



SWH-MANCOSA

SOLAR WATER HEATING MANUFACTURERS CLUSTER OF SOUTH AFRICA

Solar Water Heating Manufacturers Cluster Of South Africa

9 Ninth Avenue, Northmead, South Africa

Tel: +27 (11) 849 7388

swh-mancosa@saceec.com

<http://www.saceec.com/swh-mancosa>

CONSTITUTION

(Draft 02: 14 August 2014)

1. **Name:**

The name of the Cluster shall be:

SOLAR WATER HEATING MANUFACTURER'S CLUSTER OF SOUTH AFRICA, hereinafter referred to as **SWH-MANCOSA**

2. **Definitions and Terms:**

- **"Cluster"** means the SWH-MANCOSA
- **"Applicant"** means a company that is applying to become, or has been invited to become, a member of SWH-MANCOSA
- **"Company"** means a registered limited liability company, close corporation, partnership or sole proprietor that is registered under all applicable laws in the Republic of South Africa
- **"Solar Water Heating"** means a system used in either residential dwellings or on commercially operated sites, for the heating of water using solar technology
- **"Local"** means within the borders of the Republic of South Africa
- **"Member"** means a member of the Cluster who is actively engaged in the local manufacturing of solar water heating systems, or in the local manufacturing of components used to create a solar water heating system
- **"Manufacture"** means the production of solar water heating systems or components thereof, from purchase of locally manufactured parts, including castings and forgings, to complete product. This excludes the assembly of imported final machined components
- **"Industry"** means the industry in which the members are engaged in the design and manufacture of solar water heating systems or components thereof, in the Republic of South Africa



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3. **Objectives of the Cluster:**

- Promote the growth of the local industry
- Promote local employment in the industry for job creation
- Promote the interests of the members with Government Organizations
- Promote free and fair competition amongst the members
- Seek representation on technical committees to advise Government and other stakeholders about product specifications
- Engage with Government regarding issues of designation, concessions and compliance
- Develop the recognition amongst internal and external stakeholders that SWH-MANCOSA is a reliable and credible brand

4. **Eligibility and Application for Membership:**

- Any employer engaged in the design and manufacture of solar water heating systems or components thereof, operating within the boundaries of the Republic of South Africa, shall be eligible for membership of the Cluster. These members must comply with the prevailing Government Designation of local manufacturing content (70% as at August 2014)
- Companies assembling imported machined parts will not be classed as manufacturers and will therefore not be eligible for membership
- Application for membership shall be made on an "Application Form" as prescribed by the Cluster, and accompanied by the requisite joining fee, and shall be lodged with the Chairman or his designate
- Applications shall be considered strictly on the basis of the applicant meeting the local manufacturing requirements, and on the basis of the applicant complying and adhering to the objectives as set forth in Clause 3

5. **Membership:**

- All candidates for membership shall be interviewed by the Chairman or by his designate, to establish the candidate's bona fides in respect of that portion of his/her business which is devoted to the manufacture of solar water heating systems or to the components thereof
- Candidates shall be admitted to membership by a majority vote of the members of the Cluster at its next quarterly meeting, after the Cluster receives the report of the interview with the applicant
- An applicant that is refused membership shall be provided with reasons for such refusal, and shall have the right to appeal to the next quarterly meeting of members
- Joining fees and membership fees shall become due and payable on acceptance of membership
- Any member who has resigned or been expelled and who is still engaged in the activity set forth in Clause 4, may be re-admitted to membership on such conditions as applicable to a new member plus such conditions as the Chairman or his designate may recommend to the Cluster
- Members shall conduct their business in accordance with generally accepted ethical standards, and at no time shall a member bring the name of the Cluster into disrepute
- Every member shall notify the Chairman or his designate, in writing (via email), of his/ her postal address or to any change thereof within fourteen days of the date of change



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6. **Meetings:**

- A meeting will be convened every 2 years to elect a Chairman of the Cluster
- The current Chairman may be eligible for re-election
- Members meetings are to be held at least three (3) times per annum

7. **Quorum, Votes and Proceedings at meetings:**

- Not less than [50% + 1] members in good standing shall form a quorum
- Outcomes where voting is necessary, will be decided by majority vote
Proxy votes will only be considered if communicated (in writing) by the member to the Chairman or his designate, in advance of the voting process
- Questions arising for decision at any such meeting shall, unless otherwise provided herein, be decided by majority vote or by a show of hands or motion duly seconded, or by ballot should the meeting so decide
- In the instance of an election, the candidates up to the required number having received the highest number of votes, will be declared elected
- In the instance of an equality of votes, the Chairman shall have the casting vote in addition to his/her deliberative vote
- In the event that decisions need to be taken outside of the scheduled meetings, and where voting may be necessary for such decisions to be actioned, such voting will be accepted via email from the members to the Chairman or his designate
- The hosting of meetings shall be preceded by notice to all members
- No member shall be regarded in good standing, nor have the right to vote, nor be entitled to any of the benefits of membership, if the member's subscription and/or any fees due has been unpaid for a period exceeding three (3) months
- The Chairperson, or in his/her absence, the appointed designate, shall preside over the meetings. In the event that both the Chairperson and his designate are absent, the members present shall elect an Acting Chairperson
- In the event of a quorum not being present, the matter to be voted on, shall be carried forward to the next meeting
- All matters shall be decided on motion
- Minutes shall be scribed at each meeting. The minutes of the previous meeting shall be approved
- All members shall be entitled to be represented at each meeting of the Cluster by a maximum of two (2) persons representing that member
- Every member of the Cluster, who is in good standing, shall be entitled to exercise one vote at meetings of the Cluster. Such vote may be exercised by the representative nominated as above



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8. Resignations:

- No pro-rata refunds of subscriptions and/or of any fees already paid by a member, shall be repaid by the Cluster to that member in the event of the member resigning or being expelled from the Cluster

9. Removal of Office Bearers:

- An office bearer may be removed from office if he or she infringes any provision of this constitution or acts in a manner that is detrimental to the interests of the Cluster or to its members

10. Discipline:

- Members may vote to expel another member if the defaulting member:
 - Is more than three (3) months in arrears with subscriptions
 - Has committed any breach of the Constitution or bye-law of the Cluster
 - Has brought the name of the Cluster into disrepute
 - Has not attended three consecutive meetings, either in person or by proxy
- Depending on the reasons for expulsion, the defaulting member may be afforded a time-frame of upto three (3) months to rectify the alleged default

11. Subscription Fees:

- The annual Subscription Fee is R5 000.00 for the first year
- The calendar period for the first year is: 01 July 2014 to 30 June 2015
- An additional Joining Fee will be determined for Year 2, for all new members
- Future increases will be determined by the cluster members



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DECLARATION:

(Please print in Upper Case)

I,

_____ (full name), in my capacity as

_____ (full job title), of the company

_____ (full name of employer),

do hereby confirm that I am duly authorized to represent my employer and its shareholders as a member of SWH-MANCOSA, and that with my signature below, I hereby agree to abide by and comply with every aspect of the SWH-MANCOSA Constitution

Signed without prejudice:

Signature:

Date:

Under the
auspices
of SACEEC

