

RENEWABLE ENERGY ASSOCIATION OF SWAZILAND

CONSTITUTION

(Note for amendments: proposed deletions are given in brackets, proposed additions are underlined)

Preamble

The Renewable Energy Association of Swaziland is a non-profit organisation committed to:

- a. the promotion of knowledge of renewable energy technologies and systems;
- b. promoting the efficient use of renewable energy in all its forms as long as it is relevant to our national situation; and
- c. fostering sustainable development in Swaziland.

1. Name

The Association shall be known as the Renewable Energy Association of Swaziland (REASWA), hereinafter referred to as 'the Association'.

2. Purpose

The purpose of the Association is to promote sustainable energy through energy efficiency and the cost-effective use of renewable energy, in an environmentally sustainable and socio-economically acceptable manner.

3. Specific objectives

- a. Raising public awareness of energy efficiency and the appropriate uses of renewable energy and energy conservation techniques;
- b. Facilitating the gathering, compiling and timely dissemination of information relating to energy efficiency and all aspects of renewable energy;
- c. Empowering communities to make their own decisions regarding their energy requirements;
- d. Encouraging and facilitating energy efficiency and renewable energy research and development;

- e. Acting as a lobby group on energy efficiency and renewable energy issues;
- f. Providing valid contributions to National Energy Policy and other relevant institutional forums.
- g. Promoting high standards of practice in the design, manufacture, installation, usage and marketing of energy efficient and renewable energy equipment.
- h. Providing a forum for people interested in the application of energy efficient and renewable energy technologies.
- i. Establishing and managing professional relationships with local, regional and international organisations with similar interests.

4. Membership

- a. Membership to the Association shall be open to all persons, institutions, companies and other organizations with interest in any form of renewable energy. Two categories of membership shall exist viz:
 - i. Individual Membership shall be open to any person with an interest in the objectives of the Association.

- ii. Corporate Membership shall be open to companies, institutions and other organisations wishing to support the objectives of the Association.
- b. A prescribed annual fee shall be paid in all categories of membership.
- c. All members shall be entitled to one vote in any decision-making process. A corporate member may choose any person from its organisation to represent it in a meeting.
- d. The levels of membership fees may be reviewed annually at the General Meeting. Membership fees may be suspended at the discretion of the Executive Board. In such circumstances, membership shall constitute all those that have successfully applied in writing for membership, as detailed in section 6a. The reinstatement of membership fees must then be reviewed by the membership at a General Meeting.
- e. The membership fee (if applicable) shall be paid at the point of joining the Association and afterwards subscription fees shall be payable annually by June 30 of each year.
- f. Members who default payment of annual subscription fees may forfeit membership benefits in whole or in part, as decided by the Executive Committee.

5. Membership benefits

The benefits due to members shall include:

- a. The right to vote in election processes;
- b. Eligibility to stand for office within the Executive Board;
- c. Receipt of circulars distributed by the Association;
- d. Subsidised fees for seminars, workshops and other activities organised or co-organised by the Association.

The benefits due to members may be reviewed annually at the General Meeting.

6. Application for membership

- a. Application for membership shall be made to the Executive Board in writing (filling-in a "Membership Application Form")

- b. The Executive Board shall then issue a written confirmation as an indication of approved membership.

7. Termination of membership

- a. The Executive Committee has the power to withdraw membership if it deems termination is appropriate.
- b. The decision to withdraw membership can be appealed against. An appeal will be heard by an appeals committee made up of three non-executive members of the Association chosen (at random from the membership list) by the general membership. The appeals committee shall be required to hear the arguments of both the member and the Executive Board and its decision will be binding to both parties.
- c. A member is free to resign from membership of the Association at any time. However, no refund of membership fees already paid will be made.

8. The Executive Board

- a. The Executive Board shall consist of six members *viz.* the Chairperson, the Vice Chairperson, the Secretary, the Vice Secretary, the Treasurer, and the Information Officer.
- b. The Executive Board shall be elected during an Annual General Meeting or Special Meeting and shall hold office for two consecutive years.
- c. Members of the Executive Board may stand for re-election although they may not serve for more than two consecutive terms.
- d. A minimum of four members of the Executive Board shall constitute a quorum and must be present for a valid meeting to take place.

9. Powers of the Executive Board

- a. The Executive Board shall act for and on behalf of the Association. This provision empowers the Executive Board to take all appropriate decisions and /or necessary actions to further the interests of the Association as

contained in articles 2 and 3 of this constitution.

- b. The Executive Board shall convene meetings of the Association and set the date for the Annual General Meeting.
- c. The Executive Board shall have powers to set up task teams and/or committees to assist it in carrying out its duties.
- d. The Executive Board may co-opt a member of the Association to serve in the Executive Committee, should in the course of their term vacancies arise. (The co-opted members shall be chosen with reference to voting at the previous Executive Committee elections, i.e. the second choice candidates for the particular posts shall be co-opted where possible and shall serve to the end of the term. When reference to the previous election results does not assist in choosing new members, then the Executive Committee is free to choose people whom it feels are most appropriate from amongst the Association's membership.)

10. Duties of the Executive Board

- a. *The Chairperson* will normally chair at all meetings of the Association and its Executive Committee. This responsibility is transferable to the *Vice-Chairperson* as appropriate. In the event of both the chairperson and the vice-chairperson being absent, any member of the Executive Committee may be designated by the Chairperson to preside at a meeting. The Chairperson will also be the official spokesperson for the Association although he may delegate this responsibility to the Information Officer.
- b. The *Secretary* will be responsible for the prudent handling of all correspondence and notices to and from the Association. The Secretary will also keep accurate minutes of all meetings of the Association and its Executive Committee. These duties

are transferable to the *Vice-Secretary*, as appropriate.

- c. The *Treasurer* will be responsible for all aspects of financial management related to the Association. (S)he will provide the Executive Committee with interim financial statements when required and will present an audited financial account to the Association at each AGM. (what followed has been moved to 12g.)
- d. The *Information Officer* will co-ordinate the preparation and dissemination of the Association's newsletters, journals, posters, brochures, educational and other information material. The *Information Officer* will also be responsible for organising workshops, seminars, training courses, etc. (In addition, the operation of REINSWA (the Renewable Energy Information Network in Swaziland) will be the responsibility of the Information Officer.)

11. Meetings

- a. The Executive Board may convene special meetings of the Association as it may deem fit. Requests for special meetings shall be approved by a quorum of the Executive Committee and the Association's members shall be informed in writing at least 21 days prior to the date of the meeting.
- b. An emergency meeting of the Association may be required. In this case the Executive Board shall endeavour to notify members by e-mail, phone, fax or the most expedient communication tool prior to the meeting.
- c. An Extraordinary General Meeting may be called on the motion of any ten(10) voting members, who shall indicate the nature of the business to be discussed to the Executive Board and the general Membership.
- d. The Annual General Meeting shall be held in July of each year, at a venue to

be decided by the Executive Board. Written notice of the meeting shall be given to members at least 21 days prior to the meeting. At this meeting the members of the Executive Board shall present their annual reports and any other business as set out in advance on an agenda paper, shall be conducted.

- e. (At two year intervals, a new Executive Committee shall be elected.)
- f. The quorum at any meeting of the Association shall (be 40% of the voting members.) constitute those members present in a properly publicised meeting, as defined in section 11d.
- g. Voting in meetings of the Association shall be by secret ballot unless otherwise decided by the majority of the voting members present. In the event of a tie, the chairperson of that meeting will cast a deciding vote.
- h. the Executive Board will meet at least once every three months (quarterly) at other times as they deem fit, so as to manage the day-to-day business of the Association and to discuss any other relevant issues.

12. Finances and assets

- a. As a legal entity, the Association shall have the right to purchase immovable or movable assets and to dispose of such assets as it deems fit. All evidence of the rightful ownership of these shall be in the custody of the treasurer.
- b. All assets of the Association shall be registered in its name.
- c. The Association shall be financed by subscriptions, donations and project work.
- d. The treasurer shall be responsible for the documentation and handling of all financial transactions pertaining to the Association but may request any other member of the Executive Committee to assume part or all of these duties in her/his absence.
- e. The treasurer shall issue receipts as proof of funds received.
- f. The Executive Committee shall operate a bank account on behalf of the Association. Books of account will be strictly maintained in

accordance to general accepted accounting principles and will be subject to independent audit.

- g. All cheques and authorisation for withdrawal of funds shall be signed for by the Treasurer or Chairperson and one other member of the Executive Board or Secretariat as chosen by the Executive Board.
- h. The Executive Board may require from the treasurer interim financial statements as they deem fit.

13. Amendments to the Constitution

The Constitution may be amended by the general membership at the AGM or in a meeting of the Association convened specifically for that purpose. 21 days notice shall be given to members of the meeting wherein the amendments are to be made. The proposed amendments shall be circulated with the notice for the meeting.

14. Dissolution of the Association

A resolution to dissolve the Association shall be taken at a meeting of the Association called specifically for that purpose:

- a. Members shall be given 21 days notice for this meeting;
- b. (At least 40% of the members must be present to constitute a quorum) those members present in a properly publicised meeting shall constitute a quorum;
- c. (If however, the properly announced meeting cannot attract quorum an independent auditor will be called in to organise a second final meeting.)
- d. (The independent auditor must invite all members, in writing, to the final meeting and the invitations must be posted at least 21 days before the date of the meeting.)
- e. At the final meeting, a simple majority of the members present will decide the fate of the Association and the decision will be binding on all members.
- f. The assets and finances of the Association shall be disposed of in a manner decided upon at the meeting and supported by a simple majority of the voting members present.