



CONSTITUTION

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The founder members of the Namibian Chamber of Environment (the “**Chamber**”) have adopted the following constitution (the “**Constitution**”):

1. DEFINITIONS AND INTERPRETATION

Definitions

- 1.1 In this Constitution, and unless the context indicates otherwise -
- 1.1.1 “**Chief Executive Officer**” means the person appointed in terms of article 11;
 - 1.1.2 “**Chamber**” means the association established in terms of this Constitution;
 - 1.1.3 “**Constitution**” means this document;
 - 1.1.4 “**Council**” means the principal consultative and decision-making organ of the Chamber;
 - 1.1.5 “**Delegates**” means natural persons designated from time to time by Members (particularly Members who are legal entities or other associations of persons) to represent Members at Council meetings; and where a Member is a single natural person, the term “**Delegate**” may be construed as a reference to such single natural person whenever he or she is personally present in a General Meeting or a meeting of the Executive Committee;
 - 1.1.6 “**Environmental Matters**” means any issues pertaining to the conservation of the natural environment, flora and fauna, the protection of plant and wildlife, the protection of endangered species, environmental rehabilitation, best environmental practices and efforts of preventing, reducing or reversing environmental degradation or pollution in Namibia (and, where relevant, outside Namibia);
 - 1.1.7 “**Executive Committee**” means the organ of the Chamber dealing with the day to day management and administration of the Chamber, as established in terms of article 10.1;

- 1.1.8 “**General Meeting**” means a meeting of the Members as the Council, Members being represented by their respective voting Delegate and non-voting Delegates (if any), and includes both an Annual General Meeting and an Extraordinary General Meeting, as defined in article 9.4;
- 1.1.9 “**Member**” means any natural person, legal entity or other association of persons capable of acquiring rights and obligations, admitted to membership of the Chamber in terms of article 8, and the term “**Membership**” has a corresponding meaning.

Interpretation

- 1.2 In this Constitution -
- 1.2.1 expressions in the singular also denote the plural, and *vice versa*;
- 1.2.2 words and phrases denoting natural persons refer also to juristic persons, and *vice versa*;
- 1.2.3 pronouns of any gender include the corresponding pronouns of the other genders.
- 1.3 In this Constitution, unless the context otherwise indicates, a reference to:
- 1.3.1 an article, unless the context otherwise indicates, is a reference to an article of this Constitution -
- 1.3.2 a statute or statutory provision includes a reference to the statute and all regulations made thereunder, as amended from time to time;
- 1.3.3 a person includes a reference to any natural person, firm, body corporate, unincorporated association or partnership, joint venture, trust, unincorporated association, the state or local government or regulatory department, body, instrumentality, agency, minister or the authority;
- 1.3.4 one gender includes all genders;

1.3.5 time is a reference to Namibian time as per the *Namibian Time Act, 1994*, and the following construction will apply to time matters:-

- (a) if a period of time is specified and the period dates from a given day or the day of an act or event, it is to be calculated exclusive of that day and if a period of time is specified as commencing on a given day or the day of an act or event, it is to be calculated inclusive of that day;
- (b) a reference to a “**day**” is a reference to any day.

1.4 Article headings appear in this Constitution for reference purposes only and will not be employed in the construction of the subject matter.

1.5 Where any term is defined within the context of any particular article in this Constitution, the term so defined, unless it is clear from the article in question that the term so defined has limited application to the relevant article only, will bear the same meaning as ascribed to it throughout this Constitution, notwithstanding that that term has not been defined in article 1.1.

1.6 Where a word or phrase is specifically defined, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

1.7 This Constitution will be construed in accordance with the laws of Namibia.

2. CONSTITUTION OF CHAMBER AND NAME

Constitution of Chamber

2.1 Otjikoto Environmental and Education Trust; and

- The Namibian Environmental and Wildlife Society (NEWS); and
- Sustainable Solutions Trust,

, as founder Members, hereby agree to constitute the Chamber as a voluntary association under Namibian common law.

Name

- 2.2 The association's name is "**Namibian Chamber of Environment**" and the abbreviated form of its name is "**NCE**".

3. LEGAL STATUS AND NO PROFIT MOTIVE

Legal Status

- 3.1 The legal status of the Chamber is that of a *universitas personarum* continuing in perpetuity. Accordingly -
- 3.1.1 the Chamber is a body corporate existing as a legal person separate from its members under Namibian common law;
 - 3.1.2 the assets and liabilities of the Chamber are separate from those of its members;
 - 3.1.3 the Chamber acquires rights and obligations separate from its members;
 - 3.1.4 the Chamber institutes and defends legal proceedings in its own name;
 - 3.1.5 the Chamber applies all its assets and income towards the promotion of its main objects.

No Profit Motive

- 3.2 The Chamber does not pursue the acquisition of pecuniary gain for itself or its Members.

4. PLACE OF BUSINESS

- 4.1 The Chamber's principal place of business is in Windhoek.
- 4.2 The Chamber may establish such further places of Business as the Council may from time to time determine.

5. OBJECTS AND CORE VALUES

Main objects

- 5.1 The Chamber's main objects are to promote and support *bona fide* and best practice –
- 5.1.1 conservation of the natural environment,
 - 5.1.2 protection of indigenous biodiversity;
 - 5.1.3 protection of endangered species;
 - 5.1.4 protection of the atmosphere;
 - 5.1.5 best environmental practices;
 - 5.1.6 environmental rehabilitation;
 - 5.1.7 efforts of preventing or reducing environmental degradation or pollution,
- in Namibia (and, where relevant, outside Namibia), and the interests and the efforts of its Members in respect thereof.

Specific

Further Objects

- 5.2 Without derogating from the main objects of the Chamber set out in article 5.1, which are to be interpreted broadly and inclusively, the further specific objects of the Chamber are to –
- 5.2.1 act as a consultative forum for its Members;
 - 5.2.2 promote best practices in respect of Environmental Matters and represent the interests of its Members to the Namibian public, the government and business and investor community;
 - 5.2.3 engage with policy and law makers to lobby for and promote the enactment, amendment or repeal of national policies and laws in the best interest of Namibia's

environment in accordance with the relevant clauses in the national Constitution and as promoted by the Chamber's main objectives;

- 5.2.4 engage with the government with the view of lobbying for and promoting the adoption and ratification of international conventions or treaties that are in support of the Chamber's Environment objects and the interest of the Chamber's Members;
- 5.2.5 development of skills, expertise and mentoring of young Namibians in the Environment field;
- 5.2.6 support and advise its Members in relation to Environmental Matters, and, where applicable, make recommendations to its Members on best practices to be followed in respect of Environmental Matters;
- 5.2.7 establish itself as a reputable and credible organisation dealing with any Environmental Matters.

Ancillary Objects

- 5.3 The Chamber has all such ancillary objects as are necessary for it to fulfil its main objects.

Core Values

- 5.4 The Chamber subscribes to the following core values:
 - 5.4.1 upholding the fundamental rights and freedoms of the Namibian Constitution and the laws of Namibia;
 - 5.4.2 encouraging the compliance with and upholding and sharing best environmental practices;
 - 5.4.3 development of skills, expertise and mentoring of young Namibians;
 - 5.4.4 political and ideological neutrality;
 - 5.4.5 non-discrimination and inclusiveness.
- 5.5 The aforesaid core values are to guide the actions of the Chamber, its organs, representatives and Members.

6. POWERS

- 6.1 The Chamber, acting through its organs, has all powers to enable it to achieve its main and ancillary objects, and in the furtherance of its objects, the Chamber may conduct any and all activities and do all such things as are allowed under the laws of Namibia.
- 6.2 Without limiting the broad and inclusive nature and reach of the powers contemplated in article 6.1, the Chamber has the powers to -
- 6.2.1 admit and expel Members;
 - 6.2.2 determine Membership admission and expulsion criteria and Membership categories;
 - 6.2.3 determine and collect Membership contributions;
 - 6.2.4 associate with any other person or association of persons;
 - 6.2.5 the power to raise funds, and to accept or refuse donations and sponsorships;
 - 6.2.6 acquire, hold and dispose of any kind of movable and immovable property;
 - 6.2.7 lend or encumber its movable or immovable property;
 - 6.2.8 borrow moneys or any movable or immovable property;
 - 6.2.9 enter into any type of contract, including, without limitation, contracts for goods and services, and contracts of –
 - a) donation, grants and bursaries;
 - b) sale;
 - c) lease;
 - d) loan, hire-purchase and credit;

- e) suretyship, guarantee, indemnity or insurance;
 - f) mortgage and pledge, and granting any other type of security over its movable or immovable property;
 - g) employment;
 - h) agency and representation, mandate, power of attorney;
 - i) insurance
- 6.2.10 delegate its powers to agents and representatives;
 - 6.2.11 take and act upon professional advice;
 - 6.2.12 employ or appoint employees and agents;
 - 6.2.13 to open and operate bank accounts, investment accounts and to issue financial instruments;
 - 6.2.14 to institute and defend legal proceedings (including arbitration proceedings), and to submit disputes to legal proceedings, arbitration or mediation;
 - 6.2.15 to waive, settle or compromise any indebtedness or obligation owed by or to the Chamber.
- 6.3 The Chambers' powers are exercised through its organs, principally being –
 - 6.3.1 the Council; and
 - 6.3.2 the Executive Committee.

7. AFFILIATIONS

The Chamber may affiliate with any person or organisation where the objects of which are similar to or support the objects of the Chamber.

8. MEMBERSHIP

Eligibility for Membership

- 8.1 Any natural person, legal entity or other association of persons or organisation capable of acquiring rights and obligations –
 - 8.1.1 whose main business, or, in the final discretion of the Council, a significant portion of whose business, comprises active participation in or promotion of Environmental Matters (i.e. any of the matters listed in articles 5.1.1 to 5.1.6); and
 - 8.1.2 whose business –
 - a) is not for gain for its proprietors, members or stakeholders; or
 - b) is for gain for its proprietors, members or stakeholders, but does not, in the final discretion of the Council, detract from the value of the activities comprising such active participation or promotion of Environmental Matters,
- and which support the objects of the Chamber, may apply for membership of the Chamber.

Application for Membership

- 8.2 Applications for Membership are made to the Executive Committee.
- 8.3 Applications for Membership are made in such form and are accompanied by such application fee as the Executive Committee determines from time to time.
- 8.4 After scrutinising an application for Membership, the Executive Committee makes a recommendation to the Council whether to accept or reject an application for Membership.
- 8.5 The Council accepts or rejects applications for Membership in its final discretion.

Categories of Membership

- 8.6 At the entry into force of this Constitution, there is only one category of Membership.
- 8.7 Upon the entry into force of this Constitution, the Council may, by a two thirds majority, determine categories of Membership based on Members' contribution (whether financial or otherwise) to the Chamber and the objects of the Chamber; provided that any such classification of Members into such categories should as far as possible be based on measurable and transparent criteria which are not inconsistent with the basic eligibility requirements set out in article 8.1.

Loss and Reinstatement of Membership

- 8.8 Membership of the Chamber is lost -
- 8.8.1 when a Member resigns by written notice to the Chamber;
 - 8.8.2 upon the death of a Member who is a natural person;
 - 8.8.3 upon the dissolution of a Member who is a legal person or other association of persons ;
 - 8.8.4 if the annual Membership contribution (if any) of a member remains unpaid for six months after falling due;
 - 8.8.5 when the Member is expelled on a two thirds majority decision of the Council.
- 8.9 For the purposes of article 8.8.5 -
- 8.9.1 a Member may be expelled if his or her continued Membership is, in the final opinion of the Council, irreconcilable with the objects of the Chamber, or brings the Chamber into disrepute;
 - 8.9.2 the Council may not resolve to expel a Member before having notified the Member of its intention and having given the Member an opportunity to make representations before or at the meeting of the Council at which such resolution is to be taken.

Membership Contributions

- 8.10 The Council may, from time to time, determine Membership contributions to be paid by its Members; provided that Members whose business is not for gain may, on application to the Council and on good cause shown, and on a case by case basis, be exempted by the Council from paying such Membership contributions, on such further conditions as the Council may determine.

Duties of Members

- 8.11 Members are obliged to comply in all respects with the letter and spirit of this Constitution.
- 8.12 Members are expected and encouraged to actively support the activities of the Chamber to which they are capable of contributing.
- 8.13 Members pay the annual Membership contribution.

9. THE COUNCIL

Ultimate Decision-making Organ

- 9.1 The Chamber's ultimate decision making organ is the Council.

Composition of Council

- 9.2 Each Member is entitled to be represented by a maximum of three Delegates at Council meetings, of which any one Delegate may vote on behalf of the Member.
- 9.3 Delegates should, as far as practically possible, be functionaries or employees of the Members.

Council Meetings

General

- 9.4 The Council holds –

- 9.4.1 at least one General Meeting during every calendar year, known as the “**Annual General Meeting**”; and
- 9.4.2 such other General Meetings, known as an “**Extraordinary General Meetings**”, as may be convened in terms of this Constitution.
- 9.5 Not more than eighteen months should pass between two Annual General Meetings.
- 9.6 Annual General Meetings are held at a venue and time determined by the Executive Committee.
- 9.7 Each Annual General Meeting conducts at least the business required to be conducted under this Constitution.
- 9.8 Extraordinary General Meetings of the Council are convened by the Secretary at the request of -
 - 9.8.1 the Executive Committee; or
 - 9.8.2 not less than five Members of the Chamber.
- 9.9 Extraordinary General Meetings only deal with the special business for which they have been convened.

Notice of General Meetings

- 9.10 All General Meetings are convened on at least fourteen days’ notice to the Members.
- 9.11 A notice of a General Meeting states the venue, day and hour of the General Meeting, and the business to be conducted.
- 9.12 Notice of a General Meeting may be given in any manner, including hand delivery, mail, telefax, e-mail or other applicable electronic or telecommunications messaging systems.
- 9.13 Any inadvertent omission to give notice of a General Meeting to a Member or the non-receipt of a notice by a Member will not invalidate the calling of and the proceedings conducted at such General Meeting.

Business at Annual General Meeting

- 9.14 The ordinary business of the Annual General Meeting comprises the -

- 9.14.1 adoption of the minutes of the previous Annual General Meeting (and any other Extraordinary General Meetings held in between the Annual General Meetings, the minutes of which have not yet been adopted);
- 9.14.2 consideration of the annual financial statements of the Chamber;
- 9.14.3 election of the Executive Committee;
- 9.14.4 appointment of the Chamber's auditors and legal practitioners.

Quorum

- 9.15 The quorum for a General Meeting is five Members, present, as the case may be, in person or by proxy (in the case of Members who are natural persons) or by Delegate (in the case of Members who are legal entities or associations of persons).
- 9.16 No business is conducted without a quorum.
- 9.17 If, within half an hour of the scheduled time for a General Meeting, there is no quorum, the General Meeting is automatically adjourned for one week, for the same weekday, time and venue (or, if, such venue is not available, at a venue as notified by the Secretary).
- 9.18 If, within half an hour after the scheduled time for the adjourned meeting referred to in article 9.17, there is no quorum, the Members actually present at the adjourned General Meeting are deemed to constitute a quorum and may conduct any lawful business of the Chamber in General Meeting.

The Chairman

- 9.19 All general meetings are presided over by -
 - 9.19.1 the Chairman; or
 - 9.19.2 in the Chairman's absence, any other Delegate elected by the General Meeting for the purposes of presiding over it,(the aforesaid persons hereinafter for convenience referred to as the "**Meeting Chairman**") who conducts the proceedings.

Voting - General

- 9.20 Resolutions put to the vote of a General Meeting are decided on a show of hands, but the Meeting Chairman or any Delegate present may demand a poll.
- 9.21 A demand for a poll may be withdrawn.
- 9.22 Where voting takes place on a show of hands, the Meeting Chairman declares whether a resolution has been carried (whether unanimously or by a particular majority) or has been defeated.
- 9.23 Polls are taken in a manner directed by the Meeting Chairman.

Weight of Votes and Disqualification

- 9.24 Every Member has one vote, such vote to be exercised by any one of the Delegates of such Member.
- 9.25 Members whose annual membership fee is unpaid have no vote.

Casting Vote

- 9.26 In the event of an equality of votes the Meeting Chairman may exercise a casting vote.

Proxies

- 9.27 Members who are not able to attend a General Meeting (whether personally or through a Delegate) may appoint a proxy to attend on their behalf at the General Meeting.
- 9.28 Only Delegates may hold and act as proxies.
- 9.29 Proxies are appointed in writing and under signature of the person appointing the proxy.
- 9.30 If a document appointing a proxy is not delivered to the Secretary before the commencement of the General Meeting, it is invalid.
- 9.31 Proxies not containing voting instructions may be exercised at the discretion of the proxy.

10. THE EXECUTIVE COMMITTEE

Committee Members

- 10.1 The Chamber has an executive committee (the “**Executive Committee**”), comprising not less than three and not more than seven persons, all of whom must be Delegates to the General Meeting at which they are elected to the Executive Committee.
- 10.2 The Executive Committee may co-opt a further three persons as members of the Executive Committee (who, for the avoidance of doubt, need not be Delegates, but may be outside persons), but co-opted members have no vote on the Executive Committee.

Appointment and Term of Office

- 10.3 Executive Committee members are ordinarily proposed, voted for and appointed by majority resolution at an Annual General Meeting, but may also be appointed at an Extraordinary General Meeting.
- 10.4 Executive Committee members hold office for a term of 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 Executive Committee members at the second subsequent Annual General Meeting thereafter.
- 10.5 For the purposes of implementing article 10.4, and in respect of the first Executive Committee elected at the Annual General Meeting at which this Constitution is adopted, the term of office of two Executive Committee members expires at the next Annual General Meeting, and the term of office of one Executive Committee members expires at the second subsequent Annual General Meeting.
- 10.6 Executive Committee members are eligible for re-election.
- 10.7 Within the limitations of article 10.1, the Council may, by ordinary resolution passed at a General Meeting, determine, increase or reduce the number of Executive Committee members.
- 10.8 A General Meeting may, on good cause, remove an Executive Committee member from office prior to the expiry of his or her term of office, and may appoint another Executive Committee member in his or her place; provided that the General Meeting

may not resolve to remove an Executive Committee member before having notified the Executive Committee member of its intention and having given him or her an opportunity to make representations before or at the General Meeting at which such decision is to be taken.

Vacancies

- 10.9 If any vacancy arises on the Executive Committee, the remaining Executive Committee members may appoint any other Member or Delegate of a Member to fill such vacancy, and the term of office of such substituted Executive Committee member will expire at the commencement of the next Annual General Meeting.
- 10.10 The remaining Executive Committee members may act despite any vacancy in the Executive Committee. If on account of vacancies there are only two or less Executive Committee members left, such remaining Executive Committee members may only act to call an Extraordinary General Meeting of the Council for the purposes of appointing Executive Committee members.

Powers of Committee

- 10.11 Except when the Council is convened in a General Meeting, the Executive 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 Chamber.

Sub-Committees and Delegation of Powers

- 10.12 The Executive Committee may appoint sub-committees comprised of Members or their designated representatives, 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 Executive Committee. A sub-committee is bound by and accountable to the Executive Committee in accordance with any terms of reference or mandate given to it by the Executive Committee.
- 10.13 The Executive Committee may delegate any of its powers to any sub-committee or other person, but remains accountable to the members of the Chamber for any acts or omissions of such delegatee pursuant to such delegation.

Officials

- 10.14 Immediately after the Annual General Meeting, the Executive Committee elects from amongst its members, officials to the positions of -
- 10.14.1 Chairman;
 - 10.14.2 Secretary; and
 - 10.14.3 Treasurer.
- 10.15 The officials appointed under article 10.14 have such duties as are ordinarily attendant to their position, or as is determined from time to time by the Executive Committee.

Power to Make Bylaws

- 10.16 The Executive Committee has the power to make bylaws for the purposes of -
- 10.16.1 regulating the conduct of the Chamber's Members; and
 - 10.16.2 determining administrative and managerial procedures,
- to ensure the proper running, management and control of the Chamber in compliance with the provisions of this Constitution.
- 10.17 To the extent that any bylaws made by the Executive Committee are inconsistent with the provisions of this Constitution, they are invalid.

Convening of Meetings

- 10.18 The Executive Committee meets as often as is necessary to effectively conduct the business of the Chamber.
- 10.19 Subject to article 10.18, the Executive Committee regulates its meetings and transacts its business as it deems fit.
- 10.20 The Secretary convenes meetings of the Executive Committee at the request of -
- 10.20.1 the Chairman;

10.20.2 any two Executive Committee members,
and on reasonable notice to the other Committee members.

10.21 Notices of Executive Committee meetings specify the general nature of the business to be dealt with by the meeting.

Quorum

10.22 Three Executive Committee members constitute a quorum for an Executive Committee meeting.

10.23 Meetings of the Executive Committee are presided over by the Chairman or, in the Chairman's absence, any other Executive Committee member voted for by the other Executive Committee members.

Decisions and Voting

10.24 If not determined otherwise in this Constitution, decisions of the Executive Committee are taken by a simple majority of the Executive Committee members present and voting.

10.25 In the event of any equality of votes the Chairman, or, in the Chairman's absence, the Executive Committee member presiding over the meeting, may exercise a casting vote.

10.26 A written resolution signed by all Executive Committee members is valid as if taken at an Executive Committee meeting.

General

10.27 Executive Committee members administer the Chamber and exercise their powers strictly in accordance with provisions of this Constitution and the laws of Namibia.

10.28 In the performance of their duties and in the exercise of their powers, Executive Committee members act with the care, diligence and skill which can reasonably be expected of persons who manage the affairs of others.

Conflicts of Interest

10.29 The Executive Committee members are not permitted to place themselves in a position where their private interests or the interests of the Member who mandated them conflicts with their duties towards the Chamber.

- 10.30 Executive Committee members are required to declare their private interests and recuse themselves in the event that a conflict of interest as contemplated in 10.29 should arise or is likely to arise.

Privileges of Executive Committee Members

- 10.31 No Executive Committee member is liable for any act of dishonesty or other misconduct committed by another Executive Committee member, unless he or she knowingly allowed or tolerated such act of dishonesty or other misconduct or was an accessory to the Executive Committee Member committing same.
- 10.32 An Executive Committee Member is not liable to make good to the Chamber or to any other person or entity, any loss occasioned or sustained by any cause, howsoever arising, other than such loss as may arise from or be occasioned by his or her personal dishonesty or other wilful misconduct or gross negligence.

Indemnity

- 10.33 The Chamber will indemnify and hold the Executive Committee members harmless against any costs, losses or damages incurred or suffered by them in consequence of anything done by them in good faith in the exercise or purported exercise of any of the powers conferred upon them in terms of this Constitution.

Various

Minutes

- 10.34 The Secretary keeps minutes of all General Meetings and Executive Committee meetings. Members have the right to inspect such minutes at all reasonable times.

Financial Year

- 10.35 The Council, from time to time, determine the financial year end of the Chamber.

Books of Account

- 10.36 The Treasurer is responsible to keep proper and correct books of account for the Chamber, and presents annual financial statements to the members of the Chamber at the Annual General Meeting.

Auditor and Legal Practitioner

- 10.37 The Chamber shall annually appoint an auditor and a legal practitioner.

Contracts and Bank Accounts

- 10.38 The Executive Committee from time to time determines the signing powers of Executive Committee members in respect of contracts, other written instruments and bank accounts.

11. THE CHIEF EXECUTIVE OFFICER AND ADMINISTRATIVE STRUCTURES

Chief Executive Officer

- 11.1 The Executive Committee will from time to time appoint a person to be designated as the Chief Executive Officer of the Chamber.
- 11.2 The Chief Executive Officer acts as the Chamber's principal administrative officer.
- 11.3 The Chief Executive Officer exercises such powers for and on behalf of the Chamber as the Executive Committee may from time to time delegate to him or her, and the Chief Executive Officer is accountable to the Executive Committee.
- 11.4 The Chief Executive Officer, unless excused by the Executive Committee, is required to be in attendance at meetings of the Executive Committee.

Further Administrative Structures

- 11.5 The Executive Committee may, from time to time, establish, vary and amend such further administrative structures, support

and resources, not inconsistent with the provisions of this Constitution, as will support the Executive Committee and the Chief Executive Officer in fulfilling their duties and functions under this Constitution.

12. AMENDMENTS TO CONSTITUTION

- 12.1 This Constitution may be amended by a resolution of Members passed at an Extraordinary General Meeting in accordance with article 12.2.
- 12.2 This Constitution may not be amended unless -
 - 12.2.1 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 Chamber;
 - 12.2.2 there is a quorum of at least twenty five percent of all the fully paid-up Members of the Chamber present (whether in person or by proxy) at such Extraordinary General Meeting; and
 - 12.2.3 the resolution to so amend the Constitution has been carried by not less than two thirds of the Members present and voting at such Extraordinary General Meeting.

13. DISSOLUTION

- 13.1 The Chamber continues in perpetuity until terminated by a resolution of an Extraordinary General Meeting convened only for the purposes of dissolving the Chamber, such resolution to comply with the provisions of article 12.
- 13.2 If upon winding up or dissolution of the Chamber, there remains, after the satisfaction of all the Chamber's debts and liabilities, any property, the same may not be paid to or distributed among the Members of the Chamber, but must be given or transferred to any other association in Namibia, as may be determined by the Council.

Entry into Force

This Constitution was adopted by the founder Members referred to in clause 2.1 by their respective signatures.

Otjikoto Environmental and Education Trust
Charles Edward Loots

The Namibian Environmental and Wildlife Society
Frauke Gudrun Elke Kreitz

Sustainable Solutions Trust
Christopher Justin Brown

