(Amended)

STATUTE

AFRICAN ASSOCIATION FOR RURAL ELECTRIFICATION

September 2017
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PREAMBLE

- Considering the importance of rural electrification due to its major input and role in the social-economic development process of the African states, particularly concerning the fight against rural poverty,

- Considering the emergence and significant development of horizontal discussions between 2002 and 2014, under the auspices of the operational working group, “CLUB-ER”, and combined with financial backing from the French Environment and Energy Management Agency [Agence de l'Environnement et de la Maîtrise de l'Énergie (ADEME)], the Institute of French-speaking Countries for Sustainable Development [Institut de la Francophonie pour le développement durable (IFDD)] and the European Commission via the EU-ACP Energy Facility,

- Considering concerns regarding the necessity to increase institutional cooperation in the field of rural electrification, as recommended at the many training workshops and annual meetings organised in succession by the operational working group, “CLUB-ER”, between 2002 and 2014,

- Conscious of the fact that the African Energy Commission [Commission Africaine de l'Énergie (AFREC)], a specialised body of the African Union Commission, is responsible for harmonising energy development policies in general, and for developing rural electrification in particular,

- Convinced of the need to position itself as the main conveyor for the African political authorities in view of developing access to electrical services in the rural areas of the continent, and

- Convinced that an appropriate legal framework will enable improved guidance for the fulfilment of actions to be undertaken in said field,

The parties involved in Rural Electrification on the continent decide, pursuant to the provisions contained in the present Articles of Association, to create a non-profit making International Association, called “African Association for Rural Electrification” [Association Africaine pour l'Électrification Rurale], hereinafter referred to as “CLUB-ER” or the “Association”.

TITLE 1: INCORPORATION, OBJECTS

Article 1. Incorporation

Is hereby incorporated among the signatory members of the present Articles of Association, insofar as complying with the conditions stated in Article 7 below, an Association officially called, “African Association for Rural Electrification” (i.e. in French: Association Africaine pour l'Électrification Rurale). It’s task shall be to bring together, as regards the African continent, all parties involved in rural electrification.

The official abbreviation of the Association is “CLUB-ER”, both in French and in English, thereby simplifying matters and capitalizing on the gradual increased notoriety of said abbreviation.

The Association is registered pursuant to the laws of the Republic of Côte d’Ivoire, host country to its Head Office, as stipulated in Article 5 of the present Articles of Association.

Article 2. Object

In accordance with the “Sustainable Energy for All” initiative, launched by the UN Secretary-General in 2011, the object of the Association is to accelerate the development of access to electrical energy services in the rural areas of the continent, by creating the relevant conditions and by systematizing the beneficial pooling of experiences among domestic agencies and structures in charge of rural electrification. The activities of CLUB-ER shall be centred on three main targets:
A. Development of capacities and expertise

Strengthening the capacities of public and private players in order to be in a position to fully participate in the formulation of policies and the harmonisation of institutional frameworks with a view of elaborating and implementing investment programmes in rural electrification.

B. Capitalization and management of knowledge & communications

Pooling and capitalizing, as well as sharing knowledge and the lessons learnt on the proper practices for supporting implementation by the national operators of programmes in view of increasing access to electric services in rural areas.

C. Pooling resources

Setting up procedures and a dynamic pooling of technical and financial resources for: (i) reinforcing the capacities and expertise of CLUB-ER Members; (ii) managing knowledge and related communication, and (iii) implementing innovative actions and demonstrating new technical, financial or organisational rural electrification models.

Such pooling is based on the following five main themes:

Theme 1: Reinforcing the impact of rural electrification on poverty reduction and sustainable development;

Theme 2: Organisational charts for rural electrification, emergence of domestic private operators and cross-border electrification;

Theme 3: Tools and technologies at the service of rural electrification, including Geographical Information Systems;

Theme 4: Streamlined technical specifications and cost reduction;

Theme 5: Financial aspects of rural electrification: national and international funding mechanisms, tariffs and taxation.

These themes not being restrictive, the Association may at any time add to the list, insofar as being in relation with its object.

Article 3. Representation

The Association aims to gain recognition as a charitable Association, not only by the countries of the member agencies and structures, but also by international bodies as a whole.

Within the International Organisations of the African continent, particularly the African Union Commission, the Association shall endeavour to gain privileged-partner status for rural electrification.

Article 4. Mission and base values

The mission of CLUB-ER is to serve as a discussion framework for all African stakeholders in charge of consolidating and developing rural electrification, i.e. a true leverage for inducing a change of scale in order to develop access to affordable and reliable electric services in rural areas.

The core values of CLUB-ER are:

1. Integrity
2. Transparency
3. Responsibility
4. Sharing
5. Excellence
6. Confidence
Article 5. Headquarters
The Headquarters of the Association shall be set up in Abidjan, Republic of the Côte d’Ivoire, in accordance with a headquarters agreement determining the conditions for establishment, as entered into between the Association and the Ivory Coast Authorities.

The Head Office of the Association may be transferred to any other location, upon decision by an Extraordinary General Meeting, held pursuant to the conditions provided in Article 11 herein.

Article 6. Term
The Association is set up for an indefinite period.

TITLE 2: MEMBERSHIP

Article 7. Membership status
The Association groups together domestic agencies and structures, such as set up in African countries for the purpose of consolidating and developing access to electric services across their national territory in general, and more specifically for the intention of rural area populations and operators participating in the electrification of such areas.

The Association is comprised of two (2) Member categories:
- Institutional Members,
- Associate Members.

Article 7.1 Institutional Members
Considered as “Institutional Member” are all domestic agencies and structures whose main mission is to guarantee the development of the panel of electrical services in rural areas. In the case of a country not having this type of agency, any institution whose objectives conform to the main mission described above may become an “Institutional Member” of the Association.

In order to acquire “Institutional Member” status, all applications must be approved by the Ordinary General Meeting by a \( \frac{2}{3} \) (two-thirds) majority of those Members present or represented.

Article 7.2 Associate Members
Entitled to become “Associate Member” are all public or private operators whose business involves the consolidation and/or development of the panel of electrical services in rural areas, i.e. financing or fund-raising, studies, engineering & consultancy, on-site works, or even the manufacture & commercialisation of electrical equipment and materials.

In order to acquire “Associate Member” status, all applications must be approved by the Ordinary General Meeting by a \( \frac{2}{3} \) (two-thirds) majority of those Members present or represented.

Save for the right to vote and for the impossibility to occupy a position in any one of the bodies of the Association, Associate Members shall be granted the same rights and obligations as Institutional Members.

Article 8. Acquisition and loss of Member status
Any application for membership must be submitted in writing to the Executive Secretariat of the Association by the legal representative of the institution concerned.

Member status is validly acquired upon approval by the Ordinary General Meeting ruling according to a \( \frac{2}{3} \) (two-thirds) majority of those Members present or represented.
Article 8. 1  Loss of Member status

Member status shall be lost by resignation, exclusion or winding-up of the Member structure.

- Resignation shall be sent to the Executive Secretariat by the Member concerned. It shall be recorded by the Steering Committee and notified to the General Meeting;
- The exclusion of a member shall be pronounced by the General Meeting according to a ⅔ (two-thirds) majority of those Members present or represented.
- The winding-up or liquidation of a Member structure implies due resignation. In the case of a take-over of business by a new structure, the latter may become a Member after validation by the Steering Committee.

Article 9.  Rights and Obligations of Members

Members of the Association have rights and obligations specific to the Member category to which they belong, such as set out in the Rules and Regulations of the Association.

TITLE 3: ASSOCIATION BODIES

Article 10.  (amended) Association bodies

The Association’s main bodies are:

- General Assembly,
- Steering Committee,
- Presidency
- Executive Secretariat,
- The Statutory Audits

Each main body of the Association is entitled to create subsidiary structures whenever required.

Article 11.  General Meeting

The General Meeting is the supreme body of the Association and, as such, constitutes the framework for consultation, guidance and decision-making for all activities of the Association. It may be held in ordinary or extraordinary sessions.

The particular remit and conditions concerning the organisation, operating and deliberation of the General Meeting are set down in the Rules and Regulations of the Association.

Article 11.1  Ordinary General Meeting

The General Meeting shall be held in ordinary session once every two (2) years at a venue proposed by the Executive Secretariat in accordance with the principle of rotation among the geographic areas of the continent’s five Regional Economic Communities: Southern Africa, Central Africa, Eastern Africa, Western Africa and Northern Africa.

In order to be valid, the ordinary General Meeting shall present a quorum of at least one half of the Association’s Institutional Members having regularly paid their membership fee.
Article 11.3 Extraordinary General Meeting

The General Meeting shall be held in Extraordinary session at any venue proposed by the Executive Secretariat:

▪ upon initiative of the President of the Association and duly convened by him whenever required by corporate interest;

▪ upon request by a \(\frac{2}{3}\) (two-thirds) majority of the Association’s Institutional Members. In such a case, the Extraordinary General Meeting shall necessarily be convened within two (2) months following the date of receipt of the request by the Executive Secretariat.

In order to be valid, the Extraordinary General Meeting shall present a quorum of at least \(\frac{2}{3}\) (two-thirds) of the Association’s Institutional Members.

Article 12. Steering Committee

Article 12.1 Missions

The Steering Committee constitutes the supervisory and coordination body of the activities of the Association. It ensures technical leadership and supervises the quality of the projects or programmes implemented by the Association. As such, the Steering Committee is fully involved and backs up the President and the Executive Secretariat in the development and formulation of the two-year action plan to be submitted for adoption at the General Meeting.

Article 12.2 (amended) Composition and selection of Members

The Steering Committee is comprised of eight (8) Members:

▪ Four (4) Members elected by the Ordinary General Meeting for a term in office of two (2) years, renewable once (1 time). They are representative of the regions on the continent (outside the region of the country host), as well as of the discussion and working languages (French and English), and are acknowledged for their technical expertise on the main themes of CLUB-ER;

▪ The President of CLUB-ER, Member by rights of the Steering Committee throughout the term of his mandate as President;

▪ The Executive Secretary, in his capacity as Secretary of said Committee, shall join in the works of the Steering Committee. Nevertheless, he shall not benefit from any voting rights within the Steering Committee.

▪ One (1) member from the host country, Member by rights of the Steering Committee – then, he represents his region,

▪ The Treasurer: he guarantees the good accounting and financial management of the Association. He participates in the works of the Steering Committee. He has no voting right within the Steering Committee.

The Steering Committee may co-opt, on an ad-hoc basis, any expert with specific acknowledged skills in order to participate in its works.

The Steering Committee is split into Working Groups that cover all the main themes stated in Article 3 herein.

Application to the Steering Committee is open to all CLUB-ER Institutional Members having regularly paid their membership fee. The terms for the renewal of Steering Committee Members are defined in the Rules and Regulations of the Association.

Article 12.3 Operating

The Steering Committee shall meet twice (2 times) a year in ordinary session. The year for hosting an Ordinary General Meeting, one of such sessions shall be held prior to such event.

The terms concerning the Steering Committee’s organisation and operating are set down in the Rules and Regulations of the Association.
Article 13. President

The President is elected by the Ordinary General Meeting. His mandate is for two years, non-renewable in succession.

Save special circumstances duly assessed by the General Meeting, the Institutional Member hosting the Ordinary General Meeting shall automatically take on the Presidency of the Association up until the next Ordinary General Meeting.

The Association Member holding Presidency shall appoint a person in charge for the purpose of fulfilling the duties incumbent upon the President of the Association. The President shall:

- Convene and chair General Assembly sessions;
- Preside Steering Committee meetings;
- Sign the agreements for the establishment of the Association’s Head Office with the authorities of the host country;
- Sign any cooperation agreements with international organisations;
- Represent the Association at all official events and meetings to which it is convened.

The provisions relating to the remit of the President are defined in the Rules and Regulations of the Association.

Article 14. Executive Secretariat

Article 14.1 Composition and operations

The Executive Secretariat is the executive body in charge of the permanent administration of the Association. It is managed by an Executive Secretary assisted by all staff necessary for the proper fulfilment of its duties. He shall work under the authority of both the President of the Association and the Steering Committee. If necessary, he may have recourse to external expertise, subject to consent by the Steering Committee.

The Executive Secretary is an acknowledged specialist of rural electrification on the African continent. All other experts of the Executive Secretariat, notably the Communications and Capitalization Assistant, are specialists acknowledged in the fields for which they have been appointed.

The provisions concerning the operations of the Executive Secretariat, in addition to his functional or hierarchical relations with the other bodies of the Association, are defined in the Rules and Regulations of the Association.

Article 14.2 Responsibilities

The responsibility of the Executive Secretary is essentially two-fold:

- At technical level: as Secretary of the Steering Committee, it is the duty of the Executive Secretary to collect, organise and file all studies, considerations and works conducted by the Association. By facilitating active collaboration among the Members of the Association, the Executive Secretary is responsible for the widest possible dissemination of the good practices and lessons learnt in terms of rural electrification, not only on the African continent, but elsewhere on the planet.

- At administrative level: the Executive Secretary is the authorising officer for the Association’s expenditure and is responsible for all routine actions necessary for the proper running of the Association, namely:
  - fund-raising campaigns, specifically for the activities of the Association, to international financial institutions, whether or not on the African continent;
  - the development of relations and links with similar international bodies or networks to the Association;
  - the supervision and/or provision of services linked to the organisation of events and/or meetings of the bodies within the Association;
  - the administration and management of the minutes of meetings, the activity reports and the programmes and action plans of the Association;
  - the drawing up of budget plans, as well as the monitoring of budget implementation and of the statement of accounts of the Association;
  - the management of the Executive Secretariat’s human resources;
  - the drafting of modification proposals for the Rules and Regulations of the Association, prior to presentation to the Ordinary General Meeting for adoption.
Article 14.3 Selection and appointment of the Executive Secretary

The Steering Committee is in charge of defining the desired profile for the Executive Secretary, and of supervising the relevant selection process. The Executive Secretary is formally appointed by General Meeting decision. His term of office shall run for 4 years, renewable once only.

All provisions relating to the selection and appointment of the Executive Secretary, as well as the recruitment procedures and the professional conditions applicable to the position, are defined in the Rules and Regulations of the Association.

Article 15. (new) Statutory Audit

Article 15.1: Missions

The Statutory Audit is the body responsible for monitoring the financial and patrimonial management of the Association.

As such, it:

▪ ensures the good management of the finances of the Association;

▪ examines the financial statements and gives an opinion motivated as to their regularity and their sincerity;

▪ verifies the annual accounts and draws up a report, which must be communicated to the Steering Committee and in General Assembly;

▪ outlines in the conclusions of its report the cash position and the statement on accounting documents;

▪ gives a true and fair view of the result of the financial year and the patrimonial situation of the Association.

Article 15.2: Composition and selection of the Statutory Audit

The Statutory Audit is composed of two (2) Auditors. They are elected at the General Assembly. The Auditors must be from a country other than those already represented on the Steering Committee. Auditors are acknowledged for their technical expertise in financial and/or accounting matters.

Article 15.3: Operating

The provisions governing the functioning of the Statutory Auditors are set out in the Association’s Rules and Regulations.

Article 16. Association body meetings

Article 16.1 Meeting venues

The meetings of Association bodies may be held in any town or city within an Institutional Member country.

Article 16.2 Virtual meetings

Association body meetings may be held by correspondence, via electronic forum or tele/video-conferencing. Where applicable, the texts for approval are sent by letter, fax or electronic mail to the legal representatives of all Members having a right to vote.
Article 16. 3  Correspondence voting
A report is duly made of all votes received by correspondence. The minutes of the meeting are sent to all Members of the Association.

TITLE 4:  FINANCIAL PROVISIONS

Article 17. (amended) Funds of the Association
The funds of the Association are comprised of:
▪  annual subscription fees, in the amount of one hundred and twenty thousand (120'000) francs CFA per member;
▪  exceptional subscription fees;
▪  subscription fees deriving from the cooperation agreement entered into with the host-country Member;
▪  subsidies, donations and legacies;
▪  any other revenue authorised by the laws of the host country.
The cost of the subscription fees for both Institutional and Associate Members is set down by General Meeting decision.
Provisions relating to the financial aspects are defined in the Rules and Regulations of the Association.

TITLE 5:  MISCELLANEOUS AND CONCLUDING PROVISION

Article 18. Suspension of a Member
The General Meeting may decide, within the form required by the present Articles of Association, to suspend a member should the latter fail to abide by its statutory obligations, notably those of a financial nature. In such a case, the suspended member may not participate in the official meetings of the Association, nor may take part in any voting.

Article 19. Amendment to the Articles of Association
One or several clauses of the present Articles of Association may be amended.
The initiative to propose an Amendment to the Articles of Association shall fall upon, either the Steering Committee or half of the Institutional Members. Any request for review should be sent to the President of the Association.
Only the Extraordinary General Meeting is authorized to adopt a review of the Articles of Association upon a ⅔ (two-thirds) majority.
The adopted amendment shall immediately come into force.

Article 20. Dissolution of the Association
Decision to dissolve the CLUB-ER Association shall be taken in an Extraordinary General Meeting. In order to be valid, such dissolution should be adopted by a ⅔ (two-thirds) majority of the Institutional Members.
Upon decision of the Extraordinary General Meeting and pursuant to the conditions set down by it, the dissolution shall entail liquidation of all assets the Association.

Article 21. Rules and Regulations of the Association
The purpose of the Rules and Regulations of the Association is to supplement the present Articles of Association and to determine the terms of application thereof. They are an integral part of the Associations’ legal and regulatory texts.
**Article 22. Entry into force of the Articles of Association**

The present Articles of Association shall become effective as of the date of their adoption by the Extraordinary General Meeting convened for the incorporation of the Association.

**Article 23. Special provision**

By special dispensation to the provisions concerning the periodicity of Ordinary General Meetings and the term of office of the Presidency, the initial Ordinary General Meeting shall be organised within 12 months following the date of entry into force of the present Articles of Association.

**Article 24. Founder Members**

The list of the founder Members, whether Institutional or Associate, of the CLUB-ER “African Association for Rural Electrification” is attached hereto.

*Amended Statute adopted on: September 8th 2017 in Lusaka (Zambia)*

*The President*

*Geoffrey MUSONDA*