



Proposed amendments to the NANCi Constitution

NANCi AGM; 22nd January 2021



Matters to be addressed



- ∞ **§7.3 and elsewhere** – Naming convention of the designation ‘Secretary General’
- ∞ **§9.3** – Number of proxies a member can hold at a general meeting
- ∞ **§§9.7, 9.8, 9.9, 9.11, 9.12** - Change the word “POLL” to “ELECTION”
- ∞ **§9.15** – speaking time of a mover
- ∞ **§9** – provision should be made for electronic voting during general meetings
- ∞ **§19** - Specify voting powers of ‘Secretary General’ as part of the Management Committee
- ∞ Address spelling and grammar mistakes in text of the constitution

Naming convention of designation of 'Secretary General' of NANCi Office



- ✎ From research into 'societies' as body representing common interests, the following can be summarised:
 - the governing body is called 'Council'
 - the Council is chaired by an office bearer designated as either 'President' or 'Chairperson' or even both 'President and Chairperson'
 - Vice-President and/or Deputy or Vice Chairperson are optional positions, and can be mentioned in the constitution
 - a Council member is designated as 'Treasurer', assigned fiduciary responsibilities
 - the Council member who is put in charge of operational matters of the Society holds the designated position of either 'Secretary General' or 'General Secretary'
 - If a society decides to Council-Committees to deal with certain specific items/thematic areas which are part of the governance structure, those 'chairs' of committee are generally called 'XYZ Secretary', eg 'Standards Secretary'
- ✎ **Therefore, it is recommended that the designation of the organisational head of the NANCi Office remains unchanged as 'Secretary General'. The following paragraphs are affected:**
 - §7.3 and its sub-paragraphs are recommended to remain unchanged
 - §9.1 and its sub-paragraphs are recommended to remain unchanged
 - § 13.5 and its sub-paragraphs are recommended to remain unchanged
 - §12.1, 16.8, §19.2, §20.2 §21.2, §21.9, §21.11, §21.12, are recommended to remain unchanged

Number of proxies a member can hold at a general meeting



- ✎ Except for mentioning the use of proxy to 'attend' a general meeting of NANCi in §9.3, the matter is not mentioned again.
- ✎ From research into different types of associations and incorporations, or bodies representing common interests, the following can be summarised:
 - The number of proxies held by a member/shareholder at a general meeting is not limited
- ✎ It is rather encouraged that members, in person, attend general meetings; only in exceptional cases should proxies be used
- ✎ Attending in person would attest the importance members attach to the organisation they chose to establish and maintain.
- ✎ **Members are encouraged to deliberate on the matter during the AGM, and guide on the need for limiting the number of proxies a member can hold at a general meeting.**



Change the word “POLL” to “ELECTION”



∞ In considering the most appropriate form of incorporation for NANCi, various legal documentation was considered. The following informed the NANCi constitution:

- Companies Act 28 of 2004, and its regulations (2010 – 173), to constitute a S21 company
- Friendly Societies Act 25 of 1956
- Legal Assistance Centre (LAC) advice on “How to create a non-profit group”
- Namibian Trusts under the Trust Monies Protection Act 34 of 1934 and Master of the High Court advice on “Trust” – either a business or voluntary (non-business) trust
- Documentation as provided by the ‘Scientific Society of Namibia’ and the ‘Law Society of Namibia’
- Legal advise from an advocate and company attorney respectively

Change the word “POLL” to “ELECTION”



- ∞ The NANCi constitution in principle follows the ‘society’ model which in turn in parts is based on the Companies Act, and the Friendly Societies Act.
- ∞ Specifically, the Companies Act, ‘Part 3: Voting Rights and Voting, paragraphs 201 to 206’ relates to “POLL” instead of “ELECTION”
- ∞ **Therefore, it is recommended that “POLL” as related to members voting rights and the process of voting during general meetings be retained in the NANCi constitution. This affects paragraph §9.7, 9.8, 9.9, 9.11, 9.12.**

Speaking time of a mover during general meetings



- ∞ There is a request to delete §9.15 from the constitution.
- ∞ The comment read as follows:
 - The amount of minutes that someone is allowed to speak should not be part of a constitution. In case the committee would like to have such rules on speaking time in place, you can add such in a separate document and call it guide lines for meetings. If you keep it as part of the constitution, you have to always call in a member's meeting when you want to change the minutes of speaking time, and, since all members have to adhere to the constitution, someone talking a bit longer has failed to comply with the constitution and could be expelled from the association... That is surely not what you wanted to achieve with this rule.
- ∞ **The NANCi constitution is not impacted negatively by deleting §9.15 and does not affect other sections of the constitution.**
- ∞ **It is recommended that §9.15 be removed.**

Provisions for electronic voting



- ✎ There is a request to amend the NANCi constitution to accommodate electronic voting, in line with eg. C-19 social distancing measures and accommodating members to attend meeting via digital means.
- ✎ E-voting, to be efficient and effective, necessarily needs to be conducted using specific software which allows for 'rank voting' to be representative of the NANCi constitution (eg. §9.7 'present in person', 'entitled to vote', 'show of hands').
- ✎ The introduction of e-voting facilities thus requires the amendment of the constitution at several points, notably §9.7 and §9.11 to represent 'show of hands'.
- ✎ Alternatively, the wording of the NANCi constitution 'on a poll' does not prescribe how such poll is to be conducted, either analogue (using pencil and paper) or digitally.

Provisions for electronic voting



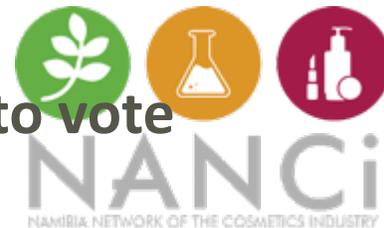
✎ Thus, if members are of the opinion that e-voting be explicitly mentioned in the constitution, it is recommended that such be accommodated under §9, ie new §9.21

- 9.21 Voting at General Meetings may be conducted by show of hands or on a poll. Voting on a poll refers to using either using an analogue or digital voting process.
- 9.21.1 Analogue voting refers to the use of pen/pencil and paper which presents the choices for decision making.
- 9.21.2 Digital voting refers to the use of online (information and communication technology) tools to present and decide on choices.
- 9.21.3 Before each general meeting, members shall be notified which on a poll voting process will be used during a general meeting.

Voting powers of 'Secretary General' as part of the Management Committee



- ∞ There is a request to clarify the if the 'Secretary General' has a right to vote during Management Committee Meetings as determined under section 19
- ∞ It is suggested that the Secretary General have such rights, for the following reasons:
 - The Secretary General may also be a member of NANCi and not only an administratively appointed person as per constitution
 - The latter aspect is aligned to provisions of the NANCi constitution where the Secretary General obtains delegated authority from the Society and/or Council to act on NANCi behalf, as relevant a appropriate
- ∞ **Therefore, to explicitly spell out voting rights at Management Committee meetings, it is recommended to insert a new §19.6 as follows:**
 - **New §19.6: All members of the Management Committee have the right to vote**





Summary of Recommendations

The track-changes NANCi Constitution Document is attached to show amendments where applied.

It is recommended that the following recommendations be considered and agreed at the AGM:



- ☞ The designation of the organisational head of the NANCi Office remains unchanged as ‘Secretary General’.
- ☞ Members are encouraged to deliberate on the matter of limiting the number of proxies a member may hold during a general meeting. There are no limitation found in other consulted, relevant documentation.
- ☞ It is recommended that “POLL” as related to members voting rights and the process of voting during general meetings be retained in the NANCi constitution. This affects paragraph §9.7, 9.8, 9.9, 9.11, 9.12.
- ☞ It is recommended that §9.15 (speaking time of a mover during general meetings) be removed.
- ☞ On e-voting, it is recommended that such be accommodated under §9, ie new §9.21
 - §9.21 Voting at General Meetings may be conducted by show of hands or on a poll. Voting on a poll refers to using either using an analogue or digital voting process.
 - 9.21.1 Analogue voting refers to the use of pen/pencil and paper which presents the choices for decision making.
 - 9.21.2 Digital voting refers to the use of online (information and communication technology) tools to present and decide on choices.
 - 9.21.3 Before each general meeting, members shall be notified which on a poll voting process will be used during a general meeting.
- ☞ On the voting rights at Management Committee meetings, it is recommended to insert a new §19.6 as follows:
 - §19.6: All members of the Management Committee have the right to vote.