



AmBank House, 14th Floor  
P.O Box 152622-00100,  
Nairobi, Kenya  
+254-704444459

## **AFRICAN SOLAR DEVELOPMENT COUNCIL - AFSODECO Nairobi –Kenya**

### **Article 1**

#### **Establishment**

There shall be established Association in Africa to be known as the **AFRICAN SOLAR DEVELOPMENT COUNCIL**: with the main object: To promote the growth of the (Solar) photovoltaic industry in the African region (hereinafter referred to as the **(AFSODECO)**). Its registered office is located in Nairobi –Kenya and it is to be entered in the register of associations.

### **Article 2**

Initiated by African Solar Leading Experts and Practitioners in the PV industry in Africa, the **AFRICAN SOLAR DEVELOPMENT COUNCIL (AFSODECO)** was founded in May 2016. It is a non-profit self-regulatory non-political organisation serving all the members in the solar energy sector.

### **Article 3**

The aim of the centre is to champion the African photovoltaic industry, by facilitating its members' contact with the governments, private sector and societies in Africa countries. The programme provides services for members, energy information and knowledge, support market development, policy and regulatory framework development, innovation and technology, finance and investments mechanisms to deliver energy for all and business opportunities for solar power in Africa.

### **Article 4**

The administrative office to the Association is the Registrar of Societies in Kenya. It complies with Kenyan laws and regulations.

### **Article 5**

The association holds its activities mainly in Africa.

## **Chapter 2 Tasks, Service Scope and Principles**

### **Article 6**

1.2 **AFSODECO** shall be a voluntary, non-political and not-for-profit organisation.

**2 Objectives-** The tasks of the Association are as follows:

2.1 The Main objectives of AFSODECO are as follows:

2.1.1 To provide an opportunity for solar experts, professionals to meet on a regular basis through workshops, symposia, and lectures to act as a forum/platform for the exchange of information related to current and expected solar business opportunities in the Africa.

2.1.2 To promote the interests of firms that manufacture, plan, sell and install solar energy systems and components of solar energy technology on their own initiative, in particular: i.e. opportunities for purchasing and tendering consortiums for association members

2.1.3 To promote the development of commerce and investment between solar providers, investors, developers, utilities, and end-users.

2.1.3 To develop collaborations with other industry associations, education and research institutions, and government entities.

2.1.4 To assist international solar companies and business people establishing or contemplating the establishment of representative offices in the Africa.

2.1.5 To publish white-papers and research reports that would assist and support policy-makers on matters related to solar policies, standards, and product certifications.

2.1.6 To actively participate in national and international tradeshows with the aim to heighten awareness about solar energy in the Africa.

2.1.7 The association works together with other national and international renewable energy associations, research associations and research institutions.

2.1.8 The association carries out activities aimed at improving the framework conditions of the solar market, supporting the expansion of the solar market and increasing the scope and range of solar energy use.

2.2 The above list is not exhaustive and may be enhanced by the Executive Committee of AFSODECO to include any lawful activities which help achieve the objectives of the AFSODECO.

2.3 The AFSODECO shall not engage in any activity of a political nature.

The tasks of the Association are as follows:

#### **Article 7**

Support and represent the economic interests of firms engaged in the manufacturing, sales, planning and installation of solar energy systems. The association carries out activities aimed at improving the framework conditions of the solar market, business, supporting the expansion of the solar market and increasing the scope and range of solar energy use. This is accomplished in particular through: information and academic exchanges, guideline development, technical consultation, project evaluation, quality standards, market service, education and training services.

#### **Article 8**

The principles of activities held by the Association:

- 1) The Association holds activities in line with the authorized *Charter*;
- 2) The Association holds activities under the principle of honesty and trustworthiness and justice and fairness.

### **Chapter 3 Membership**

#### **A Membership**

There are three different categories of membership: Partner Member; Corporate Member, Basic Member (“Members”). Those active companies and institutions whose fields of interest serve to support and spread the use of all forms of solar energy are entitled to become full members.

#### **B Full Membership**

3.1.1 There are three kinds of full Members (“Full Members”), Partner, Member, Corporate Member and Basic Member; which shall have the following qualifications.

1. Partner Member status shall be open to solar Associations and international institutions which provide solar products and/or services.
2. Corporate Member status shall be open to solar commercial companies which provide solar products and/or services established in Africa and internationally
3. Basic Member status shall be open to corporates, individuals and/or professionals employed or contracted by solar companies established in Africa and internationally.

#### **Article 9**

Members of the Association shall be legal entities that meet the following qualifications:

- 1) Engage in this industry;
- 2) Abide by the *Charter* of the Association;
- 3) Join the association voluntarily.

#### **Article 10**

The procedure for membership application:

- 1) Legal entities submit the application form and related documents;
- 2) The application shall be reviewed by the Secretariat authorized by the Council of the Association; if it is approved, then membership certification will be granted.
- 3) Each member shall provide the association with applicable – a current address, relevant telephone and fax numbers as well as an email address.

#### **Article 11**

Members of the Association have the following rights:

- 1) To vote and to be elected in the Association;
- 2) Participation in activities held by the Association;
- 3) Precedence in getting the association services;
- 4) To give advice and suggestions and to supervise activities held by the Association in order to better its work and service.
- 5) Voluntary enrollment and voluntary withdrawal from the Association.

#### **Article 12**

Members of the Association have the following obligations:

- 1) Abide by the *Charter* of the Association; carry out resolutions of the Association.
- 2) Complete tasks entrusted by the Association, support and participate in activities held by the Association.
- 3) Pay membership dues according to the regulation.
- 4) Annual dues shall be levied on the members of the association. The annual dues agreed upon and the payment modalities shall be laid out in the dues agreement.
- 5) For the financing of special projects or for the mitigation of financial difficulties, contributions may be levied in addition to the membership dues.
- 6) The general assembly shall determine the amount and payment date for annual dues, as well as for contributions, through a majority of votes submitted, not including invalid votes or abstentions. This shall apply as long as the members' resulting payment commitments are not of a relevancy that requires a majority vote, as would be the case if the statutes were to be modified.
- 7) In justified cases, the Board of Directors may waive or defer dues or contributions in full or in part.
- 8) The voting right of a member shall be suspended for as long as that member owes outstanding payments to the association.

#### **Fees**

Every Member shall pay an annual membership fee as set out in the by-laws of AFSODECO. The annual membership fee will be payable on the 1st of January in each year. Annual membership fees shall be for the period from January to December in each year.

The annual membership fees shall be applied towards administrative and other costs as the Executive Committee shall from time to time determine. The Executive Committee shall have the right to levy additional fees if membership fees are inadequate to cover administrative and other costs of the AFSODECO

**No refund shall be made if a Member resigns.**

Membership will be deemed to have lapsed if the membership fee is not paid within the time prescribed by the Executive Committee or prior to the Annual General Meeting, whichever is earlier.

Should membership lapse due to non-payment of annual fees, the affected Member may apply to the Executive Committee for readmission. Upon approval of any such application by the Executive Committee, all outstanding fees for the current membership year, plus an administration fee as may be set by the Executive Committee, shall become due and payable forthwith.

### **Article 13**

Written documents should be submitted before members withdraw from the Association. A Member who does not pay membership dues or does not participate in association activities for two years for no reason will be deemed as voluntary withdrawal from the Association.

## **Chapter 4 Organizational Structure- Executive Committee**

### **Article 14**

The organization shall establish the General Assembly of the Association which constitutes the members of the Association: The Association Chairman; Chairmen Steering Committees, Vice-Chairmen of Steering Committee, Members of Committees, and Members.

The General Assembly of the Association, which consists of representatives of the Members, is the supreme body of the Association. Its functions and power are as follows:

- 1) Establish and amend the *Charter*;
- 2) Elect and dismiss directors;
- 3) Deliberate work and financial reports submitted by the Council;
- 4) Make resolutions on the termination of tasks or projects.
- 5) Make other important decisions.

### **Article 15**

The General Assembly is convened annually. It shall be convened only when more than half of all directors attend the Assembly. Any general resolution of the General Assembly comes

into force only after it is approved by more than half of the directors present at the Assembly. Any crucial resolution comes into force only after it is approved by three fourths of the directors present at the Assembly. Crucial resolutions include the formulation of /and amendment to the *Charter* and decision of termination of the Association.

#### **Article 16 General Meeting/Assembly**

The activities of the association shall be administered, by the general assembly. The general assemblies shall take place as is necessary in the interest of the association, or when 10 percent of the members of the association request the calling of such an assembly and submit this request in written form to the Executive Committee, along with the purpose of and justification for this assembly.

- 1) The Executive Committee shall call an Annual General Meeting once each year. Business at the Annual General Meeting shall include but not be limited to: a report of the Executive Committee; the Treasurer's report; and the election of a new Executive Committee.
- 2) The Executive Committee may also call an Extraordinary General Meeting if it becomes aware of matters of sufficient importance to organization which should, in the Executive Committee's opinion, be put to the Full Members for a vote.
- 3) The Executive Committee will also call an Extraordinary General Meeting if it receives written notification signed by not less than fifteen (16) paid up Full Members requesting an Extraordinary General Meeting to be called. Such notification must include an outline of the matter, in sufficient detail, which the notifying Full Members wish to be put before the Members for a vote.
- 4) The Executive Committee shall provide Members with not less than four (4) weeks' notice in writing that a General Meeting has been called.
- 5) Any Member who wishes to place an item on the agenda of a General Meeting may do so provided that he or she gives notice in writing to the Executive Committee at least two (2) weeks before the meeting. Any Member may also raise any matter to be considered, and voted upon by Members voting, by the Members present at the General Meeting.
- 6) Only paid up Full Members who have paid their membership fees two (2) weeks prior to the date of the General Meeting shall be entitled to vote at the General Meeting. Voting will be by simple majority. Proxy votes shall be permitted upon such terms as the Executive Committee may establish. In the event of a tie, the Chairman shall have the casting vote.
- 7) Each General Meeting shall be chaired by the Chairman or, in his or her absence, by the President and failing him or her, by any other member of the Executive Committee.
- 8) The quorum at the General Meeting shall be twenty-five percent (25%) of paid up Members, whether attending in person or by proxy.

#### **Article 17**

The Association sets up a General Council, which is the executive body of the Association. It is responsible for all members. Each Council serves a term of two years. Should the General Election need to be brought forward or delayed under any special circumstance, it should be put to vote and approved by the General Assembly, The General Election should not be delayed for more than one year.

### **Article 18**

The General Council is made up of Presidium of Steering Committee, Presidium of Executive Committee and other Committees. The Association chairman is elected by the General Council.

- 1) Steering Committee: Consist of industry Association/Experts from different countries and regions; the members are elected from representatives of the Members.
- 2) Executive Committee: Consist of industry enterprises; the members are elected from representatives of the Members.
- 3) Association Committees: Consist of experts, institutes, special interest persons and research institutions; the members are elected from representatives of the Director Members.;
- 4) The Secretariat of the Association is the organ for daily work of the General Assembly.

### **Article 19**

Association Steering and Management Committee consists of industry associations from different countries and regions. The steering committees is established to deal with technical questions or special projects. The Board of Directors shall appoint an appropriate number of members to the committees. The committees may be composed of members of the association, members of the board or third-party experts. The committees shall act in an advisory function to the Executive Committee. The Board of Directors may issue by- laws for each committee, With Members serving for a term of 2 years each.

### **Technical and working groups**

The Board of Directors, as a whole, has the right to create technical and working groups and to stipulate their respective tasks. This right shall also apply to the executive directors with respect to their respective areas of responsibility. The results of the groups' work shall be reported regularly to the respective executive director, as well as, upon his or her request or at the request of the Board of Directors as a whole, to the Board of Directors or to the general assembly.

### **Article 20 Board of trustees**

A board of trustees may be created to provide general support to the association and for the purpose of maintaining contact with other associations, organizations, institutions and other relevant groups. The Executive Committee shall appoint an appropriate number of members to the board of trustees. The board of trustees may be comprised of members of the

association and suitable third parties, but not of members of the board. The board of trustees shall act in an Advisory function to the Executive. The Executive Committee is entitled to issue by-laws for the board of trustees

### **Article 21**

The Council has the following power:

- 1) Implement the resolutions of the General Assembly;
- 2) Elect and dismiss Association Chairman; Chairmen of Steering Committee, Vice Chairmen of Steering Committee; Chairman of Executive Committee, Executive Vice Chairmen of Executive Committee, Vice Chairmen of Executive Committee;
- 3) Convene General Assembly, and report work and financial conditions to the General Assembly;
- 4) Decide the removal of Director Member.
- 5) Decide the establishment of branches, representative agencies and entities;
- 6) Decide the recruitment and dismissal of the top leaders in the regions, representative agencies and entities;
- 7) Decide the recruitment and dismissal of the Secretary-General upon nomination of overall Chairman and Chairman of Steering Committee ( Chairman Members cannot nominate members of his own company for this position);
- 8) Decide the recruitment and dismissal of Secretary-General according to the nomination by Association Chairman and Chairman of Steering Committee;
- 9) Decide the recruitment and dismissal of Deputy Secretary-General according to the nomination by Secretary-General;
- 10) Lead different departments to undertake various tasks;
- 11) Establish and perfect financial and other management systems;
- 12) Decide other major issues.

### **Article 22**

The Chairman of the Association performs the following duties:

- 1) Convene and hold the meetings of the Council;
- 2) Examine the implementation of resolutions approved at General Assembly and of those passed by the General Council of the Association.

### **Article 23**

The Secretariat of the Association is an organ operating under the General Council of the Association, including Secretary-General and Deputy Secretary General. It is managed by Secretary-General or Deputy Secretary General.

### **Article 24**

The Secretary-General-CEO performs the following duties:



The Secretary-General works under the leadership of the General Council and carries out the resolutions of the Council strictly.

- 1) Manage daily work of the secretariat, implement the management regulations concerning finance, etc. passed by the General Council. Arrange the implementation of annual work plan.
- 2) Coordinate the work of different branches, representative agencies and entities;
- 3) Nominate top leaders of branches, representative agencies and entities and submit the list of nominees to the General Council for resolutions;
- 4) Decide the recruitment and dismissal of employees in representative agencies and entities;
- 5) Handle other routine work.

## **Chapter 5 Assets Management and Principles of Assets Use**

### **Article 25**

Source of the funds for the Association:

- 1) Membership dues;
- 2) Donation and grants
- 3) Financial support from the governments for commissioned tasks;
- 4) Income from authorized activities and services;
- 5) Partnerships and contractual assignments
- 6) Interest

### **Article 26**

The funds for the Association must be used for the development of the Association and business permitted in the *Charter*. It cannot be distributed among members.

### **Article 27**

The Association has a tight financial management system to ensure that the accounting data is accurate and complete, and can meet the legal standards as well as reflect actual use of the assets.

### **Article 28 Change to Constitution**

7.1 Proposed changes to the Constitution shall be submitted to the Executive Committee with a request for consideration at the Annual or an Extraordinary General Meeting.

7.2 The Executive Committee shall circulate the proposed changes with the notice convening the General Meeting, unless the Executive Committee agrees otherwise such date being no later than two weeks prior to the General Meeting. All proposed changes shall require a proposer and seconder and shall be adopted if approved by a two thirds majority of the

Members voting (in person or by proxy) at the duly constituted meeting for the purposes of considering the amendment.

### **Article 29 Audit and Financial Year**

The fiscal year of AFSODECO shall run from 01 January to 31 December.

The Executive Committee shall appoint an Audit Committee from among the Members.

The Executive Committee shall arrange for the accounts of AFSODECO to be prepared by the Treasurer and audited by the Audit Committee at the end of each financial year and for a report from the Treasurer to be presented to Members at the Annual General Meeting.

### **Article 30**

Before each General Election or change of legal representative, the Association shall invite professional auditing firm to audit the accounts of the Association and make an auditing report.

## **Chapter 6 Procedure for *Charter* Amendment**

### **Article 31**

The amendment to the *Charter* should be reviewed by the General Council, and then be submitted to the General Assembly for vote and approval.

### **Article 32**

The amended *Charter* shall come into force 30 days after it is approved at the General Assembly.

## **Chapter 7 Termination Procedure and Property Disposal after the Termination**

### **Article 33**

The proposal of voluntary dissolution of the Association caused by the achievement of expected goals or cancellation of the Association caused by division or merger should be submitted to the Council for final resolution.

### **Article 34**

The termination proposal should be put to vote and approved by the General Assembly.

### **Article 35**

A liquidation group should be set up before the termination of the Association to settle claims and debts and deal with relevant affairs. The Association cannot carry out other activities during liquidation.

### **Article 36**

The Association will be terminated after going through official cancellation registration procedure of the Societies Registration Act of Kenya.

### **Article 37**

In accordance with relevant regulations of the Kenyan Government, the remaining property will be used for the development of undertakings related to the goals of the Association.

## **Chapter 8 Supplementary Provisions**

### **Article 38**

The *Charter* comes into force on the date of its approval by the General Assembly of **AFRICAN SOLAR DEVELOPMENT COUNCIL -AFSODECO.**

### **Article 39**

The right to interpret the *Charter* resides with the Council of the Association.

**END**