

CONSTITUTION
OF THE
MICROLENDING ASSOCIATION OF NAMIBIA

1. INTERPRETATION

In this constitution, unless the context otherwise indicates -

“Association” means the Microlending Association of Namibia;

“chairperson” means the chairperson of a meeting concerned;

“Constitution” means this Constitution as amended from time to time as contemplated herein;

“meeting” includes a postponed meeting;

“members” means, in relation to the Association, any person whose name is entered in the member’s list as a member of the association;

“month” means a calendar month;

“secretary” means the secretary of the management committee or any person properly authorised by the management committee to act on behalf of such secretary, or any person appointed by the management committee to carry out any of the duties of the secretary;

words in the singular include word in the plural, and *vice versa*;

words indicating the masculine gender includes the feminine gender, and *vice versa*;

words indicating natural persons include partnerships, trust and legal persons.

2. NAME OF ASSOCIATION

The name of the association (hereafter called the “Association”) shall be the Microlending Association of Namibia.

3. OBJECTIVES OF THE ASSOCIATION

The objectives of the Association shall be -

- (a) to promote the interest of the members of the Association, acting as a money lenders in the informal money-lending sector;
- (b) to confer legitimacy and credibility to the informal money-lending sector;

- (c) to take steps for the statutory management of the informal money-lending sector;
- (d) to take the steps for the recognition of the informal money-lending sector as an important and integral part of the financial sector; and
- (e) to take steps for the exposure and elimination of malpractices in the wider informal money-lending sector.

4. POWERS OF THE ASSOCIATION

The Association may –

- (a) invest funds available for investment only at a bank or building society registered in terms of the Banking Institutions Act, 1998 (Act 2 of 1998), or the Building Societies Act, 1986 (Act 2 of 1986), as the case may be, and in the shares quoted at a licensed stock exchange as defined in the Stock Exchanges Control Act, 1985 (Act 1 of 1985);
- (b) remunerate any person in cash for services rendered at the establishment of the Association or at the expansion of the business thereof;
- (c) make donations to anyone other than members of the Association;
- (d) pay gratuities and pensions, and inaugurate pension schemes, profit-sharing plans and other incentive schemes in respect of its officials and employees; and
- (e) perform such other powers as may be conferred upon the Association by this Constitution.

5. FINANCIAL YEAR OF THE ASSOCIATION

The financial year of the Association shall end on 28 February of each year.

6. AMENDMENT OF CONSTITUTION

The Constitution may be amended by the members by means of a special decision at an annual general meeting of which notice thereof has been given.

7. MEMBERS OF THE ASSOCIATION

7.1 The members of the Association shall be the persons who established the Association on 4 July 1998, and those persons who subsequently become members in terms of the provisions of this Constitution.

7.2 The Association shall have two categories of members, namely –

- (a) ordinary members who are natural or legal persons who endorse the primary objectives of the Association and subject themselves to the code of conduct; and
- (b) associate members who are natural or legal persons who provide acceptable services to ordinary members.

8. TERMINATION OF MEMBERSHIP

- 8.1 Membership shall terminate immediately on the resignation of a member, but a member shall remain accountable for 6 months of monthly membership fees payable to the Association.
- 8.2 A member shall resign immediately if requested by the management committee to do on recommendation by the disciplinary committee.
- 8.3 The management committee shall at a general meeting inform members of the names of members whose membership ceased during the preceding year.
- 8.4 Membership shall automatically terminate if –
 - (a) the member interest in a member who is a close corporation or the shares in a member who is a company, as the case may be, were transferred;
 - (b) a member is 3 months in arrears with the payment of his, her or its membership fees.
- 8.5 A member whose membership has been terminated may apply for readmission as a member.
- 8.6 A member who is a close corporation or a company shall, in order to carry into effect the provision of paragraph 8.4(a), inform the Association of any transfer of member interest or shareholding, as the case may be.

9. MEMBERSHIP FEES

Members shall either annually, monthly or in advance, pay the membership fees determined by the management committee.

10. GENERAL MEETINGS

- 10.1 The Association shall from time to time hold annual general meetings as determined by the management committee.
- 10.2 A member may only convene a general meeting of the Association if –
 - (a) all the members of the management committee have become incompetent or ceased to be members;

- (b) 30 or more members so requested; or
 - (c) the management committee unanimously resolves that a general meeting be held (after all members entitled to receive proper notice of such a meeting have been notified), and the costs involved shall be recovered from the Association.
- 10.3 The management committee may convene a general meeting of the Association when it considers it expedient.
- 10.4 All general meetings, whether annual general meetings or not, and all postponed general meetings shall be held at a venue determined by the management committee.

11. NOTICE OF GENERAL MEETINGS

- 8.1 The secretary shall give notice of no fewer than 21 consecutive days for an annual general meeting or for a meeting convened for the taking of a special decision, and notice of no fewer than 14 consecutive days for any other general meeting, in the manner determined below to the persons who in terms of the provisions of this Constitution are entitled to receive notice of the general meetings of the Association.
- 8.2 The notice period referred to in paragraph 10.2 shall –
- (a) not include the day on which the notice is signed or accepted to be signed or the day on which the meeting must be held;
 - (b) specify the venue, day and time of the meeting and, in the case of special matters, the nature and effect of such matters.
- 8.3 The secretary shall send a copy of every notice of meeting issued in terms of this Constitution to every member of the management committee.

12. FAILURE TO GIVE NOTICE OF MEETING OR INCLUDE FORM OF PROXY

The proceedings of a meeting concerned shall not be deemed invalid if in error it were neglected to give notice of a meeting, or, if applicable, to include with it a form of proxy, or if a person who is entitled does not receive such a notice of a meeting, or form of proxy, or receives it too late.

13. PROCEEDINGS AT GENERAL MEETINGS

- 13.1 The annual general meeting shall deal with and dispose of all matters prescribed by this Constitution and determined by the management committee, including the consideration of the annual financial statements, and shall consider any other matter put before the meeting, but the general meeting shall not deal with any matter which in terms of this Constitution does not fall within the competence of the management committee, unless this Constitution bestows such competence upon the general meeting.

- 13.2 Thirty percent of the members of the Association, represented personally or by proxy, shall form a general meeting, but at least 10 persons shall be personally present.
- 13.3 No matter shall be considered at a general meeting if a quorum is not present.
- 13.4 A member of a body corporate who is a member of the Association and is represented by a properly appointed representative shall for the purpose of this Constitution be deemed to be a member who is personally present.
- 13.5 If there is, in the case of a meeting convened at the request of members, within 10 minutes of the appointed time for the start of the meeting no quorum present, the meeting shall be dissolved.
- 13.6 If there is in all other cases within 10 minutes of the appointed time for the start of the meeting no quorum present, the meeting shall be postponed to a day (not earlier than 7 days and no later than 21 days after the date of the meeting) decided upon by the chairperson, at the same venue and time (or, if this were not possible, at such other venue which the chairperson of the meeting may determine).
- 13.7 If no quorum is present at a postponed meeting within ten minutes of its appointed time, the member or members who is or are present, either personally or by means of proxy, and are entitled to vote, shall form a quorum, and he or they shall then deal with the matters for which the meeting had been convened.
- 13.8 The chairperson, or in his or her absence, the vice-chairperson, shall preside at every meeting of the Association.
- 13.9 If:
- (a) there is no chairperson or vice-chairperson;
 - (b) the chairperson or vice-chairperson is still absent ten minutes after the appointed time for the start of the meeting; or
 - (c) the chairperson or vice-chairperson is unwilling or unable to officiate as chairperson,
- the members present shall elect a person from amongst them to officiate as chairperson, but if only one member is present and he or she shall officiate as chairperson.
- 13.10 The chairperson may, with the consent of the meeting at which a quorum is present, and shall if the meeting so decide, postpone the meeting from time to time and from venue to venue, but at the postponed meeting only those matters which by right could have been dealt with at the meeting where the postponement took place shall be considered.
- 13.11 If postponement of a meeting is requested by a member entitled to vote, the chairperson shall call a vote on that request and, if the majority of the registered voters present vote in favour thereof, the chairperson shall postpone the meeting to a day not earlier than 7 days and not later than 21 days after the date of the meeting, and the Association shall in the case of such a postponement publish on a date not later than 3 days after the postponement in a newspaper a notice stating –

- (a) the date, time and place to which the meeting has been postponed;
 - (b) the matter under discussion at the meeting when it was postponed, and
 - (c) the reason for the postponement of the meeting.
- 13.12 If a meeting is postponed in terms of paragraph 12.5 to 12.7 and 12.10, notice of the postponement shall be given to all members in the manner prescribed by in paragraph 30.1 below.
- 13.13 A motion put to the vote at a general meeting shall be decided upon by a show of hands, unless voting by ballot-paper is demanded by a show of hands by –
- (a) the chairperson;
 - (b) at least two members who are entitled to vote at the meeting; or
 - (c) a member or members representing at least one-tenth of the total voting power of all the members at the meeting entitled to vote.
- 13.14 Unless voting by ballot is demanded and the demand is not afterwards withdrawn, the chairperson shall announce that –
- (a) a specific resolution had been taken unanimously or by a majority by a show of hands; or
 - (b) the motion had not been approved by a defined majority or had been voted down; and
 - (c) that an entry to this effect had been made in the minute-book as effective proof of this fact.
- 13.15 The chairperson shall in the event of a tie in votes, whether by a show of hands or by ballot, have a casting vote.
- 13.16 A vote by ballot-paper shall be taken at the time, at the venue and in the manner determined by the chairperson, but no later than 30 days after the vote by ballot had been demanded.
- 13.17 The meeting may from time to time during the course of a vote being taken by ballot in respect of a particular matter continue with discussion on any subject except those matters in respect of which a vote by had been demanded.
- 13.18 The chairperson may –
- (a) appoint any firm or persons as enumerator to scrutinise the proxy-vote documents that had been received and to count the votes at the meeting; and

- (b) on the basis of a certificate submitted by any such enumerator, deal with it without requiring the production of any proxy-vote documentation at the meeting and without personally counting the votes.
- 13.19 If any votes were counted that should not have been counted, or if any votes were not counted that should have been counted, the error concerned shall not invalidate the decision, unless it –
 - (a) is brought to the attention of the chairperson; and
 - (b) in the opinion of the chairperson, may change the result.
- 13.20 Any objection in respect of the admissibility of any vote, whether by a show of hands or a vote by ballot, shall be submitted at the meeting or postponed meeting at which –
 - (a) the vote against which there is an objection has been recorded; or
 - (b) the result of the voting by ballot has been announced, and for all purposes every vote that is not disqualified shall be valid.
- 13.21 Any objection that is submitted in good time shall be referred to the chairperson of the meeting, whose ruling shall be final.

14. VOTES OF MEMBERS

- 14.1 Subject to this Constitution, each member present at a meeting of the Association or who is represented thereat shall have 1 vote.
- 14.2 Any body corporate that is a member of the Association may appoint a person to represent that member at any general meeting of the Association.
- 14.3 The Association may demand proof of appointment and authorisation of a representative.

15. PROXIES

- 15.1 The appointment of a proxy shall be in writing and shall be signed by the person making the appointment or his or her representative properly empowered in writing.
- 15.2 If the person making the appointment of a proxy is a body corporate, the proxy form shall be signed in a manner and by a person binding that body corporate.
- 15.3 A proxy representative does not have to be a member of the Association, and shall be entitled, if so authorized by the proxy, to represent such a member at any meeting of the Association and to vote at it on behalf of that member.
- 15.4 A member may appoint more than one proxy to act on his or her behalf at the same event but not at one and the same time.

- 15.5 The management committee may when dispatching notices of any meeting, include proxy forms for use at that meeting.
- 15.6 Every proxy, whether authorised for a specific meeting or not, shall be in the form set out below or substantially the same, or in such other form as the management committee may approve, always under the heading or with reference to the Association.

“I/We*.....of
 being a
 member/members* ofhereby
 appoint.....of
or if not
 him/her*.....of
or if not
 him/her*.....of
or if not
 him/her*, the chairperson of the meeting as my/our* proxy
 to vote as follows on my/our* behalf and in my/our*
 name at the annual general meeting/general meeting*
 of the Association scheduled to be held on the
 day of
 and any postponement thereof:

In favour of Against Abstain

Motion No.
 Motion No.
 Motion No.

(Indicate mandate to proxy by way of a cross in the appropriate space provided above).

Unless otherwise instructed, my/our* proxy may vote as he/she* deems fit.

Signed at..... on the day of

.....
 SIGNATURE

(Note: A member entitled to be present and to vote is entitled to appoint a proxy to be present in his or her absence, to speak and to vote, and such a proxy does not have to be a member of the Association).

*Delete whichever is not applicable.”

- 15.7 Every document appointing a proxy, as well as the proxy or other mandate (if any) by virtue of which it is signed, or a notarial certified copy of such a proxy or authorization,

shall be submitted to the office, or such other venue in Namibia indicated for this purpose at least 48 hours (excluding Saturday, Sundays and public holidays) before the stated commencement time of –

- (a) the meeting or postponed meeting at which the person nominated in the proxy documents may vote; or
- (b) a vote taken by ballot, where such a vote by a ballot is held after the meeting or postponed meeting.

15.8 Proxy documents not handed in in time shall be invalid.

15.9 Unless otherwise clearly stated in the proxy itself, no documents in which a proxy is appointed shall be valid after expiry of 6 months after its date, except when a vote has been taken on demand by ballot at a meeting originally held in within six months after the date of such proxy documents, or at a postponed meeting of a meeting held within such a period.

16. MEMBERS OF MANAGEMENT COMMITTEE

The management committee of the Association shall consist of the following members: bearers: a chairperson, a vice-chairperson, secretary and treasurer, and five additional members, who shall be elected in the manner set out below.

17. POWERS OF THE MANAGEMENT COMMITTEE

17.1 The management and operations of the Association shall vest in the management committee, which at its discretion, shall pay all expenses relevant to the conducting of the Association, and which, in addition to any powers explicitly conferred on it, may exercise all powers and conduct all business operations that may be conducted and undertaken by the Association and which are not reserved for the Association at the general meeting.

17.2 The members of the management committee shall officiate irrespective of whether a vacancy exists thereon, but if the number of members declines to less than 3, the vacancies may only be filled by a general meeting convened for that purpose.

18. DISQUALIFICATION OF AND VACATION OF OFFICE OF THE MEMBERS OF THE MANAGEMENT COMMITTEE

18.1 No person shall be elected as a member of a management committee if –

- (a) his or her estate has been sequestrated or he or she has surrendered his or her estate to or he or she has reached a settlement with his or her creditors; or
- (b) he or she has been declared mentally ill in terms of any law.

- 18.2 A member of the management committee shall vacate his or her office if –
- (a) he or she submits his or her resignation in writing to the chairperson;
 - (b) his or her estate has been sequestrated or he or she has surrendered his or her estate to or he or she has reached a settlement with his or her creditors;
 - (c) he or she has been declared mentally ill in terms of any law;
 - (d) he or she is removed from office by way of a decision by the Association;
 - (e) a majority of his or her fellow members of the management committee sign a written notice and submit it to the chairperson in which he or she is requested to relinquish his or her post, and such notice shall take effect at its submission to the chairperson.

19. ELECTION OF MEMBERS OF THE MANAGEMENT COMMITTEE

- 19.1 All members of the management committee shall retire at the next annual general meeting after their election, but they shall be eligible for the re-election.
- 19.2 The notice each annual general meeting of the association shall contain the names of the retiring members of the management committee.
- 19.3 A member of the management committee shall hold office from his or her election until the following general meeting of the Association.
- 19.4 Vacancies shall be filled by the Association in general meeting.
- 19.5 Any person shall be eligible for election as a member as member of the management committee if –
- (a) he or she has been nominated in writing as such by not less than 2 members of the Association;
 - (b) he or she accepts the nomination in writing; and
 - (c) such nomination, together with his or her acceptance, is received by the secretary not later than 21 days before the date on which the annual general meeting is held.
- 19.6 If the total number of nominations does not exceed the number of vacancies, the nominated members of the management committee shall be declared elected.
- 19.7 A candidate may be elected notwithstanding the fact that he or she may not have a majority of the total votes cast.

20. INTERESTS OF MEMBERS OF THE MANAGEMENT COMMITTEE

- 20.1 Any member of the management committee who in any way (either direct or indirect), has an interest in a contract, arrangement or a proposed contract or arrangement with the Association shall disclose the nature of that interest.
- 20.2 No member of the management committee or prospective member of the management committee shall be disqualified on account of his or her post as such from contracting with the Association in respect of –
- (a) his or her occupation of any other post or paid appointment in the Association;
 - (b) professional services rendered or still to be rendered by him or her; or
 - (c) any purchase or other transaction.
- 20.3 No such contract or arrangement concluded by or on behalf of the Association in which any member of the management committee in any way has an interest shall be annulled.
- 20.4 No member of the management committee who contracted in this way or has such an interest shall be obliged to disclose to the Association any profit he or she may have gained as a result of such appointment, contract or arrangement.
- 20.5 An member of the management committee shall not be entitled to vote in respect of any decision with regards to his or her appointment to any other post in the Association or in respect of any contract or arrangement in which he or she has an interest, but this shall not be applicable to –
- (a) any arrangements for securing or indemnifying any member of the management committee in respect of money lent by him or her to the Association or obligations honored by him or her on behalf of the Association;
 - (b) any arrangements for the provision of any security by the Association to a third party in respect of a debt or obligation of the Association which the member of the management committee had guaranteed personally or secured; or
 - (c) any contract or arrangement with a body corporate in which he or she has an interest solely because he or she is a member of the management committee, official, creditor or member of such body corporate;

and these prohibitory rulings may be abrogated or relaxed at any time by the Association in general meeting, whether in general or whether with regard to any specific contract or arrangement.

- 20.6 A contract concluded contrary to the provisions of paragraph 20.5 may be ratified by the Association in general meeting.
- 20.7 The provision of paragraph 20.5 do not preclude a member of the management committee from voting as a member at a general meeting at which a decision in which he or she has a personal interest is tabled.

21. PROCEEDINGS AT MEETINGS OF MANAGEMENT COMMITTEE

- 21.1 The management committee shall itself organize its modus operandi and meetings, the appointment and composition of committees, the date, time and venue of meetings and the keeping of minutes, and may adopt standing orders for this purpose and to amend them.
- 21.2 Until the management committee decides otherwise, half of the members of the management committee, rounded to the nearest higher integer in the event of a fraction, plus one shall from time to time form a quorum at meetings thereof.
- 21.3 The chairperson may, and the secretary shall, at the request of a member of the management committee convene a meeting of the management committee at any reasonable time.
- 21.4 The management committee shall determine for what period and in what form notice of management committee meetings shall be affected.
- 21.5 A member of the management committee who is absent from Namibia shall not be entitled to notice of any meeting.
- 21.6 Any difference of opinions during any meeting shall be resolved by means of a majority of votes.
- 21.7 The chairperson shall in the event of a tie of votes have a casting vote.
- 21.8 Each member of the management committee shall have 1 vote.
- 21.9 A decision in writing, signed by –
- (a) all the members of the management committee; or
 - (b) all the members of the management committee present and forming a quorum during the signing of the decision at the center at which the office of the Association is situated, shall be as valid as a decision taken at a meeting of the management committee which had been properly convened and constituted.
- 21.10 Decisions referred to in paragraph 21.9 –
- (a) shall be contained in one or more documents thus signed;+
 - (b) shall immediately be submitted to the secretary and recorded by the latter in the minutes-book of the Association; and
 - (c) shall be regarded as taken on the day on which they have been signed by the last member of the management committee.
- 21.11 A decision referred to in terms of paragraph 21.9 which has not been signed by all the members of the management committee shall be invalid until such a decision is confirmed at a management committee meeting, unless it endeavors to authorize an action which the

members of the management committee had already rejected at a meeting of the management committee.

- 21.12 The meetings and proceedings of any committee of the management committee shall be composed of 1 or more member of the management committee and shall be subject to the provisions hereof with regard to meetings and proceedings of the members of the management committee insofar as such provisions are applicable to them and have not been superseded by any decision of the management committee.
- 21.13 Any action taken by the management committee, a committee of the management committee, any person acting as a member of the management committee or as a member of a committee shall, (notwithstanding the fact that one or other default may be discovered thereafter in the appointment of the member of the management committees or such other persons, or that anyone of them may have been disqualified or may have resigned), be valid as if every such person has been properly appointed and has qualified and is still a member of the management committee or member of such a committee, as the case may be.

22. BORROWING POWER

- 22.1 The management committee may, subject to paragraph 22.2, from time to time in its discretion –
- (a) borrow any amount for the objectives of the Association; and
 - (b) ensure the payment or refund of any such amount or any other amount by means of a mortgage bond or liability on all or some of its property or assets.
- 22.2 The Association may in general meetings from time to time in its discretion impose any constraints on the rights mentioned in paragraph 22.1.

23. OBLIGATIONS OF MANAGEMENT COMMITTEE TO KEEP MINUTES

- 23.1 The management committee shall ensure that minutes be kept of –
- (a) all appointments made by the management committee;
 - (b) the names of the members of the management committee present at every meeting of the management committee;
 - (c) all decisions taken and proceedings at every meeting of the Association, exclusive of the meetings of bodies to which the management committee has delegated powers; and
 - (d) all decisions taken by the management committee in terms of paragraphs 21.9 and 21.10 and decisions taken at all meetings of the management committee.

- 23.2 Minutes of any decisions or proceedings mentioned in paragraph 23.1 which are contained in any of the minutes books of the Association shall be adequate substantiation of the facts contained in such minutes if they were signed by –
- (a) any person named as a chairperson of the meeting to which the minutes refer;
 - (b) any person who has been present at such a meeting and has been appointed by the management committee to sign for the chairperson; or
 - (c) a chairperson of the subsequent meeting of the management committee.
- 23.3 Any extract or copy of those minutes signed by –
- (a) the chairperson of that meeting;
 - (b) any member of the management committee; or
 - (c) the secretary;

shall be *prima facie* proof of the fact that enunciated therein.

24. MANAGEMENT COMMITTEE

- 24.1 Nominations for the election of the persons as members of the management committee shall reach the secretary not later than 12 hours before the time of commencement of the annual general meeting.
- 24.2 The management committee shall, subject to the provisions of this Constitution, be responsible for the day-to-day management of the Association's business.
- 24.3 The management committee may by way of proxy appoint any company, firm or person of which the members may change, whether directly or indirectly nominated by the management committee, to act as the proxy or representative of the Association for such purposes and with such responsibility, empowerment and discretion (which may not exceed the competence, powers and discretion which in terms of these statutes are vested in and may be exercised by the management committee), for such a period and subject to such provisions and conditions which the management committee may determine.
- 24.4 Any such proxy referred to in paragraph 24.3 shall incorporate such conditions as the management committee may determine for the protection and the convenience of the person who negotiate with any such representative.
- 24.5 The management committee may empower a representative referred to in paragraph 24.3 to further delegate any of his or her responsibilities, empowerments and discretions.

25. SECRETARY

25.1 The management committee may, in addition to the secretary of the management committee, appoint a secretary of the Association –

- (a) for such period;
- (b) at such remuneration; and
- (c) subject to such conditions;

as the management committee may determine.

25.2 The management committee may from time to time appoint an assistant or deputy secretary, and any person so appointed shall act as secretary if the office of the secretary is vacant or if the secretary is unable to act as such.

26. CERTIFYING OF DOCUMENTS

Any member of the management committee, secretary or any person appointed by the management committee for such a purpose should be authorized to certify –

- (a) any decision taken by the Association or management committee; or
 - (b) any book, record, document or account relevant to the business of the Association,
- and to certify copies or extracts therefrom as true copies or extracts.

27. ACCOUNTING RECORDS

27.1 The management committee shall ensure that accounting records are kept.

27.2 The accounting records shall be kept at the registered office of the Association or at such another venue decided upon by the management committee, and shall at all times be available to the members of the management committee for inspection.

27.3 A copy of every balance sheet which must be presented at the annual general meeting of the Association, together with copies of the reports of the management committee and auditor or bookkeeper, as the case may be, shall be delivered or sent by post to every member at his or her registered address and to every other person entitled to notice of the general meeting.

27.4 The copies mentioned in paragraph 27.3 shall be dispatched at least 21 days before the annual general meeting.

27.5 The documents mentioned in paragraph 27.3 need not be dispatched to any person not entitled to receive notice of the general meetings of the Association, or whose address is unknown to the Association.

- 28.** The management committee may from time to time determine whether, and to what extent and at what times and venues, and under what conditions, the accounting records of the Association, or one or other part thereof, shall be available for examination by the members, and no member (who is not a member of the management committee), shall be entitled to examine accounting records and documents of the Association except the extent allowed to him or her by the management committee.

29. AUDITORS OR BOOKKEEPERS

- 29.1 The management committee may appoint an auditor or bookkeeper to keep the financial records of the Association.
- 29.2 All actions in good faith by a person officiating as auditor or bookkeeper, as the case may be, shall, notwithstanding any defect in respect of his or her appointment, be valid against any person doing business with the company.
- 29.3 All accounts that have been audited and approved at an annual general meeting shall be accepted as correct and shall not be revoked.

30. NOTICES

- 30.1 A notice given by the Association to a member shall be given by –
- (a) delivery to him or her personally; or
 - (b) dispatching it to him or her by registered post at the address in Namibia which he or she had provided in writing to the Association as the address where notice could be given to him or her, and if no such an address had been submitted, then the member's last-known residential address.
- 30.2 Any member whose address in the register of members is listed as outside Namibia, and who from time to time provides to the Association an address in Namibia to which notices to him or her may be dispatched, shall be entitled to receive such notices at such address.
- 30.3 Notice of the each general meeting shall be given –
- (a) to every member of the Association; and
 - (b) to the members of the management committee,
- and no one else shall be entitled to receive notice of general meetings.
- 30.4 A notice shall be delivered by post or by facsimile.
- 30.4.1 A notice by post shall be regarded as delivered on the day 3 days after the exact time at which the letter containing the notice has been posted, and the receipt confirming that the notice has been given.

- 30.4.2 A notice transmitted by facsimile shall be regarded as sufficient proof that it has been transmitted at the submission of the transmission proof, and the facsimile number must correspond with member's facsimile number stated on his or her application form.
- 30.5 If a given number of notice days or notice extending over a predetermined period must be given, the day of dispatch shall not be included in such number of days or period.
- 30.6 In the event of the accidental omission of the delivery of notice of a general meeting or annual general meeting to a person who, in terms of these statutes, is entitled to receive such notice, the omission shall not nullify any decisions taken at such general meeting.

31. COMPENSATION

- 31.1 Every member of the management committee or official of the Association shall be compensated from the funds of the Association against –
- (a) liability sustained by him or her in that capacity; or
 - (b) Expenditure incurred in his or her defence of any civil or criminal proceedings in which he or she may be involved in the execution of his or her duties in that capacity and judgment has been given in his or her favour or if he or she were found innocent.
- 31.2 Every person referred to in paragraph 31.1 shall be indemnified by the Association against any costs, losses and expenditure for which such person may be held liable under the headings of any –
- (a) contract concluded by him or her; or
 - (b) action taken by him or her,
- in his or her capacity as member of the management committee or official of the Association, or for which he or she may be held responsible in any way, including in the execution of his or her duties, and the management committee shall be obliged to make good such costs, losses and expenditure from the funds of the Association.
- 31.3 No member of the management committee, official or employee of the Association shall, unless it is due or her own dishonesty or gross neglect, be responsible for –
- (a) any act, receipt, omission or debt of any other such official or employee of the Association;
 - (b) the participation in any receipt of other act;
 - (c) losses or expenditure sustained or accrued by the Association as a result of the insufficient or flawed title on any property which has been acquired on instructions from the management committee on behalf of the Association;

- (d) the insufficient or lack of any security in which, or on the strength of which any of the Association's money is invested;
- (e) any loss or damage that ensue from the insolvency or unlawful act of any person with whom any money, security or effects of the Association have been deposited;
- (f) any losses or damage caused by any error on his or her part; or
- (g) any other losses, damage or accident whatsoever which the Association, in the execution of or in connection with its obligations, may sustain or experience.

32. DISCIPLINARY ACTIONS

- 32.1 The management committee shall constitute a disciplinary committee composed of at least 5 persons, of whom at least 3 shall be members of the management committee, and the disciplinary committee may determine its' own activities and operating methods.
- 32.2 The disciplinary committee shall investigate any complaint submitted to it in the form of a sworn statement against any member of the Association.
- 32.3 Any complainant shall at the submission of a complaint declare his or her willingness to render assistance to the disciplinary committee in its investigation and shall confirm his or he willingness to submit oral testimony should this be required by the committee.
- 32.4 The disciplinary committee shall on receipt of a complaint notify the member in writing of the nature and content of the complaint and request such member to comment in writing within 14 days on the nature and content of the complaint submitted.
- 32.5 A copy of the complaint shall on request be made available to the member concerned.
- 32.6 If the member fails to submit any comment to the committee within the period referred to in paragraph 32.4, the committee shall proceed with a disciplinary investigation and disciplinary hearing.

33. DISCIPLINARY INVESTIGATION AND DISCIPLINARY HEARING

- 33.1 The secretary shall give the member concerned notice of at least 7 days of any disciplinary investigation or disciplinary hearing, and the notice concerned shall contain at least the following information –
 - (a) a date, time and venue of the disciplinary investigation and hearing;
 - (b) a cryptic summary of the nature of the complaint leveled against the member concerned; and
 - (c) an indication that the member is entitled to legal representation.

- 33.2 The procedural rules applicable to a disciplinary investigation shall also apply to a disciplinary hearing.
- 33.3 The disciplinary committee shall judge any complaint in accordance with the Association's code of conduct and the ethical rules and conduct.
- 33.4 The members of the disciplinary committee may co-opt any person to assist the disciplinary committee in any disciplinary investigation or disciplinary hearing.
- 33.5 The disciplinary committee may interrogate or cross-examine any witness at any stage of the investigation or the hearing.
- 33.6 A person who has called a witness may, after cross-examination, put further questions to the witness for clarification arising from the interrogation or cross-examination.
- 33.7 Any person who has submitted a complaint or his or her legal representative shall be entitled to attend any disciplinary investigation or disciplinary hearing.
- 33.8 Four members of the disciplinary committee shall constitute a quorum.

34. REPORT AND RECOMMENDATION BY THE DISCIPLINARY COMMITTEE

- 34.1 The disciplinary committee shall submit a written report to all the members of the management committee available after an investigation or hearing about the nature of the complaint, evidence given at the hearing, its finding and its recommendation.
- 34.2 The report referred to in paragraph 34.1 shall contain, among others, the following in regard to the finding –
- (a) if the complaint has been justified;
 - (b) if any member of the public has sustained damage as a result of the member's action and, if so, the nature and extent thereof;
 - (c) if the member has already made compensation for the damage and, if not, the reasons why not;
 - (d) what steps are to be taken by the member to prevent a repetition in the future.
- 34.3 The report referred to in paragraph 34.1 shall contain, among others, the following in regard to the recommendation –
- (a) if the action would justify summary termination of membership;
 - (b) if the action of the member should be referred to the Prosecutor-General for further criminal investigation or prosecution;
 - (c) if the indemnification against the member of the public represents adequate compensatory action;

- (d) any other appropriate recommendation.
- 34.4 The management committee shall accept shall accept or reject the recommendation at its discretion.
- 34.5 The management committee may, if it rejects the recommendation after a disciplinary investigation had taken place, refer the matter back to the disciplinary committee with specific instructions in respect of further investigation, after which the disciplinary committee shall act in accordance with the procedures set out above.
- 34.6 The management committee may arrive at another finding, based on general facts, than the recommendation, which has been submitted to it by the disciplinary committee.
- 34.7 The management committee shall, if it accepts the recommendation of the disciplinary committee, impose a fitting punishment consisting of one, more or each of the following –
- (a) termination of the member's membership;
 - (b) referral to the Prosecutor-General for further criminal investigation and prosecution;
 - (c) a fine corresponding to at least the amount of damage suffered by any member of the public if the member of the public has not yet received compensation;
 - (d) placement at the disposal of the member of a written procedure of steps that are to be taken within a reasonable period to prevent a repetition of a similar occurrence in the future.
- 34.8 If the member concerned fails to take steps and actions for reparation within the prescribed period, the management committee shall be entitled to summarily terminate the membership.

35. DISSOLUTION

At the dissolution of the Association all the assets that remain after settlement of all its obligations shall be given or ceded to another institution, the objectives of which are similar to that of the Association, and which are designated by the members of the Association at or before its dissolution or, should they neglect to do so, by the High Court, and which shall be exempted from the payment of tax in terms of the Income Tax Act, 1981 (Act 24 of 1981).