



# **SAWEA CONSTITUTION**

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## SAWEA Constitution

### **South African Wind Energy Association**

Suite 2, 2 Hood Avenue, Parkwood, Johannesburg, 2193

Tel: +27 10 006 7088

Email: admin@sawea.co.za

A registered non-profit organization and approved in terms of Section 18A tax benefit

Registration no: 034-566-NPO

VAT no: 4480259888

WWW.SAWEA.CO.ZA

### **1. Definitions**

In this document the following terms shall have the following meanings:

1.1 ADB	The African Development Bank
1.2 AGM	An Annual General Meeting is a mandatory yearly gathering of the members of SAWEA
1.3 CEO of SAWEA	The Chief Executive Officer of SAWEA
1.4 DBSA	Development Bank of Southern Africa
1.5 Elected Office Bearers	SAWEA Chair, Treasurer and any other Office Bearers that the Board may elect from its ranks
1.6 IDC	Industrial Development Corporation
1.7 IEA	The International Energy Agency
1.8 IPPO	Independent Power Producer Office
1.9 IRENA	The International Renewable Energy Agency
1.10 UNEP	United Nations Environment Programme
1.11 NEPAD	The New Partnership for Africa's Development
1.12 NERSA	National Energy Regulator of South Africa
1.13 Office Bearers	The members of SAWEA Board and Working Groups
1.14 SAWEA	The South African Wind Energy Association
1.15 Secretary of the Board of SAWEA	The person as appointed by the Board

### **2. Name**

The name of the Organisation shall be the South African Wind Energy Association, hereinafter referred to as "SAWEA".



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### 3. Status

- 3.1 SAWEA is a voluntary, unincorporated association with legal personality under the common law of the Republic of South Africa.
- 3.2 Members and Office Bearers shall not become liable for any of the obligations and liabilities of the association solely by virtue of their status as members of office bearers of the association.
- 3.3 Office Bearers shall not be personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the office bearer is performing functions for or on behalf of the association.

### 4. Objectives and Powers

- 4.1 The main objective of SAWEA shall be to promote the wind energy sector in South Africa.
- 4.2 Without derogating from its main objective, SAWEA shall have the following ancillary objectives in the furtherance of its main objective:
  - 4.2.1 To seek to influence and to provide input into the development of a favourable regulatory environment for wind and renewable energy in South Africa.
  - 4.2.2 To seek to interact with all relevant South African government and parastatal organisations, including but not limited to the Departments of Mineral Resources and Energy, of Environmental Affairs, Fisheries and Forestry, of Agriculture, of Economic Development, of Trade, Industry and Competition and of Science and Innovation, The Development Bank of Southern Africa and the Industrial Development Corporation and the National Energy Regulator of South Africa (noting that the names of these departments may be amended by government from time to time).
  - 4.2.3 To seek where relevant to interact with all relevant provincial governments and ministries as well as provincial economic development agencies.
  - 4.2.4 To seek to interact with all relevant international and multilateral entities like Sovereign Governments, the United Nations Development Programme, the United Nations Environment Programme, NEPAD, the ADB, the IEA and IRENA.
  - 4.2.5 To seek to facilitate collaboration between interested parties in the wind sector.
  - 4.2.6 To engage with other South African organisations active in the broader fields of energy transition, climate change mitigation or adaptation and sustainable development, including the private sector and civil society, in order to facilitate common goals and interests.
  - 4.2.7 To make representations and submissions regarding wind and renewable energy to relevant officials and other bodies.
  - 4.2.8 To facilitate research on specific issues deemed important to the wind and renewable energy sector in South Africa and to publish the findings.
  - 4.2.9 To liaise with local and international media regarding wind and renewable energy sector in South Africa.
  - 4.2.10 To promote the harnessing of wind and renewable energy in large and small scale applications.

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- 4.2.11 The promotion of excellence in wind and renewable energy generation and in related areas of business.
- 4.2.12 Providing information to government, media and the public on behalf of the wind industry in particular and to cover issues of renewable energy generally, on areas of cross-cutting concern.
- 4.2.13 The provision of pertinent information to members.
- 4.3 In the pursuance of its objectives SAWEA shall have such powers as are normally associated with an unincorporated legal entity under the common law. In particular SAWEA shall have the power to create and capitalise subsidiaries as separate legal entities associated with any SAWEA programme as deemed necessary.
- 4.4 The intention at all times shall be to be efficient in the utilisation of time and other resources spent on administering SAWEA.
- 4.4.1 In this regard the Elected Office Bearers and Office Bearers (as opposed to permanent personnel) shall serve without financial compensation. Reasonable costs incurred will be refunded on condition that such expenses are approved by the Treasurer prior to being incurred, or where the Treasurer is conflicted, by two (2) other Board members.

## 5. Membership

### 5.1 Criteria for membership.

#### 5.1.1 Membership of SAWEA is open to any of the following:

- Any private sector legal entity and/or individual engaged in the Republic of South Africa in the business of wind and/or renewable energy. Without limiting the generality of the above, private sector legal entities and/or individuals may include the following: project owners, project developers, banks, environmental practitioners, engineers, lawyers, accountants, tax consultants, project managers, equipment providers, maintenance and operations providers, project financiers.
- Any public sector entity involved in wind and/or renewable energy which may include: project development as owner, project developer, financier, researcher or innovator, etc.
- Non-profit entities engaged in the Republic of South Africa in wind and/or renewable energy.

#### 5.1.2 Given the aims of SAWEA, membership shall not be open to the following:

- Any arm of government or any government body, including the South African and other sovereign governments, acting in its regulatory and policy functions.

### 5.2 Categories of membership, rights, costs

- 5.2.1 SAWEA categories of membership and voting rights will be determined by and adjusted as deemed necessary by the Board and then presented for approval at the AGM.
- 5.2.2 At SAWEA events, the CEO by delegated authority of the Board may give such discounts and/or preferential sponsorship opportunities to members as appropriate.

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5.2.3 The membership fee payable for each calendar year by each membership category shall be determined by the Board from time to time and confirmed at the AGM should the increase exceed inflation.

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### 5.3 Application for membership

- 5.3.1 Parties that comply with membership criteria and that are desirous of becoming members shall forward the required application form and ancillary documentation to the Secretary.
- 5.3.2 If no reasons exist to do otherwise, the applicant will upon payment of the applicable membership fee automatically become a member and be so informed by the Secretary.
- 5.3.3 New members may pay discounted membership fees after May 31st of any given year, as follows:
  - discounted by 20% until end-July,
  - discounted by 30% until end-September.

In the event that members pay the discounted rate their usual weight of votes in any Annual General Meeting or Special General Meeting of SAWEA will be reduced accordingly.

- 5.3.4 The Board may decline an application for membership.

### 5.4 Cancellation of membership

- 5.4.1 Any member shall have the right to cancel their membership at any time.
- 5.4.2 Any member cancelling their membership in terms of 5.5.1 shall notify the Secretary of their decision in writing.
- 5.4.3 The cancellation will take effect one (1) month after the notification has been received in writing by the Secretariat.
- 5.4.4 Membership fees shall not be refunded to members who cancel their membership.

### 5.5 Cessation of membership

- 5.5.1 Any member who ceases to be eligible for membership in terms of this Constitution shall be removed from the SAWEA membership by the Secretary. One (1) month's notice, in writing, shall be given by the Secretary of the intention to remove the member.
- 5.5.2 Any member, who has been placed in final liquidation or is under business rescue/provisional liquidation, may be excluded from SAWEA by resolution of the Board and shall thereupon cease to be a member. In the case of business rescue/provisional liquidation, should it be terminated and the member regain its previous status, its membership will automatically be restored.
- 5.5.3 Any member who has infringed the provisions of this Constitution or of any by-law pertaining to the operation of SAWEA and the conduct of members of SAWEA, in their capacity as members, approved by SAWEA, or being, in the opinion of the Board, guilty of any practice or proceeding likely to bring discredit upon SAWEA, may after having had a proper opportunity to defend/explain itself, be excluded from SAWEA by resolution of the Board.
- 5.5.4 Any member who has been excluded from SAWEA by resolution of the Board shall be notified immediately by the Secretary, in writing, of the Board's decision and the reasons therefore, providing such particularity as the Board may decide, on which such member has been excluded.

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- 5.5.5 If a member has been excluded from SAWEA by resolution of the Board, it may lodge, with the Secretary, within fourteen days a request in writing that the decision of the Board be reviewed by the Annual General Meeting, or, if the Board so decides, at a special general meeting convened for that purpose.
- 5.5.6 The member concerned shall not be excluded from SAWEA if the meeting provided for at 5.5.5 decides accordingly, by a majority of not less than two-thirds of the representatives present and entitled to vote.
- 5.5.7 Unless it is decided that the member concerned shall not be excluded from SAWEA, such member shall cease to be a member at the conclusion of the meeting provided for at 5.5.5.
- 5.5.8 If the written request that the Board's decision to exclude a member is not received by the Secretary within fourteen (14) days of the date of the notification referred to in 5.6.4, the member concerned shall thereupon cease to be a member.
- 5.5.9 Cessation of membership in terms of this Constitution shall not release the member concerned from liability for any membership fee or other amount due by the member to SAWEA or from any other obligation to SAWEA.

### 5.6 Liability of members

- 5.6.1 The liability of members shall be limited to the amount, if any, payable in lieu of membership, or otherwise, to SAWEA.

### 5.7 Appointment of representatives

- 5.7.1 Each member shall provide the names of its representative and alternate representative, which representation may be changed in writing by the member at any time.
- 5.7.2 There shall be only one representative and alternate representative per member.

### 5.8 Register of members

There shall be kept a database of members in which there shall be recorded the:

- 5.8.1 full name or names and the address of each member and the activities the member undertakes.
- 5.8.2 full names of the representative and alternate representative, if any, of each ordinary member.
- 5.8.3 date on which each member is admitted to membership of SAWEA and the date on which any member ceases to be a member and the reason therefor.

### 5.9 Members' independence

- 5.9.1 No member shall be precluded, by virtue of its membership of SAWEA, from expressing an alternative view to that of SAWEA on issues pertinent to the objectives and/or operation of SAWEA.
- 5.9.2 SAWEA shall not be precluded from expressing an alternative view to that expressed by a minority of its members on issues pertinent to the objectives and/or operation of SAWEA

### 5.10 Use of SAWEA intellectual property

- 5.10.1 Members may use the SAWEA logo and other intellectual property under such conditions and in such circumstances as may be decided by the Board from time to time.



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### 6. The Board

#### 6.1 Constitution of the Board

- 6.1.1 The Board consists of six (6) members plus the CEO.
- 6.1.2 A minimum of three (3) member representatives will be elected at every Annual General Meeting to serve on the Board for a period of two (2) years. Should there be more than three (3) Board vacancies to be filled at the AGM, the three (3) members who will serve on the Board for a period of two (2) years will be the three (3) newly elected Board Members with highest number of votes. Three (3) Board Member seats should remain unchanged at each AGM in order to ensure continuity subject to any resignations having occurred in the intervening period.
- 6.1.3 The CEO will also serve on the Board but not have a vote except in the case of clause 6.3.4 below.
- 6.1.4 The Board shall appoint a Chairperson and Treasurer at the Board meeting immediately post the AGM, failing which will complete the appointment within thirty (30) days of being elected. If either of these or another Office Bearer is temporarily unable to act, the Board shall appoint an acting Office Bearer to do so.
- 6.1.5 The areas of responsibility of the four (4) additional members over and above the Chair and Treasurer as dealt with herein shall be determined by the Board.
- 6.1.6 SAWEA Secretary shall have neither executive authority in respect of the business of SAWEA, nor the right to vote at meetings of the Board.
- 6.1.7 Members from the A1 membership category, who have not already been voted to the Board of SAWEA, may elect to exercise their right to a co-opted Board seat on the Board which co-option shall lapse at the next Annual General Meeting.
  - 6.1.7.1 If the A1 member elects to take up the co-opt option, the Board shall have to follow due process to ratify the A1 member's decision to be co-opted.
- 6.1.8 Co-opted members shall have no voting rights and will still be eligible for a position on the Board for another 2-year term, if elected by the Members.

#### 6.2 Members of the Board:

- 6.2.1 In addition to the ordinary duties of Board Members towards SAWEA as an incorporated voluntary association, Board Members shall further observe all the duties of care towards SAWEA ordinarily expected of directors of a private company towards the private company.
- 6.2.2 Each member of the Board shall hold office for two (2) years when such member shall retire but be eligible for re-election. However, no Board Member will serve more than two (2) consecutive terms. This clause will be deemed to have started running at the Annual General Meeting preceding the adoption of this Constitution.
- 6.2.3 The position of Chairperson and other elected Office Bearers will rotate every two (2) years to a new person.

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6.2.4 In the event that a casual vacancy/vacancies is created, the Board will consult with members in order to seek nominations for filling such vacancy/vacancies. A casual vacancy is created in the case where an elected Board Member vacates their seat in terms of sections 6.2.6 and 6.2.7. Voting for casual vacancies will be conducted by email round robin, whereupon members shall vote for nominated candidates. Any Board Member so appointed shall hold office as a member of the Board for the same term duration remaining for the member vacating the seat in the Board.

6.2.5 Each elected Board Member will within thirty (30) days after being elected appoint an alternate and inform the Secretary accordingly. The alternate may stand in for the Board Member if the latter is not available but shall not take part in proceedings if the Board Member is available. The alternate's duties will be confined to Board proceedings and shall not extend to Working Groups or acting as an office bearer.

### 6.3 Cessation of Board Membership

6.3.1 A member of the Board may resign by giving notice in writing to the Secretary of such resignation.

6.3.2 If the company the Board Member represents ceases to be a member of SAWEA or if the Board Member leaves the employ of the member it worked for when elected, such Board Member shall automatically cease to hold office.

6.3.3 A member of the Board may be removed from office by majority vote of the Board upon the member or alternate within a specific Board term being absent without excuse from three (3) consecutive meetings of the Board.

6.3.4 If at least three (3) Board Members, with sound reason, request for removal of the Chairperson and/ or other office bearers, the Board shall convene a special Board Meeting, whereupon the removal shall be put to vote, and such removal shall be effected if a majority vote is achieved.

6.3.5 Board members who do not comply with the SAWEA Constitution may be sanctioned by the remainder of the Board, either by being suspended from their duties for period of time or by being requested to terminate their office. In the event that such a Board Member refuses to vacate office the remainder of the Board may call a Special General Meeting to relieve the offending Board Member from office.

### 6.4 Meetings of the Board

6.4.1 The Board shall meet at least four (4) times per year on such dates, at such times and in such format as may be determined by the Board.

6.4.2 At least fourteen (14) days' notice in writing of each meeting of the Board or such shorter period of notice as the Chairperson or the Board itself may decide shall be given to members thereof provided that such shorter period of notice, if given, shall not be less than is reasonably necessary to permit the members to attend the meeting concerned.

6.4.3 In the event that at least three (3) Board Members request a special Board meeting, the Chairperson of the Board shall be informed, whereupon the Board Secretary shall convene without delay.

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6.4.4 If the Chairperson is unavailable or not present ten (10) minutes after the start of any such meeting, the members present shall elect one (1) of their numbers to be Chairperson of that meeting.

6.4.5 Four members of the Board shall form a quorum at any meeting of the Board.

6.4.6 The Board shall keep minutes of its meetings. Records of decisions may be requested by members at any time.

6.5 Powers and decision-making process of the Board

6.5.1 The general administration and management of SAWEA shall be vested in the Board which in addition to the powers expressly conferred upon it by this Constitution may exercise all such powers and do all such acts and things in the name of and on behalf of SAWEA as may be required by the aims of the organisation.

6.5.2 Without prejudice to its general powers or to the powers, acts and things which it may exercise or is required to do, the Board shall have the power to:

- elect from its ranks a Chair and Treasurer as well as other Office Bearers, should the latter be required;
- pass by-laws and codes of conduct for the regulation of the business of SAWEA not inconsistent with the provisions of this Constitution or of any law;
- appoint Committees and/or Working Groups to act in an advisory and/or specialist capacity, and any other committees, subcommittees, ad-hoc committees and/or ad-hoc working parties which the Board in its discretion deems necessary, and to regulate the number of such committees, Working Groups, sub-committees, ad-hoc committees and/or ad-hoc working parties, the nature of the business to be conducted by each of them and their composition, and to establish procedural rules and guidelines to be followed by them;
- appoint such permanent personnel as the Board may think SAWEA requires, providing the budget can carry same, on such terms as the Board may consider appropriate;
- delegate any of its functions or powers to any member of the Board or to any committee established by the Board; and
- In the event that Board Members are conflicted in making any SAWEA decision, they bear the responsibility to recuse themselves.

6.5.3 At any meeting of the Board a decision shall be taken by a majority of the members present voting by a show of hands, and the Chairperson shall have a casting vote.

6.5.4 The Board may make decisions by round-robin e-mail and may have meetings by remotely on condition that all parties can be clearly heard. No electronic, round robin decision by the Board will be taken without prior informing the Chairperson. The liaison with Board Members around such decisions will be done by the Board Secretary. Such round robin decisions shall be valid when at least four (4) Board Members have voted in favour.

6.5.5 Notwithstanding the above a decision approved unanimously by e-mail will not need to comply with any further formal requirements.



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### 6.6 Communication and consultation with members

- 6.6.1 The Board shall consult the members during a General meeting or Special General meeting, on any matters of substance.
- 6.6.2 The Board shall ensure that members are adequately informed through regular direct communications.

## 7. Annual General Meetings

### 7.1 Periodicity

- 7.1.1 The Annual General Meeting (AGM) of SAWEA shall be held in each calendar year before the first day of December, on such day and at such time and place as the Board shall decide.
- 7.1.2 The Secretary shall give at least thirty (30) days' notice, in writing, of the AGM to each member.

### 7.2 Objects of meetings

At each Annual General Meeting the Chairperson and Treasurer shall provide a report reviewing the activities and finances of SAWEA and refer to any other matters which the Chairperson considers to be relevant to the occasion. As a minimum, this would include a presentation of financial reports, appointment of external auditors and a review of activities of SAWEA for previous financial year.

- 7.2.1 The Board shall submit an audited statement of income and expenditure for the past financial year to date. (The Audited Financial Statements will be issued to Members with the SAWEA Annual Report).
- 7.2.2 The CEO shall provide a written report on the health of SAWEA to members no later than seven days before the Annual General Meeting and will be available to answer questions at the Annual General Meeting.
- 7.2.3 Members wishing to bring business before SAWEA at any Annual General Meeting shall lodge notice, in writing, with the Secretary of the intention to motivate the discussion of such business, at least 30 (thirty) days before the date of the meeting at which such business is proposed to be brought forward.
- 7.2.4 The only business which shall be dealt with at a special general meeting shall be the business for the consideration of which such meeting was convened.
- 7.2.5 At least twenty (20) days before the date for which each Annual General Meeting is originally called, the Secretary shall publish on the website in the members' section copies of the audited statement of income and expenditure, the audited balance sheet and the report of SAWEA's auditor or auditors thereon, which are to be submitted to the meeting.

### 7.3 Representation and voting

- 7.3.1 The election of the Board shall be decided by a secret ballot administered by a neutral and reputable person. An online voting process would be administered under exceptional circumstances.
- 7.3.2 Each member may cast as many votes as it is entitled to do by virtue of the class of membership it holds.

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- 7.3.3 Where relevant eg Board Member election, formal voting process relating to constitutional change or strategic change, weighted voting will apply. Lesser decisions eg to simply gauge levels of support for ideas that the Board may wish to explore, at the Annual General Meeting will be taken by show of hands of all members entitled to vote, with each member company being entitled to cast one (1) vote. In the event that a weighted voting is requested, it will occur by secret ballot.
- 7.3.4 If the representative of a member is present at any general meeting, the alternate representative of that member may also be present and may take part in the discussions, but shall not vote at the meeting on behalf of the member concerned.
- 7.3.5 Members may vote by duly authorised proxy.
- 7.3.6 Any person who has been invited by the Board to be present and take part in the discussion at any general meeting, may do so, but will not acquire the right to vote by virtue of having been so invited.
- 7.3.7 If any member, having been given notice, in writing, by the Secretary of the amount of any membership fee due by such member and the date on which such subscription is payable, has failed to pay the amount concerned within one (1) month of that date and the membership fee is still outstanding on the date for which any general meeting of SAWEA is originally called, the representative of that member shall not be entitled to be present at, or take part in the proceedings of, the meeting or any adjournment thereof nor to vote.
- 7.3.8 The Chairperson shall take the Chair at all general meetings of SAWEA and if the Chairperson is unavailable or not present ten minutes after the scheduled start at any general meeting, the representatives of ordinary members present and entitled to vote shall elect one (1) of the other Board members to be Chairperson of that meeting.
- 7.3.9 If any member has been excluded from SAWEA by resolution of the Board, neither that member nor any representative of that member shall be entitled to be present at or to take part in the proceedings of any general meeting of SAWEA. Should such a decision be under review in terms of clause 5.6.5, the member will be able to vote and take part until the review is complete.
- 7.3.10 The election of Office Bearers shall be decided by the Board via a show of hands.

### 7.4 Quorum

- 7.4.1 The representatives of fifty percent (50%) of weighted votes present in person or taking part remotely in a manner that all parties can be mutually heard shall form a quorum at any general meeting of SAWEA.
- 7.4.2 If a quorum is not present fifteen (15) minutes after the time for which any such meeting is called, the meeting shall stand adjourned.

### 7.5 Observers

- 7.5.1 On request by SAWEA members or external entities the Board may invite the representative of private or public entities to attend general meetings as observers.
- 7.5.2 Observers shall have no voting powers but may be invited, by the Chair of the meeting(s) they attend, to participate in and/or address the meeting(s).

## 8. Special General Meetings

- 8.1 The Board may convene a special general meeting of SAWEA, at any time, for the consideration of special business and shall do so within thirty days of the date on which a request, in writing, by the representatives of at least seven ordinary members, that a special general meeting be convened, is lodged with the Secretary.
- 8.2 The Secretary shall give to each member at least seven (7) days' notice, in writing, of each special general meeting or such shorter period of notice as the Board may decide, provided such shorter period of notice, if given, shall not be less than is reasonably necessary to permit the representatives of members to attend the meeting concerned. The notice will include the wording of the proposed resolution to be passed, the purpose of such special resolution, the effect of such special resolution once passed.
- 8.3 Decisions at Annual General Meetings will be taken by weighted voting using a secret ballot.
- 8.4 A motion will be carried by three quarters (75%) of the weighted votes cast by members in person and by proxy.
- 8.5 Any change to the SAWEA Constitution will require a Special General Meeting and a two thirds majority.

## 9. Working Groups

- 9.1 Specialised Working Groups made up of member representatives may be constituted by the Board who delegate this authority to the CEO. The aim of Working Groups is to utilise expertise within the ranks of members to address specialised topics pertinent to the business of SAWEA, for example policy matters or public relations.
- 9.2 SAWEA guidelines for Working groups shall apply to all working groups, participation is conditional on compliance with the guidelines. The CEO is responsible for ensuring compliance to the guidelines.
- 9.3 Each Working Group will be led by a Chair and a Deputy Chair elected by Working Group Members. The outgoing Working Group chair shall inform the CEO of the Working Group election outcomes. The newly elected Chair and Deputy Chair shall resume duties immediately after the AGM.
- 9.4 Working Groups may develop codes of conduct for SAWEA members and recommend these to the Board. If adopted by the Board, these codes of conduct will become binding on SAWEA members.
- 9.5 Working Group Chairs and Members are required to display a high degree of care and good faith in representing SAWEA, including a high degree of inclusiveness and transparency, regular communication, upkeep of the Working Group page on SAWEA website and a clear separation of private/company interests and SAWEA interests.
- 9.6 Each Working Group Chair will report quarterly to the CEO.

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- 9.7 The CEO may discharge Working Group Chairs or members from their duties if the CEO considers it to be in the interests of SAWEA to do so.
- 9.8 Subject to 9.4 above and until such time as the Board may decide otherwise, all Working Group Members including Chairs and Deputy Chairs will be non-paid volunteers.
- 9.9 Reasonable expenses incurred in the furtherance of Working Group activities may be compensated by SAWEA on condition that such expense is pre-approved by the Treasurer or if the Treasurer is conflicted, two (2) Board Members.
- 9.10 Subject to 9.2 above, the Chair of Working Groups may rotate annually at the Annual General Meeting, with the Chair stepping down with a term limit of two (2) years.
- 9.11 In the event of a conflict between this clause 9 and Annexure A, the latter will prevail.

## 10. Financial year, funds and accounts

- 10.1 The financial year of SAWEA shall be the period 1 January to 31 December.
- 10.2 A record shall be kept of the membership fees, if any, due by each member of SAWEA and the periods to which such membership fees relate as also the membership fees paid by each such member and the periods to which such payments relate.
- 10.3 Proper accounts shall be kept of all moneys received and expended by SAWEA, of all the matters in respect of which such receipts and expenditure take place and of the assets, credits and balances of SAWEA.
- 10.4 All moneys received by SAWEA shall, from time to time, be banked in the name of SAWEA, within seven (7) ordinary business days of their receipt, with such bank as the Board shall, from time to time, appoint.
- 10.5 The Board may set such quantitative limit on the delegated authorisation powers of the CEO and Secretary as it sees fit. Above such amount the procedures as directed by the Board will need to be followed to authorise expenditure. Unless decided otherwise by the Board, the SAWEA Secretary is authorised to act as authorized signatory on the SAWEA bank account/s.
- 10.6 Any profits, gains, donations or sponsorship which may accrue to SAWEA shall not be distributed to any person, but shall be employed solely for the purpose of investment or for the carrying out of SAWEA's objectives.
- 10.7 SAWEA's accounts shall be audited annually and reported upon by an auditor or auditors appointed in terms of Article 10.

## 11. Minutes and records

Minutes shall be kept of proceedings of general meetings of SAWEA, the meetings of the Board and the committees and/or working groups of SAWEA, as also records of the correspondence and transactions of SAWEA. Such minutes will be placed in the relevant SAWEA storage mechanisms.

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### **12. Property**

Ownership rights in all property belonging to or acquired by SAWEA shall vest in SAWEA.

### **13. Notices**

- 13.1 Any notice, written notification or document required by this Constitution to be given or sent to any member shall be deemed to have been given or sent on the same day if it has been delivered by e-mail.
- 13.2 The notice convening any meeting of SAWEA shall state the date, time and place of the meeting and the general nature of the business to be transacted.
- 13.3 In the case of a notice convening a special general meeting at which any amendment or alteration of or any addition to this Constitution is to be considered, the notice shall be accompanied by a copy of the proposed amendment, alteration or addition.

### **14. External Communication**

The Board may delegate responsibility for external communications to the CEO and others as they see fit.

- 14.1 External communication shall remain the responsibility of the Board (and CEO/other parties with appropriate delegation).
- 14.2 No SAWEA member (or any representative of the members) shall make any external communication on behalf of SAWEA without approval by the Board.

### **15. Indemnity**

The Office Bearers and employees of SAWEA shall be indemnified by SAWEA against all costs, losses and expenses they may incur or become liable to by reason of any contract entered into or act or deed done by them in their capacity as such or in any way in the discharge of their duties.

### **16. Alteration of Constitution**

- 16.1 This Constitution shall not be amended, altered or added to except by resolution of a majority of not less than two-thirds of the representatives of members present and entitled to vote at a special general meeting of SAWEA called for that purpose, of which at least fourteen (14) days' notice, in writing, has been given by the Secretary to each member.
- 16.2 Upon any such alteration, amendment or addition being made, same shall be deemed to be incorporated in and form part of this Constitution in the same manner in all respects as though originally inserted herein, and shall be binding upon all members of SAWEA without any further act of assent thereto.

## SAWEA Constitution

### **17. Winding up**

17.1 SAWEA shall be wound up if, at a special general meeting, for which at least thirty (30) days' notice, in writing, has been given by the Secretary to each member and at which voting has taken place by ballot, a resolution to wind up SAWEA has been passed by a majority of two-thirds of the representatives of members present and entitled to vote.

17.2 SAWEA shall be wound up in compliance with the law of the Republic of South Africa.

17.3 After winding up any assets remaining after debts and liabilities have been settled shall be donated to an organisation or organisations with similar objectives registered as Non Profit Organisation/s.

### **18. Adoption of Constitution**

This SAWEA Constitution shall be amended at an AGM or a special general meeting of SAWEA populated by representatives of members who are entitled to vote by virtue of the presence of their representative at the meeting in question and their adherence to the criteria for membership.

## SAWEA Constitution

This Constitution was approved and accepted by the members at an Annual General Meeting of SAWEA on the 20<sup>th</sup> February 2024.

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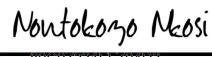
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Sunette Smith

SAWEA Chairperson

Date:

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Nontokozo Nkosi

SAWEA Treasurer

Date:

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Titania Stefanus-Zincke

SAWEA Board Member

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Jose Rodrigues

SAWEA Board Member

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Lena Chirwa

SAWEA Board Member

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Niveshen Govender

SAWEA CEO

Date: