



Namibia Network of the Cosmetics industry (NANCI)

Minutes of Members' 1st Annual General Meeting

Date:	22 January 2021
Venue:	Arebbusch Travel Lodge (Prosperita, Windhoek)
Time:	09h00 until 11h00

1. Agenda

- Welcome, Apologies/Proxies
- Notice of the Meeting
- Constitution of the Meeting
- Opening
- Adoption of Agenda
- Statement of the Chairperson
- NANCI Business Review and Strategy 2021-2023
 - NANCI as the umbrella to the GIZ BIA Project
 - GACP+ Standard for Namibian Devil's Claw
 - USAID Trade Hub
 - Additions to calendar of activities 2021
- Authorise Council to appoint Accounting Officer, Auditors and their Remuneration
- Amendments to NANCI constitution
- Giving or Imposing any Restrictions to the Council
- Election of NANCI Office Bearers

2. Attendance

The following members were in physical attendance:

- ☺ Ms Zodidi GasebAfrican Naturals
- ☺ Ms Stefanie Hümmer!Nara Namibia Natural Cosmetics
- ☺ Mr Michel MalletCRIAA SA-DC
- ☺ Ms Helga WagnerDivine Soaps & Lotions
- ☺ Mr Gero DiekmannECOSO Dynamics

- ☺ Ms Margret TsusesEden
- ☺ Ms Mareka MasuleIlotu
- ☺ Ms Mpingana DaxKuti Oil
- ☺ Ms Mariane AkwenjeMakai Apothecary
- ☺ Ms Susanne HoffMediPlants
- ☺ Mr Gero von der WenseNamibia Desert Jojoba
- ☺ Ms Esther HovekaNeema
- ☺ Ms Tulimeyo KaapandaTuliLine

The following members were in virtual attendance:

- ☺ Ms Michelle Swanepoel.....Be You Skincare
- ☺ Ms Samantha MatjilaDidintle
- ☺ Ms Charmaine Karupu.....Essential Glow
- ☺ Mr Martin Wittneben.....Natura Africa Natural Cosmetics
- ☺ Mr Matt LudikPure Delight
- ☺ Ms Namupa Nengola.....Taneta
- ☺ Ms Rejoice NyaungwaTLC Skincare

The following members served proxies:

- ☺ Ms Sophia SnymanDesert Secrets
- ☺ Mr Carl BrinkmannFabuPharm
- ☺ Ms Karen NottScents of Namibia

The following guests were in attendance:

- ☺ Ms Kauna Schröder.....ABS National Focal Person
- ☺ Ms Dagmar Honsbein.....IGF for the Cosmetics Sector; Interim Secretary General
- ☺ Dr Michael HumavinduExecutive Director of MIT
- ☺ Mr Henning WahlersMIT/GIZ ProBATS Project (focal person for Cosmetics Sector)
- ☺ Mr Steve CarrNational Botanical Research Institute
- ☺ Ms Hallo Angala.....Technical Advisor of MEFT/GIZ BIA Project (ABS Matters)

- Ms Selma KakuvaTechnical Advisor of MEFT/GIZ BIA Project (Private Sector Projects)

3. Welcome, Apologies/Proxies

The Chairperson, Ms. Stefanie Huemmer, welcomed attendees. She extended her compliments for 2021 to all persons in attendance and wished them good health in these times of the Corona pandemic (C-19). She thanked all persons for making an effort to attend the inaugurate NANCi AGM, a milestone well achieved. She also noted that the AGM is being carried out while C-19 national measures are still in place and requested persons to adhere to these not to risk fellow citizens. The meeting would strictly be carried out in the realm of two-hours as prescribed in C-19 measures.

No apologies were received. The NANCi office received proxies from three members who appointed Ms. Stefanie Huemmer as their proxy either by name or by default, as she is Chairperson.

The Chairperson invited all persons present to shortly introduce themselves.

4. Notice of the Meeting

Notice of the meeting was given by Deputy Chairperson, Ms. Mariane Akwenje. Members accepted the notice and advised that the meeting should proceed albeit the notice not having reached members within 21 clear days, but only 14 clear days.

5. Constitution of the Meeting

A quorum was noted by the Deputy Chairperson, Ms. Mariane Akwenye. Thirteen (13) members were in attendance physically and seven (7) members attended virtually; additionally, three (3) proxies were received. Thus, a total of 23 members out of thirty-three (33) registered members (70% of members) attended, confirming the quorum of 50%+ 1.

6. Opening

In his opening speech the Deputy Executive Director (DED) of the Ministry of Industrialisation and Trade (MIT), Dr. Michael Humavindu, highlighted progress made through the Growth@Home Strategy of which NANCi is an outcome by virtue of support to the industry growth strategy for the health and beauty sector. He further highlighted the importance of public-private sector partnerships for the continued success of such initiatives; and commended NANCi members for their dedication to grow the brand "Cosmetics Made in Namibia". He mentioned a number of programmes and projects the MIT supports which could be of interest to NANCi members, and which could assist them to scale their business. Dr Humavindu invited members to approach MIT for any assistance and/or inputs the ministry may be able offer. He wished the NANCi AGM all the best during its proceedings.

7. Adoption of agenda

The Chairperson moved for adoption of the agenda; members accepted the proposed agenda without changes.

8. Statement by the Chairperson

Ms. Stefanie Huemmer addressed attendees and thanked Dr. Michael Humavindu for his opening speech. She highlighted the challenges the industry is currently experiencing due to the C-19 pandemic, with demand for Namibian products declining, both locally and internationally. Ms Huemmer commended the progress made in the health and beauty industry by having established NANCi in 2017; and having formalised it in 2020. The opportunities by bundling interests of all members and industry stakeholders in NANCi is of vital importance to optimally and sustainably utilise Namibia's vast natural resources in the health and beauty sector. She took the opportunity to thank the Government of Namibian, and development partners like GIZ for their continuous support to NANCi and the sector. She also requested policy makers to be aware of the opportunities created by supporting NANCi, and therefore enhance support to the sector by coherent policy frameworks, eg on matters of ABS, cosmetics standards for sanitisers and alike. The year 2020 has indeed shown significant divergence which negatively affected the industry, especially as it is made up of mainly SMEs.

9. NANCi Business Review and Strategy

The IGF and interim Secretary General, Ms. Dagmar Honsbein, presented an overview of proposed and current NANCi activities and projects, and requested for the members' endorsement and ratification. Documentation was circulated to members prior and accepted to have been pursued and understood.

9.1. NANCi as the umbrella to the GIZ BIA Project

The following comments were received:

- Will this not make NANCi a business entity? (Commented by Mr. Gero von der Wense of Namib Desert Jojoba)
- The certification of research institutions is usually very specific on the type of research. Thus, it should be investigated whether an umbrella research institution is possible. (Commented by Mr. Michel Mallet of CRIAA SA-DC)
- It may be premature to investigate the possibility of NANCi as an umbrella research institution. (Commented by Ms. Kauna Schroder of MEFT)
- The benefits of such research for NANCi members should be considered. (Commented by Ms. Namupa Nengola of Taneta)

Members agreed that the matter of NANCi as an umbrella research institution should be investigated further. Approved by Ms. Mareka Masule (Illotu); and seconded by Ms. Tulimeyo Kaapanda (Tuli-Line Trading) and Ms. Susanne Hoff (Mediplants Namibia).

Resolution AGM2021/1

AGM2021/1.1	Permission to investigate how to become a research institution as provided for under NCRST
AGM2021/1.2	NANCI Secretariat, through Council will provide feedback to members on any findings.
AGM2021/1.3	NANCI Secretariat, through Council will provide the way forward based on results and potential viability.
AGM2021/1.4	Members approved that Council is mandated to take final decision on matter. Any decision would be communicated to members.

9.2. GACP+ Standard for Namibian Devil's Claw

No further comments were received; members ratified the Council Decision of August 2020. Approved by Michel Mallet (CRIA SA-DC) and seconded by Gero von der Wense (Namibia Desert Jojoba).

Resolution AGM2021/2

AGM2021/2.1	Approval for NANCI to coordinate and implement the GACP+ standard for Devil's Claw was granted.
AGM2021/2.2	With due course, NANCI may investigate to equally implement the GACP+ standard for other natural resources in Namibia, as applicable.

9.3. NANCI and USAID Trade Hub Cooperation

No further comments were received; members ratified the NANCI Steering Committee (the predecCouncil Decision of May 2020. Ratified and approved by Mr. Gero Diekmann (Ecoso Dynamics) and seconded by Ms. Mpingana Dax (Kuti Oil).

Resolution AGM2021/3

AGM2021/3.1	Approval for NANCI to continue the engagement with the USAID Trade Hub.
AGM2021/3.2	NANCI Secretariat and NANCI Council should investigate the possibilities for the USAID Trade Hub to directly support (financially and technically) the NANCI Secretariat to strengthen its service delivery to NANCI members.

9.4. NANCi calendar of activities 2021

No further comments were received; members ratified the NANCi Steering Committee (the Council Decision of May 2020; Ratified and approved by Mr. Gero von der Wense (Namibia Desert Jojoba) and seconded by Gero Diekmann (Ecoso Dynamics).

Resolution AGM2021/4

AGM2021/4.1	NANCi members accept that the calendar remains fluid due to various dynamics which may influence activities and their scheduling. Activities are also influenced by members interests.
AGM2021/4.2	The certain activities, like NANCi Council meetings, should happen at least four (4) times per year as per constitution. Dates are at the discretion of Council Members and their availability.
AGM2021/4.3	Members guided that after each Council meeting, the main outcomes should be shared with NANCi members.

10. Authorisation Council to appoint Accounting Officer, Auditors and their Remuneration

The IGF and interim Secretary General, Ms. Dagmar Honsbein, presented an overview of NANCi governance structures. Documentation was circulated to members prior and accepted to have been pursued and understood. The presented structures as concluded by NANCi interim Council in September 2020 were ratified and approved by Mr. Michel Mallet (CRIAA SA-DC) and seconded by Ms. Esther Hoveka (Neema Cosmetics).

Resolution AGM2021/4

AGM2021/4.1	NANCi members agreed that membership fees remain unchanged in 2021; ie 1,200NAD/annum or 150NAD/month over 12 months.
AGM2021/4.2	NANCi Council is mandated to appoint the treasurer of NANCi.
AGM2021/4.3	The NANCi financial year ends 30 June.
AGM2021/4.4	NANCi Council is mandated to appoint the NANCi Accounting Officer, Auditors and determine their remuneration.
AGM2021/4.5	NANCi Council will communicate all appointments to members in due course.

11. Amendments to NANCi Constitution

Based on the accepted constitution of August 2020, additional suggestions for improvements on the constitution were circulated as part of the AGM Pack. Based on the latter, the NANCi office received a suggestion via email to info@nanci.biz from Mr. Michel Mallet (CRIA SA-DC) that the Secretary General (SG) be part of the Council Management Committee as ex officio, and not as a voting, substantive member.

Furthermore, during the AGM members deliberated on the constitution and guided that the following elements were to be included to strengthen it:

- Election of Chairperson: this should be done during an AGM
- Election of Deputy Chairperson and Treasurer: to be done among Council members during first Council meeting following the AGM

The amendments to the NANCi constitution were approved by Tulimeyo Kaapanda (Tuli-Line Trading); and seconded by Mareka Masule (Ilotu Cosmetics).

Resolution AGM2021/5

AGM2021/5.1 NANCi members agreed on the constitution amendments as follows:

- 5.1.1 §7.3 and elsewhere – Naming convention of the designation ‘Secretary General’ remains in place
- 5.1.2 §9.3 – Number of proxies a member can hold at a general meeting is not limited
- 5.1.3 §§9.7, 9.8, 9.9, 9.11, 9.12 – the change the word “POLL” to “ELECTION” is not effected; “POLL” remains valid.
- 5.1.4 §9.15 – limiting the speaking time of a mover – is removed from the constitution
- 5.1.5 §9 – provision would be made for electronic voting during general meetings; the necessary articles are inserted.
- 5.1.6 §19 - the voting powers of ‘Secretary General’ as part of the Management Committee were specified as being an ex officio member of the Council Management Committee, and not as substantive member.
- 5.1.7 Spelling and grammar mistakes in text of the constitution were addressed.

AGM2021/5.2 NANCi Chairperson will be elected during an AGM. New §9.21.1 inserted.

AGM2021/5.3 The Election of Deputy Chairperson and Treasurer shall be done among Council members during first Council meeting following the AGM. New §9.21.2 inserted.

12. Giving or Imposing any Restrictions to the Council

No restrictions were given or imposed on the NANCi Council. The matter was approved by Ms. Mariane Akwenye (Makai Apothecary); and seconded by Ms. Magreth Tsuses (Eden Manufacturing).

13.11. Election of NANCi Office Bearers:

The following members were nominated for Council:

- Ms. Esther Hoveka (Neema Cosmetics)
- Ms. Mareka Masule (Ilotu Cosmetics)
- Ms. Mariane Akwenye (Makai Apothecary)
- Ms. Stefanie Huemmer (!NARA Namibia Natural Cosmetics)
- Ms. Tulimeyo Kaapanda (Tuli-Line Trading)
- Ms. Zodidi Gaseb (African Naturals Production)

Members in attendance were requested to decide whether the council should remain five members, which would incur a poll, or to expand the council to six members. Attending members unanimously decided that the Council should remain at five (5) members.

Nominees were requested to describe their attributes towards joining Council.

In line with the approved changes to the NANCi constitution, attendees decided that the Chairperson will be elected by attending members; the positions of Deputy Chairperson and Treasurer were left for Council to elect during Council's first meeting following the AGM. The first Council Meeting is scheduled for 18 February 2021.

Attending members, both virtually and physical determined by poll the following members to Council, and the NANCi Chairperson:

Resolution AGM2021/6

AGM2021/6.1	Ms. Stefanie Huemmer as Chairperson
AGM2021/6.2	Ms. Esther Hoveka
AGM2021/4.3	Ms. Mariane Akwenye
AGM2021/4.4	Ms. Tulimeyo Kaapanda
AGM2021/4.5	Ms. Zodidi Gaseb

14. Closing

The newly elected NANCi Chairperson thanked all persons in attendance, ie members and guests, for their contributions and adjourned the meeting at 11h05.

Signed:

NANCi Chairperson (S. Huemmer)

NANCi Secretary General (D. Honsbein)