

**SUSTAINABLE ENERGY INDUSTRY
ASSOCIATION of the PACIFIC ISLANDS
(SEIAPI)**

RULES OF ASSOCIATION

As Revised May 2023

PART 1 PRELIMINARY

1. NAME

The name of the Association is the Sustainable Energy Industry Association of the Pacific Islands.

2. MISSION

To create an enabling environment for the future growth of sustainable energy technologies and their applications in the Pacific Islands

3. OBJECTIVES AND PURPOSE

The objects and purposes of the Association are:

- a. To raise the profile of the sustainable energy industry within the Pacific Islands.
- b. To provide for and facilitate the easy exchange of sustainable energy information for members and the Pacific Island people.
- c. To promote the widespread use and understanding of renewable energy and energy efficiency.
- d. To adopt and promote standards and environmentally sound practices for sustainable energy products and services including the installations and implementation of products and services.
- e. To promote the development of quality training for the industry.
- f. To provide a code of ethics for members to abide by.
- g. To foster relationships with relevant government ministries and departments to promote the use of sustainable energy.
- h. To foster relationships with multi-lateral and bilateral donors, and civil society/non-governmental bodies involved in projects in the Pacific Islands
- i. To foster relationships with other regional organisations operating in the Pacific Islands
- j. To act as a lobby group on sustainable energy issues.
- k. To foster relationships with regional and international organisations with similar interests.
- l. Such other functions as are considered appropriate in relation to the promotion and development of sustainable energy in the Pacific Islands

4. INTERPRETATION

In these Rules, except in so far as the context or subject matter otherwise indicates or requires:

"association" means the Sustainable Energy Industry Association of Pacific Islands

"executive committee" means committee that provides direction for the association and comprises association members who are elected to be office bearers and committee members.

"sustainable energy" means all types of renewable energy, carbon emissions free energy, and energy efficiency.

"industry member" means a member of the association which is a business entity, individual or utility providing sustainable energy goods and services and which is registered or physically located in a Pacific Island Country or Territory.

"associate member" means a member of the association who is not employed within the sustainable energy industry within the Pacific. This can include- sustainable energy industry entities located outside of the Pacific region.

"affiliate member" means a member of the association which is another industry body (e.g country solar association or similar or electrical contractors association) that has been invited to become a member of the association.

"manufacturer member" means a member of the association which is a manufacturing business producing products for use in the sustainable energy industry.

"secretary" means the person holding office under the Rules as a secretary of the Association.

"special general meeting" means a general meeting of the Association other than an annual general meeting.

PART 2 MEMBERSHIP

5. MEMBERSHIP QUALIFICATIONS

5.1. "Industry member" means a member of the association which is a business entity, individual or utility providing sustainable energy goods and services and which is registered or physically located in a Pacific Island Country or Territory. Membership is open to all Pacific Island

registered power utilities that have are active in utilising sustainable energy goods and services.

- 5.2 “Associate member” means a member of the association who is not employed within the sustainable energy industry within the Pacific. This can include- sustainable energy industry entities outside of the pacific region.
- 5.3 “Manufacturer member” means a member of the association which is manufacturing products that are used within the sustainable energy industry. The manufacturer can be located in a Pacific Island Country or Territory or in any other country.
- 5.4 “Affiliate member” means a member of the association which is another similar industry body (e.g. country solar association or similar or electrical contractors association) that has been invited to become a member of the association.
- 5.5 Applicable Pacific Island Countries and Territories referred to above include the following:

American Samoa	Niue
Commonwealth of the Northern Marianas	Palau
Cook Islands	Papua New Guinea
Federated States of Micronesia	Solomon Islands
Fiji	Timor Leste
French Polynesia	Tokelau
Guam	Tonga
Kiribati	Tuvalu
Republic of Marshall Islands	Vanuatu
Nauru	Wallis and Futuna
New Caledonia	Western Samoa

6. APPLICATION FOR MEMBERSHIP

- 6.1 An application by an entity for membership of the Association
- shall be made in writing on the application form set out in Attachment 1 to these Rules;
 - shall be lodged with the secretary or the admin section of the Association; and.
 - shall include payment of the application fees as specified in Appendix 1 or in the Association’s website (www.seiapi.com)
- 6.2 As soon as practicable after receiving an application for membership, the secretary shall refer the nomination to the Executive Committee which shall determine whether to approve or to reject the nomination.
- 6.3 Where the executive committee determines approval of an application for membership, the secretary shall, as soon as practicable after that determination, notify the nominee of that approval.
- 6.4 The secretary shall, enter the applicant’s name in the register of members and upon the name being so entered, the nominee becomes a member of the

Association.

- 6.5 Where the executive committee determines to reject an application for membership, the secretary shall, as soon as practicable after that determination notify the nominee of that rejection and shall arrange a refund of the application fee.

7. CESSATION OF MEMBERSHIP

An entity ceases to be a member of the Association if the entity:

- (a) resigns that membership; or
- (b) due to changes activities does not satisfy the membership categories as detailed in rule 5; or
- (c) is expelled from the Association.

8. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

9. RESIGNATION OF MEMBERSHIP

- 9.1 A member of the Association is not entitled to resign that membership except in accordance with this Rule.

- 9.2 A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by giving notice (being not less than 1 month or not less than such other period as the executive committee may determine) in writing to the secretary of the member's intention to resign and upon the expiration of the period of notice, the member ceases to be member. The member is not entitled to a refund for fees paid.

- 9.3 A member of the Association who has not paid all fees and subscriptions due under Rule 11.2 by the date specified in Rule 11.2(a) is deemed to have resigned one month after the date specified in Rule 11.2(a).

- 9.4 Where a member of the Association ceases to be a member pursuant to Clause 9.2 or 9.3, and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10 REGISTER OF MEMBERS

- 10.1 The secretary of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.

- 10.2 The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

11 FEES AND SUBSCRIPTIONS

- 11.1 A member of the Association shall, upon application to membership, pay to the Association a fee of determined by the Executive committee as detailed in Appendix 1 of these rules or, where some other amount is determined from time to time by the executive committee, that other amount.
- 11.2 In addition to any amount payable by the member under Clause 11.1, a member of the Association shall pay to the Association an annual membership fee determined by the executive committee or, where some other amount is determined from time to time by the executive committee, that other amount:
- (a) except as provided by paragraph (b), before 1 January in each calendar year; or
 - (b) where the member becomes a member on or after 1 January in any calendar year, upon becoming a member and before 1 January in each succeeding calendar year.

12. MEMBERS' LIABILITIES

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 11.

13. DISCIPLINING OF MEMBERS

- 13.1 Where the executive committee is of the opinion that a member of the association:
- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association and not abided by the code of ethics,
- the executive committee, may by resolution:
- (c) expel the member from the Association; or
 - (d) suspend the member from membership of the Association for a specified period.
- 13.2 A resolution of the executive committee under Clause 13.1 is of no effect unless the executive committee, at a meeting held not earlier than 14 days and not later than one month after service on the member of a notice under Clause 13.3, confirms the resolution in accordance with this Rule.
- 13.3 Where the executive committee passes a resolution under Clause 13.1, the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- (a) setting out the resolutions of the executive committee and the grounds on which it is based;
 - (b) stating that the member may address the executive committee at a meeting to be held not earlier than 14 days and not later than one month after

service of the notice;

- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
 - i. attend and speak at the meeting; and/or
 - ii. submit to the executive committee at or prior to that date of that meeting written representation relating to the resolution.

13.4 At a meeting of the executive committee held as referred to in Clause 13.3, the executive committee shall:

- (a) give to the member an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the executive committee by the member at or prior to that meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

13.5 Where the executive committee confirms a resolution under Clause 13.4, the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Rule 14.

13.6 A resolution confirmed by the executive committee under Clause 13.4 does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where, within that period, the member exercises the right of appeal unless and until the Association confirms the resolution pursuant to Rule 13.4.

14 RIGHT OF APPEAL OF DISCIPLINED MEMBER

14.1 A member may appeal to the Association against a resolution of the executive committee which is confirmed under Rule 13.4 within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.

14.2 Upon receipt of a notice from a member under Clause 14.1, the secretary shall notify the executive committee which shall convene an appeals committee of the Association comprising 3 association members who are not members of executive committee. An appeals meeting shall be held within 21 days after the date on which the secretary received the notice.

14.3 At an appeals meeting of the Association convened under Clause 14.2:

- (a) No business other than the question of the appeal shall be transacted;
- (b) The executive committee and the member shall be given the opportunity to state their respective case orally or in writing or both; and
- (c) The appeals committee shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

- 14.4 If at the appeals meeting the appeals committee passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3 THE EXECUTIVE COMMITTEE

15 POWERS, ETC OF THE EXECUTIVE COMMITTEE

The Executive Committee of the Association and, subject these Rules and to any resolution passed by the Association in general meeting:

- (a) Shall control and manage the affairs of the Association;
- (b) May exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by a general meeting of members of the Association; and
- (c) Has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

The Executive Committee as a whole, shall at all times maintain impartiality in the performance of their duties and conduct these duties in an ethical manner.

16 CONSTITUTION AND MEMBERSHIP

16.1 Members of the executive committee shall be employed by of industry, associate, or manufacturer members of the Association or a committee member of an Affiliate members. Each industry, associate, manufacturer and affiliate member are only allowed one (1) member on the committee. Note: An individual person can be an industry or associate member and that individual is eligible to be a member of the executive committee.

16.2 The executive committee shall consist of:

- (a) The office-bearers of the Association;
- (b) Maximum of six ordinary members; and
- (c) One for each affiliate member,

each of whom shall be elected at the annual general meeting of the Association pursuant to Rule 17.

16.3 The office-bearers of the Association shall be:

- (a) The chair;
- (b) One vice- chair;
- (c) The treasurer; and
- (d) The secretary.

16.4 Each member of the committee shall, subject to these Rules, hold office until

the conclusion of the annual general meeting in the subsequent year following the date of the member's election, but is eligible for re-election.

- 16.5 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

17 ELECTION OF MEMBERS

- 17.1 Nominations of candidates for election as office-bearers of the Association or as ordinary members of the committee:
- (a) Shall be made in writing, and
 - (b) Shall be delivered to the secretary of the Association before the start of the annual general meeting at which the election is to take place.
- 17.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected with effect from the conclusion of the annual general meeting and further nominations in respect of the unfilled vacancies shall be received at the annual general meeting.
- 17.3 If insufficient further nominations are received, any vacant positions remaining on the committee after the conclusion of the annual general meeting shall be deemed to be casual vacancies.
- 17.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected with effect from the conclusion of the annual general meeting.
- 17.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 17.6 The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- 17.7 A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

18 SECRETARY

- 18.1 The secretary of the Association shall, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- 18.2 It is the duty of the secretary to keep minutes of:
- (a) All appointments of office-bearers and members of the executive committee;
 - (b) The names of members of the committee present at an executive

committee meeting or a general meeting; and

- (c) All proceedings at committee meetings and general meetings.

18.3 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

19 TREASURER

It is the duty of the treasurer of the Association to ensure that:

- (a) All money due to the Association is collected and received and that all payments authorized by the Association are made; and
- (b) Correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

20 CASUAL VACANCIES

For the purposes of these Rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) Dies;
- (b) ceases to be a member of the Association;
- (c) becomes an insolvent underadministration within the meaning of the relevant Insolvency Act;
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under Rule 21;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) Is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

21 REMOVAL OF MEMBER

21.1 The Association in a general meeting may by resolution remove any member of the committee from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

21.2 Where a member of the executive committee to whom a proposed resolution referred to in Clause 21.1 relates makes representations in writing to the secretary or chair (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the chair may send a copy of the representations to each member of the Association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22 MEETINGS AND QUORUM

- 22.1 The executive committee shall meet at least 6 times in each period of 12 months in a manner and time as the executive committee may determine.
- 22.2 Additional meetings of the executive committee may be convened by the chair or by any member of the executive committee.
- 22.3 Oral or written notice of a meeting of the executive committee shall be given by the secretary to each member of the executive committee at least 7 days (or such other period as may be unanimously agreed upon by the members of the executive committee) before the time appointed for the holding of the meeting.
- 22.4 Notice of a meeting given under Clause 22.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting except business which the executive committee members present at the meeting unanimously agree to treat as urgent business.
- 22.5 Any 4 members of the executive committee constitute a quorum for the transaction of the business of a meeting of the executive committee.
- 22.6 No business shall be transacted by the executive committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 22.7 If at the adjourned meeting a quorum is not present within 15 minutes of the time appointed for the meeting, the meeting shall be dissolved.
- 22.8 At a meeting of the executive committee:
 - (a) The chair or, in the chair's absence, the vice-chair shall preside; or

- (b) If the chair and the vice-chairs are absent or unwilling to act, such one of the remaining members of the executive committee, as may be chosen by the members present at the meeting, shall preside.

23 DELEGATION BY EXECUTIVE COMMITTEE TO SUB-COMMITTEE

- 23.1 The executive committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the executive committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than this power of delegation; and
 - (a) A function which is a duty imposed on the committee by any law.
 - (b) A function the exercise of which has been delegated to a subcommittee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 23.2 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 23.3 Notwithstanding any delegation under this Rule, the executive committee may continue to exercise any function delegated.
- 23.4 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the executive committee.
- 23.5 The executive committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- 23.6 A sub-committee may meet and adjourn as it thinks proper.

24 VOTING AND DECISIONS

- 24.1 Questions arising at a meeting of the executive committee or of any subcommittee appointed by the executive committee shall be determined by a majority of the votes of members of the executive committee or sub-committee present at the meeting.
- 24.2 Each member present at a meeting of the executive committee or of any subcommittee appointed by the executive committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 24.3 Subject to Rule 22.5, the executive committee may act notwithstanding any vacancy on the executive committee.
- 24.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the executive committee or by a sub-committee appointed by the executive committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the executive committee or sub-committee.

PART 4 GENERAL MEETINGS

25 ANNUAL GENERAL MEETINGS - HOLDING OF

- 25.1 With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- 25.2 The Association shall hold its first annual general meeting:
- (a) Within the period of 18 months after its formation; and
 - (b) Within the period of 6 months after the expiration of the first complete financial year of the Association.

26 ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- 26.1 The annual general meeting of the Association shall, subject to Rule 25, be convened on such date and at such place and time as the executive committee thinks fit. The annual general meeting will be either held via online conferencing or a combination of both in person and online conferencing.
- 26.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
- (a) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) To receive from the executive committee reports upon the activities of the Association during the last preceding financial year;
 - (c) To elect office-bearers of the Association and ordinary members of the executive committee;
 - (d) To receive and consider the completed accounts of the Association; and
 - (e) To decide whether an auditor is required and if so, appoint an auditor of the Association.
- 26.3 An annual general meeting shall be specified as such in the notice convening it.

27 SPECIAL GENERAL MEETINGS - CALLING OF

- 27.1 The executive committee may, whenever it thinks fit, convene a special general meeting of the Association if agreed to by a majority of the executive.
- 27.2 The executive committee shall, on the requisition in writing of not less than 51% of the total number of members, convene a special general meeting of the Association.

- 27.3 A requisition of members for a special general meeting:
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the request;
 - (c) shall be lodged with the secretary; and
 - (d) May consist of several documents in a similar form, each signed by one of more of the members making the requisition.
- 27.4 If the executive committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, anyone or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 27.5 A special general meeting convened by a member or members as referred to in Clause 26.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the executive committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

28 NOTICE

- 28.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by e-mail to each member at the member's e-mail contact address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 28.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in Clause 28.1 specifying, in addition to the matter required under Clause 28.1, the intention to propose the resolution as a special resolution.
- 28.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Rule 26.2.
- 28.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29 PROCEDURE

- 29.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

- 29.2 5 members, (whichever is the least number), present in person or via internet conference link (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 29.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 29.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

30 PRESIDING MEMBER

- 30.1 The chair or, in the chair's absence, the vice-chair, shall preside as chairperson at each general meeting of the Association.
- 30.2 If the chair and the vice-chair are absent from a general meeting or unwilling to act, the member present shall elect one of their number to preside as chairperson at the meeting.

31 ADJOURNMENT

- 31.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of member present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 31.2 Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 31.3 Except as provided in Clauses 31.1 and 31.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32 MAKING OF DECISIONS

- 32.1 A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

32.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.

32.3 Where a poll is demanded at a general meeting, the poll shall be taken:

- (a) Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) In any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter; or
- (c) Via an online voting system which allows all members not present to vote, which closes within 14 days of the general meeting.

33 SPECIAL RESOLUTION

A resolution of the Association is a special resolution if it is passed by a majority which comprises not less than fifty-one per cent (51%) of such members of the Association as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which not less than 14 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

34 VOTING

34.1 Upon any question arising at a general meeting of the Association, a member has one vote only.

34.2 All votes shall be given personally or by proxy, but no member may hold more than 5 proxies.

34.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

34.4 A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

35 APPOINTMENT OF PROXIES

35.1 Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

35.2 The notice appointing the proxy shall be in the form set out in Appendix 2 to these Rules.

36 RESOLUTIONS

A resolution of the Association may not be made by postal ballot or email but must be made at a meeting of the Association.

PART 5 MISCELLANEOUS

37 FUNDS - SOURCE

- 37.1 The funds of the Association shall be derived from application fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the executive committee determines.
- 37.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 37.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

38 FUNDS - MANAGEMENT

- 38.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the executive committee determines.
- 38.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the executive committee (chair , secretary or treasurer)

39 ALTERATION OF OBJECTS AND RULES

The objects and purposes of the association and these Rules may be altered, rescinded or added to only by a special resolution of the Association.

40 AUDIT AND ACCOUNTS

The financial affairs of the Association shall be audited at least once in every period of 12 months by the auditor appointed by the Annual General Meeting if the annual turnover is greater than FJD100,000

The Auditor shall:

- (a) Certify to the correctness of the financial statements or the profit and loss account;
- (b) have free access to all books of accounts and records of the association;
- (c) inspect and audit the accounts and records of financial transactions and draw the attention to the Executive committee to any irregularities;
- (d) state in his or her report in his or her opinion whether:
 - (i) the financial statements or the profit and loss account are properly draw up so as to give a fair view of the association's financial affairs;
 - (ii) that the books of accounts and other records examined by

- him or her have been properly kept; and
- (iii) That he or she has obtained all the information and explanations he or she required.

The Auditor may be removed from office by a special resolution of the association at a general meeting or at the expiration of his or her tenure of office.

41 COMMON SEAL

- 41.1 The common seal of the Association shall be kept in the custody of the secretary
- 41.2 The common seal shall not be affixed to any instrument except by the authority of the executive committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the executive committee or of 1 member of the executive committee and secretary.
- 41.3 The common seal of the Association shall:-
 - (a) Bear the name of the Association in full;
 - (b) Shall state that it is the common seal;

42 CUSTODY OF BOOKS, ETC

Except as otherwise provided by these Rules, the secretary shall keep in his or her custody or under his or her control all records, books, common seal and other documents relating to the Association.

43 INSPECTION OF BOOKS, ETC

The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour on a business day.

44 SERVICE OF NOTICES

- 44.1 For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by e-mail to the member at the member's e-mail address shown in the register of members.
- 44.2 Where a document is sent to a person by properly addressing, and e-mailing to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person

45 DISSOLVING OF ASSOCIATION

- 45.1. The association can be dissolved by a special general meeting called by the executive committee where the reasons why the association is being dissolved has been presented in writing to the members 14 days before the special meeting.
- 45.2. A vote to dissolve the association will be called at the special meeting.
- 45.3. If the association is dissolved all assets shall be donated to another not for profit.

Appendix 1- Membership Fee Structure

Membership Category	Annual Subscription Fee
Industry -	FJ\$400
Associate	FJ\$400
Manufacturer	FJ\$1000
Affiliate	FJ\$1000

Appendix 2 - Form of Appointment of Proxy

I,

of

being a member of the Sustainable Energy Industry Association of the Pacific Islands

hereby appoint

of

being a member of that Association, as my proxy to vote for me on my behalf at the annual general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the

day of 20and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

To be inserted if desired.

Signature of member appointing
proxy

Date:

NOTE: A proxy vote may not be given to a person who is not a member of the Association.