

# **International Women's Association of Namibia Constitution**

## **1. NAME**

This document is the Constitution of the **International Women's Association of Namibia (IWAN)**, being the name of the association whose aims, membership, office bearers, meetings and other pertinent requirements are set out below. All correspondence relating to the IWAN should be sent to the address of the Chairman.

## **2. AIMS AND OBJECTIVES**

To operate as a non-profit, non-religious, apolitical association, The International Women's Association of Namibia (hereafter known as the Association) will have the following main aims:

### **2.1. Aims and Objectives for Members**

- 2.1.1.** To be based mainly in the capital of Windhoek, the Association is an association of women of all nationalities currently living in Namibia.
- 2.1.2.** To open membership of the Association to women from our host country Namibia.
- 2.1.3.** To use English as the main language of the Association, being the official language of Namibia.
- 2.1.4.** To offer non-financial support and welcome new women residents to Namibia.
- 2.1.5.** To identify problems that may arise from expatriates moving to Namibia, and, where possible, assist by giving advice and offering friendship where necessary.
- 2.1.6.** To advise newcomers on their personal needs, such as housing, schooling, healthcare, etc. in order to assist them in settling in Namibia.

### **2.2. Aims and Objectives for the Community**

- 2.2.1.** To improve living standards and support vulnerable people in Namibia, in particular women and children and the elderly, by alleviating immediate distress through financial, clothing and food aid.
- 2.2.2.** To organise members with skills such as teaching and literacy training to offer their services on a voluntary basis to schools where children need extra care.
- 2.2.3.** To assist schools, kindergartens and orphanages with equipment so they can function effectively.
- 2.2.4.** To aim to assist recipients to become financially self-sufficient through skills training and support provided on a voluntary basis by our members.
- 2.2.5.** To organise social events to raise funds to support these projects as listed above.

## **3. AREA OF OPERATION**

The area of operation of the Association shall be the country of Namibia, but with regard to fundraising the Association shall operate both within Namibia as well as internationally.

## **4. MEMBERSHIP**

- 4.1. Full Membership:** Women over the age of 18 of all nationalities are eligible to become Full Members of the Association upon providing relevant details and payment of an annual membership fee. These Full Members will be eligible to vote at the Annual General Meeting (AGM).

- 4.2. Associate Membership:** Associate Membership will be offered to those who may not be in a position to attend meetings on a regular basis, but would like to maintain contact and receive copies of the Association's newsletter. Associate Members would not be eligible to vote at the AGM nor propose or second nominations for the Committee of the Association.
- 4.3. Termination of Membership:** Membership shall be terminated under the following conditions:
- 4.3.1.** When a member has submitted her resignation in writing to the Committee.
  - 4.3.2.** The Committee can terminate membership if a member's conduct is, according to the Committee, detrimental to the interest of the Association. The member will be notified in writing of the Committee's decision.
  - 4.3.3.** On the death of a member or if a member becomes of unsound mind.
  - 4.3.4.** If a member fails to pay membership fees in full ninety (90) days after due date.
- 4.4. Membership Fees:** Membership fees for Full Members and Associate Members shall be fixed by the appointed Committee for an amount, which sufficiently covers the general administrative expenses of the Association. This shall include an amount for a full year from the month preceding the AGM, an amount for those joining after August in that year, and a "visitor's" fee for those who may not be in a position to join, being in Namibia for only a short time or whose other commitments exclude them from regular attendance.

## 5. MANAGEMENT

### 5.1. The Management Committee

- 5.1.1.** The Association will be managed and controlled by a Management Committee (henceforth referred to as "the Committee") consisting of a minimum of 7 and a maximum of 10 members.
- 5.1.2.** The first Committee members shall be appointed by the founder member(s) of the Association. Thereafter the Committee shall be constituted by members duly elected at the AGM. The term of office for members of the Management Committee shall be one year.
- 5.1.3.** The Committee will serve on a volunteer basis without financial remuneration.

- 5.2. Election of Committee Members:** Committee members shall be elected at the AGM (except in cases of premature resignation (see 5.4.8. below). Nominations for these committee members, who shall be paid up Full Members prior to the final day for nomination acceptance, are to be received by the Committee no later than one week prior to the AGM. All Full Members being nominated for the Committee should agree to the nomination, and must be nominated and seconded by paid-up Full Members

### 5.3. Duties and Responsibilities of Committee Members

- 5.3.1.** The Committee shall be responsible for making all decisions regarding the general running of the association and the distribution of any funds that may be raised during the course of all activities enjoyed by the members of the Association.
- 5.3.2.** Along with the commitments of the office bearers, all Committee members shall be responsible for carrying out the aims of the Association and to be of assistance by other Committee members as need arises.

**5.4. Committee Members:** At the time of the AGM of the Association the following Committee members will be elected:

**5.4.1. Chairman**

- Oversees all IWAN activities
- Liaises with the Committee
- Assists where a committee member is unavailable
- Is the spokesperson for the Association in the wider community
- Does the monthly chairperson's report for the Weaver
- Does the thank you's at coffee mornings as well as announcements and notices
- Also, does an introduction of any new members
- Compiles the agenda for Committee Meetings

**5.4.2. Vice-Chairman**

- Assumes the Chairperson's duties, if she is unavailable.
- Assists the Chairperson with the execution of new ideas, etc.

**5.4.3. Treasurer**

- Keeps an accurate account of all monies
- Does a monthly report and presents to the committee
- Accepts donations/ fees (all monies) Issues letters to bank for signatory change (if necessary)
- Coordinator and liaison for the annual audit
- Should the Treasurer require a **Treasury Assistant**, the assistant will be elected at the AGM with the other office bearers

**5.4.4. Secretary**

- Does the minutes of meetings, sends these to all committee members
- Arranges the name tags for all members at each Coffee Morning (not necessary at restaurants, coffee shops etc)
- Makes the necessary Coffee Morning arrangements – emails members dates/addresses etc.
- Contacts the hostess to see if any help is required
- Edits and updates the official website
- Sends thank you emails or letters to people/ companies for donations etc
- Collates email adverts and sends these to all members.
- Conducts interviews of members for the Weaver

**5.4.5. Hospitality Representative**

- Recruits and contacts new members
- Ensures the Secretary has the new members' details so they are informed of events, etc.
- Advises new members of the official website
- Ensures new members complete the joining form, and pass these on to Secretary
- Keeps track of new member fee payments
- Welcomes new members to IWAN at the Coffee Mornings, if the Chairperson is unavailable

- Bring to the attention of the Committee any occasions that need celebrating/gifts buying, etc.
- Updates member list and forwards the list to all members

#### **5.4.6. Charity Project Manager**

- Visits charities on a weekly basis
- Informing committee of events with the charities
- Compiles monthly report for the Weaver (if necessary)

#### **5.4.7. Weaver Editor**

- Collates all reports/ charity news/ adverts/new members names/ events and coffee mornings
- Collate photos of events for the Weaver
- Compiles Weaver on a monthly basis and distributes to members (as well as past members as called for)

#### **5.4.8. Social Events Coordinator**

- Arranges all social events
- Liaises between IWAN and suppliers etc of events
- Co-ordinates events

#### **5.4.9. Press & PR Manager**

- Informs the wider community and media of any important events, donation handovers, etc.
- Administers the IWAN Facebook page
- Raise the profile of IWAN in the wider community
- Updates IWAN events on the “WhatsOn Namibia” website

#### **5.4.10. Resource Centre Coordinator**

- 5.4.10.1.** Keeps accurate accounts of all monies with help of the treasurer
- 5.4.10.2.** Writes a report monthly the committee
- 5.4.10.3.** Writes a monthly the RC report for the weaver
- 5.4.10.4.** Accepts donations and write a thank you
- 5.4.10.5.** Organizes and make agenda for regular volunteer meetings
- 5.4.10.6.** Plans and arrange events in the RC program
- 5.4.10.7.** Liaison between the committee, the volunteers and teacher
- 5.4.10.8.** Contact person for SCORE, KCAC and Children’s Movement
- 5.4.10.9.** Keep in touch with the building progress

**5.5. Terms of Office:** In the event of the following, the Committee shall appoint another member of the Association to hold office until an Extraordinary General Meeting can be called to vote for a new Committee member. This should take place no later than one month after the new appointment, and should be attended by at least one third of the Full Membership.

- 5.5.1.** Premature resignation before the expiry of her term of office of a Committee member;
- 5.5.2.** Upon death of the member;
- 5.5.3.** Where a person has become of unsound mind;
- 5.5.4.** Where her actions are injurious to the objectives and principles of the organisation;

- 5.5.5.** When membership of the organisation ceases due to unpaid membership fees of other reasons.

## **5.6. Powers of the Committee**

- 5.6.1.** To operate banking accounts with registered Namibian financial institutions in the name of the Association.
- 5.6.2.** To accept donations or bequests on behalf of the Association from anybody subject to the terms and conditions attached to such donations or bequests.
- 5.6.3.** To sell goods donated to the Association to raise funds.
- 5.6.4.** To collect membership fees from members of the Association.
- 5.6.5.** To distribute funds to organisations and individuals in accordance with the Aims and Objectives of the Association.

## **6. MEETINGS**

- 6.1. The Annual General Meeting (AGM)** shall be held in February of each year no more than 6 months from the closing date of the financial year of the organisation.

**6.1.1. Notice of Meeting** shall be given in writing or telephonically to all members one month in advance specifying the venue, date and time of the AGM as well as the agenda.

**6.1.2. The Chairperson** (or, in her absence, the vice-chairman) shall preside as the chairperson at every AGM.

**6.1.3. Minutes** as well as a signed list of members attending shall be kept by the outgoing secretary (or, in her absence, the members shall choose some member of the management committee).

**6.1.4. Business Points** to be handled at the AGM:

**6.1.4.1.** The Chairman's report shall be discussed and adopted;

**6.1.4.2.** The Treasurer's report and audited books shall be presented, discussed and adopted;

**6.1.4.3.** Office bearers and auditor of the Association for the coming year shall be elected.

**6.1.5. The quorum** of an AGM shall be half plus one of the full members. If there is no quorum, the meeting shall be adjourned for seven days, with the members attending the adjourned meeting then constituting the quorum.

**6.1.6. Voting:** Full Members are eligible to vote at the AGM only if their membership fees are fully paid up prior to the AGM. The election of office bearers shall be by ballot, with one vote per member, and the votes shall be counted by the outgoing chairman. Voting on all other reports and business matters shall be by show of hands. Each member is entitled to one vote only and in the event of equality of votes the chairperson shall have the casting vote.

**6.1.7. Further points** can be included on the agenda, should the outgoing Committee deem it necessary or if members present at the AGM decide so by majority vote.

## **6.2. Monthly Meetings**

**6.2.1. Monthly committee meeting** or if the Chairperson deems it necessary, more often.

**6.2.2. Notice** of the regular monthly meetings shall be given in writing or telephonically at least one week in advance and be included in the "Weaver". Notification of ad-hoc meetings shall be made at least two days in advance of the meeting.

**6.2.3. Present at the meetings** shall be the Committee members to attend to their responsibilities as office bearers and any other commitments that may be relevant in the

course of their time on the Committee. In particular, Charity Projects shall be discussed and the allocation of any funds shall be decided upon.

- 6.2.4. The quorum** for meetings of the Committee shall be the half plus one of the Committee members.
- 6.2.5. Voting** shall be by a show of hands. Each member shall be entitled to one vote only on the particular matter in question. In the case of an equality of votes, the chairperson shall have a casting vote.
- 6.2.6. Non-attendance of meetings:** Members of the committee will be deemed to have resigned if they fail to attend three consecutive meetings without having submitted suitable reasons in advance for failing to attend meetings.
- 6.2.7. Resignations.** Should a Committee member resign or leave the management Committee shall appoint another member of the Association to hold office until the next election of management Committee. Such members shall be subject to the same rules and conditions as her predecessor.
- 6.2.8. Minutes** of all meetings shall be noted and kept by the secretary and signed by the Chairperson and Secretary after approval and adoption.

### **6.3. Weekly Meetings**

- 6.3.1.** These will be once a week at either a member's home or a place of interest to the majority of members.
- 6.3.2.** The Committee has the discretion to alter meeting times or alternately substitute an evening or weekend function in lieu of morning meetings.
- 6.3.3.** All meeting dates and times are to be provided to members in the monthly newsletter.
- 6.3.4.** Committee shall endeavour at intervals to provide a point of interest at these meeting either by a speaker, theme or the venue chosen.
- 6.3.5.** Weekly meetings are primarily a social function. However, any topics needing discussion by the members of the Association can be handled, provided that at least 1/3 of the Full Membership is present.

## **7. FINANCIAL**

- 7.1.** The financial year of the Association will close on the 31 August of each year.
- 7.2.** The Association derives its funds by means of any lawful action.
- 7.3.** The Chairman, Vice-Chairman and Treasurer shall jointly be responsible for all financial matters pertaining to the IWAN and shall be co-signatories for the Associations bank account. One further person may be added to this list should the Committee unanimously so decide.
- 7.4.** All monies received on behalf of the Association shall remain the property of the Association. The Committee shall agree on the allocation and use of all funds, whether for administrative or charitable purposes. A quorum of the Committee should be present at such meetings and should include the Chairman and/or Vice Chairman, Treasurer, and if possible the Charity Project Manager.
- 7.5.** A bank account shall be maintained in the name of the IWAN at a Namibian registered financial institution. All cheques and orders withdrawing monies from this account require the signatures of at least two of the three recognised signatories.
- 7.6.** The committee shall cause proper books of accounts to be kept with respect to all sums of money received and expended by the Association, as well as the assets and liabilities of the Association.
- 7.7.** The accounts shall be audited annually prior to the AGM after being approved by the outgoing Committee. The Treasurer will then present them to the AGM.

- 7.8.** An auditor shall be appointed annually at the AGM. If the auditor dies or resigns, the management Committee may appoint another auditor, who will hold office until the next AGM.

## **8. AMENDMENT OF THE CONSTITUTION**

The constitution may be amended by a two-thirds majority of votes at an Annual or Extraordinary General Meeting provided that fourteen days notice to all members of such proposed amendments shall be given.

## **9. DISSOLUTION OF THE ASSOCIATION**

- 9.1.** The Association may be dissolved by resolution at a special Extraordinary General Meeting. At least two thirds of the membership should attend, and a majority vote is required.
- 9.2.** In the event that the Association closes, any funds held by the Association shall be used to meet any liabilities. Remaining funds shall be donated to charities decided upon by the outgoing Committee.

## **10. PATRON**

- 10.1.** A Patron for the Association of good standing in the community may be approached and appointed.
- 10.2.** Such Patron would be invited to attend the AGM, be sent a newsletter each month and be informed by the Chairman of the activities of the Association and welcomed at any function she wishes to attend.

**This Constitution has been adopted in Windhoek on this 8th day of February 2011.**