

CONSTITUTION

of the

Civil Society Information Centre (CIVIC +264)

(initially adopted on 19 MARCH 2019)

Whereas a call went out in 2018 to a broad spectrum of civil society organisations, suggesting the idea of establishing an information service for civil society; and

Whereas the undersigned organisations responded and agreed that such a service could advance the effectiveness of civil society in Namibia;

Now the undersigned organisations come together to establish this voluntary association to facilitate the circulation of information in the civil society community:

1. NAME AND FORM OF ORGANISATION

There is hereby established a voluntary association named the “Civil Society Information Centre” (to be popularly known as “CIVIC +264”), which is a legal person with limited liability and an existence separate from its members, and thereby a body corporate with perpetual succession which may own property, enter into contracts, and sue and be sued in its own name.

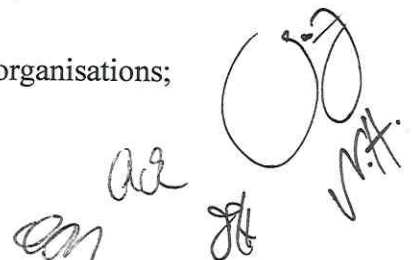
2. MISSION

- 2.1 The mission of CIVIC +264 is to promote the sharing of information with and amongst civil society organisations in Namibia.
- 2.2 CIVIC +264 will *not* represent civil society in any forum or make any official statements on behalf of civil society.

3. OBJECTIVES

CIVIC +264 has the following objectives:

- to act as a conduit for information relevant to civil society in Namibia;
- to develop and maintain a database of active Namibian civil society organisations;

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- to monitor and share developments in civil society, government and the donor community which are relevant to civil society in Namibia;
- to facilitate networking opportunities amongst civil society and between civil society and other relevant stakeholders;
- to connect civil society organisations with government bodies and donors in connection with specific issues, in light of the areas of interest of various civil society organisations;
- to create and maintain a website and a presence on appropriate social media platforms with the aim of enhancing communication to and between civil society organisations;
- to produce and disseminate a regular newsletter focusing on news relevant to civil society and information about potential funding opportunities and government or legislative developments relevant to civil society;
- to organise and coordinate an annual Civil Society Indaba, relevant *ad hoc* meetings of civil society organisations, workshops, press conferences and other forums or events, for the purpose of facilitating networking and coordination between civil society organisations and providing forums for discussion on issues of common interest.

4. BOARD OF DIRECTORS

- 4.1 The Board of Directors shall be constituted by a representative of each of the five civil society organisations establishing this voluntary association, as appointed under 4.4.
- 4.2 The Board of Directors shall be responsible for the overall control and management of CIVIC +264.
- 4.3 Each of the five members of the Board of Directors shall serve for a term of one year, with no limits on re-appointment.
- 4.4 The Director of each of the five founding organisations shall appoint one person to serve on the Board of Directors on behalf of such organisation, who may be, but is not required to be, the Director himself or herself or a staff member, trustee or member of the board of directors or board of trustees of that organisation.
- 4.5 In addition, the Directors of the founding organisations shall, by unanimous agreement or if necessary by majority vote, choose one person on the Board of Directors who shall serve as Chairperson of the Board.

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- 4.6 If any board member resigns, a replacement shall be selected to fill the vacant position for the remainder of the term of office in the same manner as the position was originally filled.
- 4.7 The Board may by majority vote remove any member who is deemed to be unable or unwilling to fulfil his or her responsibilities for any reason, in which case a replacement shall be selected to fill the vacant position for the remainder of the term of office in the same manner as the position was originally filled.

5. POWERS AND DUTIES OF THE BOARD OF DIRECTORS


- 5.1 The Board of Director shall provide supervision and oversight to ensure that CIVIC +264 achieves its mission and objectives and that all funds of the organisation are properly applied to those ends.
- 5.2 The Board of Directors shall make decisions by majority vote, and may consider and decide on issues at meetings convened by any Board member, by telephonic or electronic communication between members or by any combination of such methods.
- 5.3 The Board of Directors will meet at least three times in any calendar year to discuss the activities of CIVIC +264.
- 5.4 No member of the Board of Directors shall be personally liable for any good faith acts or omissions in connection with CIVIC +264.
- 5.5 The general duties of the Board of Directors shall include the following:
- a) to ensure that the mission and objectives of CIVIC +264 are being fulfilled;
 - b) to source funds as necessary for activities by CIVIC +264;
 - c) to contract a Coordinator and any other person necessary to fulfil the mission and objectives of CIVIC +264;
 - d) to propose programmes and activities that serve to fulfil the aims and objectives of CIVIC +264;
 - e) to consider new applications for membership to CIVIC +264 and approve or deny same according to the terms and conditions of the Board of Directors;

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- f) to review monthly narrative and financial reports from the Coordinator of CIVIC +264 and take any appropriate action in respect of matters arising therein; and
 - g) to oversee the finances of CIVIC +264, and to consider and approve an annual financial report of CIVIC +264 compiled by a bookkeeper or auditor to be contracted for their services by the Board of Directors as per specific terms and conditions.
- 5.6 Members of the Board of Directors shall not receive remuneration for their services as board members, but may with the prior approval of the Chairperson be reimbursed for reasonable expenditures made on behalf of CIVIC +264, or paid a reasonable fee for services rendered to CIVIC +264 which are not part of the duties of the Board.
- 5.7 The Coordinator of CIVIC +264 shall have a right to attend all Board meetings but may not vote on any issue, and shall be responsible for ensuring that minute of all Board meetings are taken and for recording and filing evidence of all Board decisions taken pursuant to 5.2 above. The Board may request the Coordinator not to be present during Board or portions of Board meetings where staff issues or other confidential matters are discussed.

6. POWERS OF CIVIC +264

- 6.1 CIVIC +264 shall have the power to do the following things in furtherance of its aims and objectives:
- a) to apply for and receive funds, donations and gifts of money or property of any description;
 - b) to provide, furnish and fit out offices and other premises as necessary, and to manage and maintain such premises;
 - c) to purchase, lease or otherwise acquire or hold movable or immovable property and to sell, sublease or otherwise dispose of such property;
 - d) to enter into any contract of insurance in respect of any matter in which CIVIC +264 has an insurable interest;
 - e) to purchase, subscribe to or otherwise acquire books, publications and other resource materials;
 - f) to open and operate a bank account in the name of CIVIC +264;

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g) to apply the funds of CIVIC +264 in any reasonable manner in furtherance of its mission and objectives;

h) to do any other lawful things that will further the mission and objectives of CIVIC +264.

6.2 These powers may be exercised on behalf of CIVIC +264 by the Chairperson or another member of the Board, or by the Coordinator with oversight of the Board.

7. FINANCES AND NON-PROFIT CHARACTER

7.1. CIVIC +264 shall be a non-profit organisation. The income and the property of CIVIC +264 shall be applied solely towards the promotion of the mission of CIVIC +264 as set forth in this Constitution and shall not be used for the personal benefit of any Board member or staff member or for the benefit of any of the founding organisations.

7.2 CIVIC +264 shall open a bank account in its own name at a registered commercial bank in Namibia.

7.3 Funds may be received on behalf of CIVIC +264 by the Coordinator who will have signing powers on CIVIC +264's bank account, seconded by the Chairperson of the Board. All funds received shall be deposited in CIVIC +264's bank account.

7.4 All transactions on behalf of CIVIC +264 which are in excess of N\$5 000 must be co-signed by the Coordinator and by the Chairperson of the Board or another board member delegated by the Chairperson.

7.5 The Coordinator shall submit an annual budget to the Board for approval.

7.6 The Coordinator shall keep records of all financial transactions of CIVIC+264 and provide quarterly financial statements to the Board.

7.7 The Coordinator shall arrange an annual audit of the accounts of CIVIC +264 by a bookkeeper or an auditor engaged for this purpose, and present such audit for the consideration of the Board.

8. ADDRESS

The official address of CIVIC +264 is the House of Democracy, 70-72 Frans Indongo Street, Windhoek.



9. DISSOLUTION

- 9.1 CIVIC +264 may be dissolved by the decision of a majority of the board members present at a meeting convened for this purpose, provided that notice of this meeting has been directed to all members at their last-known telephone number, email address or postal address at least two weeks prior to the date of the meeting.
- 9.2 In the event of dissolution, all assets of CIVIC +264 remaining after the payment of all outstanding debts and liabilities shall be donated to a Namibian organisation with aims and objectives similar to those of CIVIC +264, provided that such assets may not be donated to any of the founding organisations. The organisation which is to receive such assets shall be selected by a majority vote of all board members present at the meeting at which dissolution occurs.

10. CONSTITUTIONAL AMENDMENTS

The Constitution of CIVIC +264 may be amended only by written agreement of the Board members representing at least four of the five founding organisations.

SIGNED:


Legal Assistance Centre (LAC)


Signature

TONI HANCOX
Printed Name

19 MARCH 2019
Date

Namibia Media Trust (NMT)


Signature

GWEN LISTER
Printed Name

19 MARCH 2019
Date

Namibia Institute for Democracy (NID)


Signature

Naita Hishoono
Printed Name

19. March 2019
Date

