

Constitution for The Association of Renewable Energy Practitioners

Index

1. Constitution of the Association of Renewable Energy Practitioners	3
2. What is AREP?	3
2.1.Vision	3
2.2.Mission:	3
2.3.Strategy:	3
3. Definitions	3
4. Legal Status	4
5. Objectives	4
5.1.Direct objectives	4
5.2.Indirect objectives	4
6. Income and property	5
7. Organisational structure and governance	5
8. Voting and Quorums	5
8.1.Voting	5
8.2.Executive Committee	5
8.3.Number of Votes	6
8.4.Quorum	6
9. Borders of activity	6
10. Powers of the organisation	6
11. Limitation of activities	7
12. Disclaimer and exclusion of liability	7
13. Membership	7
13.1.What is membership?	7
13.2.What is a subscription?	8
13.3.Membership with subscription.	8
13.4.Approval of membership	8
13.5.Membership cancellation	8
13.5.1.By the member	8
13.5.2.By the board	8
13.6.Member responsibilities	8
13.7.Supporting Members	9
13.8.Founding Members	9

13.9. Assisting members	9
14. Meetings	9
14.1. General Meetings	10
14.2. Annual General Meetings (AGM)	10
15. Levels of decision making, operations and voting	10
15.1. Member voting	10
15.2. Examples of decisions made by permanent and temporary staff:	10
15.3. Examples of decisions made by the executive committee could be:	10
15.4. Examples of decisions made by steering committees	11
16. Newsletters and communication	11
17. Human resources	11
18. Management Committee	12
19. Executive committee	12
20. Steering Committees	13
21. Portfolios	13
21.1. Critical portfolios	14
21.2. Procedure for removing portfolios/Ex-Co members	14
22. Association Finances	15
23. Sustainability and income	15
24. Acquiring and the control of assets	16
25. Expenses and responsibilities	16
26. Applying funds	17
27. Dissolution/Winding-up	17
28. Member disputes	17
29. Membership fees and categories	17
30. Updates to the constitution	17
31. Addendum 1 - Organisational functions	19
32. Addendum 2 - Portfolios explained	20
33. Addendum 3 - Application for registration as a NPO	21

1. Constitution of the Association of Renewable Energy Practitioners

The Association constituted by this document shall be called the Association of Renewable Energy Practitioners; abbreviated as AREP, and further referred to in this document as AREP or as "the association".

2. What is AREP?

- AREP is a behind-the-meter non-profit quality assurance association that aims to promote the adoption of renewable energy by unlocking finance into the sector through a platform that reduces stakeholder and end-user risk.
- AREP is a conduit for renewable energy, industry, data and networking.
- AREP Aims to keep industry informed on market trends, latest technologies, applicable standards, growth and best practice through its quality assurance platform, access to data, reports and newsletters.

2.1.Vision

- Play a leading role in the RE sector by:
 - Gathering and sharing statistics.
 - Improving the quality of RE installations and services offered by various stakeholders in the energy sector.

2.2.Mission:

To be a conduit that can facilitate the deployment of renewable energy projects by reducing the risk for financing and thereby promoting RE technologies.

2.3.Strategy:

- 2.3.1. Identify practical issues that impact the execution, adoption and installation of renewable energy projects.
- 2.3.2. Provide a quality assurance mechanism to accelerate the adoption of renewable technologies.
- 2.3.3. Inform industry on possible issues preventing growth.

3. Definitions

- 3.1. **AREP** - The Association for Renewable Energy Practitioners or the Association of Renewable Energy Practitioners
- 3.2. **Executive Committee** - The group of individuals responsible for strategic direction of the association; overseeing all portfolios and steering committees + Ex-Co members as defined in "Addendum 1 - Organisational Functions".
- 3.3. **Ex-Co** - A term used as a means to describe the Executive Committee
- 3.4. **Management Committee** - A Group of individuals responsible for the day-to-day management of the association which includes; Permanent and temporary staff as well as the Executive Chairman, Treasurer and secretary where applicable.
- 3.5. **Office bearers** - Includes all individuals from the Ex-Co + Management Committee.
- 3.6. **P4 platform** - A quality assurance platform initially developed for the solar PV sector by PQRS, de-branded and made available to AREP under agreement.

4. Legal Status

The Association is registered in South Africa as a Non-Profit Organisation according to The Non-Profit Organisations Act 71 of 1997.

The Association of Renewable Energy Practitioners shall therefore:

- 4.1.Exist in its own right, separately from its members.
- 4.2.Continue to exist even when its membership changes and there are different office bearers and or a change in Management committees.
- 4.3.Be able to own property and other possessions, and
- 4.4.Be able to sue and be sued in its own name.

5. Objectives

5.1.Direct objectives

- 5.1.1.Quality Assurance by applying IEC standards to the design and installation of renewable energy plants through the P4 platform (P4 is further described in the section called "Definitions")
 - 5.1.1.1.Gathering data on Installation & design practices through the P4 quality assurance platform.
- 5.1.2.Support
 - 5.1.2.1.To its members, through a platform
 - 5.1.2.1.1.That will enable financing and reduction of risk for financiers and insurers.
 - 5.1.2.1.2.Recognised by all stakeholders in the energy sector as an association that promotes quality and standards
- 5.1.3.Business Growth and Development
 - 5.1.3.1.Providing data and reports to allow organisations subscribed to the services of the association to make informed decisions.
 - 5.1.3.2.Conduct studies that may be directly funded, indirectly funded or not-funded.
 - 5.1.3.3.Provide for the publication of reports dealing with all aspects of renewable energy engineering and installation.

5.2.Indirect objectives

- 5.2.1.Sustainability
 - 5.2.1.1.First and foremost ensure the financial sustainability of AREP in order to insure continued support of its members and affiliate associations.
- 5.2.2.Training and education.
 - 5.2.2.1.Develop and maintain a platform for the industry supporting direct and distance education and training.
 - 5.2.2.2.Obtain and/or develop education and training material and make material available through the subscriber base to the rest of the renewable energy industry to promote a single standard and good practice through accredited training providers.
 - 5.2.2.3.Motivate training institutions to join AREP in its drive towards a unified standard and promote those training institutions subscribed to its services.
- 5.2.3.Technology development
 - 5.2.3.1.Keep members informed of current developments in the energy sector.

6. Income and property

- 6.1.The organisation will keep record of everything it owns.
- 6.2.The only time the association can give money to its members is when it pays for work done or services rendered by a member or office bearer in benefit of the association.
- 6.3.Payment in lieu of services or work done must be
 - 6.3.1.A reasonable amount for work done.
 - 6.3.2.Included in the budget
 - 6.3.3.Approved by the management committee, treasurer or accounting officer.
- 6.4.A member of the organisation can only get money back from the organisation for expenses incurred on behalf of the organisation in line with item 5.3.
- 6.5.Members or office bearers of the organisation do not have rights over equipment or items belonging to the organisation whether movable or fixed.

7. Organisational structure and governance

The association will consist of various levels of management to ensure transparency and good corporate governance. Also see the Association's Organogram Attached as Addendum 1.

Management team consists of:

- 7.1.Office Bearers
 - 7.1.1.Permanent and temporary staff
 - 7.1.2.Treasurer, Executive Chairman, President
 - 7.1.3.Executive committee
 - 7.1.3.1.Nominated and voted into the Ex-Co by the existing Management committee
 - 7.1.3.2.Where there is deemed to be a conflict or where the intent of Ex-Co members are being questioned, Ex-Co members may be voted out of the Executive committee based on a majority rule.
- 7.2.Portfolios and Steering Committees
 - 7.2.1.Behaviour, roles and responsibilities of Office bearers are defined by the Board's Code of Conduct.
 - 7.2.2.Ex-Co & Man-Co members may be removed from the board by majority vote.
- 7.3.Financial transparency is ensured through:
 - 7.3.1.An Accounting Officer & Treasurer
 - 7.3.2.An Approved budget
 - 7.3.3.An Approved operating procedure defined by this constitution.

8. Voting and Quorums

8.1.Voting

Voting can occur on various occasions and are not limited to AGM's. The executive committee can vote on proposed changes to the constitution as and when required. Voting can be done at Ex-Co level, Man-Co level or Steer-Co level.

8.2.Executive Committee

Only the Executive committee can affect changes to the constitution through voting. One member/organisation has one vote at Ex-Co level.

Except in cases where remedial action against the president is being considered or discussed by the executive committee; the president of the association forms part of the Executive committee and can also exercise one vote.

8.2.1.Voting at

8.2.1.1.Ex-Co, Man-Co and Steer-Co level may be done in person, by e-mail or through a survey type platform.

8.2.2.Voting may be done as a secret ballot where it is considered that a "visible vote" may interfere with interpersonal relationships or due to political reason

8.2.3.Members with active subscriptions can opt in and opt out of voting

8.3.Number of Votes

8.3.1.Management committee

8.3.1.1.President 1 vote

8.3.1.2.Individual members of the Ex-Co 1 Vote per organisation / individual member

8.3.2.Executive committee

8.3.2.1.President 1 vote

8.3.2.2.Individual members of the Ex-Co 1 Vote per organisation / individual member

8.3.3.Steering committees

8.3.3.1.President 1 vote

8.3.3.2.Individual members of the steering committee up to a maximum of 3 votes per organisation.

8.4.Quorum

8.4.1.Executive & Management committee

8.4.1.1.A clear majority does not have to be physically present in a meeting in order for the meeting/vote to have a quorum. Members present could attend meetings by phone, webinar or have a representative present.

8.4.1.2.A Quorum is considered to have been reached when 50% + 1 of the Ex-Co or Portfolio management teams are present at a meeting or have voted.

8.4.2.Steering committees

8.4.2.1.A Quorum is considered to have been reached when 50% + 1 of the active members of the Steering committee that have opted into voting has voted

9. Borders of activity

AREP will not limit its activities by borders of certain countries or regions as the flexibility of the quality assurance platform is deemed to be robust and can therefore support its member and subscriber base on installation standards and data throughout Africa and globally where required. Individual countries will be approached based on a manner determined by its own local laws and regulations and approved by the Ex-Co. It is preferred for each country to have an independent association linked to AREP. Each association will represent a country and will have a portfolio and therefore a representative on the Ex-Co. Where multiple associations from the same region shows an interest in participating with AREP, the portfolio will be amended to represent that specific region and each association will form a steering committee within that portfolio.

10. Powers of the organisation

10.1.The Management/Executive committee may take on the power and authority it believes is needed to be able to achieve the objectives that are stated in item 4 of this constitution.

- 10.2. Activities of the association and office bearers must abide by the law for the respective regions.
- 10.3. The Ex-co has the right to make changes to the constitution to ensure proper management, including procedure for application, approval and termination of membership.
- 10.4. The constitution will act as a guide to determine the powers and functions of office bearers.

11. Limitation of activities

The Association will not get involved with:

11.1. Policy

11.1.1. Driving Governmental Policy

11.1.2. Driving municipal policy.

11.1.3. Driving the creation of standards

11.1.4. Lobby with government to change, act or amend regulations in order to promote renewables.

11.2. Products

As membership is open to suppliers, distributors and OEM's the association may not trade:

11.2.1. With goods for or on behalf of any member or group of members as this may create a conflict of interest.

11.2.2. With system design or system consultation, which is deemed to be in conflict with other member activities.

12. Disclaimer and exclusion of liability

12.1. Members are considered to be separate and independent entities. AREP cannot be held liable for any loss or damage suffered by any third party arising out of or in connection with any interaction with any members, whether such loss or damage arises out of a negligent act or omission, breach of contract, breach of the Code of Ethics or any other cause whatsoever.

12.2. The Association limits the liability of its Members, Committees and any other office bearer to the amount of R2.00 each.

13. Membership

13.1. What is membership?

AREP membership is inclusive and not exclusive. Therefore it is possible to be a member of AREP at no charge. Generally speaking; whether being a member of a professional organisation or a member of a club; most memberships end up having a cost associated to them. The dynamic concept of any form of membership is the awareness of either being inside or outside of a specific organisation. Membership is the notion of belonging, is a relational concept and says nothing of cost or price. AREP membership is therefore free of charge.

13.2.What is a subscription?

A subscription is a revenue agreement and a financial concept coupled with some form of benefit. The core dynamic with subscriptions are financial in nature and subscriptions coupled with AREP membership unlocks access to data, support and quality assurance.

13.3.Membership with subscription.

There are approximately 6 or more levels of membership (as may be determined by the management committee from time to time) which is based on the size or value of the subscription. Membership could be FREE with no subscription or paid for with subscription. The higher the subscription the deeper the access to data.

13.4.Approval of membership

Approval of membership is automatically assigned upon agreement of the terms and conditions and association constitution and or any other rules that may be applied from time to time by the management committee. Membership is available through a number of platforms and can be obtained in a number of ways. Regardless of how membership is obtained, any member has to agree to the AREP terms and conditions, which would include terms and conditions related to the various parts of the services offered by the association.

13.5.Membership cancellation

13.5.1.By the member

13.5.1.1.Membership is considered to be cancelled when the member requests cancellation of membership or unsubscribes from the newsletter database or furnishes a letter in writing requesting to be unsubscribed from the newsletters and formal communication and association. As newsletters will be the formal method of communication between the association and its members, membership will be considered to be cancelled once the newsletter subscription is cancelled.

13.5.2.By the board

13.5.2.1.Membership may be cancelled by the Ex-co if it can be proven beyond reasonable doubt that:

13.5.2.1.1.The actions of the member is not considered to be in the best interest of consumers

13.5.2.1.2.The member is not interested in improving the standards linked to his/her organisations installations and or when the approach of members towards clients are being questioned and no reasonable ground can be identified by which the member should act or,

13.5.2.1.3.Members cannot change the way in which services contradicting fair and transparent practice are being provided in the sector.

13.5.2.1.4.Safety requirements during installation are not adhered to.

13.5.2.2.Alternatively where members in question are contractors, members agree to having their risk re-assessed based on the P4 platform criteria.

13.6.Member responsibilities

13.6.1.All Members are bound to further, to the best of their ability, the objectives and interests of the Association.

13.6.2.Members agree to comply with the Constitution, various terms and conditions which include a dispute resolution policy and a code of conduct.

13.6.3. Members agree not to act in a manner that is prejudicial to the interests of the Association.

13.6.4. Members agree not to make statements, whether orally or in writing, to the press, television or radio, representing such statement as the policy or view of the Association, unless expressly authorised to do so in writing by the Ex-Co or President.

13.6.5. The Management Committee cannot authorise any Member to make statements that are contrary to this Constitution and the objectives of the Association.

13.6.6. Member's addresses for Association purposes shall be deemed to be the last address of the Member appearing in the Association's register or database. It is recommended that members attempt to keep the Association notified, in writing, of any change of its address.

13.6.7. Members agree that the management committee has the power to expel members who contravene the conditions of the constitution.

13.7. Supporting Members

When a substantial donation is made towards the association, the donor will be listed as a supporting member on the AREP website under a section dedicated to supporting members. Individuals or companies providing seed capital for the establishment of the association have the option of being recognised for the contribution. Supporting member categories are based on the IACS (International Annealed Copper Standard) and reflects the conductivity of metals. Supporting members will therefore be noted as Copper, Gold and Aluminium supporting members for making donations where the monetary value exceeds R150k, R100k or R50k respectively.

13.8. Founding Members

Founding members are stakeholders in industry that could see the advantages and benefits of the association and have an interest in the sector. Founding members who wish to be recognised as such will be expected to subscribe to the highest level of subscription once the bank account has been opened and the association has been registered with the Department of Social Development. Founding members wishing to be listed and recognised as such will have company names & logos displayed on the AREP website under the section recognizing founding members as such. A founding member can only be a founding member in the event where the member made a commitment to the association during the stage where the association was being developed, founded and or created and within the first 2 months of the inception of the association.

13.9. Assisting members

Assisting members are founding members who are not interested in paying for a subscription. Although they may have been involved in founding the organisation, no names will be listed on the website and no subscription is required.

14. Meetings

Minutes will be kept of all meetings and forwarded to the operational team and the respective attendees of the meeting within 21 working days (in line with regulatory requirements). All meetings will be arranged by permanent or temporary staff and the invitations circulated to all relevant stakeholders. The Chairman of the respective steering committee/portfolio does not have to be present provided that an interim Chairman is chosen for the meeting in question and that at least three or more members are present.

14.1. General Meetings

General meetings will be held at least once per quarter.

14.2. Annual General Meetings (AGM)

Annual General Meetings will be used to share the direction, strategy and focus of the association as well as giving an overview of the industry to the association's member and subscriber base.

14.2.1. Subscribers to the services offered by the association have the option of attending its annual general meetings where the feedback of the activities can be shared with the members/subscribers.

14.2.2. These meetings may be attended by way of

14.2.2.1. Being present in person or in the event where the designated member cannot attend in person, having a nominated representative attend the meeting in question

14.2.2.2. By telephone

14.2.2.3. Online

14.3. Man-Co, Ex-Co, Steer-Co and Other meetings

14.4. Other formal meetings are held as and when required at the discretion of the chairman or vice-chairman of the respective portfolios under guidance of the president.

14.5. Where required the president may call for meetings as a supporting function to the various chairmen overseeing portfolios.

14.6. Meetings may be called as and when required and must consist of at least three attendees.

14.7. Any members may become part of steering committees. Steer-Co participation is done on a voluntary basis.

14.8. In order to manage meetings and proceedings, there should always be a chairman present. Where the chairman and or vice-chairman are not present for whatever reason, an interim chairman must be chosen for that specific meeting.

15. Levels of decision making, operations and voting

15.1. Member voting

- All members can opt in or opt out of voting for proposed changes within the steering committee based on steering committee goals.
- Ordinary members without an active subscription will not be able to vote.
- During the voting process the majority vote will constitute the winning vote.
- Voting may take place electronically or in person.
- Meetings may be attended electronically or in person.

15.2. Examples of decisions made by permanent and temporary staff:

- Approval of and invitations for meetings
- Arranging sponsorships, liaising with members and subscribers, assisting with the day-to-day operations of the association.

15.3. Examples of decisions made by the executive committee could be:

- Changes that need to be affected in the constitution or
- Projects that need to be implemented in order to improve the sector or
- Decisions that could improve the standing of the association and its impact in industry or

- Changes that are deemed to be important for the Association to fulfill its objectives as may be decided from time to time.

15.4.Examples of decisions made by steering committees

- Recommendation to changes in reports and topics for reports.
- Changes and or recommendations on how the association can best cater for their needs.
- Changes voted for by Steering committees will be discussed and voted for again by the Executive committee.

16. Newsletters and communication

Newsletters will be the main form of communication between the management committee and the member base. Agreeing to receiving newsletters are compulsory as part of membership. Membership can be obtained through the newsletter subscription form provided that all fields are completed accordingly. Newsletters will be circulated via a bulk mail platform. It is the responsibility of members to ensure that e-mail addresses from the association are "white-listed" and not received by their own servers as SPAM.

17. Human resources

The association is managed by a number of full-time and or part-time staff that are remunerated for their time awarded/dedicated towards furthering the cause of the association. Full-time and or part-time staff may claim for expenses incurred on behalf of the association provided that

- 17.1.The expenses have been approved in the budget or;
- 17.2.Expenses can be proven by way of receipt of payment or invoice
- 17.3.The treasurer or accounting officer is confident that expenses incurred was done in a fair and transparent way in order to realise the association's strategy.

Staff whether permanent or temporary are appointed by the president and are responsible for the day to day operations of the association and to ensure that the objectives of the association is reached by applying the approved strategy. For the first 24 months of the association, it is envisaged that the admin personnel will consist of a number of people who may be increased or decreased in number; based on the work load and projects that need to be delivered in order to ensure strategic and financial sustainability goals are achieved sustainably.

17.4.Administrative and operational staff are considered to be:

- 17.4.1.President
- 17.4.2.Executive administrator
- 17.4.3.Administrative Clerk
- 17.4.4.Interns, etc

17.5. Administrative and operational staff are appointed by the President of the Association and will report to the President with normal disciplinary procedures being applicable.

17.6.In cases where the Executive Committee feels the President cannot meet or fulfill its duties in office, remedial action may be imposed in order to increase performance.

Remedial action towards the AREP president is made in writing informing him/her of the intention to impose remedial action and what the grounds for the decisions were.

17.6.1.The remedial action letter needs to have "remedial action AREP President" printed as the subject of the e-mail or letter.

- 17.6.2.The AREP president will be given a reasonable period to correct behaviour as is required.
- 17.6.3.Within the time frame stated by the board, the AREP president will present a solution and strategy to the Executive Committee in order to show which steps will be taken to correct items as indicated in 16.6.
- 17.6.4.Failing a positive response from the AREP president, the Executive committee will give the President a period of 1-3 months notice during which time, the AREP president will train a predecessor (where required or applicable) and vacate the position in good standing.

18. Management Committee

- 18.1.Candidates accepting the responsibility to act as Office Bearers will be expected to agree to the Association's Code of conduct.
- 18.2.The Management committee
- 18.2.1.Consists of Exec-Chairman, Treasurer, Secretary and President and other positions as may be deemed to be required by the Man-Co in order to successfully manage the association.
- 18.2.2.will oversee financial and operational decisions as affected by the office bearers and president of the association.
- 18.2.3.Has the power and authority to approve fund raising initiatives or to invite and receive contributions/donations.
- 18.2.4.Has the power to buy, hire or exchange for any property that it needs in order to achieve its objectives.

19. Executive committee

- 19.1.Candidates accepting the responsibility to act as Office Bearers will be expected to agree to the Association's Code of conduct.
- 19.2.The Executive committee
- 19.2.1.Consists of the chairman(or woman) and vice from each of the portfolios, an Executive Chairman, treasurer, and president and is responsible for providing insight into the direction of the association as guided and driven by the president.
- 19.2.2.will approve certain notions as proposed by the President of the association by way of voting. Recommendations made by the president that need to go through a voting process will be channeled through the Executive committee or Management Committee depending on the nature of the recommendation.
- 19.2.3.Size is determined by the number of Portfolios as well as the number of steering committees. There could be a maximum of two Executive committee members (Chairman + Vice-Chairman) for each portfolio. Typically Executive committee members will be members with a paid and up-to-date subscription.
- 19.2.4.May agree to allow a member without subscription to have a right to vote (In extreme cases) as part of the Ex-Co where the member can be proven to be committed to the sector.
- 19.2.4.1.An ordinary member may be invited by the Exec-Chairman of the association to become part of the Executive committee. The president of the association will arrange a telephonic interview or discussion in order to discuss the processes,

procedures and requirements. The interested member will write a supporting letter indicating:

19.2.4.1.1. Name and surname of the member, membership number,

19.2.4.1.2. Name of the organisation it wishes to represent

19.2.4.1.3. Current activities in the sector and how the member will add value to the Executive committee.

19.2.4.1.4. Once all relevant documentation has been received, the President will present the proposed new member to the executive council within a period of 2 months. The presentation will include the members application as well as how the member will add value to the association. The Executive committee will vote on the new member to join the committee based on the presentation done by the president of the association.

19.2.4.1.5. The decision by the Ex-co on the application is final and no correspondence need to be provided for the decision by the Ex-co on this matter.

20. Steering Committees

20.1. Candidates accepting the responsibility to act as Office Bearers will be expected to agree to the Association's Code of conduct.

20.2. Steering committees guide the direction of the association through the management committee.

Whether membership is free or paid-for, all members are encouraged to participate in steering committee activities.

Steering committees provide feedback, direction, drive and input, which is communicated with the Ex.Co responsible for operations and collaboration who will use information provided by steer-co's to ensure the association's strategy can be successfully implemented.

Any member may be part of a steering committee regardless of subscription status. This is facilitated as industry may add value to the direction of the association even though they may not be at liberty to pay for membership. As there may be instances where voting will guide a specific Steer-co.'s direction, only members paying an annual subscription may be chairman of a steer-co provided they have time to dedicate to steer-co activities.

Any member may suggest a new steering committee. Any steering committee must have direction, a goal and focus. All activities within the steer-co will be communicated with the Chairman of that particular steering committee and or portfolio.

Four types of input are envisaged for the association through committee interaction:

- Formal input
- Ad-hoc input
- Member input
- Non-member input

21. Portfolios

Portfolios are critical to the success of the association. Each portfolio has a chairman and where required Vice-chairman as well as potential steering committees. The Executive committee consists of the combined chairmen from all existing and active portfolios. It is through portfolios that the Executive committee can exercise authority over the constitution, focus and strategy of

the association. There are critical and non-critical portfolios and at least 6 of these portfolios need to be occupied at any given time in order for the association to remain active.

21.1.Critical portfolios

- 21.1.1.Operations (Treasurer, Exec. Chairman, President, Secretary)
- 21.1.2.Distributers & Re-sellers
- 21.1.3.Manufacturing, Assembly & Product development.
 - 21.1.3.1.Modules
 - 21.1.3.2.Inverters
 - 21.1.3.3.Mounting structures
 - 21.1.3.4.Storage
 - 21.1.3.5.B.o.P
- 21.1.4.Finance
- 21.1.5.Insurance
- 21.1.6.Education & Training
- 21.1.7.EPC's
 - 21.1.7.1.Project Development
 - 21.1.7.2.Project Installation
 - 21.1.7.3.Site maintenance
- 21.1.8.Standards
- 21.1.9.Research & Academic institutions
- 21.1.10.Data & Knowledge base
- 21.1.11.Country 1-to-n

The Executive committee consists of a chairman in charge of each of the portfolios.

Non-critical Portfolios may be added to the association by the Executive committee as and when required in order to ensure that industry is represented in any and every way deemed to be required.

An example of a non-critical portfolio could be "Solar Thermal" or a portfolio for any country. The constitution is amended and changed at Executive committee level. Portfolios may be added or removed by the Ex-Co. once a portfolio has reached its goal. Critical portfolios cannot be disbanded and represent the minimum number of seats or votes required in order to keep the association alive and active.

21.2.Procedure for removing portfolios/Ex-Co members

Portfolios may be removed by the Executive Committee once they have reached the original objectives and or concluded the scope as provided for by a specific project. The President of the association will motivate the existence and or closure of a Portfolio or steering committee and in the event where the Executive committee has voted, a notice will be drafted informing all the members of the specific portfolio or committee that it will be disbanded as well as the reason for the closure. Members may appeal the vote by writing a letter motivating the continued existence of the steering committee. The same procedure will apply for the removal of office bearers, members of the management committee and members of the executive committee.

22. Association Finances

- 22.1.The appointed Treasurer has the duty to audit and check on the finances of the association.
- 22.2.The treasurer is responsible to control the day to day finances of the organisation through an approved budget.
- 22.3.The president will ensure for all funds to be put into a bank account in the name of the organisation and the bank account will have shared access to the account with the treasurer and or Chairman of the association.
- 22.4.Records will be kept of all finances and presented to the treasurer upon request or as and when the treasurer requests access to the records.
- 22.5.Whenever funds exceeding the agreed contingency/budget needs to be taken out of the bank account, the President of the association and at least one other member of the organisation must approve the withdrawal, payment order or EFT. Approval can be done via e-mail and only approved signatories to the account may approve withdrawals.
- 22.6.The financial year of the organisation ends on the last day of February and starts on the first day of March for any given year.
- 22.7.The organisation's accounting records and reports must be ready and handed to the Director of Nonprofit Organisations within six months after the financial year end.
- 22.8.If the organisation has funds that can be invested, the funds may only be invested with registered financial institutions as listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984. Alternatively the organisation could invest in securities listed on a licensed stock exchange as set out in the Stock Exchange Control Act of 1985; or the association could approach financial institutions i.e.banks, to seek advice on the best way to look after its funds.

23. Sustainability and income

The sustainability of the association will be secured through income generated by a range of products, services, projects and donations. Products, services and projects will change in nature, type and application and may be amended by the management committee, office bearers or president from time to time. The management committee has the option of accepting and or declining donations presented under specific conditions.

Examples of these income generating products, services and projects will be the following:

- 23.1.Subscription fees
- 23.2.Donations
- 23.3.P4 certificates
- 23.4.Access to data
- 23.5.Online tests
 - 23.5.1.2nd and 3rd attempts to the tests are not free of charge
- 23.6.User Dashboards
- 23.7.Certificates of compliance
- 23.8.Special reports
- 23.9.Sponsorships
- 23.10.Events (i.e. conferences and special meetings)
- 23.11.Product endorsements

23.12. Projects done for organisations such as ADA, GIZ, AFD, World Bank, etc, that would promote renewables and include research, specific outcomes and have a start and end date.

The association will be the host for a QA platform and database known as the P4 platform which is owned and managed by PQRS and used by AREP under agreement. The use of the P4 platform and other services offered by AREP may be subject to a separate set of terms and conditions as part of that specific platform. The association will subscribe to the platform on which the data accumulated by PQRS, is stored. Access for members to data will be restricted based on level of subscription. There may be a fee for AREP to maintain the database, as would be the case for maintaining the website, and social media platforms.

For the first five years of the life of the association, the QA platform will be streamlined and further developed in order to be applicable for the African and where possible global market. During this time, both the QA platform and the database will be owned and operated by an external company or consultant or other organisations which may be external or internal to AREP. A portion of the income generated by quality assurance certificates, 2nd and 3rd test attempts, and data will be paid to external consultants for the development and maintenance of the QA platform and database. The association can be seen as being a subscriber to a QA platform and database. For the foreseeable future the QA platform and all its functions will only be made available to AREP in order to establish a standard for installation within the renewable energy sector and to promote the technology to ensure the growth and development of financing and insurance mechanisms within the sector. The QA platform and database are two completely separate functions. AREP will have the option of owning the P4 platform by acquiring the platform from PQRS once the association has the financial means to do so.

24. Acquiring and the control of assets

Assets will be acquired as approved in the budget and as agreed with the Management Committee as may be required by the office bearers in the performance of their duties aligned with the strategy of the AREP from time to time.

Certain procurement requests may be granted by the Ex.Co in the event where it makes business sense and where it will improve performance or where it is required to make such purchases in order to meet project requirements.

25. Expenses and responsibilities

Office bearers may be full-time or part-time employees. Initially it is foreseen that most office bearers would be appointed in a part-time capacity until such time as subscription fees and other forms of income can sustain office bearers to be employed on a full-time basis. Office bearers are paid for time allocated to association activities. It is the responsibility of the president of the association to ensure financial sustainability of the association.

For the interim it is not considered that members on the Ex-Co, Man-Co or Steer-Co will be remunerated for time allocated to association activities unless approved by the Exec Chairman and treasurer for unique and isolated projects and specific expenses.

26. Applying funds

Funds applied through the day to day operations of the association may be used by Office bearers approved by the Man.Co & budget in order to further the objectives of the association. The funds will be allocated according to the budget as approved by the Treasurer / Chairman and where deemed required by the Accounting Officer.

27. Dissolution/Winding-up

- 27.1. The organisation may close down if at least two-thirds of the Executive committee members present and voting at a meeting convened for the purpose of considering such a matter, are in favour of closing down.
 - 27.2. When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the organisation.
 - 27.3. Any other nonprofit organisation that has similar objectives will become the recipient of surplus funds/property and the Ex-Co has the responsibility of identifying and allocating such funds/property.
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28. Member disputes

- 28.1. Members agree to consider arbitration as a first means to resolve a dispute with the association or with other AREP members.
 - 28.2. What is arbitration?
 - 28.2.1.1. Arbitration is a procedure in which a dispute is submitted, by agreement of the parties, to one or more arbitrators who make a binding decision on the dispute. In choosing arbitration, the parties opt for a private dispute resolution procedure instead of going to court. The parties to the dispute choose their arbitrator, or can request organisations such as the Arbitration Foundation of Southern Africa (AFSA) or the Association of Arbitrators (South Africa) (AASA), to appoint a suitable and qualified person. The agreement usually determines the procedure for appointing an arbitrator.
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29. Membership fees and categories

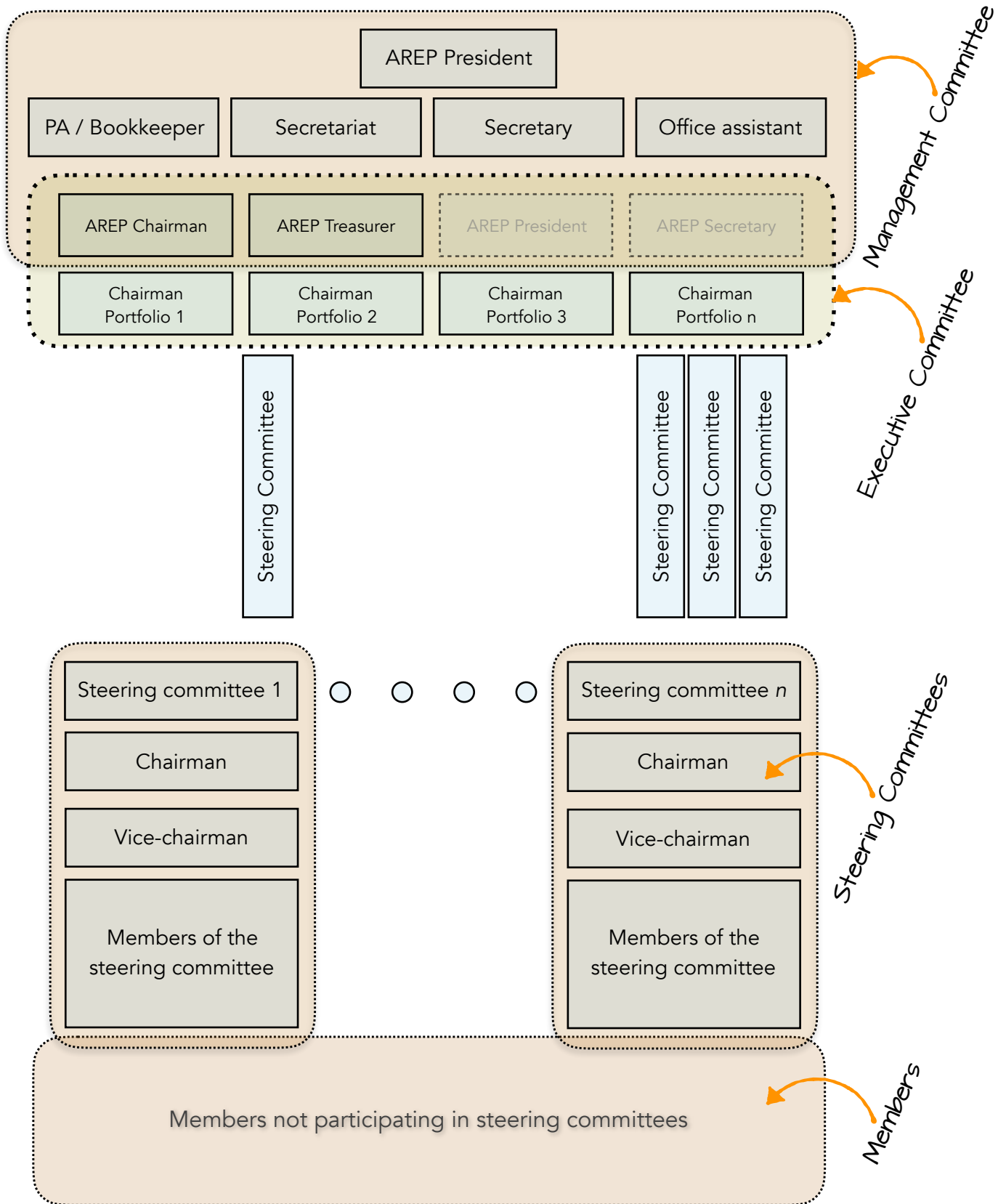
Membership fees will be based on the model of sustainability as presented by the president as and when required to the executive committee. The president will prepare the budget and will present the budget along with a model of sustainability to the executive committee and treasurer.

Categories of membership will be determined by the ex-co and may be amended, changed, or altered as and when required.

30. Updates to the constitution - Changetable

Updates/changes affected to the constitution	
Date	Description

31. Addendum 1 - Organisational functions

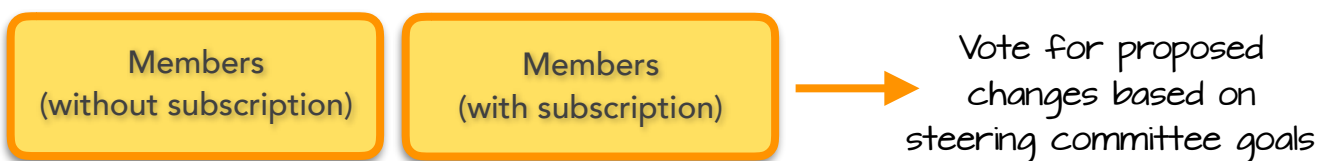


32. Addendum 2 - Portfolios explained

Portfolios have a minimum of 1 elected chairman + 1 rep from each steering committee within that portfolio. The executive committee consists of subscribers from within Portfolios. The Ex-Co can make changes to the constitution. Each organisation just has a single vote within a Portfolio/Ex-Co but can have multiple votes in a steering committee. The number of votes within steering committees are determined by the member's level of subscription and defined in the rate structure.



The chairman from the steering committee will have a seat within the Ex-Co of the portfolio and will therefore also have a single vote within the portfolio provided the steering committee is active. Steering committees may amend the goals and outcomes of the committee as is required. Meetings cannot take place without notifying the office bearers and or portfolios. All meetings are arranged through the office bearers and staff responsible for managing the administration of the association.



All members can opt in or opt out of voting for proposed changes within the steering committee based on steering committee goals. During the voting process the majority vote will constitute the winning vote. Voting may take place electronically or in person. Meetings may be attended electronically or in person.