CONSTITUTION

Article 1: Name

1.1 The Association of the Electricity Supply Industry of East Asia and the Western Pacific (hereinafter called the “Association”) is a non-governmental organization within the area of East Asia and the Western Pacific (hereinafter called the “Area”).

Article 2: Objectives

2.1 The objectives of the Association are:

2.1.1 To bring together and to foster co-operation and the exchange of expertise and technology between organizations which are responsible for anyone or more of the functions of generation, transmission and distribution of electricity for public use (hereinafter called the “Electricity Supply Industry”) in the countries or, exceptionally, otherwise qualified geographical regions (as defined by the Council, and hereinafter called the “Regions”) within the Area.

2.1.2 To study problems at regional level, the solutions of which are likely to contribute to the development of the Electricity Supply Industry in the Area.

2.1.3 To sponsor meetings, conferences, seminars and the like on matters of regional interest relevant to the Electricity Supply Industry of the Area, and in particular to hold periodic Regional Conferences on such matters.

2.1.4 To co-operate with international, regional, government and non-governmental organizations in matters, which are likely to contribute to the development of the Electricity Supply in the Area.

2.1.5 To encourage, as may be desired from, time to time, the participation in its activities of organizations and individuals whose activities are closely related to the Electricity Supply Industry in the Area.

2.2 The Association shall not become engaged in the internal affairs of its members and shall not concern itself with activities of a political, ideological, or trade union nature.
**Article 3: Membership**

3.1 The membership of the Association shall consist of:

3.1.1 Honorary Fellows

3.1.2 Members

3.1.3 Associate Members (Organisations)

3.1.4 Associate Members (Individuals)

3.1.5 Affiliate Members

3.2 The Council may, at its absolute discretion, appoint as Honorary Fellow a person who has made a significant contribution to the objectives of the Association. Appointment as Honorary Fellow does not thereby confer to the person appointed any right nor imposes on him any obligation.

3.3 Those eligible to become Full Members include:

3.3.1 Organisations significantly engaged in generating and/or transmitting or providing or administering or distributing electricity supply in a country or region within the area, as determined by the Council; and

3.3.2 Associations of organisation, which represent all or most of the organisations responsible for providing the power supply in any country or region within the area.

3.4 Those eligible to become Associate Members include:

3.4.1 Professional individuals and professional organisations whose interests are connected with the electricity supply industry of the area; and

3.4.2 Organizations as listed in the schedule and whose authorized representatives have signed the document of formation, shall become the Founder Members of the Association. Other organisations, associations of organisations and individuals may be admitted to membership from time to time in accordance with the provisions of this constitution.

**Schedule of Founder Members of the Association:**

1. The Electricity Supply Association of Australia;
2. The Mackay Electricity Board, Australia;
3. China Light & Power Co. Ltd, Hong Kong SAR;
4. The Hong Kong Electric Co. Ltd, Hong Kong SAR;
5. Perusahaan Umum Listrik Negara, Indonesia;
6. The National Electricity Board, Malaysian (presently known as Tenaga Nasional Berhad, Malaysia);
7. Papua New Guinea Electricity Commission, Papua New Guinea;
8. National Power Corporation, Philippines;
9. Public Utilities Board, Singapore; and
10. Electricity Generating Authority of Thailand, Thailand

3.5 Those eligible to become Affiliate Members are non-profit entities including non-government organisations, educational or research institutions, like associations and non-profit Corporations.

**Article 4: Organization**

4.1 The Organization of the Association shall comprise:

4.1.1 Council
4.1.2 General Assembly;
4.1.3 Executive Committee;
4.1.4 Secretariat; and
4.1.5 Committees and Specialized Divisions.

4.2 The supreme governing body of the Association shall be the Council. Between meetings of the Council, the affairs of the Association shall be administered by the Executive Committee in accordance with the policies laid down by the Council.

**Article 5: Council**

5.1 The Council shall consist of one national/regional representative from each country or region, and the name by which each country or region is known in AESIEAP shall be defined by the Council based on international practices. The representative shall be a Full Member and those countries or regions that have more than one Full Member shall select from among themselves a representative for that country or region on the Council. Council members shall hold office until the election of the succeeding Council at the next General Assembly, but shall be eligible for re-election.

5.2 Each meeting of the Council shall have a quorum consisting of at least half of the Council Members serving on the date of the meeting. A Council Member can vote in person or by proxy, provided that the proxy to vote for a Council Member shall be acted by other member who comes from the same country or region of a Council Member and the notice of proxy shall be given in writing to the Secretary General not later than ten (10) days before the Council Meeting.
5.3 In any one meeting of the Council, each Council Member shall be entitled to only one vote. The President shall have a casting vote.

5.4 The Council shall:

5.4.1 Elect the President, Vice-President and other members of the Executive Committee;

5.4.2 Appoint the Secretary General, Honorary Treasurer and the Auditor;

5.4.3 Consider and decide upon applications for membership and resignations;

5.4.4 Consider proposals submitted by the General Assembly or by Full Members;

5.4.5 Review the programme of activities and approve the budget;

5.4.6 Determine the annual subscription of the members of the Association, which shall be the same for all members of the same category;

5.4.7 Fix the date and venue of the next Conference and the General Assembly;

5.4.8 Appoint any committee or any specialised divisions that it may deem necessary for the conduct and administration of the Association;

5.4.9 Review the work carried out by the committees and specialised divisions of the Association;

5.4.10 Examine and accept the Association’s annual audited statement of accounts; and

5.4.11 Consider proposed amendments to the Constitution and adopt those it approves.

5.5 The Council shall meet as frequently as necessary and not less than once between successive general assemblies.

5.6 In between meetings of the Council, decisions of the Council may be obtained by the postal ballot except on matters concerning the Constitution and termination of membership.

5.7 An Extraordinary Meeting of Council may be requested by a simple majority of Council members by giving written notice of such a request to the Secretary General. The notice shall include the resolution(s) to be considered. The Secretary General shall convene an extraordinary meeting to be held within two months of receipt of the notice. The quorum for an extraordinary meeting of the Council shall be not less than two thirds of the Council members serving on the date of the meeting.
Article 6: General Assembly

6.1 A meeting of members in General Assembly convened by the Secretary General shall be held to coincide in time and place with each Conference. The General Assembly shall consider the report of the Council on its activities following the previous General Assembly and may be by simple majority propose for the consideration of Council any matter relevant to the objectives of the Association. The General Assembly shall have no power of direction.

Article 7: President, Immediate Past President And Vice-President

7.1 A President and one Vice-President shall be elected by the Council from amongst its Council members.

7.2 The President shall hold office until the end of the next General Assembly, when he shall assume the office of Immediate Past President, which he shall hold until the end of the next following General Assembly. If he is unable to serve, Council shall appoint an Immediate Past President from amongst the number of Past Presidents.

7.3 The Vice-President shall hold office until the end of the next General Assembly.

7.4 The President and the Vice-President shall be from different countries or regions.

7.5 The President shall be the official representative of the Association.

7.6 The President shall be the Chairman of the General Assembly, the Council and the Executive Committee.

7.7 The Immediate Past President and the Vice-President shall assist the President, and, in the event of the latter’s absence or inability, the Immediate Past President or the Vice-President shall perform the functions of the President.

Article 8: Executive Committee

8.1 The Executive Committee, which shall be responsible to Council, shall consist of the President, the Immediate Past President, the Vice-President and four other members appointed by Council from amongst its members, and shall hold office until the end of the next General Assembly.

8.2 The Secretary General and the Honorary Treasurer shall attend the meetings of the Executive Committee but they shall have no right to vote.
8.3 The Secretary General shall submit to the Council, three months in advance of the General Assembly, nominations received from the Council members for the offices of President and Vice-President, and for four appointed members of the Executive Committee. The Secretary General shall make adequate and appropriate arrangements for calling for nominations from the Council members.

8.4 At meetings of the Executive Committee, decisions shall be by majority vote of the members present. Each member of the Committee present shall have one vote. The Chairman shall have a casting vote. Four voting members of the Executive Committee shall constitute a quorum.

8.5 The Executive Committee shall meet at least once each financial year and at such other times as the President may consider to be necessary.

8.6 Any vacancy arising in the membership of the Executive Committee may be filled by Council.

**Article 9: Secretariat And Secretary General**

9.1 The Association shall have a Secretariat headed by the Secretary General. The Secretariat shall be located at a place to be determined by the Council. The Secretariat may be moved from one country or region within the Area to another at suitable intervals at the discretion of the Council. The approved expenses of the Secretariat shall be met by the Association.

9.2 The Secretary General shall be appointed by the Council and shall hold office for such time as the Council shall determine. He shall be from the same country or region as the President currently holding office. The members from that country or region shall provide the necessary resources and facilities to support the smooth running of the Secretariat.

9.3 The Secretary General shall keep members informed of important proposals, decisions and actions of the Council. He shall also arrange for a report of the activities of the Council since the previous General Assembly, including an audited statement of accounts, to be communicated to each member of the Association, at least three months before each General Assembly.

9.4 The Secretary General shall be responsible to the President for the administration and supervision of the Secretariat and shall carry out such duties as are necessary to execute and foster the objectives, policies and instructions of the Association including:

9.4.1 Organising and managing the General Assembly and the Conference;

9.4.2 Implementing the decisions of the Council;

9.4.3 Compiling and disseminating appropriate information;
9.4.4 Preparing and issuing publications;
9.4.5 Assisting members in obtaining information;
9.4.6 Preparing the draft budgets and keeping the books of accounts;
9.4.7 At the end of his term of office the Secretary General shall, without delay, hand over all documents, records, accounts and property belonging to the Association to the incoming Secretary General.

**Article 10: Honorary Treasurer**

10.1 The Honorary Treasurer shall be appointed by the Council on the recommendation of the President and shall hold office for such time as the Council shall determine.

10.2 The Honorary Treasurer shall monitor the financial affairs of the Association, present the accounts to the Council and undertake other duties related to his office.

**Article 11: Conference**

11.1 Unless decided otherwise by the Council, a Conference of the Electricity Power Supply Industry (hereinafter called the “Conference” or in abbreviated form CEPSI) shall be held not less than once every three years with a view to bringing together representatives of members to discuss matters of common interest and relevant to the Area. Council may at its discretion permit non-members to present papers at and participate in the Conference.

11.2 All members from the country or Region in which the Conference is held shall assist the Secretary General in making arrangements for the General Assembly and the Conference.

**Article 12: Admission to the Association**

12.1 The Executive Committee shall examine each application for membership of the Association and shall inform the Council of its receipt and of the recommendation of the Executive Committee. Approval of an application for membership shall require that not less than two thirds of all Council Members cast their votes in favour.

**Article 13: Resignation And Termination Of Membership**

13.1 The member wishing to resign from the Association shall give six months’ notice of resignation in writing, addressed to the Secretary General.
13.2 The membership of any member who fails to fulfill his financial obligations or engages in activities prejudicial to the objective of the Association shall be terminated if not less than two thirds of Council Members cast their votes in favour of the termination of his membership.

**Article 14: Finance**

14.1 The funds of the Association shall be derived from:

14.1.1 Annual subscriptions;

14.1.2 Donations from other sources as may be approved by Council;

14.1.3 Income from activities of the Association.

14.2 The financial year runs from 1 January to 31 December of the same year.

14.3 The payment of annual subscriptions from members for any financial year shall be made not later than 30 June in that year.

14.4 In the event of any resignation or termination of membership, the member concerned shall be liable to pay his subscription for the current financial year, and in the case of a Full member shall have no claim on the monies of the Association or any part thereof after the effective date of his resignation in accordance with Article 13.1.

14.5 The funds of the Association shall be managed as directed by the Council, and shall be used only for the furtherance of the objectives of the Association. No officer or Council Member shall commit the Association to expenditure in excess of the funds available from time to time unless he is given express authorisation to do so by resolution of a properly convened meeting of Council.

14.6 The liability for any debt incurred by the Association shall be shared equally by all Full Members.

**Article 15: Official Language**

15.1 The official language of the Association shall be English.

**Article 16: Coming Into Force And Amendments Of The Constitution**

16.1 Upon acceptance of the Constitution in writing by the founder members and after due registration of the Association, this Constitution shall come into force and the Association shall thereby be formally established.

16.2 No amendments shall be made to this Constitution except by Council provided no less than two thirds of all Council Members cast their votes in favour.
Article 17: Dissolution Of The Association

17.1 The Council may dissolve the Association by a vote at a meeting convened for this purpose.

17.2 In the event of the dissolution of the Association for any reason, the Council shall appoint a liquidator and shall exercise his powers, and if required, reserve his remuneration.

17.3 In the event of any liability of un-utilized subscriptions outstanding at the time of dissolution of the Association, such liability or un-utilized subscriptions shall be shared equally by the Full Members.

Article 18: Registration

18.1 The Association is registered as a Society of Hong Kong SAR and the Constitution shall be interpreted in accordance with the laws of Hong Kong SAR.

18.2 The Registered office of the Association is:
C/-147 Argyle Street,
Kowloon, Hong Kong SAR.
AMENDMENTS

(APPROVED BY: 36TH COUNCIL MEETING ON
26 OCTOBER 2010 IN TAIPEI - TAIWAN)

AMENDMENTS TO ARTICLES 3, 5, 14 & 17

Article 3: Membership

3.1 The membership of the Association shall consist of:
   3.1.1 Honorary Fellows
   3.1.2 Full Members
   3.1.3 Associate Members (Organisations)
   3.1.4 Associate Members (Individuals)
   3.1.5 Affiliate Members

3.2 The Council may, at its absolute discretion, appoint as Honorary Fellow a person who has made a significant contribution to the Objectives of the Association. Appointment as Honorary Fellow does not thereby confer to the person appointed any right nor impose on him any obligation.

3.3 Those eligible to become Full Members include:
   3.3.1 Organisations significantly engaged in generation and/or transmitting or providing or administering or distributing electricity supply in a country or region within the Area, as determined by the Council; and 3.3.2 Associations of organisations, which represent all or most of the organisations responsible for providing the power supply in any country or region within the Area.

3.4 Those eligible to become Associate Members include:
   3.4.1 Professional individuals and professional organisations whose interests are connected with the electricity supply industry of the area; and 3.4.2 Organisations as listed in the schedule and whose authorized representatives have signed the document of formation shall become the Founder Members of the Association. Other organisations, associations of organisations and individuals may be admitted to membership from time to time in accordance with the provisions of this constitution.

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   2. The Mackay Electricity Board, Australia;
   3. China Light & Power Co. Ltd, Hong Kong SAR;
4. The Hong Kong Electric Co. Ltd, Hong Kong SAR;
5. Perusahaan Umum Listrik Negara, Indonesia;
6. The National Electricity Board, Malaysia (presently known as Tenaga Nasional Berhad, Malaysia);
7. Papua New Guinea Electricity Commission, Papua New Guinea;
8. National Power Corporation, Philippines;
9. Public Utilities Board, Singapore; and
10. Electricity Generating Authority of Thailand, Thailand

3.5 Those eligible to become Affiliate Members are non-profit entities including non-government organisations, educational or research institutions, like associations and non-profit Corporations.

**Article 5 Council**

5.1 The Council shall consist of one national/regional representative from each country or region, and the name by which each country or region is known in AESIEAP shall be defined by the Council based on international practices. The representative shall be a Full Member and those countries or regions that have more than one Full Member shall select from among themselves a representative for that country or region on the Council. Council members shall hold office until the election of the succeeding Council at the next General Assembly, but shall be eligible for re-election.

5.4.4 Consider proposals submitted by the General Assembly or by Full Members;

**Article 14: The Finance**

14.4 In the event of any resignation or termination of membership, the member concerned shall be liable to pay his subscription for the current financial year, and in the case of a Full Member shall have no claim on the monies of the Association or any part thereof after the effective date of his resignation in accordance with Article 13.1.

14.6 The liability for any debt incurred by the Association shall be shared equally by all Full Members.

**Article 17: Dissolution of The Association**

17.3 In the event of any liability of un-utilized subscriptions outstanding at the time of dissolution of the Association, such liability or un-utilized subscriptions shall be shared equally by the Full Members.
AMENDMENTS

(APPROVED BY : 39TH COUNCIL MEETING ON
28 OCTOBER 2013 IN SEOUL- KOREA)

AMENDMENTS TO ARTICLES 5

5.2 Each meeting of the Council shall have a quorum consisting of at least half of the Council Members serving on the date of the meeting. A Council Member can vote in person or by proxy, provided that the proxy to vote for a Council Member shall be acted by other member who comes from the same country or region of a Council Member and the notice of proxy shall be given in writing to the Secretary General not later than ten (10) days before the Council Meeting.