



# **CONSTITUTION**

## **of the**

# **NAMIBIA SCIENTIFIC SOCIETY**

**[“Namibia Wissenschaftliche Gesellschaft“]**

### **1. Name, Domicile and Administrative Organs**

- 1.1 The name of the Society is Namibia Wissenschaftliche Gesellschaft (NWG), Namibia Scientific Society (“NSS”); it is domiciled at Windhoek.
- 1.2 The NSS is an independent legal entity, and is represented by its Committee.
- 1.3 The NSS members do not assume any individual liability.
- 1.4 The NSS pursues charitable purposes only, and does not aim at making any profits.
- 1.5 The administrative organs of the NSS are the General Meeting and the Committee.

### **2. Objectives and Functions of the Society**

- 2.1 The NSS looks upon itself as being an association of persons who have an interest in science and who, through their membership, wish to contribute to maintaining and extending scientific research in Namibia; it more particularly pursues the following goals:
  - 2.2 Maintenance and extension of an own reference library;
  - 2.3 Publication of scientific and popular-science literature by means of its own publishing business, as also giving support and counseling to authors;
  - 2.4 Organization and holding of lectures, also on the part of laymen/women with an interest in science;
  - 2.5 Preservation and collection of items of historic and/or scientific value;
  - 2.6 Promotion of and assistance with the establishment of museums and collections;
  - 2.7 Maintaining contact with the Society’s branches and fostering relations with bodies corporate pursuing similar goals worldwide.

### **3. Membership**

- 3.1 Membership is open to all natural and legal persons supporting the NSS objectives. Companies, corporate institutions or foundations supporting the objectives of the NSS are entitled to apply for corporate membership. As such they pay at least ten times the membership fee of an ordinary member but have otherwise the same rights and duties. A corporate member has one vote at the Annual General Meeting.
- 3.2 Application for membership shall be made in writing to the Committee who shall decide on admission by simple majority. In the event of an application being turned down, the Committee shall not be required to give reasons therefore.
- 3.3 Membership shall expire in the event of
  - (a) death;
  - (b) resignation, the reasons therefore to be furnished in writing;
  - (c) expulsion.
- 3.4 The Committee shall have the right to expel a member by two-third majority vote in the event of such member
  - (a) causing damage, in a culpable manner, to the good reputation and/or the objectives of the NSS;
  - (b) committing a gross violation of the regulations and contents of this Constitution;
  - (c) remaining in default for more than one year, despite demand having been made on two occasions, with payment of the annual membership fee.
- 3.5 The membership shall likewise expire in the event of a member remaining in default with payment of membership fees for more than two years.
- 3.6 A member who has been expelled may lodge a written objection to such expulsion with the Committee within four weeks.
- 3.7 The Committee shall submit such objection to the next Annual General Meeting for decision when the AGM shall pass a relevant resolution by simple majority; up until such time, the membership shall remain suspended.
- 3.8 By paying an annual membership fee, the member consents that the Namibia Scientific Society may collect, store and use Personal Data as provided by the member and in line with the Namibia Scientific Society Privacy Statement, as adopted on 23<sup>rd</sup> August 2019 as ADDENDUM 1 of this Constitution.

### **4. Honorary Members**

The Committee shall have the right at each AGM to propose Honorary Members to be elected, who shall have to be approved by the voting members present at such Meeting by simple majority. The Honorary Members shall have all powers and duties attaching to membership, but shall be exempt from payment of membership fees.

## **5. Senators**

The appointment of senators shall be in the sole discretion and subject to the sole decision of the Committee who shall also decide on the powers and duties of a newly appointed senator. Senators shall be authorized to attend Committee Meetings, but shall have no vote.

## **6. The Annual General Meeting**

- 6.1 The Annual General Meeting constitutes the leading executive body of the NSS, and must be convened by the Committee, and held accordingly, at least once in each and every year, provided that it shall be held within six months after the expiration of the Society's financial year.
- 6.2 The Committee shall be authorized whenever it deems this necessary to call an Extraordinary General Meeting. Such meeting shall likewise have to be called if not less than a quarter of the voting members apply therefore in writing.
- 6.3 Notice of all General Meetings shall be given to the members of the Society not later than 21 (twenty-one) days prior to the proposed meeting. Such notice shall contain the place, date and hour of the meeting as also its agenda, and shall be given in writing (e.g. e-mail, messenger services) and publicly announced on various official Namibia Scientific Society online platforms.
- 6.4 In the event of such notice through inadvertence not having been given to a member, or that it should fail to reach such member (as the case may be), the resolutions passed at such Meeting shall not be invalidated as a result thereof.
- 6.5 Any voting by a General Meeting on amendments to the Constitution shall be subject to the proposed amendments having been submitted to the members not less than 21 days prior thereto, together with the agenda.
- 6.6 All members who have paid their annual membership fee are entitled to vote. This rule shall not apply, however, to meetings which take place during the first three months after the end of the financial year, in which event payment of the previous year's membership fee shall suffice. Voting rights may only be exercised in person, unless a member acts as the duly authorized nominee for a company, firm, partnership or other body being a corporate member.
- 6.7 General Meetings shall constitute a quorum if 15 members entitled to vote are present. If a quorum is not reached, the Committee shall be empowered to adjourn the meeting by 30 minutes, where after the members present at the meeting shall constitute a quorum.
- 6.8 Resolutions of the General Meeting are passed by simple majority, provided that in the event of amendments to the Constitution, a two-third majority shall be required. In the event of an equality of votes, the motion in question shall be deemed to be rejected. All questions raised at a meeting shall be decided upon by a show of hands, alternatively by secret ballot should a majority of members opt therefore.

## **7. Functions of the General Meeting**

An Ordinary Meeting shall in particular have the following functions:

- (a) Acceptance of the minutes of the previous Annual General Meeting; Discussion and
- (b) Acceptance of the Committee's Annual Report;
- (c) Discussion and approval of the Business & Financial Report;
- (d) Appointment of an auditor;
- (e) Stipulation of the membership fee;
- (f) Approval of the Committee's actions;
- (g) Election of the Committee;
- (h) Passing of resolutions regarding amendments to the Constitution provided same have been proposed in due and proper manner.

## **8. The Committee**

- 8.1 The Committee of the NSS shall consist of not less than five and not more than nine persons. Committee members are elected for a period of two years, re-election being possible.
- 8.2 Nominations of candidates to serve on the Committee shall be delivered to the secretary's office not less than 72 hours prior to the General Meeting, and shall bear the signatures of two voting members plus the signature of the candidate in question, who must be an NSS member.
- 8.3 The Committee shall be entitled also beyond the above time limit to nominate additional candidates.
- 8.4 The Committee shall elect all office bearers from its midst on an annual basis following each Annual General Meeting.
- 8.5 The Committee manages and supervises the business affairs carried on by the Society, and handles all those matters which do not specifically form part of the responsibilities of the General Meeting, more particularly including the following duties:
  - (a) Employment, remuneration, supervision and dismissal of staff;
  - (b) Keeping the members informed on news and developments;
  - (c) Supervision of management and control of financial matters and activities of an economic nature;
  - (d) Representing the NSS in and out of court;
  - (e) Opening ac counts with banks and similar institutions, keeping control of and closing such accounts, and investing funds; purchasing, accepting and/or selling immovable property.

- 8.6 The Committee shall be empowered at any time and from time to time to appoint a person as a member in order to fill a temporary vacancy, or to serve as a co-opted member to the Committee.
- (a) Persons who in such manner fill a vacancy shall remain in office up to the following Annual General Meeting, when the vacant position shall be filled by way of a new election either for one or two years, depending on the sequence of rotation having been applicable to the retired committee member.
  - (b) Persons thus holding office in a temporary capacity shall have the same voting right as the retired committee member, while co-opted members shall have no voting right.
- 8.7 Four committee members present shall be a quorum at meetings. Should a quorum not be present at a Committee Meeting, it shall stand adjourned for 30 minutes where after the committee members present shall constitute a quorum.
- 8.8 The Committee passes its resolutions by simple majority vote, and meets if and when required. A resolution may in urgent cases also be taken in writing. In the event of an equality of votes, the Chairperson shall have a casting vote. Any resolutions so passed shall be recorded by way of minutes.

### **Dissolution**

In the event of the Society being dissolved or liquidated, any assets then remaining after settlement of all debts and liabilities – shall be transferred or made over to other organizations or institutions pursuing similar goals. These shall be determined by the members of the Society in an Extraordinary General Meeting to be held at the time of its dissolution. Such dissolution shall be subject to a two-third majority vote of the voting members present.

### **Taking Effect of this Constitution**

This Constitution of the NSS was duly adopted by the members of the Society at a properly convened Annual General Meeting on 22<sup>nd</sup> August 2019. It replaces in its entirety any Constitutions adopted on previous occasions.

# ADDENDUM 1

## Namibia Scientific Society Privacy Statement

### 1. What type of Personal Data do we collect and how do we use it?

- The data that the Scientific Society will collect include your name, surname, email address and/or cellphone number
- Your title, company name and address (if necessary)
- Details of engagements, including marketing interactions and information on current presentations, talks, field visits, book sales and current information.

In some instances, we may combine one type of information with another, and store them together in our records. In all cases, however, we strive to limit the amount of Personal Data we collect and store.

We ask you not to send or otherwise share with us any sensitive information, including your identification number, social security number, driver's license number, racial and or ethnic information, political or religious opinions or your health information.

### 2. Collecting Personal Data of Members

We collect Personal Data in the following ways:

- Through our circulating attendance register at talks and presentations.
- Through our website
- Through our response emails or electronic surveys.
- Through our payment system, when sending out customer statements
- Through online forums and social networks (please note that any Personal Data that you choose to submit to one of our online forums or social networks may be read, collected or used by others who visit these community areas).

### 3. Using Personal Data

Namibia Scientific Society is a Non-profit/Non-Governmental Organization, with no affiliation to any political party. It is in our legitimate interest to be responsive to you and to ensure the proper functioning of our services and organization.

We will use your Personal Data in the following ways:

- To inform you about presentations and talks to be held at the Scientific Society
- To send information on current topics with relevance for civil society in Namibia
- To request information for surveys and utilisation of such collected data
- To request your feedback on our service offered.
- By paying an annual membership fee, the member consents that the Namibia Scientific Society may collect, store and use Personal Data as provided by the member.

If you consent to allow your Personal Data to be used by the Namibia Scientific Society, under applicable law, we will send you information we think is relevant, including current presentations, talks, marketing information, book offers, invoices for outstanding membership fees and information on the services that we offer. Information gathered on circular attendance registers at the presentations will also be consented by you, to be used, for the abovementioned activities.

#### **4. Storing of Personal Data**

- The Personal Data collected will be stored on our external servers, located on the premises of the Namibia Scientific Society and the service provider currently hosting the website.
- Once you have consented to have your Personal Data stored, the Namibian Scientific Society may store the Personal Data for an indefinite period of time or until such time as the member does not pay his or her membership fees or cancel his membership by written notice!
- The Namibia Scientific Society reserves the right to store your data for as long as you pay your membership fees.

#### **5. How do we share your Personal Data**

- The Personal Data provided by you as a member of the Namibia Scientific Society, will strictly be used as described in our Privacy Statement.
- Personal Data will not be shared with any other organization and will only be used by the Namibia Scientific Society for the affiliated purposes as mentioned in the Privacy Statement.

#### **6. Sharing and disclosing Personal Data**

- The Namibia Scientific Society shall under no circumstances sell or rent your Personal Data to any other organization.
- Namibia Scientific Society reserves the right to use your Personal Data as provided and consented by you as the member, to send you updated marketing information on presentations, talks, marketing information and books sales.



# **NAMIBIA**      **Scientific Society** **Wissenschaftliche Gesellschaft**

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