



**The Association of Municipal Electricity Utilities
(Southern Africa)**

CONSTITUTION

1 DEFINITIONS

In this Constitution, unless the context otherwise indicates:

- 1.1 "Association" means the Association of Municipal Electricity Utilities (Southern Africa)
- 1.2 "Southern Africa" means the subcontinent;
- 1.3 "member " and "membership" means all the classes of members and membership provided for in this Constitution;
- 1.4 "member utility" means a utility which is a member of the ASSOCIATION;
- 1.5 "Utility" is a body or significant operational division of a body authorised by a municipality or licensed by a regulator to generate, transmit or distribute electricity on its behalf, as a service provider;
- 1.6 "Executive Council" means the Executive Council of the ASSOCIATION;
- 1.7 "Convention" means the Convention of the ASSOCIATION;
- 1.8 "Technical Convention" means a meeting of the ASSOCIATION held in a calendar year during which no Convention takes place;

2 REVOCATION OF PREVIOUS CONSTITUTION AND DATE OF EFFECT OF THIS CONSTITUTION

- 2.1 The provisions of any Constitution of the ASSOCIATION hitherto in force are hereby repealed, and this Constitution, as amended from time to time, shall be the sole Constitution of the ASSOCIATION: Provided that this provision shall not affect the validity of any decision or action in terms of any previous constitution;
- 2.2 The provision of this Constitution shall take effect from the date and time of its adoption at a convention;

3 FORMATION AND NAME OF THE ASSOCIATION

- 3.1 There shall be, and hereby is constituted, a voluntary association with perpetual succession, to be styled "THE ASSOCIATION OF MUNICIPAL ELECTRICITY UTILITIES (SOUTHERN AFRICA)";
- 3.2 The ASSOCIATION does not aim at any profit-seeking or any other pecuniary benefit for its members;
- 3.3 The ASSOCIATION shall be capable, in its own name and independently of its members, of

suing and being sued, and of purchasing or otherwise acquiring, holding, managing and disposing of movable and immovable property, or any interest or right therein;

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COAT-OF-ARMS

4.1 Arms

Ore, on a fess enhanced indented Azure between in chief five amulets Gules and in base of cogwheel Azure within three flashes of lightning disposed in triangle point downwards Gules, a burrulet Argent;

4.2 Crest

Issuant from a mural crown Gules, a torch ore inflamed proper;

4.3 Mantling

Ore and Azure

4.4 Motto

FIAT LUX

4.5 Mission statement

The mission of The Association of Municipal Electricity Utilities is to promote the pursuance of quality, service, management excellence and to facilitate communication between all its members and other stakeholders as well as to influence that environment.

5

OBJECTIVES of the ASSOCIATION

The objectives of the ASSOCIATION are:

- 5.1 to promote the interest of electricity utilities and to collaborate with other stakeholders in the pursuance thereof;
- 5.2 to bring together municipal council or board representatives, electrical engineers and managers and all persons interested in the advancement and development of electricity utilities and to promote wider contact and the exchange of views;
- 5.3 to arrange and hold Conventions and Technical Conventions for the reading of papers and the discussion of subjects pertaining to electricity utilities and to make recommendations on matters requiring joint action;
- 5.4 to establish branches consisting of electricity utilities with joint interests;
- 5.5 to take such lawful action as may be expedient for the protection and promotion of the rights and interests of member electricity utilities;
- 5.6 to affiliate with, or seek membership of such organisations as may be decided upon by the Executive Council;
- 5.7 to foster the establishment of organisations outside the boundaries of Southern Africa having objectives similar to those of the ASSOCIATION, and to assist them technically and financially in such fields as may be deemed desirable by the Executive Council;
- 5.8 to organise or participate in international meetings of organisations having objectives similar to those of the ASSOCIATION, and in general to foster the exchange of information

in the field of electricity supply;

5.9 to actively promote training in the utilities environment;

5.10 to promote quality service and management excellence amongst members so that their customers receive value for money;

5.11 To provide an advisory service for its members, for the customers of its members and for the South African Local Government Association;

5.12 **CORE VALUES**

The members of the AMEU are committed to;

- supply existing and future customers with electrical energy of acceptable quality to meet their needs
- follow excellent standards of management and pursue our activities with integrity.
- provide our customers with a product which provides value for money, within the constraints imposed upon municipal electricity utilities
- strive to maximise any benefit and minimise any detrimental effect which our service has on the environment.
- strive to implement innovative engineering techniques to benefit our customers and the environment.

6 PROPRIETARY RIGHTS OF MEMBERS AND LIMITATION OF LIABILITY

6.1 The income and property of the association shall be used solely for the promotion of its objectives. No portion thereof may be paid, or directly or indirectly transferred by any means, to its members, provided that the foregoing shall not prevent the payment in good faith of reasonable remuneration to any officer, servant or member of the association in return for services actually rendered to the association.

6.2 The liability of any member of the ASSOCIATION for any obligation of the ASSOCIATION shall be limited to the membership fees payable by the member in a single year;

7 MEMBERS

7.1 The membership of the ASSOCIATION shall consist of utilities, other organisations and natural persons who are situated in Southern Africa;

7.2 Members shall be classified as follows:

7.2.1 Honorary Members

7.2.2 Member Utilities represented each by an engineer member and by a council or board Representative

7.2.3 Ordinary Members

7.2.4 Past Members

7.2.5 Affiliate Member Organisations, each represented by one or more persons

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QUALIFICATIONS OF MEMBERS

- 8.1 Any utility shall qualify for membership of the ASSOCIATION;
- 8.2 The membership qualifications for natural persons shall be as follows;
- 8.2.1 HONORARY MEMBER: A person who has distinguished himself/herself and whom the ASSOCIATION desires to honour for outstanding services to the electricity supply industry;
- 8.2.2 ENGINEER MEMBER: The official in overall charge of the member utility, or his/her nominated representative, who shall be a fulltime employee of the utility;
- 8.2.3 MUNICIPAL COUNCIL OR BOARD REPRESENTATIVE MEMBER: The voting member of the council or board of a member utility who represents such member utility;
- 8.2.4 ORDINARY MEMBER: One or more senior staff members in the employ of a member utility, or Councillors or Board members of the utility,
- 8.2.5 RETIRED MEMBER: An Engineer Member or Ordinary Member who ceases to hold a position which makes him/her eligible for membership in terms of sub-clause 8.2.2 or 8.2.3, or a representative from an Affiliate Member who no longer holds such representative position due to retirement and is nominated by the Affiliates Committee.
- 8.2.6 AFFILIATE MEMBER REPRESENTATIVE: The main representative of an affiliate organisation member.
- 8.3 AFFILIATE ORGANISATION MEMBER: The Association may admit consulting, commercial and industrial enterprises, "educational or scientific institutions, having an interest in the supply of electricity" and technical organisations, as affiliate members. ;
- 8.4 NON-MUNICIPAL UTILITIES: A non-municipal utility can be admitted as a member by the Executive Council;

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ADMISSION AS MEMBERS

- 9.1 Application for admission as members shall be in the form and shall contain the particulars, which the Executive Council may prescribe;
- 9.2 The Executive Council may admit members, but not honorary members;
- 9.3 Honorary membership shall be bestowed by the Conventions on the recommendation of the Executive Council;

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MEMBERSHIP FEES

Members shall pay such fees as may be determined by the Executive Council.

11

CONVENTIONS AND TECHNICAL CONVENTIONS

- 11.1 Except where, in the opinion of the Executive Council, there are exceptional circumstances, the ASSOCIATION shall hold an annual Convention or Technical Convention of members, at a venue determined by the Executive Council;

- 11.2 The Executive Council may invite visitors to Conventions and Technical Conventions;
- 11.3 At a Convention or Technical Convention the matters on the agenda shall be dealt with subject to compliance with the following requirements:
 - 11.3.1 They fall within the framework of the ASSOCIATION's objectives;
 - 11.3.2 They are submitted to the General Secretary not less than three months before the date of the Convention or Technical Convention at which they are to be discussed;
 - 11.3.3 They are subject to the approval of the Executive Council prior to being placed on the agenda: Provided that this sub clause shall not apply to motions submitted signed by not less than 20 Engineer members and/or council members;
- 11.4 At a Convention a decision may be taken on any matter affecting the ASSOCIATION except matters delegated by the Constitution to the Executive Council;
- 11.5 A Technical Convention can decide on any issue that a Convention may decide on, except for the election of Executive Council Members.

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VOTING BY MEMBERS

- 12.1 Each member utility shall at any Convention or Technical Convention be entitled to two representatives with voting rights, who shall be nominated by the member utility for this purpose. One such representative shall be the municipal Council or Board representative member and the other an Engineer Member;
- 12.2 No other member or representative shall have voting rights and no person shall be entitled to vote on behalf of more than one utility;

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PROCEDURE AT CONVENTION OR TECHNICAL CONVENTION

- 13.1 The President of the ASSOCIATION shall at any Convention or Technical Convention, take the chair or in his/her absence, the President Elect or Vice President Elect. In the absence of the President, the President Elect and the Vice President Elect the Convention or Technical Convention shall elect a member of the Executive Council as chairperson, or should no member of the Executive Council be present, any other member. The chairperson thus elected, shall act as chairperson at that Convention or Technical Convention and only during the absence of the President and President Elect, and Vice President Elect;
- 13.2 The ruling of the chairman on any point of order or question of procedure shall be final;
- 13.3 Thirty representatives of member utilities duly nominated in terms of sub clause 12.1 constitute a quorum;
- 13.4 If a quorum is not present fifteen minutes after the time for which the meeting was convened, the meeting shall be postponed for one hour, and if there is still no quorum present, the meeting shall proceed and the members present shall constitute a quorum;
- 13.5 Each decision of a Convention or Technical Convention shall be taken by a majority vote of those present and entitled to vote;

- 13.6 All matters, except the election of members to the Executive Council and amendments to the Constitution, (which shall be by ballot) shall be voted upon by the raising of hands, unless any person, entitled to vote, request that voting takes place by ballot;
- 13.7 In case of an equal vote the vote shall be re-balloted and if the outcome remains equal the matter shall be decided by the tossing of a coin.
- 13.8 Conventions and Technical Conventions shall be open to the public: Unless the Convention or Technical Convention decides to discuss or vote on any matter in committee, whereupon only delegates with voting rights shall be entitled to be present; together with any other person permitted by the Convention.

14 THE PRESIDENT, PRESIDENT ELECT AND VICE PRESIDENT ELECT

- 14.1 The Convention shall elect an Engineer Member/senior staff member of a municipal utility Member, serving on the Executive Council, as Vice President Elect, who shall hold office until the next Convention. In the absence of a recommendation to the contrary from the Executive Council to the Convention, the President Elect shall automatically become President of the ASSOCIATION, and the Vice President Elect shall become the President Elect of the ASSOCIATION, at the next Convention and shall hold office until his/her successor assumes office or until he/she ceases to be a member.
- 4.2 In the event of a contrary recommendation by the Executive Council as envisaged in clause 14.1, being accepted by the Convention, the Vice President Elect shall automatically become the President; and the Convention shall elect a President Elect and Vice President elect.
- 14.3 Any vacancy in the presidency shall be filled by the President Elect, and a vacancy in the office of President Elect by the Vice President Elect. Any vacancy in the office of the President, President Elect or Vice President Elect shall be filled by the Executive Council in terms of 14.1 and the appointment shall be confirmed at the next Convention;

15 EXECUTIVE COUNCIL

- 15.1 The Executive Council of the ASSOCIATION shall consist of at least ten members:
- 15.1.1 • the President;
 - 15.1.2 • the Councillor/Board representative of the utility represented by the President;
 - 15.1.3 • the President Elect and Vice President Elect;
 - 15.1.4 • the Councillor/Board representative of the utility represented by the President Elect and the Vice President Elect;
 - 15.1.5 • every Past President as long as he/she remains an employee of a municipality and is prepared to serve on the Executive Council;
 - 15.1.6 • the Councillor/Board representative of the utility represented by every Past President in terms of subclause 15.1.5 above;
 - 15.1.7 • in addition to the Engineer Members mentioned above, one Engineer Member for each branch, elected by the branch, who shall not be the President, President Elect, Vice President Elect, or Past President of the association;
 - 15.1.8 • the Councillor/Board representatives of the utilities whose Engineer Members are elected to the Executive Council in terms of subclause 15.1.7;
 - 15.1.9 • one Ordinary Member elected by each of the AMEU Branches, who shall be a person from a previously disadvantaged demographic group;
 - 15.1.10 • one Ordinary Member elected by each of the AMEU Branches, who shall be female;

- 15.1.11 • Each branch must advise their elected members in terms of clause 15.1.7 15.1.9 and 15.1.10 to the secretary at least one month before the convention, for noting by the convention;
 - 15.1.12 • the Engineer Member of all Metro Municipalities in good standing;
 - 15.1.13 • the Councillor/Board representative of the utility represented by every Metro Engineer Member in terms of subclause 15.1.1 above;
 - 15.1.14 • Chairman of the Affiliates Steering Committee.
- 15.2 • A member elected by a branch that leaves the branch, shall lose his/her seat on the Executive Council, and shall be replaced by the branch.
 - 15.2.1 • When an Engineer Member ceases to be a member of the Council, the associated Councillor also ceases to be a member of the Council.
 - 15.2.2 • Membership of the Council lapses if a member is absent from three consecutive meetings without written apology.

16 PERIOD OF OFFICE OF EXECUTIVE COUNCIL, CASUAL VACANCIES AND CO-OPTION

- 16.1 Members of the Executive Council shall hold office until the next Convention;
- 16.2 Should a vacancy occur in the branch elected membership of the Executive Council, the Branch of the member vacating office shall fill such a vacancy;
- 16.3 The Executive Council may, by not less than a two-thirds majority of persons entitled to vote present at a meeting, co-opt up to five members to serve on the Executive Council. Such person's membership of the Executive Council shall terminate at the first ensuing Convention, unless it is previously terminated by the Executive Council. Such co-opted member shall be in an advisory capacity without a vote;

17 DUTIES AND POWERS OF THE EXECUTIVE COUNCIL

- 17.1 The affairs of the ASSOCIATION shall be managed by the Executive Council in terms of this Constitution and the decisions of the Convention and Technical Convention. The Executive Council shall carry out the objectives of the ASSOCIATION and in addition to the other powers herein assigned to the Executive Council, shall exercise the following powers on behalf of the ASSOCIATION:
 - 17.1.1 to receive, administer and apply the funds and other property of the ASSOCIATION, to invest funds not immediately required by the ASSOCIATION and to vary or realise such investments. The Executive Council may expend the funds of the ASSOCIATION either within or outside the Republic of South Africa;
 - 17.1.2 to enter into any contract on behalf of the ASSOCIATION and to institute or cause to be instituted, conduct or cause to be conducted, defend or cause to be defended, settle or abandon any legal proceedings by or against the ASSOCIATION;
 - 17.1.3 to authorise the signature of any document on behalf of the ASSOCIATION provided that all documents involving the finances of the ASSOCIATION shall include the General Secretary as one of the signatories.
 - 17.1.4 to determine the remuneration of the General Secretary and other employees;
 - 17.1.5 to appoint a Standing Committee of Executive Council members consisting of the President,

the President Elect, Vice President Elect, Immediate Past President and their respective councillor representatives and at least one but not more than two Engineer Members of the Executive Council, as well as the chairperson of the affiliates committee. The Standing Committee shall be responsible to the Executive Council for the administration of delegated and urgent affairs of the ASSOCIATION during the periods between meetings of the Executive Council; with the exception of matters relating to presidential succession and amendments to the constitution.

- 17.1.6 to approve the establishment of branches contemplated in clauses 5.4 and 24;
- 17.1.7 to appoint *ad hoc* committees of members and to appoint members as representatives on other committees and to define their terms of reference and powers;
- 17.1.8 to regulate its meetings as well as those of its committees;
- 17.1.9 to appoint and dismiss officials,
- 17.1.10 to pay travelling costs and subsistence allowances to any person if necessary and in the interests of the ASSOCIATION;
- 17.1.11 The Executive Council may award Merit Certificates to persons for exceptional services rendered which promote the objectives and mission of the Association and which are also of benefit to its members and the municipal electricity supply industry as a whole;

18 MEETINGS AND PROCEDURE OF THE EXECUTIVE COUNCIL

- 18.1 The Executive Council shall meet as often as the business of the ASSOCIATION may require, but at least one meeting shall be held at a suitable time before each Convention and Technical Convention;
- 18.2 Half the members of the Executive Council plus one shall constitute a quorum at a meeting of the Executive Council;
- 18.3 The President, or, in his absence, the President Elect or Vice President Elect, shall preside at meetings of the Executive Council. If they are all absent, the Executive Council shall elect a member as chairman of that meeting;
- 18.4 Meetings of the Executive Council shall be convened by the General Secretary giving no less than two weeks notice of the place, time and agenda of the meeting.

19 MEETINGS AND PROCEDURE OF THE STANDING COMMITTEE

- 19.1 The Standing Committee shall meet as often as the business of the ASSOCIATION may require;
- 19.2 Half the members plus one, of whom at least one shall be the President or the President Elect, or the Vice President Elect, shall constitute a quorum at a meeting of the Standing Committee;
- 19.3 The President shall preside at meetings of the Standing Committee or in his/her absence the President Elect or the Vice President Elect shall take the chair;
- 19.4 Minutes of all meetings of the Standing Committee shall be sent to all members of the Executive Council within six weeks of the meeting concerned;

20

FINANCIAL YEAR OF THE ASSOCIATION

The financial year of the ASSOCIATION shall be from 1 January to 31 December of each year, unless the Executive Council decides otherwise.

21

GENERAL SECRETARY

- 21.1 The Executive Council shall appoint as General Secretary either an individual or a body corporate, who shall be the chief official of the ASSOCIATION;
- 21.2 The duties of the General Secretary shall include the following:
- 21.2.1 the keeping of a register of members of the ASSOCIATION;
 - 21.2.2 the keeping of the accounts and records of the ASSOCIATION;
 - 21.2.3 the editing of the ASSOCIATION's newsletters;
 - 21.2.4 the secretarial work concerned with Conventions, Technical Conventions and meetings of the Executive Council, the Standing Committee and other committees of the ASSOCIATION;
 - 21.2.5 the presentation to the Convention of the financial report of the ASSOCIATION;
 - 21.2.6 the presentation to the Executive Council of a statement of accounts in respect of each financial year;
 - 21.2.7 any other duties determined by the Executive Council;

22

HONORARY LEGAL ADVISER AND AUDITOR

The Executive Council may appoint an honorary legal adviser to the ASSOCIATION and shall appoint an auditor;

23

PUBLICITY

The President or any person appointed by the Executive Council may be the spokesperson for the association on matters of interest to the ASSOCIATION or of the industry generally, within the policies and positions of the association;

24

BRANCHES

- 24.1 The Executive Council may authorise the formation of branches of the ASSOCIATION. Any application or motivation to establish a branch should include the circumstances which make the formation of the proposed branch desirable and shall indicate which member utilities would fall within the branch. Such utilities as approved by the Executive Council shall constitute the branch;
- 24.2 Each Branch may draft its own rules of procedure, but a copy of the Branch rules shall be lodged with the General Secretary within three months of the date on which authority to form such branch was granted. A Branch's rules of procedure, and any amendments thereto, shall be subject to the approval of the Executive Council;
- 24.3 The minutes of meetings of Branches shall regularly be sent to the General Secretary, who may use any extracts from such minutes for publication in any document or publication issued by the ASSOCIATION;
- 24.4 No Branch may bind the ASSOCIATION in any contract without having first obtained the written approval of the Executive Council;

24.5 SUB-BRANCHES

The Executive Council may authorise the formation of a Sub-Branch on the recommendation of a Branch. A Sub-Branch shall report directly to the Branch and shall only be represented on the Executive Council through the Branch;

25 DISSOLUTION OF THE ASSOCIATION

- 25.1 This ASSOCIATION may be dissolved if at least two-thirds of those entitled to vote at a Convention vote in favour of such dissolution by postal or electronic ballot;
- 25.2 No motion for the dissolution of the ASSOCIATION shall be considered unless all member utilities are advised thereof at least three months prior to the consideration of the motion;
- 25.3 Upon dissolution of the Association in terms of 25.1, the estate of the Association shall vest in the members of the Executive Council of the Association at the time of dissolution, who shall act as trustees to dispose of the estate of the Association in terms of 25.5 to 25.7.
- 25.4 If upon dissolution of the Association in terms of 25.1 or 25.3 there remain any assets whatsoever after the satisfaction of all debts and liabilities, such assets shall not be paid to or distributed among members of the Association, but shall be donated or transferred to some other nonprofit institution or institutions having, in the sole opinion of the trustees, objectives similar to those of the Association.

26 AMENDMENT OF THE CONSTITUTION

- 26.1 This Constitution may, subject to the provisions of the succeeding subclauses, be amended by a decision at a Convention adopted by a majority of two-thirds of the members present who are entitled to vote. Voting shall be by ballot;
- 26.2 Every proposal for an amendment to the Constitution shall be contained in the agenda for the Convention concerned together with a recommendation of the Executive Council;
- 26.3 The Executive Council may of its own accord propose and recommend an amendment to the Constitution;
- 26.4 An amendment to the Constitution may also be proposed in writing with signatures of not less than 20 Engineer members and/or council or board representatives and shall be submitted to the General Secretary at least three months prior to the Convention;
- 26.5 The General Secretary shall as soon as possible, submit a proposal as contemplated in subclause 26.4 to the Executive Council for its recommendation;
- 26.6 Any proposal for an amendment to a proposed amendment of the Constitution, which is contained in the agenda, shall be submitted to the General Secretary in writing not more than 14 days after receipt of the agenda;

Certified correct on 15 October 2012



Jean Venter - General Secretary