



CONSTITUTION

Article 1: Constitution

(1) There is created in the Republic of Cameroon an association between the adherents to these statutes, and those who will join later, governed by the law n ° 90/053 of December 19th, 1990 on the freedom of association.

(2) The association is forbidden within it, any discussion of religious or tribal character.

(3) The association is non-profit, apolitical, without distinction of sex, race, tribe, culture or religion.

Article 2: Name

(1) The association has the following name: TOGETHER FOR ENERGY, ENVIRONMENT AND WATER, it is designated by the abbreviation TENEWA; and has for motto: Equality - Prosperity - Sustainability.

Article 3: Objectives - Means of action

(1) The objects of the association are

Objectives concerning energy:

- Ensure the supply of energy services (lighting, heating, cooking, communication and mobility);
- Limit the use of fossil fuels;
- Ensure access for all to reliable, sustainable, modern and affordable energy services;
- Increase the share of renewable energies;



- Improve energy efficiency by developing technologies;
- Collaborate with international cooperation for the development of an energy infrastructure
- Develop technology updating and expansion of energy systems;

Objectives concerning agriculture and the environment:

- Develop electro-culture, magneto-culture, and innovative agricultural techniques without fertilizer for farmers, market gardeners, horticulturists, gardeners, etc
- to reduce famine considerably;
- Limit the use of chemical fertilizers and pesticides;
- practice sustainable agriculture;
- Significantly reduce poverty;
- Increase the level of employment;

Health objectives:

- Transfer of patients to recognized local and international medical partners;
- Medical interventions at home by recognized medical personnel;
- Defend access to quality health care, including for low-income populations.

Objectives concerning water:

- Ensure access for all to water and sanitation and ensure sustainable management of water resources.

(2) The means of action of the association

TENEWA will employ any direct or indirect means of action that it deems necessary for the accomplishment of its corporate purpose and the pursuit of its ideas in the field.



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Framework of laws, regulations and laws in force in the perspective of achieving the Sustainable Development Goals set for 2030.

The means listed above are indicative and not limiting.

Article 4: Headquarters

The headquarters of the association "TOGETHER FOR ENERGY, ENVIRONMENT AND WATER" (TENEWA) is attached to the Avodire Street Biyem-Assi Acacia Building 57 ground floor in Yaoundé, BP: 8325, Cameroon. It may be transferred elsewhere, on the proposal of the Board of Directors and ratification by 2/3 of the members of the General Assembly.

Antennas may be created in the other localities of Cameroon.

Article 5: Duration

The duration of the association is unlimited; the business year runs from January 1st to December 31st.

Article 6: Composition

(1) The association is composed of

- College of active members;
- College of sympathizing members;
- From the college of honorary members.

The members of the college of active members and those of the college of the sympathizing members, have the right to vote at the General Assemblies under the

Conditions fixed in article 13 of the present statutes. Only members of the college of assets are eligible.



2) To be admitted as active members or supporters, you must:

- Formulate and sign a written request;
- Accept in full the statutes and rules of procedure of the association;
- Be accepted by the Board of Directors who, in case of refusal, will not have to give the reasons;
- Commit to taking active responsibilities and participating in the activities of the association;
- Pay membership fees and an annual fee, the amount of which will be fixed at the General Assembly

(3) Honorary members are natural or legal persons who have rendered services reported to the association, or who have participated in the outreach of the association. They are appointed by the General Assembly on the proposal of the Executive Board. Honorary members take part in the work of the General Assembly without voting rights. They are neither electors nor eligible.

Article 7: Loss of membership

(1) Membership is lost by:

- Written resignation;
- Death;
- Exclusion pronounced by the Board of Directors of the association for the following reasons:

Attitudes or actions contrary to the statutes or ethics and for any other serious reason left to the appreciation of the Board of Directors, the interested party having been invited by registered letter, with acknowledgment of receipt, to provide written explanations;

- Cancellation pronounced by the Board of Directors for non-payment of the subscription four (04) months after its expiry;
- Suspension.

2) If it deems it advisable, the Board of Directors may decide, for the same reasons as those indicated above, the temporary suspension of a member, rather than its exclusion.



This decision implies the loss of membership and the right to participate in the social life, throughout the duration of the suspension, as determined by the Board of Directors in its decision.

If the suspended member has elected office, the suspension also entails the termination of his mandate.

Article 8: Administration

(1) The association is administered by the Board of Directors, composed of founding members and other members elected by the General Assembly. Among these members, is elected an Executive Bureau composed of:

- A President;
- One or more Vice-Presidents;
- A Secretary General;
- Deputy Secretary General;
- A Treasurer;
- Assistant Treasurer;
- An auditor;
- Two Councilors.

(2) The Executive Board is elected for a term of two (02) years, and is eligible for re-election.

(3) The creation of other positions in the Executive Board and other bodies is possible on the proposal of the Board of Directors and ratification by 2/3 of the members of the General Assembly.



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Article 9: Meetings of the Executive Board

The Executive Board meets at least four (4) times a year, or as often as the interest of our association requires

Article 10: Meetings of the Board of Directors

(1) The Board of Directors meets when convened by its Chairman or at the request of half of its members, or as often as the interest of the Association requires, at least once a year. The presence of two thirds of the members of the Board of Directors is necessary for the validity of the deliberations. If the quorum is not reached at the meeting of the Board of Directors, the latter will be reconvened at fifteen (15) day intervals, and it may validly deliberate, regardless of the number of members present.

(2) Decisions are taken by an absolute majority of the members present or represented; members who abstain in the vote are considered to reject the voting proposals; in the event of a tie, the President has the casting vote.

(3) Any member of the Board of Directors who, without excuse, has not attended three consecutive meetings may be considered as resigning, except on presentation of valid proof accepted by the Board of Directors.

(4) Minutes of meetings are kept. The minutes are drafted by the Secretary General in French or English, and signed by the President and another member of the Board of Directors appointed by the President. They are transcribed on a register listed and initialed by the President.

Article 11: Powers of the Board of Directors

The Board of Directors is vested with the broadest powers to make or authorize all acts or operations within the limits of its object, which are not the



Responsibility of the General Meeting. It authorizes the President to take legal action. It sets the budget and the annual accounts of the association.

This list is not exhaustive. He may make any delegation of authority for a specific question and a limited time.

Article 12: Role of the members of the Executive Board

(1) The President

- Convene the General Meetings and the meetings of the Board of Directors. He represents the association in all the acts of the civil life and is invested with all the powers for this purpose. He may delegate some of his duties to other members of the Board of Directors;
- He has standing to sue in the name of the association, both in demand and in defense;
- Monitors the management of the members of the Executive Board and has the right to be held accountable for their actions;

In case of absence or illness, the Chairman is replaced by any other director specially delegated by the Board of Directors;

- In the absence of a member other than the President, the Executive Board may appoint a substitute at its next meeting;
- If necessary, the President may request the services of other resource persons, outside the members of the association, because of their skills and in agreement with the Executive Board.

The Chairman of the Board of Directors is the President of the Executive Board.

The Vice-Presidents assist the President in his duties.



2) The Secretary General

The Secretary General is in charge of all matters concerning correspondence and archives. He drafts the minutes of proceedings and transcribes them on the registers. He keeps all other documents provided for by the laws and regulations in force, and ensures the execution of the prescribed formalities.

The Deputy Secretary General assists the Secretary General in his duties.

(3) The Treasurer

- The Treasurer is in charge of all that concerns the management of the patrimony of the association. He makes all payments and receives all receipts under the supervision of the President and the Secretary General;
- It keeps a regular accounting, day by day, of all operations, and reports on its mandate to the General Meetings that decide on its management;
- However, expenses exceeding fifty thousand (50,000) FCFA francs must be ordered by the President or, in the absence or in case of impediment, by any other member of the Executive Board, subject to compliance with the management rules in the material.

The Assistant Treasurer assists the Treasurer in his duties.

(4) The External Auditor

The Statutory Auditor ensures the regularity of accounting entries and financial transactions that engage the assets of the association. He reports on his mandate to the General Assemblies.



(5) Councilors

They assist other members of the Executive Board with their advice and guidance for the smooth running of the association. Special missions may be entrusted to them by the President, if necessary.

Article 13: General Assembly

(1) The General Assembly includes all members.

It meets at least once a year within six months of the end of the financial year and whenever it is convened by the President, the Board of Directors or at the request of at least 2/3 of the members constituting the General Assembly of which at least three (03) members of the Executive Board.

(2) The agenda is set by the Board of Directors.

The office of the General Assembly is that of the Board of Directors.

The President presides, exposes the moral situation of the association and reports on the activity of the association. The Treasurer reports on his management and submits the balance sheet for the approval of the General Assembly.

(3) The General Assembly:

- Deliberates on the reports of the management of the Board of Directors;
- Deliberates on the moral and financial situation of the association;
- Approves the accounts of the closed financial year, votes the budget for the following year, and deliberates on the only items on the agenda;
- Elect the new members of the Board of Directors and the Executive Board, and ratify the appointments made on a provisional basis;

Authorizes the conclusion of acts or operations that exceed the powers of the Board of Directors. In addition, it deliberates on all the items on the agenda at the request of 2/3 of the members of the association, deposited at the General Secretariat at least ten (10) days before the meeting.



Members convened regularly may be represented by another member by written and signed proxy.

(4) A member may only hold a representation mandate during meetings or votes. Notices shall be sent by registered letter, advertisement or post, or by telephone at least 15 (fifteen) days before the date fixed for the meeting, and indicate the agenda decided by the President or by the members of the Council. Administration.

(5) An attendance sheet will be stamped by each participant and certified by the Executive Board.

(6) Decisions in General Assembly are taken by hand or by secret ballot and by an absolute majority of the members present, including at least 2/3 of the Board of Directors.

(7) The secret ballot may be requested either by the Board of Directors or by 2/3 of the members present. The secret ballot is mandatory when voting on people.

(8) Decisions at the General Assembly are adopted if they simultaneously obtain an absolute majority:

- Members present or represented from both colleges, on the one hand;
- And, on the other hand, from the present and represented members of the college of active members.

(9) Members who abstain in the vote are considered to reject proposals put to the vote.

Article 14: Extraordinary General Assembly

(1) The Extraordinary General Assembly has the exclusive power to amend the statutes, pronounce the dissolution of the association and decide on the devolution of its property, decide its merger with other associations or its transformation. It can also decide on any other decision that engages the life of the association.



(2) Such a meeting shall be composed of at least 2/3 of the members. It shall be decided by a 2/3 majority of the votes of the members present or represented, including at least 1/3 of the members of the Board of Directors. An attendance sheet will be signed and certified by the members of the Executive Board.

(3) If a quorum is not reached at the meeting of the Assembly on the first convocation, the Assembly shall be reconvened at 15 (fifteen) day intervals and, at this new meeting, it may validly deliberate, regardless of the number of members present or represented.

In the case of parity, the President's vote is preponderant

Article 15: The Minutes

The deliberations of the Assemblies are recorded on minutes containing the summary of the debates, the texts of the deliberations and the result of the votes. Minutes are transcribed, without blank or deleted, in chronological order on the register of deliberations of the association, previously quoted and initialed by the President.

The minutes of the deliberations are drafted in French or in English by the Secretary General, and signed by the President and another member of the Board of Directors appointed by the President.

The Secretary General may issue any certified true copies to third parties.

Article 16: Dissolution

The dissolution of the association can be pronounced only by the Extraordinary General Assembly, convened especially for this purpose and ruling under the conditions of quorum and majority provided for in **article 14**.



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The Extraordinary General Meeting designates one or more liquidators responsible for the liquidation operations.

At the close of the liquidation, the Extraordinary General Meeting decides on the devolution of the net assets in favor of any declared associations of its choice having a similar purpose.

Article 17: Resources

The resources of the association are all those that are not prohibited by the laws and regulations in force.

Article 18: Rules of Procedure

The Board of Directors may, if it deems it necessary, adopt the text of a by-law which determines the details of execution of the present statutes. This bylaw will be submitted to the approval of the General Assembly, as well as any amendments.

Article 19: Formalities

The President, on behalf of the Board of Directors, is responsible for completing all formalities for declarations and publications required by the laws and regulations of the Republic.

This document relating to the statutes of the association includes 19 (nineteen) articles spread over twelve (12) pages.

Done at Yaoundé on _____

The Founding President:

TAYIMETHA NDONGMO Fabrice



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