

HoRN.nam

HELP OUR RHINOS NOW. NAMIBIA



**HORN
NAMIBIA**

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**CONSTITUTION OF THE
‘Help our Rhinos now, Namibia’
(HoRN.Nam)**

1 NAME

- 1.1 The name of the association herein constituted is the “Help our Rhinos Now. Namibia” hereinafter referred to as “the Association”;
- 1.2 The abbreviated form of the name of the Association is “HoRN.nam”.

2 LEGAL STATUS AND POWERS

- 2.1 The Association is a body corporate with its own legal identity, which is separate from its members and office bearers. The Association shall exist in perpetuity, regardless of change in membership and/or change in office bearers;
- 2.2 The Association is not formed for carrying on a business for financial gain. Members and office-bearers of the Association shall not have personal rights to the property or the assets of the Association;
- 2.3 The income and property of the Association shall be used solely for the promotion of its stated objectives and shall not be paid, directly or indirectly, to any person, member or office-bearer, except as reasonable compensation for necessary services actually rendered to the Association or reimbursement of actual costs or expenses reasonably incurred on behalf of the Association;
- 2.4 If, upon the dissolution of the Association, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among members of the Association but shall be transferred to some other company, society or association that has objectives the same or similar to the Association, nominated at the discretion of the governing Board deciding unanimously, failing in which nominated by the members in General Meeting by two-thirds majority, failing in which nominated by a competent court on application by the Association;
- 2.5 Subject to the provisions of the law in general, members and office-bearers of the Association shall not be liable for the debts or obligations of the Association, unless it arises as a result of dishonesty or failure to exercise the degree of diligence and care generally required by law of persons in fiduciary positions;

3 CODE OF CONDUCT

- 3.1 The governing Board shall draft Part and parcel of the constitution will be Code of Conduct for members of the Association which has be signed by all the joining members. The CoC shall be based on the objectives of the Association as stipulated in this constitution. The code of conduct shall be amended and adjusted from time to time in accordance with the needs of the Association but will at all times adhere to this constitution and to all prevailing laws, rules, regulations ordinances or by-laws applicable to rhino and private rhino owners and custodians.

4 OBJECTIVES

The Association is a non-profit organization established for the following public benefit objectives:

- 4.1 To promote the conservation, protection and proliferation of all species of rhinoceros (“rhino”) in Namibia and in Africa;
- 4.2 To represent and promote the interests of private persons and entities who are owners and custodians of rhino;
- 4.3 To promote, with specific reference to rhino and private owners of rhino, the following principles
 - 4.3.1 Biodiversity management;
 - 4.3.2 Sustainable use;
 - 4.3.3 Eco-tourism;
 - 4.3.4 Security (anti-poaching, illegal and unethical killing), legal compliance and law enforcement;
 - 4.3.5 Self regulation and administration;
 - 4.3.6 Ethical hunting;
 - 4.3.7 Environmental education and training;
 - 4.3.8 Scientific research and support;

- 4.4 To promote the establishment and maintenance of a national database of rhino and rhino related information, specifically subject to the protection of confidential information of private rhino owners;
- 4.5 To engage with and/or enter into association with all governmental departments and/or non-governmental organisations in order to promote the interest of rhino and private rhino owners;
- 4.6 To eradicate rhino poaching (i.e. the illegal and/or unethical killing of rhino); this pt is double

5 HEADQUARTERS

- 5.1 The Governing Board of the Association shall determine the nature and location of the Association's headquarters from time to time, subject to the Association having, at any given time, at least the following
 - 5.1.1 an official postal address, and
 - 5.1.2 an official contractable e-mail address; and
 - 5.1.3 an official contractable telephone number;

6 MEMBERSHIP

Any membership application should sign the constitution and code of conduct

- 6.1 There shall be three categories of membership of the Association. Fees will be stipulated under appendix 1 and will automatically adjusted to the national inflation rate.
 - 6.1.1 Full membership : shall be open to all persons (natural or juristic) who are private rhino owners and/or custodians who have signed the constitution and code of ethic of the association. The constitution and code of ethic underline/describe the objectives of the Association. This category of membership shall be subject to a compulsory membership fee with full voting powers. (see appendix 1)
 - 6.1.2 Honorary membership: shall be bestowed upon persons (natural or juristic) who may or may not be private rhino owners. The Board will decide on written application or by the consensus of members at an AGM. In general honorary members have rendered exceptional and outstanding service to the Association. This category of membership shall not be subject to any form of membership fee.
 - 6.1.3 Associate membership: shall be open to all persons (natural or juristic) who are not private rhino owners but who are interested in and subscribe to the objectives of the Association and who apply to or are invited or nominated by the Board of the Association and conferred by the consensus of members in AGM to become members. This category of membership shall be subject to a compulsory membership fee but without voting right.
- 6.2 For purposes of membership, a private rhino owner and/or custodian defined and/or organisation is a person/body (natural or juristic) who:
 - 6.2.1 is the legal owner of rhino and/or custodian as government certified owner ; and/or
 - 6.2.2 stands in a contractual or other form of relationship with the legal owner of rhino (e.g. as employee, landlord, tenant, consultant, partner etc.) which relationship in the discretion of the Board of the Association establishes a significant link between such person and the ownership or management of rhino;
 - 6.2.3 Members recognise and acknowledge that the Association shall require funding in order to pursue and further its objectives.

7 APPLICATION FOR MEMEBERSHIP :

- 7.1 Application for any category of membership, shall be made in writing upon the prescribed form which must be submitted to the Secretary of the Association and accompanied by the applicant's full details as required by the Board of the Association;
- 7.2 The Board shall have the power to accept or refuse any application for membership without giving reasons.

- 7.3 By its signature on the prescribed membership application form, the applicant shall acknowledged and subscribed to the Constitution of the Association and its Code of Conduct.
- 7.4 Membership is not transferrable and the Board shall keep a register of all members.
- 7.5 Membership shall terminate upon the death of a member and upon the dissolution/liquidation of a juristic person member or upon written resignation by a member.
- 7.6 Membership may also be terminated by a resolution of the Board, provided that:
- 7.6.1 the member has been given written notice in advance of the intention to terminate his/her/its membership;
and
- 7.6.2 the member has been given opportunity to make written representations to the Board pertaining to the intended membership termination within one calender month.
- 7.7 If, after the above process has been followed, the Board resolves to terminate a membership, such decision shall have the effect of immediate suspension of membership from the date of the Board meeting, but shall only have the effect of final termination upon confirmation thereof by consensus of the members in AGM or a special general meeting;

8 MEMBER VOTING

- 8.1 Only members who have paid up in full shall have the power to vote at any Annual or Special General Meeting of the Association. Honorary and Active ordinary members shall have no voting right. Full members can make use of signed proxy for someone else to represent them at any above mentioned meeting.

9 MANAGEMENT OF THE ASSOCIATION

- 9.1 The day-to-day management of the Association shall be vested in the Board of the Association and shall be conducted in accordance with this constitution and the motions of the members in AGM General Meeting.

10 THE BOARD

Structure of the Board

- 10.1 The Board shall consist of a minimum of 4 (four) members, bearing the following portfolios: Chairperson, Vice Chairperson, Secretary, and Treasurer. The Board shall consist of a maximum of 7 (seven) members.
- 10.2 The further sub committees (with a special task) of the Board members shall be determined by the Board in consideration of the needs of the Association from time to time.
- 10.3 Only full members of the Association shall be eligible to serve as members of the Board; secretaries can be associated members.
- 10.4 At the discursion of the board, an associate member can be chosen to serve on the board or on a sub-committee.
- 10.5 Members of the Board shall be subject to the rules, conditions, benefits and privileges of their specific category of membership of the Association;
- 10.6 Members of the Board shall be elected by the members of the Association at an Annual General Meeting;
- 10.7 Members of the governing Board shall retire every two years but shall be eligible for re-election or re-appointment at an annual General Meeting;
- 10.8 The members of the Board shall convene immediately after the Annual General Meeting. The chairmen is voted by the AGM all other positions/portfolios: Vice-Chairperson, Secretary, Treasurer and any sub-committees as they deem necessary, shall be elected/appointed from this team of elected Board members;

- 10.9 Members of the Association may submit written nominations for members of the governing Board during the 3 (three) week period immediately prior to the commencement of the Annual General Meeting;
- 10.10 If more nominations are received than there are vacancies on the Board, the Secretary shall compile a list of nominees on a voting paper and shall distribute these papers to the members of the Association during the annual General Meeting (AGM). The vacancies shall then be filled by the candidates receiving the most votes;
- 10.11 In the event of two or more nominees receiving the same number of votes, the final decision shall be taken by a majority vote of those members present at the Annual General Meeting;
- 10.12 The names of the members of the incoming Board shall be announced at the Annual General Meeting;
- 10.13 The incoming Board shall assume office immediately upon conclusion of the Annual General Meeting at which it was elected;

Duties of the Board

- 10.14 The Board shall direct and manage all the affairs of the Association and shall, within the constraints of this Constitution, do what it considers to be conducive to the interests of good management and the furtherance of the Association's objectives or what has been decided by majority vote from an AGM;
- 10.15 Without limiting the generality of the above powers, the Board shall:
 - 10.15.1 Convene meetings;
 - 10.15.2 Keep minutes of all Board meetings, which minutes shall be made available to Board members and to all other members on request and to the Association's auditors;
 - 10.15.3 Acquire and dispose of, hold, and have the custody and control of the funds and other movable assets of the Association;
 - 10.15.4 Open banking, savings, and investment accounts, which shall be done by the Chairman. The secretary in conjunction will do Day to day running of the account with the treasurer.
 - 10.15.5 Meet as often as is necessary for the management of the Association's affairs, but not less often than twice during the year of its office;
 - 10.15.6 Be responsible for the publication of the newsletter of the Association, and have published any other literature which it deems to be in the interests of the objectives of the Association;
 - 10.15.7 Appoint sub-committees, determine their terms of reference, and dissolve any such committee;
 - 10.15.8 Make, confirm, vary or terminate agreements with any other person, body or association of persons for the furtherance of the objectives of the Association;
 - 10.15.9 Nominate representatives of the Association to other organizations or committees.
- 10.16 The Board shall conduct its business by electronic e-mail and/or sms, in the event of a written request for a meeting signed by two or more members of the Board, the Secretary shall convene a meeting within twenty one (21) days of receipt of such written request.
- 10.17 The Secretary shall give notice of meetings of the Board by email and/or sms to the Board members. The agenda for the meeting shall accompany such notice. Other documentation relevant to the agenda (e.g. minutes of previous meeting) shall be made available at a reasonable time before the meeting.
- 10.18 No less than 4 (two-thirds) of the number of Board members shall constitute a quorum for Board meetings and if necessary decisions shall be made by majority vote.
- 10.19 Meetings of the Board shall be chaired by the Chairperson or in his/her absence the Vice-Chairperson or in both of their absence; the Board members present shall nominate a chairperson for that specific meeting.

- 10.20 The chairperson shall have a vote and in case of equal votes a deciding vote. Only full members of the Board shall have the power to vote on board meeting. Board members may vote at Board meetings by attendance or by written proxy;
- 10.21 The Board shall have the power to co-opt persons to advise the Board, whether members of the Association or not, for specific reasons which are in the interests of the Association. Such co-opted members shall however not have powers to vote at Board meetings.
- 10.22 Board meetings shall be convened by attendance as far as possible, but the Board shall be permitted to conduct meetings by way of teleconference and/or video conference, provided that constructive participation of each participating member can be facilitated;
- 10.23 The Board will be entitled to accept or generate funds through donations and fundraising to support the organization financial situation & reward system.

Duties of Office-Bearers

- 10.24 The Chairperson shall:
- Preside at all meetings of the Board and the Association at which he/she is present;
 - Annually, at the Annual General Meeting, submit a report of the Association's activities since the immediate past Annual General Meeting;
- 10.25 The Vice-Chairperson shall:
- In the absence of the Chairperson, preside at meetings of the Board and the Association.
 - In the absence of the Chairperson, submit the Association's annual report at the Annual General Meeting;
- 10.26 The Secretary shall:
- Have charge of and be responsible for the Association's official records and minutes;
 - Record the minutes of all meetings of the Board and of the Association, which minutes shall be available to members on request;
 - Conduct and record the correspondence of the Association in consultation with members of the Board as appropriate;
 - Maintain a record of all members of the Association;
 - Arrange and/or give notice of all meetings of the Board and the Association;
 - Keep record of all money affaires and assist the Treasurer in drawing up the yearly budged.
- 10.27 The Treasurer shall:
- Shall be responsible for the good record of all income and expenditure of the Association during his/her term of office;
 - Prepare a statement, in conjunction with the secretary, of income and expenditure for the previous financial year and the budged for the following year. Both shall be published in the Association's Newsletter and presented at the Annual General Meeting;

11 GENERAL MEETINGS

11.1 Annual General Meeting

11.1.1 The Annual General Meeting ("AGM") of the Association shall be held within twelve (12) months of the end of the financial year but not less than six (6) months and not more than fifteen (15) months shall lapse between successive AGM's, at a venue to be decided upon beforehand by the Board. At this meeting the office-bearers shall present their annual reports, and any such business as may be necessary shall be conducted. A new Board shall be elected at every AGM; For continuity the initial elected board will hold office for 2 years, thereafter the board will be elected annually in an overlapping i.o.w at least another two board members stay for another year.

11.1.2 Notice of the date, time and place of the AGM and the agenda thereof shall be dispatched to all members not less than 6 (six) weeks (42) days before the date of the meeting;

11.1.3 The business of the AGM shall be:

- Welcome everybody and honor anybody who has passed away.
- Check attendance and if a quorum (33%) is present.
- To read and confirm the minutes of the previous AGM;
- To hear the report of the Chairperson and other office-bearers of the Association;
- To receive a statement of the financial position of the Association as at the end of the calendar month preceding the meeting;
- To vote upon any proposed amendment to the constitution for which 21 days notice has been given;
- To open up discussion and vote upon signed motions handed in by members 21 days before the date of the AGM.
- To discuss but not vote on any other business.

11.2 Special General Meetings

11.2.1 A Special General Meeting may be called at any time by the Board or by 33% of the members of the Association. Written notice of a Special General Meeting must be given to all members of the Association, stating the business, date, time and place of the meeting; at least (21) twenty one days before the date of the meeting.

11.2.2 A Special General Meeting shall be competent to deal only with the particular business for which it was called for.

12 CONDUCT OF GENERAL MEETING

12.1 The quorum for any General Meeting shall be 33% (one third) of the members of the Association, actually present or represented by proxy;

12.2 In the absence of a quorum within thirty (30) minutes of the scheduled time for the start of a General Meeting, such meeting shall stand adjourned for half an hour (30 minutes) whereupon those members then present or represented by proxy shall be deemed to form a quorum. This includes also a Special General Meeting. The philosophy behind such a ruling is never to punish members who make time available and come to meetings.

13 VOTING PROCEDURES AT ANNUAL GENERAL MEETINGS

13.1 Voting at General Meetings shall be by a show of hands, unless one third of the members present and entitled to vote request that it be carried out by secret ballot;

- 13.2 A member entitled to vote may vote by signed proxy. Members in possession of proxies shall supply the Secretary with written proof thereof prior to commencement of the meeting;
- 13.3 Except where otherwise specifically laid down in this constitution, a majority vote of those voting, personally or by proxy, shall be decisive;
- 13.4 The Chairperson at all Meetings shall have a deciding vote and in case of a 50/50 he will also have an additional deciding vote;
- 13.5 The declaration by the Chairperson of the results of a vote shall be binding, unless a recount of votes is immediately requested by at least two members present and entitled to vote;

14 FINANCES

Financial Year

- 14.1 The Association's financial year will coincide from AGM to AGM. (i.e. March-to-March).

Books of Account

- 14.2 The Board must ensure that proper records and books of account are kept which reflect the affairs of the Association, including but not limited to:
 - All money received and expended by the Association and the nature of the receipts and expenditures;
 - All assets and liabilities of the Association;
 - Any other matters specified by the Constitution, or by the Board, or by resolution of members of the Association at an AGM.
 - The Association will only make use of official registered auditors once the association's turnover exceeds N\$ 200000.00.

15 DISSOLUTION OF THE ASSOCIATION

- 15.1 The Association will continue in existence until dissolved by a two-thirds majority of members present at a General Meeting of the Association duly constituted for this purpose;

16 AMENDMENTS TO THE CONSTITUTION AND MOTIONS

- 16.1 No amendment of, or addition to, this Constitution shall be made except at an Annual General Meeting. Notice of shall have been given at least twenty one (21) days in advance and specifically stating the fact that an amendment or addition to the constitution is proposed;
- 16.2 Any proposal to amend or add to this Constitution shall be made in writing and shall be signed by both the proposer and a second;
- 16.3 Any such amendment or addition shall be passed only if at least two-thirds of the members entitled to vote, who are present or represented by proxy at the General Meeting, vote in favor thereof;
- 16.4 The Chairperson shall affix his/her signature to every approved amendment to this Constitution made on the master copy thereof, and thereafter contained in the Association's official records.
- 16.5 Any proposed motion shall be made in writing and shall be signed by both the proposer and a second and shall be handed to the secretary 21 days prior to the AGM;

17 INTERPRETATION OF THE CONSTITUTION

17.1 In case of doubt as to the strict meaning or interpretation of any rule, procedure or principle of this Constitution of the Association, the interpretation of the Board shall be binding upon members until the next Annual General Meeting when, if so desired, the matter may be referred to the members present for the interpretive decision of the majority.

18 ENTRY INTO FORCE OF THIS CONSTITUTION

This constitution embodying the founding principles of the Association entered into force on this

the _____ day of _____ month in the year 2014 as approved by a two-thirds majority of a General Meeting of members.

Signed: Chairperson

Signed: Secretary

Witness