



CONSTITUTION

CONSTITUTION

1.

Name, Constitution, Place of business

The name of the Organisation shall be “**TEAM NAMIBIA, incorporated Organisation not for Gain**”.

It shall have its offices in Windhoek, Namibia and shall have its activities in Namibia.

2.

Mission, Vision & Means

Mission: To facilitate the increased consumption of Namibian products and services locally and abroad by inspiring competitive standards, stimulating consumer confidence and impacting economic sustainability.

Vision: Making Namibian products and services part of everyday life.

Means: Launch a national campaign under the umbrella of an article 21 non-profit company that involves all sectors of the local economy, public and private alike.

3.

Objectives of the Organisation

The Organisation’s objectives are:

- a) To encourage membership of the Organisation of all persons, firms, businesses and companies involved in manufacturing and services in Namibia.
- b) To encourage manufacturing and service industries to improve the levels of skills and productivity of its employees and in order to produce products and services of superior quality.
- c) To join or affiliate with or become a member of any body or other Association or to co-operate with such body or association, whether within or without Namibia in order to further these objectives.

- d) To accept funds whether subject to any special trust or not, for any one or more of the objectives of the Organisation.
- e) To borrow or raise money either upon credit or secured by any means, including mortgage of the organisation's property or by overdraft from its Bankers.
- f) To purchase, hire or otherwise acquire any movable or immovable property deemed necessary or convenient for housing the Organisation's offices, or any of its objects, and to sell, manage, let or hire, mortgage or otherwise deal with such property.
- g) To engage, remunerate and dismiss employees of the Organisation.
- h) To encourage all members of the organisation to support other members when purchasing goods or services.
- i) To promote the aims of the organisation in accordance with decisions of the Board that may arise from time to time.
- j) (To recommend to new members to affiliate at the NCCI and to support the objectives of this organisation.)

The Organisation pursues exclusively and directly non-profit making aims in the sense of the paragraph "tax-privileged purposes" of the taxation regulations, because of its activity, namely to promote generally the advancement of the Namibian economy.

Funds of the Organisation may only be used for the purposes stated herein. The members do not receive allowances from funds of the Organisation. No person may benefit from expenditure other than for the purpose/aims/objects of the Organisation.

Office-bearers assume an honorary position (until such time as a secretariat is established.)

4.

Membership Structure

Any legal person or entity, actively involved in the manufacturing or service industries in Namibia may become a member of the Organisation. Persons with limited capacity to act require the

written consent/assistance of their legal representatives or superior, and subject to the condition that such person may then exercise or fulfil all membership rights and obligations personally.

The Board shall decide on the admission of a member upon written application as per application form. The application shall contain the name, age, occupation, the name of the company or entity represented by the applicant and the address of the applicant. In the case of an application which has been rejected, an appeal can be lodged within one (1) month of receipt of notice of rejection to the Board of the Organisation.

The following membership structure applies:

- (a) Businesses
- (b) Products
- (c) Strategic Partners

Founder sponsors can retain their status by pledging their support through a financial contribution every five years.

5.

Termination of Membership

The membership shall terminate on death, insolvency or withdrawal of membership, **as well as when subscriptions are in arrears in accordance with article 10 of this Constitution.**

In the event that a Member is desirous of cancelling his/her/ its membership with Team Namibia, he/she/it shall give 1 (one) month's written notice of his/her/its intention to cancel his/her/ its membership, which notice must be on the official letter head of the Member. The written notice of cancellation must further confirm that the use of all Team Namibia materials and logos will cease with immediate effect. Membership shall be deemed to have been cancelled 1 (one) month from date of receipt by Team Namibia of said notice of cancellation. Membership fees paid by the Member in advance who cancels his/her/its membership shall not be refunded and forfeits same to Team Namibia, without prejudice to any right or remedy it has in law.

A member may be expelled, if he/she has infringed the interests of Organisation, by resolution of the Board of this Organisation. Before passing this resolution of expulsion, the member must be granted an opportunity within a reasonable time to justify his/her conduct. The expulsion notice from the Organisation shall be accompanied with reasons and be forwarded to the member by registered post. The member has the right of appeal at a General Meeting against the expulsion

order of the Board. The appeal must be registered with the Board within one (1) month of the date when the expulsion order was received.

If this procedure is not followed, then the expulsion order is not effective. If the member does not appeal against the expulsion order in time or if he/she fails to lodge an appeal, then he/she is bound by the expulsion order with the result that his/her membership is considered to be terminated.

6.

Members' rights & obligations

Each member category, apart from Associate Members, shall be entitled to participate in the activities of the Organisation through submissions, discussions and the right to vote at the annual members' meeting. Every membership category excluding Associate Members, shall have the right to vote **if subscriptions are paid up to the end of the month preceding the meeting.** The transfer of voting rights, other than by proxy voting at the Annual General Meeting, shall not apply.

Member's Rights: Member's rights shall include campaign participation and use of the Team Namibia Logo in accordance with conditions as determined by the Organisation.

Member's Obligations: Member's Obligations shall include the maintenance of standards as determined by the Executive Committee.

7.

Board and Executive Committee

The Board consists of sixteen members of which eight are elected members. They are elected at the Annual General Meeting of Team Namibia for the duration of two years, with the proviso that their term of office shall continue until the election of a new Board has taken place. The election shall take place by a simple majority of votes.

In addition to these elected members, the eight Strategic Partners (Namibia Chamber of Commerce & Industry, Namibian Manufacturing Association, Ministry of Trade and Industry, Joint Consultative Committee, National Union of Namibian Workers and Federation of Namibian Tourism Association, Namibia Agronomic Board and Namibian Standards Institution) will

automatically be granted one seat each on the Board. Their representatives will be nominated by the respective Strategic Partners themselves. A Chairperson and Vice-Chairperson shall be elected at the Annual General Meeting from such Board Members, immediately after the members of the Board have been determined.

The Board may formulate Rules which Board members have to adhere to, and may also decide on punishments which can include expulsion from the Board in cases where members do not adhere to these Rules.

The Board shall have the power to co-opt two additional members if it is deemed necessary. All members of the Board exercise their offices in an honorary capacity and without remuneration.

The Board may appoint an Executive Committee consisting of not more than 5 members for a period ending not later than the period of operation of that Board. It may delegate any of its functions to the Executive Committee, which then has to report back to that Board.

8.

Functions & Duties of the Board

The Board shall be responsible for all the affairs of the Organisation. (However they should not be nominated to sub-committee of the Organisation unless deemed necessary) The Board has the following functions/duties: -

To conduct all business of Team Namibia in a transparent and accountable manner and attend to the following business:

- 1) Preparation of the members' meetings and drafting the agenda;
- 2) Convening Annual and General Meetings;
- 3) Implementation of the resolutions of Annual or Special General Meetings;

- 4) Oversee the drafting of a budget for each financial year, and the operation and maintenance of the financial system of the Organisation. This includes the annual audit to be performed by an independent and registered auditor.
- 5) Preparation of the Annual Report;
- 6) Passing of resolutions regarding admission and expulsion of members.

9.

Powers of the Board:

The Board shall have all such powers as may be necessary to enable it to manage the business of the Organisation in such manner as in its opinion may be most advantageous to the furtherance of the objectives of the Organisation.

The Chairperson of the Board represents the Organisation in all litigation and ancillary matters of the Organisation, as far as is necessary, and in accordance with resolutions of the meeting of the members.

10.

Member's Subscriptions

The annual subscriptions shall become due annually on or before the first day of the month following the month in which the member joined Team Namibia.

New subscription rates, whilst incorporated in the Annual Financial Statements, shall be determined annually by the Board of Directors with consultation from members.

Members who have not paid their subscriptions within six (6) months after it has become due shall not be permitted to continue as a member. The affected member shall be informed of the discontinuation of his/her membership status.

11.

Convocation of Annual General Meeting

The Financial Year is from 1 January to 31 December consecutively.

Not later than August each year an Annual General Meeting shall be convened by the Chairperson of the Board. In the event that he/she will be prevented of convening such meeting, the Vice-Chairperson of the Board shall convene said meeting.

Notice and Agenda of the Annual General Meeting shall be forwarded at least four weeks prior to the meeting date. Notice of any resolution to be tabled at the Annual General Meeting shall be lodged with the Board at least two (2) weeks before the said date.

The Board shall convene a Special General Meeting or a meeting of members when decided upon by the Board or upon receiving a request signed by 1/5 (20%) of the voting members of the Organisation.

12.

Annual General Meeting

At the Annual General Meeting the members shall be responsible for the following matters: -

- 1)
 - 1.1) The ratification of the budget prepared by the Board for the current financial year;
 - 1.2) Tabling and acceptance of the Annual Report of the Board;
- 2) Ratification of Member's subscription rates;
- 3) To consider and pass resolutions regarding amendments of the Constitution and the dissolution of the Organisation;
- 4) To consider and pass resolutions in respect of appeals noted against the decision of the Board regarding an application for membership;
- 5) Confirmation of the appointment of an auditor and a banking institution by the Board.

In matters which are subject to the jurisdiction of the Board, the Annual General Meeting of members can make recommendations to the Board. The Board may obtain the views of the members regarding matters falling under its jurisdiction

13.

Proceedings / Business at General Meetings

Any resolutions at the General Meeting shall be decided by majority of votes.

In the event of equality of votes the proposal submitted shall be considered as dismissed. A majority of votes is also a prerequisite for the validity of all decisions and resolutions taken.

The quorum for a general meeting of members shall be at least one quarter (1/4) of all voting members of the Organisation. Exceptions are resolutions regarding amendments to the Constitution and winding up of the Organisation for which a majority of two-thirds (2/3) will be necessary.

The resolutions taken shall be in writing and shall be signed by the Chairperson of the Board or its Vice-Chairperson.

Each member of the Organisation shall be entitled to nominate by proxy a person who shall participate at the General Meeting and to vote on his/her behalf. The authorised person shall be obliged to submit the original proxy at the General Meeting.

Outside a General Meeting of members, resolutions may only be taken if a written proposal is submitted to the voting members and all these members consent in writing to such a proposal being accepted. The resolution takes effect on receipt of all written consents to such a proposal.

14.

Winding - up

The Organisation may be dissolved by a resolution passed at a General Meeting, provided that such resolution is passed by a majority of two-thirds (2/3) of the members. The members of the Board shall be the liquidators.

Liability of members towards the estate of the Organisation will be limited to any outstanding membership fees.

Upon winding-up of the Organisation, failing legal capacity, cessation of its aim or prohibition to continue as Organisation, the assets remaining shall be delivered to Organisations of the same nature and with the same objects, such as the Namibia Chamber of Commerce and Industry (NCCI).

Signed in Windhoek on this day of 2014
