South African Photovoltaic Industry Association

THE SOUTH AFRICAN PHOTOVOLTAIC INDUSTRY ASSOCIATION
REGISTRATION NUMBER 129-644 NPO
(A registered non-profit organisation and approved in terms of Section 18A tax benefit **"SAPVIA"**)

ANNUAL GENERAL MEETING FACT SHEET

Date:	03 July 2025
Time:	14:30
Venue:	Melrose Arc, 17 The High Street

ARTICLE NO.	DETAIL
PERIODICITY	
11.1.1	The Management Committee shall convene at least 2 meetings of Members per annum ("**General Meetings**"), one of which shall be the annual general meeting ("**Annual General Meeting**").
11.1.2	The Management Committee may also, from time to time and as the need arises, convene: • Special General Meetings; and • informal meetings open to all Members and guests invited by the Management Committee.
GENERAL MEETINGS	

11.2.1	The Chairperson shall:
	• present, or cause to be presented, a report on audited financial statements and the operations of the Association to the Members and Participants;
	• provide opportunities for Members, in a session at which only Members are present, to
	  ○ determine the policies and strategic deliverables of the Management Committee; and
	  ○ debate and set organisational strategies and policies of the Association.

QUORUM	
11.2.2.1	A quorum at any General Meeting shall be 33.33% of Sponsors and Ordinary Members in good standing.
11.2.2.2	If a quorum is not present within 30 minutes from the time appointed for any meeting, the meeting shall be adjourned to a venue and time to be decided by the Management Committee. The Sponsors and Ordinary Members present in the latter meeting may, if they so decide and irrespective of their number, proceed with the business of original General Meeting as if a quorum were present.
PROCEDURE PRIOR TO GENERAL MEETINGS	
11.2.3.1	The Administrative Officer shall give at least 30 days' notice, in writing, of such meetings to each Member, which notice shall stipulate the date, location and the time of the relevant meeting and include documents setting out the business to be discussed or transacted including but not limited to: • provisional agendas for the meeting; • minutes of the previous General Meeting; • financial statements in respect of the previous financial year; • nomination forms for election of Commissioners to the Management Committee, which forms must include acceptance by nominees; • last dates for the receipt of nominations and motions; and • motion papers if required.
11.2.3.2	The Management Committee, or any fully paid-up Sponsor or Ordinary Member who is supported by another fully paid-up Sponsor or Ordinary Member may require the Administrative Officer to place on the General Meeting agenda, any motion or motions. Each requisition shall be made to the Administrative officer at least 3 weeks before the time appointed for the General Meeting.
11.2.3.3	The Administrative Officer shall send the final agenda ("**the Final Agenda**") including all proposed motions together with a list of all valid nominations for Management Committee Commissioners to all Members in terms of Article 11.2.3.1 above.

11.2.3.4	Submissions for resolutions must be received at least 3 weeks prior to the General Meetings.
11.2.3.5	If no General Meeting is summoned within 18 months of the last such meeting, then a General Meeting may be called by any 2 Sponsors or Ordinary Members in good standing, by advertisement in a newspaper with national circulation, giving not less than 30 days' notice of the time and place of the meeting. The General Meeting so called shall be a valid General Meeting for all purposes including the election of Commissioners.
PROCEEDINGS AT THE GENERAL MEETINGS	
11.2.4.1	Save as is otherwise provided for by this Constitution or by a direction given at any prior General Meeting, the proceedings at the General Meeting shall be chaired by Chairperson, and in his absence the Vice-Chairperson.
11.2.4.2	Other than in the case of a meeting convened in terms of article 11.2.3.5, in respect of which the restrictions detailed in this clause 11.2.4.2 shall not apply, meetings shall be confined to matters identified on the Final Agenda, and no resolution or specific matter of which notice has not been given shall be put to the vote at a General Meeting, provided that the Chairperson shall, in his discretion, have the right to permit any amendment of the wording of a resolution to be moved, despite no notice having been given of the intention to move such amendment.
11.2.4.3	The Administrative Officer shall take minutes of the proceedings at the General Meetings, which minutes shall be made available for inspection by the Members as soon as possible after the General Meeting.
11.2.4.4	The Management Committee shall consult the Sponsors and Ordinary Members and, where necessary, Associates during a General Meeting on any matters of substance.
REPRESENTATION AND VOTING AT GENERAL MEETINGS	
11.2.5.1	At every meeting: • a resolution put to the vote of the meeting shall be decided by Simple Majority on a show of hands unless a poll is demanded before or on the declaration of the result of the show of hands; and • all motions or matters on which a decision is to be taken shall be decided by show of hands and be reflected in the minutes of that General Meeting.
11.2.5.2	Unless the poll in article 11.2.5.1.1 is demanded, a declaration by the Chairperson that a resolution has been carried out or lost, or that a decision has been taken, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against such resolution or decision, as the case may be.
11.2.5.3	If the poll in article 11.2.5.1.1 is demanded: • it shall be taken in such manner as the Chairperson directs; • regard shall be had to the weighting of votes provided for in article 6.7 of this Constitution in computing the majority of the vote; • scrutineers shall be elected to declare the result of the poll; and • the scrutineers' decision shall be given by the Chairperson and shall be deemed to be the resolution of the meeting at which the poll is demanded.
11.2.5.4	If the Nominated Representative of a Member is present at any General Meeting, the Alternate Representative may attend the meeting and participate in the discussion but may not vote on behalf of the Member concerned.
11.2.5.5	Any person invited by the Management Committee to attend and take part in discussions at any General Meeting may do so, but shall have no right of voting.
11.2.5.6	Members shall, by Special Resolution, have the right to override and rescind any decision or resolution of the Managing Committee to the extent that rights and obligations have not already been obtained and undertaken by the Association arising out of the decision of the Managing Committee.
11.2.5.7	Unless this Constitution expressly requires Special Resolutions, all questions arising at meetings of Members shall be decided by a Simple Majority of votes.
11.2.5.8	If any Member, having been given notice, in writing, by the Administrative Officer of the amount of any fee due by such Member and the date on which such fee is payable, has failed to pay the amount concerned within 2 months of that date and the fee is still outstanding on the date for which any General Meeting of the Association is originally called, the representative of that Member shall not be entitled to attend or to take part in the proceedings of the meeting or any adjournment thereof and further, shall not be allowed to vote.
ANNUAL GENERAL MEETING	
11.3.1	There shall be an Annual General Meeting held on a date and at a venue to be determined by a resolution passed by Sponsors and Ordinary Members at a General Meeting.
11.3.2	In determining the date of the Annual General Meeting, the provisions of article 7.2.2.2.3 shall be taken into account, which provides as follows: • As far as possible, the end of the Commissioners' year-long term of office shall coincide with the Annual General Meeting of the Association.

OBSERVERS	
12.1	On request by Members or external entities, the Management Committee may invite the representative of private or public entities to attend General Meetings or Special General Meetings as observers ("**Observers**").
12.2	Observers shall have no voting powers but may be invited, by the Chairperson, to participate in or address the meetings.
MINUTES AND RECORDS	
13.1	Records of the correspondence and transactions of the Association shall be kept.
13.2	Minutes of the following meetings shall be kept: • General Meetings of the Association;
13.3	Minutes shall be made available for inspection by Members, Commissioners or committee members, as the case may be, as soon as possible after the applicable meeting.
NOTICES	
17.1	Any notices for all purposes of this Constitution shall be in writing.
17.2	Notice shall be deemed to have been received by the Member to whom it is addressed: • at the time of delivery if it is sent via facsimile or email, couriered or delivered by hand; and • on the 7th day following the posting in the Republic of South Africa, excluding the day on which it is posted.
APPOINTMENTS WITHIN THE MANAGEMENT COMMITTEE	
7.2.3.2.1	The Management Committee shall, from one of their number, elect: • a vice-chairperson (the "**Vice-Chairperson**"); and • a treasurer (the "**Treasurer**").
7.2.3.2.2	The persons mentioned in 7.2.3.2.1 shall be elected by way of a secret ballot and the appointments shall be decided by a Simple Majority of votes.

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