

Constitution of the association Welwitschia – Education Initiative for Namibia

Initially adopted by its members on 19 March 2014

1. NAME AND FORM OF THE ORGANISATION

There is hereby established a voluntary association to be known as Welwitschia – Education Initiative for Namibia (hereinafter referred to as “the organisation”), which is a legal person with limited liability and an existence separate from its members, and thereby a body corporate with perpetual succession which may own property, enter into contracts, and sue and be sued in its own name.

2. MISSION

Be the link between students and companies, improve the educational situation in Namibia. To further provide a platform for students and learners for better career selection and career opportunities as well as strengthen civil partnerships with societies of other countries.

3. AIMS AND OBJECTIVES

It is the aim of the organisation to link individuals with prospective companies to co-operate with the public and corporate sector to help improve the educational situation in the country. We further wish to offer a platform for the youth to acquire better career opportunities and to improve individual's knowledge through the use of resources and various methods such as workshops and seminars. The organisation also strives to change the mind set of the youth in order for them to think on a broader scale and not limit themselves in regards to education and employment

The organisation provides workshops and other forms of outreach to individuals in regards to their education and prospective career opportunities, provides and outsources financial assistance and technical support for students. Students and other interested parties will be informed about different career opportunities in their fields of education. In addition, the organisation shall create public awareness about the country's educational situation and foster youth development.

The above-mentioned objectives will be achieved particularly through the means of mass media and personal contact.

4. MEMBERSHIP

- 4.1. Membership of the organisation is open to all individuals who show an involvement in and commitment to the activities and ideals of the organisation.
- 4.2. **Full members:** Full members are individuals who would like to take part in the organisation's continuing work. They will be expected to attend the regular meetings of the organisation and to assist with the regular activities of the organisation.
- 4.3. **Associate members:** Associate members are individuals who would like to support the organisation but are unable to make the time commitment to become full members. They are expected to make themselves available to the organisation from time to time, when called upon, so that the organisation may draw upon their skills and expertise. Associate members may also be asked to advise the organisation from time to time on policy matters. Associate members are welcome to attend regular meetings of the organisation and to participate in its activities, but will not be expected to do so on a regular basis. Associate members are not allowed to candidate for the management committee.
- 4.4. **Participation:** Both Associate Members and Full Members are eligible to attend all meetings of the organisation, including the Annual General Meeting, and to vote at such meetings.
- 4.5. **Removal:** The Management Committee may revoke an individual's membership by majority vote if the Committee finds that the member's behaviour or conduct is detrimental to the interest of the organisation.
- 4.6. **Non-discrimination:** The Organisation will not discriminate in membership on the basis of race, colour, religion, national origin, ancestry, citizenship, sex, gender, sexual orientation, age or disability.

5. ANNUAL GENERAL MEETING

- 5.1. An Annual General Meeting (AGM) of all members shall be held once in each calendar year to evaluate the activities of the previous year and to set policy and plan activities for the year at hand.
- 5.2. Notice of the AGM shall be directed to all members (both associate and full) at their last known telephone number, email address or postal address at least two weeks prior to the date of the meeting.
- 5.3. All decisions at the AGM shall be made by a majority (51%) of the members (full and associate) present at the meeting at which the decision is taken, unless otherwise specified.
- 5.4. Additional general meetings may be convened as necessary by the Chairperson of the Management Committee, with notice as provided in 5.2
- 5.5. All meetings shall be chaired by the Chairperson or the Vice Chairperson in the absence of the Chairperson. The Chairperson and Vice Chairperson of the Management Committee shall serve as the Chairperson and Vice Chairperson of the AGM, provided that the members present at the first AGM held before the selection of the Management Committee shall select a person to chair that meeting by majority vote of members present.
- 5.6. Minutes shall be taken at each meeting by the Secretary. Minutes of each meeting shall be made available to all members at or before the following meeting.

6. MANAGEMENT COMMITTEE

- 6.1.** The Management Committee shall be responsible for the overall control and management of the organisation.
- 6.2.** At the Annual General Meeting, the members of the organisation shall elect by majority vote six members to serve on the Management Committee until the next AGM. Only full members are eligible to serve on the Management Committee.
Each member present at the AGM will have six votes for purposes of this election.
- 6.3.** The Management Committee shall comprise:
 - a) the Chairperson
 - b) the Vice-Chairperson who is equally the Director for Public relations
 - c) the Secretary who is equally the Director for Internal Communication
 - d) the Treasurer who is equally the Director for Fundraising and
 - e) two additional members (education officer & partner assistance).
- 6.4.** The first Management Committee will be appointed by the founding members of the organisation and will hold office for one year. Thereafter, members of the Management Committee shall be elected annually at the AGM.
- 6.5.** Each member of the Management Committee may serve up to three consecutive terms. Thereafter, additional terms of service may be authorised by a majority (51%) vote of all members present at the AGM.
- 6.6.** Management Committee members will be deemed to have resigned if they fail to attend three (3) consecutive meetings without a suitable reason.
- 6.7.** If any member of the Management Committee resigns or is repeatedly unavailable to carry out his/her responsibilities, the Chairperson may convene a meeting of the full membership of the organisation in order to remove that Management Committee member and to elect a replacement. The Chairperson of the Management Committee, in consultation with the rest of the Management Committee, may alternatively decide to continue to the next AGM without selecting a replacement. In the case of resignation, the management committee decides upon the further procedures.
- 6.8.** The Management Committee or general membership of the organisation may convene general meetings throughout the year as necessary. The time, date, and place of such meetings must be announced to all members of the Management Committee at least one week prior to the meeting.

7. GENERAL POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

- 7.1.** The Management Committee shall manage the organisation and work to achieve the aims and objectives of the organisation. The Management Committee will have the duty to translate any policy decisions made by the membership into practice.
- 7.2.** Decisions of the Management Committee shall be by majority vote of members present at any meeting where there is a quorum. A quorum will be half the members plus one (1).
- 7.3.** Subject to the terms of this Constitution and any directions contained in resolutions passed by the members in general meetings, the Management Committee shall have the necessary powers and authority to manage the organisation and shall exercise its powers as it considers appropriate to achieve the objectives of the organisation.

- 7.4. The general duties of the Management Committee shall include the following:
- a) to act as a communication channel for and on behalf of its members;
 - b) to ensure that the objectives of this Constitution are being fulfilled and maintained at all times;
 - c) to create programs and activities that serve to fulfil the aims and objectives of the organisation;
 - d) to control the organisation's finances and to guarantee the performance of contracts or obligations of the organisation.
- 7.5. Chairperson: The Chairperson shall be responsible for the following:
- a) convening of meetings on a regular basis and whenever required to do so by members;
 - b) chairing and providing overall direction to all the meetings of the organisation and the Management Committee;
 - c) compiling of an annual report for the Annual General Meeting;
 - d) any other function necessary for the success of the organisation.
- 7.6. Secretary: The Secretary shall be responsible for the following:
- a) issuing notices concerning all meetings of the members to be forwarded to the members at least 1 week prior to the meeting;
 - b) recording minutes of all meetings of the members of the organisation and of the Management Committee;
 - c) conducting all correspondence on behalf of the organisation;
 - d) ensuring the safekeeping of all relevant documents of the organisation.
- 7.7. Treasurer: The Treasurer shall be responsible for the following
- a) maintaining a record of all income received and expenditure incurred by the organisation;
 - b) opening and control of the organisation bank account;
 - c) issuing receipts for money received by the organisation;
 - d) ensuring that the Organisation's funds are utilised in accordance with the organisation budget;
 - e) submitting financial reports to the Management Committee and the general membership as needed, but at least once per year;
 - f) safeguarding and management of all the assets of the organisation;
 - g) ensuring that no funds are made available to members as personal loans;
 - h) overseeing the financial auditing of the accounts of the organisation;
 - i) preparation of the annual budget of the organisation; and
 - j) presentation of an annual financial report and a budget for the following year at the AGM.
- 7.8. All other responsibilities of the Management Committee may be delegated by the Committee to any Management Committee member.
- 7.9. Members of the Management Committee shall not receive remuneration for their service as Management Committee members.

8. POWERS OF THE ORGANISATION

- 8.1. The organisation shall have the power to do the following things in furtherance of its aims and objectives:
- a) to apply for and receive funds, donations and gifts of money or property of any description;
 - b) to provide, furnish and fit out offices and other premises as necessary, and to manage and maintain such premises;

- c) to purchase, lease or otherwise acquire or hold movable or immovable property and to sell, sublease or otherwise dispose of such property;
- d) to enter into any contract of insurance in respect of any matter in which the organisation has an insurable interest;
- e) to purchase, subscribe to or otherwise acquire books, publications and other resource material;
- f) to open and operate a bank account in the name of the organisation;
- g) to apply the funds of the organisation in any reasonable manner in furtherance of the aims and objectives of the organisation; and
- h) to do any other lawful things that will further the aims and objectives of the organisation.

- 8.2. These powers may be carried out on behalf of the organisation by the Chairperson or another member of the Management Committee, with the prior approval of the entire Management Committee.

9. FINANCES AND NON-PROFIT CHARACTER

- 9.1. The organisation shall be organised as a non-profit organisation. The income and the property of the organisation shall be applied solely towards the promotion of the mission of the organisation as set forth in this Constitution and shall not be used for the personal benefit of any of the members of the organisation.
- 9.2. No portion of the income or property of the organisation shall be paid or distributed directly or indirectly to any person (otherwise than for services rendered to the organisation by persons other than members or in the ordinary course of undertaking any public benefit activity) or to any member of the organisation or Management Committee except as contemplated in Section 9.6.
- 9.3. The organisation shall open a bank account in the name of the organisation at a registered commercial bank in Namibia.
- 9.4. Funds may be received on behalf of the organisation by any member of the organisation with signing powers on the organisation's bank account. All funds received shall be deposited in the organisation's bank account.
- 9.5. Cheques issued by the organisation shall be signed by the Chairperson of the Management Committee and countersigned by one other member of the Management Committee.
- 9.6. All services performed for the organisation shall be purely voluntary. Members, including members serving on the Management Committee, shall not receive any remuneration for services performed, except that they may be reimbursed for reasonable expenditures made on behalf of the organisation with the prior approval of the Chairperson of the Management Committee.

10. DISSOLUTION

- 10.1. The organisation may be dissolved by the decision of a majority of members present at a meeting convened for this purpose, provided that notice of this meeting has been directed to all members (both associate and full) at their last-known telephone number, email address or postal address at least two weeks prior to the date of the meeting.

10.2. In the event of dissolution, all assets of the organisation remaining after the payment of all outstanding debts and liabilities shall be donated to a Namibian organisation with aims and objectives similar to those of the organisation. The organisation which is to receive such assets shall be selected by a majority vote of all members present at the meeting at which dissolution occurs.

11. CONSTITUTIONAL AMENDMENTS

The Constitution of the organisation may be amended only by a two-thirds majority of those present at a meeting open to all members (both associate and full after circulation of written notice of proposed amendments to each member's last known email or postal address.