

**CONSTITUTION OF THE SOCIETY**  
**“NAMIBIA NETWORK OF THE COSMETICS INDUSTRY”**

**PART I**

**1. NAME**

The name of the Society shall be “Namibia Network of the Cosmetics Industry”. Its short name is “NANCI”.

**2. STATUS**

The Society is established as an independent voluntary Association with perpetual succession, capable of owning property and of suing and being sued in its own name.

**3. ABBREVIATIONS AND DEFINITIONS**

In this Constitution, unless the context indicates otherwise –

“ISIC Rev 4” means the International Standard Industrial Classification of All Economic Activities, Revision 4.

“NANCI” means Network of the Namibia Cosmetics industry (“hereinafter referred to as “the Society”).

“Affiliate Member” means an affiliated member who supports the Society in achieving its aims in terms of Article 4 but is not directly involved in the cosmetics industry as contemplated by this Constitution and its rules.

“chemicals” means all cosmetic ingredients used in the health and beauty industry. These include ingredients from organic and non-organic origin.

“cosmetics” means any product linked to the health and beauty care industry in Namibia, and relating to –

- (a) Personal health and beauty care products;
- (b) Animal health and beauty care products; and
- (c) Domestic or household and industrial or business ambience care products, including but not limited to surface cleaning materials and disinfectants.

“Council” means the Council (or Board of Directors) of the

Society, constituted in terms of Article 11 of this Constitution.

- “fees” means fees determined by the Council to charge
- (a) all members being part of the Society and making use of NANCi services, and / or
  - (b) all users for using the services of the Society.
- “Financial statements” means an annual balance sheet reflecting the total assets and liabilities and shareholder equity; and the Income Statement reflecting the surplus/deficit from income and expenses, for a specific period; unless given another meaning in terms of this Constitution.
- “industry” means the production and / or transformation of organic and inorganic raw materials by a physical and / or chemical process and the formation of products. Various types of activities are available in Namibia, and include but are not limited to –
- (a) the production of chemicals, such as salt, talcum, ochre, charcoal and/or activated charcoal;
  - (b) the cultivation of plants for the purposes of the production of cosmetics products;
  - (c) the harvesting of wild fruits and plant materials, by indigenous/ traditional knowledge and as regulated in Namibia for the production of cosmetics products;
  - (d) production of intermediate cosmetic products, like crude, refined and/or processed oils and resinoids, and ingredients;
  - (e) production of end-use products incorporating locally produced intermediate products, like perfumery, beauty and health care preparations, toilet preparations;
  - (f) research and develop, and/or experiment with, and/or formulate cosmetics, or publish and disseminate knowledge on chemicals and cosmetics which are product of Namibia; and
  - (g) trade with chemicals and cosmetics which are a product of Namibia.
- “member/membership” means a natural or legal person resident in Namibia who is a fully paid up member of the Society in accordance with Article 5 hereof; and shall include an affiliate member, and fellow members.

“Society”	means the “Namibia Network of the Cosmetics industry, short name NANCi”.
“subscription”	means annual membership fee, or such other sum as may be prescribed in accordance with the provisions of the Society Rules or a Council Decision and must accompany the application form. In the event of non-election to membership of the Society this will be refunded to the applicant.

#### **4. AIMS OF THE SOCIETY**

The aims of the Society are:

- 4.1. To support the establishment and maintenance of a viable cosmetics industry in Namibia.
- 4.2. To advance the cosmetics industry in Namibia.
- 4.3. To advance the science of cosmetics.
- 4.4. To provide the means for the dissemination and interchange of knowledge pertinent to cosmetic and related sciences and industries.
- 4.5. To promote high ethical standards in cosmetic industry.
- 4.6. To provide guidance and promote product standards to be adhered to in the cosmetics industry.
- 4.7. To improve the professional and occupational status of members.
- 4.8. To encourage education and research in cosmetic and related sciences and industries.
- 4.9. To ensure the long-term viability of the Society.
- 4.10. To maximise the accessibility of the Society activities and encourage participation throughout the profession; and
- 4.11. To represent and present views of its members in relation to matters falling within the aims of the Society.

#### **5. POWERS OF THE SOCIETY**

In order to achieve its aims the Society may:

- 5.1. Raise money through various means, subject to the approval of the Council.
- 5.2. Open bank accounts.
- 5.3. Take out insurance.
- 5.4. Employ staff.
- 5.5. Acquire and manage immovable assets / property.
- 5.6. Organise courses and events.
- 5.7. Work with other similar Societies and exchange information.

## **6. NATIONAL AND INTERNATIONAL REPRESENTATION**

- 6.1. The Society and its members shall abide by and conform to decisions of national and international bodies to which the Society is a member and/or which impact on the aims of the Society or the professional status of the Society's members, insofar as those decisions are not repugnant to this Constitution and/or decisions of this Society and have been ratified by this Society.
- 6.2. The Council may from time to time appoint a representative to represent the Society at national and international bodies, and may authorise the payment of the reasonable travelling and out of pocket expenses of such representative to attend meetings, fora, exhibitions or similar events out of the funds of the Society.

## **PART II**

## **7. MEMBERSHIP**

### **7.1. General**

7.1.1. The Society is membership-based with an annual subscription fee payable.

7.1.2. The Society, at a General Meeting, shall from time to time determine the subscriptions payable by its Members.

7.1.4. The Society proposes to be established and registered with seven (7) members, but the Council may from time to time register an increase of members.

7.1.5. The Society is established for the aims expressed in this Constitution and its members shall help the Society to achieve its aims, and will abide by the rules set out by the Council and ratified by the General Meeting.

## 7.2. Eligibility for membership to the Society

7.2.1. Any Namibian legal person or a natural person resident in Namibia in the process of registering their business may become a member of the Society, provided that they are involved in the cosmetics industry as defined by this Constitution.

7.2.2. Any natural person or legal entity affiliated to activities defined as cosmetics industry by this Constitution may also apply for affiliation to the Society.

7.2.3. Membership shall be available to anyone without prejudice, having fulfilled the criteria for eligibility for membership.

7.2.4. Membership in the Society is considered certified once a membership form has been completed, submitted with all required documents, and approved by the Council; and membership fee is fully paid up.

7.2.5. The Society, at a General Meeting, may establish additional or alternative categories for membership.

## 7.3. Application for Membership to the Society

7.3.1. A legal person or natural person wishing to be admitted as a Member of the Society shall make a written application to the Secretary General, accompanied by:

- a) The legal Constitution and Certificates of incorporation if any;
- b) Details of the business including a brief background of the business, the organisational structure, the objectives of the business and the extent of its membership;
- c) Details of the principal officers in the business; and
- d) Any registration fees and/ or subscription fees as the Society may prescribe.

7.3.2. In the case of an individual, such individual's application form shall be accompanied by:

- a) personal identification documents;
- b) Documentary evidence that the person is involved in the cosmetics industry by this Constitution.
- c) Any registration fees and/ or subscription fees as the Society may prescribe.

7.3.3. Applications for membership must be submitted for attention of the Secretary General online through the [www.nanci.biz](http://www.nanci.biz) Portal or digitally send to [info@nanci.biz](mailto:info@nanci.biz) or be hand delivered to the NANCi Offices).

7.3.4. The Secretary General shall refer all rejected applications to Council for final determination.

7.3.5. Such persons as the Council shall admit to membership shall be members of the Society.

7.3.6. The Council shall have the power to remove members for good reason, but such power shall not be exercised except by resolution of a Meeting of the Society at which the member concerned shall have given a reasonable opportunity to attend and speak on his or her own behalf before a final decision is made.

#### 7.4. Termination of Membership

Membership in the Society may be terminated in any of the following ways:

7.4.1. A member who ceases to be qualified under sub-article 7.2 ceases to be a member of the Society;

7.4.2. Any member may resign by giving of three (3) month's written notice to the Council;

7.4.3. A member may be expelled upon such grounds and in such manner as the Society may from time to time prescribe.

7.4.4. In the case of legal persons, in the event of such member being dissolved, wound up, disbanded and / or liquidated.

7.4.5. In the case of Individual Members, upon the death of such Member.

## 8. GENERAL MEETINGS

8.1. The Society shall hold a General Meeting once every calendar year as its Annual General Meeting, at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it.

8.2. The inaugural meeting of the Society shall be held after the adoption of this Constitution and shall deal with those matters referred to in articles 9, 10, 15, 18 and 20.

- 8.3. Every General Meeting, except the first, shall be held not more than fifteen months after the holding of the last preceding meeting, or within not more than nine months after the end of every ensuing financial year. The Society shall hold its first Annual General Meeting within fifteen months after its constitution (establishment).
- 8.4. All General Meetings, other than Annual General Meetings, shall be called Extraordinary Meetings.
- 8.5. The Council may whenever they think fit convene an Extraordinary Meeting, and such Extraordinary Meetings shall also be convened on requisition or in default may be convened by such requisition as provided by the Rules of the Society.
- 8.6. At least twenty one days' notice of every Annual General Meeting and of every meeting convened to pass a Special Resolution, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner herein mentioned; to such persons (including the Auditors and/or Authorised Accounting Officer) as are under these presents entitled to receive such notices from the Society, but with the consent of all the members entitled to receive notices thereof. A meeting may be convened by such notice as those members may think fit.
- 8.7. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting, provided that the relevant waiver of notice is lodged with the Registrar.
- 8.8. Each notice shall contain or be accompanied by an agenda, the financial statement and a list of Council Members indicating the number of meetings attended by each Council Member during the year.
- 8.9. The order of business at an Annual General Meeting shall, unless varied by the Chairperson with the approval of the meeting, be in the order set out in the agenda.

## **9. PROCEEDINGS AT GENERAL MEETINGS**

- 9.1. The business to be transacted at the General Meeting shall include:
  - 9.1.1. Confirmation of the minutes of the previous meeting;
  - 9.1.2. The consideration of the Secretary General's report for the preceding year and matters arising therefrom;
  - 9.1.3. The consideration and adoption, with or without modification, of the financial statement of the Society for the preceding year and the remuneration of the auditor;

- 9.1.4. The appointment of an auditor;
  - 9.1.5. The confirmation of nomination of Council members and election of Executive Committee Members;
  - 9.1.6. The consideration and transaction of any special business of which due notice has been given by any member in terms of sub-articles 8, 9.2 and 23 of this Constitution;
  - 9.1.7. The consideration and transaction of any special business which the Council wishes to submit to the meeting;
  - 9.1.8. The consideration of any other matter which the Secretary General may allow to be raised for discussion provided that no such matter shall be voted upon at the meeting.
- 9.2. All business shall be deemed special that is transacted at an Extraordinary Meeting, and at an Annual General Meeting, with the exception of the consideration of *inter alia* the income and expenditure account and balance sheet, and the reports of the Directors and of the Auditors, the election of Directors in the place of those retiring, and the appointment of and the fixing of the remuneration of the Auditors. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business.
- 9.3. The quorum at an Annual General Meeting shall be fifty plus one (50% plus 1) of members present in person or by proxy.
- 9.4. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place or at such other place as the Chairperson shall designate; and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be deemed cancelled.
- 9.5. The Chairperson of the Council shall preside as Chairperson at every General Meeting, but if there be no such Chairperson, or if at any meeting the Chairperson shall not be present within fifteen minutes after the scheduled time for meeting; or shall be unwilling to preside; or shall be deemed as conflicted and non-independent for the purposes of the relevant meeting, the members present shall choose one of the Council Members / Directors, or if no Council Member / Director be present or if all the Council Members / Directors present decline to take the chair, they shall member of the Society present to assume acting for the relevant meeting.
- 9.6. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business



which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, a notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

- 9.7. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless a poll is before or upon the result of the show of hands, demanded by the Chairperson or by at least one member present in person; or by a resolution carried unanimously or by a particular majority, or if lost, or not carried by a particular majority, an entry to that effect be made in the minute book of the Council; shall be conclusive evidence of the number or proportion of the votes recorded in favour of or against that resolution.
- 9.8. Subject to the rules of the Society, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairperson of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 9.9. No poll shall be demanded on the election of a Chairperson of a meeting, or on any question of adjournment.
- 9.10. All matters shall be decided by a majority of Members.
- 9.11. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
- 9.12. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been deemed.
- 9.13. Every member shall have one vote at the General Meetings.
- 9.14. Except with the consent of the Chairperson, no member shall be permitted to speak more than once on the same question, save that the mover of any motion shall be entitled to speak in reply.
- 9.15. The mover of a motion shall not speak for more than ten (10) minutes, provided that the Chairperson may extend such periods by such time as he may decide.
- 9.16. Whenever an amendment to a motion has been moved and seconded, no further amendment shall be moved or seconded until the first

amendment has been disposed of. If any amendment is carried, the motion as amended shall take the place of the original motion and shall become the question on which any further amendment may be moved.

- 9.17. The Chairperson may call the attention of the meeting to any unbecoming language or breach of order or discipline on the part of a member and may direct such member to discontinue his speech or to leave the meeting.
- 9.18. Only fully paid up members shall be eligible to vote.
- 9.19. Subject to the provisions of the Society's Rules, a resolution in writing signed by all members for the time being entitled to receive notice to attend and vote at General Meetings shall be valid and effectual as if it has been passed at a meeting of the Society duly convened and constituted.
- 9.20. Each member organisation (business) shall appoint a representative to attend meetings of the Society and notify the Society's Secretary of that person's name.

## **10. POWERS OF THE GENERAL MEETING**

The Membership of the Society acting at a duly constituted meeting shall be the ultimate authority on all matters of and concerning the Society; and may for purposes of the attainment of its objects, among other things have the following powers and functions:

- 10.1. Approve and make amendments to the Constitution;
- 10.2. Appoint members of the Council, the Executive Committee and any sub-committee of the Council;
- 10.3. Approve projects to be carried out by and on behalf of the Society;
- 10.4. Ratify any decisions taken by any organ and/or official of the Society; and
- 10.5. Pass by-laws pertaining to the conduct of the affairs of the Society.

## **11. COUNCIL**

- 11.1. The management of the affairs of this Society shall be vested in the Council.
- 11.2. Unless otherwise determined by the Society in a General Meeting, the number of Council Members shall not be less than five (5) nor more

than ten (10).

- 11.3. The first Council Members shall be the subscribers to the Constitution.
- 11.4. The Council may from time to time and at any time appoint any member of the Society to the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby be exceeded. Any Council member so appointed shall retain his or her office only until the next Annual General Meeting, but s/he shall then be eligible for re-election.
- 11.5. No person who is not a member of the Society shall in any circumstances be eligible to hold office as a Council Member.

## **12. POWERS OF THE COUNCIL**

- 12.1. The Secretary General shall open and maintain a roll of members. The roll shall be kept up to date by the Secretary General by deleting the names of those who have ceased to be members and permitting other persons to become members in terms of this Constitution. Upon signing the roll of members, the signatories shall become bound by the provisions of this Constitution and be deemed to consent to the obligations imposed thereunder. The roll shall be headed:

***“We the undersigned, having read the Constitution of the Society, alias Namibia Network of the Cosmetics Industry, undertake to abide by that Constitution (and any amendments thereof as and when duly made) and by all decision and actions lawfully taken thereunder.”***

- 12.2. The business of the Society shall be managed by the Council, who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Society as they think fit, and may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by statute or by these presents required to be exercised or done by the Society in General Meeting, subject nevertheless to any rules of these presents, to the provisions of the constitution for the time being in force, and affecting the Society and to such rules being not inconsistent with the aforesaid rules or provisions, as may be prescribed by the Society in General Meeting. But no rules made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such rules had not been made.
- 12.3. Acquire or hire movable or immovable property on behalf of the Society;

- 12.4. Develop, hypothecate, let, sell or otherwise dispose of movable or immovable property of the Society;
- 12.5. Make charitable donations and grants-in-aid in support of projects which benefit the Cosmetics Industry;
- 12.6. Accept, draw, endorse, issue, make, pay or perform any other act in respect of negotiable instruments;
- 12.7. Invest the funds of the Society which are not immediately required upon such terms as may from time to time be determined by the Council;
- 12.8. Raise or borrow money, in such manner as the Council may think fit, which is required by the Society in connection with its functions;
- 12.9. Employ and determine the remuneration and other conditions of service of the staff of the Society;
- 12.10. Conclude an agreement with any person for the performance of any particular work or rendering of particular services;
- 12.11. Enter into contracts in connection with the carrying out of its duties, the performance of its functions or exercise of its powers;
- 12.12. Appear in support of or in opposition to, or abide by the decision of any Court, in any proceedings brought in terms of the provisions of this Constitution and, if permitted by any other law, such other law;
- 12.13. Appoint representatives of the Society to serve on boards, committees, institutions or any other body where or when required to do so by or under any law or at the request of anyone;
- 12.14. Lay down policy to be observed by all members, organs and / or officials of the Society;
- 12.15. Do anything that is necessary for or conducive to the attainment of the objects of the Society.
- 12.16. The Council may act notwithstanding any vacancy in their body; provided always that in case the Council shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as Council for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

### **13. FUNCTIONS OF THE COUNCIL**

- 13.1. The management of the business of the Society shall be vested in the Council.
- 13.2. The Council, in addition to the powers and authority by this Constitution expressly conferred upon it, shall have the sole and entire management of the business of the Society, and of the income and property thereof for the uses, purposes and benefit of the Society.
- 13.3. It shall be lawful for the Council to do all acts as appear to them (or to the majority of them present at the meeting duly convened) necessary and appropriate to be done, in order to give full effect to the objectives of the Society.
- 13.4. Such acts of the Council shall be valid notwithstanding any defect that may later be discovered in their election or appointment or qualification, but any acts which occur subsequent to the date of discovery of such defects shall not be valid.
- 13.5. The Council shall, subject to the provisions of this Constitution
  - 13.5.1. Convene General Meetings;
  - 13.5.2. Present reports to the General Meeting of the business transacted by the Society in the preceding year;
  - 13.5.3. Circulate such other reports to members relating to the affairs of the Society as it thinks fit or as may be called for by the General Meeting;
  - 13.5.4. Recommend any future course of action for the Society for consideration by the General Meeting;
  - 13.5.5. Receive and manage funds on behalf of the Society;
  - 13.5.6. Present financial reports, including audited annual accounts for the years under review and the provisional budget for the following years, for consideration by the General Meeting;
  - 13.5.7. Implement the resolutions approved by the General Meeting, with such authority to modify the approved budget in the light of unforeseen circumstances as the General Meeting may from time to time determine;
  - 13.5.8. Appoint the Secretary General and fix reasonable remuneration and other terms and conditions of employment of the Secretary General and any other staff of the Secretariat;
  - 13.5.9. Do all acts as may be necessary and appropriate in order to give

effect to the objectives of the Society.

#### **14. DISQUALIFICATION OF COUNCIL**

14.1. The office of the Council shall be vacated:

- (a) If s/he ceases to be a member of the Society.
- (b) If by notice in writing to the Society s/he resigns his/her office.
- (c) If s/he becomes of unsound mind.
- (d) If s/he ceases to hold office by reason of any order made under any legislation or order of a court in Namibia.
- (e) If s/he is removed from office by a resolution.
- (f) If s/he has missed two consecutive Council meetings, with or without apology.

#### **15. ROTATION OF COUNCIL**

15.1. Members of the Council shall be appointed for a period not exceeding two (2) years, subject to renewal.

15.2. Any member may resign by giving of three (3) month's written notice to the Council.

15.3. At the Annual General Meeting of the Society in every year one-third of the Council, or, if their number is not three (3) or a multiple of three (3), then the number nearest one-third, shall retire from office.

15.4. The Council Members to retire in every year shall be those who have been longest in office since their last election. The remaining number of Council Members as per sub-article 15.3 will be determined by lot.

15.5. A retiring Council / Council Member shall be eligible for re-election.

15.6. The Society at the meeting at which a Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Council Member shall, if offering himself/herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Council shall have been put to the meeting and lost.

15.7. No person other than a Council retiring at the Meeting shall be eligible for election to the office of Council at any General Meeting unless, not less than three (3) nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Society a notice in writing and signed by a member duly qualified to attend and vote at the meeting for which such notice is given; of his intention to propose such person for election, and also

notice in writing signed by that person of his/her willingness to be elected.

- 15.8. The Society may from time to time by ordinary resolution increase or reduce the number of Council and may also determine in what rotation the increased or reduced number is to go out of office.
- 15.9. A seat of a Council Member shall become vacant:
  - 15.9.1. If the business he or she is representing ceases to be a Member;
  - 15.9.2. If in the case of an individual, he or she ceases to be a member of the Society; and
  - 15.9.3. Upon the death of the Council Member.

## **16. PROCEEDINGS OF THE COUNCIL**

- 16.1. The Council may meet for the dispatch of business, adjourn and or otherwise regulate their meetings as they think fit.
- 16.2. The Council may transact any business by circulation of papers, either by physical and/or digital presentation, and a decision approved in writing by a majority of its Members shall have the same effect as if it had been made at a meeting of the Council.
- 16.3. Unless otherwise determined, the quorum necessary for decisions by the Society shall be at least fifty plus 1 (50% plus 1) Council representation. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote.
- 16.4. The Council shall from time to time elect a Chairperson who shall be entitled to preside at all meetings of the Council; and may determine for what period s/he is to hold office. If no such Chairperson be elected, or if at any meeting the Chairperson be not present within five minutes after the time appointed for holding the meeting, the Council present shall elect one of their Members to assume acting for the relevant meeting.
- 16.5. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers, and discretions by or under the rules of the Society for the time being vested in the Council generally.
- 16.6. The Council may delegate any of their powers to committees consisting of such Council Members; and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these present

for directing and managing the meeting and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

- 16.7. All acts done *bona fide* by any meeting of the Council or of any committee of the Council or by any person acting as a Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified; be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Council.
- 16.8. The Council shall cause proper minutes to be made of all appointments of Secretary General and/or officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 16.9. A resolution in writing signed by all the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee shall be valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

## **17. MOTION OF NO CONFIDENCE**

- 17.1. Any Member or Members of the Council may be removed from office by two thirds (2/3) majority of the Members of the Society at a Special Meeting called for such purpose upon request by at least a-two majority of the Members.
- 17.2. A motion of no confidence against the Council or any Member thereof shall not be considered unless twenty one (21) days' notice would have first been served upon all the Members entitled to attend and vote at the Special Meeting together with a copy of the proposed motion intended to be discussed and voted upon.
- 17.3. The Members may, on good cause being shown adopt or reject the motion.
- 17.4. In the event that the motion is accepted, the Members shall immediately elect an interim council pending regular elections as provided for in this Constitution.



**18. COMMITTEES OF THE COUNCIL**

- 18.1. The Council may, for purposes of performing its functions, appoint one or more committees.
- 18.2. The Council may at any time alter the composition of such committee and fill any vacancy which may occur.
- 18.3. The Council may include as member of a committee any member of the Society.
- 18.4. The members of a committee shall elect from among their number the chairperson of the committee, in the event of the Council not doing so.
- 18.5. The Council may delegate and assign to a committee appointed in terms of sub-article 18.1 such of its powers and functions as it may deem fit, but shall not be divested of any power so delegated, and may amend or revoke a decision of such a committee.
- 18.6. A committee may determine the procedure to be followed at its meeting.
- 18.7. A person serving as a member of a committee shall hold office for such period as the Council may determine.

**19. MANAGEMENT**

- 19.1. The Society shall be administered by a Management Committee of the Officers and not more than two (2) other members elected at the Annual General Meeting.
- 19.2. The Officers of the Management Committee shall be: the Chairperson, the Treasurer and the Secretary General.
- 19.3. The Management Committee shall meet at least four (4) times a year.
- 19.4. The Chairperson shall Chair all meetings.
- 19.5. The quorum for Management Committee meetings shall be fifty plus one (means 50% plus 1) of members.
- 19.6. Voting at Management Committee meetings shall be by show of hands. If there is a tied vote then the Chairperson shall have a second or casting vote.
- 19.7. The Management Committee may by a two-thirds majority vote and for a good and proper reason remove any Committee member, provided that person has the right to be heard before a final decision is made.

- 19.8. The Management Committee may appoint another member of the Group as a Committee member to fill a vacancy provided the maximum number is not exceeded.
- 19.9. The Management Committee shall be responsible for the execution of the policies and decisions and to facilitate the achievement of the objectives of the Society.

## **20. DUTIES OF THE OFFICERS OF THE MANAGEMENT COMMITTEE**

- 20.1. The duties of the Chairperson are to:
- 20.1.1. chair meetings of the Committee and the Council;
  - 20.1.2. represent the Council at functions/meetings that the Council has been invited to; act as spokesperson for the Council when necessary
- 20.2. The duties of the Secretary are to:
- 20.2.1. take and keep minutes of meetings;
  - 20.2.2. prepare the agenda for meetings of the Committee and the Council in consultation with the Chairperson,
  - 20.2.3. maintain the membership list
  - 20.2.4. facilitate correspondence;
  - 20.2.5. collect and circulate any relevant information within the Council.
- 20.3. The duties of the Treasurer are to:
- 20.3.1. supervise the financial affairs of the Council; and
  - 20.3.2. keep proper accounts that show all monies collected and paid out by the Council.

## **PART III**

## **21. FINANCE**

- 21.1. The Society shall act as a legal person in its own right, making all transactions and holding all accounts in the name of the Society.
- 21.2. The Secretary General or Treasurer shall open and maintain a Banking Account in the name of the Society "Namibia Network of the Cosmetics Industry", which shall decide as to how the Banking Account shall be operated on.

- 21.3. All donations, sponsorships, subscriptions, fees and other monies received on behalf of the Society shall be paid into the aforesaid account as soon as possible. The funds so received shall be appropriated for expenditure through a costed, annual and/or monthly investment and operational plan approved by the Council.
- 21.4. The Society will generate funds through services offered to its members and non-members, subscription fees, sponsorships, grant applications, and/or other activities in the interest of the Society.
- 21.5. The Council shall cause proper books of account to be kept with respect to:
  - (a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place.
  - (b) all sales and purchases of goods by the Society, and
  - (c) the assets and liabilities of the Society.
- 21.6. Proper books shall not be deemed to be kept if there are not kept books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.
- 21.7. The books of account shall be kept at the registered office or at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Society.
- 21.8. The Society in General Meeting may from time to time make reasonable conditions and rules as to the time and manner of the inspection by the members of the accounts and books of the Society, or any of them, and subject to such conditions and regulations the accounts and books of the Society shall be open to the inspection of members at all reasonable times during business hours.
- 21.9. At the Annual General Meeting in every year the Secretary General or Treasurer, through the Council shall lay before the Society a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Society) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Secretary General, Treasurer and the Accounting Officer or Auditor and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of

General Meetings in the manner in which notices are hereinafter directed to be served. The Auditor's report shall be open to inspection and be read before the meeting.

- 21.10. The Society shall be able to obtain fixed assets and property including fixed property and the ownership of such property shall vest in the Society.
- 21.11. The Council of the Society shall have the right to appoint personnel, including a Secretary General, a Treasurer, and support staff, and pay their salaries on a total cost to company basis (if necessary).
- 21.12. The Secretary General shall be responsible for the personnel management and handling of problems of members with the personnel and *vice versa*. The Treasurer shall be responsible for payment of salaries of personnel.
- 21.13. The Society shall not make any dividend, gift, or bonus unto or between its members, nor is it permitted to distribute any of its profits or gains to any person and is required to devote its funds solely for investment or the furtherance of its aims for which it has been established.

## **22. AUDIT**

- 22.1. Once at least in every year the accounts of the Society shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one Auditor or more Auditors properly qualified; or a Certified Accounting Officer as appointed by the General Meeting of the Society.

## **23. NOTICES**

- 23.1. A notice may be served by the Society upon any member, either personally, digital correspondence system or by sending it through the post in a repaid letter, addressed to such member at his registered address as appearing in the register of members.
- 23.2. Any member described in the register of members by an address not within The Republic of Namibia who shall from time to time give the Society an address within The Republic of Namibia at which notices may be served upon him shall be entitled to have notice served upon him at such address, but, save as aforesaid and as provided by the Rules of the Society, only those members who are described in the register of members by an address with The Republic of Namibia be entitled to receive notices from the Society.

23.3. Any notice if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and improving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

**24. ALTERATIONS TO THE CONSTITUTION**

This Constitution shall come into force immediately and any changes to this Constitution must be agreed by at least two-thirds of those members present and voting at any General Meeting duly convened in terms of this Constitution.

**25. DISSOLUTION**

Upon the winding up, liquidation or dissolution of the Society it is obliged to give or transfer its assets remaining after satisfaction of its liabilities to some other company, society or association with the aim and/or objectives similar to those of this Society.

This Constitution has been accepted by all the Members as referred to under Article 7 hereof on 25 August 2020.

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