



## **CONSTITUTION**

**OF THE**

## **FORUM OF GERMAN-SPEAKING NAMIBIANS**

## **“FORUM DEUTSCHSPRACHIGER NAMIBIER”**

hereinafter referred to as “**The Forum**”

(FINAL DEC 2020)

In the context of this constitution FORUM is defined as:

An association of German-speaking Namibians devoted to communication through open discussion of ideas and views, and the consideration of relevant matters of public interest, with the aim of garnering predominant opinions of its members and pronouncing itself on behalf of them.

### **1. GOAL**

The Forum of German-speaking Namibians, motivated by their civil responsibility, their love for and loyalty to Namibia, as an integral part of the multicultural, multilingual Namibian society, commits itself to participate in an effective and meaningful way in the public life in Namibia and thereby to contribute to the well-being of the country and all its peoples.

### **2. AIMS**

The Forum shall strive towards achieving mutual acceptance, understanding and trust among members of the German-speaking community as well as with the other language, cultural and interest groups in Namibia by means of regular meetings, communication and dialogue, with the aim of promoting and consolidating national unity, integration and peaceful co-existence in the country.

### **3. OBJECTIVES**

- 3.1. The Forum shall regularly encourage discussion of current issues related to political, social, economic, cultural or other spheres of relevance and may issue public statements in this regard.

- 3.2. The Forum shall engage itself for the just and sustainable social and economic development of Namibia whereby it shall avail itself, if possible, of expertise in the fields of education, culture, the judiciary, politics and commerce in order to promote the rule of law and long-lasting social and economic development in Namibia.
- 3.3. The Forum shall contribute towards promoting Namibia as an attractive business location and may – should the occasion arise – act as mediator between local and foreign enterprises and institutions.
- 3.4. The Forum commits itself to support and defend the unprejudiced observance and implementation of equal human rights for all Namibians in all spheres of life, as entrenched as ‘Basic Human Rights and Freedoms’ in the Namibian Constitution.
- 3.5. The Forum shall represent its interests and concerns towards the media, public bodies and institutions as well as other interest groups in accordance with the spirit of these aims and objectives.

**NOW THEREFORE THE MEMBERS OF THE FORUM OF GERMAN-SPEAKING NAMIBIANS (THE FORUM) HAVE GIVEN THEMSELVES AND ADOPTED THE FOLLOWING CONSTITUTION:**

**4. NO PURSUIT OF GAIN**

The Forum does not pursue the acquisition of monetary gain for itself or its members. Participation in the activities of the Forum is entirely voluntary.

**5. SEAT OF THE ASSOCIATION**

Windhoek will be the seat of the Forum.

**6. NAME**

The formal name of the Forum is **FORUM OF GERMAN-SPEAKING NAMIBIANS – and in GERMAN: “FORUM DEUTSCHSPRACHIGER NAMIBIER”**.

## 7. LEGAL STATUS AND POWERS

### Legal status

The legal status of the Forum is that of a *universitas personarum* continuing in perpetuity; accordingly:

- 7.1 the Forum is a body corporate under Namibian common law existing as a legal person separate from its members;
- 7.2 the assets and liabilities of the Forum are separate from those of its members;
- 7.3 the Forum acquires rights and obligations separate from its members;
- 7.4 the Forum institutes and defends legal proceedings in its own name;
- 7.5 the Forum applies all its assets and income towards the promotion of its objectives;

### Powers:

- 7.6 The Forum, acting through its organs, has all powers necessary to achieve its objectives.
- 7.7 The powers in the above paragraph include, but are not limited to:
  - a) the common powers of a company as set out in Schedule 2 of the Companies Act, 2004, adjusted, where necessary, to a voluntary association of the nature of this Forum;
  - b) the power to admit, suspend and expel members;
  - c) the power to raise funds by membership fees (on recommendation of the Management Committee and approval by a General Meeting), donations, sponsorships and other means.

## **8. AFFILIATION**

The Forum may affiliate with any other organisation the objectives of which are not in conflict with the objectives of the Forum.

## **9. STRUCTURE OF THE FORUM**

The structure of the Forum shall be as follows:

### **9.1 Members**

The main body of the Forum shall be the members of the Forum. The members shall meet at least once per year in a meeting called the “Annual General Meeting”, but may also meet from time to time in an “Extraordinary General Meeting”. All decisions taken by the members at the Annual General Meeting or at the Extraordinary General Meeting shall be recorded in writing in a minute book and shall be binding on the Forum (full particulars regarding membership, rights and duties of members etc will be set out in Paragraph 10 below.)

### **9.2 The Management Committee**

The Forum shall be governed by a Management Committee, the members of which shall be elected by the members of the Forum as more fully set out in Paragraph 13 below. The Management Committee shall be responsible for taking the day to day management decisions of the Forum (full particulars of the rules governing the Management Committee are set out in Paragraph 13 below).

### **9.3 The Secretariat**

The Secretariat of the Forum shall consist of an appointed secretary (or manager) and his or her staff. The function of the Secretariat shall be to attend to all administrative work arising from the decisions taken by the Management Committee or the general meetings of members and the sub-committees. The Secretariat shall

ensure a smooth functioning of the Forum and the organisation of sub-committees and workgroups. It shall attend to all correspondence and communication of whatsoever manner with the outside world. It must be able to operate from a proper office and shall be responsible for proper control of all financial matters including the operation of a bank account and the consequential proper bookkeeping in respect of all financial matters of the Forum. It shall also be responsible for timeous and proper invitations to members for the Annual General Meeting or any special meetings and for control and storage of all decisions and/or resolutions of the general meetings and of the Management Committee. It shall furthermore extend invitations to various persons or groups of persons as requested by the Management Committee or any of its sub-committees. Its duty is to lend full administrative support to all other bodies of the Forum and to manage and control any representation of the Forum in the media.

#### **9.4 The Sub-Committees**

There shall be sub-committees, the members of which shall be appointed by the Management Committee as required from the members of the Forum. The function of the sub-committees is to take responsibility for the promotion of certain objectives of the Forum. Each committee shall be responsible for taking the necessary administrative steps to promote the objectives of the Forum for which it has taken responsibility. The sub-committees shall each organise their own procedures for meetings and the execution of the proposed activities.

#### **9.5. Local Forum and Local Committee, and Advisory Council**

9.5.1. Any group of at least 20 (twenty) members living in or around one locality outside the capital of Windhoek may establish a Local Forum or Discussion Circle\*.

*\*e.g. Swakopmund Discussion Circle*

9.5.2. Each such Local Forum shall elect a Local Committee of five to seven members, who will, from amongst its members elect its office bearers.

9.5.3. If there are two or more Local Forums in Namibia, they may establish an Advisory Council, in which each of their Local Committees is entitled to participate with up to two members, and

which shall meet with the Management Committee in an advisory capacity without voting rights at least every three to four months, or at such shorter intervals as agreed to with the Management Committee.

9.5.4. The Advisory Council shall at its first meeting elect a chairperson and a secretary in order to take care of their appropriate functions within the Advisory Council.

## 9.6 **The Workgroups**

Members of the Forum having a special interest and appropriate expertise in a matter of concern relating to an issue affecting the country in general or the German speaking community in particular, may form a workgroup to discuss, investigate and develop a course of action to attend to the matter of concern. They shall formulate in writing their objectives and proposed activities and submit these to the Management Committee for the purpose of obtaining formal recognition as a workgroup of the Forum. Only after having obtained formal approval from the Management Committee, may they proceed with their proposed activities. Their activities shall always be within the ambit of the objectives of the Forum and be subject to the formal approval of the Management Committee, which is entitled at any time to terminate the mandate of the workgroup whereupon the workgroup shall cease its activities and may no longer claim, in any form or manner, to be part of or represent the Forum.

## 10. **MEMBERSHIP**

### 10.1 Categories of membership

There are three categories of membership:

- 10.1.1 Ordinary Membership;
- 10.1.2 Corporate Membership;
- 10.1.3 Honorary Members;

## 10.2 Patron

10.2.1 The Management Committee shall be entitled to decide with a two-thirds majority whether the appointment of a patron for the Forum is desirable, determine the criteria which a potential patron for the Forum must meet and what functions such patron shall exercise within and for the Forum.

10.2.2 The Management Committee may identify a patron in accordance with the criteria as decided upon above, and submit a proposal to a General Meeting of members for approval and appointment of such patron.

## 10.3 Definition of Membership

10.3.1 Ordinary members of the Forum shall include all German-speakers with Namibian citizenship, irrespective of their ethnic background, as well as German-speakers of other nationalities who have chosen Namibia as their permanent domicile, wishing to join the Forum.

10.3.2 Corporate members shall be Namibian businesses or institutions wishing to join the Forum. A corporate member shall be treated as one single member. A corporate member shall submit to the Management Committee a resolution by the corporation stating that it wishes to become a corporate member of the Forum and who of its Board of Directors or Management Committee shall represent the corporate member at the General Meeting of members or in sub-committees or workgroups of the Forum.

10.3.3 Honorary members shall be persons of exceptional standing with regard to the Forum, who shall be identified by the Management Committee according to requirements laid down by the Management Committee and approved by a General Meeting of members.

#### 10.4 Application for membership

10.4.1 any natural person or legal person who qualifies for membership (in terms of 10.3) and supports the aims and objectives of the Forum may apply for membership of the Forum;

10.4.2 such application for membership shall be in writing on a prescribed application form and shall be addressed to the Management Committee, which can with a simple majority decide upon the acceptance or refusal of the application. The Management Committee is not required to furnish reasons in the event of it refusing the application for membership by a natural person or a legal person; it thus has full discretion which application for membership to accept and which to reject. All persons who attend the inaugural meeting of the Forum shall thereby be known as "founding members" but shall still fill in and sign a membership application form specially designed for "founding members". Membership application forms shall request the applicant to state his name, address, email address, cell phone number, profession and town of residence in Namibia. All membership applications shall be forwarded to the Secretary of the Forum in Windhoek.

#### 10.5 Limitations of membership

No person, who has been convicted of any criminal offence under any law, in particular a person convicted of an offence related to racism, may become or remain a member of the Forum.

#### 10.6 Termination and reinstatement of membership

Membership of the Forum is terminated:

10.6.1 when a member resigns by giving written notice to the Forum;

10.6.2. if a member has not paid his membership fee for a period of two years;



10.6.3.i) if the Management Committee decides to terminate a membership by 2/3 majority decision, if such member has impaired or disparaged the reputation of the Forum or has grossly acted in conflict with the constitution and/or objectives of the Forum; provided that:

- ii) such member whose membership is proposedly to be terminated by the Management Committee, shall be entitled to obtain detailed written reasons from the Management Committee setting out why it has decided to terminate that member's membership; furthermore, the member shall be given an opportunity to make representations to the Management Committee at a meeting to be held before a final decision is taken;
- iii) any member whose membership was terminated in terms of the procedures set out above has the right to appeal to the Annual General Meeting, which shall be entitled to review and set aside the decision of the Management Committee regarding the termination of the membership; any decisions in this respect taken by the Annual General Meeting shall be by simple majority.

## 10.7 Duties of members

10.7.1 Members shall in all respects comply with the letter and spirit of this Constitution, and particularly with the aims and objectives of the Forum set out above.

10.7.2 Members shall be expected and are encouraged to actively support the activities of the Forum.

10.7.3 Members may not act in a manner that will impair the reputation of the Forum.

## 10.8 Membership fee

The management committee shall from time to time make a recommendation as to the membership fee payable by the different categories of members, which shall be approved by the Annual General Meeting. The membership fee shall be sufficient to enable the Forum to finance an efficient administration.

## 11. **GENERAL MEETING OF MEMBERS**

11.1 The Forum's ultimate decision-making organ is the General Meeting of members.

11.2 The Forum holds:

- i) at least one General Meeting during every calendar year known as the Annual General Meeting;
- ii) any such other General Meeting as may be required or called upon by the Management Committee, or by a written request supported by at least 15 members, which will be known as Extraordinary General Meeting.

11.3 Not more than 18 months should pass between two Annual General Meetings.

11.4 The Annual General Meeting is held at a place and time determined by the Management Committee.

11.5 Each Annual General Meeting conducts at least the business required to be conducted under this Constitution as more fully set out below.

11.6 The Annual General Meeting shall be convened by the Secretary at the request of the Management Committee;

11.7 Any Extraordinary General Meeting may be convened by the Secretary at the request of the Management Committee or at the written request of 15 members of the Forum.

11.8 Extraordinary General Meetings may only deal with the particular special business which they have been convened for.

11.9 The invitation to an Extraordinary General Meeting shall be given with at least seven days' notice and shall be sent out within 7 days after such meeting has been requested by the abovementioned 15 members of the Forum.

#### Notice of General Meetings

11.10 All General Meetings are convened with at least 21 (twenty-one) days' written notice to the members. This notice shall include the agenda and copies of any resolutions proposed to be passed as well as names of any persons proposed to be elected to the Management Committee or any other committee of the Forum. The date of the Annual General Meeting shall be made known to the members at least two months in advance.

11.11 The notice of the Annual General Meeting shall also state the place, day and hour of the meeting.

11.12 The notice of the General Meeting may be given in any manner as directed by the rules that may have been made by the Management Committee, but in any event, including by hand delivery, mail, telefax or email.

11.13 Any inadvertent omission to give notice of a General Meeting or Extraordinary Meeting to a member or the non-receipt of a notice by a member does not invalidate the proceedings of a General Meeting or an Extraordinary General Meeting.

## **12. REQUIREMENTS AND RULES FOR A GENERAL MEETING**

### Annual General Meeting

12.1 The ordinary business of the Annual General Meeting comprises of the following:

- i) consideration of the Chairman's annual report;

- ii) adoption of the minutes of the previous Annual General Meeting (and of any Extraordinary General Meetings held in between the Annual General Meetings, if such minutes have not yet been adopted);
- iii) consideration of the annual financial statements of the Forum;
- iv) election of the members of the Management Committee;
- v) determination of the membership fees;
- vi) a general discussion about the activities of the Forum and where the main accent on activities and projects should be in the following year;
- vii) any member is entitled to submit to the Secretary at least five weeks before the proposed Annual General Meeting any motion which he wishes the Annual General Meeting to discuss and in respect of which he wishes the Annual General Meeting to take a decision; the member intending to make use of this provision must draw up in writing the exact text of the resolution, which he suggests the General Meeting should approve. At such Annual General Meeting the proposer of a resolution may amend his proposed resolution in line with the submissions made during the debate of his motion.

### Quorum

- 12.2 The quorum of a General Meeting shall be twenty members, present either in person or by proxy, but not less than 20 percent of the total membership of the Forum.
- 12.3 No business shall be conducted without a quorum.
- 12.4 If, within half an hour of the scheduled time for a General Meeting, there is no quorum present the General Meeting will automatically be adjourned for one half hour; if after the half hour adjournment there is still no quorum, the General Meeting shall nevertheless be regarded as properly constituted and decisions taken by those members present, either in person or by proxy, shall be valid and binding.

## Additional proposed resolutions to be considered by the Annual General Meeting

12.5 Members shall have the right at the Annual General Meeting prior to the commencement of the business of the Annual General Meeting to propose the addition of items for discussion to the agenda. The Annual General Meeting shall decide by ordinary majority as to whether such additional items shall be added to the agenda.

## The Chairperson

12.6 The Annual General Meeting shall be presided over by the Chairperson of the Management Committee, but in the Chairperson's absence, any other member of the Management Committee present shall be elected to preside over the General Meeting;

## Voting

12.7 Resolutions put to the vote at a General Meeting are decided on by a show of hands, but the chairperson of the meeting or any other member present, may demand a poll.

12.8 A demand for a poll may be withdrawn.

12.9 Where voting takes place by a show of hands, the chairperson shall declare whether a resolution has been carried (whether unanimously or by a particular majority) or has been defeated.

12.10 If it is decided to conduct a poll on a specific resolution, the chairperson shall decide the procedure to be followed to take the poll and nominate the persons requested to attend to the management of the distribution of voting slips, collecting of voting slips and counting of votes.

12.11 Every member shall have one vote, provided that members whose annual membership fee is unpaid may not vote.

12.12 Corporate members shall also have one vote only.

12.13 Except where this Constitution requires a higher majority, all resolutions are passed on the basis of simple majority of the members present whether in person or by proxy at the meeting.

12.14 In the event of an equality of votes, the chairman of the meeting may exercise a casting vote;

### Proxies

12.15 Each member may appoint another member and give such member a proxy, which is a written document to be handed to the management of the General Meeting prior to the commencement of the business activities of the meeting.

12.16 Proxies are appointed in writing and must bear the signature of the member appointing the proxy.

12.17 If a document appointing a proxy is not delivered to the secretary before the commencement of the General Meeting, it is invalid.

12.18 Proxies not containing voting instructions may be exercised at the discretion of the person appointed as proxy.

12.19 At any members' meeting, the members shall elect a person to act as secretary, whose duty shall be to record the activities in a minute book, including the number of votes obtained by the various candidates who were nominated for the election as members of the Management Committee.

## 13. **THE MANAGEMENT COMMITTEE**

13.1 The Forum has an executive committee which is called the Management Committee comprising of 7 (seven) elected persons.

- 13.2 The Management Committee may co-opt additional committee members without voting rights, based on their special expertise, talent or other useful qualification.
- 13.3.i) The first Management Committee – emerging from the Inaugural General Meeting – will be comprised of four members designated in advance by the Preparatory Committee and three members elected by the Inaugural General Meeting from nominations received in advance, in accordance with procedures to be determined by the Preparatory Committee.
- 13.3.ii) Candidates proposed for election to a position in the Management Committee during subsequent Annual General Meetings shall be nominated in advance by members of the Forum, provided that the nomination shall be in writing. It shall contain the signatures of two members supporting the nomination as well as the signature of the proposed member, signifying his agreement to become a member of the Management Committee and to serve for two years. This proposal must be made known to the Secretary of the Forum at least 7 days before the invitations for the Annual General Meetings are sent out, because the invitations shall include a list of members proposed to be elected for the Management Committee. If, at the date of sending out the invitations for the general meeting, not sufficient members have been nominated for the new Management Committee to be elected, the existing Management Committee shall after the invitations for the meeting have been sent out, still be entitled to nominate additional candidates up to the minimum number required for the Management Committee, which shall be announced to the General Meeting on the commencement of the meeting.

#### Appointment and term of office

- 13.4 Management Committee members are proposed, elected and appointed by majority resolution at every Annual General Meeting.
- 13.5 Management Committee members hold office for a term of 2 (two) years, such term commencing at the closing of the Annual General Meeting at which they are elected and terminating at the conclusion of the election proceedings for new Committee members at the second subsequent Annual General Meeting thereafter.

- 13.6 With regard to the first Management Committee elected at the Inaugural General Meeting at which this Constitution is adopted, the terms of office of 4 (four) committee members expire at the subsequent Annual General Meeting, and the terms of office of 3 (three) committee members expire at the second subsequent Annual General Meeting;
- 13.7 Management Committee members are eligible for re-election.
- 13.8 The Forum may, by ordinary resolution passed at a General Meeting, determine, to increase or reduce the number of committee members.
- 13.9 A General Meeting may, on good cause, remove a Management Committee member from office prior to the expiry of his or her term of office, and may appoint another member in his or her place; provided that the General Meeting may not decide to remove a Management Committee member before having notified the Committee member of its intention and having given the committee member an opportunity to make representations before or at the General Meeting at which such decision is to be taken.

#### Vacancies

- 13.10 If any vacancy arises on the Management Committee, the remaining Management Committee members may co-opt any member of the Forum to fill such vacancy. The term of office of such substituted committee member will expire at the commencement of the next Annual General Meeting, alternatively the position of such co-opted member may be confirmed at the next Annual General Meeting. Such co-opted member will have a vote whenever the committee chooses to take a decision by voting.
- 13.11 Management Committee members may continue to act despite any vacancy in the committee; if on account of vacancies there are only three or less committee members left, such remaining committee members may only act to call an Extraordinary General Meeting of the Association for the purposes of electing new Management Committee members.



### Powers of the Management Committee

- 13.12 Except when the Forum is convened in a General Meeting, the Management Committee holds all the powers under this Constitution and is in all respects authorised and responsible for the management and control of the business of the Forum.
- 13.13 In between General Meetings the Management Committee shall practice regular communication and exchange of information with members. This is of particular importance when the Management Committee is planning to pronounce itself on matters of special interest or grave concern to members, in which case every effort must be made to obtain the views of as many members as possible, be it by Extraordinary General Meeting – time permitting – or by other means, in particular electronic communication (internet, e-mail, messaging, etc.).
- 13.14 The Management Committee shall recommend the amount payable as membership fee for individuals and for corporate members.

### Sub-committees and delegation of powers

- 13.15 The Management Committee may appoint sub-committees comprised of members, and may assign any of its functions to such sub-committees; provided that the activities of the sub-committees remain under the final supervision and control of the Management Committee; a sub-committee is bound by and accountable to the Management Committee in accordance with any terms of reference or mandate given to it by the Management Committee.
- 13.16 The Management Committee may delegate any of its powers to any sub-committee or member, but remains accountable to the members of the Association for any acts or missions of such delegate pursuant to such delegation.
- 13.17 The Management Committee may in this regard appoint three of its members as an Executive to attend to the daily administrative supervision of the Forum.

## Officials

13.18 Immediately after the Annual General Meeting, the Management Committee elects from amongst its members, officials to the positions of:

- i) Chairperson;
- ii) Secretary;
- iii) Treasurer;

13.19 The officials appointed under Article 13.18 have such duties as are ordinarily attendant to their position, or as determined from time to time by the Management Committee;

13.20 The Chairperson of the Management Committee may also be called the "President" of the Forum;

## Power to make Bylaws

13.21 The Management Committee has the power to lay down the rules in respect of the following:

- i) the regulations regarding the conduct of the Forum's members; and
- ii) the regulations setting out administrative and operational procedures;

to ensure the proper running, management and control of the Forum in compliance with the provisions of this Constitution.

13.22 to the extent that if any rules made by the Management Committee are found to be inconsistent with the provisions of this Constitution, they shall be invalid.

## 14. CONDUCT OF BUSINESS

### Convening of meetings

- 14.1 The Management Committee meets as often as is necessary to effectively conduct the business of the Forum, but at least once every two months. The members of the Advisory Council, being constituted by the Regional/Local Committees (in terms of Article 9.5) are entitled to attend meetings of the Management Committee in an advisory capacity at least every three to four months, or at such shorter intervals as agreed to with the Management Committee.
- 14.2 The Management Committee regulates its meetings and transacts its business as it deems fit.
- 14.3 The Secretary convenes meetings of the Management Committee at the request of:
- i) The Chairperson;
  - ii) Any two Management Committee members;
- and, on reasonable notice to the other Management Committee members.
- 14.4 Notices of Management Committee meetings specify the general nature of the business to be dealt with by the meeting.
- 14.5 The Chairperson of the Management Committee shall prepare a report in writing of the activities of the Forum over the past year, which shall be tabled at the Annual General Meeting of the Forum.
- 14.6 The person in the Management Committee who holds the position as Treasurer shall be responsible to ensure that proper financial statements showing the income and expenditure of the Forum over the preceding year, are prepared in time to be submitted to the Annual General Meeting of the Forum.

## Quorum

- 14.7 Four of the seven elected Management Committee members constitute a quorum of a Management Committee meeting.
- 14.8 Meetings of the Management Committee are presided over by the Chairperson or, in the Chairperson's absence, by any other committee member elected by the remaining members. The Chairperson has a casting vote.

## Decisions and voting

- 14.9 If not determined otherwise in this Constitution, decisions of committees are taken by a simple majority of the committee members present and voting.
- 14.10 In the event of any equality of votes the Chairperson, or, in the Chairperson's absence, the committee member presiding over the meeting, may exercise a casting vote.
- 14.11 Every decision by the Management Committee, shall be recorded in writing and entered into a minute book created for that purpose.
- 14.12 A written resolution signed by all committee members is valid as if adopted at a committee meeting.

## 15. **VARIOUS**

### Minutes

- 15.1 The Secretary or an elected minute keeper, keeps minutes of all General Meetings and committee meetings. Members shall have the right to inspect such minutes at all reasonable times, but the Management Committee may, on a case by case basis, place reasonable restrictions on the copying or distribution of minutes, which contain sensitive information in relation to the Forum's activities which, if so copied or distributed, could reasonably affect the activities or effectiveness of the Forum.

### Financial year

15.2 The committee may, from time to time, determine the financial year end of the Forum.

### Books of account

15.3 The Treasurer in cooperation with the Secretariat of the Forum, is responsible for keeping proper and correct records of account for the Forum, and presenting annual financial statements to the Annual General Meeting.

### Contracts and bank accounts – signing process

15.4 The Management Committee may from time to time determine the signing powers of committee members in respect of contracts, other written instruments and bank accounts.

## **16. AMENDMENTS TO THE CONSTITUTION**

16.1 This Constitution may be amended by a resolution of members passed at an Extraordinary General Meeting.

16.2 This Constitution may not be amended unless:

- i) written notice of any proposed resolution to amend the Constitution, specifying the precise wording of the amendments, has been given to the members of the Forum;
- ii) there is a quorum of at least twenty five percent of all the fully paid-up members of the Forum present (whether in person or by proxy) at such Extraordinary General Meeting; and
- iii) the resolution to so amend the Constitution has been carried by not less than two thirds of the members present (whether in person or by proxy) and voting at such Extraordinary General Meeting.

16.3 For the purposes of Article 16.2, the provisions of Article 12.4 shall not apply;

**17. DISSOLUTION**

17.1 The Forum continues in perpetuity until terminated by a resolution of an Extraordinary General Meeting convened only for the purpose of dissolving the Forum, such resolution to comply with the provisions of Article 11.7 ff (Extraordinary General Meeting).

17.2 If upon winding up or dissolution of the Forum, there remains, after the satisfaction of all the Forum's debts and liabilities, any property, the same shall not be paid to or distributed among the members of the Forum, but shall be given or transferred to any other person or association in Namibia with aims and objectives comparable to those of the Forum, as may be determined by the persons who served as the last Management Committee Members of the Forum.

**DONE and SIGNED** at WINDHOEK this ..... day of ..... **202.....**

.....  
**CHAIRPERSON, INAUGURAL MEETING OF THE FORUM**

.....  
**SECRETARY, INAUGURAL MEETING OF THE FORUM**