



ENERGY COUNCIL OF SOUTH AFRICA

MEMBERSHIP GUIDE

Date: 30 September 2022



TABLE OF CONTENTS

1. MEMBERSHIP CRITERIA.....	3
1.1 Delegation of Authority to the CEO.....	3
1.2 Membership criteria	3
1.3 Non-standard applications	4
2. LIMITATIONS	5
3. MEMBERSHIP CATEGORIES.....	5
4. MEMBERSHIP FEES	5
4.1 Fees payable by Founding Members	6
4.2 Fees payable by New Members	6
5. APPLICATION PROCESS	7
6. TERMS AND CONDITIONS	7
6.1 General	7
6.2 Membership Fees	7
6.3 Termination of Membership	8
6.4 Privacy and Data Protection	8
6.5 Waiting Period.....	8
6.6 Notices	8
7. ADDENDUM: APPLICATION FORM.....	9

1. MEMBERSHIP CRITERIA

The Energy Council (“Council”) of South Africa is a registered non-profit organisation and voluntary association. The Council strives to be inclusive and representative of business and associations across the energy value chain which are aligned to the objectives of the Council and are deemed to be in good standing (governance and compliance). As such the membership guiding principles should encourage broad representation of the sector and support the financial sustainability of the Council.

1.1 Delegation of Authority to the CEO

Subject to compliance with the Board approved membership criteria, the Council CEO may admit members from time to time. At each Board meeting an update of new applications, membership approvals and rejections, together with reasoning for the decision, will be provided to the Board.

1.2 Membership criteria

NO	QUALIFYING CRITERIA
(i)	Members may only be a company, a legal entity or association that actively participate in or have clear exposure and vested interest in the energy sector ¹ . <ul style="list-style-type: none"> • In this instance, companies refer to those with a turnover equal to, or exceeding R50 million for the preceding financial year; • Any company with a turnover of less than R50 million should preferably join via an association but can elect to join directly²; and • Where a company’s turnover is more than R50 million, it cannot join via an association.
(ii)	While no turnover threshold applies to associations, it should: <ul style="list-style-type: none"> • Be properly constituted by way of a constitution or memorandum of incorporation; • Have established governance structures in place; and • Must produce audited financial statements.
(iii)	Members must have or plan to have investments and/ or active participation in at least one of the priority areas of the Council.
(iv)	Members must be committed to advancing the objectives of the Council and subscribe to its mandatory code of ethical business conduct.
(v)	Members must have the capacity to finance their participation in the Council’s activities.
(vi)	Each member is bound by the Constitution of the Energy Council.
(vii)	Each prospective member must be considered to be in good standing (governance measure of “good standing” to be updated)

Applicants are not required to submit confidential and sensitive financial information directly to the Council but are encouraged to submit aggregated information, or to make use of the services of a

¹ ‘energy sector’ means the electricity*, liquid fuels, gas, hydrogen and emerging industries

² Smaller companies are encouraged to join via an industry/ business association.

third party (e.g. accounting or legal firm) to confirm its turnover/ revenue for the preceding financial year.

1.3 Non-standard applications

Non-standard applications refer to instances where the applicant is unable to meet the standard criteria, afford the standard membership fees, or may have made a special request e.g. reduced membership fee. It also allows for the inclusion of emerging energy companies and associations, including emerging black, women and youth-owned. For non-standard applications, the table below applies. In addition, only rules (iv) and (vi) highlighted in the original criteria for standard applications will apply (refer to initial table above).

Proposed amendment	Companies	Associations
Rules	<p>A prospective member must be able to:</p> <ul style="list-style-type: none"> • Demonstrate its active participation in the energy sector and how it will add value to the Council and its workstreams; • Demonstrate why it is unable to pay the prescribed membership fee; • Provide valid reasons why it is unable to join via an existing association. 	<p>An association must be able to:</p> <ul style="list-style-type: none"> • Demonstrate its active participation in the energy sector and how it will add value to the Council and its workstreams; • Demonstrate why it is unable to pay the prescribed membership fee.
Turnover threshold	<R50 million per annum	N/A
Fees payable	Remains the discretion of the Board and will be assessed on a case by case basis. The Board will consider the fee as a percentage of turnover, using a sliding scale ranging from 0 to 20% of its turnover or may at its discretion set the fee at a specific Rand value.	
Workstream participation	Yes, however, participation remains the discretion of the Board to avoid undue concentration of “non-standard” members in one workstream. A nomination process may also be initiated to manage the size of a workstream in order to maintain its effectiveness. The Board may also establish category or issue-specific working groups which could cater for emerging players e.g. Localisation Working Group or the Emerging Desk.	
Eligibility for Board representation	Yes, however, voting rights to be limited to one representative from a defined category/ group. The Board may also pass a resolution or provide guidelines in terms of the ideal composition of the Board, in line with its strategic objectives, prior to an Annual General Meeting.	

2. LIMITATIONS

The following entities are not allowed as members at this time, but may be consulted and/ or be considered for appointment to serve on an advisory panel or other structures of the Council:

- 2.1 Individuals
- 2.2 Government departments
- 2.3 Regulators
- 2.4 Non-governmental organisations (NGOs)
- 2.5 Academia
- 2.6 Professional Bodies
- 2.7 Consultants
- 2.8 Any other category that may be determined by the Board from time to time.

3. MEMBERSHIP CATEGORIES

Three membership categories, which may at any time be revised at the discretion of the Board, are available to applicants who wish to join the Council.

CATEGORY	BENEFITS
Category A	Energy providers, operators and/ or consumers
Category B	Business/ Industry Associations
Category C	Finance Institutions

The above categories qualify for full membership of the Council, whose benefits and obligations may include:

- Through election, be eligible for representation/ participation in the structures (workstreams and governance bodies) of the Council;
- Full voting rights;
- Attendance at events, preferential branding, networking, and secondment opportunities; and
- Any other appropriate benefits that may be determined by the Board from time to time.

4. MEMBERSHIP FEES

The Energy Council will be funded by donations and membership fees, which will be determined by the Board on an annual basis or any other frequency as the Board may deem appropriate.

The income and property of the Council shall be used solely for the promotion of its stated objectives. Membership fees are payable per the policy of the Council. Non-payment of membership fees will result in the Board suspending or terminating the member's membership of the Council.

Considerations for determining membership fees:

- a) Fees to cover the annual expenditure of the Council, including its investments and programmes;
- b) Minimum and maximum membership fees chargeable to be set by the Board;
- c) Fees will be determined a year in advance, save for factors that need to be considered during the establishment phase of the Council; and
- d) Fees in the initial phase will be based on the principle of equitable contribution by the founding members.

4.1 Fees payable by Founding Members

During the first period (initial 15 months), the quarterly budget will be divided equally amongst the number of founding members, using the formula below:

$$\text{Membership Fee} = \frac{\text{Quarterly Budget of the Energy Council}}{\text{Number of Founding Members}}$$

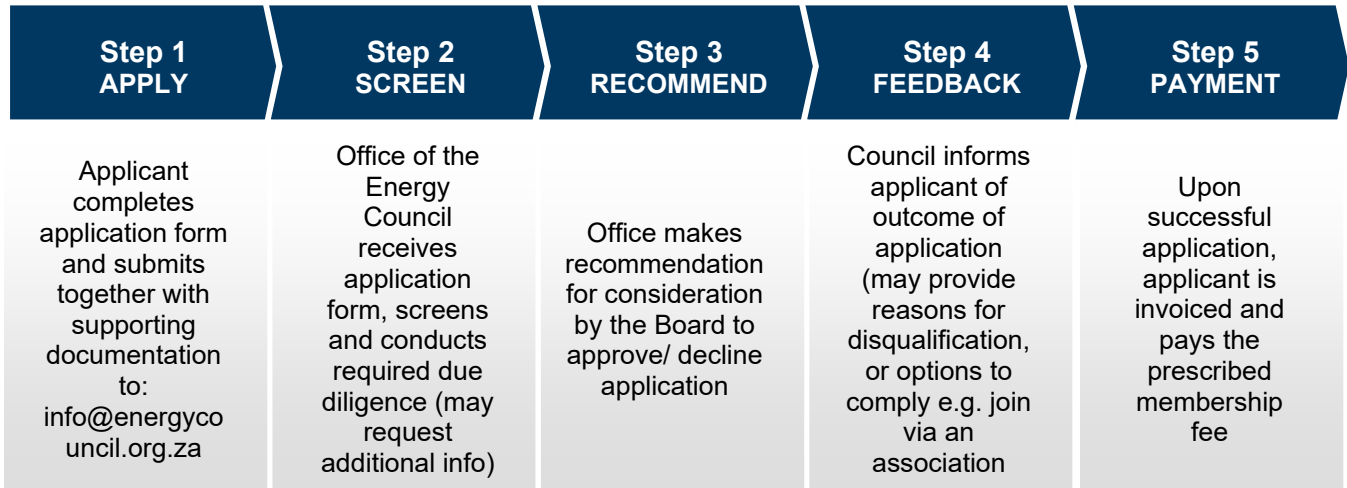
4.2 Fees payable by New Members

Applicant	Fees payable
Companies with a turnover equal to or more than R50 million	R500 000 per annum
Associations	R100 000 per annum
Note: Companies with a turnover of less than R50 million are to join via an association	

The Council may from time to time review the basis for determining its membership fees.

5. APPLICATION PROCESS

By signing and submitting the application form the applicant agrees to abide by the Council's constitution, policies and rules.



6. TERMS AND CONDITIONS

6.1 General

- a) By signing the application form the applicant agrees to abide by the Council's constitution, policies, procedures, and rules.
- b) The person signing the application form warrants that (s)he is authorised to do so on behalf of the member applicant and that the information provided in the application form is accurate, true, correct, and complete.
- c) The Council has the right, in its sole discretion, to refuse any application for membership without being required to provide any reasons for its decision to do so.
- d) Membership is automatically renewed at the end of each membership year, unless cancelled during the relevant membership year by way of written notice by either party or otherwise terminated in terms of these standard terms and conditions. However, a termination notice period of three months will apply.

6.2 Membership Fees

- a) Membership fees are payable annually or quarterly in advance and are non-refundable.
- b) Membership fees for new applicants are payable upon confirmation/ approval of membership and will be apportioned depending on the date of joining the Council.
- c) Membership fees must be paid by the due date as determined by the Board.

- d) Membership fees for the upcoming membership years will not be due if membership is terminated.
- e) If the member fails to pay their membership fees as set out above, the Council has the right to suspend member privileges until the debt is settled and/ or to terminate the member's membership.
- f) For the avoidance of doubt, termination of membership does not relieve the member of the obligation to settle outstanding debts to the Council.

6.3 Termination of Membership

- a) Memberships for the relevant membership year can be terminated by either party by way of written notice.
- b) Where termination is initiated by a member, a termination notice period of three months will apply.
- c) All legal costs, including costs as between attorney and own client, charges and disbursements incurred by the Council in enforcing any of the provisions of these terms and conditions and costs and disbursements incurred in collecting and endeavouring to collect all or any amounts payable in terms of these terms and conditions and all collection commissions, and all other fees and charges of a like nature, shall be for the account of the member and shall be payable on demand.

6.4 Privacy and Data Protection

The member understands and agrees that their personal information (including contact details, identity numbers and other information provided by the member on their application form) may be processed by the Council from time to time for the purposes of communicating with members, managing the allocation of members to appropriate categories of membership and other management purposes. The member consents to the Council processing their personal information for the purposes set out above.

6.5 Waiting Period

In the case of members who have resigned or have been suspended or have had their membership revoked, the Council may, at its sole discretion, invoke a waiting period before the member can be re-admitted to membership. This waiting period shall typically be twice the number of years by which the member's subscriptions were in arrears at the time of their resignation, suspension, or revocation. Settlement of membership fees in arrears at the time of application for re-admission will reduce the waiting period proportionately.

6.6 Notices

The parties choose, for the purposes of any notices required under these terms and conditions, the following addresses:

- a) The Energy Council of South Africa: info@energycouncil.org.za
- b) Applicant: The email address shown on the application form.

7. ADDENDUM: APPLICATION FORM

A. GENERAL INFORMATION	
Type of Applicant	Company/ Association/ Finance Institution
Organisation Name	
Core business	
Postal Address	
Physical Address	
CIPC Registration Number	
VAT number	
Telephone Number	
Website	
Name of Chief Executive Officer (CEO)	
CEO contact number	
Name and Position of Applicant	
Contact number of Applicant	
Email address of Applicant	
Number of members/employees	
B. MEMBERSHIP	
Are you currently playing an active and significant role in South Africa's Energy Sector? Elaborate.	YES/NO Elaborate
Does your turnover/ revenue for the last financial year (R) equal or exceed R50 million?	YES/NO
Do you currently have investments or programs in any of the following or other workstreams relevant to the energy sector?	Choose: Power YES/NO Storage YES/NO Gas YES/NO Hydrogen YES/NO Liquid Fuels YES/NO Sustainable Fuels YES/NO Funding YES/NO Just Transition YES/NO
Indicate the potential working group you will be interested in participating in	Choose: Power YES/NO Storage YES/NO Gas YES/NO Hydrogen YES/NO Liquid Fuels YES/NO Sustainable Fuels YES/NO Funding YES/NO Just Transition YES/NO
C. DECLARATION	
I have read, understood and accept the membership terms and conditions and agree to abide by the Constitution, policies, procedures and rules of the Energy Council	YES/NO

<p>We agree to pay the annually prescribed membership fees, as determined by the Council</p>	<p>YES/NO</p>	
<p>Documents to attach/ submit</p>	<p>Companies: Vision, Mission, Strategic Objectives OR a brief description of your entity's operations/activities Financials (Note: You are not required to submit confidential and sensitive financial information directly to the Energy Council but are encouraged to submit aggregated information or to make use of the services of a third party (e.g. accounting or legal firm) to confirm your turnover/ revenue for the last financial year)</p>	<p>Associations: Vision, Mission, Strategic Objectives OR a brief description of your entity's operations/activities Copy of your Constitution/MOI Audited Financial Statements</p>
<p>I hereby confirm that we meet all the criteria and that all information submitted is true and correct</p>	<p>Name:</p> <p>Signature:</p> <p>Date:</p>	