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1 DEFINITIONS

"**Architect**" means a person registered as an architect in terms of section 11 of the Act;

"**Act**" means the Architects' and Quantity Surveyors' Act, 1979 (Act 13 of 1979);

"**By-laws**" means the by-laws of the Institute with such modifications, alterations and additions thereto as may, from time to time, be in force;

"**Board**" means the Executive Committee established in terms of paragraph 7.1;

"**Council**" means the Namibia Council for Architects and Quantity Surveyors established in terms of section 2 of the Act;

"**General Meeting**" means a general meeting of the Members' Assembly convened under this Constitution;

"**Institute**" means the Namibia Institute of Architects;

"**Member**" means any person elected or deemed to be admitted or elected as a member of the Institute;

"**Paragraph**" means a paragraph of this Constitution, as identified by its number;

"**Prescribed**" means prescribed in by-laws, rules and regulations made in terms of this Constitution;

"**President**" means the person elected as President of the Institute in terms of paragraph 6;

"**Secretary**" means the person appointed as Secretary of the Institute in terms of paragraph 4.2.18.

2 THE INSTITUTE

The name of the institute shall be the Namibia Institute of Architects (hereinafter called "the Institute").

3 LEGAL STATUS

The Institute shall be a body corporate with perpetual succession and shall be capable in law of suing and being sued in its corporate name and of acquiring, holding and alienating property, movable and immovable, and of performing all such acts as are necessary for or incidental to the carrying out of its objects and the performance of its functions and duties in terms of this Constitution.

4 OBJECTS AND POWERS

4.1 The objects of the Institute shall be to:

4.1.1 advance the art, science and practice of architecture;

4.1.2 uphold the dignity of the profession of architecture;

4.1.3 look after, promote and protect the interests of its members;

4.1.4 afford opportunity for the interchange and recording of knowledge and experience of architecture; and to

4.1.5 ensure high standards of professional competence and integrity.

4.2 The powers of the Institute shall be:

4.2.1 generally to take such action and do such things as may be required for the achievement of its objects as laid down in this Constitution;

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4.2.2 to initiate, encourage, promote or oppose any legislation affecting the interests of the architectural profession;

4.2.3 to act in all matters that may affect or tend to affect the interests of the members of the Institute and the advancement of architecture;

4.2.4 to enter into alliance or cooperate and assist any organisation having objects similar to those of the Institute and to contribute to the funds of such organisation;

4.2.5 to encourage and cooperate in any movement for the furtherance of professional aims and the advancement of architecture;

4.2.6 to make recommendations to the Council with reference to all matters pertaining to the interests of the architectural profession;

4.2.7 to promote the education and training of architects, and cooperate with any statutory or other bodies concerned therewith;

4.2.8 to prescribe or recognise the examinations or qualifications and experience requirements for admission to membership;

4.2.9 to withdraw the recognition of any examination or qualification;

4.2.10 to inspect educational institutions for the purpose of ascertaining the standard of any examination or qualification;

4.2.11 to enter into an agreement with any body of persons within or outside Namibia with regard to the recognition of examinations or qualifications;

4.2.12 to encourage and give guidance to students in architecture;

4.2.13 to conduct, assist and encourage architectural research and to publish the results if considered desirable;

4.2.14 to convene congresses, symposia, seminars and any other gatherings as and when considered necessary;

4.2.15 to take any steps with regard to the publication, distribution and disposal of journals, calendars, yearbooks and other forms of printed matter as the Institute may deem necessary, and to establish, maintain and control professional libraries;

4.2.16 to assist in the settlement of professional disputes;

4.2.17 to assist any member of the Institute in litigation in which matters affecting the rights, practice and status of members generally or the profession as such are involved;

4.2.18 to appoint and dismiss a secretary and such other officers as it may deem fit;

4.2.19 to found, grant, accept and administer scholarships, bursaries, awards and prizes in respect of the architectural profession;

4.2.20 to receive, hold and administer any donations, bequests and endowments consisting of property of any description that may be given by or to the Institute for the furtherance of any of its objects;

4.2.21 to open an account or accounts with any registered financial institution and to draw, accept and endorse bills, cheques, promissory notes and other negotiable instruments;

4.2.22 to borrow, lend or raise money with or without security, and if secured, to secure it by any means, including mortgage of the Institute's property or by overdraft from its bankers;

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4.2.23 to invest any monies of the Institute not immediately required for any of its objects or commitments in such a manner as may, from time to time, be determined, provided that the income or profits from any investments shall be applied to the furtherance of the objects of the Institute;

4.2.24 to affect such insurances as may be necessary for the protection of the Institute's property;

4.2.25 to obtain policies of insurance indemnifying the Institute against any contingent losses or claims howsoever arising;

4.2.26 to charge an annual subscription payable to each member and a levy payable by each practice and to waive or reduce subscriptions or levies in any case that may appear to merit such consideration;

4.2.27 to charge an enrolment fee, and such other fees or special levies as may be necessary, and to waive or reduce any fee in any case that may appear to merit such consideration;

4.2.28 to determine reasonable travelling expenses and subsistence allowances payable to members or officials attending meetings of the committee or any subcommittee thereof to members or officials performing any special services and to any member or official authorised by the committee to visit any place in the interests of the Institute;

4.2.29 to cause to be designed and registered a seal and other insignia of the Institute and to prescribe for the use of such seal and insignia;

4.2.30 to run a club for its members and to do everything necessary therefore or incidental thereto;

4.2.31 to establish regional committees of the Institute and to prescribe for the control, management, administration and regulation of such regional committees and their affairs insofar as these are not regulated for herein;

4.2.32 to make and from time to time to alter, amend or rescind rules and by-laws for the carrying out of the business of the Institute and to provide for all other matters that, in terms of this Constitution, may be prescribed;

4.2.33 to guarantee the performance of any official obligation by any officer or servant of the Institute while carrying out his duties as such;

4.2.34 to enter into any arrangement with any government authority (central, regional, local or otherwise), corporation or person regarding money grants, rights, treaties, concessions, charters, franchises and privileges that may appear to be conducive to any one of the objects of the Institute; and

4.2.35 to take all such steps as may be necessary to be or to be deemed to be, or to continue to be recognised as an Architects' Institute as defined in the Act.

4.3 The income and profit of the Institute from whichever source derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise, or by way of profit to persons who at any time were members of the Institute, or to any person claiming through any such persons, provided that nothing herein shall prevent the payment in good faith of remuneration to any officers of the Institute or any other person in return for any services actually rendered to the Institute.

5 MEMBERSHIP

5.1 The Institute shall consist of corporate and non-corporate members.

5.1.1 **Corporate** members shall comprise any persons who have passed the examinations prescribed in terms of paragraph 4.2.8 and have complied with such other conditions as may, from time to time, be prescribed.

5.1.2 **Non-Corporate** members shall comprise:

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5.1.2.1 **Honorary** members, who shall be any persons who are not architects but who are persons whom the Board wishes to honour and so elect.

5.1.2.2 **Architects-in-training**, who shall be any persons who, having passed the examinations prescribed in terms of paragraph 4.2.8, are engaged in completion, to the satisfaction of the Board, such requirements as will lead to corporate membership of the Institute.

5.1.2.3 **Special** members, who can be any persons who are not eligible for any other category of membership whose applications after due notice to the corporate members are accepted by the Board.

5.2 Application for membership

5.2.1 Application for membership of the Institute shall be made on the prescribed form.

5.2.2 Each corporate member shall receive an appropriate certificate of membership. The certificate shall remain the property of the Institute and shall be surrendered on demand.

5.2.3 The name of every member shall be entered on a roll to be called the Roll of Members.

5.3 Rights and liabilities of members

5.3.1 Every **member** shall be entitled to:

5.3.1.1 receive all notices, circulars, balance sheets, accounts and other documents issued to members;

5.3.1.2 receive, at the discretion of the Board, such assistance in any matter as may be rendered in terms of this Constitution; and

5.3.1.3 take part in any discussion on any matter at any General Meeting.

5.3.2 Every **corporate** member shall be entitled to:

5.3.2.1 vote on any resolution put to any general meeting;

5.3.2.2 nominate and vote for members of the Board;

5.3.2.3 be nominated to and hold office within the Institute; and to

5.3.2.4 designate himself as a member of the Institute in terms of paragraph 5.4.

5.3.3 **Honorary** members shall not incur any of the obligations or be entitled to any of the rights of corporate members under this Constitution. They shall, however, be entitled to designate themselves as honorary members of the Institute in terms of paragraph 5.4.

5.3.4 **Architects-in-training** and **Special** members shall be entitled to such rights and privileges as may be prescribed by the Board.

5.3.5 The liability of each member is limited to the amount of any subscription, fine, levy or other debt owing by him to the Institute.

5.3.6 Membership of the Institute shall not confer upon any member any rights whatsoever to a share or participation in any assets belonging to the Institute.

5.3.7 Termination of membership for whatever reason shall entail forfeiture of all rights of membership.

5.3.8 It shall be the duty of every member of the Institute, other than honorary members, to notify the Board of any change in address or employment, partnership or association.

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5.4 Letters of designation

In order to designate their membership of the Institute, members shall be entitled to use the following letters of designation:

Corporate members: MNIA
Honorary members: Hon. MNIA

5.5 Enrolment fees and subscriptions

5.5.1 Every application for enrolment shall be made to the Board and shall be accompanied by the prescribed enrolment fee.

5.5.2 The Board shall annually determine the subscriptions payable by all categories of members and shall inform each member of the subscription due and payable by him.

5.5.3 The annual subscriptions for any year shall be due at the beginning of the administrative year.

5.5.4 The Board may, from time to time, impose a special levy on members and a levy on practices for particular purposes.

5.5.5 The Board shall have the power to waive, reduce or remit any fee, levy or subscription.

5.6 Liability of members in respect of annual subscriptions

5.6.1 Upon enrolment as a member of the Institute, such member shall be notified thereof by the Secretary and shall thereupon become liable for the prescribed annual subscription. Should such initial subscription not have been paid within one month of the date of posting of such notification, the Board may declare his enrolment to have lapsed, and in the event of his being registered as an architect, shall inform the Council accordingly.

5.6.2 Should a member join after the first month of any administrative year, he shall be liable for only a portion of the annual subscription based on the period of his membership in that year calculated to the nearest month.

5.6.3 Subject to paragraphs 5.5.5 and 5.6.1, the name of any member whose annual subscription is not paid within 90 days of the due date, or within such further period as the Board may in any particular case allow, shall be struck off the roll of members by the Secretary, and if he is registered as an architect, the Council shall be informed thereof. The monies due by a member so removed shall, nevertheless, remain a debt due to the Institute.

5.7 Liability of practices in respect of annual levies

Every practice shall be liable for an annual levy calculated on such basis as the Board may deem fit. Subject to paragraph 5.5.5, the names of the members participating in the practice as partners or directors shall be struck off the membership roll by the Secretary if the levy has not been paid within 90 days of the date of issue of a notification or such further period as the Board may in any particular case allow, and the Council shall be accordingly informed.

5.8 Duration and termination of membership

5.8.1 Every member shall remain a member until his membership is terminated in accordance with the provisions of this Constitution.

5.8.2 A member shall cease to be a member:

5.8.2.1 upon receipt by the Board of written resignation from membership;

5.8.2.2 upon expulsion from membership by the Board on any ground prescribed;

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5.8.2.3 upon cancellation of registration as an architect by the Council in terms of the Act.

5.8.3 No refund of any subscription or levy or part thereof shall be made to a person who has ceased to be a member.

5.9 Readmission

5.9.1 No person who has been a member of the Institute and ceased to be such, shall be eligible for readmission to membership until he has paid all the arrears of subscription and levies (if any) due to the Institute at the date when his membership ceased, as well as any legal expenses that may have been incurred in respect of the collection of the above-mentioned arrears and levy.

5.9.2 No person whose membership has been terminated by reason of expulsion in terms of this Constitution shall be readmitted to membership without the prior approval of the Board.

6 THE PRESIDENT

6.1 The Members' Assembly shall elect one of the Board members to be the President of the Institute.

6.2 Election of the President

6.2.1 At a General Meeting the chairperson of the meeting shall announce the names of the most recently elected Board members, and then call for nominations of candidates for the post of President of the Institute.

6.2.2 Any corporate member present at the General Meeting may nominate or second the nomination of a candidate for election as President.

6.2.3 If more than one candidate has been duly nominated, the chairperson of the meeting shall determine the procedure by which the President is to be elected, provided that where the chairperson has been nominated, he shall hand over the chair to an alternative chairperson for the duration of the election proceedings.

6.2.4 For a candidate to be elected as President, he must attract the votes of at least half the number of members present.

6.3 The role of the President

6.3.1 The President shall be the principal external representative of the Institute. As such, the President shall be responsible for all personal communications between the Institute and other national organisations and representatives or organisations.

6.3.2 The President shall be responsible for developing the access and opportunities that are required from time to time, so as to give effect to paragraph 6.3.1.

6.3.3 The President shall act as chairperson at all General Meetings and Board Meetings of the Institute.

6.3.4 The President shall be elected annually according to the provisions of paragraph 6.2. The outgoing President shall be eligible for re-election.

6.4 Termination of office

The President shall cease to be President –

6.4.1 at the end of the first Annual General Meeting following the President's election;

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6.4.2 when the President is no longer a corporate member of the Institute;

6.4.3 when the President resigns in writing to the Board;

6.4.4 when the full Board, at a Special Board Meeting, unanimously terminates his tenure as President;

6.4.5 when the Members' Assembly terminates the period of office by majority vote.

6.5 Filling of vacancy

6.5.1 When the office of President is vacated in terms of paragraphs 6.4.2, 6.4.3, 6.4.4 or 6.4.5, the Board shall immediately appoint an acting President, who shall perform all the duties and exercise all the powers of the President.

6.5.2 After having appointed an acting President, the Board shall consider the need to call for a General Meeting in order to elect a new President.

7 THE BOARD

7.1 The Institute shall be managed by a Board.

7.2 Structure of the Board

7.2.1 The Board shall consist of eight members elected from and by the corporate members of the Institute, with such additional members as the Board may decide to co-opt with a view to fulfilling a particular function.

7.2.2 Every member of the Board shall hold office for a period of two years, unless his office is vacated in terms of paragraph 7.4.

7.2.3 When the Board is enlarged for the first time in accordance with this Constitution, the newly elected Board shall co-opt two members to fill the newly created vacancies, selected by the full Board of six members through a majority vote. The term of office of the candidate attracting the least number of votes shall be one year only. In the case of a tie between the first two candidates co-opted, the terms of office of each shall be determined by lot.

7.2.4 Any person whose period of office as a member of the Board has expired by the effluxion of time shall be eligible for re-election.

7.3 Election of Board members

7.3.1 Nominations for election

7.3.1.1 The Board shall, at least six weeks before the General Meeting, issue a request to all members to nominate candidates for election to the Board.
7.3.1.2 Any corporate member may nominate, in writing, a candidate for election to the Board, given that each such candidate is a corporate member, and shall have signified acceptance by signing his nomination paper.

7.3.1.3 Such nomination shall be in the hands of the Secretary not later than four weeks before the date set up for the General Meeting.

7.3.1.4 If after expiry of the time of nomination, an insufficient number of persons has been nominated to form a board, the remaining members of the Board shall nominate such number of additional persons required to form a board.

7.3.1.5 The names of candidates nominated, if exceeding the minimum required to form a board, shall be arranged in alphabetical order and printed on a ballot paper.

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7.3.2 Ballot papers

7.3.2.1 If more candidates are nominated than are required to form a board, a ballot paper and two envelopes shall be forwarded to each corporate member at least two weeks before the Annual General Meeting.

7.3.2.2 The corporate member shall complete the said paper and enclose it in the small envelope, which shall be enclosed in the large envelope. After signing on the large envelope, the member shall forward or hand it to the Secretary or other designated official at any time before the scrutineers retire at the aforesaid Annual General Meeting.

7.3.3 Scrutineers

7.3.3.1 At the Annual General Meeting at which a ballot is held, the corporate members present shall appoint two or more scrutineers from among their members, who, with the Secretary or other designated official, shall proceed to call out the name of the member whose signature appears on the plain envelope, ascertain that all is in order, open and destroy the large envelope, and then deposit the small envelope contained therein, unopened, in the ballot box.

7.3.3.2 The scrutineers shall then retire and count the votes recorded on the said ballot papers and report the figures and results of the ballot to the Chairperson before the close of the meeting.

7.3.3.3 Ballot papers shall not be invalidated by reason of signature thereof.

7.3.3.4 Upon the declaration of the result of the ballot, the scrutineers shall hand all the ballot papers to the Secretary or other designated official, which the Secretary shall retain for at least three calendar months from the date of the ballot.

7.3.3.5 Before the adjournment of the Annual General Meeting, the Members' Assembly shall elect the President in terms of paragraph 6.2.

7.4 Vacancy on the Board

7.4.1 The office of a member of the Board shall be vacated if:

7.4.1.1 the member resigns from the Board in writing;

7.4.1.2 the member is absent from more than three consecutive meetings without the consent of the Board;

7.4.1.3 the member ceases to be a corporate member of the Institute.

7.4.2 Filling of the vacancy

In the event of any vacancy occurring on the Board, the vacancy may be filled by the Board at any board meeting summoned for this purpose, and of which 14 days' notice has been given, provided that a person so appointed shall be selected to fill the vacancy for the unexpired portion of the period of tenure of the member who has vacated his office.

7.5 Powers and duties of the Board

The Board shall have the power to:

7.5.1 instigate minutes to be kept of all meetings of the Board and its subcommittees;

7.5.2 frame and publish the roll of members referred to in paragraph 5.2.3 of this Constitution;

7.5.3 notify the Council of the termination of membership of every member registered as an architect or architect-in-training with the Council;

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7.5.4 have the custody of the seal of the Institute;

7.5.5 nominate and appoint members to serve as the Institute's representatives on any body for any purpose;

7.5.6 institute the same nomination and postal-voting procedures for Council members as prescribed for Board members;

7.5.7 control the financial affairs of the Institute in accordance with paragraph 7.7 of this Constitution;

7.5.8 determine the financial year of the Institute;

7.5.9 hold a referendum of members if deemed necessary on any matter affecting the Institute or the profession of architecture;

7.5.10 appoint committees or subcommittees and prescribe rules for regulating their proceedings;

7.5.11 delegate any of its powers or duties to any person or committee; and

7.5.12 generally do all other such things as are incidental or conducive to the performance of the duties or the implementation of the powers set out in these rules.

7.6 Meetings of the Board

7.6.1 General procedures for all Board meetings

7.6.1.1 Notice of meetings – except in cases of emergency and in the case of the first meeting referred to in paragraph 7.6.2, not less than seven days clear notice of a meeting of the Board shall be given to each member of the Board at his registered address.

7.6.1.2 Quorum – five of the members of the Board shall form a quorum. The quorum shall be maintained throughout the meeting.

7.6.1.3 Agenda – at a meeting of the Board only such business as is on the agenda shall be decided upon unless the Board members present unanimously decide otherwise.

7.6.1.4 Decision by majority – all questions that may come before any meeting of the Board shall, in the case of a difference of opinion, be decided upon by the majority of the members present at a meeting, the chairperson not having a deliberative vote. In case of an equality of votes, the chairperson shall exercise a casting vote.

7.6.1.5 Attenuated Board – should the membership of a Board be reduced to a number less than a quorum, a Special General Meeting may be called by the Chairperson or by any member of the Board, and such Special General Meeting may elect members to complete the Board, bearing in mind the provisions of paragraph 7.8.2.

7.6.1.6 Minutes – minutes shall be recorded of all resolutions and proceedings of meetings of the Board and committees thereof.

7.6.1.7 Alternative quorum – notwithstanding any other provisions in this Constitution, a motion in writing sent to all the members of the Board by registered post and signed by a sufficient number of its members to form a quorum, shall be valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Any such resolution may consist of several documents in like form, each signed by one or more of the members of the Board.

7.6.1.8 Chairperson – the President shall preside at all meetings of the Board, or in the chairperson's absence, the Vice-President. In the absence of either of these, a chairperson shall be elected by and from the members present.

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7.6.2 First Board Meeting

7.6.2.1 A first Board meeting shall be held as soon as possible after the Annual General Meeting, so as to allow for each Board member to be present.

7.6.2.2 The purpose of the first meeting shall be only to elect office bearers, and to give notice of the next Board meeting.

7.6.2.3 At the first Board meeting the Board shall elect from among its members a Vice-President, as well as any further office bearers that the Board might wish to elect.

7.6.3 Regular Board Meetings

Subject to the provisions of paragraph 7.6.1, the Board shall meet at least once every three months at such place as it may determine.

7.6.4 Special Board Meetings

A special meeting of the Board may, at any time, be called by order of the President, or failing the President, the Vice-President, and shall be thus called at the written request of at least four members of the Board, provided that not less than seven days' notice be given and that the objects of the special meeting are fully set out in the notice.

7.7 Financial Control

7.7.1 The funds, assets and property of the Institute, fixed or otherwise, shall be administered by the Board on behalf of the Institute.

7.7.2 Unless otherwise determined by the Board, all cheques drawn on behalf of the Institute shall be signed by any two of a number of persons designated by the Board.

7.7.3 The Board shall keep proper account of all monies received and expended, and of all the assets and liabilities of the Institute.

7.7.4 The books and accounts shall be audited annually by the auditors appointed by the Members' Assembly at the Annual General Meeting.

7.7.5 Any fine imposed upon any member by the Board or any duly authorised sub-committee thereof, and all annual subscriptions and any special levy upon members shall be a debt due by the member concerned, which the Board may recover by legal process.

7.8 Indemnity

7.8.1 Every member of the Board and any subcommittee thereof and every officer, Secretary and auditor of the Institute shall be indemnified by the funds of the Institute against all bona fide liabilities, costs, losses and expenses incurred by them in the discharge of their duties on behalf of the Institute.

7.8.2 No member of the Board or any committee thereof, or any officer, secretary or auditor of the Institute shall be liable for the acts, receipts, neglects or defaults of any other member of the Board or any committee thereof, or of any other officer, secretary or auditor of the Institute.

7.9 Execution of Deeds

All deeds, documents and instruments that require signature on behalf of the Institute shall be signed by the Secretary or by any officer or member of the Board, duly authorised by resolution of the Board.

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8 THE MEMBERS' ASSEMBLY

8.1 The Members' Assembly shall:

8.1.1 be the principal decision-making body of the Institute;

8.1.2 consist of all the corporate members of the Institute present at a duly constituted General Meeting of the Institute;

8.1.3 govern the Institute by means of the meeting of the Members' Assembly.

8.2 Meetings of the Members' Assembly

8.2.1 Procedures for meetings

8.2.1.1 Notice of Meetings

The Board shall give at least six weeks notice of the venue, date and time for the General Meeting, except in the case of a Special General Meeting, in which case paragraph 8.2.4 shall apply. The notice shall contain such particulars as are required by this Constitution.

8.2.1.2 Quorum

The quorum necessary to constitute any General Meeting shall be one quarter of the corporate members' resident in Namibia. The quorum shall be maintained throughout the meeting. If no quorum is present, the meeting shall be adjourned and resumed 20 minutes later at the same place. The corporate members present shall then constitute a quorum.

8.2.1.3 Chairperson

1) The President shall preside at all meetings of the Members' Assembly; in the President's absence the Vice-President shall preside; in the absence of both the President and Vice-President, a Chairperson shall be elected from the corporate members present.
2) The Chairperson of the meeting shall decide on all matters of procedure, whether or not specifically covered by this Constitution, and the Chairperson's decision shall be final, on condition that he may not adjourn or terminate such meeting save on a majority vote to that effect.
3) The Chairperson shall not have a deliberative vote on any motion, save in the case of a tie, in which case he shall exercise a casting vote.
4) Should the right of any person to take part in the business of a General Meeting or to be present at the meeting be challenged, the Chairperson shall consider this and his decision shall be final.

8.2.1.4 Minutes

Minutes shall be recorded in writing of all resolutions and proceedings of General Meetings. Such minutes shall be confirmed and signed by the Chairperson at the next meeting.

8.2.2 General Meetings

At a General Meeting members shall have the right to:

8.2.2.1 suggest new rules or amendments to rules for consideration by the Board;

8.2.2.2 deliberate and make suggestions to the Board concerning any matter covered by the Act and this Constitution.

8.2.3 Annual General Meeting

8.2.3.1 The Members' Assembly shall convene an Annual General Meeting of its members.

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8.2.3.2 In addition to the rights referred to in paragraph 8.2.2, the Annual General Meeting shall:

a) consider and, if approved, adopt the audited accounts and submit any comments and criticisms thereof;

b) appoint one or more auditors and establish his or their remuneration.

8.2.4 Special General Meetings

8.2.4.1 The Board may, whenever it thinks fit, call a Special General Meeting.

8.2.4.2 A Special General Meeting shall be called by the Secretary within 21 days after the receipt of a written request by the Secretary, signed by not less than one third of the corporate members, stating the objects of the proposed meeting.

8.2.4.3 At least 14 days' notice of the venue, date, time and agenda for a Special General Meeting shall be given.

9 WINDING UP

9.1 The Institute may be wound up or amalgamated with any similar Institute by a resolution of the Board submitted to the corporate members of the Institute for decision by postal vote, on condition that the Institute may not be so wound up or amalgamated unless such vote is carried by two-thirds majority of those corporate members voting.

9.2 The terms of any such resolution shall provide for the manner in which any surplus assets of the Institute shall be applied.

10 AMENDMENTS TO THE CONSTITUTION

Two-thirds of the corporate membership of the Institute, resident in Namibia, may amend this Constitution.