



ENERGY COUNCIL OF SOUTH AFRICA

MEMBERSHIP GUIDE

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1. DOCUMENT CONTROL

Version	Board approved/ revision date	Author	Reviewer	Summary of change
Original	03 Feb 2022	J Messiah	M Mitchelson	<ul style="list-style-type: none"> Original membership guide.
V1.1	08 Apr 2022	J Messiah	M Mitchelson	<ul style="list-style-type: none"> Membership limited to energy sector. Companies – R50 mil turnover threshold for prospective members instead of R200 mil. Associations – no turnover threshold, but rather specific set of criteria.
V1.2	08 Jun 2022	J Messiah	M Mitchelson	<ul style="list-style-type: none"> Delete the word “Development” in the definition of financial institutions to include commercial banks and similar entities.
V1.2	31 Aug 2022	J Messiah	M Mitchelson	<ul style="list-style-type: none"> Include emerging energy companies and associations incl. black, women, and youth-owned companies. Delegate authority to two Board members i.e., Chairperson and CEO to in between Board meetings approve membership applications on behalf of the Board.
V1.3	03 Feb 2023	S Biddulph	J Mackay	<ul style="list-style-type: none"> Companies – add a mid-tier enterprise membership category.
V1.3	14 Jul 2023	S Biddulph	J Mackay	<ul style="list-style-type: none"> Include service/ equipment providers as members. Associations – 50% discount in membership fees until FY26.
V1.4	27 Feb 2024	S Biddulph	J Mackay	<ul style="list-style-type: none"> Update the membership guide with the FY25 membership fees. Delete the calculation of Founding member contributions in FY22 – FY23.

2. 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 Council and are deemed to be in good standing (governance and compliance). As such the membership guiding principles should encourage broad representation of the energy sector and support the financial sustainability of

Council.

2.1 Delegation of Authority

Subject to compliance with the Board approved membership criteria, the Board delegated authority is to two Board members, being the Chairperson, or in the absence of the Chairperson any other Board member, and the Chief Executive Officer (“CEO”) to in between Board meetings consider and, as appropriate, approve membership applications on behalf of the Board. 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.

2.2 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 as default refer to large corporates who qualifies for full membership; and/or • Mid-tier enterprises as defined in the Revised Schedule 1 of the National Definition of Small Enterprise in South Africa, gazetted in March 2019, with a revenue of less than R180 million per annum for the preceding financial year; • Smaller companies² with a turnover of less than R50 million should preferably join via an association but can elect to join directly; 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 Council and subscribe to its mandatory code of ethical business conduct.
(v)	Members must have the capacity to finance their participation in Council’s activities.
(vi)	Each member is bound by the Memorandum of Incorporation (“MOI”) of the Energy Council.
(vii)	Each prospective member must be considered to be in good standing as evidenced by the absence of adverse media coverage, politically exposed persons at executive level, or ongoing adverse legal proceedings. Should such evidence be found in relation to a prospective member, it will be at the Board’s discretion to review and approve the member application.

Applicants are not required to submit confidential and sensitive financial information directly to 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 its turnover/ revenue for the preceding financial

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.

year.

2.3 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., a reduced membership fee. It also allows for the inclusion of mid-tier³ enterprises, emerging energy companies and associations, including emerging black, women and youth-owned. For non-standard applications, the table below applies, in addition to rules (iii) to (vii) above in the original criteria for standard applications (refer to the initial table above).

Amendment from standard criteria	Companies	Associations
Rules	<p>A prospective company 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 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>A prospective association 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 Council and its workstreams; • Demonstrate why it is unable to pay the prescribed membership fee.
Turnover threshold	R50 million per annum, but can elect to join directly	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.	
Committee/ Workstream participation	Yes, however, participation remains the discretion of the Board to avoid undue concentration of “non-standard” members in one committee/ workstream. A nomination process may also be initiated to manage the size of a committee/ workstream in order to maintain its effectiveness. The Board may also establish category or issue-specific working groups, which could cater for emerging players.	
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.	

³ Mid-tier enterprises as defined in the Revised Schedule 1 of the National Definition of Small Enterprise in South Africa, gazetted in March 2019.

3. LIMITATIONS

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

- 3.1 Individuals
- 3.2 Government departments
- 3.3 Regulators
- 3.4 Non-governmental organisations (NGOs)
- 3.5 Academia
- 3.6 Professional bodies
- 3.7 Consultants
- 3.8 Any other category that may be determined by the Board from time to time.

4. 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 Council.

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

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

- Through election, be eligible for representation/ participation in the structures (workstreams and governance bodies) of Council;
- Full voting rights (CEOs at Board level);
- 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.

5. MEMBERSHIP FEES

The Energy Council will be funded by membership fees which will be determined by the Board on an annual basis or any other frequency as the Board may deem appropriate. Other forms of income may include donations, sponsorships etc., to be dealt with on an ad-hoc basis, and quarterly reported to the Board as part of Council's management account statements.

The income and property of 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 Council.

Considerations for determining membership fees:

- Fees to cover the annual expenditure of Council, including its investments and programmes;
- Minimum and maximum membership fees chargeable to be set by the Board;
- Annual inflationary escalation will as a minimum apply to membership fees;
- Fees will be determined a year in advance; and
- Fees in the initial phase (FY22 – FY23) were based on the principle of equitable contribution by the founding members.

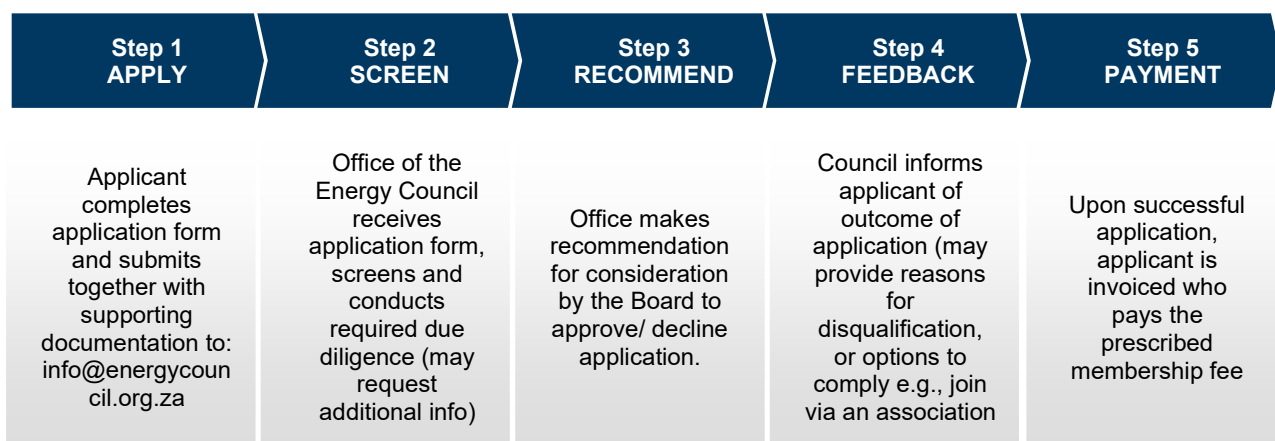
5.1 Fees payable by members for FY25

Applicant	Fees payable (inflationary escalated)
<ul style="list-style-type: none"> • Large corporates, qualifying for full membership (default option). 	<ul style="list-style-type: none"> • R556 500 per annum.
<ul style="list-style-type: none"> • Mid-tier enterprises, as defined in the Revised Schedule 1 of the National Definition of Small Enterprise in South Africa, gazetted in March 2019, with a revenue of less than R180 million per annum. 	<ul style="list-style-type: none"> • R333 900 per annum.
<ul style="list-style-type: none"> • Associations 	<ul style="list-style-type: none"> • R111 300 per annum. • However, the Board approved on 14 July 2023 a 50% membership fee discount for associations for a period of three years up to the end of FY26
<ul style="list-style-type: none"> • Note: Smaller companies with a turnover of less than R50 million are to join via an association. 	

Membership fees are approved by the Board and Council may from time to time review the basis for determining its membership fees.

6. APPLICATION PROCESS

By signing and submitting the application form the applicant agrees to abide by Council's memorandum of incorporation, policies, procedures and rules.



7. TERMS AND CONDITIONS

7.1 General

- By signing the application form the applicant agrees to abide by Council's MOI, policies, procedures, and rules.
- 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.
- 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.
- 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.

7.2 Membership Fees

- Membership fees are payable annually or quarterly in advance and are non-refundable.
- Membership fees for new applicants are payable upon confirmation/ approval of membership and will be apportioned depending on the date of joining Council.
- Membership fees must be paid by the due date as determined by the Board.
- Membership fees for the upcoming membership years will not be due if membership is terminated.
- If the member fails to pay their membership fees as set out above, Council has the right to suspend member privileges until the debt is settled and or to terminate the member's membership.
- For the avoidance of doubt, termination of membership does not relieve the member of the obligation to settle outstanding debts to Council.

7.3 Termination of Membership

- Memberships for the relevant membership year can be terminated by either party by way of written notice.
- Where termination is initiated by a member, a termination notice period of three months will apply.
- All legal costs, including costs as between attorney and own client, charges and disbursements incurred by 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.

7.4 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 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 Council processing their personal information for the purposes set out above.

7.5 Waiting Period

In the case of members who have resigned or have been suspended or have had their membership revoked, 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.

7.6 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 on the application form.

8. ADDENDUM: MEMBER APPLICATION FORM

A. GENERAL INFORMATION	
Type of Applicant	Large corporate / Mid-tier enterprise / Association
Organisation name	
Sector as per Standard Industrial Classification	
Core business description	
Postal address	
Physical address	
CIPC Registration number	
VAT number	
Telephone number	
Website	
Name of CEO	
CEO's contact number and email address	
Name of Key Official representative	
Key Official's contact number and email address	
Name of Communications contact	
Communications contact's number and email address	
Name and position of Applicant	
Applicant's contact number and email address	
Turnover in last financial year	
Number of employees / members	
B. MEMBERSHIP	
Are you currently playing an active and significant role in South Africa's energy sector? Elaborate.	YES/NO Elaborate
Do you qualify to be seen as a mid-tier enterprise as defined in the Revised Schedule 1 of the National Definition of Small Enterprise in South Africa, as gazetted in March 2019? Motivate.	YES/NO Motivate
Full corporate membership will, as default, apply with it benefits and fee, unless chosen differently. Please indicate member option if chosen differently.	Full corporate membership / Mid-tier enterprise membership / Association membership

<p>Do you currently have investments or programs in any of the following or other workstreams relevant to the energy sector? Please indicate.</p>	<p>Choose: Energy Transition Strategy Just Energy Transition & Industrialisation Investment and Finance Policy and Regulatory Power Liquid Fuels Natural Gas Green Hydrogen</p>	<p>YES/ NO YES/ NO YES/ NO YES/ NO YES/ NO YES/ NO YES/ NO YES/ NO</p>
<p>Indicate the potential Standing Committee/ working group you will be interested in participating in.</p>	<p>Choose: Energy Transition Strategy Just Energy Transition & Industrialisation Investment and Finance Policy and Regulatory Power Liquid Fuels Natural Gas Green Hydrogen</p>	<p>YES/ NO YES/ NO YES/ NO YES/ NO YES/ NO YES/ NO YES/ NO YES/ NO</p>
C. DECLARATION		
<p>I have read, understood, and accept the membership terms and conditions and agree to abide by the Memorandum of Incorporation, policies, procedures, and rules of the Energy Council.</p>	YES/NO	
<p>I have read the Energy Council Code of Conduct and confirm compliance thereto.</p>	YES/NO	
<p>We agree to pay the annually prescribed membership fees, as determined by the Energy Council Board.</p>	YES/NO	
<p>Documents to attach to/ submit with the application:</p>	<p>Companies: 1. Vision, Mission, Strategic Objectives, OR a brief description of your entity's operations/ activities; and 2. 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: 1. Vision, Mission, Strategic Objectives, OR a brief description of your entity's operations/ activities; and 2. 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: Signature: Date:</p>	