

**CONSTITUTION OF THE
NAMIBIA PROFESSIONAL HUNTING ASSOCIATION**

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1. DEFINITIONS

In this Constitution and in any Annexure, unless the context otherwise indicates, words indicating the singular includes the plural and *vice versa*, and -

“*ad hoc* committee” means a committee established as contemplated in article 11.1;

“Annexure” means any Annexure referred to in article 19;

“Annual General Meeting” or “AGM” means the AGM referred to in article 9.2.1.1;

“article” means an article of this Constitution;

“Association” or “NAPHA” means the Namibia Professional Hunting Association contemplated in article 2.1;

“auditor” means the auditor of the Association as contemplated in article 16;

“chief executive officer” or “CEO” means the chief executive officer of the Association;

“Constitution” means this Constitution of the Association, as amended or substituted from time to time;

“Disciplinary Committee” means the Disciplinary Committee contemplated in article 13;

“entitled to vote” in relation to a member of the Association means a member whose membership fees are fully paid;

“Executive Committee” or “Exco” means the Executive Committee of the Association referred to in article 10;

“General Meeting” or “GM” means a General Meeting of the Association referred to in article 9.1.1 when so convened, and includes the AGM;

“legal practitioner” means a legal practitioner as defined in section 1 of the Legal Practitioners Act, 1995 (Act No. 15 of 1995);

“membership fees” means the membership fees of the Association contemplated in article 7.1;

“Ombudsman” means the Ombudsman contemplated in article 12;

“organ of the Association” means an organ contemplated in article 8;

“President” means the President of the Association contemplated in article 10.1(a);

“simple majority” means the majority of the members concerned entitled to vote and who are present;

“Standing Orders” means the Standing Orders of the Association;

“Tribunal” means the Tribunal contemplated in article 14; and

“Vice-President” means the Vice-President of the Association contemplated in article 10.1(b).

2. CONTINUATION OF NAMIBIA PROFESSIONAL HUNTING ASSOCIATION, STATUS AND LEGAL POWERS AND JURISDICTION OF THE ASSOCIATION

2.1 The **NAMIBIA PROFESSIONAL HUNTING ASSOCIATION** (“the Association”), which may be abbreviated as “NAPHA”, and also commonly known as “Namibia Berufsjagdverband” in German and “Namibië Beroepsjagvereniging” in Afrikaans continues to exist under the same name.

2.2 The Association -

- (a) has its registered office in Windhoek, Namibia;
- (b) is a voluntary non-profit organisation;
- (c) was established to achieve the objectives as specified in this Constitution;
- (d) has juristic personality -
 - (i) as a distinct and separate legal entity; and
 - (ii) may in its own name own property, perform legal acts and institute and defend legal actions;.
- (e) may be affiliated to any institution or body as resolved by the Exco.

2.3 The limit of a member of the Association’s legal liability to the Association entails the amount of outstanding membership fees or any other fees or amounts due to the Association.

2.4 The Association is a non-profit, non-political, non-racial and non-religious organisation, recognised by the Ministry of Environment and Tourism as officially representing the conservation hunting sector of Namibia and must achieve its objectives and may exercise its powers within the geographic boundaries of Namibia and any other area as approved by the Exco.

2.5 The Association is registered by Government Notice No. 205 of 15 June 1977 as an association contemplated in regulation 152 of the Regulations Relating to Nature Conservation promulgated by Government Notice 240 of 25 August 1976 which is established for the purpose of -

- (a) protecting or utilising nature or any facet thereof;
- (b) conducting or promoting the sport of conservation hunting.

3. OBJECTIVES AND POWERS, FUNCTIONS AND DUTIES OF ASSOCIATION

3.1 The Association has the following objectives, namely to -

- (a) protect and maintain diverse and healthy wildlife populations and to ensure its sustainable utilisation; and
- (b) ensure the care-orientated and sustainable utilisation of all game species and their eco-system in accordance with the World Conservation Strategy prepared by the International Union for Conservation of Nature (IUCN), adopted by the United Nations and as amended from time to time.

3.2. In order to achieve its objectives the Association promotes the following -

- (a) the care and management of wildlife in its natural habitat, taking into consideration the diversity of a healthy game population adapted to the ecosystem;
- (b) the active prevention of any over-exploitation of the wildlife and endangered or vulnerable species within the Association's scope of activities;
- (c) the promotion of environmental protection and the conservation of nature, landscapes and animals in co-operation with the responsible national authorities, conservation organisations, game utilisation and agricultural associations;
- (d) the promotion of environmental education and training programmes of public and private organisations and the offering of educational training and upgrading programmes in the field of wildlife protection and management;
- (e) the ideal and material promotion of science and research in relation to the objectives of the Association;
- (f) the protection and promotion of all conservation hunting sectors, hunting traditions, training and upgrading of members of the Association and their employees or other interested persons;
- (g) the prevention of all forms of illegal or unprofessional hunting ethics as well as destructive practices undermining wildlife habitats and vegetation;
- (h) the consolidation of members of the Association to protect and represent the objectives, powers, functions and duties of the Association with reference to the State and the society and in particular the Association -

- (i) offers support and advisory services for the initiation of new laws and subordinate legislation in the field of conservation hunting and nature conservation;
- (ii) assists to honour existing laws and regulations;
- (iii) monitors that no laws and regulations are accepted which are not in the interest of members of the Association; and
- (i) the cooperation with all organisations aiming to utilise regenerative natural resources on a sustainable basis in order to protect this macro-economic resource to the benefit of all citizens of Namibia.

3.3 As further aims to achieve its objectives the Association -

- (a) represents all registered conservation hunting professionals active in Namibia who are members of the Association, as well as any other individuals or groups linked to or interested in the conservation hunting sector: Provided that the Association is under no obligation to represent other individuals or groups linked to or interested in the conservation hunting sector which are not members of the Association;
- (b) protects and promotes the interests of its members and the harmonious cooperation between all members and the staff of the Association;
- (c) serves as a forum for the exchange of information, trying to find a solution for problems and differences which may arise;
- (d) is committed to ensure that all conservation hunting guests and accompanying persons will enjoy service of a high standard and that contracts are honored;

- (e) endeavours to promote a trustworthy and polite atmosphere in dealing with colleagues, clients and staff;
- (f) strives for co-operation with other similar associations in Namibia and outside Namibia which are pursuing the same or similar objectives;
- (g) supports selected charitable causes.

4. MEMBERSHIP OF ASSOCIATION

4.1 Any natural or legal person may be a member of the Association.

4.2 Categories of members

The Association has the following categories of members, namely ordinary members, extraordinary members, honorary members, hunting assistants, camp attendants; sponsoring members, associated members, corporate members and, if applicable, a Patron, and members may include senior citizens and students.

4.2.1 Ordinary member

Any natural person who has passed the official Namibian examination as a conservation hunting professional qualifies to be an ordinary member.

4.2.2 Extraordinary member

Any natural person living in Namibia (a Namibian resident or a person with a valid permanent residence permit) who generates an income from conservation hunting or who has a safari company with conservation hunting as a full-time or part-time occupation qualifies to be an extraordinary member.

4.2.3 Honorary membership

4.2.3.1 The Association may at its AGM appoint, with the support of the Exco, by simple majority honorary members nominated by an ordinary member, a honorary member or an extraordinary member.

4.2.3.2 Honorary membership is for life.

4.2.4 Hunting assistant or camp attendant

Any natural person who does not possess any official Namibian examination qualification as contemplated in article 4.2.1 and is employed by an ordinary member, a honorary member or an extraordinary member as a hunting assistant or a camp attendant and who does not qualify for any of the other membership categories qualifies to be a member as a hunting assistant or camp attendant.

4.2.5 Sponsoring member

Any natural person with a personal or business interest in the implementation of the Association's objectives qualifies to be a sponsoring member.

4.2.6 Associated member

Any association or organisation with objectives and interests similar to those of the Association qualifies to be an associated member based on the principle of reciprocity, and this membership category may also include members of communal conservancies who wish to join the Association, subject to the following -

- (a) each communal conservancy to be represented as a member is entitled to nominate one person from amongst itself to represent the conservancy in the respective year; and

- (b) the representative of the conservancy concerned may be called upon by any member of the Exco to present written proof that he or she has been nominated to represent the conservancy concerned

4.2.7 Corporate member

Companies and businesses that identify with, support and benefit from the conservation hunting industry qualify to be approved by the Exco as corporate members.

4.2.8 Patron of Association

The Exco may at any AGM nominate a Patron of the Association for a certain time period and the AGM may by simple majority appoint the patron.

- 4.3 The Exco must compile or cause to be compiled and annually keep or cause to be kept updated a name list of all the members of the Association.

4.4 Rights of members

4.4.1 Ordinary and honorary members may -

- (a) take part in all GM's;
- (b) submit motions to any GM;
- (c) exercise their voting right at any GM;
- (d) submit nominations for any eligible person to be elected to any organ of the Association;

- (e) be elected or nominated to all organs of the Association;
- (f) submit nominations for honorary membership to the Exco;
- (g) together with at least one quarter of all ordinary, extraordinary and honorary members, apply in writing for a GM to be convened.

4.4.2 Extraordinary members may -

- (a) take part in all GM's;
- (b) submit motions to any GM;
- (c) exercise their voting right at any GM;
- (d) submit nominations for any eligible person to be elected to any organ of the Association;
- (e) be elected or nominated to all organs of the Association, provided that only one extraordinary member may be elected to the Exco;
- (f) submit nominations for honorary membership to the Exco;
- (g) together with at least one quarter of all ordinary and honorary members, apply in writing for a GM to be convened.

4.4.3 Sponsoring members, hunting assistants, camp attendants, a patron and associated and corporate members may -

- (a) take part in all GM's, but have no voting rights;

- (b) not be elected to the Exco;
- (c) submit discussion items and proposals for a GM;
- (d) serve on *ad hoc* committees.

4.5 The Exco may determine additional membership categories as well as the criteria for each category and such categories and criteria must be approved by the AGM.

4.6 According to the Association's regulations any member is entitled, on presentation of a report or minutes, to be reimbursed for expenses and fees incurred for official and approved business of the Association.

5. OBLIGATIONS OF MEMBERS

5.1 All members of the Association -

- (a) are bound to this Constitution and the resolutions adopted by the Association;
- (b) must adhere to national hunting and tourism laws and regulations;
- (c) must pay their annual membership fees in time as contemplated in article 7.3, failing which all rights of the member will cease;
- (d) must act in an honourable manner and no member may act in a manner (orally, in writing or any other way), which could negatively affect other members of the Association, the Association itself, this Constitution or which is contrary to the Association's resolutions;

- (e) intending or requested to represent the Association at national or international organisations must obtain prior written approval from the Exco;
- (f) must respond to written requests made by the Exco, Ombudsman, Disciplinary Committee and Tribunal within the time frame indicated;
- (g) must adhere to a request to appear in person before the Ombudsman or a hearing by either the Disciplinary Committee or Tribunal, but a *bona-fide* excuse of non-appearance, offered before such a hearing or appearance is held, may be considered;
- (h) entrusted with an honorary function must execute their duties in an orderly fashion;
- (i) must abide to the following Code of Conduct, namely to -
 - (aa) respect all the laws and subordinate legislation governing Namibia;
 - (bb) show and demonstrate respect for all Fauna and Flora, the environment and the non-hunting and hunting public;
 - (cc) act responsibly towards all land owners and holders or land owners or holders and their employees and treat them fairly at all times;
 - (dd) act responsibly and with courtesy towards all clients, agents and officials and live up to the promises made;
 - (ee) maintain honesty and integrity at all times;
 - (ff) take all precautions to ensure the safety of clients, employees and anybody else involved during a hunt;

- (gg) promote and demonstrate responsible management practices to ensure the sustainable use of the resource base and to maintain bio-diversity;
- (hh) practice the principals of fair chase as defined by the Code of Sport Hunting Conduct for Africa, which code must be made available by the Exco to each member of the Association and each person who applies for membership;
- (ii) exercise professionalism at all times in all aspects of the conservation hunting profession; and
- (jj) always ensure internationally acceptable humane practices in the utilisation of wildlife.

5.2 If any member of the Association resigns from an organ of the Association to whom he or she has been elected or co-opted, the member cannot be re-elected or co-opted to the organ during the remaining term of office.

5.3 Any breach by any member of the Association of any obligation contemplated in article 5.1(a) to (i) may be referred to the Ombudsman or the Disciplinary Committee for its decision and further action, if any.

5.4 The request of a former member of the Association to again be admitted as member may only be considered and approved if all previous membership responsibilities, if any, have been met by the applicant.

6. APPLICATION FOR, CHANGE AND TERMINATION OF MEMBERSHIP

6.1 Application for membership

- 6.1.1 An application for membership must be made in the form determined by the Exco and must be accompanied by such documents as may be required by the Exco.
- 6.1.2 The Exco decides by simple majority on an application for admission as member of the Association and must in writing notify or cause to be notified an applicant on the outcome of an application.
- 6.1.3.1 If an application for membership is refused the applicant may lodge an appeal with the Exco before or on the 30th of September of the year concerned and the AGM must then decide by simple majority on the admission or refusal of membership.
- 6.1.3.2 An applicant who has been admitted as member of the Association accepts by virtue of his or her signature on the application form the Constitution and the Code of Sport Hunting Conduct for Africa as being binding upon him or her.
- 6.1.4 A member of the Association may apply to the Exco for approval to change from one category of membership to another category: provided that a possible difference in membership fees must be paid by the member, but no difference in membership fees will be reimbursed by the Association.

6.2 Termination of membership

- 6.2.1 Membership of the Association is terminated -
 - (a) upon death of the member concerned;
 - (b) upon a written resignation from the member to the Exco;
 - (c) by expulsion -

- (i) by the Exco, if the member is in arrears with the payment of the annual membership fees, despite having been reminded twice to make payment; or
- (ii) through the execution of a decision made by the Disciplinary Committee or the Tribunal as announced by the Exco.

- (d) in the case of extraordinary members, through the change of conditions for qualification as contemplated in article 4.2.2;
- (e) in the case of hunting assistants or camp attendants, with the termination of the contract of employment concerned.

6.3 With the termination of membership all claims arising from such membership cease, with the exception of claims by the Association in respect of arrear fees, and no refund of fees, material contributions, shares in the Association's assets or donations may be done to any member of the Association, whose membership has terminated.

7. FEES

- 7.1 The AGM determines annually by simple majority all membership fees and other fees, if any, and in the case of increase the consumer price index of the previous year (rounded up or off to the next full figure) represents the minimum price increase.
- 7.2 Any application for membership must be accompanied by the admission fee, which fee must be refunded if the application is finally refused.
- 7.3 Membership fees are due on the 1st of October for the new financial year and are payable within sixty days.
- 7.4 Honorary members and the Patron pay no membership fee.

8. ORGANS OF ASSOCIATION

The organs of the Association are -

- (a) the General Meeting (GM);
- (b) the Executive Committee (Exco);
- (c) *ad hoc* committees;
- (d) the Ombudsman;
- (e) the Disciplinary Committee;
- (f) the Tribunal.

9. GENERAL MEETING AND ANNUAL GENERAL MEETING

9.1 General Meeting (GM)

9.1.1.1 The Executive Committee may at any time convene a GM consisting of the members of the Association.

9.1.1.2 If one quarter of the members of the Association entitled to vote submit a written application signed by each member the Exco must convene a GM within sixty days after receipt of the application.

9.1.2 The chief executive officer (CEO) must send or cause to be sent out invitations to a GM to all members of the Association at least thirty days prior to the holding of the meeting and the invitation must contain the -

- (a) reason for the meeting;
- (b) agenda for the meeting; and
- (c) date, time and place of the meeting.

9.1.3.1 A GM has a quorum if at least one quarter of all members of the Association entitled to vote are present.

9.1.3.2 The CEO must determine the voting rights of members of the Association prior to the GM based on a current list of members, and the total number of members entitled to vote determined at the beginning of the meeting as compared with the attendance register constitutes the quorum for the whole meeting, irrespective of whether members are present for the entire duration of the meeting or not.

9.1.3.3 If a quorum is not present at a GM at the time announced for its commencement the person presiding thereat must postpone the meeting for at least 30 (thirty) minutes, and after that period of time the members of the Association entitled to vote constitutes a quorum, despite article 9.1.3.1.

9.1.4 Any GM must be held according to the Standing Orders contained in Annexure 1 to this Constitution.

9.1.5 The President, or if he or she is absent, the Vice President, or if he or she is absent, the CEO, must preside at a GM, and if none of them is present or able to preside at the meeting, the members of the Association entitled to vote must elect a person from the Exco or from the other members concerned to preside at the meeting.

9.1.6.1 Every member of the Association entitled to vote at a GM has one vote.

9.1.6.2 In the event of an equality of votes the person presiding at a GM has a casting vote in addition to his or her deliberative vote.

9.1.6.3.1 Resolutions at a GM must -

- (a) be voted on by a show of hands of the members entitled to vote who are present, except if a secret voting with ballot papers is applied for as contemplated in article 9.1.6.3.2; and
- (b) decided on by a simple majority, except if another majority is applicable as contemplated in article 9.1.6.3.3.

9.1.6.3.2 Despite any article to the contrary, members of the Association entitled to vote at a GM may apply for a secret ballot with ballot papers in respect of the following agenda items -

- (a) the election of persons;
- (b) amendments to or substitution of the Constitution;
- (c) decisions affecting members personally, directly or indirectly, or if so requested by at least one quarter of all members entitled to vote who are present.

9.1.6.3.3 Despite any article to the contrary, resolutions in respect of -

- (a) changes to the Constitution or the suspension of any elected member of an organ of the Association from office require a two thirds majority of all members entitled to vote who are present;

- (b) any dissolution of the Association require a three quarter majority of all members entitled to vote who are present.

9.1.6.3.4 Resolutions of all correctly executed GM's become immediately effective and legally binding after the respective voting.

9.2 Annual General Meeting (AGM)

9.2.1.1 The Exco must convene an Annual General Meeting (AGM) of members of the Association to be held once a year within the last week of November or first week in December of every calendar year.

9.2.1.2 The CEO must send or cause to be sent out invitations to the AGM to all members of the Association at least thirty days prior to the holding of the AGM and the invitation must contain -

- (a) the agenda for the AGM;
- (b) the date, time and place of the AGM;
- (c) motions and suggestions for amendments to or substitution of the Constitution as contemplated in article 21.2 and other motions;
- (d) financial statement for the past year as also the budget for the next year as contemplated in article 10.9(c).

9.2.2.1 The AGM has a quorum if at least one quarter of all members of the Association entitled to vote are present.

9.2.2.2 The CEO must determine the voting rights of members of the Association prior to the AGM based on a current list of members, and the total number of members entitled

to vote determined at the beginning of the meeting as compared with the attendance register constitutes the quorum for the whole meeting, irrespective of whether members are present for the entire duration of the meeting or not.

9.2.2.3 If a quorum is not present at the AGM at the time announced for its commencement the person presiding thereat must postpone the meeting for at least 30 (thirty) minutes, and after that period of time the members of the Association entitled to vote automatically constitutes a quorum, despite article 9.2.2.1.

9.2.3 Any AGM must be held according to the Standing Orders contained in Annexure 1 to this Constitution.

9.2.4.1 The AGM must deal orderly with the following agenda items:

- (a) Adoption of the minutes of the last AGM as well as the minutes of other General Meetings held since the last AGM.
- (b) Matters arising from previous minutes.
- (c) Presentation of the report of the President.
- (d) Reports from or in relation to the Exco, the Ombudsman, the Disciplinary Committee, the Tribunal and *ad hoc* committees.
- (e) Financial report and presentation of the budget by the Treasurer, indicating daily allowances, professional fees or other payments made.
- (f) Determining of fees and other charges.
- (g) The exoneration of the Exco.

- (h) Election of an election director for the election of the Exco only.
- (i) Election of the President, if applicable, after nomination as contemplated in article 9.2.4.2.1, as well as other members of the Exco who must be elected.
- (j) Confirmation or election of *ad hoc* committees and election of the Ombudsman and his or her representative, the Disciplinary Committee, Tribunal and Auditor, after nomination as contemplated in article 9.2.4.3.1.
- (k) Motions on the agenda proposed by members of the Association.
- (l) Motions not on the agenda, but which are urgent and have been seconded by two thirds of the members entitled to vote who are present, excluding motions for amendment to or substitution of the Constitution.
- (m) General points.

9.2.4.2.1 Nominations for members of the Exco contemplated in paragraph (i) of article 9.2.4.1 must be made and submitted during the AGM and may be made orally by the proposer and a seconder: provided that a nominated candidate who is not present at the AGM must provide his or her written approval of the nomination.

9.2.4.2.2 The outgoing Exco members will stay in office until the end of the AGM.

9.2.4.3.1 Nominations for members of *ad hoc* committees, the Ombudsman and his or her representative, the Disciplinary Committee, the Tribunal and the Auditor contemplated in paragraph (j) of article 9.2.4.1 must be made and submitted during the AGM and may be made orally by the proposer and a seconder: provided that a nominated candidate who is not present at the AGM must provide his or her written approval of the nomination.

9.2.4.3.2 The outgoing members of *ad hoc* committees, the Ombudsman and his or her representative, the Disciplinary Committee, the Tribunal and the Auditor will stay in office until the end of the AGM.

9.2.5 The President, or if he or she is absent, the Vice President, or if he or she is absent, the CEO, must preside at an AGM, and if none of them is present or able to preside at the meeting, the members of the Association entitled to vote must elect a person from the Exco or from the other members concerned to preside at the meeting.

9.2.6.1 Every member of the Association entitled to vote at an AGM has one vote.

9.2.6.2 In the event of an equality of votes the person presiding at an AGM has a casting vote in addition to his or her deliberative vote.

9.2.6.3.1 Motions at an AGM must -

- (a) be voted on by a show of hands of the members entitled to vote who are present, except if a secret voting with ballot papers is applied for as contemplated in article 9.1.6.3.2; and
- (b) decided on by a simple majority, except if another majority is applicable as contemplated in article 9.1.6.3.3.

9.2.6.3.2 Despite any article to the contrary, members of the Association entitled to vote at an AGM may apply for a secret ballot with ballot papers in respect of the following agenda items -

- (a) the election of persons;
- (b) amendments to or substitution of the Constitution;

(c) decisions affecting members personally, directly or indirectly, or if so requested by at least one quarter of all members entitled to vote who are present.

9.2.6.3.3 Despite any article to the contrary, resolutions in respect of -

- (a) changes to the Constitution or the suspension of any elected member of an organ of the Association from office require a two third majority of all members entitled to vote who are present;
- (b) any dissolution of the Association requires a three quarter majority of all members entitled to vote who are present.

9.2.6.3.4 Resolutions of all correctly executed AGM's become immediately effective and legally binding after the respective voting.

9.2.7 Within three months after the AGM the CEO must dispatch or cause to be dispatched to members of the Association -

- (a) all resolutions taken at the AGM;
- (b) a communication regarding the determination of the positions of the Exco as contemplated in article 10.4.2; and
- (c) the appointment of the office bearers to the various other organs of the Association.

9.3 Members are not entitled to vote by proxy at a GM.

10. THE EXECUTIVE COMMITTEE (EXCO)

10.1 The Exco consists of five members, namely -

- (a) the President;
- (b) the Vice-President;
- (c) the Treasurer; and
- (d) two additional Exco members, of which only one of the above may be an extraordinary member.

10.2.1 Powers, functions and duties of Exco

The Exco -

- (a) must conduct all current business of the Association and take all decisions except those being conferred upon other organs of the Associations in terms of the Constitution;
- (b) must manage, control and administer the assets of the Association;
- (c) must implement the resolutions adopted by the Association;
- (d) must -
 - (i) within thirty days after the receipt of a complaint institute steps to address the complaint; and

- (ii) give instructions regarding the registration by the office of the Association of any complaint referred to the Ombudsman or the Disciplinary Committee;
- (e) must protect and promote the public image of the Association;
- (f) must implement the objectives and tasks of the Association as required in terms of the Constitution;
- (g) must meet at least five times per year;
- (h) may temporarily or until the next AGM co-opt Exco members which are additional to the additional Exco members contemplated in article 10.1(d), but such co-opted members have no voting rights;
- (i) must take or cause to be taken minutes of the proceedings at its meetings, which minutes must be adopted at the next meeting and adoption of the minutes must be confirmed by the chairperson and another member of the Exco with their signatures;
- (j) must -
 - (i) scrutinise any written complaint regarding a member as to whether the interests of the Association are affected thereby; and
 - (ii) also submit all provided evidence and other information to the Ombudsman as soon as possible,

and if there is a complaint against the Ombudsman or if the Ombudsman is not able to fulfil his or her tasks, the complaint must be directed to the deputy of the Ombudsman.

10.2.2 The Exco has a quorum if at least three (3) members of the Exco are present and its resolutions are taken by simple majority.

10.3.1 If there is any vacancy in the Exco but there is still a quorum of the Exco in office, the Exco members are entitled to co-opt a member of the Association entitled to vote until the next AGM.

10.3.2 If there is any vacancy in the Exco to the effect that there is no longer a quorum of the Exco in office the CEO must forthwith convene or cause to be convened a GM in order to have members of the Exco elected.

10.4 Election of members of Exco

10.4.1.1 The members of the Exco, except the President, are elected on alternate years for a term of two years by the AGM, so that two (2) members are elected in the year when the President is to be elected and two (2) of the members in the following year.

10.4.1.2 The President is directly elected by the AGM for the duration of two years and may not hold office for more than two consecutive terms.

10.4.2 At the first Exco meeting after the AGM the Exco must determine the various positions of the Exco members contemplated in article 10.1(b), (c) and (d) which are vacant.

10.5.1 The Exco may in writing delegate its powers or assign its functions or duties of an administrative nature to an employee of the Association, in which case -

(a) the Exco or any of its members must control if such delegated powers or assigned functions or duties have been executed correctly;

- (b) authorisations for payments to be made on behalf of the Association must be co-authorised and co-signed as contemplated in article 17.4.1.2;
- (c) the Exco must at the first Exco meeting after the AGM determine the signing limits of the CEO.

10.5.2 The Exco must consider and reply to all written correspondence received from members of the Association in writing.

10.6 The Exco has -

- (a) the right and the responsibility to instruct in writing the Ombudsman and the Disciplinary Committee or the Ombudsman or the Disciplinary Committee to investigate a controversial issue, which is either in the interest of the Association or in the national interest;
- (b) the right, as any other individual, to lay a written complaint with the Ombudsman and the Disciplinary Committee or the Ombudsman or the Disciplinary Committee.

10.7 The President -

- (a) must -
 - (i) determine the dates of the Exco meetings and must preside thereat; and
 - (ii) convenes the GM's and AGM's in the name of the Exco;
- (b) must implement the resolutions taken by the Association and monitor the orderly executions of all business of the Association;

- (c) is the official spokesperson of the Association, representing it in public;
- (d) must represent the Association in all matters;
- (e) must present an annual report at the AGM;
- (f) must sign the minutes of meetings of the -
 - (i) Exco as contemplated in article 10.2.1(i);
 - (ii) a GM and the AGM together with the Vice-President after their adoption;
- (g) is entitled to attend meetings of any organ of the Association and may authorise other members of the Exco to attend the meetings concerned, but the President and the other members do not have any voting rights;
- (h) has in the event of an equality of votes a casting vote in addition to his or her deliberative vote when presiding at a meeting.

10.8 The Vice-President -

- (a) must represent the President if he or she is unable to attend to his or her powers, functions and duties, and if the Vice-President is unable to attend to his or her powers, functions and duties, another member of the Exco must take the place of the Vice-President;
- (b) may not hold office for more than two consecutive terms;
- (c) must support the President in his or her duties if so requested;

- (d) may sign authorisations for payments as contemplated in article 17.4.1.2;
- (e) must -
 - (i) keep or cause to be kept minutes of the proceedings at meetings of the Exco, a GM and the AGM;
 - (ii) record or cause to be recorded a separate written version of the resolutions of the Exco, a GM and the AGM;
 - (iii) attend or cause to be attended to the finalisation of the resulting correspondence;
 - (iv) sign the minutes of meetings of the Exco, a GM and the AGM after their adoption together with the President.

10.9 The Treasurer -

- (a) must collect the fees and other charges due to the Association;
- (b) must deal with the financial matters of the Association;
- (c) must -
 - (i) provide and present the financial report, including the annual financial statements, the budget together with explanations thereon, as well as the expense allowances at the AGM;

- (ii) ensure that members timeously as contemplated in article 9.2.1.2 receive the financial statements for the past year, as also the budget for the next year;
- (iii) ensure that the financial statements, together with explanatory notes, are presented as is customarily among auditors and detailed written explanations must also accompany the budget;
- (d) must correctly allocate all income and expenses and orderly safe keep all relevant documentation;
- (e) must ensure that no liabilities are incurred beyond the financial ability and budget of the Association and the Exco may set aside any decision to the contrary in this regard;
- (f) must sign authorisations for payments as contemplated in article 17.4.1.2;
- (g) must ensure that the respective financial documents are sent to the auditor for verification and compilation of the financial statements.

10.10 The Exco or the AGM may confer upon or entrust additional Exco members with specific powers, functions, duties or tasks.

11. AD HOC COMMITTEES OF THE ASSOCIATION

11.1 The Exco may establish one or more *ad hoc* committees to attend to specific areas or special fields of interest and matters raised by members of the Association if -

- (a) the areas or field of interest and matters concerned correspond to the objectives of the Association and the powers, functions and duties of the Exco contemplated in this Constitution; and

- (b) the required time-input exceeds the normal activities of the Exco.

11.2 Subject to articles 11.5 and 11.9(b), an *ad hoc* committee consists of voluntary members of the Association nominated or elected by the Exco or the AGM and such a committee must be re-established and the members thereof be elected or re-elected at the next AGM.

11.3 The Exco confirms the election of the chairpersons of *ad hoc* committees by the committees concerned.

11.4 The -

- (a) AGM; or
- (b) the Exco and an *ad hoc* committee concerned,

determine in writing the objectives and powers, functions and duties of the committee.

11.5 The chairperson and two thirds of the members of an *ad hoc* committee must be members of the Association.

11.6 The Treasurer must ensure that the budget allocated to *ad hoc* committees may not be exceeded and that precise accounts on the use of the funds concerned be presented to the Exco by 30 September of the year concerned.

11.7 The chairperson of an *ad hoc* committee must -

- (a) keep or cause to be kept minutes of the proceedings at all committee meetings and submit it to the Exco as soon as possible after it has been adopted;

(b) compile an annual report relating to the activities of the committee concerned by 30 September of the year concerned and present it to the AGM, and sign both documents.

11.8 An *ad hoc* committee may co-opt persons as members thereof to perform certain tasks, but such persons have no voting rights.

11.9 An *ad hoc* committee -

- (a) may submit motions to the AGM via a member of the Association;
- (b) consists of a maximum of 3 members, unless a GM or the Exco authorises that a specific ad hoc committee may consist of more members.

12. THE OMBUDSMAN

12.1 The Ombudsman and his or her deputy are elected from the ranks of ordinary members, honorary members or extraordinary members of the Association at the AGM on alternate years with a two year term of office.

12.2 The Ombudsman must mediate differences in opinion and points of dispute which have been submitted to him or her in writing.

12.3.1 The Ombudsman receives all written complaints (except if the Exco uses its right to file a complaint directly with the Disciplinary Committee as contemplated in article 10.6) made by members or non-members, if the complaint -

- (a) concerns a member; and

- (b) is beyond the scope of routine matters dealt with by the Exco from the Association's office.

12.3.2 The Ombudsman must report to and register with the office of the Association all direct complaints to the Ombudsman by members or non-members and the CEO must inform or cause to be informed the Exco about these direct complaints.

12.3.3 The cause of a complaint may not be older than 18 months.

12.4 If the Ombudsman decides to refer certain complaints or disputes to the Disciplinary Committee, the Ombudsman must pass the complaint or dispute to the Disciplinary Committee and must inform the Exco thereof: provided that all complaints or disputes that entail legal or constitutional transgressions must be referred to the Disciplinary Committee.

12.5 The Ombudsman must take the first steps in addressing any complaint or dispute within twenty-one days after receipt thereof and must -

- (a) deal with complaints or disputes in the shortest possible time;
- (b) summarise the complaint and submit it to the respondent, requesting a reply by a certain date (which may not be longer than three weeks); and
- (c) send to the Exco the following correspondence by registered mail and one other method of communication as contemplated in article 20.1 -
 - (i) acknowledgement of receipt of complaint or dispute;
 - (ii) particulars of parties that could not have been reached or that did not reply to any request of the Ombudsman; and

(iii) particulars regarding the outcome or finding in respect of the case.

12.6 The procedure for mediation or the solving of a complaint or dispute vests in the discretion of the Ombudsman.

12.7 The Ombudsman must -

- (a) keep or cause to be kept minutes of the proceedings at all hearings; and
- (b) sign the minutes concerned and have it also signed by the involved parties.

12.8 The Ombudsman and the involved parties must sign any settlement reached in respect of a complaint or dispute and the Ombudsman must forthwith thereafter inform the Exco thereof.

12.9 If no settlement is reached in respect of a complaint or dispute the Ombudsman must hand over the final minutes, together with all negotiation documents to the Disciplinary Committee and the Ombudsman must inform the Exco thereof.

12.10 If requested by the Exco the Ombudsman must report to the Exco about the status of complaints or disputes submitted to him or her.

12.11 If the Exco is not satisfied with the time period in which complaints or disputes are handled by the Ombudsman, the Exco may request the Ombudsman to provide an explanation in this regard, but the Exco may not criticize the Ombudsman in the matter or interfere with any dealings, investigations or the outcome of any matter.

12.12 The Ombudsman

- (a) must inform the Exco and employ his or her deputy if he or she is unable to attend to his or her duties;

- (b) may not hold an office in any other organ of the Association;
- (c) must at the AGM present a report about the cases he or she dealt with, but may not disclose any names in this regard.

13. THE DISCIPLINARY COMMITTEE

- 13.1.1.1 Subject to article 13.5 the Disciplinary Committee consists of three members, of which at least two must be ordinary members of the Association entitled to vote.
- 13.1.1.2 The members of the Disciplinary Committee are elected by an AGM as follows:
 - (a) Of the two ordinary members of the Association who may be members of the Disciplinary Committee as contemplated in article 13.1.1 entitled to vote, one ordinary member determined by lot at the AGM concerned and the third member who does not have to be an ordinary member of the Association are elected for a period of two years.
 - (b) The remaining ordinary member of the Association is elected by the AGM which follows after the AGM contemplated in paragraph (a) for a period of two years.
- 13.1.1.3 A member of the Disciplinary Committee is eligible for re-election.
- 13.1.2 A member of the Disciplinary Committee may not hold an office in any other organ of the Association.
- 13.1.3 The Disciplinary Committee must annually elect its chairperson and vice-chairperson.

13.1.4.1 The Disciplinary Committee has a quorum if at least two committee members are present and resolutions thereof are decided on by a simple majority.

13.1.4.2 The person presiding at a meeting or a hearing of the Disciplinary Committee has in the event of an equality of votes a casting vote in addition to his or her deliberative vote.

13.2 A member of the Disciplinary Committee must recuse himself or herself as a member of the Disciplinary Committee in any matter in which the member -

- (a) has a personal interest in the matter concerned; or
- (b) is biased or may be reasonably suspected of being biased in relation to the matter concerned.

13.3 The Disciplinary Committee must adjudicate and decide on all written complaints against a member of the Association where the Constitution or the law is affected.

13.4 If the Ombudsman has referred a complaint or dispute to the Disciplinary Committee as contemplated in article 12.4, the Committee must investigate the alleged breaches of the Constitution or legal transgressions committed by the member of the Association.

13.5 The Disciplinary Committee may co-opt for a temporary period or until the next AGM a person -

- (a) for specific topical questions; or
- (b) if a member of the Disciplinary Committee is absent or has recused himself or herself, but in the case of this paragraph consideration must be given to co-opt

the Ombudsman or his or her deputy or a member of the Tribunal: Provided that the Ombudsman, the deputy or member of the Tribunal concerned -

- (i) does not have a personal interest in the matter concerned; or
- (ii) is not biased or may not be reasonably suspected of being biased in relation to the matter concerned.

13.6.1 A complainant must raise a complaint against a member of the Association with the disciplinary committee in writing and with documentary proof, if any, in relation to the complaint concerned.

13.6.2 The Disciplinary Committee may demand from a complainant the payment of a handling fee, which fee must -

- (a) be deposited with the office of the Association; and
- (b) be refunded to the complainant if the respondent is found guilty.

13.7 The complainant in a preliminary enquiry before the Disciplinary Committee -

- (a) has the opportunity to state his or her case to the Disciplinary Committee;
- (b) may call witnesses and provide evidence information and documents on his or her behalf; and
- (c) must state the value of the dispute, if applicable.

13.8.1 The Disciplinary Committee must summarise the complaint in relation to the matters contemplated in article 13.7(a), (b) and (c) and must submit the summary to the

respondent, requesting a reply by a certain date (which may not be longer than three weeks).

13.8.2 The respondent may together with the reply concerned submit to the Disciplinary Committee any evidence, information and documents relating to the complaint.

13.9.1 After the consideration of the reply by the respondent and any evidence, information and documents submitted, if any, the Disciplinary Committee may -

- (a) recommend a conciliatory final settlement of the dispute to the parties, which may include a monetary settlement or a settlement which may involve the giving of advice or counselling;
- (b) suspend and terminate the proceedings at its own initiative;
- (c) discuss the matter with the respondent in order to determine whether an amicable solution can be reached; or
- (d) decide that the matter should proceed on account of special interests of the Association.

13.9.2 If the Disciplinary Committee has decided that the matter should proceed on account of special interests of the Association by way of a hearing the Association must take over the responsibility of the costs.

13.9.3 If the Association however has no specific interest to continue the proceedings the complainant may pursue them at his or her own costs before the Disciplinary Committee by way of a hearing.

13.9.4 The Disciplinary Committee may appoint a person with suitable qualifications and experience as pro forma complainant to lead any proceedings as contemplated in article 11.9.2 or article 11.9.3 and to present the case to the Disciplinary Committee.

13.10 Procedure at continuation of proceedings (hearing)

13.10.1 The parties are briefed by the chairperson of the Disciplinary Committee on the costs to be incurred based on the expenses of all parties attending.

13.10.2 The complainant must pay another non-refundable fee (negotiation fee) with the office of the Association, amounting to the cost to be incurred as calculated in article 13.10.1.

13.10.3.1 All parties must appear at the hearing.

13.10.3.2 The chairperson of the Disciplinary Committee must send or cause to be sent invitations to the hearing to the parties by registered mail and one other method of communication as contemplated in article 20.1 at least four weeks before the date, stating the place, date and time of the hearing.

13.10.3.3 If any party, except for bona fide reasons acceptable to the Disciplinary Committee, does not appear at the hearing, the costs incurred by the attending persons as calculated in article 13.10.1 is payable by the party who has not appeared at the hearing.

13.10.4 If a complaint or dispute before the Disciplinary Committee involves a conservation hunting client, the Disciplinary Committee may use its discretion whether to question, inform or even invite the conservation hunting client that was involved, to the hearing.

13.10.5 The hearing is informal and the Disciplinary Committee must determine the procedure to be followed therat.

13.10.6 The respondent and the complainant who is a Napha member, excluding a complainant who is not a Napha member and may be dealt with by the Disciplinary Committee as contemplated in article 13.10.4, must be present at the hearing in person and may not be represented by another person, but may be accompanied by another person, who only has an observer status during the hearing: Provided that if the evidence provided by or on which a complainant relies, is necessary to provide a fair hearing to the respondent, the Disciplinary Committee may require the complainant or any witness supporting the case of the complainant, to give oral evidence.

13.10.7.1 Every party has the right to call witnesses and to cross-examine any witnesses called to give evidence against him or her and also has the right to submit evidence, information and documents on his or her behalf.

13.10.7.2 The Disciplinary Committee has the right to ask questions to every party relating to the complaint or dispute before the Committee.

13.10.7.3 After every party has stated his or her case to the Disciplinary Committee the hearing is terminated in order for the Committee to make a ruling as contemplated in article 13.10.9.1.

13.10.8.1 The chairperson of the Disciplinary Committee must keep or cause to be kept detailed records of all proceedings at the hearing, which records must be signed by the chairperson and of which records copies must be made available to the complainant and the respondent.

13.10.8.2 The costs relating to the preparation and making available of copies of the records of a hearing to the complainant and the respondent may at the

discretion of the Disciplinary Committee be recovered from the complainant and the respondent.

13.10.9.1 The Disciplinary Committee must make a ruling within twenty one days after the hearing and find the respondent guilty or not guilty of the complaint, and if found guilty, may impose one or more of the following penalties -

- (a) a reprimand or a caution;
- (b) suspension of membership for a specified period of time, subject to such conditions as the Committee may determine;
- (c) payment to the Association of a fine not exceeding the amount determined by the AGM from time to time; or
- (d) expulsion from being a member of any organ of the Association or from being a member of the Association.

13.10.9.2 The chairperson of the Disciplinary Committee must communicate or cause to be communicated its ruling and its reasons therefore to the parties.

13.10.9.3 If the Disciplinary Committee determines as a penalty that a respondent who has been found guilty must be suspended as a member of the Association or be expelled as a member from the Association, the Disciplinary Committee must make a recommendation in that regard to the Exco and the Exco may then resolve to suspend or expel the respondent.

13.10 At the end of the proceedings of a hearing by the Disciplinary Committee the chairperson of the Disciplinary Committee must submit or cause to be submitted all documents relating to the hearing to the CEO to be filed at the office of the Association.

13.11 The Exco must at the AGM submit a report concerning any hearing which has been concluded up to that date and time, including -

- (a) the reason for the hearing;
- (b) the outcome of the hearing, including whether there was an appeal to the Tribunal in respect of the hearing; and
- (c) the names of the parties involved.

13.12 If no appeal has been lodged with the Tribunal as contemplated in article 14.2.1 the ruling of and any penalty determined by the Disciplinary Committee is final and binding.

14. THE TRIBUNAL

14.1.1 The Tribunal consists of -

- (a) a legal practitioner who does not have to be a member of the Association; and
- (b) two members of the Association entitled to vote who may not hold any other office in the Association,

and is elected at the AGM for a duration of three years.

14.1.2.1 The Tribunal must annually elect its chairperson and determine its own Standing Orders.

14.1.2.2 The Tribunal has a quorum if at least two members thereof are present.

14.1.3.1 If there is any vacancy in the Tribunal but there is still a quorum of the Tribunal in office, the remaining Tribunal members are entitled to co-opt another legal practitioner or member of the Association contemplated in article 14.1.1(a) or (b) until the next AGM.

14.1.3.2 If there is any vacancy in the Tribunal to the effect that there is no longer a quorum of the Tribunal in office, the CEO must forthwith convene or cause to be convened a GM in order to have members of the Tribunal elected.

14.2.1 Any party who is aggrieved with -

- (a) any ruling of the Disciplinary Committee as contemplated in article 13.9.1(a), (b), (c) or (d); or
- (b) the ruling and any penalty or with the ruling or with any penalty determined by the Disciplinary Committee as contemplated in article 13.10.9.1,

may in writing appeal by registered mail and one other method of communication as contemplated in article 20.1 against it via the Exco to the Tribunal within fourteen days after the ruling or penalty has been communicated to the party, giving detailed written reasons for the appeal and must pay the appeal fee.

14.2.2 After receipt of the detailed written reasons for the appeal and the appeal fee the Exco must forward the entire record of the proceedings before the Disciplinary Committee (the appeal record) to -

- (a) the appellant;
- (b) the members of the Tribunal; and

- (c) the original complainant and the pro forma complainant.

14.2.3 The Tribunal must determine a suitable date for the appeal to be heard by it and must inform all the parties involved in writing of the date, time and place of the hearing of the appeal, whereupon the appeal is set down for that date.

14.3 Except if special circumstances exist in the discretion of the Tribunal, the Tribunal may not hear any further evidence, but it must consider representations made on the basis of the appeal record and must make a written ruling based thereon.

14.4 The Tribunal may -

- (a) confirm the ruling and any penalty or the ruling or any penalty determined by the Disciplinary Committee;
- (b) set aside the ruling and any penalty or the ruling or any penalty determined by the Disciplinary Committee;
- (c) suspend the ruling and any penalty or the ruling or any penalty determined by the Disciplinary Committee; or
- (d) make a new ruling and impose a new penalty,

and the chairperson thereof must in writing give or cause to be given -

- (i) its decision to the appeal parties within fourteen days after the appeal hearing; and
- (ii) a copy of its decision to the Exco.

14.5 The decision of the Tribunal is final.

14.6 At the end of the proceedings of an appeal hearing by the Tribunal the chairperson of the Tribunal must submit or cause to be submitted all documents relating to the appeal to the CEO to be filed at the office of the Association.

15. DOCUMENTATION AND EFFECT OF RESOLUTIONS AND MINUTES

Except as otherwise provided in this Constitution -

- (a) resolutions and minutes of the meetings of any organ of the Association must be recorded in writing and signed by the respective chairperson of the meeting and its *scribe*;
- (b) resolutions adopted by meetings of any organ of the Association become effective immediately once the vote has taken place and they must be drafted separately and signed by the chairperson of the meeting and its *scribe*.

16. THE AUDITOR

The auditor -

- (a) must be absolutely independent and impartial and may not be involved in the daily business of the Association;
- (b) may at any time during office hours inspect the cash register and other books and accounts of the Association;
- (c) must examine all accounts and the cash register at the end of the financial year and report back in writing to the Exco at least six weeks before the AGM; and

(d) must be newly elected or re-elected as such on an annual basis at the AGM.

17. ASSETS AND FINANCES

17.1 Any property, assets and income of the Association may only be used for the purpose of -

- (a) achieving the objectives of the Association;
- (b) the exercising of its powers, the performance of its functions and the carrying out of its duties; and
- (c) the -
 - (i) remuneration of personnel; and
 - (ii) the payment of services rendered to the Association and the payment of other expenses approved by the Exco or a GM.

17.2 With regard to accounting:

17.2.1 In order to determine the financial situation of the Association at any time the Treasurer and the CEO must keep or cause to be kept complete and precise financial records in respect of all transactions and business of the Association.

17.2.2 Books recording cash income or expenses of the Association must be kept in a careful and regular manner.

17.3 With regard to investments and purchase of immovable property:

17.3.1 The investment of surplus funds of the Association not budgeted for and above the procurement limit threshold of the Exco as decided by a GM must be decided upon by a GM.

17.3.2 The purchase of immovable property must be decided upon by a GM.

17.4 With regard to bank and other accounts:

17.4.1.1 The Association must conduct its banking business through a bank or other accounts opened with banks and financial institutions or banks or financial institutions registered in Namibia.

17.4.1.2 All payments made from any bank or other account must be -

(a) initiated or loaded by the CEO; and

(b) signed or authorised in writing by one of the three following officials of the Association, namely the President, the Vice-President and the Treasurer.

17.4.2 Transactions between various accounts of the Association may be done by employees of the Association once written authority therefore has been provided by the Exco.

17.5 With regard to inspection of the books by members of the Association:

The books as well as the register of members of the Association may on application by any member of the Association be inspected during office hours at the office of the Association.

17.6 The financial year of the Association starts on 1 September and ends on 31 August of the following year.

18. INDEMNITY

18.1 The Association must indemnify its members against legal costs or liability -

- (a) in so far as a member may incur such legal costs or liability in the exercising of a power, the performance of a function or the carrying out of a duty contemplated in the Constitution or the execution of an official order in good faith and in the interests of the Association; and
- (b) if the Executive Committee supports the indemnification for legal costs or liability incurred and to be incurred in future in the case in question.

18.2 A member of the Association who has been indemnified as contemplated in article 18.1 must submit a written report on the case to the Exco and the Exco is entitled to appoint a legal practitioner to appear and act on behalf of the member concerned, if necessary.

19. ANNEXURES

19.1 Annexure 1 containing the Standing Orders of the Association forms part of this Constitution.

19.2 The Exco or the AGM may from time to time -

- (a) amend or substitute Annexure 1 by simple majority, unless the rule sought to be changed will change the Constitution, in which event an application must be made to the next GM to change the Constitution; or
- (b) prepare or amend by simple majority any other Annexure dealing with such matters as the Exco or AGM may deem necessary.

19.3 The AGM must approve any Annexure prepared or amended by the Exco.

20. METHOD OF COMMUNICATION WITHIN ASSOCIATION

- 20.1 All communication within the Association is done in the manner as determined by the Exco from time to time.
- 20.2 If communication is done via e-mail the writer of the e-mail must at all times be in possession of an original printed version of the e-mail.

21. AMENDMENTS TO OR SUBSTITUTION OF CONSTITUTION

- 21.1 Amendments to or the substitution of the Constitution may only be decided upon by the AGM or by a GM specially convened for that purpose.
- 21.2 Any motion for the amendment or substitution of the Constitution must be -
 - (a) in writing;
 - (b) seconded by another member of the Association;
 - (c) signed by the proposer and seconder;
 - (d) properly motivated; and
 - (e) reach the office of the Association at least sixty days before a GM or before 30 September for the next AGM.

- 21.3 If the Constitution is to be amended or substituted at a GM other than the AGM the CEO must notify or cause to be notified the members of the Association of the intended amendments to or substitution of the Constitution at least thirty days in advance.
- 21.4 No amendment or substitution of this Constitution is of any force or effect until it has been approved in terms of the governing Constitution.

22. DISSOLUTION OF ASSOCIATION

- 22.1 One third of the members of the Association entitled to vote or the Exco may apply in writing via the President to the Exco for the dissolution of the Association and the application must contain the signatures of the members of the Association concerned or the members of the Exco.
- 22.2 The President must in the shortest time possible, but within three (3) months, convene a GM in order to decide on the application concerned.
- 22.3 If at least two thirds of the members entitled to vote who are present resolve to dissolve the Association, the Exco must without delay implement the due dissolution process.
- 22.4 Members of the Exco hold their offices until the final dissolution of the Association.
- 22.5 The:
 - (a) GM at which the resolution to dissolve the Association is taken must decide on the distribution of the assets of the Association which remains, after the satisfaction of all its debts and liabilities: provided that such assets may not be paid to or distributed amongst the members of the Association, but must be

given or transferred to such other institution or institutions having objectives similar to those of the Association as may be determined by the GM.

- (b) Exco must prepare a precise distribution plan in this regard.
- 22.6 Dissolution of the Association only becomes effective once all obligations, financial or otherwise towards members of the Association, the Exco or any person legally claiming moneys from the Association, if any, have been met.

23. EFFECT AND ACCURATE REFLECTION OF CONSTITUTION

23.1 This Constitution;

- (a) Was first adopted by members attending the Founding Meeting on 20 February 1975 in Windhoek;
- (b) Was amended and updated -
 - (i) in 1992 by the Exco;
 - (ii) in 1999 by a special Constitutional Committee and then adopted by the corresponding AGM in its amended form;
 - (iii) in 2007 by a Constitutional Committee;
 - (iv) on 23 November 2014 by the AGM; and
 - (v) on 28 November 2017 by the AGM.
- (c) Is the sixth revision of the original Constitution, written, compiled, considered and approved in English on the day of 2019.

23.2 The approved copy of this Constitution and any Annexures referred to in article 19 must be kept or cause to be kept by the CEO in book form (hard copy), as well as a soft (electronic) copy.

Signed at WINHDOEK on this day of 2020 on behalf of the Association.

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PRESIDENT

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VICE-PRESIDENT