



ARTICLES OF ASSOCIATION

ASSOCIAÇÃO MOÇAMBICANA DE ENERGIAS RENOVÁVEIS – AMER **(MOZAMBIKAN RENEWABLE ENERGY ASSOCIATION)**

CHAPTER ONE

DENOMINATION, NATURE, HEADQUARTERS AND OBJECT

Article One **(Denomination)**

An Association which adopts the name of ASSOCIAÇÃO MOÇAMBICANA DE ENERGIAS RENOVÁVEIS (*MOZAMBIKAN RENEWABLE ENERGY ASSOCIATION*), abbreviated as AMER, is hereby established under the terms of the law and these articles of association.

Article Two **(Nature)**

1. AMER is a non-profit legal person under private law, established for an indefinite period of time, with legal personality and administrative, financial and patrimonial autonomy.
2. AMER may associate or adhere to national or international associations provided that these associations do not pursue purposes contrary to its own.

Article Three **(Registered Office)**

1. AMER has its headquarters in Maputo City, Zimbabwe Ave., No 1536.
2. On resolution by the General Assembly, the headquarters may be transferred to another location, and delegations or other forms of representation may be established in other parts of the national territory.

Article Four **(Object)**

1. AMER has as its object the coordination, representation and defence of the common interests of its Members, constituting an instrument of participation in the awareness and dissemination of the use and valorization of natural renewable energy resources for the sustainable development of Mozambique;
2. In the pursuit of its object, AMER shall act as interlocutor with the political, economic and social decision-making bodies, as well as any other national bodies or groups;
3. In pursuance of its object, AMER, through the Executive Board, shall develop its activity with any public or private, national or foreign entities, and may, namely:
 - a) Promote the collection, treatment and dissemination of information relevant to the renewable energy sector;
 - b) Promote the elaboration of researches, studies and projects of interest for the renewable energy sector;
 - c) Convening meetings and organising technical, economic and scientific events;
 - d) To promote legal and technical follow-up in the sectors where AMER is able to do so;
 - e) To support official organisms and other entities, elaborating recommendations and proposing the adoption of measures with relevance to the sector;



- f) Be affiliated to national or international associations and federations (not compulsory);
- g) To raise funds for the pursuit of the activities it proposes to carry out, as well as for projects of the Associates;
- h) Rendering services related to the object of the Association (not compulsory); and
- i) Carrying out any other activities which, in general, appear to be connected, related or necessary to the pursuit of its proposed purposes.

CHAPTER TWO

TYPE OF MEMBERS AND CONDITIONS FOR ADMISSION

Article Five (Members)

1. Individuals, over the age of 18, and collective persons may be members, provided that the requirements foreseen in the present articles of association and in AMER's Internal Regulations are met.
2. There are three categories of members, namely:
 - a) Permanent;
 - b) Supporters and
 - c) Honorary members.
3. Permanent Members are those who, in addition to the other requirements established in the present articles of association and in the Internal Regulations, are interested in actively participating in AMER's functioning and who apply for this membership category, making their application upon payment of the corresponding subscription fee and due, under the terms of the Internal Regulations.
4. By deliberation of the General Assembly, subcategories of Permanent Members may be created, to be defined in the Internal Regulations.
5. Supporting Members are those that, besides other requirements established in the articles of association and Internal Regulations, are interested in participating actively in AMER's operation and apply to that category of Members, contributing voluntarily to AMER's activities in terms to be defined by AMER's Executive Board.
6. Honorary Members are those who, having rendered relevant services to AMER and/or to the society or renewable energies sector, identify themselves with AMER's objectives, and are considered as such by resolution of the General Assembly upon proposal of the Executive Board.
7. The collective persons will always be represented by a proxy for the purposes of attendance at meetings and/or exercise of other Membership rights and duties.

Article Six (Institutional Partners)

1. The Association may have Institutional Partners, namely Mozambican institutions with responsibility over the renewable energy sector and/or responsible for the development and implementation of plans, strategies, legislation, regulations and projects of the energy sector in Mozambique.
2. According to its object, AMER will seek to work together with its Institutional Partners, offering its support and acting as an intermediary between them and its Members.
3. Institutional Partners may be invited to participate in the meetings of AMER's Governing Bodies, in working groups and, in general, in any of AMER's activities. However, they shall not be considered as Members nor have the same Rights, including the right to vote, and no conflict of interest may be alleged in relation to them.



Article Seven (Admission)

1. Permanent Members are admitted upon registration followed by approval by the Executive Board and payment of subscription fees and membership dues.
2. Supporting Members are admitted upon application or invitation by the Executive Board, along with a proposal of what will be their voluntary contribution to AMER's activities, followed by approval by the Executive Board in accordance with the terms to be established in the Internal Regulations.
3. Honorary Members are admitted upon invitation by the Executive Board and approval by the General Assembly under the terms of the Internal Regulations.
4. Any Member may request the Executive Board to change its category of Member, subject to approval by the General Assembly, and after approval is subject to the payment of subscription fee, dues or other charges relating to the new category of Member.

Article Eight (Members' Rights)

AMER Members, shall enjoy the following rights:

- (a) To elect and be elected to the managing bodies;
- b) To participate and vote in the General Assemblies, except for the Supporting and Honorary Members that can only attend;
- c) To request the convening of a General Assembly, in accordance with the articles of association;
- d) To examine the books, reports, accounts and other documents upon written request and sent at least 8 (eight) days in advance;
- e) To follow and be informed of AMER's regular activity;
- f) Participate in work groups organized by AMER;
- g) Communicate to the Executive Board any occurrences that it considers violate the duties consigned in the present articles of association.

Article Nine (Duties and Obligations)

The following are duties of the Members:

- a) Comply with and enforce the Articles of Association and other internal Regulations, as well as the resolutions of Governing Bodies;
- b) To attend the General Assemblies and meetings to which they are summoned;
- c) Promptly pay the dues, except for those Members who are exempt from the payment of dues, and contribute to other charges regularly approved.
- d) Communicate to AMER their identification information and any changes thereto;
- e) Contribute to the pursuit of AMER's purposes.
- f) Perform with zeal, dedication and efficiency the positions to which they are elected.

Article Ten (Termination and Suspension of Membership)



1. The following imply the loss of Membership:

- a) Resignation, by means of a letter addressed to the Executive Board;
- b) Failure to pay the dues or other pecuniary payments, under the terms of what is established in Article Twenty Seven
- c) Suspension of registration for a period exceeding 3 years;
- d) The death, extinction or substantial change of the determining reason for admission as a member;
- e) The provision of false statements or omission in matters determinant for admission;
- f) Resolution of the General Assembly, preceded by a hearing of the interested party that ensures his or her right of defence, when his or her behaviour:
 - i. Affects the prestige of AMER;
 - ii. Impedes the fulfilment of validly assumed commitments, or the achievement of AMER's object;
 - iii. Acts against AMER's interests, or harms or is likely to harm AMER's prestige and good performance;
 - iv. Seriously and repeatedly violates its duties as a member.

3. The communication of loss of membership in the cases of paragraphs b), c) and e), will be made by means of a signed letter sent by regular or electronic mail by the President of the Executive Board.

4. Any Member may suspend its membership for one year, renewable annually for an equal period, but such suspension shall not last for more than 3 years.

5. Suspension must be communicated by means of a letter addressed to the Chairman of the Executive Board, sent by ordinary or electronic mail.

6. During the suspension period, the Member shall lose his or her Rights and Duties and Obligations, namely the payment of the membership fee due.

7. The suspended Member may, at any time within the 3-year period, request that the suspension be revoked, and shall only pay the membership fee due from that moment onwards. If the request is made after the 3-year period, such request shall be considered as a new subscription, and the Member must pay a new subscription fee, if any.

8. The Member who, by any means, ceases to belong to AMER does not have the right to reimbursement of any amounts that he or she may have paid as an subscription fee, dues or other regularly approved amounts due in respect of the period during which he or she remained a member.

9. The renunciation or loss of membership by another means does not preclude the liability of the member for the payment of any amounts due in respect of the period during which the relationship with AMER was maintained.

CHAPTER THREE CORPORATE BODIES

Article Eleven (General Principles)

1. AMER's Corporate Bodies:

- a) The General Assembly;
- b) The Executive Board;
- c) The Board of Auditors or Single Auditor;
- d) The Advisory Council;

2. The members of AMER's Corporate Bodies shall be elected for four (4) year terms of office and may be re-elected under the terms foreseen in the Internal Regulations.



3. The functions of the members of the Governing Bodies shall start upon taking office and shall last until their successors take office;
4. Unless otherwise resolved by the General Assembly, all positions in Governing Bodies shall be exercised without the right to remuneration, without prejudice to the right to reimbursement of expenses incurred in the service of or in representation of AMER.

SECTION ONE GENERAL ASSEMBLY

Article Twelve (Composition and Operation)

1. AMER's General Assembly is constituted by all Members in full possession of their rights;
2. The work of the General Assembly is directed by a board composed of a Chairperson, a Vice-Chair and a Secretary.

Article Thirteen (Competencies)

It is the General Assembly's duty, by means of proposals presented to it by the Members or by any of the Governing Bodies

- a) Define the general guidelines for AMER's actions;
- b) To approve the admission of Honorary Members proposed by the Executive Board;
- c) To approve the change of the Member category proposed by the Executive Board;
- d) To elect and dismiss the members of AMER's Governing Bodies;
- e) To analyse and approve the activities and accounts report and the annual activities and budget plan in the first quarter of each year, respectively
- f) Approve extra charges for the Members to finance studies and projects for the pursuance of AMER's object;
- g) To approve and amend the Internal Regulations concerning the quality of Members, admission fees and dues;
- h) To approve any amendment to the Articles of Association;
- i) Resolve on any other matter submitted by the Executive Board or arising from the Articles of Association or regulations in force;
- j) Authorize AMER to sue members of the Governing Bodies for facts practiced in the exercise of their functions;
- k) Establish the remuneration of the members of the Governing Bodies when, under the terms of the law or of these Articles of Association, such remuneration should take place;
- l) Deliberate on the dissolution, extension and extinction of AMER.



Article Fourteen (Meetings and summons)

1. The General Assembly shall meet ordinarily once a year in the first quarter of each year to examine the Report and Accounts of the previous year and the Plan of Activities and Budget for the current year, respectively, presented by the Executive Board and convened by the latter.
2. The General Assembly meets extraordinarily whenever requested by the Executive Board or by Members claiming a legitimate purpose and whose votes correspond to one fifth of the Members with voting rights.
3. The General Assembly is convened by the Chairperson of the Bureau, with at least 15 days notice, which may be reduced to 7 days in the case of extraordinary sessions, upon written communication to the Members, stating the day, time, place of the meeting and the agenda;
4. The General Assembly may meet with no prior formalities if all Members are present, or are represented by other Members, by means of written communication for this purpose addressed to the Chairperson of the Board of the General Assembly, and expressing the wish for the Assembly to be convened and to resolve on a specific matter.

Article Fifteen (Quorum)

1. The quorum required for the General Assembly to function and to validly resolve is half of the total number of AMER Members with voting rights;
2. If, at the time of opening the General Assembly, the minimum number of Members required in the preceding paragraph is not present or represented, the meeting may begin thirty minutes after the time stated in the notice of the meeting, regardless of the number of Members present.

Article Sixteen (Votes and forms of resolution)

1. Resolutions of the General Assembly shall be taken by an absolute majority of the votes of the Members present or represented, subject to the quorum for the meeting;
2. Resolutions on matters referred to in paragraphs (f), (h), (i) and (j) of Article Thirteen shall be taken by a qualified majority of three quarters of the votes of AMER Members;
3. Resolutions on the matters referred to in sub-paragraph b) of Article Thirteen shall be taken by direct and secret ballot;
4. Postal voting is permitted;
5. Each member shall be entitled to one vote on each matter on which a vote is required.

SECTION TWO THE EXECUTIVE BOARD

Article Seventeen (Composition and Operation)



1. The day-to-day management of AMER will be delegated to an Executive Board comprising an uneven number of AMER Members elected by the General Assembly, at least 3 and at most 7 for a period of four years, who may be re-elected in whole or in part;
2. The Executive Board among its members will have a Chairperson and Directors with responsibilities to be defined in the terms defined in the Internal Regulations;
3. The Chairperson will be elected annually from among the members of the Executive Board, being able to be re-elected, being that he/she loses the right to vote while exercising this function;
4. At least two thirds of the members of the Executive Board must be full Members;
5. For the Executive Board to be validly constituted, it is sufficient that the majority of its members are present;
6. The Executive Board may hire a secretariat that will have executive functions and will also serve to ensure continuity between terms of office, under the terms defined in the Internal Regulations.

Article Eighteen (Competences and binding powers)

1. AMER's administration and its representation before third parties are the responsibility of the Executive Board, which is responsible for performing all necessary or convenient acts for the accomplishment of the statutory object and for executing the resolutions validly taken at the General Assembly;
2. It is also the responsibility of the Executive Board:
 - a) To annually elect its Chairperson among the Members that comprise it, in the first annual meeting of the Executive Board;
 - b) To define AMER's organic structure, including the Directors' areas of responsibility;
 - c) Comply with the law, statutes and deliberations of the General Assembly and ensure their fulfilment;
 - d) Represent AMER judicially and extra-judicially;
 - e) Administer AMER's assets and authorize the signing of agreements, conventions, contracts, financing and loans;
 - f) To prepare the report and accounts, the annual plan of activities of AMER and the respective budget of expenses and incomes, and submit them for approval by the General Assembly;
 - g) To be informed and to decide on the candidacies of new Members;
 - h) To hire and manage the secretariat;
 - i) To propose and submit to the General Assembly the formation of the Advisory Council;
 - j) To propose and submit to the General Assembly the admission of honorary members;
 - k) To propose and submit to the General Assembly a change in the category of Members;
 - l) Approving membership of unions, associations, federations or confederations;
 - m) To propose and submit to the General Assembly the dismissal of the members of the Executive Board.
3. AMER shall be bound by the signature of two of the members of the Executive Board, only one signature being sufficient for acts of ordinary business.

Article Nineteen (Meetings and summons)

The Executive Board meets ordinarily at least four times a year and extraordinarily whenever necessary, always when convened by the Chairperson on his own initiative or at the request of at least two Directors.

Article Twenty (Votes and forms of resolution)



1. Decisions of the Executive Board shall be adopted by a simple majority of votes of the members present or represented;
2. The Executive Board shall be deemed validly constituted when the majority of its members are present or represented.
3. The Chairperson is entitled to a casting vote.

Article Twenty One (Resignation and dismissal)

1. Any member of the Executive Board may, at any time, resign his or her position by means of a letter addressed to the Chairperson of the Board.
2. The Members may resolve at a General Assembly to dismiss the members of the Executive Board on the proposal of the Executive Board or of one third of the Members.
3. Whenever a member of the Executive Board resigns or is removed from office at a General Assembly, it is the responsibility of the Executive Board to appoint a Member to replace them temporarily until the next election at a General Assembly.

SECTION THREE AUDITING COMMITTEE OR SINGLE AUDITOR

Article Twenty Two (Composition and Operation)

1. AMER's activities will be supervised by an Auditing Committee or a Single Auditor for a term of four years, which may be re-elected;
2. The Auditing Board is composed of a Chairperson, and two members or secretaries elected by the General Assembly;
3. The Auditing Committee meets at least once a year.
4. Third parties who are not AMER Members may be elected as members of the Auditing Committee or as Single Auditor;
5. The position of member of the Auditing Committee or of Single Auditor is incompatible with the exercise of any position in another corporate body of AMER.

Article Twenty Three (Competencies)

In addition to those resulting from the law, the Auditing Committee or Single Auditor shall have the following responsibilities:

- a) Supervising the acts of the Executive Board and verifying their conformity with the Articles of Association and the law;
- b) To issue an opinion on the annual Report, Accounts, Plan of Activities and Budget of the Executive Board;
- c) To attend or to be represented by one of its members at the Board meetings, whenever it deems convenient;

SECTION FOUR



ADVISORY COUNCIL

Article Twenty Four (Composition and Operation)

The Advisory Council is a body appointed by the General Assembly upon proposal by the Board of Directors, whose members may be Members or non-members.

Article Twenty Five (Competencies)

The Advisory Council is summoned whenever and only when the Board feels it is justified, and should act as a consultative body to the Board, whether advising it on the activities plan or supporting the Board in the pursuit of AMER's objectives.

CHAPTER FOUR MISCELLANEOUS PROVISIONS

Article Twenty Six (Revenue)

1. AMER's revenues are of an ordinary and extraordinary nature and result from:
 - (a) Proceeds from admission fees, dues or extraordinary contributions from the Members;
 - b) Interest resulting from bank deposits;
 - c) Subsidies granted by public and private entities, and national or foreign non-governmental organizations (NGOs);
 - d) The income from any activities organized by the Association, namely conferences, workshops and other various events
 - e) Revenue from the sale and commercialization of promotional material and publications pertaining to the purposes of the Association
 - f) The donations, sponsorship and funding of which it is the beneficiary;
 - g) Any goods that it may acquire through purchase, donation, inheritance or legacy;
 - h) Any other revenues that it may receive in accordance with the law;
2. All revenues shall be described in detail in the report and accounts which shall be available for consultation by Members.

Article Twenty Seven (Membership Fees)

1. Each permanent member shall pay a membership fee to cover operational costs as well as the costs resulting from the pursuit of AMER's purposes;
2. The membership fees shall be paid annually and mature on the date of the Member's enrollment with AMER.
3. The secretariat shall communicate to each Member the amount of its annual membership fee within 15 days after its due date;
4. Members must pay their fees within 30 days after the communication referred to in the preceding number;



5. If Members fail to make payment within 60 days of the due date, the Executive Board shall send a notice requesting payment within 30 days. If the Members do not make the payment after the stipulated period, they will lose the category of Member under the terms of Article Ten;
6. The provisions of the preceding number shall not apply if the Member has expressed an interest in suspending their membership under the terms of Article Ten.

Article Twenty Eight (Subscription Fee)

1. All Permanent Members must pay the respective subscription fee when registering.
2. Suspended Members who request the termination of their suspension for a maximum period of 3 years, under the terms of Article Ten, shall be exempt from the payment of a subscription fee; otherwise, the request for termination of suspension shall be considered as a new registration and implies the payment of a subscription fee.

Article Twenty Nine (Internal Regulation)

The Executive Board should draw up internal regulations which should be approved by the General Assembly and then communicated to all Members.

Article Thirty (Dissolution)

1. AMER shall be dissolved, with the effects contemplated by law, in the following cases:
 - (a) By dissolution by resolution of the General Assembly, specially convened for the purpose, adopted by a majority of three quarters of the Members existing on the date;
 - b) By loss of all its Members;
 - c) By judicial decision, under the terms of the law;
2. In the event of AMER's dissolution, the General Assembly shall resolve on the destination of its assets.

CHAPTER FIVE (MISCELLANEOUS AND TRANSITIONAL PROVISIONS)

Article Thirty One

Cases not covered by these Articles of Association shall be resolved in accordance with the regime established in the law on associations and in other pertinent legislation.