

(Amended)

RULES AND REGULATIONS

AFRICAN ASSOCIATION FOR RURAL ELECTRIFICATION



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TITLE I - PURPOSE

Article 1. **Purpose**

The purpose of the present Rules and Regulations is to provide precisions and to supplement the terms of the Articles of Association of the “African Association for Rural Electrification” [*Association Africaine pour l'Électrification Rurale*], entitled “CLUB-ER”, hereinafter referred to as the “ASSOCIATION”, notably with regard to its composition, to its remit and to its powers, as well as to the operating terms of its Bodies.

TITLE II – MEMBERS

Article 2. **Member categories**

The ASSOCIATION is comprised of both Institutional and Associate Members.

Article 3. 1 **Institutional Members**

Institutional Members concern:

- a. All Bodies, Establishments and Public, Private or Mixed Companies or Entities, of national scope, operating in the rural areas of every African country, in at least one of the following activities: production, transportation, distribution, planning and development of electrical works, asset management or marketing of electrical energy;
- b. Regulation bodies of the electrical sector, insofar as their mandate covers electrification of the African rural areas;
- c. African Ministers in charge of Energy, and more specifically, their Central Department in charge of rural electrification;
- d. Regional or sub-regional institutions grouping together the bodies, establishments or companies of one or several countries of the same kind as those mentioned in paragraphs a/b/c/, and operating the same activities;

Such Members actively participate in all activities of the ASSOCIATION. Institutional Members as such are subject to a subscription fee, with only those having paid their subscriptions to date being entitled to vote and eligible for election. No limit is imposed as to the number of Members per country.

Article 3. 2 **Associate Members**

Associate Members concern:

- a. All Establishments, Companies or Entities whose activities contribute to the development of access to electrical services in rural areas in Africa, in terms of: studies, engineering and advice, on-site works, manufacturing, distribution and the marketing of electrical equipment;
- b. Associations, NGOs and Cooperatives supplying electrical services in the rural areas of any African country;
- c. Teaching Institutes or Research Bodies (laboratories, research, training & application institutes, universities) operating directly or indirectly to the benefit of the electrical energy industry at African or international level;
- d. International Institutions and Agencies, as well as Development Banks, in the sector of rural electrification in Africa;
- e. Any Pan-African Body intervening in the sector of rural electrification;

All Associate Members are subject to a subscription fee.

They do not have the right to vote, though have the right to voice their opinion. They are further entitled to join in General Meeting sessions. In the case where they are unable to be represented at such meetings, they may submit their opinions in writing.

They shall actively participate in technical events organised by the ASSOCIATION during which their expertise is required (Colloquiums, Symposiums, Seminars, Workshops, Working Group Meetings, etc.).

They shall receive all relevant documents from the Executive Secretariat concerning the activities of both the ASSOCIATION and its Members.

Article 3. Acquisition and loss of member status

Article 3.1 Acquisition of Member status

Any request for application should be sent to the Executive Secretariat of the ASSOCIATION, together with:

- an application request duly signed by the official representative of the legal person;
- a copy of the Articles of Association of said legal person;
- any information relating to the annual budget of the applicant;
- a copy of the Articles of Association and the Rules and Regulations of the ASSOCIATION, bearing the mention "Read and Approved".

The application request is examined by the Steering Committee, which then gives its opinion. If favourable, the Steering Committee will grant temporary admission, to be ratified thereafter by the next General Meeting, wherein definitive admission is pronounced.

Nevertheless, admission shall only become effective after due payment by the future Member of the fees relevant to his category.

Article 3.2 Loss of Member status

Member status shall be lost by resignation, exclusion or dissolution of the Member structure.

Resignation should be notified to the Executive Secretariat of the ASSOCIATION, stating the effective date of withdrawal. It is recorded by the Steering Committee and notified to the General Meeting, wherein it is duly ratified. The resigning Member shall remain tied to the ASSOCIATION with regard to its obligations prior to his withdrawal application, notably payment in full of all sums due, as well as of the annual subscription fee, regardless of the withdrawal date.

Exclusion shall be temporarily pronounced by the Steering Committee and notified to the structure concerned in the run-up to the next General Meeting, wherein definitive exclusion shall be pronounced.

Dissolution of a Member structure shall be notified to the Steering Committee by the Executive Secretary, based on information received at the Head Office.

Article 3.3 Disciplinary Measures

For any action or behaviour in violation of the provisions of the Articles of Association and the Rules and Regulations of the ASSOCIATION, the Member concerned is liable to the following sanctions:

- warning
- exclusion

The Steering Committee shall notify a Member if it deems that the latter is in breach of any one of its obligations with regard to the ASSOCIATION. In addition, the Steering Committee may pronounce exclusion of Member Status and have its decision approved by the Ordinary General Meeting, wherein the Member concerned shall be convened to explain.

Article 3.4 Readmission

Any former Member of the ASSOCIATION may request its readmission in writing, addressed to the Executive Secretary.

On the basis of a well-founded report of the Steering Committee, the General Meeting may pronounce its readmission by requesting said former Member to pay up all or a part of that owed, and to renew its commitment to participate in the activities of the ASSOCIATION.

Article 4. Rights and obligations of members

For each Member of the ASSOCIATION, depending on the Member's category, as well as on the constraints of the Articles of Association and of the Rules and Regulations of the ASSOCIATION, the following rights and obligations shall apply:

Article 4. 1 Rights of Institutional Members

- membership of the ASSOCIATION's bodies, working and theme groups, expert and *ad-hoc* commissions, etc.;
- entitlement to run for Presidency, to be a member of the Steering Committee, and more generally to apply for any other position within the ASSOCIATION's bodies;
- ability to organize events or meetings for the ASSOCIATION's bodies within its home country;
- participation in meetings, events and technical projects of the bodies under the conditions set down by the Steering Committee, as well as presentation of communications therein;
- regular notification of the events and other activities organized by the ASSOCIATION;
- receipt of documents published by the ASSOCIATION, whether free-of-charge or at a discount;
- access to the network and to the ASSOCIATION's Website, www.club-er.org;
- referral to the Executive Secretariat for any information liable to assist it in the management of its activities.

Article 4. 2 Rights of Associate Members

- participation in meetings, events and technical projects of the bodies, under the conditions set down by the Steering Committee, as well as presentation of communications therein;
- regular notification of the events and other activities organized by the ASSOCIATION;
- receipt of documents published by the ASSOCIATION, whether free-of-charge or at a discount;
- access to the network and to the Website, www.club-er.org;
- referral to the Executive Secretariat for any information liable to assist management of its activities.

Article 4. 3 Obligations of members

a) Annual subscription fees

All Members are subject to an annual subscription fee, fixed by the General Meeting upon proposal by the Steering Committee.

The Steering Committee proposes subscription levels per Member category in accordance with the draft budget prepared by the Executive Secretariat. The subscription comprises a fixed portion and a variable portion, calculated according to the annual budget.

Subscriptions are annual and payable at the latest by 31st March of each year, such as based on all invoices issued and despatched by the Executive Secretariat before 31st December of the previous year.

For any new Members, subscription for the first year shall be due in full, regardless of the number of months still remaining.

Failure to pay the membership duties or the subscription fees, the Member shall be liable to the provisions of Article 3.3 above.

b) Exceptional subscription fees

The Steering Committee may propose a call for exceptional fees by the General Meeting for one-off investment, mutual aid or solidarity campaigns, not included in the normal activity programme adopted.

Grants, donations and legacies, whose allocation corresponds to the targets of the ASSOCIATION, may be accepted by the Steering Committee.

c) Other obligations

Besides the obligations mentioned above, all Members should:

- comply with all decisions, resolutions and recommendations of the ASSOCIATION's bodies (i.e. General Meeting, Steering Committee), notably with all financial obligations deriving from said decisions, insofar as they fall within the object of the ASSOCIATION such as defined in its Articles of Association;
- regularly participate in all activities of the bodies of the ASSOCIATION;
- uphold the interests and fundamental values of the ASSOCIATION wherever necessary;
- develop solidarity and cooperation within the ASSOCIATION;
- join in, via their activities, the undertaking of the programmes of the bodies of the ASSOCIATION and lend their assistance with regard to surveys, data collection, studies or publications of the ASSOCIATION, and to the organization of events and meetings;
- keep the Executive Secretariat regularly informed of its activities in connection with the targets of the ASSOCIATION;
- inform the Executive Secretariat of any change having intervened at management level or in terms of its Articles of Association within three (3) months thereafter in view of maintaining such data up-to-date;
- agree to cooperate with the other Members of the ASSOCIATION through the regular exchange of data and experience, and to provide mutual assistance in compliance with the equal interests of each and everyone;
- appoint a CLUB-ER correspondent among themselves, duly authorized for the purpose, bestowing adequate means upon him so that he may efficiently fulfil his duties.

TITLE III - BODIES OF THE ASSOCIATION

Article 5. General Meeting

Two types of General Meeting sessions exist:

- Ordinary General Meeting
- Extraordinary General Meeting

Pursuant to the provisions set down in the Articles of Association, each type of General Meeting shall be operated as follows:

Article 5.1 Ordinary General Meeting

a) Invitation to Attend

The General Meeting shall be held in Extraordinary session once every two (2) years. It is convened by the President of the ASSOCIATION.

General Meetings are held in a country of one of the Institutional Members, upon invitation from an Institutional Member from said country. If no invitation is forthcoming, the General Meeting shall be held in the country of location of the ASSOCIATION's Head Office.

b) Agenda

- The date and agenda of a General Meeting are fixed by the President of the ASSOCIATION, upon proposal from the Executive Secretary.
- The draft agenda and corresponding documents should be issued, along with the Invitation to Attend, by the Executive Secretariat at least one (1) month prior to the date fixed for the General Meeting session.

- Any question not on the draft agenda, but which an Institutional Member wishes to raise during a General Meeting, should be submitted in writing to the Executive Secretariat and received by the latter at least two (2) weeks prior to the date of the General Meeting in order for it to be taken into consideration. The President shall announce the addition of such item on the draft agenda at the opening of the session.
- The General Meeting is empowered to vote any amendments to the Rules and Regulations of the ASSOCIATION.
- The Agenda of the General Meeting shall at least take up the following points:
 - Set-up of a new Steering Committee;
 - Examination and approval of the biennial activity programme;
 - Budget determination in the long-term;
 - Fixing the date and venue of the next General Meeting.

c) Participation

- All Members may join in Ordinary General Meetings.
- Participation in voting during Ordinary General Meetings shall be refused to any Member whose subscription payments are more than nine (9) months overdue in relation to 31st March of the relevant trading year.
- The quorum is fixed according to the absolute majority of Institutional Members having regularly paid their membership fee to date.

d) Meeting procedure

- The session shall be chaired by the President of the ASSOCIATION.
- The secretariat of the session shall be handled by the Executive Secretariat.
- Prior to the actual start of the session, the President proceeds with verification of the quorum and of all powers of attorney, and submits the draft Agenda for approval by the Members.
- Only the Delegation Heads of each duly authorized Member shall be authorized to take the floor during debates.
- In the case of voting, each Institutional Member regularly in order shall benefit from one single vote.
- Proxy participation is admitted on the condition that the relevant power of attorney is made out to the benefit of another Institutional Member of the ASSOCIATION. Having said that, a proxy may only hold one single power of attorney.
- Resolutions are adopted according to the simple majority of all voting Members. They are signed by the President and are immediately enforceable and contestable by all Members.
- The resolutions of the Ordinary General Meeting referring to any question, other than the choice of a person, are adopted in priority by consensus before actually being voted.
- Concerning the choice of persons, election to the various positions is acquired by the absolute majority of all voting Members. If necessary, a second round shall be organized according to a simple majority.
- In the case of a second ballot, the President shall have the casting vote.

Article 5. 2 Extraordinary General Meeting

a) Invitation to Attend

The General Meeting is convened by the President in extraordinary session as often as required in the interests of the ASSOCIATION, or upon request by two-thirds of the Institutional Members. The meeting shall be held within three (3) months as from date of the invitation to attend.

b) Agenda

The following may only be approved in Extraordinary General Meetings:

- amendment to the Articles of Association;
- decision to transfer the Head Office;
- dissolution of the ASSOCIATION;
- creation of any specialized permanent structure linked to the ASSOCIATION for the undertaking of activities in relation to its object.

c) Participation

- All Members may join in Extraordinary General Meetings.
- The quorum is fixed at two-thirds ($\frac{2}{3}$) of the Institutional Members.
- Participation in voting during Extraordinary General Meetings shall be refused to any Member whose subscription payments are more than nine (9) months overdue in relation to 31st March of the relevant trading year.

d) Meeting procedure

The Extraordinary General Meeting shall be conducted under the same conditions as those for the Ordinary General Meeting. Nevertheless, decisions are taken according to a two-thirds ($\frac{2}{3}$) majority of all voting Institutional Members having regularly paid their subscriptions to date. Proxy participation is admitted within the limit of a maximum of one power of attorney per Member.

Article 6. **Steering Committee**

Article 6. 1 Admission

Only Institutional Members may be admitted on the Steering Committee.

Admission onto the Steering Committee falls within the competence of the Ordinary General Meeting. Members of the Steering Committee are appointed by consensus or, failing that, by vote from the Ordinary General Meeting. Any minutes relating thereto, signed by the duly-authorized representatives of the Members in attendance, shall be handed to the Executive Secretary prior to the Ordinary General Meeting. Any absent Members may express their choice in writing, addressed to the Executive Secretary prior to the Ordinary General Meeting.

The criteria for appointment are as follows:

- Representation by the five sub-regions of the continent (i.e. North Africa, West Africa, Central Africa, South Africa, East Africa);
- Effective participation in all activities of the ASSOCIATION.
- Linguistic balance between the two working languages of CLUB-ER (French & English).

The Steering Committee may only comprise one single Member per country.

The term of office for a Steering Committee Member is two (2) years, i.e. the period that separates two (2) Ordinary General Meetings. Said term of office may be renewed once only.

Nevertheless, in order to ensure a continuation of work within the Steering Committee, a minimum of two (2) and a maximum of (4) Steering Committee Members may be re-elected at each Ordinary General Meeting. Members up for re-election shall be chosen by consensus or by drawing lots.

When an Institutional Member represented on the Steering Committee wishes to resign, is suspended or has fallen into dissolution, the other Members stand in for said Member, by complying with the equity conditions stated above. The Member standing-in shall be designated by written consultation initiated by the President of the ASSOCIATION or at the time of a meeting organized by the Executive Secretary for the purpose. Such provision shall also apply in the case of replacement for non-payment of subscriptions.

Elected Members of the Steering Committee shall nominate their representatives called to attend meetings or to undertake any one-off mission entrusted by the President. Such representatives should have the capacity of Director-General, Director or equivalent, and should have acknowledged technical expertise in the field of rural electrification.

Nevertheless, in the case of temporary impediment of the nominated representative, the Member concerned shall appoint a substitute to attend meetings, albeit necessarily informing the Executive Secretariat beforehand. Said substitute shall occupy an equivalently-ranked position within the company, or one just beneath that of the Member being replaced. He shall, in addition, be in possession of an official power of attorney.

To the best possible extent, it is preferable for Members not to change representatives throughout their term of office.

Article 6.2 Operating

Steering Committee meetings shall be chaired by the President of the ASSOCIATION.

The Steering Committee shall meet twice (2 times) a year in ordinary session.

Meetings are held at the Head Office of the ASSOCIATION, in the country of residence of the President, or in the country of any other Steering Committee Member. Exceptionally, a meeting may be held in another country.

The date and draft agenda are fixed by the President upon proposal from the Executive Secretariat. All working documents should be transmitted two (2) weeks prior to the date fixed for the meeting.

In order to deliberate validly, at least half of the Steering Committee Members should be present at a meeting, including necessarily the President or his duly-authorized representative.

Steering Committee Members shall not be remunerated for their duties, each one bearing all costs linked to their own participation in Steering Committee meetings. Nevertheless, for one-off missions entrusted by a Steering Committee Member (i.e. participation in a Working Group, representation of the ASSOCIATION in a Conference, etc.), the costs may be charged to the budget of the ASSOCIATION.

Steering Committee decisions are taken by consensus. However, in the case of divergence, the decision shall be put to vote. The President shall have the casting vote in the case of an even score.

Steering Committee meetings should be recorded by way of minutes drawn up by the Executive Secretary and adopted forthwith, prior to transmission to the ASSOCIATION Members, bearing the signature of the President.

At each Steering Committee session, the Executive Secretary shall provide a list of all Members not having paid their subscriptions to date. Steering Committee Members in arrears for more than nine (9) months in relation to 31st March shall lose their voting right within said Committee. Should such situation continue on until the next Ordinary General Meeting, those Members shall lose eligibility for re-election.

Article 6.3 Tasks of the Steering Committee

Collectively, the Steering Committee is responsible for:

- Structuring the organization of Working Groups among CLUB-ER Members, ensuring their proper functioning, coordinating the activities of such Working Groups along with assistance from the Executive Secretariat, approving the activity schedules and ensuring compliance therewith. Working Groups may meet up, upon invitation to attend from the person initiating, as often as required for dealing with the case in hand. Experts shall privilege Internet consultations prior to the actual hosting of meetings;
- Preparing the ASSOCIATION's biennial activity programme, in collaboration with the Executive Secretariat, and presenting the progress report concerning the various Working Groups at the General Meeting;
- Supervising the activities of the Executive Secretariat;
- Monitoring the progress status for the preparations of Ordinary and Extraordinary General Meetings.
- Controlling:
 - the proper undertaking of the Ordinary General Meeting resolutions and of the latter's own decisions;

- the due operating of the ASSOCIATION's bodies;
 - compliance with the pursuit of the ASSOCIATION's targets, such as set down in the Articles of Association;
 - the expenses incurred by the bodies of the ASSOCIATION, in terms of regularity and conformity with the targets fixed;
- Reporting its mission to the Ordinary General Meeting based on analysis of the activities undertaken, on compliance with the budget and on the statement of accounts;
 - Proposing all necessary adjustment measures;
 - Creating any specialized temporary structure linked to the ASSOCIATION for the fulfilment of activities in connection with its object.

Besides the specific roles possibly entrusted to them in relation to the objectives of CLUB-ER, each Member of the Steering Committee shall act as representative of the President within his sub-region. Hence, their attributions shall consist of:

- Boosting CLUB-ER activities in their region and supervising implementation of the CLUB-ER targets;
- Supervising the effective application of the General Meeting resolutions and Steering Committee decisions, in close collaboration with the Executive Secretariat;
- Conducting negotiations with sub-regional public organizations in the context of the General Meeting resolutions, insofar as receiving consent from the President and in collaboration with the General Secretariat.

Article 6. 4 Working Groups

The Steering Committee shall decide upon the creation of Working Groups and shall define their composition, their missions, their operating mode and the means put at their disposal by the ASSOCIATION. The Working Groups shall cover the five (5) themes defined in the Articles of Association.

A Working Group may be coordinated by an Institutional Member or by an Associate Member. Each Working Group is placed under the supervision of a Steering Committee Member.

Article 7. **President**

The President of the ASSOCIATION is elected by the Ordinary General Meeting. Traditionally, Presidency of the ASSOCIATION is ensured by the Institutional Member, host of the Ordinary General Meeting.

At the issue of said Ordinary General Meeting, the latter shall become President of the ASSOCIATION up until the holding of the next Ordinary General Meeting, to take place after a lapse of two (2) years. Presidency of the ASSOCIATION shall preferably be ensured by rotation among the sub-regions.

The host country of CLUB-ER is not entitled to host Ordinary General Meetings, save if no other Member proposes the hosting thereof.

In the case where no candidate comes forth after a two-year period, the President in office may retain his position. In the event of refusal by the latter, an Extraordinary General Meeting shall be convened within three months in order to modify the means of nomination of the President. During said period, the President in office shall handle current affairs.

The Member holding Presidency shall designate its Director-General or equivalent in order to materially carry out the duties incumbent upon it, namely:

- To chair General Meetings and Steering Committee meetings;
- To sign the agreements for establishment of the ASSOCIATION's Head Office with the authorities of the host country;
- To sign any cooperation agreements with international organisations. Such agreements initiated by the Director-General or the Executive Secretariat shall be drafted by the latter;

- To represent the ASSOCIATION at all official events to which the latter is convened. In the event of impediment, he shall be represented by a Steering Committee Member from the African sub-region where the event is taking place, or by the Executive Secretary. If the event is held outside of the Continent, he may be represented either by a Steering Committee Member of his own choice, or by the Executive Secretary, or even by both of them if the occasion arises;
- To negotiate and sign a labour contract with the Executive Secretary upon nomination of the latter;
- To constantly pay attention to cohesion and to the notion of solidarity, fraternity and mutual harmony among the Members;
- To chair the opening and closing ceremonies of any major events of the ASSOCIATION (Conferences);
- To propose all Steering Committee measures liable to promote the speedy undertaking of the objectives and orientations of the ASSOCIATION's general policy.

In the event of temporary impediment of the natural person designated to take charge of the duties of the President, such person shall be replaced by a substitute in accordance with the conditions set down in Article 6.1.

In the case of the President becoming unavailable during the course of a meeting, he shall be automatically replaced by a Steering Committee Member from the sub-region hosting the meeting being chaired, or by a Member from the host country.

In the case of resignation or dissolution of the Member ensuring the Presidency of the ASSOCIATION, it shall be automatically replaced either by a Member of the same country as the President, or by a Steering Committee Member from the sub-region of the President. Failing that, the remaining Members of the Steering Committee shall appoint a Member from among themselves to pursue office up to term, alongside his initial duties.

Article 8. Executive Secretariat

The Executive Secretariat is the permanent body of the ASSOCIATION.

It is the administrative body of the ASSOCIATION.

The Executive Secretariat is managed by an Executive Secretary, who shall work under the authority of both the President of the ASSOCIATION and the Steering Committee. He shall be assisted by executives and support staff.

Article 8.1 Recruitment of the Executive Secretary

The Executive Secretary is recruited by the Steering Committee for a period of four (4) years, renewable once.

The Steering Committee shall launch a recruitment campaign for the purpose. Shall be stated: the conditions for candidacy, the schedule for recruitment, for analysis and for selection, the profile and the objective selection and ranking criteria for the candidates, as well as the address for filing applications. Recruitment is open to any natural person originating from an Institutional Member country of CLUB-ER, having regularly paid his subscriptions to date, with the exception of the country hosting the Head Office. The candidacy offer is posted on the Website of CLUB-ER and each Member shall ensure broad distribution via local media.

Upon conclusion of the selection process, the Steering Committee retains the candidate for the position of Executive Secretary. The candidate retained is then formally appointed as Executive Secretary of the ASSOCIATION by General Meeting decision. The selection process includes:

- Analysis of each candidate: each application is scored by every Steering Committee Member, with the three (3) candidates achieving the best marks being convened for an interview.
- The Steering Committee shall meet up and conduct interviews with the selected candidates, each one being subjected to the same questionnaire. At the end of the session, the scores awarded to each candidate by the various Members of the Steering Committee present are then calculated. The candidate with the highest mark is retained and invited to discuss on his labour contract with the President of the ASSOCIATION.

Depending on the budget of the ASSOCIATION, the Steering Committee may entrust the selection process for the three (3) Executive Secretary candidates to an internationally-renowned recruitment agency.

Candidates to the Executive Secretary position may neither originate from the country hosting the Head Office, nor from the same country as the outgoing Executive Secretary, this being due to the alternating principle and to a spirit of solidarity among the Members, thereby promoting the distribution of roles in view of implicating a maximum number of Members and countries.

In addition, any simultaneous occupation of the positions of President of the ASSOCIATION and Executive Secretary, by companies from a same country, is forbidden.

Prior to taking over the position, the Executive Secretary shall sign a labour contract with the President of the ASSOCIATION for a period of four (4) years, renewable once.

The Executive Secretary, due to the change in his habitual place of residence, will acquire expatriate status and shall thus benefit from the rights and perquisites granted by the Rules and Regulations of the country hosting the Head Office. The perquisites, privileges and facilities from which the Executive Secretary shall benefit are stated in the Head Office agreement entered into with the host country of the ASSOCIATION.

The Executive Secretary shall ensure representation of the ASSOCIATION in relation to the public authorities of the host country, as well as to the International Institutions and Organization thereto.

Six (6) months prior to expiry of his contract, the Executive Secretary shall notify the President of the ASSOCIATION in writing of his desire to renew his contract. The Steering Committee shall then decide to renew for a period not exceeding four (4) years. Renewal is formally approved by General Meeting decision. In the case where renewal is not granted to the outgoing Executive Secretary, he shall be replaced according to the provisions of Article 8.3 below.

Article 8.2 Remit

The Executive Secretary is the legal Representative of the ASSOCIATION within the host country of the Head Office. Hence, he shall represent the ASSOCIATION in all actions of civil life and is invested with full powers for the purpose. In particular:

- He has the capacity to appear in Court as defendant in the name of the ASSOCIATION and, with consent from the President, as petitioner;
- Under the same conditions, he may file for appeal or submit any administrative document serving to preserve the interests of the ASSOCIATION;
- In the case of necessity, he may, after discussing with the President, take any decisions that fall within the competency of the Steering Committee, insofar as the state of urgency prevents delaying matters until the next Steering Committee Meeting, noting that he shall be obliged to report thereon at the next Steering Committee Meeting;
- He shall be in charge of the ASSOCIATION's assets and shall ensure safeguard thereof;
- He shall duly manage the Head Office;
- He shall duly comply with the annual budget of the ASSOCIATION;
- He shall recruit, in accordance with the current flow chart, all permanent or temporary staff. Concerning executives, prior consent from the Steering Committee is required;
- He may take any disciplinary measures with regard to any member of staff working under his orders, with the exception of the dismissal of executives, for which prior consent from the Steering Committee is required.

Outside of the ASSOCIATION, the Executive Secretary:

- shall conduct all analyses in an effort to efficiently boost the activities of the ASSOCIATION across the Continent;
- shall initiate fund-raising campaigns, specifically for the activities of the ASSOCIATION, to the intention of international financial institutions, whether or not on the African continent;
- may recruit, whenever necessary and depending on the available budget, experts as internal or external consultants of the ASSOCIATION. Upon completion of the services provided by such consultants, the conclusions shall be transmitted to the Steering Committee, before being circulated to the Members and interested external partners;

- shall transpose the decisions, resolutions and recommendations taken by the ASSOCIATION into plans and programmes;
- shall act as interface between the other bodies of the ASSOCIATION and external partners, notably the various energy initiatives in Africa (AFREC - African Energy Commission; NEPAD - New Partnership for Africa's Development; etc.), as well as on an international front (SE4ALL - Sustainable energy for all).
- shall duly monitor all activities of the ASSOCIATION and shall provide all information required by its Members and partners;
- shall initiate and manage the monitoring of cooperation relations with external Institutions and Bodies;
- shall conduct all action liable to promote the reputation of the ASSOCIATION in Africa and worldwide.

Article 8.3 Termination of the Duties of the Executive Secretary

The term of office of the Executive Secretary is for four years, renewable once.

Besides the normal contract expiry, such as indicated above, the Steering Committee may terminate the duties of the Executive Secretary under the following conditions:

- Resignation duly notified to the President. In this situation, however, termination of duties may only become effective upon expiry of six (6) months' notice, save in the case of force majeure;
- Prolonged absence or his unavailability, making it impossible for him to carry out his duties;
- Grosse misconduct during the exercise of his duties.

In the case of the Executive Secretary position becoming vacant, the recruitment procedure shall be launched by the Steering Committee for termination within (6) months. A person acting as Executive Secretary shall be appointed by the President after consultation with the Steering Committee, up until the new Executive Secretary comes into office. The interim period shall not exceed six (6) months.

Article 8.4 *(amended)* Status of the Executive Secretariat Staff

The Staff of the Executive Secretariat shall comprise both permanent and temporary staff, all with executive or auxiliary categories.

The permanent or temporary Staff working within the Executive Secretariat shall be subject to the status and category table approved by the Steering Committee, as well as to the Rules and Regulations of the country hosting the Head Office of the ASSOCIATION. The levels of staff employment, remuneration and discipline are set down by the Steering Committee, in accordance with the Laws of the host country. The Executive Secretary shall take due account of such criteria when recruiting staff.

The permanent staff is composed of two (2) executives (Communications Manager and Administrative & Financial Manager), in addition to the auxiliary staff (Executive Assistant, Chauffeur, Office Assistant, etc.).

The Administrative and Financial Manager shall act as Treasurer of the Association.

The temporary staff is recruited in accordance with the activities of the ASSOCIATION. It may comprise staff with executive status and/or staff with auxiliary status.

The auxiliary staff (permanent or temporary) shall be exclusively of the same nationality as the country hosting the Head Office.

Any recruitment of executives shall be the subject of a labour contract, signed by the Executive Secretary following prior consent from the Steering Committee.

For all other staff, the Executive Secretary is authorized to enter into and sign any employment contracts based on an employment-vacancy table.

Staff salaries shall be regularly adjusted on the same grounds as the adjustments applied by the Institutional Members of the country hosting the Head Office. Such condition is also valid for the Executive Secretary.

Any disciplinary action shall fall within the competency of the Executive Secretary.

TITLE IV – FINANCIAL MEASURES

Article 9. *(new) Statutory Auditors*

Article 9.1 *Article 9.1: Missions*

The Statutory Auditors is the body responsible for controlling the financial and patrimonial management of the Association. In this respect, it decides on the financial and patrimonial situation by means of a report before the Steering Committee and the General Assembly.

Article 9.2 *Article 9.2: Composition and selection of the Auditors*

The Statutory Auditors are composed of two (2) Auditors. Only Institutional Members, up-to-date in their membership fees, can apply for the position of Auditor. They are elected at the Ordinary General Assembly for a two (2) years term renewable once. They must have the skills required to carry out the audit operations.

Article 9.3 *Article 9.3: Operating*

Auditors' audits may be unannounced, partial or general. In the exercise of their duties, the Treasurer is in the obligation to submit the book of accounts and the accounting documents to them at their request and before any General Assembly.

Article 10. **Collection of financial resources**

The annual and exceptional subscription fees, as well as contributions deriving from the cooperation agreement entered into with the host-country Member, constitute the ASSOCIATION's internal resources. Such resources are collected based on the invoices or debit notes issued by the Executive Secretariat and sent to the Members.

Regarding external resources, the Executive Secretariat, having received consent from the President, shall send requests for finances, in the form of donations, to the partners concerned. In the case of acceptance, corresponding covenants and agreements shall be signed by the President of the ASSOCIATION.

Article 11. *(amended) Budget*

The budget of the ASSOCIATION is broken down into internal liabilities on the one hand, and temporary liabilities on the other:

- Internal liabilities correspond to the salaries for permanent staff, to the operating expenses for the Executive Secretariat and to the functioning of the ASSOCIATION's bodies. They are all covered by the internal resources of the ASSOCIATION.
- Temporary liabilities correspond to the activities conducted by the ASSOCIATION. They are covered by all other resources of the ASSOCIATION: grants, donations, legacies and any other revenue authorized by the Laws of the host country.

The Executive Secretary shall draw up a biennial budget, approved by the Steering Committee and presented by the President to the Ordinary General Meeting, wherein it is duly ratified. The biennial budget covers the two (2) years following said Ordinary General Meeting. Such budget constitutes the strategic financial working framework of CLUB-ER between two Ordinary General Meetings.

The second year following an Ordinary General Meeting, the Executive Secretary shall draw up a rectified annual budget, coherent with the biennial budget, and approved by the Steering Committee.

TITLE V - MISCELLANEOUS

Article 12. Candidacies and elections

Any Member applying for a position, open to all within the bodies of the ASSOCIATION (ad hoc commissions, working group, etc.), shall expressly file an application in writing to the Head Office after announcement thereof and prior to the candidacy closing date.

The position announcement and closing dates are fixed by the President of the ASSOCIATION upon proposal from the Executive Secretariat. Besides information regarding the Member applying for a position, the candidacy file should expressly comprise full details on the type of organization proposed by the Candidate, as well as the officers planned to undertake the tasks subject of the call for candidacy.

Eligible to apply are all Members regularly in order and fulfilling the conditions required and retained by the Steering Committee. The candidacy retained is chosen by the Steering Committee by means of voting, this being for a single member. Voting shall be valid upon achieving the absolute majority of all persons voting. Voting may be conducted, on the one hand, during a Steering Committee Meeting, in which case the votes are counted forthwith, or electronically on the other. The result, proclaimed by the President, may not be contested. In the case of an even score, the President shall have the casting vote.

Article 13. Decisions of the bodies

The decisions, resolutions and recommendations of the bodies of the ASSOCIATION are preferably made during meetings. Meetings may be held over the telephone (teleconferencing) or electronically (instant messaging).

In the case of an emergency, an extraordinary session of the relevant body may be convened by the President, notwithstanding the deadlines set down in a normal situation.

Moreover, concerning matters requiring prior consultations, any response to a body requesting an opinion should be filed within two weeks [fifteen days] from receipt of the written request. Failing that, the opinion is deemed as favourable.

Article 14. Theme encounters

In accordance with its object, the ASSOCIATION periodically organises encounters on the subject of rural electrification. The interval between such encounters shall be two (2) years at least. They are generally organized on the occasion of an Ordinary General Meeting.

Any Member of the ASSOCIATION may take part in the theme encounter, as well as any guests.

Organization of the encounter shall be supervised by a Commission that comprises, amongst others, the Executive Secretariat, one or several Institutional Members of the host country, as well as the Steering Committee. The Commission's remit is essentially to draw up the detailed schedule for the encounter, to define the rights and obligations bestowed upon the Institutional Member of the host country and to fix the rights for participation.

Article 15. Modifications of the rules and regulations

One or several clauses of the present Rules and Regulations of the Association may be amended, supplemented or withdrawn.

The initiative to propose an amendment falls to the Executive Secretariat, to the Steering Committee or to half of the Institutional Members. Any request for review should be sent to the President of the Association.

The Rules and Regulations of the ASSOCIATION may only be modified by decision of the Ordinary General Meeting, taken according to the majority of all Members voting.

All modifications should provide the date of entry into force.

Article 16. Adoption and entry into force

The present Rules and Regulation shall come into force after its adoption.

Amended Rules and Regulation Adopted in *Lusaka (Zambia)* on *September, 8th 2017*

For the Extraordinary General Meeting,

The President,

Geoffrey MUSONDA