



**CONSTITUTION
OF THE
POWER INSTITUTE FOR EAST AND SOUTHERN AFRICA
(PIESA)**

**First Adopted at a general meeting of the Association
held in *Johannesburg* on *27 February 1998*.**

**Revision 4
(Lilongwe September 2011)**

**CONSTITUTION OF THE
POWER INSTITUTE FOR EAST AND SOUTHERN AFRICA (PIESA)**

1. NAME

- 1.1 The name of the association shall be the Power Institute for East and Southern Africa (PIESA)

2. INTERPRETATION

- 2.1 In this Constitution, unless the context shall clearly otherwise indicate:
- 2.1.1 "The PIESA" means the Power Institute for East and Southern Africa.
 - 2.1.2 "The Association" is the PIESA.
 - 2.1.3 "The Constitution" means the Constitution of the Association of the PIESA as now framed or as amended from time to time.
 - 2.1.4 "The PIESA Board" means the Board for the PIESA and appointed in terms of this Constitution.
 - 2.1.5 "Chairperson" means any person duly appointed from time to time to perform the duties of the Chairperson of the Board of the PIESA.
 - 2.1.6 The "Secretariat" means the body appointed to provide secretarial and administrative support to the PIESA Board and Technical Working Groups.
 - 2.1.7 "The Technical Working Groups" means working groups constituted by the Board in response to specific focus areas and tasks, and comprised of representatives as nominated by the members. The working groups will be reviewed from time to time and may be disbanded if no longer necessary.
 - 2.1.8 "The "Working Group Convener" means the person duly appointed from time to time to perform the duties of the Working Group Convener of a Technical Working Group.
 - 2.1.9 The "Task Team Leader" means the person appointed from time to time to co-ordinate specific actions and tasks as decided by the Working Group.
 - 2.1.10 "Member" is a member of the Association.

- 2.1.11 "The region" means the geographic area of the African Continent with a focus on east and southern African countries.
- 2.1.12 "The Electricity Industry" means the Producers, Transmitters, Distributors, and End Users of electricity, Manufacturers of associated equipment, Researchers, Financiers and other Associations.
- 2.1.13 Words importing the singular shall include the plural, words importing any one gender shall include the other gender, and words importing persons shall include bodies corporate, and vice versa in each instance.

3. ADDRESS

- 3.1 The address of the Association shall be determined by the PIESA Board from time to time.

4. OBJECTIVES

4.1 Principal Objectives

To stimulate the electrification of the region by:

- 4.1.1 Broadening Membership - Participation from all regional electricity distributors and supporting industries
- 4.1.2 Maintaining a centralised integrated information system for technology related to the distribution of electricity
- 4.1.3 Developing mechanisms for the continuous capture of experiences of members to improve efficiencies (feedback loop)
- 4.1.4 Encouraging the use of local resources and the manufacture of equipment for use in the distribution industry
- 4.1.5 Optimising and harmonising technical equipment specifications and codes of practice for the regional environment
- 4.1.6 Promoting applied research in areas that are relevant for the effective performance of the members
- 4.1.7 Developing a culture of technology transfer and skills development among members
- 4.1.8 Developing strategic alliances and partnerships in research, industry and manufacture and other similar organisations
- 4.1.9 Compilation of standards and guidelines with the objective of minimising the impact on the natural environment

- 4.1.10 Being flexible to the needs of an evolving Electricity Distribution Industry
- 4.1.11 Facilitating dialogue relating to the Electricity distribution Industry
- 4.1.12 Promoting energy efficiency
- 4.1.13 Operating, maintaining upgrading and refurbishment of assets cost effectively.
- 4.1.14 Promoting occupational health and safety.

5. LEGAL ENTITY

- 5.1. The PIESA operates as a voluntary association in the region for the realisation of the objectives set out in Article 4.
- 5.2. The PIESA shall have the capacity to:
 - 5.2.1 Enter into contracts;
 - 5.2.2 Acquire and dispose of moveable and immovable property, including intellectual property.
 - 5.2.3 Institute and defend legal proceedings.
 - 5.2.4 Do such other things as bodies corporate may by law perform which are necessary or conducive to the attainment of its objectives.

6. LEGAL POWERS

- 6.1 The PIESA may act as a representative, agent or in any other capacity to receive, distribute or pay out funds including those received from participating members, commercial and concessionary investors, donor agencies and other sources.
- 6.2 The PIESA may establish or hold part ownership of commercial entities for the purposes of:
 - 6.2.1 Commercialisation of outputs.
 - 6.2.2 Technology transfer.
- 6.3 The PIESA may invest research and other funds with financial institutions for the purpose of earning interest on investments.

7. MEMBERSHIP

7.1 Eligibility

- 7.1.1 Membership of the PIESA is open to the electricity industry, upon completing and complying with the membership requirements.
- 7.1.2 The right of election of new members shall be vested in the PIESA Board. Applications for membership shall be accepted or rejected by the Board on majority vote at a duly constituted Board meeting and, if an application is rejected, it shall not be necessary for the Board to give the applicant any reason thereof.
- 7.1.3 Prospective members shall submit a letter of application duly supported by a proposer who shall be a member of the PIESA.
- 7.1.4 Applicants shall furnish such information as the Board may from time to time request.
- 7.1.5 Applicants shall, as a condition of membership, enter into a membership agreement, in such form as may be prescribed from time to time by the Board.
- 7.1.6 The number of members from time to time shall not be limited, but shall at no time be less than five (5).
- 7.1.7 Membership may not be assigned or transferred to any other person, company or concern.
- 7.1.8 Membership shall be obtained by paying the prescribed contributions as stipulated in Article 14.2 following the acceptance of the application by the Board.

7.2 Categories of Membership

- 7.2.1 Full member:
A full member is an organisation –
 - a) that generates, transmits, distributes or buys and sells electricity; or
 - b) that represents an organisation contemplated in paragraph (a).
- 7.2.2 Affiliate member:
An affiliate member is an individual or organisation and would include *inter alia*, associations, manufacturers of equipment, researchers or financiers with an allied interest to the PIESA.

7.3 Members Representatives

- 7.3.1 Each full member shall appoint and certify to the Chairperson an individual who shall be its regular representative at all meetings of members and who shall represent, vote and act for said member at such meetings and in actions taken without a meeting, provided, that the full member shall appoint and certify to the Chairperson another individual

to be its alternate representative empowered to vote and act for said members in the absence of its regular representative.

7.3.2 Any individual or corporate body may be given honorary membership for outstanding services to the PIESA for such period as determined by the Board.

7.3.3 The Secretariat shall maintain a Register of members. Such Register shall be open to inspection by the public.

7.4 Rights and Obligations of Members

7.4.1 All full members shall have:-

7.4.1.1 Full voting rights at every level of the PIESA.

7.4.1.2 Right to participate on Technical Working Groups.

7.4.1.3 Access to all outputs of the PIESA unless otherwise determined by the PIESA Board.

7.4.1.4 Participation of staff in training initiatives.

7.4.1.5 Primary influence in defining activities and priorities of the PIESA.

7.4.2 All affiliate members shall have:-

7.4.2.1 Voting rights for Technical Working Groups in which affiliate members have participated

7.4.2.2 Right to participate on Technical Working Groups

7.4.2.3 Access to appropriate outputs of PIESA, as decided by the Board

7.4.2.4 Participation of staff in training initiatives as decided by the Board

7.5 Termination of Membership

7.5.1 Membership shall be terminated upon receipt by the PIESA Board of notice in writing to this effect from the member concerned.

7.5.2 The PIESA Board shall be entitled to terminate a membership where in the Board's opinion that member has behaved in a manner which is inconsistent with membership of the PIESA, provided that the member concerned shall be entitled to make personal representations to the Board prior to it making its decision.

7.5.2.1 In the event of non-compliance by a member with any obligations as may attach to his membership, upon the expiration of a period of three (3) months reckoned from the date of written notice by the Board to the member concerned requiring the remedying of such default; save that the Board shall be entitled to extend the period of grace allowed to a particular member to such extent and for such reasons as it may at its sole and absolute discretion deem appropriate.

7.5.2.2 Upon the passing of a resolution to this effect by a duly convened meeting of the Board.

7.5.3 Anything to the contrary herein before contained or implied notwithstanding, the cessation of membership shall in no way release a member from any obligation undertaken by the member prior to the cessation of membership.

8. STRUCTURE

8.1 The PIESA shall be governed by a Board comprising the representatives of full members.

8.2 The Board shall determine the direction to be taken by the PIESA.

8.3 The Technical Working Groups shall be used to support the Board in furthering its objectives. The Working Group Convenors shall report to the Board.

8.4 Apart from members of the PIESA, academics and other specialists from regional research institutes, NGOs, and regional organisations may be invited to serve on the Technical Working Groups to give technical direction.

8.5 A Secretariat shall provide administrative support to the Board and the Technical Working Groups and shall report to the Board.

8.6 The office of the PIESA shall be determined by the Board and shall be located at the premises of the contracted Secretariat.

9. COMPOSITION OF THE BOARD AND WORKING GROUPS

9.1 Composition of the Board

9.1.1 The Board shall consist of a nominated and authorised management-level representative from each full member.

9.2 Powers of the Board

In addition to any other powers, the Board shall have the power to:

- 9.2.1 Manage and control the affairs of the PIESA and do whatever it considers appropriate to achieve the objectives of the PIESA
- 9.2.2 Appoint accountants, auditors, attorneys, advocates and any other professional firm or person on such terms as it decides upon.
- 9.2.3 Determine and execute the policy of the PIESA.
- 9.2.4 Receive funds and open and administer bank accounts on behalf of the PIESA
- 9.2.5 Take the necessary measures to protect the property and rights of the PIESA
- 9.2.6 Purchase, borrow, acquire, sell, lease, mortgage or otherwise deal with or dispose of any movable or immovable property of the PIESA.
- 9.2.7 Enter into any agreement for and on behalf of the PIESA and to authorise the signing of all documentation to give effect thereto in the name of the PIESA.
- 9.2.8 Institute, conduct, defend, compound or abandon any legal proceedings for or against the PIESA.
- 9.2.9 Initially adjudicate disputes between members.
- 9.2.10 Discipline any member that has made himself guilty of misconduct or acted or refrained from acting and in so doing brought the PIESA into disrepute.
- 9.2.11 Approve, amend, supplement or abrogate regulations, by laws and codes of conduct
- 9.2.12 Co-operate with any person, body, organisation or association or to make agreements that promote the aims and objectives of the PIESA.
- 9.2.13 Administer membership according to the Constitution and regulations.
- 9.2.14 Deal with any matter not specifically provided for in this Constitution in the best possible way.

9.3 Technical Working Groups

- 9.3.1 Co-ordination of the Technical Working Groups shall be through Working Group Convenors appointed by the Board. The Working Group Convenor shall be responsible for the overall direction and co-ordination of participating members input in each of the technical priority areas.

9.3.2 The Technical Working Groups shall consist of representatives as nominated by the members, as required, to undertake specific work in their areas of expertise.

10. MEETINGS OF THE BOARD AND WORKING GROUPS

10.1 Subject to the provisions of these Articles, the Board shall determine the PIESA rules for meetings of the Board and Technical Working Groups.

10.2 The Board shall elect a Chairperson to serve for a period of two (2) years.

10.3 The Chairperson shall preside over all meetings of the Board. In the absence of the Chairperson, the Board members present shall elect one of their number to act as Chairperson for the purposes of that meeting only.

10.4 The Board may hold meetings at the request of the Chairperson or upon the written request of at least three (3) Board members.

10.5 A quorum for Board meetings shall be half the Board membership. If after fifteen (15) minutes of the time due for the meeting to commence, a quorum has not been reached, the meeting may proceed if not less than forty percent (40%) of Board members are present, provided that any decisions of such meeting shall not be valid until ratified by a duly constituted meeting or written submission of agreement by at least two thirds of the Board membership.

10.6 Notice of meetings shall set out the agenda, specify the date, time and venue of the meeting and shall be given in writing or transmitted by electronic mail to the last known address of those entitled to receive such notice. Such notice shall be despatched at least 30 days before the date of the meeting.

10.7 Decisions of the Board shall wherever possible be made by consensus and if not possible shall be by majority vote.

10.8 In the case of an equality of votes the Chairperson shall have a second or casting vote.

10.9 The Board shall review and approve the PIESA budget annually prior to the beginning of the financial year.

10.10 The Chairperson shall cause minutes to be made of:

10.10.1 All appointments of officers made by the Board.

10.10.2 The names of those present at each meeting of the Board and of the Working Groups.

10.10.3 All resolutions and proceedings at all meetings of the Board and of the Working Groups.

10.11 Any action required or permitted to be taken at any meeting of the Board or of the Working Groups, may be taken at a meeting held by means of communication by which all persons participating in the meeting are able to communicate with one another and such participation shall constitute presence in person at such meeting. In addition, any such action may also be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board members entitled to vote. Such consent shall have the same force and effect as a unanimous vote.

11. GENERAL MEETING OF MEMBERS

11.1 The PIESA shall in each year hold an Annual General Meeting of all the PIESA members, at most six (6) months after the expiry of each financial year of the PIESA.

11.2 Other general meetings of the PIESA members may be held at any time.

11.3 Annual General Meetings and other general meetings shall be held at such time and place as the Board may appoint.

11.4 Annual General Meetings and meetings called for the passing of Special resolutions shall be called upon not less than thirty (30) days notice in writing and any other general meeting shall be called upon not less than twenty one (21) days notice in writing.

11.5 The Chairperson of a general meeting shall be the Chairperson or Board member elected in terms of Article 10.2 who shall preside as Chairperson at all general meetings of members.

11.6 The Annual General Meeting of the members shall deal with and dispose of all matters prescribed by the Board, including the consideration of the Annual Financial Statements, the election of the Board, and the appointment of an Auditor, and may deal with any other business laid before it.

11.7 All business laid before any general meeting other than the Annual General Meeting shall be considered Special business.

11.8 No business shall be transacted at any general meeting of the members unless a quorum of members is present at the time when the meeting proceeds to business.

11.9 A quorum shall be constituted if there shall be one third (1/3) of members entitled to vote, personally present.

11.10 If within half an hour after the time appointed for the general meeting a quorum is not present, the meeting shall stand adjourned to such date as the Chairperson of the meeting may decide provided it shall be within thirty (30) days of the original meeting, and if at such adjourned meeting a quorum is still

not present within half an hour after the time appointed for such meeting, the members then present in person or by proxy shall be deemed to constitute a quorum.

11.11 Where a meeting has been adjourned as aforesaid, the Chairperson shall, as soon as possible, notify all members in such manner as the Chairperson of such meeting may decide of the following matters:

11.11.1 The date, time and place to which the meeting has been adjourned.

11.11.2 The reason for the adjournment.

11.12 At all meetings of members every member present in person or represented by proxy shall be entitled to one (1) vote, which vote may be exercised either on a show of hands or on a poll.

11.13 Total negative and positive votes, abstentions, and the resolution shall be recorded in the minutes.

12. MANAGEMENT OF THE PIESA

The Secretariat shall act as management of the PIESA and shall facilitate under the authority of the Board:-

12.1 The implementation of tasks as defined by the Board;

12.2 Promote the spirit of resource sharing and the exchange of relevant information, human and technical resources related to the PIESA initiative among members;

12.3 Assist with the establishment and operation of the Technical Working Groups, providing them with secretarial support when required and to follow-up on the completion of their activities;

12.4 Maintain records and files and internet site on all the current PIESA activities and completed projects, and provide access for members to that information;

12.5 Encourage liaison and inter-action with like-minded regional and international organisations;

12.6 Prepare third party contracts or any other co-operation agreements on behalf of the PIESA;

12.7 Market and prepare publicity material on the PIESA;

12.8 Assist with the mobilisation of finance to support the PIESA activities;

12.9 Maintain and report on accounts and finances related to the operations of the PIESA;

12.10 Prepare and provide secretariat support to all Board meetings and report to the Board on all activities of the PIESA.

13. ASSOCIATES, NETWORKS, BRANCHES

13.1 Formal associations may be formed with organisations aligned with the activities of the PIESA

13.2 Informal networks will be developed with national and regional technical organisations and institutes such as technology centres, technical colleges, national standards institutions, research institutions, tertiary education establishments and relevant non-governmental organisations (NGOs).

13.3 Formal associations and informal networks will be developed with representatives of major electricity end users.

14. FUNDING

14.1 Funding of the PIESA shall be obtained from membership fees, voluntary contributions, grants, loans, income from services, and the sale of assets.

14.2 Membership fees for full members and affiliate members will be determined by the Board and shall be fixed amounts per year.

14.3 All membership fees are due and payable on the first day of the financial year, failing which the provisions of Article 7.5.2 shall apply.

14.4 Failure to pay membership fees:-

14.4.1 renders the members' membership liable to be suspended or terminated by the Board

14.4.2 disqualifies the member from voting at any General Meeting of the Board whilst such membership fees remain unpaid.

14.5 The liability of a member is limited to the amount of its unpaid membership fees or any other amount to which the member is indebted to the PIESA.

14.6 Fees charged for services will be determined by the Board, and shall apply as stipulated in the negotiated membership agreements.

14.7 The costs for participation in working groups shall be borne by the member utilities and organisations.

14.8 The Board shall cause such books of accounts/computer files to be kept as prescribed by the laws of the country in which the Association is located.

- 14.9 Subject to the provisions of the above laws the books of accounts shall be kept at the Secretariat's office, and shall be open to inspection at all times.
- 14.10 Banking of funds shall be delegated to the Secretariat and a separate account shall be opened for such purpose. A minimum of three nominated representatives shall be appointed as signatories and two signatures will be required for each financial transaction. The signatories shall be the Chairman and the Secretariat.
- 14.11 The latest date for preparing Annual Financial Statements shall be three months after the end of the financial year.
- 14.12 The Board shall select and appoint auditors if deemed appropriate, and the regulation of their duties shall be in accordance with the provisions of the laws of the country in which the Association is located.
- 14.13 No member shall have any claim on the funds or any assets of the Association.
- 14.14 The financial year shall be from 1 March to 28 February.

15. LIMITATION OF LIABILITY

- 15.1 Normal contingency liability insurance shall be the responsibility of the Secretariat.

16. AMENDMENTS TO THE CONSTITUTION

- 16.1 This constitution may be amended by a majority vote of a two-third majority of members present in person or by proxy and entitled to vote at a Special General Meeting convened for that purpose and provided that 1 (one) month notice in writing of such meeting shall have been given, setting out the terms of the proposed resolution and the reasons thereof.

17. DISSOLUTION

- 17.1. The decision to dissolve or wind up the PIESA shall be made only by a resolution to that effect, passed by a two-thirds majority of members present in person or by proxy and entitled to vote at a Special General Meeting convened for that purpose and provided that not less than 1 (one) months notice in writing of such meeting shall have been given, setting out the terms of the proposed resolution and the reasons therefore.
- 17.2 Upon dissolution, the assets of the PIESA shall be realised and shall be distributed amongst members in accordance with the funding formula in place at the time and laid down by the Board.
- 17.3 The Board shall be responsible for the execution of dissolution.

18. LANGUAGE

- 18.1 The language for all communication shall be English.

19. CONDUCT

- 19.1 The PIESA will have a participative, consultative approach based on solidarity, informality, and flexibility.

20. LAW

- 20.1 The Law governing PIESA's activities shall be the law of the country in which the particular activity is undertaken.

21. SETTLEMENT OF DISPUTES

- 21.1 Any dispute that may arise regarding the interpretation or application of the provisions of these Articles shall be referred to the International Chamber of Commerce whose decision shall be final.

22. INDEMNITIES

- 22.1 Every officer or servant of the PIESA and every member of its Board and Technical Working Groups shall be indemnified against all costs, expenses, losses, damages and the consequence of any act or omission undertaken in good faith, in the furtherance or promotion of the objectives of the PIESA, or the execution of their office which might otherwise render such officer or servant liable in any way, unless the same was incurred through fraudulent, grossly negligent or wilful misconduct.

EFFECTIVE DATE

- .1 The effective date shall be the date at which this Constitution is formally adopted.

RULES:

Rules for Board Meetings and Technical Working Group Meetings

The Board of PIESA, acting in terms of section 10.1. of the PIESA Constitution, has made the following rules:

Meetings of the Board

1. Notwithstanding the provisions of section 10.4 of the Constitution of PIESA, there shall be as many meetings of the Board per annum as the Chairperson may deem necessary to properly conduct the business of PIESA: Provided that Board members must attend at least two such meetings per year.
2. Subject to the provisions of the Constitution of PIESA, the procedure to be followed at such meetings shall be as determined by the Chairperson.

3. Notice of meetings, agendas and applicable documentation shall be distributed as contemplated in section 10.6 of the Constitution of PIESA: Provided that the Chairperson may waive such notice periods if he or she deems it expedient or necessary.

Meetings of Technical Working Groups

4. There shall be as many meetings of Technical Working Groups as are necessary to conduct the business of such Technical Working Groups: Provided that members of the working groups shall attend at least two meetings per year of that working group.
6. The procedure to be followed at such meetings shall be as determined by the Chairperson of each Technical Working Group.
3. Notice of meetings, agendas and applicable documentation shall be distributed as contemplated in section 10.6 of the Constitution of PIESA: Provided that the Chairperson may waive such notice periods if he or she deems it expedient or necessary.