariat if so mandated by the Council in accordance with clause 3.4.7.

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 the outsourcing of treasury functions to the secretariat, payments by the organisation undertaking such will first be approved by the Chairperson and Treasurer and a record kept of such approval.

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

3.4.9 If a member of the Council is guilty of any conduct which in the opinion of the Council is unbecoming of a member of the Council, or prejudicial to the interests of the Society, including but not limited to a failure to attend three Council meetings in a row without having applied for and obtaining leave of absence from the Chairperson, then the Council will have the power to pass a resolution removing such a member from the Council provided that

3.4.9.1 at least 2 weeks before the meeting of the Council at which the resolution for removal is to be passed, the Council will have sent the Council member written notice of the meeting, the allegations against the Council member and a copy of the resolution for removal; and

3.4.9.2 at the meeting detailed in clause 3.4.9.1, and before the resolution for removal is passed, such Council member is given the opportunity to give such oral or written explanation or defence as such member deems fit.

3.4.10 The resolution for removal requires a two thirds majority of Council members present and eligible to vote. For the avoidance of doubt, the Council member who is the subject of the resolution for removal shall not be entitled to vote for this purpose.

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 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 Chairperson. Five members of the Council shall form a quorum, whether present in person, by way of teleconference or when making decisions by round robin email.

3.6.2 Subject to the voting rights agreed in a Term of Sponsorship Agreement, each Council member present at a meeting of the Council shall be entitled to exercise only one vote.

3.6.3 Unless otherwise provided for in the Constitution, decisions by the Council shall be taken by a simple majority. The Chairperson of the meeting may also exercise a further or casting vote if necessary.

3.6.4 The Council may make decisions by round-robin email and may have meetings by way of teleconference.

3.6.5 Any decision approved unanimously in writing (including email) need not comply with any further formal requirements.

3.6.6 The Council shall ensure that each of its decisions is communicated appropriately to the members of the Society.

3.7 BYLAWS

The Council may by resolution make bylaws consistent with the Constitution for the conduct of the business and affairs of the Society and may amend such bylaws 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 FOR COUNCIL MEMBERS

3.8.1 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.

3.8.2 No member of the Council shall incur any personal liability in respect of any loss or damages



suffered by any member, incurred through an act or omission of the member of the Council, 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 and strategic direction of the Council shall be decided at such meetings.

4.2 ANNUAL GENERAL MEETINGS (AGM)

4.2.1 Annual General Meetings shall be held not later than the end of May 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 3.3.7 and 3.3.8.

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:

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

4.2.2.2 A report on the activities of the Society during the past year shall be presented by the Chairperson.

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

4.2.2.4 An Accounting Officer shall be appointed to prepare the accounts of the Society.

4.2.2.5 Any matter which was submitted in accordance with clause 4.2.2 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 clauses 7.1 or 8.

4.2.9 Every member present at the meeting who has the right to vote in accordance with clause 2.4.1 shall be entitled to vote in person or by proxy in writing. The Chairperson of the meeting shall also exercise a further or casting vote if necessary. At all general meetings, a simple majority of votes will decide a resolution unless otherwise provided for in the Constitution.

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:

4.3.1.1 may be convened by the Council at any time,

4.3.1.2 shall be convened by the Council:

4.3.1.2.1 if a member facing expulsion has elected for the matter to be dealt with at a Special General Meeting in accordance with clause 2.10.3.2 within 60 days of the member's election; or

4.3.1.2.2 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.

4.3.2 A quorum at such a Special General Meeting shall be:

4.3.2.1 10 members in respect of a meeting convened in accordance with clauses 4.3.1.1 or 4.3.1.2.1. For the avoidance of doubt, the member who is facing expulsion shall not count towards the meeting of the quorum but is required to be present;

4.3.2.2 15 members of whom at least 10 should be the signatories of the application in respect of a meeting convened in accordance with clause 4.3.1.2.2;

4.3.2.3 as provided in clause 8.1 in respect of a special general meeting called for the dissolution of the Society.

4.3.3 Only the business specified in the notice convening such a meeting shall be transacted at the meeting.

4.3.4 Except as provided for in clauses 2.10.3.3 and 7.1.2, a simple majority of votes will decide a resolution.



SECTION 5 - REGIONAL BRANCHES OF THE SOCIETY

5.1 BRANCHES

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 Branch, 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 Chairperson and a Secretary, and shall conduct its own affairs in accordance with the Constitution and bylaws 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, and the Regional Committee and Regional Branch shall at all times conduct itself in accordance with the spirit and intent of the Constitution, applicable bylaws and the principles of good governance .

5.4.2 The Regional Committee shall:

5.4.2.1 provide the liaison between the Regional Branch and the administrative office of the Society;

5.4.2.2. prepare detailed minutes of all its meetings and submit such minutes to the Secretary of the Society within 10 business days of a meeting having taken place;

5.4.2.3 be responsible for the despatch of copies of all minutes of meetings attended with third parties, papers and news items relevant to the Society to the Secretary of the Society, which may then be published in the transactions of the Society or in publications of the Society;

5.4.2.4 submit annually to the Council a report concerning the activities of the Regional 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

6.1.1 The Society shall consist of as many Divisions (e.g. affiliated Industries Associations) as the Council considers necessary. The description of and type of industry forming each Division shall be set out from time to time by the Council and shall be documented in the minutes of the Council's meetings and, where necessary, be recorded in the bylaws of the Society.

6.1.2 Service company members, commercial company members and associate members shall each be required to join the applicable division of the Society having regard to the main sphere of business and interest of the member (should such a division exist). For the purposes of clarity and by way of example, if the main sphere of business of a member is solar water heating, the member upon joining the Society shall be required to also become a member of the Solar Water Heating Division of SESSA.

6.2 ESTABLISHMENT AND DISSOLUTION OF DIVISIONS

The Council may, at its discretion, or on receipt of a request to this effect from members of the Society and if so approved by the Council, create new Divisions; and may also after consulting with the Executive Committee of the Division (if applicable) or the Division itself (if no such committee exists) 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

If so required by the Council, a Division shall elect an Executive Committee biennially and shall conduct its own affairs in accordance with the Constitution and bylaws.

6.4 DUTIES AND RESPONSIBILITIES OF THE DIVISIONS

6.4.1 Apart from promoting and protecting the interest of the Division, the Division (including the Executive Committee, if applicable) shall at all times conduct itself in accordance with the spirit and intent of the Constitution, applicable bylaws and the principles of good governance, and promote the overall objectives of the Society as contained in the Constitution.

6.4.2 Each Division shall:

6.4.2.1 prepare detailed minutes of all its meetings and submit such minutes to the Secretary of the Society within 10 business days of a meeting having taken place;

6.4.2.2 submit annually to the Council a report concerning the activities of the Division 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 10 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 BYLAWS

7.2.1 The Constitution and the bylaws shall be taken to be mutually explanatory of one another but in the event of ambiguity, inconsistency or divergence between them, the provisions of the Constitution shall take precedence.

7.2.2 Subject to clause 7.2.1, in case of any doubt as to the meaning and intent of any portion of the Constitution and bylaws, the interpretation of the Council shall be final and binding

7.2.3 If any provision of the Constitution or a bylaw is rendered void, illegal or unenforceable in any respect under any law in South Africa, it shall be severable from the Constitution or bylaw (as applicable), and the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

7.3 NOTICES

7.3.1 Notices for the purposes of this Constitution shall be in writing.

7.3.2 Notice shall be deemed to have been received by the member to whom it is addressed:

7.3.2.1 at the time of delivery if it is sent by facsimile or email, couriered or delivered by hand;

7.3.2.2 on the 7th day of posting in the Republic of South Africa, excluding the day on which it is posted; and

7.3.2.3 on the 14th day of posting to a country outside the Republic of South Africa, excluding the day on which it is posted.

7.4 MEDIATION AND ARBITRATION

7.4.1 For the purposes of this clause, “parties” means the Society and any member/s, and “party” means either one of them.

7.4.2 In the event of any dispute arising out of or relating to this Constitution or the bylaws between the parties, and all other procedures (as may be relevant) set out in the Constitution having been followed and exhausted, then the Society or any member/s (as applicable) may give written notice to the other party to the dispute to initiate the procedure set out below.

7.4.3 The parties shall first endeavour to settle the dispute by mediation.

7.4.4 The parties may agree on the mediation procedure and on the mediator, and, failing agreement within 5 business days of the notice referred in clause 7.4.2, the mediator shall be appointed by the Chairman of the Johannesburg Society of Advocates (or its successor) or his nominee and the mediation conducted upon such terms as agreed by the mediator and the parties.

7.4.5 If for any reason, including lack of co-operation by the parties, a dispute is not settled by mediation



within 30 business days of the notice referred to in clause 7.4.2 or such longer period of time as the parties may agree in writing, the dispute shall be settled by arbitration.

7.4.6 The parties may agree on the arbitration procedure and on the arbitrator and, failing agreement within 5 business days of the exhaustion of the period referred to in clause 7.4.5, the arbitration shall take place in accordance with the Association of Arbitrators (Southern Africa) Rules in force at the time of the dispute and the arbitrator shall be appointed by the Chairman of the Association of Arbitrators (Southern Africa) (or its successor) or his nominee. Any award made by the arbitrator will be final and binding on the parties and may be made an order of court to whose jurisdiction the parties are subject.

7.4.7 Unless agreed otherwise the mediation and the arbitration shall be administered by the parties.

7.4.8 The number of mediators shall be 1 and the number of arbitrators shall be 1.

7.4.9 The place of the mediation and the arbitration shall be Johannesburg, South Africa

7.4.10 Nothing in this clause 7.4 shall preclude any party from seeking interim and/or urgent relief from a court of competent jurisdiction.

7.4.11 This clause 7.4 constitutes an irrevocable consent by each of the parties to any proceedings in terms hereof, is severable from the rest of the Constitution and shall, notwithstanding the dissolution of the Society, or the resignation or termination of membership from the Society, remain in full force and effect as between the parties.

SECTION 8 - DISSOLUTION OF THE SOCIETY

8.1 DISSOLUTION

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 ASSETS

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 be disposed of at the discretion of the Council, but not for the personal gain of members of the Council, any members of the Society or individual person/s.

9. ADOPTION OF THE CONSTITUTION

The Constitution first dated 19 August 2004, as amended in January 2001, September 2005 and March 2012 were approved and accepted by the Members of the SUSTAINABLE ENERGY SOCIETY OF SOUTHERN AFRICA at the Annual General Meeting of the Society held on 28 March 2012.