

COMMUNITY LEADERS NETWORK OF SOUTHERN AFRICA
(CLN)



CONSTITUTION

22 October 2021

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The Community Leaders Network of Southern Africa (CLN) is a regional community-based natural resource management collaborative grouping that takes pride in acknowledging that the management and use of our resources are our rights.

The founder Members of the Community Leaders Network of Southern Africa (the "Network") have adopted the following constitution (the "Constitution"):

1. DEFINITIONS, INTERPRETATION AND ACRONYMS

Definitions

- 1.1 In this Constitution, and unless the context indicates otherwise –
- 1.1.1 **"Constitution"** means this document;
- 1.1.2 **"Members Assembly" or "Assembly"** means the principal consultative and decision-making organ of the Network;
- 1.1.3 **"Delegate"** means natural persons designated from time to time by Members (particularly Members who are legal entities or other associations of persons) to represent Members at Assembly meetings; and where a Member is a single natural person, the term "Delegate" may be construed as a reference to such single natural person whenever he or she is personally present in a General Meeting or a meeting of the Executive Committee;
- 1.1.4 **"Executive Committee"** means the organ of the Network that oversees the governance and administration of the Network, as established in terms of article 10.1;
- 1.1.5 **"Secretariat"** means the person or people employed or appointed by the Network to run the day-to-day activities of the Network under the supervision of the Executive Committee;
- 1.1.6 **"General Meeting"** means a meeting, in person and/or virtually, of the Members Assembly, Members being represented by their respective voting Delegates and non-voting Delegates (if any), and includes both an Annual General Meeting and an Extraordinary General Meeting, as defined in article 9.5;
- 1.1.7 **"Member"** means any natural person, legal entity or other association of persons capable of acquiring rights and obligations, as described in further detail in article 8.1 thereof, and admitted to membership of the Network in terms of articles 8.2 to 8.6, and the term **"Membership"** has a corresponding meaning;
- 1.1.8 **"Voting Member"** means members who fall into the Ordinary and Country Focal Point membership categories as defined in article 8.6.

- 1.1.9 **"Network"** means the association established in terms of this Constitution;
- 1.1.10 **"Southern Africa"** means countries that fall within the Southern African Development Community and are therefore eligible to be part of the CLN.
- 1.1.11 **"Participating Countries"** means countries that have at least one Voting Member within the CLN
- 1.1.12 **"Regional"** refers to the southern African region as defined in 1.1.10;
- 1.1.13 **"Sub-national"** refers to governance districts within countries (e.g. provinces, regions);
- 1.1.14 **"Natural Resources"** means all plants (and products thereof) and terrestrial, aquatic or marine animals that are used by local communities for any purpose and that provide ecosystem services upon which communities depend.
- 1.1.15 **"Community Based Organisation"** means an institution formed by a local community for the purpose of managing and benefiting from their natural resources in accordance with the policies and laws of the country in which they reside.
- 1.1.16 **Community-Based Natural Resource Management** means the system through which CBOs manage and use the natural resources occurring within their territories for their purposes.
- 1.1.17 **Country Focal Point** means Members of the Network who are appointed to represent their respective countries on the CLN Executive Committee

Interpretation

- 1.2 In this Constitution –
- 1.2.1 expressions in the singular also denote the plural, and *vice versa*;
- 1.2.2 words and phrases denoting natural persons refer also to juristic persons, and *vice versa*;
- 1.2.3 pronouns of any gender include the corresponding pronouns of the other gender.
- 1.3 In this Constitution, unless the context otherwise indicates, a reference to:
- 1.3.1 an article, unless the context otherwise indicates, is a reference to an article in this Constitution;
- 1.3.2 a statute or statutory provision includes a reference to the statute and all regulations made thereunder, as amended from time to time;
- 1.3.3 a person includes a reference to any natural person, firm, body corporate, unincorporated association or Network, joint venture, trust, unincorporated

association, the state or local government or regulatory department, body, instrumentality, agency, minister or the authority;

- 1.3.4 one gender includes all genders;
- 1.3.5 time is a reference to Namibian time as per the *Namibian Time Act, 2017*, and the following construction will apply to time matters:
 - (a) if a period of time is specified and the period dates from a given day or the day of an act or event, it is to be calculated exclusively of that day and if a period of time is specified as commencing on a given day or the day of an act or event, it is to be calculated inclusive of that day;
 - (b) a reference to a "day" is a reference to any day.
- 1.3.6 Article headings appear in this Constitution for reference purposes only and will not be employed in the construction of the subject matter.
- 1.3.7 Where any term is defined within the context of any particular article in this Constitution, the term so defined, unless it is clear from the article in question that the term so defined has limited application to the relevant article only, will bear the same meaning as ascribed to it throughout this Constitution, notwithstanding that that term has not been defined in article 1.1.
- 1.4 Where a word or phrase is specifically defined, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- 1.5 This Constitution will be construed in accordance with the laws of Namibia.

Acronyms

- 1.6 In this Constitution the following acronyms are used –

CBO	Community-Based Organisation
CBNRM	Community-Based Natural Resource Management
CLN	Community Leaders Network of Southern Africa
CFP	Country Focal Point
SADC	Southern African Development Community

2. NETWORK NAME

- 2.1.1 The association's name is "**Community Leaders Network of Southern Africa**" and the abbreviated form of its name is "**CLN**".

3. LEGAL STATUS AND NON-PROFIT DISTRIBUTING CHARACTER

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Legal Status

- 3.1 The legal status of the Network is that of *universitas personarum* continuing in perpetuity. Accordingly –
 - 3.1.1 the Network is a voluntary association under Namibian common law, with its own legal identity which is separate from its individual Members;
 - 3.1.2 the assets and liabilities of the Network are separate from those of its Members;
 - 3.1.3 the Network acquires rights and obligations separate from its Members; and
 - 3.1.4 the Network is entitled to institute and defend legal proceedings in its own name.

Non-Profit Distributing Character Motive

- 3.2 The Network does not pursue the acquisition of pecuniary gain for itself or its Members.
- 3.3 The Network applies all its income and property towards the promotion of its stated objects and shall not distribute the assets and income to its Members.
- 3.4 No portion of the income or property of the Network shall be paid or distributed directly or indirectly to any person (otherwise than in the ordinary course of undertaking any public benefit activity) or to any Member of the Voluntary Association, save where –
 - 3.4.1 reasonable compensation for services actually rendered to the Network; and
 - 3.4.2 reimbursement of actual costs or expenses reasonably incurred on behalf of the Network.

4. PLACE OF BUSINESS

- 4.1 The Network's principal place of business shall be located in Namibia;
- 4.2 The Network may change its place of business or establish such further places of business within the southern African region as the Assembly may from time to time determine.

5. OBJECTS AND CORE VALUES

Strategic Objective

- 5.1 The Network's strategic objective is to amplify the voices of local communities through participation and influencing policy negotiation, development and implementation processes to ensure informed decision-making at national,

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regional and international levels that reflects the needs and rights of local communities to manage and benefit from their natural resources.

General Objectives

5.2 The Network's general objectives are to –

- 5.2.1 promote effective practises and approaches to CBNRM in the region;
- 5.2.2 strengthen local CBNRM institutions and national knowledge management systems in the region as a basis for decision making and adaptive management using a regional monitoring and information database;
- 5.2.3 support development of a regional CBNRM policy through dialogue and implementation of existing and new policies at national and regional levels which recognise that successful natural resource management depends on people, power and economics;
- 5.2.4 promote the recognition and enforcement of human rights, including land use and resource rights;
- 5.2.5 promote economic and social incentives for the conservation and sustainable use of natural resources, thus redefining nature conservation as an inclusive and equitable pillar of growth for local, national and regional economies;
- 5.2.6 safeguard intellectual property rights and ensure equitable benefit sharing related to the use of natural resources on community lands;

Core values

5.3 The Network subscribes to the following core values, which are to guide the actions of the Network, its organs, representatives and Members –

- 5.3.1 inter-generational equity, engagement and commitment;
- 5.3.2 compassion for people and nature;
- 5.3.3 sustainable utilisation and management of natural resources;
- 5.3.4 open dialogue and cooperation;
- 5.3.5 transparency and accountability to the people and countries we represent;
- 5.3.6 unity of purpose;
- 5.3.7 operate within the spirit of the SADC Treaty and adhere to the laws of the respective SADC Member States;
- 5.3.8 sharing CBNRM general principles and best practices;
- 5.3.9 developing the skills, expertise and mentoring of young people from southern Africa in CBNRM;
- 5.3.10 political neutrality; and

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5.3.11 non-discrimination and inclusiveness.

6. POWERS

6.1 The Network, acting through its organs, has all powers to enable it to achieve its strategic and general objectives, and in the furtherance of its objectives, the Network may conduct any and all activities and do all such things as are allowed under the laws of Namibia.

6.2 Without limiting the broad and inclusive nature and reach of the powers contemplated in article 6.1, the Network has the powers to –

6.2.1 admit and expel Members;

6.2.2 determine Membership admission and expulsion criteria and Membership categories;

6.2.3 determine and collect Membership contributions;

6.2.4 associate with any other person or association of persons;

6.2.5 raise funds, and to accept or refuse donations and sponsorship;

6.2.6 acquire, hold and dispose of any kind of movable and immovable property;

6.2.7 lend or encumber its movable or immovable property;

6.2.8 borrow moneys or any movable or immovable property;

6.2.9 enter into any type of contract, including, without limitation, contracts for goods and services, and contracts of –

a) donations, grants and bursaries;

b) sale;

c) lease;

d) loan, hire-purchase and credit;

e) suretyship, guarantee, indemnity or insurance;

f) mortgage and pledge, and granting any other type of security over its movable or immovable property;

g) employment;

h) agency and representation, mandate, power of attorney;

i) insurance;

6.2.10 delegate its powers to agents and representatives;

6.2.11 take and act upon professional advice;

6.2.12 employ or appoint employees and agents;

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- 6.2.13 open and operate bank accounts, investment accounts and to issue financial instruments;
- 6.2.14 institute and defend legal proceedings (including arbitration proceedings), and to submit disputes to legal proceedings, arbitration or mediation; and
- 6.2.15 waive, settle or compromise any indebtedness or obligation owed by or to the Network.
- 6.3 The Network's powers are executed through its organs, principally being –
 - 6.3.1 the Members Assembly;
 - 6.3.2 the Executive Committee; and
 - 6.3.3 the Secretariat

7. AFFILIATIONS

- 7.1 The Network may affiliate with any person or organisation where the objects of which are similar to or support the objects of the Network.

8. MEMBERSHIP

Eligibility for Membership

- 8.1 Any natural person, legal entity or other association of persons or organisations capable of acquiring rights and obligations –
 - 8.1.1 who represent local communities that practice CBNRM in all its forms through the establishment of CBOs and sub-national or national associations of CBOs;
 - 8.1.2 who actively support and facilitate the formation and organisation of CBOs within southern African countries;
 - 8.1.3 whose main business (in the case of legal persons) or employment (in the case of natural persons), or, in the final discretion of the Members Assembly, a significant portion of whose business, comprises active participation in or promotion of CBNRM and related sectors (i.e. any of the matters listed in articles 5.1 and 5.2);
 - 8.1.4 which supports the objects and core values of the Network, may apply for Membership of the Network.

Application for Membership

- 8.2 Applications for Membership are made to the Executive Committee.

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- 8.3 Applications for Membership are made in such form and are accompanied by such application fees as the Executive Committee determines from time to time.
- 8.4 After scrutinizing an application for Membership, the Executive Committee shall make a recommendation to the Assembly whether to accept or reject an application for Membership, and which category of Membership is most suited for the applicant.
- 8.5 The Members Assembly accepts or rejects applications for Membership in its final discretion.

Categories of Membership

- 8.6 At the entry into force of this Constitution, there are three categories of Membership –
- a) **Country Focal Point Members**, applicable to national-level organisations or individuals that are elected within their countries because they are recognised as playing a key facilitative role within that country.
 - b) **Ordinary Members**, applicable to national or sub-national associations of community-based organisations located in any of the countries that are part of the Network, are legally instituted in accordance to the laws of their respective countries, if there is no such association in a given country then individual CBOs may be Ordinary Members.
 - c) **Associate Members**, applicable to individuals and to organisations whose main business, or a significant portion of whose business, comprises active support for CBNRM at local, national, or regional levels.
- 8.7 Only Ordinary Members and Country Focal Point (CFP) Members have voting rights at the Network Members Assembly, hereafter these two Member categories are referred to as Voting Members when combined.
- 8.8 Only Members are eligible for election to the Executive Committee.
- 8.9 Associate Members may be co-opted to sub-committees established to undertake specific tasks that are defined by the Members Assembly and/or Executive Committee;
- 8.10 Associate Members may participate in all other Network events.
- 8.11 Upon entry into force of this Constitution, the Assembly may, by a two thirds majority, change or modify the categories of Membership, provided that any classification of Members into such categories should be consistent with the procedures prescribed by the CLN, and as far as possible be based on measurable and transparent criteria which are not inconsistent with the basic

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eligibility requirements set out in article 8.1 and the Network's core values set out in article 5.3.

Loss and Reinstatement of Membership

8.12 Membership of the Network is lost –

- 8.12.1 when a Member resigns by written notice to the Network;
- 8.12.2 upon the dissolution or bankruptcy of a Member who is a legal person or other association of persons;
- 8.12.3 if the annual Membership contribution (if any) of a Member remains unpaid for six months after falling due; or
- 8.12.4 when the Member is expelled on a two thirds majority decision of the Assembly.

8.13 For the purpose of article 8.12.4 –

- 8.13.1 a Member may be expelled if his or her continued Membership is, in the final opinion of the Assembly, irreconcilable with the objects of the Network, or brings the Network into disrepute; and
- 8.13.2 the Assembly may not resolve to expel a Member before having notified the Member of its intention and having given the Member an opportunity to make representations before or at the meeting of the Assembly at which such resolution is to be taken.

Membership Contributions

- 8.14 The Assembly may, from time to time, determine Membership contributions (if any) to be paid by Members; provided that Members may, on application to the Assembly and on good cause shown, and on a case by case basis, be exempted by the Assembly from paying such Membership contributions, on such further conditions as the Assembly may determine.

Obligations of Members

- 8.15 Members are obliged to comply with, uphold and defend in all respects the letter and spirit of this Constitution.
- 8.16 Members are expected and encouraged to actively support the activities of the Network, namely to –
 - 8.16.1 share knowledge and lessons among the Members through dialogue and exchange;
 - 8.16.2 build the capacity of community representatives to engage with policy making processes at national, regional and international levels;

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- 8.16.3 generate and disseminate information and knowledge on CBNRM and community rights for awareness-raising among varied external audiences;
- 8.16.4 consistently engage with traditional and non-traditional partners and platforms for dialogue, amplification of our views and generating buy-in; and
- 8.16.5 actively engage in the planning and implementation of CLN activities; and
- 8.16.6 raise the Network's profile through media engagement, amplification of our voices and visibility in national, regional and international platforms, emphasising CBNRM successes and potential as dependent on community rights to sustainable use.

Privileges of Membership

8.17 Members have the following privileges –

- 8.17.1 become part of a regional, multi-stakeholder platform of CBNRM support and information sharing;
- 8.17.2 have access to a professional network with contacts to other Members and organisations;
- 8.17.3 engage in processes to identify critical needs, assess demand and attract strategic assistance;
- 8.17.4 engage in collaborative development programmes to address critical local, national and region-wide needs in CBNRM;
- 8.17.5 work with Members to explore areas of collaboration, coordination and synergy;
- 8.17.6 contribute to the development of CBNRM;
- 8.17.7 mechanism for Members to mobilise resources for approved CBNRM activities and programmes; and
- 8.17.8 participate in regional CBNRM-related management and development initiatives.

9. THE MEMBERS ASSEMBLY

Ultimate Decision-making Organ

9.1 The Network's ultimate decision-making organ is the Members Assembly.

Composition of Assembly

9.2 Each country represented within CLN –

- 9.2.1 is entitled to be represented by a maximum of five Delegates at General Meetings held by the Members Assembly.

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- 9.2.2 Delegates should be composed of four functionaries or employees of Ordinary Members and one CFP Member representative unless the Assembly is provided with adequate reasons why such person should be appointed as a Delegate although he or she is not a functionary or employee of the Ordinary or CFP Member
- 9.3 Each Associate Member is entitled to participate in all Assembly meetings and events, but may not vote.
- 9.4 The Executive Committee may invite non-members to participate in or present at Assembly meetings and events at their discretion.

Assembly Meetings

- 9.5 The Assembly holds –
- 9.5.1 At least one General Meeting during every calendar year, known as the “**Annual General Meeting**” that may be held virtually and/or in person; and
- 9.5.2 Such other General Meetings, known as “**Extraordinary General Meetings**”, as may be convened in terms of this Constitution.
- 9.6 Not more than eighteen months should pass between two Annual General Meetings.
- 9.7 Annual General Meetings are held at a venue, time and electronic platform (in cases of virtual attendance) determined by the Executive Committee.
- 9.8 Each Annual General Meeting conducts at least the business required to be conducted under article 9.15 of this Constitution.
- 9.9 Extraordinary General Meetings of the Assembly are convened by the Secretary at the request of –
- 9.9.1 the Executive Committee; or
- 9.9.2 not less than five Voting Members of the Network.
- 9.10 Extraordinary General Meetings only deal with the special business for which they have been convened.

Notice of General Meetings

- 9.11 All General Meetings are convened on at least thirty days’ notice to the Members;
- 9.12 A notice of a General Meeting states the venue, day and hour of the General Meeting, and the business to be conducted.
- 9.13 Notice of a General Meeting may be given in any manner, including hand delivery, mail, e-mail or other applicable electronic or telecommunications messaging system.

- 9.14 Any inadvertent omission to give notice of a General Meeting to a Member or the non-receipt of a notice by a Member will not invalidate the call of and the proceedings conducted at such General Meeting.

Business at Annual General Meeting

- 9.15 The ordinary business of the Annual General Meeting comprises the –
- 9.15.1 adoption of the Minutes of the previous Annual General Meeting (and any Extraordinary General Meetings held in between the Annual General Meetings, the minutes of which have not yet been adopted);
- 9.15.2 a report by the Chairperson or a person nominated by her/him on the activities of the Network over the past year;
- 9.15.3 consideration of the annual financial statements of the Network;
- 9.15.4 appointment of the Network's auditors.

Quorum

- 9.15.5 The quorum for a General Meeting is a majority of Participating Countries, present, as the case may be, by Delegate or by proxy.
- 9.16 No business is conducted without a quorum.
- 9.17 If, within twenty-four hours of the scheduled time for a General Meeting, there is no quorum, the General Meeting is automatically adjourned for one week, for the same weekday, time and venue (or, if such venue is not available, at a venue as notified by the Secretary).
- 9.18 If, within one hour after the scheduled time for the adjourned meeting referred to in article 9.17, there is no quorum, the Voting Members actually present at the adjourned General Meeting are deemed to constitute a quorum and may conduct any lawful business of the Network in General Meeting.

The Meeting Chairperson

- 9.19 All general meetings are presided over by –
- 9.19.1 the Chairperson;
- 9.19.2 in the Chairperson's absence, any other Delegate representing an Ordinary Member elected by the General Meeting for the purposes of presiding over it, (the aforesaid persons hereinafter for convenience referred to as the "Meeting Chairperson") who conducts the proceedings.

Voting - General

- 9.20 Resolutions put to the vote of a General Meeting are decided on a show of hands by Voting Members, but the Meeting Chairperson or any Delegate present may request a poll of the Members.
- 9.21 A request for a poll may be withdrawn.
- 9.22 Where voting takes place on a show of hands, the Meeting Chairperson declares whether a resolution has been carried (whether unanimously or by a particular majority) or has been defeated.
- 9.23 Polls are taken in a manner directed by the Meeting Chairperson.
- 9.24 Every Delegate representing a Voting Member has one vote.
- 9.25 Members whose annual membership fee (if any) is unpaid have no vote.

Casting Vote

- 9.26 In the event of an equality of votes the Meeting Chairperson may exercise a casting vote.

Proxies

- 9.27 Members who are not able to attend a General Meeting (whether personally or through a Delegate) may appoint a proxy to attend on their behalf at the General Meeting.
- 9.28 Only Delegates may hold and act as proxies.
- 9.29 Proxies are appointed in writing and under signature of the person appointing the proxy.
- 9.30 Proxies are delivered to the Secretary by the Member appointing the proxy.
- 9.31 If a document appointing a proxy is not delivered to the Secretary before the commencement of the General Meeting, it is invalid.
- 9.32 Proxies not containing voting instructions may be exercised at the discretion of the proxy.

10. THE EXECUTIVE COMMITTEE

Committee Members

- 10.1 The Network has an executive committee (the "**Executive Committee**") comprising one CFP Member per Participating Country and four other Members from any of the Participating Countries.
- 10.2 Only representatives of the Executive Committee that represent Voting Members may vote on the Executive Committee.

- 10.3 The Executive Committee may co-opt other persons as members of sub-committees that are tasked with specific purposes (who, for the avoidance of doubt, need not be Delegates, but may be Associate Members and/or outside persons), but co-opted members have no vote on the Executive Committee.

Appointment and Terms of Office

- 10.4 CFP Members are automatically appointed as Executive Committee members, who will propose the remaining four Members of the Committee to the Annual General Meeting who will ratify or reject the proposal.
- 10.5 Executive Committee members hold office for a term of two years.
- 10.6 Executive Committee members are eligible for re-election.
- 10.6.1 Within the limitations of article 10.1, the Assembly may, by ordinary resolution passed at a General Meeting, determine, increase or reduce the number of Executive Committee members. The number of CFP Members may be increased as and when new countries join the CLN, and they have a recognised Network in place at the national level.
- 10.6.2 A General Meeting may, on good cause, request a Country to remove an Executive Committee member from office prior to the expiry of his or her term of office, and may suggest another Executive Committee member in his or her place from that same country; provided that the General Meeting may not resolve to remove an Executive Committee member before having notified the Executive Committee member of its intention and having given him or her an opportunity to make representations before or at the General Meeting at which such decision is to be taken.

Vacancies

- 10.7 If any vacancy arises on the Executive Committee, the remaining Executive Committee members may appoint any other Member or Delegate of a Member to fill such vacancy, and the term of office of such substituted Executive Committee member will expire at the commencement of the next Annual General Meeting.
- 10.8 The remaining Executive Committee members may act despite any vacancy in the Executive Committee. If on account of vacancies there are two or less Executive Committee members left, such remaining Executive Committee members may only act to call an Extraordinary General Meeting of the Assembly for the purposes of appointing Committee members.

Powers of Committee

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- 10.9 Except when the Assembly is convened in a General Meeting, the Executive Committee holds all the powers under this Constitution and is in all respects authorized and responsible for the management and control of the business of the Network.

Sub-Committees and Delegation of Powers

- 10.10 The Executive Committee may appoint sub-committees comprising of Ordinary and/or Associate Members or their designated representatives and/or external parties, and may assign any of its functions to such sub-committees; provided that the activities of the sub-committees remain under the final supervision and control of the Executive Committee. A sub-committee is bound by and accountable to the Executive Committee in accordance with the terms of reference or mandate given to it by the Executive Committee.
- 10.11 The Executive Committee may delegate any of its powers to any subcommittee or other person, but remains accountable to the members of the Network for any acts or omissions of such delegate pursuant to such delegation.

Officials

- 10.12 Immediately after the Annual General Meeting, the Executive Committee elects from amongst its members, officials to the position of –
- 10.12.1 Chairperson;
- 10.12.2 Vice Chairperson;
- 10.12.3 Secretary; and
- 10.12.4 Treasurer.
- 10.13 The officials appointed under article 10.11 have such duties as are ordinarily attendant to their position, or as is determined from time to time by the Executive Committee (Positions of these officials will be same as other Executive Committee members)

Power to make Bylaws

- 10.14 The Executive Committee has the power to make bylaws for the purposes of –
- 10.14.1 Regulating the conduct of the Members; and
- 10.14.2 Determining administrative and managerial procedures, to ensure the proper running, management and control of the Network in compliance with the provisions of this Constitution.

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- 10.15 To the extent that any bylaws made by the Executive Committee are inconsistent with the provisions of this Constitution, they are invalid.

Convening of Meetings

- 10.16 The Executive Committee meets as often as is necessary to effectively conduct the business of the Network.
- 10.17 Subject to article 10.19, the Executive Committee regulates its meetings and transacts its business as it deems fit.
- 10.18 The Secretary convenes meetings of the Executive Committee at the request of –
- 10.18.1 the Chairperson;
 - 10.18.2 any two Executive Committee members;
 - 10.18.3 and on reasonable notice to the other Committee members.
- 10.19 Notices of Executive Committee meetings specify the general nature of the business to be dealt with by the meeting.

Quorum

- 10.20 Over 50% of the Executive Committee members constitute a quorum for an Executive Committee meeting.
- 10.21 Meetings of the Executive Committee are presided over by the Chairperson or, in the Chairperson's absence, the Vice Chairperson or in the absence of both the Chairperson and Vice Chairperson, any other elected Executive Committee member voted for by the other Executive Committee members.

Decisions and Voting

- 10.22 If not determined otherwise in this Constitution, decisions of the Executive Committee are taken by a simple majority of the Voting Members of the Executive Committee members present and voting.
- 10.23 In the event of an equality of votes the Chairperson, or, in the Chairperson's absence, the Executive Committee member presiding over the meeting, may exercise a casting vote.
- 10.24 A written resolution signed (including electronic signatures) by all Executive Committee members is valid as if taken at an Executive Committee meeting.

General

- 10.25 Executive Committee members administer the Network and exercise their powers strictly in accordance with provisions of this Constitution and the laws of Namibia.
- 10.26 In the performance of their duties and in the exercise of their powers, Executive Committee members act with the care, diligence and skill which can reasonably be expected of persons who manage the affairs of others.

Conflict of Interest

- 10.27 The Executive Committee members are not permitted to place themselves in a position where their private interests or the interests of the Member who mandated them conflict with their duties towards the Network.
- 10.28 Executive Committee members are required to declare their private interests and recuse themselves in the event that a conflict of interest as contemplated in 10.27 should arise or is likely to arise.

Privileges of Executive Committee Members

- 10.29 No Executive Committee members is liable for any act of dishonesty or other misconduct committed by another Executive Committee member, unless he or she knowingly allowed or tolerated such act of dishonesty or other misconduct or was an accessory to the Executive Committee member committing same.
- 10.30 An Executive Committee member is not liable to make good to the Network or to any other person or entity, any loss occasioned or sustained by any cause, howsoever arising, other than such loss as may arise from or be occasioned by his or her personal dishonesty or other wilful misconduct or gross negligence.

Indemnity

- 10.31 Subject to the limitations of the applicable law, each member of the Executive Committee, and all other office bearers, shall be indemnified by the Network for the consequences of acts done and decisions taken in good faith in the exercise or the purported exercise of any of the powers conferred upon them in terms of this Constitution. It shall be the duty of the Network to pay all costs and expenses which any such person may incur, or become liable for, as a result of contracts entered into, or acts done in such capacity, with the authority of the Executive Committee.
- 10.32 Subject to the provisions of any relevant statute, no member of the Executive Committee or the Assembly or any other office bearer of the Network shall be liable for the acts, receipts, neglects or defaults of any other member or

office bearer, or for any loss, damage or expense suffered by the Network, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

Various – Minutes

10.33 The Secretary keeps Minutes of all General Meetings and Executive Committee meetings. Members have the right to inspect such Minutes at all reasonable times.

Various – Financial Year

10.34 The Assembly, from time to time, determines the financial year end of the Network.

Various – Books of Account

10.35 The Treasurer is responsible for overseeing the proper and correct books of account for the Network (bookkeeping and accounting duties are to be performed by relevant employees or appointed person(s) or organisation), and presents annual financial statements to the Members of the Network at the Annual General Meeting.

Various – Auditor and Legal Practitioner

10.36 The Network shall annually appoint an auditor and may, at its discretion, appoint a legal practitioner.

Various – Contracts and Bank Accounts

10.37 The Network's financial affairs shall be conducted by means of a banking account.

10.38 The Executive Committee from time to time determines the signing powers of Executive Committee members in respect of contracts, other written instructions and bank accounts.

Various – Ambit of Discretion

10.39 Where discretions are vested in the Executive Committee or in the Members of the Assembly in terms of this Constitution, such discretions shall be complete and absolute, except where expressly limited.

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Handwritten signatures and initials are present at the bottom right of the page, including "SP", "Al.P.", "MK", and "km".

11. ADMINISTRATIVE STRUCTURES

11.1 The Executive Committee may, from time to time, establish, vary and amend such administrative structures, support and resources, not inconsistent with the provisions of this Constitution, as will support the Executive Committee in fulfilling their duties and functions under this Constitution.

11.2 Administrative structures could comprise –

11.2.1 a Secretariat, which could be a Member organisation, a professional service organisation or an individual which may offer –

- a) hosting arrangements with a physical address;
- b) communications support including postal and e-mail addresses, and telephone number;
- c) administrative and secretarial services, under supervision of the Secretary of the Executive Committee;
- d) financial management services and support, under the supervision of the Treasurer of the Executive Committee;
- e) any other functions as the Executive Committee may from time to time assign;

and / or

11.2.2 a Chief Executive Officer, Executive Director or Manager to serve as the Network's principal administrative officer, for and on behalf of the Network as the Executive Committee may from time to time delegate to him or her, and to be fully accountable to the Executive Committee.

11.3 The Secretariat or principle administrative officer, or any other administrative mechanism established by the Executive Committee, unless excused by the Executive Committee, is required to be in attendance at meetings of the Executive Committee and at General Meetings.

12. AMENDMENTS TO CONSTITUTION

12.1 This Constitution may be amended by a resolution of Members passed at an Annual General Meeting or Extraordinary General Meeting in accordance with article 12.2.

12.2 This Constitution may not be amended unless –

12.2.1 written notice of any proposed resolution to amend the Constitution, specifying the precise wording of the amendments, has been given to the Members of the Network;

SS 20
M.P.
K.C.
L.M.

12.2.2 there is a quorum of at least two-thirds of the Participating Countries present (whether in person or by proxy) at such General Meeting;

12.2.3 the resolution to so amend the Constitution has been carried by not less than two thirds of the Members present and entitled to vote at such General Meeting; and

13. DISSOLUTION

13.1 The Network continues in perpetuity until terminated by a resolution of an Extraordinary General Meeting convened only for the purpose of dissolving the Network, such resolution to comply with the provisions of article 12.

13.2 If upon winding up or dissolution of the Network, there remains, after the satisfaction of all the Network's debts and liabilities, any property, the same may not be paid to or distributed among the Members of the Network, but must be given or transferred to any other non-profit or charitable association, organisation or legal entity in southern Africa with similar objects as the Network (as set out herein in articles 5.1 and 5.2), as may be determined by Assembly.

14. DISPUTES

14.1 In the event of any dispute or difference arising between the Members relating to their work in the Network, or arising out of this Constitution, the disputing Members will immediately, within no more than 10 (ten) days after the dispute has arisen or any one of the Members having become aware of it, meet to attempt to settle such dispute or difference.

14.2 Failing such settlement, the disputing Members may bring their dispute to the Executive Committee for settlement. Should the dispute not be resolved by the Executive Committee, or should either of the Members not be satisfied with the Executive Committee's decision, either of the disputing Members may bring the dispute to the Assembly for settlement, which shall have the final say in the matter.

14.3 The Assembly may, however, refer the matter to a private arbitrator, who will be appointed by joint consensus of the disputing Members, in the event that the Assembly is either conflicted or does not possess the necessary expertise to deal with the dispute. Either of the disputing Members may, on reasonable cause shown, demand in writing that the Assembly refer the matter to a private arbitrator, which demand shall be made prior to any meeting of the Assembly having been held in order to deal with the dispute.

Entry into Force

SP *[Signature]*
21 H.P. JM
[Signature]
Lm

Constitution of the Community Leaders Network of Southern Africa

This Constitution was adopted by the following founder Members, who hereby agree to constitute the Network as a voluntary association under Namibian common law.

Adopted at Windhoek on this 22 day of 10 2021

NACSO

22/10/2021

Name of organisation (sign above)

date

Name of person signing

Maxi Pia Louw

CAMPFIRE ASSOCIATION

22/10/2021

Name of organisation (sign above)

date

Name of person signing

KEUA MESHAWI

Zayra CBM For
Dr. Roshan Lotso

22/10/21

Name of organisation (sign above)

date

Name of person signing

CUMMAC - TANZANIA

22-10-2021

MUHAMMEDI ALY KAMUNDA

Name of organisation (sign above)

date

Name of person signing

Mufund

M.P

mk

km

Constitution of the Community Leaders Network of Southern Africa

R-GCRN

JOSE MONTEIRO

22.10.21

Name of organisation (sign above)

date

Name of person signing

National CBAM Forum

22.10.2021

Name of organisation (sign above)

date

Name of person signing

VALIDADY B. LAMBA

NECONGO

SIYOKA SIMASIKU

22/10/2021

Name of organisation (sign above)

date

Name of person signing

U.P.

mk

km