



## Association Statutes, effective as of February 2014

*None legally binding translation of the statutes of Seac*

### 1. Name, Headquarters

The Association will be administered under the name  
SEAC – Solar Energy Association Cambodia.  
Level 9, Phnom Penh Tower,  
No. 445, Monivong Blvd (St 93/232),  
Sangkat Boeung Pralit, Khan 7 Makara,  
Phnom Penh, Cambodia (Hereafter referred to in short as: — Seac)

Its headquarters will be located in Phnom Penh and will be listed in the register of associations at the Ministry of Interior of Cambodia.

### 2. Purpose of the Association

- 2.1. Support and represent firms that manufacture, plan, operate and install solar energy systems and components of solar energy technology in their own endeavours, in particular:
- 2.2. To advance the interests of the solar industry in the political decision-making process, framework conditions that promote the use of solar energy.
- 2.3. To carry out targeted publicity work through collective informational exhibits at industry fairs, conferences and exhibitions as well as advertising cooperation and public relations efforts.
- 2.4. To coordinate technology and market research activities in the use and application of solar, specifically in Cambodia context.
- 2.5. To share relevant regulations and technical and scientific publications.
- 2.6. To create opportunities for cooperative purchasing and supplier associations.
- 2.7. To collaborate in the creation of regulations and standards in the field of solar energy, regarding quality and safety.
- 2.8. To cooperate with technical institutes/training centres in high quality/relevant and up to date training curriculums.

### 3. Fair competition

- 3.1. The association is committed to fair competition in the solar market.

### 4. Non for profit.

- 4.1. The association is an interest group. The association does not intend to make a profit, and neither profit shares nor other benefits from the association's assets are allocated to the membership, neither during the existence of the association nor after its disbandment. Any excess funds are used for charter purposes only.

### 5. Cooperation.

- 5.1. The association works together with other national and international renewable energy associations, research associations and research institutions.

### 6. Business Year

- 6.1. The business year is the calendar year. The first business year is a short business year; it ends on 31 December of the year in which the association was founded and listed in the register of associations.

### 7. Membership

- 7.1. The association is comprised of full members and associate members.
- 7.2. Active Cambodian Registered business firms whose field of interest serves to support and spread the use of all forms of solar energy may become full members.



- 7.3. Institutions, private persons or foreign registered business firms, who endorse the objectives of the association, may become associate members. Associate members do not have the right to vote.
- 7.4. Membership may only be granted upon application. The applications must be addressed to the directorate of the association, in written form at least - The directorate of the association shall decide upon the application for membership through a resolution. After approval by the directorate of the application, admission into the association shall become effective upon receiving membership dues. (See article 9)
- 7.5. Each member shall provide the association with – in-sofar as applicable – their current address, telephone numbers and e-mail address. With this information, the association can, in accordance with statutory regulations, supply legally binding declarations and conduct business until the respective member notifies the association of changes or until changes are otherwise made known to the association.
- 7.6. Each member shall also provide a copy of company registration at MOI, and a VAT and patent certificate

## 8. Termination of Membership

- 8.1. Every member may notify the directorate of the termination of their membership with the association, with a notification period of three months prior to the end of the business year (notification of termination). The declaration must be delivered to the association at its head-quarters in the form of a registered letter. The determining factor in establishing the period of notification is the date of postmark. The notification of termination may be revoked with the consent of the directorate, provided that the termination has not yet been implemented. Revocation and consent must be made at least in written form.
- 8.2. Members may be requested to be excluded by another member or at the recommendation of the directorate. Justifiable grounds for exclusion include:
  - 8.2.1. When a member has fallen behind in the payment of membership fees or other payment obligations relating to membership for a period of more than six months,
  - 8.2.2. When a member of the association deliberately significantly harms the reputation of the association or one of its members in the public sphere,
  - 8.2.3. Significantly impedes the association in its activities
- 8.3. The assembly of members shall determine the exclusion of membership through a majority of votes cast, not including invalid votes or abstentions, whereby the member in question shall not have a vote. The resolution is to be justified and recorded for protocol along-side the justification. The resolution, along with its justification, shall be made known to the member in question
- 8.4. Membership ends automatically – without the need for termination or exclusion – as soon as the assets of a member are subject to insolvency proceedings or the initiation of insolvency proceedings are dismissed due to insufficient funds.

## 9. Membership Fees, Cost Allocation

- 9.1. Annual fees are levied on the members of the association. The annual dues agreed upon in annual general meeting.
- 9.2. Annual Fees Shall be paid at start of the business year. (1<sup>st</sup> of January of each year)
- 9.3. For the financing of special projects, fees may be levied. These contributions are discussed by the assembly case by case.
- 9.4. A member's right to vote shall be suspended in the case of outstanding payments owed to the association.

## 10. Directorate

- 10.1. The directorate of the association shall be comprised of at least 3 persons, Chair, treasurer and secretary. A resolution, to be passed by the member assembly, shall determine who the 1st members of the directorate shall be.
- 10.2. Each member of the directorate has a vote. The directorate shall pass its resolutions based on a majority vote of the directorate members who are present for the passing of each resolution. The following topics are decided upon with a 2/3 majority of all acting members of the directorate.
  - 10.2.1. Calling for the passing of a resolution through members within or outside of the member assemblies,
  - 10.2.2. The acceptance of members into the association,
  - 10.2.3. Matters of the main office regarding the manner and extent of operations delegated to the main office, the appointment or dismissal of executive directors, the delegation of duties and the location of the office,
  - 10.2.4. Propose the budgetary plan for each business year, with the exception of supplementary budgeting.
- 10.3. The association shall be represented in public functions collectively by at least two members of the directorate.
- 10.4. Members of the directorate shall be elected by the members of the association to serve a term of one year.
- 10.5. It is to be taken into careful consideration that all members represented by the association are properly represented in the formation of the directorate.
- 10.6. Voting shall take place anonymously. Those who receive the majority of votes present, not including invalid votes or abstentions, shall be considered elected. In the case that more candidates stand to be elected than positions are available, he or she who receives the majority (compared to his or her fellow candidates) of the votes present, not including invalid votes or abstentions, wins the election.
- 10.7. Re-election once is allowed.
- 10.8. The elected member of the directorate shall remain in office until a new member is elected to his or her position, unless the elected member chooses to exercise his or her right to resign from office, which is applicable at all times.



- 10.9.** A member of the directorate may resign from his or her office by issuing a statement to the other members of the directorate. This statement must be delivered in at least written form Insofar as no other member of the directorate holds office alongside the resigning member of the directorate at the time of submission of resignation, an explanation of the resignation shall be provided to the members of the association or to the members of the directorate.

## 11. Jurisdiction of the Directorate, Delegation of Authority

- 11.1. The directorate is responsible for all matters of the association provided that the statutes do not assign specific concerns to other bodies within the association. This pertains in particular to, but is not limited to:
- 11.1.1. The preparation and calling for the passing of resolutions by members of the association to gather with the creation of orders of business,
  - 11.1.2. The passing of resolutions concerning the acceptance of members into the association,
  - 11.1.3. The creation of the budget; accounting for and taxation of the association, the creation of annual activity reports.
  - 11.1.4. Insofar as is permitted by law, the directorate shall delegate the current operations to the office, which shall be presided over by a maximum of two competent, authorized executive directors. The execution of the delegated operations is regulated by bylaws, provided that the directorate has had them drawn up.

## 12. Panels

- 12.1.** The directorate may form panels for technical questions or special projects. The directorate shall appoint a number of members to the panels as is necessary. The panels may be composed of members of the association, members of the directorate or third party experts. The panels shall act as advisory committees to the directorate. The directorate may appoint bylaws for each panel.

## 13. Technical and Working Groups

- 13.1. The directorate/Executive directors, in its entirety, have the right to create technical and working groups and to stipulate their tasks. This right also applies to the executive directors in respect to their respective areas of responsibility.
- 13.2. Subject to the approval of the entire directorate as well as of the respective executive director, the group shall elect a maximum of two spokespersons. An executive director may also be elected as a spokesperson. The election of a spokesperson or of spokespersons shall take place at least every two years. The spokesperson or spokespersons shall develop a plan of action to be executed by the working or technical groups. The results of the groups' work shall be reported regularly to the respective executive director, as well as upon his or her request, or shall be presented to the directorate or at the member assembly upon request of the entire directorate.

## 14. Membership Assembly

- 14.1. The activities of the association shall be arranged, in-so far as they are not the responsibility of the directorate of the association or the association's head office, through the passing of a resolution by the members of the association.
- 14.2. A full member assembly shall take place at least once per calendar year. Additional member assemblies shall take place as is necessary in the interest of the association, or when ten percent of the members of the as-association request the calling of such a meeting and submit this request in written form to the directorate, along with the purpose of and justification for this meeting.

## 15. Calling of General Meetings

- 15.1. Membership assemblies shall be called by the directorate of the association along with the release of information concerning the order of business and items for resolution.
- 15.2. The calling of a meeting can occur in one of the following manners or a combination of those:
- 15.2.1. By way of an informal letter
  - 15.2.2. In written form
  - 15.2.3. Through an announcement in a Cambodian newspaper or by electronic message.
- 15.3. The meeting must be called with two weeks' notice. The two-week notice period begins:
- 15.3.1. With the release of an informal letter in the mail or through another courier service, or
  - 15.3.2. With the submission of the formulated call for a meeting in written form, or
  - 15.3.3. On the day on which the electronic invitation is published in a Cambodian newspaper or passed as an electronic message.

- 15.3.4.** All calls for meetings shall be published on the website of the association.



## 16. Passing of Resolutions by Members of the Association

- 16.1. The passing of resolutions by members of the association shall take place, as a rule, at the member assembly. As long as ten percent of the members are not opposed, resolutions may be decided upon outside of the member assembly either in writing, verbally or in written form.
- 16.2. In the case that resolutions are passed outside of member assemblies, not the votes of those eligible members who are present shall be binding, but rather the votes of all eligible members who have been called upon to vote and who are participating in the passing of the resolution. Furthermore, regulations concerning the passing of resolutions at member assemblies also apply to the passing of resolutions outside of an as-assembly. With the call for the passing of a resolution, the directorate shall announce further details concerning the procedure for the passing of the resolution out-side of the member assembly, with respect to time periods for consideration, acquisition of votes, the counting of the votes and the announcement of the voting results
- 16.3. Abstentions are not taken under consideration when determining a majority vote.
- 16.4. Every member company will get one vote.
- 16.5. The submission of votes in written form is also permitted at member assemblies. In accordance with the registration of the association in the register of associations, the transfer of voting rights may take place only under the following condition: The executive management of a firm may only authorize employees of that firm to participate in a member assembly or the passing of a resolution outside of a member assembly, and may authorize this member with the right to vote. At the request of the directorate of the association, powers of attorney must be submitted with the other documents, at least in written form, for verification of their validity before the passing of a resolution. In order to ensure that votes have been submitted only by eligible members or by authorized representatives of members, the directorate may decree additional formalities to this end.
- 16.6. In order to pass a resolution that results in the alteration of the purpose of the association or of any of its statutes, a three-fourths majority of all submitted valid and non-abstained votes is necessary.
- 16.7. All resolutions are to be recorded in protocol. In order to guarantee legality of its contents, the protocol shall be signed by the Chairman/executive officer of the directorate or by the officiator of the member assembly. The protocol shall be made available to all members of the association at the latest one month after the recorded passage of the resolution, as of the day on which the recorded resolution was formulated as specified by its designation or its date. The announcement shall be made with the interpretation of the protocol made in the form of favourable review at the association's office. The interpretation shall be made in the form laid out in the terms for calling membership meetings.
- 16.8. Objections to the form and or content of a resolution shall be brought to the directorate of the association in written form within a month of its announcement. Objections submitted after this time period does not qualify as substantive law. In the case that the directorate fails to redress the objection, the objecting member may make an appeal for judicial legal review within one month after announcement of the decision to not re-dress. Objections to the decision to not to redress cease to qualify as substantive law with the expiration of the time period of one month.

## 17. Procedure for Member Meetings

- 17.1. Member meetings shall be conducted and recorded in protocol by the executive officers of the directorate of the association. In the case that none of the aforementioned members of the directorate are available, the members of the meeting shall choose an officiator at the beginning of the meeting through a majority of submitted votes, not including invalid votes or abstentions.
- 17.2. The officiator of the meeting may disclose the protocol of the meeting in whole or in part to a third party, who does not have to be a member of the association, or the officiator may request the participation of such a third party. (3) After the election of the officiator, votes shall be cast, as a rule, by the raising of the hand. An exception is the election of the directorate, which shall take place by an anonymous vote. If at least ten percent of the members in attendance so request, a vote over an issue other than the election of the directorate must also be carried out anonymously