

**NAMIBIA EVENTS SERVICES PROVIDERS ASSOCIATION
(NESPA)**

Articles of Association
(also referred to as the Constitution)

*Non-Profit Association Incorporated under Section 21
of the Companies Act, 2004 (Act No. 28 of 2004)*

NESPA | Approved by the Board on | 09 September 2026

Table of Contents

1. Preamble.....	4
2. The Organisation and its Purpose.....	4
2.1 Name and Operation	4
2.2 Purpose.....	4
2.3 Mission.....	4
2.4 Vision.....	4
2.5 Definitions	5
2.6 Interpretation.....	6
2.7 Objectives.....	7
2.8 Services	7
3. Membership.....	8
3.1 Membership Categories	8
3.2 Membership Fees	9
3.3 Members' Rights and Privileges.....	10
3.4 Membership Termination.....	11
4. Governance and Representation	11
4.1 The Board and its Powers	11
4.2 Board Composition.....	11
4.3 Appointment of Board Members.....	12
4.4 Powers and Duties of the Board	13
4.5 Interest of Board Members and Conflict of Interest.....	14
4.6 Termination of Board Members' Terms.....	15
4.7 Other Committees	15
4.7.1 Standing Committees.....	15
4.7.2 Sub-Committees	15
4.7.3 Special Committees	16
4.8 The Executive Chairperson and Executive Vice-Chairperson of the Board	16
4.9 Meetings	18
4.9.1 Standard Rules applicable to all NESPA Meetings	18
4.9.2 Additional Rules applicable to Board Meetings	20
4.9.3 Additional Rules applicable to General Meetings	21
4.9.4 Additional Rules applicable to the Annual General Meeting	22
5. Administration.....	22
5.1 NESPA Office.....	22
5.2 Funding	22
5.3 BIPA and Statutory Compliance.....	23
5.4 Appointment and duties of Secretary	24

5.5	Minutes.....	24
5.6	Accounts and Audit	25
5.7	Notices.....	25
5.8	Internal Regulations	26
6.	General	26
6.1	Powers of NESPA	26
6.2	Indemnity	27
6.3	Inspection.....	27
6.4	Amendment of Constitution.....	27
6.5	Governing Instruments and Legal Hierarchy	27
6.6	Disputes.....	28
6.7	Dissolution	28

1. Preamble

The Namibia Events Services Providers Association ("NESPA") is established to represent, promote, and professionalise the events services industry in Namibia, support the formalisation of the industry in alignment with Government of Namibia initiatives and advance events tourism in Namibia.

NESPA is founded on the principle that a professional, inclusive and well-regulated events services industry contributes materially to economic development, tourism growth, and employment in Namibia, and delivers greater value to clients, members, communities and the wider economy.

This Constitution, which also serves as the Articles of Association of NESPA, sets out the rules governing NESPA and defines the rights, powers and responsibilities of its Members and Board Members.

2. The Organisation and its Purpose

2.1 Name and Operation

2.1.1 NESPA shall be registered as a company limited by guarantee and without share capital in terms of the Companies Act, commonly referred to as a Section 21 company or incorporated association not for gain.

2.1.2 NESPA shall be governed by its Board of Directors in accordance with the Companies Act, and this Constitution.

2.1.3 During NESPA's foundation phase, the Board of Directors shall act as a Working Board and may carry out both governance and operational functions. This arrangement shall continue until a Secretariat or Executive Director is appointed, or until the Board resolves that NESPA has moved to a governance-and-oversight model. After that transition, the Board shall remain responsible for governance, strategy, and oversight, while day-to-day operational authority shall rest with the Secretariat or Executive Director to the extent delegated by the Board.

2.2 Purpose

NESPA exists to advance a professional, inclusive and sustainable events services industry in Namibia through representation, advocacy, capacity building, accreditation pathways and member services that strengthen industry standards and visibility.

2.3 Mission

NESPA's mission is to serve as the recognised and influential representative body for the events services industry in Namibia by advancing professional standards, supporting member growth and promoting Namibia as a destination of choice for Meetings, Incentives, Conferences, and Events (MICE).

2.4 Vision

NESPA's vision is to establish Namibia as a leading African centre of excellence for professional events services.

2.5 Definitions

In this Constitution, unless the context indicates otherwise, the following terms have the meanings set out below:

- 2.5.1 **"AGM"** means Annual General Meeting.
- 2.5.2 **"Articles" or "Constitution"** means these Articles of Association, as amended from time to time.
- 2.5.3 **"BIPA"** means the Business and Intellectual Property Authority of Namibia.
- 2.5.4 **"Board" or "Board of Directors"** means the governing body of NESPA responsible for its strategic direction, oversight and governance.
- 2.5.5 **"Board Member"** means a person duly elected or appointed to serve on the Board in accordance with this Constitution and where the context requires, includes a Director for purposes of the Companies Act.
- 2.5.6 **"Companies Act"** means the Namibia Companies Act, (Act No. 28 of 2004) as amended, together with any regulations made under it.
- 2.5.7 **"Days"** means calendar days and, in the calculation of a period expressed in days, the first day is excluded and the last day is included, unless the context indicates otherwise or applicable law requires a different method of computation.
- 2.5.8 **"Director"** means a Board Member and includes any person regarded as a Director for purposes of the Companies Act, 2004.
- 2.5.9 **"Events Services Industry"** means the broad ecosystem of providers, suppliers and service entities engaged in event planning, management, videography, photography and production, entertainers, decor, audiovisual, catering, venue provision, entertainment and related services in Namibia.
- 2.5.10 **"Executive Chairperson"** means the Board Member elected to chair the Board who, in addition to presiding over meetings, exercises the executive leadership, coordination, and implementation functions assigned to that office under clause 4.8, subject to this Constitution, Board resolutions, Board oversight and any approved delegation of authority framework.
- 2.5.11 **"Executive Vice-Chairperson"** means the Board Member elected to deputise for the Executive Chairperson and to perform the functions assigned to that office under clause 4.8, including any delegated executive, administrative, or representational functions,

subject to this Constitution, Board resolutions, Board oversight and any approved delegation of authority framework.

- 2.5.12 **"Member"** means a person, organisation or entity admitted to membership in accordance with this Constitution and whose name appears in the register of Members.
- 2.5.13 **"Memorandum"** means the Memorandum of Association of NESPA, as amended from time to time.
- 2.5.14 **"MICE"** means Meetings, Incentives, Conferences and Events, being the segments of business tourism in which NESPA operates.
- 2.5.15 **"NESPA"** means the Namibia Events Services Providers Association.
- 2.5.16 **"Ordinary Resolution"** means a resolution adopted by a simple majority of Members or Directors who are present and entitled to vote, as applicable.
- 2.5.17 **"Secretary"** means the person or external entity appointed to perform the secretarial functions of NESPA.
- 2.5.18 **"Section 21"** means section 21 of the Companies Act, dealing with non-profit associations.
- 2.5.19 **"Special Resolution"** means a resolution passed by not less than seventy-five percent (75%) of the votes exercised by Members entitled to vote on the resolution, or such higher threshold as may be required by the Companies Act or the Memorandum.
- 2.5.20 **"Working Board"** means the Board acting in temporary dual governance and operational capacity during the foundation phase of NESPA, prior to the appointment of a Secretariat or Executive Director or the Board's transition to a governance-and-oversight model.

2.6 Interpretation

- 2.6.1 Words importing the singular include the plural and *vice versa*; words importing any gender include the other genders; and words importing natural persons include juristic persons, unless the context otherwise requires.
- 2.6.2 Any term defined in the Act and not otherwise defined in these Articles bears the meaning assigned to it in the Act.
- 2.6.3 If any provision of these Articles conflicts with the Act or the Memorandum, the Act or the Memorandum, as applicable, prevails to the extent of the conflict.

2.7 Objectives

NESPA's objectives are to:

- 2.7.1 represent and promote events services providers in Namibia and protect the common interests of its Members;
- 2.7.2 formalise the events services industry in line with Government of Namibia initiatives, supporting the transition of informal operators into the formal economy;
- 2.7.3 promote events tourism and position Namibia as a destination of choice for the MICE sector;
- 2.7.4 make representations concerning legislative, regulatory, and other measures affecting the interests of Members in engagements with Government and other relevant stakeholders;
- 2.7.5 arrange, host, and participate in industry activities, projects, training programmes, and events that promote the development and professionalisation of the events services industry;
- 2.7.6 formulate voluntary codes of conduct, professional standards, and accreditation frameworks, and encourage member organisations to adopt them in all aspects of their operations;
- 2.7.7 promote responsible self-regulation by Members through accountability and professional standards; and
- 2.7.8 foster collaboration among events services providers and between the industry and other key stakeholders, including Government, regulators, educational institutions, media, and the private sector.

2.8 Services

To advance its objectives, NESPA may provide the following services:

- 2.8.1 inform Members of social, political, regulatory, technological and economic developments relevant to NESPA's mandate;
- 2.8.2 collect, classify and disseminate statistical and other information of relevance to the events services industry;
- 2.8.3 facilitate the gathering and exchange of information, networking opportunities and debate on issues relating to the events services industry;

- 2.8.4 undertake or commission research to enable NESPA to formulate appropriate strategies for resolving industry challenges and identifying growth opportunities;
- 2.8.5 provide advisory support to Members within the scope of NESPA's mandate;
- 2.8.6 organise and facilitate training courses, workshops and seminars for the benefit of Members and other industry stakeholders;
- 2.8.7 produce and distribute relevant information to Members and the broader public to keep them aware of current industry conditions, opportunities and any impending legislation; and
- 2.8.8 develop and maintain a Member directory and accreditation framework as a credible reference point for clients seeking professional events services providers in Namibia.

3. Membership

3.1 Membership Categories

- 3.1.1 NESPA's Members shall comprise events service providers suppliers, and related industry stakeholders in Namibia.
- 3.1.2 Membership shall consist of a minimum of seven (7) Members at any given time, in compliance with the Companies Act.
- 3.1.3 Subject to approval by the Board, membership shall be open to any organisation or individual interested in NESPA achieving its mission.
- 3.1.4 Members shall be classified into the following categories:
 - 3.1.4.1 Corporate Member: registered companies providing event management, videography, photography and production, entertainers, catering, decor, audiovisual, venue, or related events services in Namibia. Corporate Members enjoy full voting rights.
 - 3.1.4.2 Small and Medium Enterprise (SME) Member: small and medium enterprises and sole proprietors operating in the events services industry. SME Members shall comprise two sub-categories:
 - (a) Formal SME Member: SMEs that are formally registered with BIPA and tax-compliant; and
 - (b) Informal SME Member: SMEs and sole proprietors not yet formally registered, admitted on a developmental pathway that supports formalisation within a defined transition period.

- 3.1.4.3 Formal SME Members in good standing enjoy full voting rights. Informal SME Members may attend meetings and participate in discussions but do not have voting rights until they have transitioned to Formal SME Member status in accordance with criteria approved by the Board.
- 3.1.4.4 Individual Professional Member: freelancers, consultants and independent event professionals operating in their personal capacity. Individual Professional Members in good standing enjoy full voting rights.
- 3.1.4.5 Associate Member: a supplier, sponsor or partner that supports the events services industry but does not directly provide event services. Associate Members do not have voting rights unless this Constitution expressly provides otherwise.
- 3.1.4.6 Student Member: students enrolled in event management, hospitality, tourism or related fields of study at recognised tertiary institutions. Student Members do not enjoy voting rights.
- 3.1.4.7 Honorary Member: individuals recognised for outstanding contribution to the events services industry, admitted on a non-paying basis by Board resolution. Honorary Members do not enjoy voting rights.
- 3.1.5 Each Member organisation shall nominate one representative to NESPA upon application. Corporate Members and Formal SME Members shall also nominate one alternate representative upon application. Associate Members may nominate a representative for participation in NESPA activities, but such representative does not have voting rights unless this Constitution expressly provides otherwise.
- 3.1.6 The Board may approve or reject any application for membership on reasonable grounds. The Board is not required to disclose its reasons unless required by law.
- 3.1.7 If the Board approves an application, the Secretariat must notify the applicant in writing and provide a copy of this Constitution, the Board Code of Conduct and the Member Code of Conduct.
- 3.1.8 Within twenty-one (21) days after receiving the notice referred to in clause 3.1.7, the applicant must submit to the Secretariat a written undertaking to be bound by the NESPA governance documents. Membership takes effect only once that undertaking has been received.

3.2 Membership Fees

- 3.2.1 Membership fees shall be determined and approved at each Annual General Meeting for the various membership categories.

- 3.2.2 The Board shall be empowered to recommend annual adjustments to fees, considering operational needs and inflation.
- 3.2.3 Associate Members may be subject to differentiated fees as approved at the AGM.
- 3.2.4 Honorary Members are not subject to payment of any fees.
- 3.2.5 All annual fees shall be due and payable to NESPA within thirty (30) days after acceptance or renewal date of membership.
- 3.2.6 Payment of annual fees is a condition of membership. A Member who fails to pay annual fees within thirty (30) days after the due date is not entitled to vote at any meeting until all arrears have been paid.
- 3.2.7 Failure to pay annual fees within ninety (90) days of the due date shall result in the membership being terminated.
- 3.2.8 Membership fees may be paid in monthly instalments upon written approval by the Board.
- 3.2.9 Fees are non-refundable upon termination or resignation of membership.

3.3 Members' Rights and Privileges

Subject to this Constitution, the Board may determine the benefits, services and products made available to Members from time to time, including the following

- 3.3.1 Listing in the official NESPA Member directory.
- 3.3.2 Access to industry insights, market research and training opportunities.
- 3.3.3 Use of the NESPA Member logo, subject to the approved usage guidelines.
- 3.3.4 Participation in NESPA events, networking opportunities and capacity-building programmes.
- 3.3.5 Voting rights at General Meetings (subject to membership category and good standing).
- 3.3.6 Eligibility for election to the Board (subject to membership category and good standing).
- 3.3.7 Access to advocacy and representation services.
- 3.3.8 Such other benefits as the Board may determine and the Strategic Plan articulates.

3.4 Membership Termination

Membership may terminate in any of the following circumstances:

- 3.4.1 A Member may resign by written notice to the Executive Chairperson or the Secretariat. The resignation takes effect on the date stated in the notice or, if no date is stated, on the date the notice is received.
- 3.4.2 Membership terminates automatically if the Member fails to pay membership fees as provided in clause 3.2.
- 3.4.3 Subject to the Member Code of Conduct and the applicable complaints and disciplinary procedure, the Board may terminate membership on the recommendation of the Governance and Ethics Committee.
- 3.4.4 The Governance and Ethics Committee may recommend expulsion or termination of membership on any of the following grounds:
 - 3.4.4.1 The Member becomes bankrupt or is placed in liquidation or receivership, is wound up, or makes any arrangements or composition with its creditors (other than for purposes of reconstruction or amalgamation).
 - 3.4.4.2 The Member engages in conduct that materially prejudices, or is reasonably likely to materially prejudice, the reputation or integrity of NESPA.
 - 3.4.4.3 The Member engages in serious and persistent breaches of this Constitution, the Member Code of Conduct, or any policy adopted by NESPA.
- 3.4.5 A person or organisation whose membership has terminated remains liable for all fees and other amounts due to NESPA as at the date of termination and is not entitled to any refund.

4. Governance and Representation

4.1 The Board and its Powers

The Board of Directors is responsible for the governance, strategic direction and oversight of NESPA. Subject to this Constitution, the Companies Act, and any valid resolution of Members in General Meeting, the powers of NESPA vest in the Board.

4.2 Board Composition

- 4.2.1 The representatives of the Members who subscribed to NESPA's incorporation shall constitute the first Board of Directors.

- 4.2.2 Members entitled to vote may nominate eligible representatives for election to the Board. Board Members shall be elected at the Annual General Meeting in accordance with clause 4.3.
- 4.2.3 The Board must consist of not fewer than seven (7) and not more than twelve (12) Board Members at any time. The statutory minimum number of Directors required by the Companies Act must always be maintained.
- 4.2.4 In constituting the Board, Members shall have regard to representation across membership categories and, where reasonably practicable, to inclusivity, gender balance, and regional representation within Namibia.

4.3 Appointment of Board Members

- 4.3.1 Any Member entitled to vote may nominate one or more eligible representatives for election to the Board. Elections shall be conducted at the Annual General Meeting by secret ballot unless all Members present and entitled to vote unanimously agree to another transparent voting method.
- 4.3.2 A Member organisation whose representative is elected to the Board shall nominate an alternate representative. An alternate representative may act only where this Constitution or a Board-approved policy expressly permits.
- 4.3.3 Any person elected to the Board must satisfy the eligibility requirements of this Constitution and the Companies Act. Only representatives of Members entitled to vote may serve on the Board. No person may hold office if that person is disqualified, suspended, or otherwise prohibited from serving as a Director by law.
- 4.3.4 At the first Board meeting following the Annual General Meeting, the Board shall elect from among its members an Executive Chairperson and an Executive Vice-Chairperson.
- 4.3.5 If a vacancy arises on the Board, the Member organisation represented by the former Board Member may nominate a replacement. If no such nomination is made within a reasonable period determined by the Board, the Board may appoint a suitable replacement where permitted by this Constitution. Any replacement shall hold office until the next Annual General Meeting and, if ratified by the Members, shall continue for the balance of the predecessor's term.
- 4.3.6 The founding Board Members shall serve an inaugural term of three (3) years.
- 4.3.7 Following the inaugural term, Board Members shall be elected for terms of three (3) years, with rotation introduced such that approximately one-third of the Board rotates each year, to preserve institutional memory.

- 4.3.8 Board Members shall be eligible for re-election for one further term of three (3) years. The maximum continuous service of a Board Member shall not exceed two terms of three (3) years (six years total). A Board Member may stand for re-election to the Board after a break of at least one (1) year.
- 4.3.9 The Board may invite any individual, organisation, association, government authority, or non-governmental organisation to attend a specified meeting or activity as a guest. A guest has no voting rights, no governance rights, no entitlement to receive confidential records except as authorised by the Board and may be invited or excluded at the Board's discretion.

4.4 Powers and Duties of the Board

The Board shall act collectively, in good faith and in the best interests of NESPA and shall:

- 4.4.1 exercise all powers reasonably necessary to advance NESPA's objectives and discharge its governance responsibilities in accordance with this Constitution and applicable law;
- 4.4.2 apply NESPA funds only for authorised purposes and in furtherance of NESPA's objectives, subject to proper controls and approved budgets;
- 4.4.3 appoint such employees, officers, advisers, attorneys, accountants, auditors and other service providers as are necessary for the proper administration of NESPA;
- 4.4.4 represent NESPA before any authority, person, or body on matters affecting its Members, objectives, and policy interests;
- 4.4.5 adopt and enforce a Member Code of Conduct and a Board Code of Conduct and take such steps as are necessary to ensure compliance with them;
- 4.4.6 take control of and safeguard all property of NESPA, whether movable or immovable;
- 4.4.7 open and operate bank accounts with registered financial institutions and invest NESPA funds as the Board considers appropriate, subject to this Constitution and any applicable law;
- 4.4.8 apply all income, interest, increments and investment returns solely in furtherance of NESPA's objectives;
- 4.4.9 ensure that proper accounting records are kept, that annual financial statements are prepared and audited in compliance with the Companies Act, and that the audited annual financial statements are submitted to the AGM for consideration and approval;
- 4.4.10 pay all rates, taxes, and other expenses lawfully incurred by NESPA;

- 4.4.11 administer donations, grants, and sponsorships subject to any lawful conditions attached to them, provided that those conditions are not inconsistent with NESPA's objectives or governance requirements;
- 4.4.12 administer and collect membership fees and other amounts payable by Members in accordance with this Constitution and any resolutions of the Annual General Meeting;
- 4.4.13 supervises the general administration of NESPA's affairs;
- 4.4.14 take disciplinary action against any Member in accordance with this Constitution, the Member Code of Conduct, and the applicable complaints and disciplinary procedure;
- 4.4.15 implement resolutions adopted by Members in General Meeting; and
- 4.4.16 approve the strategic plan, annual operational plans, budgets, key policies, and any delegation of authority framework necessary for the effective governance and administration of NESPA.
- 4.4.17 maintain a Conflict-of-Interest Register and require each Board Member to complete a declaration of interest on appointment, update it annually, and disclose any new or changed interest promptly as it arises.

4.5 Interest of Board Members and Conflict of Interest

- 4.5.1 A Board Member who has a direct or indirect material interest in any matter before the Board shall disclose that interest as soon as reasonably practicable after becoming aware of it. The disclosure shall be recorded in the minutes and in the Conflict-of-Interest Register.
- 4.5.2 A Board Member who has disclosed a material interest may not vote on the matter and any vote cast in breach of this clause is invalid.
- 4.5.3 Unless the Board resolves otherwise for the limited purpose of providing information, the affected Board Member shall not be present during deliberation on the matter and shall not participate in the decision.
- 4.5.4 If there is doubt whether a Board Member has a disqualifying interest, the remaining disinterested Board Members present shall decide the question before the matter is considered. If the question concerns the Chairperson, the remaining disinterested Board Members shall appoint one of their numbers to preside for that purpose.
- 4.5.5 The Conflict-of-Interest Register shall be maintained by the Secretary and reviewed by the Board at least annually.

4.6 Termination of Board Members' Terms

A Board Member shall cease holding office:

- 4.6.1 On expiry of the Board Member's term of office as determined by this Constitution.
- 4.6.2 If the Board Member becomes prohibited by section 225 of the Companies Act, from being a Director.
- 4.6.3 If the Board Member engages, or is alleged to have engaged, in activities or conduct that the Board, acting on the recommendation of the Governance and Ethics Committee, finds to have or might prejudice NESPA's reputation and integrity.
- 4.6.4 If the Board Member resigns by written notice to the Executive Chairperson.
- 4.6.5 If the Board Member dies or becomes incapable of acting.
- 4.6.6 If the Board Member is absent without apology or leave from three (3) consecutive Board meetings and the Board resolves that the office is vacated.
- 4.6.7 If the Board Member ceases to be a Member of NESPA in good standing.
- 4.6.8 If the Board Member is removed by Ordinary Resolution of Members in General Meeting.

4.7 Other Committees

4.7.1 Standing Committees

- 4.7.1.1 The Board shall establish, at a minimum, the following Standing Committees: (a) Finance and Audit Committee; (b) Governance and Ethics Committee; and (c) Membership Committee. The Governance and Ethics Committee shall be responsible for ethics, conduct, disciplinary oversight, and recommendations concerning termination or removal under this Constitution.
- 4.7.1.2 Each Standing Committee shall operate under Board-approved Terms of Reference specifying mandate, composition, meeting frequency, decision thresholds, and reporting lines to the Board.
- 4.7.1.3 Each Standing Committee shall comprise a minimum of three (3) members, chaired by a Board Member, and may include co-opted members with relevant expertise.

4.7.2 Sub-Committees

4.7.2.1 The Board may establish Sub-Committees or appoint individuals to deal with specific matters delegated by the Board.

4.7.2.2 The Board shall approve written Terms of Reference for each Sub-Committee.

4.7.2.3 Sub-Committees may include, but are not limited to, a Complaints Sub-Committee, Disciplinary Sub-Committee, Events Sub-Committee, and Communications Sub-Committee.

4.7.3 Special Committees

4.7.3.1 Special Committees are advisory or project-specific bodies established by the Board to support NESPA's policy development, programmes, or operations on defined matters.

4.7.3.2 The Board may establish, reconstitute, or dissolve a Special Committee by resolution.

4.7.3.3 A Special Committee may be established for a fixed period or until completion of a specified mandate, shall operate under written Terms of Reference, and shall report to the Board.

4.7.3.4 The Board may, at its meeting or General Meeting, by resolution dissolve or reconstitute any Special Committee.

4.7.3.5 No person shall be appointed on more than two (2) Special Committees.

4.7.3.6 The Chairpersons of Special Committees are selected and appointed by the Board.

4.7.3.7 The Chairperson of a Special Committee who is not already a Board Member may, if the Board resolves, attend Board meetings in an advisory and non-voting capacity for the purpose of reporting on the work of that Committee.

4.7.3.8 No resolution or recommendation of any Special Committee shall bind NESPA unless and until approved by the Board or, where this Constitution so requires, by Members in General Meeting.

4.8 The Executive Chairperson and Executive Vice-Chairperson of the Board

4.8.1 The Board shall elect from among its members an Executive Chairperson who shall hold office for up to three (3) years and shall be eligible for re-election in accordance with the Board Member term limits set out in clause 4.3.

4.8.2 The Board shall elect from among its members an Executive Vice-Chairperson who shall hold office for up to three (3) years and shall be eligible for re-election in accordance with the Board Member term limits set out in clause 4.3.

- 4.8.3 The Executive Vice-Chairperson shall deputise for the Executive Chairperson when the Executive Chairperson is absent, unavailable, or unable to act, and shall exercise the powers and functions of that office during such period.
- 4.8.4 The Executive Chairperson and Executive Vice-Chairperson shall hold office subject to the continuing confidence of the Board and may be removed from office by resolution of the Board, provided that such removal does not of itself terminate their membership to the Board unless otherwise determined in accordance with this Constitution.
- 4.8.5 The functions of the Executive Chairperson shall include to:
 - 4.8.5.1 chair the Board and preside over Board Meetings, General Meetings, and the AGM;
 - 4.8.5.2 ensure the orderly conduct of business at such meetings and to rule on procedural matters, subject to this Constitution;
 - 4.8.5.3 present the Chairperson's report to the AGM on the work, activities, and performance of NESPA during the preceding financial year;
 - 4.8.5.4 represent NESPA externally on governance, strategic, and official matters, subject to Board oversight;
 - 4.8.5.5 provide leadership in the implementation of Board decisions, approved plans, and policies, subject always to the authority, oversight and collective decisions of the Board;
 - 4.8.5.6 coordinate the work of the Working Board, Committees and any Secretariat, Executive Director or administrative support structure established by NESPA;
 - 4.8.5.7 supervise or coordinate urgent matters arising between Board meetings, provided that any material decision taken or direction issued must be reported to the Board at its next meeting and may not override any prior Board decision;
 - 4.8.5.8 exercise only such executive, administrative or representational authority as is expressly conferred by this Constitution, delegated by Board resolution or set out in an approved delegation of authority policy;
 - 4.8.5.9 the Executive Chairperson shall not act contrary to any resolution of the Board and shall remain accountable to the Board for the exercise of all authority under this clause;

- 4.8.5.10 the Executive Chairperson shall not enter into any material financial commitment, contractual obligation, policy position or public undertaking on behalf of NESPA unless authorised by this Constitution, by a Board resolution or by an approved delegation framework;
 - 4.8.5.11 the Executive Chairperson shall ensure that the Board receives timely and accurate information on all material governance, operational, strategic and financial matters affecting NESPA.
- 4.8.6 The functions of the Executive Vice-Chairperson shall include to:
- 4.8.6.1 assist the Executive Chairperson in carrying out the functions of that office;
 - 4.8.6.2 perform the functions of the Executive Chairperson in that person's absence or inability to act;
 - 4.8.6.3 support the coordination of Board decisions, strategic initiatives, Committee work and operational matters assigned under the authority of the Board;
 - 4.8.6.4 exercise such executive, administrative or representational functions as may be delegated by the Board or lawfully assigned by the Executive Chairperson under Board authority; and
 - 4.8.6.5 remain accountable to the Board and to act subject to this Constitution, Board resolutions and any approved delegation of authority framework.

4.9 Meetings

4.9.1 Standard Rules applicable to all NESPA Meetings

- 4.9.1.1 The notice convening a general meeting must state the date, time and place of the meeting and the nature of the business to be transacted and must include the text of any proposed Special Resolution.
- 4.9.1.2 The ordinary business of an annual general meeting includes receipt of the Board's report, consideration of the annual financial statements, appointment or reappointment of the auditor if required, election of Directors where applicable, and any other business properly placed before the meeting.
- 4.9.1.3 No business may be transacted at a general meeting unless a quorum is present at the time when the meeting proceeds to business.
- 4.9.1.4 The quorum for a general meeting is a majority of Members entitled to vote and present.

- 4.9.1.5 If a quorum is not present within thirty (30) minutes after the time appointed for the meeting, the meeting shall stand adjourned to the same day in the following week, at the same time and place, or, if that day is a public holiday, to the next business day.
- 4.9.1.6 If at such an adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present shall constitute a quorum for ordinary business only. Any matter requiring a Special Resolution, constitutional amendment, dissolution, removal of a Board Member or any other specially protected matter may not be decided unless the ordinary quorum requirement is satisfied.
- 4.9.1.7 A Member whose voting rights are suspended under clause 3.2.6 is not entitled to vote at any meeting until all arrears have been paid.
- 4.9.1.8 A Member organisation may designate, in writing, one alternate representative to attend and participate in meetings in the absence of its primary representative. An alternate representative may exercise the Member's voting rights only if duly designated before the meeting in the manner prescribed by the Board.
- 4.9.1.9 Each Member in good standing and entitled to vote under clause 3.1 shall have one (1) vote. An Associate, Student and Honorary Members do not have voting rights unless this Constitution expressly provides otherwise.
- 4.9.1.10 A resolution put to the meeting shall be decided on a show of hands and/or verbal expression, unless a poll is demanded by the Chairperson or by at least two (2) Members entitled to vote.
- 4.9.1.11 A declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes shall be *prima facie* evidence of that fact unless a poll is duly demanded.
- 4.9.1.12 Save as otherwise provided in this document, general questions at any meeting of the Members are decided by a resolution passed by a majority vote of the Members present. In the case of an equality of votes, the Chairperson of the meeting shall have an additional casting vote.
- 4.9.1.13 A general meeting may be held wholly by electronic communication or as a hybrid meeting, provided that the facility used enables all persons participating in the meeting to communicate concurrently with one another and to participate effectively in the business of the meeting and any Member participating in that manner is deemed to be present in person for purposes of quorum and voting.

- 4.9.1.14 The Executive Chairperson of the Board, acting subject to the authority of the Board or in that person's absence the Executive Vice-Chairperson, acting subject to the authority of the Board or failing both, a Director or Member elected by those present, presides as Chairperson of the general meeting.
- 4.9.1.15 Meeting participants should use reasonable endeavours to reach consensus where practicable. Nothing in this clause prevents a matter from being decided by a vote in accordance with this Constitution.
- 4.9.1.16 The Minutes of Proceedings of all meetings shall be signed by the Executive Chairperson or in his or her absence by the acting Chairperson and one additional Member present at the meeting.
- 4.9.1.17 A copy of such minutes duly signed shall be distributed to all Members as *prima facie* evidence of the matters recorded in them.
- 4.9.1.18 The Minutes of Proceedings of meetings shall be confirmed and adopted at the next subsequent meeting.

4.9.2 Additional Rules applicable to Board Meetings

- 4.9.2.1 The Board shall meet at a minimum of six (6) times per annum during the foundation phase (defined as the first 24 months from incorporation), reducing to a minimum of four (4) times per annum thereafter, not less than every third (3rd) month.
- 4.9.2.2 Any decision that would impose a material financial or resource obligation on NESPA shall be reserved to the Board and must be approved by at least seventy-five percent (75%) of the Board Members present and entitled to vote at a duly constituted Board Meeting.
- 4.9.2.3 Any proposal to borrow money, raise significant external funding or solicit financial or other material assistance shall be reserved to the Board, must be included in the notice of the meeting and must be approved by at least seventy-five percent (75%) of the Board Members present and entitled to vote. The Board may not approve any arrangement that would subject NESPA to political, intellectual or ethical constraints inconsistent with its objectives or independence.
- 4.9.2.4 Any formal NESPA policy position or public policy submission shall be reserved to the Board and must be approved by at least seventy-five percent (75%) of the Board Members present and entitled to vote at a duly constituted Board Meeting.

4.9.2.5 Any Board Member appointed under clause 4.3.5 shall serve until the next Annual General Meeting and, if ratified by the Members, shall continue for the remainder of the predecessor's term.

4.9.2.6 Board Members shall attend Board Meetings unless excused in advance or prevented by reasonable cause and shall give notice of non-attendance as soon as reasonably practicable.

4.9.2.7 If a Board Member is absent without apology from three (3) consecutive Board Meetings, the Board may declare the office vacant in accordance with clause 4.6.6.

4.9.3 Additional Rules applicable to General Meetings

4.9.3.1 All business transacted at General Meetings, including the Annual General Meeting, shall be deemed special, with the exception of:

- (a) the consideration of the accounts and balance sheets;
- (b) the reports of the Chairperson and Auditors;
- (c) the appointment of Board Members;
- (d) the confirmation, where applicable, of appointments made under clause 4.3.5; and
- (e) the appointment of Auditors.

4.9.3.2 A General Meeting may be convened at any time by the Executive Chairperson of the Board on instructions of the Board.

4.9.3.3 The Executive Chairperson shall convene a General Meeting upon receipt of a written notice to that effect from at least fifty-one percent (51%) of the total number of Members, and the meeting shall be held within not less than twenty-one (21) days and not more than thirty-five (35) days of the date of such notice.

4.9.3.4 Any motion proposed by Members for consideration at a General Meeting or Annual General Meeting shall be submitted in writing to the Executive Chairperson at least fourteen (14) days before the Meeting.

4.9.3.5 Written notice of a General Meeting, stating the business to be considered, shall be circulated to each Member at least fourteen (14) days before the Meeting.

4.9.3.6 A General Meeting may only deliberate on items which are not on the agenda if all Members are present or represented and if unanimously approved.

4.9.4 Additional Rules applicable to the Annual General Meeting

4.9.4.1 The AGM of NESPA shall be held every year not later than six (6) months after the end of the financial year, on such date and at such time as the Board may decide.

4.9.4.2 The Board shall give written notice of the AGM by post or electronic means at least twenty-one (21) days and not more than thirty-five (35) days before the Meeting.

4.9.4.3 The agenda of an AGM shall specify matters required in terms of the Companies Act. The minimum matters to be considered will include:

- (a) the approval of the duly audited Annual Financial Statements of NESPA prepared in conformity with generally accepted accounting principles;
- (b) the Chairperson's report and the Auditor's report;
- (c) the appointment of the Members of the Board;
- (d) the confirmation, where applicable, of appointments made under clause 4.3.5; and
- (e) the appointment of Auditors.

5. Administration

5.1 NESPA Office

For the efficient conduct of NESPA's business and administration, the Board may establish physical offices, virtual administrative arrangements or outsourced support functions as it considers appropriate. NESPA's registered office shall be the office recorded with BIPA from time to time.

5.2 Funding

5.2.1 The income and property of NESPA, from whatever source derived, shall be applied solely towards the advancement of its objectives.

5.2.2 No part of NESPA's income or property may be paid or transferred, directly or indirectly, to any Member by way of dividend, bonus or distribution. This does not

prevent the payment in good faith of reasonable remuneration for services rendered to NESPA.

5.2.3 In addition to funds raised through Member contributions, the Board may approve additional projects and raise further funding from Members or external sources for that purpose.

5.2.4 The Board may accept, on behalf of NESPA, any donation, grant, sponsorship, financial contribution, *ex-gratia* services, equipment or other forms of capacity enhancement, unless:

5.2.4.1 such donation or grant is of a political nature;

5.2.4.2 the Board considers that it is designed to be for a purpose which the Board considers inappropriate having regard to NESPA's objectives; or

5.2.4.3 the Board considers that it might prejudice NESPA's standing, reputation or integrity.

5.2.5 The Board may reject any donation, grant or contribution that it considers inconsistent with NESPA's objectives, independence, reputation, or governance requirements.

5.3 BIPA and Statutory Compliance

5.3.1 NESPA shall maintain all company records, registers, returns, declarations and statutory documents required by the Companies Act, BIPA, and any other applicable law or directive.

5.3.2 NESPA shall lodge its annual return and any other prescribed post-registration submissions with BIPA within the time prescribed by law and shall pay only those fees, duties or penalties that are lawfully applicable to a non-profit association incorporated under section 21 of the Companies Act.

5.3.3 NESPA shall lodge with BIPA all notices and prescribed forms relating to changes in its registered office, postal address, financial year, Directors, auditor, public officer, constitutional documents, ownership particulars or any other matter required to be notified by law.

5.3.4 NESPA shall collect, maintain, verify and update beneficial ownership information in the form and manner prescribed by law and submit beneficial ownership declarations to BIPA at registration and annually thereafter or whenever an update is required by law or directive.

- 5.3.5 NESPA Members, Board Members, Officers and any other person holding information reasonably required for statutory compliance shall provide such information and supporting documents as NESPA may require to comply with BIPA, beneficial ownership, anti-money laundering and other legal obligations.

5.4 Appointment and duties of Secretary

- 5.4.1 The Board shall appoint a Secretary or external service provider to perform NESPA's secretarial function and ensure compliance with the Companies Act, BIPA requirements and any other applicable law until adequate internal capacity have been developed.
- 5.4.2 The duties of the Secretary include:
- 5.4.2.1 ensuring that NESPA complies with all applicable legal and regulatory requirements;
 - 5.4.2.2 keeping the Board informed of relevant legal and governance developments;
 - 5.4.2.3 taking minutes at meetings and ensuring proper distribution and storage thereof;
 - 5.4.2.4 maintaining the Conflict-of-Interest Register, beneficial ownership records, and all other statutory registers and ensuring that all required filings, returns, notices, declarations and supporting documents are submitted to BIPA within the prescribed time;
 - 5.4.2.5 advising Board Members of their roles, duties and powers.
- 5.4.3 In the event that the appointed external entity ceases to serve in this capacity, the Executive Chairperson may appoint a Secretary or Secretarial Office for the interim period until the next General Meeting.

5.5 Minutes

- 5.5.1 The Board and other Committees shall ensure that minutes of all meetings are duly recorded and kept and are made available for inspection by those entitled to attend the Meetings to which the minutes relate.
- 5.5.2 Board Meeting minutes shall be signed by the Executive Chairperson and the Secretary of the meeting to which they relate, or by the Executive Chairperson of the next succeeding meeting and shall constitute *prima facie* evidence of the proceedings recorded in them.

- 5.5.3 All other Committee Meetings minutes shall be signed by the Chairperson of the Committee and one (1) additional member of the Committee who was present at the Meeting.
- 5.5.4 Minutes shall record decisions taken, voting outcomes where votes are taken, declarations of interest made, recusals applied and action items with assigned owners and deadlines.

5.6 Accounts and Audit

- 5.6.1 The financial year of NESPA shall run from 01 July to 30 June or such other dates as the Board may decide and notify to BIPA.
- 5.6.2 The Board shall authorise at least three (3) Board Members with signature power on the bank account(s) of NESPA, with the provision that any two (2) of the said Board Members shall sign jointly for the processing of payments.
- 5.6.3 The Board shall ensure that accounting records are kept which:
 - (a) disclose with reasonable accuracy, at any time, the financial position of NESPA at that time; and
 - (b) enable the Board to ensure that annual accounts are prepared which give a true and fair view of the affairs of NESPA for the financial years to which they relate.
- 5.6.4 The accounting records are kept at such place as the Board determines and are open to inspection by Members during normal business hours. Copies may be provided to Members upon request.
- 5.6.5 NESPA shall appoint a qualified external auditor at each Annual General Meeting in compliance with the Companies Act. The auditor shall hold office from the conclusion of that AGM until the conclusion of the next AGM and shall report to Members on the annual financial statements of NESPA.

5.7 Notices

- 5.7.1 Any Notice required or permitted under this Constitution shall be in writing or in any other form expressly permitted by this Constitution.
- 5.7.2 A Notice may be given or sent by the Secretariat of NESPA either by post or electronic means at the physical or electronic address supplied by the respective Members.

5.7.3 A Notice may be given or sent to NESPA or its Secretariat by a Member either by post or electronic means.

5.7.4 Any Notice given by or sent to NESPA shall be deemed to have been received by the addressee:

5.7.4.1 In the case of post, seven (7) business days after the date of posting; and

5.7.4.2 In the case of electronic means, on the date it is sent.

5.7.5 Electronic delivery, supported by written Notices where applicable, is the preferred medium of NESPA.

5.8 Internal Regulations

The Board may, by a seventy-five percent (75%) majority of Board Members present and entitled to vote, approve Internal Regulations and Policies applicable to NESPA, including the Board Code of Conduct, Conflict of Interest Policy, Financial Policy, Whistleblower Policy, Delegation of Authority Policy, Gifts and Hospitality Policy and Crisis Communication Protocol.

6. General

6.1 Powers of NESPA

6.1.1 NESPA has the power to do all things reasonably necessary or incidental to the advancement of its objectives, subject to this Constitution and any applicable law.

6.1.2 NESPA shall further have the powers to:

6.1.2.1 acquire, hold, lease, let, sell or otherwise dispose of movable or immovable property of any kind;

6.1.2.2 expend NESPA's funds on maintenance, construction, improvement, alteration or demolition of buildings on land belonging to NESPA;

6.1.2.3 borrow money, if necessary, mortgage the immovable property or pledge the leasehold or movable property of NESPA as security thereof;

6.1.2.4 let and hire property;

6.1.2.5 allow any person to occupy any building belonging to NESPA at a rental price;

6.1.2.6 appoint an Agent(s) to represent NESPA;

6.1.2.7 act in a Court of Law to compel fulfilment of obligations in its favour and to defend any proceedings that may be instituted against NESPA; and

6.1.2.8 accept donations, grants and contributions from any person or body corporate and raise such capital as is reasonably required to advance NESPA's objectives.

6.2 Indemnity

Subject to applicable law, each Board Member shall be indemnified by NESPA out of its funds against the following costs, charges, expenses, losses and liabilities incurred in the proper discharge of that Board Member's duties, except to the extent that they arise from willful misconduct or gross negligence:

- 6.2.1 costs, charges, expenses, losses and liabilities incurred by him or her in the conduct of NESPA's business or in the discharge of his or her duties;
- 6.2.2 the acts or omissions of any other such person by reason of him or her having joined in any receipt of money not received by him or her personally;
- 6.2.3 the loss on account of defect in title to any property acquired by NESPA; or
- 6.2.4 losses arising from the insufficiency of any security in or upon which NESPA funds are invested, except to the extent caused by that Board Member's willful misconduct or gross negligence.
- 6.2.5 NESPA may procure and maintain Directors and Officers (D&O) liability insurance for the benefit of its Board Members, Executive Chairperson, Executive Vice-Chairperson, Secretary and Committee Office Holders, on such terms as the Board may determine and as financial capacity permits.

6.3 Inspection

Copies of this Constitution shall be made available to Members and on request, to other persons, subject to reasonable rules prescribed by the Board.

6.4 Amendment of Constitution

This Constitution may be reviewed from time to time and amended by Special Resolution passed by a seventy-five percent (75%) majority of Members entitled to vote, in compliance with the Companies Act. Any amendment requiring lodgement, registration or notice shall be submitted to BIPA, together with any prescribed form, fee and supporting document, within the time prescribed by law.

6.5 Governing Instruments and Legal Hierarchy

If any provision of this Constitution is inconsistent with the Companies Act, the Companies Act shall prevail. If any provision of this Constitution is inconsistent with the Memorandum of Association of NESPA and the applicable law gives precedence to the Memorandum, the Memorandum shall prevail to the extent of the inconsistency. Subject to the foregoing, this Constitution governs the internal affairs of NESPA.

6.6 Disputes

Any dispute arising under this Constitution shall first be addressed through direct engagement and internal escalation to the Executive Chairperson or equivalent representative of the parties concerned. If the dispute is not resolved, the parties may refer it to mediation or conciliation by agreement. Failing resolution, the dispute shall be referred to a court of competent jurisdiction in Namibia.

6.7 Dissolution

- 6.7.1 NESPA may be wound up by a resolution passed by a seventy-five percent (75%) majority of Members in General Meeting, or by court order in accordance with the Companies Act.
- 6.7.2 A Special Committee shall thereafter be elected to wind up all the affairs of NESPA.
- 6.7.3 In the event of dissolution, all remaining assets of NESPA, after the payment of all debts and liabilities, shall be donated to one or more non-profit bodies, trusts, associations, or section 21 Companies having objectives similar to those of NESPA and prohibiting the distribution of income and property to their members to an extent at least equivalent to the restrictions contained in this Constitution. The recipient's body or bodies shall be determined by Special Resolution of Members, failing which by a court or other competent authority as permitted by law.

End of Articles of Association

Approved by: NESPA Board of Directors

Ratified by the General Meeting

Date of Approval: _____

Effective Date: _____