

**CONSTITUTION**  
**NAMIBIAN ENVIRONMENT & WILDLIFE SOCIETY (NEWS)**

**1. NAME AND AREA**

- 1.1 The organisation shall be known as the "Namibian Environment & Wildlife Society", hereinafter called "NEWS".
- 1.2 The area of operation of NEWS shall cover the geographic boundaries of the Republic of Namibia, including its territorial waters and exclusive economic zone.

**2. VISION**

- 2.1 To be an influential, membership-based environmental organisation with a country-wide network of members and partners in order to make an active and positive contribution to the conservation of our natural resources and promote sustainable development.

**3. MISSION**

- 3.1 To conserve the natural environment of Namibia and to promote appropriate protection, wise and sustainable use of natural resources and sustainable development.

**4. OBJECTIVES**

- 4.1 To create and maintain a country-wide network of members and partners in order to effectively distribute and share information.
  - 4.2 To create and maintain administrative structures that ensure the efficient running of the organisation.
  - 4.3 To advance community awareness and participation in, and the practice of all aspects of, conservation in Namibia through the promotion, organisation, implementation, guidance and encouragement of:
    - (a) study and research of environmental issues,
    - (b) environmental education,
    - (c) monitoring of, and reporting on, environmental issues and developments,
    - (d) wise environmental decision-making,
    - (e) environmental policy and law,
    - (f) conservation and protection of the environment in Namibia.
  - 4.4 To act as a forum for people interested in environmental issues in Namibia by holding regular meetings and excursions, which shall be open to members as well as non-members of NEWS.
  - 4.5 To collect, collate and disseminate general information and research findings on conservation issues relevant to Namibia in the magazine Roan News, to be published at least biannually, as well as in regular newsletters and public talks. This information may also be published as newspaper articles as well as in journals.
  - 4.6 To assist and/or co-operate with other individuals or organisations not-for-gain with similar aims.
  - 4.7 To encourage members of NEWS and the general public, specifically students in nature conservation, to carry out, or participate in, research relating to conservation issues relevant to Namibia.
  - 4.8 To foster collaboration and strong working relationships with individuals and organisations in both the public sector (government) and civil society (including NGOs, CBOs, the private sector, educational institutions and donors) in Namibia, as well as with societies of institutions whose aims are similar to those of NEWS, to help achieve the Mission of NEWS.
  - 4.9 To create a strong public presence through regular media coverage and high-profile activities.
- 5. NEWS FINANCIAL YEAR**
- 5.1 The NEWS year shall run from the first day of January of each year to the thirty-first day of December of the same year, both dates inclusive.
- 6. MEMBERSHIP**
- 6.1 The membership of NEWS shall be open to all interested individuals and relevant registered organisations, subject to their acceptance of, and adherence to, the NEWS Rules, their acceptability to the NEWS Committee and their payment of the prescribed annual membership fee.

6.2 Membership shall be divided into the following classes:

- (a) Individual membership, which shall include student or pensioner membership for bona fide students or persons under the age of eighteen, or those of an age to be classified as pensioners, as well as international membership for individuals from abroad.
- (b) Educational membership for Namibian educational institutions.
- (c) Corporate membership for registered organisations.
- (d) Partner organisation status upon the signing of a Memorandum of Understanding (MOU) for any organisation not-for-gain in Namibia that has conservation of the natural environment, environmental research or environmental education as their aim.

6.3 The Committee may determine special membership classes on merit.

6.4 Applications for membership shall be in writing on an official membership application form.

6.5 All provisions of this Constitution shall apply equally to all classes of membership.

6.6 NEWS shall distribute reminders for subscription renewal before the fees are due.

6.7 All subscriptions shall become due and payable by the end of January of each year. Membership rates for the various classes of membership shall be determined and revised at the Annual General Meeting (AGM) and become effective at the beginning of the following year.

6.8 Subscriptions of members joining on or after the first day of July of any year shall be half the annual subscription for that year.

## **7. EXPULSION OF MEMBERS**

7.1 Any member, whose subscription remains in arrears for three months or more, despite a reminder sent out by the Committee, shall cease to enjoy the privileges of membership. The Committee shall have the power to remove that member's name from the membership list. Such a member will be informed in writing of this decision.

7.2 If the Committee considers that any member by his/her conduct renders the continuation of his/her membership undesirable, it shall, in writing, request such a member to tender his/her resignation within fourteen days. Should the member fail to reply (or tender his/her resignation) within the said period, the Committee shall have the power to expel him/her from NEWS and remove his/her name from the membership list. Any membership fees already paid by such a member shall not be repaid to the member.

7.3 A member whose name has been removed from the membership list under the provisions of this Rule, shall have the right to appeal to NEWS at the next Annual General Meeting against the decision to deprive him/her of his/her membership or his/her expulsion, provided that twenty-eight-days' notice of such an appeal shall be submitted to the Committee. The decision made at the Annual General Meeting shall be determined through secret ballot of the members at the meeting and shall be final.

## **8. NEWS MEMBERSHIP LIST**

8.1 The Committee, or NEWS Office, if this exists as set out in Rule 10.3 (b), shall be responsible for the establishment and maintenance of the membership list.

8.2 Members' addresses and particulars shall be treated as confidential information.

## **9. COMMITTEE**

9.1 The affairs of NEWS shall be managed by the NEWS Committee. The NEWS Committee shall consist of a minimum of seven members of NEWS and shall hold office for one term that will run from the Annual General Meeting (AGM) to the next AGM. Outgoing Committee Members can make themselves available for re-election at the end of any term.

9.2 The Committee shall be elected at the AGM of NEWS. All nominations duly seconded, shall be in writing and shall receive the written assent of the nominees. Nominations shall reach the Secretary of NEWS, or the NEWS Office, if this exists as set out in Rule 10.3 (b), at least seven days before the date of the AGM. If the nominations exceed the vacancies, an election shall be held by secret ballot. The result of the poll will be final.

9.3 Within one month following the election of the Committee, the Committee shall, at its first meeting, elect by consensus the following officers from the members of the said Committee:

- (a) Chairperson of the Committee
- (b) Vice-chairperson of the Committee
- (c) Treasurer
- (d) Secretary, if this position is not filled by employed staff as set out in Rule 10.3 (b)
- (e) Editor: Roan News
- (f) Co-ordinators for different activities, projects and programmes

(g) Other applicable portfolios

9.4 The Committee shall have the power to co-opt persons to serve on the Committee. Any person so co-opted shall have no voting rights on the Committee and serve only until the following AGM.

**10. POWERS AND DUTIES OF THE COMMITTEE**

10.1 The Chairperson of the Committee shall preside at Committee meetings. In his/her absence, the Vice-chairperson, or the Director, if this position exists as set out in Rule 10.3 (b), shall preside.

10.2 The quorum at any meeting of the Committee shall be five elected Committee Members.

10.3 The Committee shall direct and manage all routine affairs and related matters of NEWS, which it may consider relevant to the interest, good management, and promotion of the objectives of NEWS, not deemed to be specially required to be done at an Annual General Meeting. Without in any way limiting the above powers, the Committee shall have the power:

(a) To convene meetings.

(b) To employ staff to manage the day-to-day running of NEWS, and to rent offices for this purpose. Any employed staff shall work in collaboration with, and be monitored by, the NEWS Committee. NEWS staff may consist of a Director and an Office Co-ordinator, and may include Co-ordinators for different activities, projects and programmes, if feasible. Employed staff shall have no voting rights.

(c) To acquire, dispose of, hold and have the custody and control of, funds and other movable property of NEWS.

(d) To open banking and savings accounts, which shall be operated under any two of the four signatures, which shall be the Chairperson, the Vice-chairperson, the Treasurer and the Secretary of the Committee, or the Director, if this position exists as set out in Rule 10.3 (b).

(e) To appoint sub-committees at any time, and determine their terms of reference. At least one member of the Committee shall be appointed to each sub-committee.

(f) To invest the funds of NEWS in recognised investments, and to change, cancel, add to or vary such investments at its discretion.

(g) To establish annual subscriptions payable by members.

(h) To keep the financial records.

10.4 The Committee shall meet on a monthly basis, or whenever necessary, and in any event not less than eight times per annum. The interval between Committee meetings shall not exceed three months. Committee Members shall be given at least seven days notice of any meeting.

10.5 If any member of the Committee is absent from three consecutive meetings without having tendered his/her apology to the Chairperson of the Committee, he/she shall forfeit his/her seat upon the Committee, and the vacancy shall be filled as set out in Rule 9.4.

**11. GENERAL MEETINGS**

11.1 The Annual General Meeting (AGM) of NEWS shall be held after the close of the financial year but not later than the thirtieth day of June in each year. Notice of the date of that meeting and the agenda shall be dispatched to all members at least four weeks before the date of the meeting.

11.2 The business of the Annual General Meeting shall be:

(a) To consider and adopt the Chairperson's or Director's Report.

(b) To consider and adopt the annual financial statements of NEWS as presented.

(c) To consider and vote upon alteration or addition to the Constitution of which due notice has been given as set out in Rule 13.

(d) To elect the Committee of NEWS for the coming year as set out in Rule 9.

(e) To ratify annual subscriptions payable by members.

(f) To consider and, if necessary, to vote upon any other business.

11.3 A Special General Meeting may be called by the Committee whenever it seems fit or on receipt of a written request signed by not less than ten members. The provisions of Rule 11.1 shall apply as regards notice of such a meeting subject to the right of the Committee to give shorter notice if it shall deem it advisable to do so. Such shorter notice shall be not less than seven days and shall state the purpose of the meeting. A Special General Meeting shall be competent to deal only with the particular business of which due notice has been given.

11.4 Should any General Meeting stand adjourned, the adjourned meeting shall be held not more than twenty-eight days after the date of the original General Meeting. Notice of the date, time and place of such an adjourned meeting shall be dispatched to all members not more than seven days after the date of the original meeting.

11.5 Except where otherwise specially laid down in the Constitution, a majority vote of those paid-up members of NEWS present, shall be decisive. Voting shall be by a show of hands, unless a ballot is demanded by the majority of those present and entitled to vote.

**12. QUORUMS AT GENERAL MEETINGS**

12.1 At any General Meeting of NEWS, a quorum shall consist of not less than fifteen NEWS members personally present.

12.2 Should a quorum not be present within thirty minutes of the time fixed for holding a General Meeting, that meeting shall stand adjourned until a date to be agreed upon at such a meeting. At such a reconvened meeting, those members present shall form the required quorum.

**13. AMENDMENT OF THE CONSTITUTION**

13.1 No amendment of, or addition to, this Constitution shall be made except at a General Meeting, notice of which shall have been dispatched to members in terms of Rule 11.1 or 11.3 prior to the date of such a meeting. Such notice shall state the proposed amendment or addition.

13.2 Any proposal to amend or to add to this Constitution shall be in writing and shall be signed by both the proposer and the seconder who shall be members of NEWS and entitled to vote.

13.3 Any such amendment or addition shall be passed only by a majority of two-thirds of those present and entitled to vote.

**14. NOTICE TO MEMBERS**

14.1 Any notice to a member shall be considered duly delivered when sent by e-mail, posted or delivered by hand to the address of the member as furnished on his/her application for membership or as subsequently advised to the Secretary of NEWS, or the NEWS Office, if this exists as set out in Rule 10.3 (b), in writing or on behalf of the member.

**15. FINANCE**

15.1 A statement of the NEWS finances, audited by a registered auditor, shall be presented to each AGM for consideration and approval.

**16. RIGHTS AND LIABILITIES OF MEMBERS**

16.1 Membership of NEWS does not and shall not give to any member any right, title, interest, claim or demand in or to any of the monies, property or assets of NEWS. The income and properties of NEWS shall be applied solely towards the promotion of the objectives of NEWS, as set out above, and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise by profit to any member of NEWS.

16.2 In the event of the dissolution of NEWS, there shall be no liability incurred by any member other than in respect of his/her unpaid subscriptions and any monies he/she may be owing to NEWS.

**17. INDEMNIFICATION**

17.1 The Committee, sub-committees and staff of NEWS shall be indemnified and secured harmless out of the assets of NEWS from all action, costs, losses, damages and expenses which they or any of them may incur or sustain by reason of any act done, concurred or omitted in the execution of his/her respective duty or supposed duty, except such, if any, as they shall incur or sustain by or through their own neglect, default or dishonesty, and none of them shall be answerable for the others of them, nor for any loss, misfortune or damage which may happen in the execution of their respective offices, unless the same shall happen by or through their own neglect, default or dishonesty, respectively.

**18. STATUS**

18.1 This organisation shall be juristic person<sup>1</sup> with perpetual succession<sup>2</sup> capable of entering into contractual and other relations and of suing and being sued in its own name and capable of owing and dealing with immovable property in its own name.

Footnotes:

<sup>1</sup> recognised by law as an individual and having the rights and capabilities of a natural person and having locus standi to appear in court

<sup>2</sup> NEWS will continue to exist despite the addition of new members and loss of old members, i.e. its existence is not dependent on its members.

**19. PUBLICATIONS AND PRODUCTIONS**

19.1 The Committee shall be empowered to publish any books, papers, pamphlets and newsletters, and produce any films and sound recordings on subjects related to the objectives of NEWS as set out in Rule 4.

19.2 The Committee shall have the power to accept any donations or contributions from members and/or other persons or bodies or to approach members and/or other persons or bodies for subscriptions towards the cost of such publications and productions.

19.3 Copies of books, pamphlets or papers published by NEWS shall be available to all members on such terms as the Committee shall decide.

19.4 Copies of films, sound recordings and productions of NEWS not otherwise provided for shall be available to members at the discretion of the Committee on such terms and conditions as it may deem fit.

19.5 The provisions of Rules 19.3 and 19.4 shall not apply to any member whose annual subscription has not been paid by the thirty-first day of March in any year. Such members on payment of the annual subscription shall be entitled to such publications and productions if they are available and at the discretion of the Committee.

**20. INTERPRETATION**

20.1 In the case of doubt as to the meaning or interpretation of this Constitution, the Committee shall be the final arbiter and its decision shall be binding upon members.

**21. DISSOLUTION**

21.1 On dissolution, the assets of the Society shall be taken into possession by a liquidator, appointed by a General Meeting of the Society, who will discharge all liabilities incurred by NEWS and shall transfer all assets remaining thereafter to a company, society or association with objectives similar to those of NEWS.

**ACCEPTED AND SIGNED AS A REVISION TO THE NEWS CONSTITUTION AT WINDHOEK**

ON THIS 8th DAY OF APRIL 2008