



NFVHA

Namibian Friesian & Vlaamse Horse Association

CONSTITUTION OF THE NAMIBIAN FRIESIAN AND VLAAMSE HORSE ASSOCIATION

ARTICLE 1. NAME, LEGAL AUTHORITY AND QUALIFICATION FOR MEMBERSHIP

The Association shall bear the title the "Namibian Friesian and Vlaamse Horse Association" herein referred to as the "Association". At present the office will be at the address of : 5 Beril Street, Eros Windhoek.

1. The Association is incorporated as a non-profit Association in the State of Namibia.
2. Membership to the Association is open to anyone with an interest in the Friesian/Vlaamse Horse.
3. Namef – Namibian Equestrian Federation is the Controlling Body for the NFVHS.

ARTICLE 2. OBJECTS OF THE ASSOCIATION AND THE MANNER OF ACHIEVING SAME

1. To maintain the racial purity of the Friesian and Vlaamse Horse in Namibia.
2. To promote and encourage the breeding and exhibition of Friesian and Vlaamse Horses in Namibia.
3. The Association will support and promote shows and exhibitions of the Friesian and Vlaamse Horses – Unregistered Friesian and Vlaamse Horses will be allowed to participate in all classes at shows organised by the Association or under the authority of the Association, provided their appearance and bearing be true to the breed standards.
4. The Association will endeavor to establish harmonious relations and to cooperate with Agricultural Societies throughout Namibia with a view to having the two breeds fully represented in the schedule of prizes at shows and exhibitions conducted by such societies and NAMEF.
5. The Association will establish its own Rules and Regulations appropriate for the understanding and implementing of this Constitution. The Rules and Regulations can be altered at the discretion of the Ruling Body and communicated to its members via e-mail or the Notice Board on the website.

ARTICLE 3. MEMBERSHIP, CONDITIONS OF ENTRY AND TERMINATION

1. Everybody with an interest in Friesian/Vlaamse Horses will be eligible for membership.
2. Any member wishing to resign from the Association shall give notice to the effect in writing to the Secretary.
3. Membership may be suspended or terminated at the request of the Executive Committee or by request and vote of the membership.
A member who violates any rule or regulation as specified in the Constitution or the Rules and Regulations, or deals unfairly with the Association or its members, or fails to fulfil obligations including payment of fees and/or assessments – is liable to be suspended from all or any of the privileges of the Association for such period or periods as the Executive Committee determines, or be permanently expelled by the Executive Committee. A member so charged has the right to appear before the Executive Committee to make proper defence. A member so charged must be given at least thirty (30) days' notice of the meeting at which the Executive Committee will consider the suspension or expulsion. Appeals may be lodged against the ruling with the National Controlling body.
4. Suspension or termination of membership, whether voluntary or involuntary, does not release a member from the liability for any outstanding fees.
5. Annual fees shall be two hundred and fifty Namibia Dollar (N\$250), with a yearly ten percent (10%) increase.

ARTICLE 4. THE EXECUTIVE COMMITTEE AND SECRETARY, THEIR POWERS, DUTIES, TERMS OF OFFICE, NOMINATION/ELECTION, RENUMERATION AND EXPENSES, RETIREMENT AND REMOVAL

1. The Association shall be governed by a Executive Committee, consisting of four (4) persons, including a President, Vice-President and Treasurer. The Executive Committee will be assisted in their duties by a Secretary, appointed by the Executive Committee.
2. Fully paid up Individual members are eligible to be voted onto the Executive Committee.
3. The Executive Committee is responsible for managing the business of the Association to achieve its goals by exercising all such powers of the Association as outlined in the Constitution and the Rules and Regulations. Without limiting the generality of the foregoing, the Executive Committee shall exercise the following powers:
 - a) To maintain the Rules and Regulations which govern the routine affairs of the Association.
 - b) To engage, remunerate and discharge a Secretary for the Association as well as other staff necessary for the effect and effective operation of the affairs of the Association.
 - c) To designate the bank of the Association and to determine from time to time who shall have signing authority for transactions involving the bank account or accounts of the Association with minimum of two (2) signatures required for authorization.

- d) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or Executive Committee or staff or otherwise concerning the affairs of the Association and also to compound and allow payment or settlement of any debts due or of any claims or demands made by or against the Association.
4. The duties of the Executive Committee shall be as follows:
- a) The President shall preside at all Executive Committee and membership meetings of the Association. The President shall enforce the Constitution and the Rules and Regulations and generally supervise the affairs of the Association.
 - b) The Vice-President shall officiate in the absence of the President and assist the President in the discharge of his/her duties.
 - c) The Treasurer shall monitor and oversee all financial transactions and records of account of the Association and shall recommend appropriate audits to the Executive Committee to comply with State Laws.
 - d) Ordinary Executive Committee Members shall take a leadership role in maintaining the Constitution, the Rules and Regulations and other duties as determined from time to time by the President.
5. The Executive Committee may delegate any of their powers to sub-committees consisting of members in good standing and eligible for election to the Executive Committee as they see fit, providing at least one Ordinary Executive Committee Member is on each committee. Such delegated powers shall be detailed in writing by the Executive Committee. Any committee so formed shall, in the exercise of powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Executive Committee. The meetings and proceedings of any such committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Executive Committee, so far as they are not superseded by any regulations made by the Executive Committee under this clause. The Executive Committee may from time to time revoke such delegations.
6. The term of Office of the Executive Committee shall be as follows:
- a) The Executive Committee members shall hold office for 2 years, and may stand for re-election thereafter.
7. Subject to the right to vary the number of Ordinary Executive Committee Members, the Association shall fill up vacated offices annually by electing a like number of persons to be Ordinary Executive Committee Members. Should a position become available on the committee, a paid up voluntary member of the Association may be nominated by the Committee.
8. The election of the Executive Committee shall be as follows:
- a) Not less than forty five (45) days prior to the date fixed by the Executive Committee for the Annual General Meeting, the Association shall e-mail to each member a notice that the Association will received nominations for the Office of the Executive Committee. Nominations

must be received prior to the date specified in such notice, such notice will be published on the Notice Board on the official website.

- b) Any two (2) members may nominate another member for election as a Executive Committee member by a letter in writing addressed to the Secretary, provided that member so nominated has endorsed his/her consent to such nomination upon such letter.
 - c) All such nominations must be received by the Secretary at the office of the Association on or before the date specified, any nominations received after such date shall be invalid.
 - d) The Executive Committee will be elected at the Annual General Meeting by a show of hands from the members present.
 - e) The Secretary shall count the votes and the result of the election shall be certified by the Secretary.
 - f) Should a tie vote occur, the President or Vice-President shall have the casting vote to determine who shall be elected.
 - g) The results of the election shall be announced at the Annual General Meeting.
- 9.** The President or any two (2) members of the Executive Committee may at any time call a Special General Meeting of the Executive Committee giving five (5) days notice.
- 10.** If the President is not present at the time appointed for holding a Special General Meeting, the Executive Committee present shall choose one an Executive Committee member to be the Chairman for the meeting. The questions arising in any such meeting shall be decided by a majority vote with the vote of the Chairman resolving any tie votes. Not however for changes to the Constitution.
- 11.** During every meeting of the Executive Committee, minutes shall be kept.
- 12.** The Executive Committee may be reimbursed for travel, lodging and food expenses incurred while attending Executive Committee and Membership meetings. In addition, any member of the Executive Committee can receive remuneration for specific services rendered to the Association on approval at a membership meeting.
- 13.** Members of the Executive Committee who fail to attend two (2) consecutive meetings of the Executive Committee without sending apologies prior to the meeting for not attending, shall be reprimanded, and after failing to comply, will be removed from office.
- 14.** An enquiry will be held against any Executive Committee Member who is considered guilty of conduct unbecoming of a member of the Executive Committee. At any membership meeting a motion for dismissal of a Executive Committee member must be approved on a majority vote of seventy five percent (75%) of the votes cast by members present or represented by proxy at an Annual General Meeting or General Meeting provided a quorum is present and voting members are in good standing and eligible to vote. A quorum will be 50% plus 1 paid up members of the Association.
- 15.** In the event that any Executive Committee member is unable to complete his/her term of Office or is removed from Office, the Executive Committee may at their discretion appoint another member to temporarily fill the vacancy until an alternate is elected at the next Annual General Meeting.

16. At duly convened Executive Committee Meetings, all Executive Committee members shall have equal voting rights. In the case of a split vote, the President's vote will be the deciding vote.

ARTICLE 5. INDEMNITY OF OFFICERS, MEMBERS & ASSOCIATION

1. The Association hereby consents that each and every Officer of the Association shall not be responsible for any costs, charges or expenses which he/she sustains or occurs in relation to any affairs of the Association, except where such costs, charges or expenses are as a result of his/her own willful neglect or default.
2. No Officer, auditor, secretary, manager or other employee of the Association shall be responsible for the acts, receipts, neglects or defaults of any other Officer or employee.

ARTICLE 6. ACCOUNTS, SIGNING AUTHORITY, SAFE KEEPING AND AUDIT

1. The Executive Committee shall ensure that true accounts are kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place. The books of accounts shall be kept by the Treasurer and shall be open to inspection on the request of a Executive Committee member and by the membership on receipt of a request in writing.
2. Contract documents or instruments in writing requiring the signature of the Association shall be signed by any two (2) Executive Committee members, one of whom must be the President or Vice-President. All contracts, documents and instruments in writing so signed shall be binding on the Association without any further authorisation or formality. Without limiting the generality of the foregoing, the term "contract documents and instruments of writing" shall include – deeds, mortgages, hypothecation, charges, conveyances, transfers, assignment of property real or personal, agreements, releases, receipts and discharges for payment of money or other obligations, transfer and assignments of shares, stock, bonds, debentures or other securities and all paper writings.
3. Any shares and securities owned by the Association shall be lodged in the name of the Association with a bank or a trust company or in a safety deposit box or with any other depositories as may be determined by the Executive Committee.
4. All cheques, drafts or orders for payments of money and all notes and acceptances and Bills of Exchange shall be signed by the Secretary or by a person/s accepted by the Executive Committee.
5. At each Annual General Meeting a detailed Treasurer's Report will be submitted and a summary of this report included in the minutes of the meeting. An auditor may be appointed by the Executive Committee or by membership vote of seventy five percent (75%) of members at a meeting where a quorum is present, to audit the accounts of the Association.
6. The financial year for the Association shall terminate on the 30th of June each year.
7. The financial records, the minutes of meetings and a membership list (comprising only names, state of origin and membership numbers) of the Association may be inspected by any members of the Association at the place where these are maintained on behalf of the Association on receipt of a

request in writing, giving two (2) days notice. While the information in the books and records may be copied, no records are to be removed from the office except for official Association business.

ARTICLE 7. MEETINGS, SPECIAL NOTICES, NOTICES THEREOF, VOTING PROCEDURES, QUORUMS, PROXIES AND ADJOURNMENT

1. At least one (1) Annual General Meeting of the membership shall be held in every calendar year at such time and place as the Executive Committee may appoint.
2. The meeting referred to in the preceding clause shall be called the Annual General Meeting. The business of the Annual General Meeting shall be to receive and consider reports from the Executive Committee members, to elect Executive Committee members and to announce results of such elections, to appoint an auditor, to discuss motions received, or any other business that the Executive Committee deems appropriate. All other meetings shall be called Extraordinary General Meetings.
3. The Executive Committee whenever they see fit, may convene an Extraordinary General Meeting. Or an Extraordinary General Meeting may be convened by petition of at least ten percent (10%) of members who are in good standing and are eligible to vote. In the case of a petition, the following provisions shall have effect:
 - a) The petition must state the objects of the meeting, must be signed by the petitioners and can be sent by email to the secretary.
 - b) If the Executive Committee does not proceed to arrange such a meeting within thirty (30) days from the date of a valid petition being received, the petitioners or their representatives may themselves convene the meeting which must be held within ninety (90) days from the date the petition was received by the secretary.
 - c) No other business other than that stated in the petition as to the object/s of the meeting shall be transacted.
 - d) On agreement between the petitioners and the Executive Committee, the business stated in the petition may be handled in conjunction with an Annual General Meeting.
4. A notice of meetings stating day, hour, place and general nature of the business to be transacted shall be given to members no less than thirty (30) days before the date of such meeting. The accidental omission to give notice to any member or the non-receipt by any member of such notice shall not invalidate any resolution passed or the proceedings taken at the meeting, via e-mail or on the Notice Board on the website.
5. The quorum for membership meetings shall be fifty percent (50%) plus one members in good standing and eligible to vote and present in person or represented by proxy. Should it happen that the requisite quorum is not present at the date, time and place stated for the meeting, the meeting will adjourn for half an hour. After that, the members present will suffice in forming the requisite quorum and the meeting may commence. Voting will be carried by a majority vote of members at a meeting.
6. Every matter submitted to any meeting shall be decided in the first instance by a show of hands, unless, a poll is demanded by any member. In the case of a tie, both on the show of hands and at the poll, the Chairman shall make the deciding vote.

7. At any meeting, unless a poll is demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or not carried, shall be conclusive of the fact.
8. In the event that both the President and Vice President of the Association are not present at the meeting, the members present shall choose another member to chair the meeting.-The Secretary will chair the meeting.
9. The instrument appointing a proxy shall, as nearly all circumstances permit, be in writing, stating the date, the name of the member, the name of the member carrying the proxy, signed by both parties.
10. The instrument of proxy shall be deposited with the Secretary not less than twenty four (24) hours before the times fixed for the start of the meeting for proper verification otherwise it shall be invalid.
11. The Chairman may adjourn a meeting. Whenever a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as the original meeting.

ARTICLE 8. AMENDMENTS TO THE CONSTITUTION AND THE RULES AND REGULATIONS

Any Executive Committee member or member in good standing and entitled to vote who has a new article, suggestion or motion to propose to alter an existing article in this Constitution or in the Rules and Regulations, must forward same to the Secretary at least thirty (30) days prior to the date of the next Annual General Meeting. The membership will be notified of any proposed amendments at least thirty (30) days prior to the date of such meeting. Any such amendments will be adopted on a majority vote of seventy five percent (75%) of the votes cast by members present or represented by proxy provided those members are in good standing and entitled to vote.

ARTICLE 9. FINAL PROVISIONS

In all cases unprovided for in the Constitution and the Rules and Regulations, the Executive Committee shall make a ruling at a duly convened meeting.