



1. **NAME AND STATUS**

- 1.1. The Association shall be known as the Association of Meat Importers and Exporters of Namibia, (“the Association”).
- 1.2. The Association shall constitute a legal persona and shall exist independently of its Members.
- 1.3. It shall accordingly have perpetual succession, notwithstanding any change in the number or identity of its Members from time to time.
- 1.4. The Association shall have the right to sue and be sued in its own name and to buy, sell property and acquire property whether movable or immovable in nature. The Association shall have power to enter into agreements to the benefit of the Association and to meet its objectives.
- 1.5. It shall not be carried on for purposes of gain and the income and assets of the Association shall be applied towards the promotion of the objectives for which it is established.
- 1.6. No part of the income of the assets, directly or indirectly, by way of dividend or otherwise, shall accrue to Members of the Association.
- 1.7. The Association shall not be entitled to carry on any trading or other profitmaking activities, participate in any business, profession or occupation, carried on by any of its Members, or provide to any of its Members financial assistance or

continuous services, or facilities, for the purpose of carrying on any business, profession or occupation.

2. **INTERPRETATION**

2.1. By These Presents, unless contrary to the context, words importing any gender includes other genders; a natural person includes an artificial person and vice versa; the singular includes the plural and vice versa; and the following words or expressions shall have the meanings respectively assigned to them, namely:

2.1.1 **Annual General Meeting** – means the general meeting of the Members convened in terms of clause 13 below.

2.1.2 **Association** – means the Association of Meat Importers and Exporters and Wholesalers of such Meat.

2.1.3 **Executive Committee** – means the executive committee referred to clause 21, or also named the Council of the Association.

2.1.4 **Meetings** – means annual general meetings or social general meetings, as the case may be.

2.1.5 **Members** – means the existing Members and any persons who shall have been elected Members in terms of these present, save that it shall only include “ordinary” Members, but shall not include, except where the context otherwise implies, Associate Members or Honorary Life Members.

2.1.6 **Month** – means a calendar month.

2.1.7 **Office** – means the office of the Association, which shall be in Windhoek, Namibia.

2.1.8 **Meat Industry** – means the industry in Namibia, which imports and exports, or purveys imported meat products, for human consumption, manufacturing and/or industrial usage.

2.1.9 **Namibia** – means the Republic of Namibia.

2.1.10 **Secretary** – means the duly appointed Secretary of the Association and includes any person acting as such during the absence of the Secretary.

2.1.11 **Special General Meetings, or General Meetings** – means all the meetings of tile Members, other than Annual General Meetings.

2.1.12 **These Presents** – means this Constitution, rules and regulations of the Association and any alterations, deletions, amendments, or variations made hereto from time to time. In case of doubt as to the meeting, interpretation or the provisions of this Constitution, rules; and regulations, the Association in General Meeting, shall be the final arbiters and its decision shall be binding upon Members. Should any question arise which is not provided for in this Constitution, the Association in General Meeting, shall have the power to determine the same.

2.1.13 **Meat** – means the meat and industrial derivative products derived from Bovine, Ovine, Pork, Poultry, Game and Fish.

2.1.14 **Constitution** – means this instrument and any amendments and annexes thereto.

2.1.15 **Association** – means the Association of Meat Importers and Exporters of Namibia.

3. **OFFICE**

The head office of the Association shall be in Windhoek, Namibia or such other place as the Members of the Association may from time to time determine; Provided that the head office shall not be at a location outside the jurisdictional boundaries of Namibia.

4. **RIGHTS OF MEMBERS**

4.1. Membership of the Association shall not entitle any Member the right to any of the monies, property or assets of the Association, but only confers upon such Members the privilege of Membership, subject to such changes and restrictions as the Association may from time to time impose and subject to the regulations in force for the time being.

4.2. A member whose application has been accepted shall be bound by this Constitution of the Association and of any branch or section thereof, which are then in force, or which subsequently may be altered or amended and in force at any future time. No person or Member shall be absolved from the effect and application of the Constitution, by reason of the fact that he may not have received a copy thereof.

5. LIABILITY OF MEMBERS

The liability of Members is limited to the amount of unpaid subscriptions, or other monies owing by them to the Association, Members shall not be held accountable for the actions of the Association.

6. OBJECTS OF THE ASSOCIATION

The objects of the Association shall be:

- 6.1. To promote, encourage and to protect the interests of the Association Members and to deal with all such matters as may affect the common interests of the Members.
- 6.2. To encourage and ensure co-operative efforts in all matters pertaining to the interests of Members who are engaged in meat import and export sectors and engaged in manufacturing and wholesale, of such Meat.
- 6.3. To confer and collaborate with all, or any bodies and/or controlling and/or administering and/or associated with the Meat Industry in Southern Africa and elsewhere, and to and to convey views and- recommendations to all concerned, in an endeavor to improve the meat import and export business and wholesale and manufacturing industry, that utilizes such meat. The Association endeavor to facilitate exports and imports of meat for Southern Africa.
- 6.4. To disseminate among its Members, information on all matters affecting the Meat industry and to print, publish, issue and circulate such papers, periodicals, books, circulars and other literary undertakings, as may seem conducive to any of these objects, and to correspond with any similar Association in other country and contain any information with regard to meat import, export and imported meat wholesale industry.
- 6.5. To seek and maximize official recognition of the Association.
- 6.6. To promote and safeguard the common interest of Members in their activities as as Meat importers and exporters, particularly to represent Members in their dealings with the Namibian Government, other Governments in Southern Africa,

the respective Customs bodies, Board of Trade, Veterinary Services, other regulatory bodies and where necessary other industries. In this regard the Association will, if deemed to be in the Member's interest, and if possible, nominate representatives for appointment to the various regulatory bodies.

- 6.7. To do such lawful things ancillary and/or incidental to any of the foregoing conducive to and/or calculated to bring about the attainment of the above objects, and to carry out and give effect thereto in such a manner as the Association may deem necessary in the interests of its Members.
- 6.8. To investigate all grievances and complaints and to deal with such matters as may be referred to it, if it is considered desirable to do so in the general interest of the Association and its Members.
- 6.9. To promote, support or oppose any legislation or any other measures affecting the rights or objects of the Association and its Members, and if necessary, to incur expenditure in connection therewith.
- 6.10. To promote ethical business practice amongst all Association Members and in the meat industry in general

7. POWERS OF THE ASSOCIATION AND ITS EXECUTIVE

Subject to the provisions of clause 1 above, the Association shall have all such powers as are necessary for the proper attainment of the objectives set out in clause 6 above and shall, in particular, have the following express powers:

- 7.1. Acquire any movable or immovable property for the Association and to advance its objects and to maintain, improve and alter any of the Association's property.
- 7.2. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association. The Association may authorize the executive committee to sign such documentation and to take such steps necessary, in connection with such legal proceedings.

- 7.3. To open bank accounts in the name of the Association and to draw, accept and endorse, make and execute bills of exchange, promissory notes, cheques and other negotiable instruments connected with the business and affairs of the Association.
- 7.4. To invest and deal with the monies of the Association not immediately required for the purpose of the Association upon such security and upon such terms as it may think fit from time to time vary or realize such investments.
- 7.5. To secure the fulfillment of any contracts or engagements entered into by the Association.
- 7.6. To establish, promote or assist in establishing or promoting and to subscribe to or become a Member of any association or society whose objects are similar to the objects of the Association. Or the establishment or promotion of which may be beneficial to the Association, provided that no subscription be paid to any association out of the funds of the Association except where such payments are bone fide payments and in the furtherance of the interest of the Association and its Members.
- 7.7. To support and subscribe to any institution or society which may be for the benefit of the Association.
- 7.8. To borrow or raise and give security for money by the issue of bonds, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Association, or by mortgage of all or any part of the property of the Association.
- 7.9. Subject to the provisions of clause 1 above, to make donations, loans, exchanges, leases and any other forms of contract whatsoever, including sales and purchase of property of any kind whatsoever.
- 7.10. To appoint and fix the remuneration of the auditors of the Association.
- 7.11. To appoint or employ such advocates, attorneys, agents, brokers, officers, secretaries, clerks, servants, for permanent, temporary or special services as it may from time to time determine. It may also determine, fix or vary such

emoluments, duties, or other conditions of service or security as it may see fit, it may terminate any appointment or contract of employment or suspend or discharge any employee, subject to the conditions of the Labour Act 11 of 2007, as amended from time to time.

- 7.12. To establish regional branches or offices if so required.
- 7.13. To create different classes of Membership as the Association deems necessary from time to time.
- 7.14. To purchase, hire or otherwise secure suitable premises for the Association and to provide necessary furniture, books, papers, fittings, equipment and other property necessary for the functioning of the Association.
- 7.15. To engage and dismiss employees of the Association, fix their remuneration and define their duties.
- 7.16. To frame and enforce rules for the purpose of administering the affairs of this Association, not inconsistent with the Constitution of this Association or any law.
- 7.17. To regulate procedures for the Executive Committee.
- 7.18. To appoint sub-committees from time to time, to investigate and recommendations to the Executive Committee.
- 7.19. To authorize a representative officer or official or other persons, to sign any or all documents in the name or on behalf of the Association, including any power of attorney.
- 7.20. To further the objects of the Association generally and to deal with matters arising between General Meetings and to do and carry out all its purposes, aims and objects and to do all such things which in the opinion of the Executive Committee are in the interests of the Association with the exception of those that by this Constitution, are required to be carried out by the Association in General meeting.

8. **MEMBERSHIP**

8.1. The Members of the Association shall be:

- Ordinary Members, who shall include:
 - (i) all those Members at the date of adoption of these presents and
 - (ii) such nominees of unincorporated partnerships and associations (hereinafter called nominated Members) and such persons, incorporated companies or associations, are from time to time duly elected Members as of the Association.

- Associate Members elected by the Association, shall be any individual, firm or corporation, having financial and business interest, in common with those composing the regular Ordinary Members, but not qualifying as an Ordinary Member, shall be eligible to the Association as an Associate Member. Associate Members shall also be inclusive of those Members of foreign countries.

- Honorary Life Members, shall be any person who has contributed his time, energies and interest beyond the call of duty, to the welfare of this industry, through the Association, and who in the judgment of 60% of the Members of the Executive of the Association, is deserving of special honour and tribute, may be elected to hold honorary Membership in recognition of such contributions. Save for Honorary Life Member, any applicant for Membership, shall indicate in which of the categories specified above, the application for Membership is made.

8.2. Any person, or incorporated company or Association, or Group of two or more Companies controlled by one member company of such group, or any incorporated partnership or Association directly engaged in the trade or business of the importation or exportation of meat, or in the wholesale distribution of such meat, shall only constitute one Member of the Association.

8.3. A register of Members shall be kept by the Association, containing the names and addresses and category of all Members and in the case of a nominated Member, the name and address of the partnership or unincorporated association by whom he was nominated, together with the date of his nomination.

- 8.4. Any applicant for Membership shall indicate which of the categories specified in paragraph 1 of section 8, the application is made.
- 8.5. Reference to a Member in these articles shall include Ordinary Members, but shall include, except where the context otherwise requires, Associate Members or Honorary Life Members.
- 8.6. No person or incorporated company shall be elected as an Ordinary Member, unless he or it shall first be approved by the Council and shall sign and deliver to the Association a written consent to become a Member and to be bound by the Constitution and any such other agreements that may be created by the Association in addition to the Constitution.
- 8.7. Every Member, being an incorporated company or association, may from time to time, by resolution of its directors or other governing body, nominate some person being director, the secretary or an employee of such incorporated company or association, to act as its representative at any meeting of the Association.
- 8.8. The Executive shall have the power to elect individual persons or incorporated companies connected with, but not directly engaged in the trade or business of the importation and exportation of meat, or in the wholesale distribution of such meat, as Associate Members of the Association, who shall have such rights and privileges other than the right to vote at any general meeting of the Association as the Executive shall from time to time determine.
- 8.9. The decision of the Executive on all questions affecting the qualification approval, election, registration and representation of Members, shall be final and conclusive.
- 8.10. Applications for Membership shall be in writing in such form or forms as the Association may from time to time decide and shall contain such information and particulars, together with such verification thereof, as the Association may require. The Executive in its decision, may provide an applicant with a copy of the Constitution of the Association, including the terms and conditions prescribed by the Membership of the Association from time to time.

- 8.11. The Association shall have the right to vary, amend or alter the form or forms of application and/or proposal for Membership.
- 8.12. Each Member of the Association shall be entitled to be represented at all meetings of the Association, by a nomination representative or an alternate to such a representative, subject to written notice having been given to the Secretary of the Association.
- 8.13. On election of a Member, the Secretary of the Association shall notify such person and shall be entitled, on application therefore, to a copy of the Constitution of the Association.
- 8.14. A Member may resign by giving written notice of its resignation to the Secretary at least three (3) months prior to the end of the Association's financial year. A Member, who resigns, shall not be entitled to any refunds or subscriptions paid to the date of resignation and will be obliged on resignation, to immediately pay all arrear subscriptions.

9. **MISCONDUCT, EXPULSION AND DISQUALIFICATION**

- 9.1. A Member may be fined, expelled or suspended from the Association by the Executive Committee, by:
 - (i) Being in arrears with subscriptions by more than six months; or;
 - (ii) For public dissociation with the majority view of the Association, or be in breach of the Constitution of the Association, or;
 - (iii) For acting in a manner contrary to the principle of this Association, or be in breach of the Constitution of the Association, or;
 - (iv) Declared bankrupt or compounds with his creditors, or being a legal person, if an order is made or resolution passed for the winding up thereof.
 - (v) Where a Member is a natural person and is declared mentally insane, in terms of the applicable laws of the Republic of Namibia or convicted for any crime by a competent court.

- (vi) Is guilty of misconduct, or of an act, as a Meat Importer, Exporter or trade thereof, which materially prejudices the interests and reputation of any of the Members of the Association.
 - (vii) Introduces into the Association, or any meeting of the Association, any person whose presence therein shall be prejudicial to the interests and reputation of the Association, or objectionable to the Members as a whole, or;
 - (viii) Engages in anti-competitive practices as defined in the Competition Act 2 of 2003, or is found guilty of having engaged in anti-competitive practices; or the Member is declared as dominant player in a sector being one falling within the ambit of the Member's trading sector.
- 9.2. Should any ineligible applicant be inadvertently admitted as a Member, the Executive may declare his election void and it shall give him notice to that effect. It may in its sole discretion return to such applicant any subscription or entrance fee paid by him and the applicant shall cease to be a Member admitted and his name shall be erased from the register of Members.
- 9.3. Any Member whom the Executive proposes to fine, suspend or expel, or who is alleged to have been guilty of conduct referred to in clause 9.5, shall by not less than 7 days' notice delivered personal or addressed by registered letter or telefax to its address or telefax numbers provided by the Member, or to its last known address, be required to appear before a meeting of the Executive committee held to deal with the matter. All reasons for the proposed fining, suspension or expulsion and/or nature of the alleged conduct, as the case may be, shall be set out in this notice. A fine shall not exceed one year's subscription.
- 9.4. At the meeting of the Executive Committee, the Member concerned, may be represented by its representative or by a person authorized in writing and such member shall be given an opportunity of defending his case. He may call witnesses in support of his/its case. Should the Member refuse or fail to exercise this right, the Executive Committee may deal with the matter in the member's absence during the same meeting. Within 14 days of such meeting, the Executive shall notify the decision either by personally delivered notice, or by registered letter.

9.5. A Member fined, suspended or expelled from the Association shall, by written notice delivered to the Secretary of the Association not more than 14 days after the date of fining, suspension or expulsion, as the case may be, be entitled to appeal to a General Meeting of Members of the Association, which the Secretary shall on receipt of the notice, forthwith convene in terms of the relevant clauses of this Constitution.