

Solar Energy Association | Constitution

An unincorporated association for the promotion of solar & renewable energy in Bermuda

1. Name

The name of the group shall be **Solar Energy Association (“SEA”)**

2. Aims

The aims of SEA are:

- (i) the promotion of renewable energy as a cost effective energy option for affordable, inexhaustible and clean energy
- (ii) to conduct research, do advocacy work around issues and policies in the industry, to inform and influence decision makers and offer a membership program to help connect people within the field or who use renewable energy in their daily lives, in particular to lobby the Government of Bermuda, the Regulatory Authority of Bermuda and all energy producers;
- (iii) to champion the use of renewable energy through advocacy and education in the general public
- (iv) to be a source of information, influence and interconnection for the businesses that are involved in efficiency technologies and services and the users of such renewable energy.

For the purposes of these Aims, the term “renewable energy” shall include but not be limited to:

- solar energy (inclusive of photovoltaic and thermal technology), which shall be the principal focus of SEA in the initial phases of its existence
- wind energy
- hydro energy
- marine tide energy
- geothermal energy
- bio-energy
- energy storage; and
- any other appropriate renewable energy technology

3. Membership

Membership is open to anyone who:

- supports the aims of SEA

Solar Energy Association - Constitution

- has an interest in solar energy and other forms of renewable energy and believes in promoting its development within Bermuda
- any individual, group of individuals whether corporate or otherwise and whether interested as users of renewable energy or service providers thereof, commercial or non-commercial, for profit or otherwise

Membership will begin as soon as the membership form and first annual payment, if such payment has been determined, has been received.

There may be an annual membership fee which shall be agreed at the Annual General Meeting ("AGM") and will be payable by all members. Different rates of membership fee may be agreed to distinguish between users and service providers, as the membership may deem fit.

A list of all members will be kept by the membership secretary and be available for inspection by members.

Ceasing to be a member

A member may resign at any time in writing to the Secretary.

Any member who has not paid his membership fee, if levied, for one year will be contacted by the committee, who will then decide whether that member is deemed to have resigned.

Any offensive behaviour, including racist, sexist or inflammatory remarks will not be permitted. Anyone behaving in an offensive way or breaking any policy of SEA may be asked not attend further meetings or to resign from the group if an apology is not given or the behaviour is repeated. The individual concerned shall have the right to be heard by the committee, accompanied by a friend, before a decision is made by the committee, which shall be final. Any activity or public statements determined to be contrary to the furtherment or adoption of renewable energy shall be considered grounds for the committee to hear the case and, if recommended, ask the party to refrain attending further meetings or to resign from the group.

4. Officers and committee

The business of SEA will be carried out by a Committee elected at the Annual General Meeting.

The Committee will meet as necessary and not less than four times a year.

The Committee will consist of not less than four [4] members and shall strive to contain a representation of:

- **individual users** of renewable energy; and
- **service providers** of renewable energy services [*renewable energy contractors and suppliers*]

and may also include

Solar Energy Association - Constitution

- **providers of renewable energy** [*large scale energy producers*]

and be composed of the Officers and the balance of ordinary Committee members.

Additional members may be co-opted onto the Committee at the discretion of the Committee.

The Officers shall be

- A Chairman, who shall chair both general and committee meetings;
- A Deputy Chairman, who shall act in the absence of the Chairman;
- A Secretary, who shall be responsible for keeping records of members and meetings;
- A Treasurer, who shall be responsible for maintaining SEA's financial records.

To be eligible for an Officer position:

1. An individual cannot have a connection by either direct or indirect to the selling, installation or maintenance of renewable energy systems in Bermuda.
2. In the event that an Officer does establish a connection to the selling, installation or maintenance of renewable energy systems in Bermuda, an Officer must immediately disclose this relationship to the Officers and Committee and resign immediately from the position. The individual will then be allowed to be a member of the Association and can run for a position on the Committee.

In the event that any officer shall resign during the year the remaining Committee members may elect a successor from amongst themselves.

The Committee meetings will be open to any member of SEA wishing to attend, who may speak but not vote.

5. Meetings

5.1 Annual General Meetings

An Annual General Meeting (AGM) shall be held in every year and not more than fifteen (15) months after the previous AGM.

All members will be notified in writing at least fourteen (14) days before the date of the meeting, given the venue, date and time. It shall be open to the Secretary to utilise a publication in the daily Bermuda newspaper, or by e-mail, or similar electronic-messaging, or by mail.

Nominations for the Committee may be made by any member in good standing to the Secretary before the AGM or at the AGM.

The quorum for an AGM shall be 10% of the membership or 10 members, whichever is less. The chairman shall have two votes in the event of a tie.

Solar Energy Association - Constitution

At the AGM:

- the Committee will present a report (written or verbal) on the work of SEA over the year;
- the Committee will present the accounts of SEA for the previous year, if prepared;
- the Officers and Committee members for the next year will be elected; and
- any proposals given to the Secretary at least seven (7) days in advance of the meeting will be discussed.

5.2 Special General Meetings

The Secretary will call a Special General Meeting (“SGM”) at the request of the majority of the Committee or at least eight (8) other members giving a written request to the Chairman or Secretary stating the reason for the request.

The SGM will take place within seven (7) days of the request.

All members will be given seven (7) days’ notice of the SGM giving the venue, date and time and the agenda and notice may be given in the same manner as for the AGM in 5.1 above.

The quorum for an SGM will be 10% of the membership or 10 members, whichever is less. The chairman shall have two votes in the event of a tie.

5.3 General Meetings

General meetings are open to all members and will be held when called.

All members will be given fourteen (14) days’ notice of such a meeting, giving the venue, date, time and agenda and notice may be given in the same manner as for the AGM in 5.1 above.

There shall be no quorum for these General Meetings.

5.4 Committee Meetings

Committee meetings may be called for by the Chairman or the Secretary.

Committee members must receive notice at least five (5) days before the meeting.

The quorum for Committee meetings is three (3) Committee members.

In the absence of the Chairman and Deputy Chairman, an ordinary Committee member may take the chair for the purposes of the meeting concerned.

6. Rules of Procedure for meetings

All questions that arise at any meeting will be discussed openly and the meeting will seek to find general agreement that everyone present can agree to.

Solar Energy Association - Constitution

If a consensus cannot be reached a vote will be taken and a decision will be made by a simple majority of members present. If the number of votes cast on each side is equal, the Chairman of the meeting shall have an additional casting vote.

7. Finances and Accounting

Bank account: if determined beneficial an account will be maintained on behalf of SEA with a local bank in Bermuda (the "Bank") as shall be agreed by the Committee.

Three (3) authorised signatories shall be determined by the Committee, one of whom shall be the Treasurer. The signatories shall not be directly related to each other nor members of the same household.

All instructions to the Bank will be signed by two (2) of the signatories:

- For cheque payments, the signatories will sign the cheque;
- For other payments, such as cash withdrawals, debit card payments or cash payments, a requisition note shall be approved by the officers and signed by two (2) signatories and held by the Treasurer, except the payments under BD\$100 shall require one (1) signatory.

Records of income and expenditure will be maintained by the Treasurer and a financial statement provided as needed.

All funds raised by or on behalf of SEA are only to be used to further the aims of the group, as specified in Clause 2 of this Constitution.

8. Amendments to the Constitution

Amendments to the Constitution may only be made at either an AGM or SGM.

Any proposal to amend the Constitution must be given to the Secretary in writing. The proposed amendment must then be circulated with the Notice of such Meeting.

Any proposal to amend the Constitution will require a two-thirds (2/3) majority of those entitled to be present and entitled to vote.

9. Dissolution

If a meeting, by simple majority, decides that it is necessary to close down SEA it may call an SGM to do so. The sole business of that SGM will be to dissolve SEA.

If it is agreed to dissolve the group, all remaining money or other assets, once outstanding debts have been paid, will be donated to a local charitable organisation, the identity of which will be determined at the SGM which agrees the dissolution.

10. General Policy Statement

Solar Energy Association - Constitution

- (i) SEA and all its members shall be guided by best practice standards and shall pursue an open and transparent style of management of SEA with its members and the general public; and
- (ii) SEA believes in equal opportunities and will not discriminate against any person on the grounds of gender, race, ethnic or national origin, sexuality, disability, religious or political belief, marital status or age.

THIS CONSTITUTION was agreed at the inaugural General Meeting of SEA on:

Date: December 18, 2017

| | | |
|-----------------------|------------------------|------------------|
| Name: George Masters | Acting Chairman | Signature: _____ |
| Name: Peter Parker | Acting Deputy Chairman | Signature: _____ |
| Name: Kevin Gunther | Acting Treasurer | Signature: _____ |
| Name: Liam McKittrick | Acting Secretary | Signature: _____ |

Solar Energy Association - Constitution

Appendix: Solar Energy Association Membership Application

Name: _____

Address[residential or business address]: _____

Tel: Home _____ Mobile: _____ Work: _____

E-mail: _____ Facebook: _____ Twitter: _____

other social media: _____

Employment/ profession: _____

Interest in [Solar Justice Bermuda]

Renewable Energy User

Renewable Energy Service Provider

Renewable Energy Generator

Other (describe) _____

I confirm the details provided above and that I subscribe to the aims and objectives of [SEA].

Solar Energy Association - Constitution

I am willing and able to offer my assistance to [SEA] in the following ways:

I agree to pay the annual membership fee donation

Signature: _____

Date: _____