



## **CONSTITUTION OF THE STAMPRIET AQUIFER URANIUM MINING ASSOCIATION TO BE FORMED:**

### **1. Name and establishment of an Association**

- 1.1 The organisation established by this constitution shall be known as the "Stampriet Aquifer Uranium Mining Association", hereinafter called "SAUMA".
- 1.2 The administrative offices of the Association shall be in Windhoek, Namibia.
- 1.3 An unincorporated voluntary association is accordingly hereby established under the name of the Association. The Association will henceforth conduct its affairs in terms of the provisions of this constitution and the Rules of the Association.
- 1.4 The Association will continue for an indefinite period and may be wound up or dissolved by the management committee in the manner referred to in paragraph 16 below.
- 1.5 The Association has the power to elect the management committee, as set out in paragraph 8 below, which will be responsible for the achievement of the purpose, objectives and the functions of the Association as specified in this constitution.
- 1.6 The Association also has the power to amend this constitution from time to time as set out in paragraph 15 below.

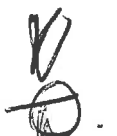
- 1.7 The Management Committee of the Association will have all powers it requires to pursue and achieve the purpose and objectives of the Association, and the discretion as to how it deals with the Association Funds for this purpose, subject to the limitations implicit in the purpose and objectives and subject to the further provisions of this constitution and relevant policy and legislation.
- 1.8 Without limiting the general nature of the powers referred to in clause 1.7 above, they will include the general investment and administrative powers and the power generally to do all things which are incidental or conducive to achieving the purpose and objectives of the Association.

## **2. Vision**

- 2.1 To be an influential public-mandated organisation serving the interests of all those reliant on the underground water resources in the SAB by making an active and positive contribution to the conservation of our natural resources and ecology within the SAB; to promote a sustainable development economy for the benefit of all present and future generations who are to depend on the natural resources and to ensure a healthy environment for present and future generations who sustain their livelihoods within or in connection with and beyond the SAB.

## **3. Mission**

- 3.1 To conserve the natural surface and sub-surface environment of the SAB and to advocate for the attainment and implementation of effective legislative protection, establish policies conducive to the wise and sustainable use of the natural resources within the SAB and generally to promote the sustainable development thereof.
- 3.2 To oppose and advocate against any extractive industries, including mining of uranium or any other mineral resource within the confines of the SAB which threatens the natural environment, water and ecology of the SAB.



3.3 To oppose and prevent any potentially harmful activities that may pollute or otherwise adversely affect the underground water resources of the SAB or create adverse environmental impacts on the ecology in the SAB.

#### 4. Objectives

4.1 To create and maintain a SAB-wide network of people living and working in the SAB in order to effectively distribute and share information.

4.2 To advance community awareness and participation in, and the practice of all aspects of, conservation in the SAB through the promotion, organisation, implementation, guidance and encouragement of:

(a) sustainable use of the surface and sub-surface natural resources within the SAB,

(b) monitoring of, and -reporting on, environmental issues and developments,

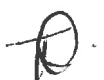
(c) wise environmental decision-making,

(d) conservation and protection of the surface and sub-surface environment in the SAB.

4.3 To act as a forum for people interested in issues affecting the surface and sub-surface environment of the SAB in Namibia by holding regular meetings and information sharing;

4.4 To collect, collate and disseminate general information that threatens conservation issues relevant to the SAB. This information may also be presented in public talks and/or be published as newspaper articles as well as in journals.

4.5 To assist and/or co-operate with other individuals or organisations with similar or compatible aims.



4.6 To foster collaboration and strong working relationships with individuals and organisations in both the public sector (government) and civil society (including NGOs, CBOs, the private sector, educational institutions and donors) in Namibia, as well as with societies or institutions whose aims are similar to those of SAUMA, to help achieve the Mission of SAUMA.

## **5. Income and property**

5.1 SAUMA will keep a record of everything it owns.

5.2 SAUMA shall not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the SAUMA. The payment must be a reasonable amount for the work that has been done.

5.3 A member of the SAUMA can only get money back from the SAUMA for expenses that she or he has paid for or on behalf of the SAUMA that are approved by the management committee.

5.4 Members or office bearers of the SAUMA do not have rights over things that belong to the SAUMA.

## **6. Membership and General Meetings**

6.1 Any person who shares a common vision shall be eligible to become a member of the SAUMA.

6.2 If a person who meets the eligibility criteria in 6.1, above, wants to become a member of the SAUMA, she or he must apply to the SAUMA's management committee.

6.3 The management committee has the right to refuse an application for membership, provided that reasonable grounds exist for such a refusal.

6.4 The management committee has the right to cancel a person's membership of SAUMA, provided that:

- (a) that person has failed to comply with the condition set out in 6.1, above, or any other relevant provision of this constitution; and
- (b) such non-compliance was sufficiently serious to call for the cancellation of that person's membership.

## 7. **Membership and Annual General Meetings**

7.1 Members of the SAUMA must make reasonable efforts to attend its annual general meetings. At the annual general meeting members exercise their right to determine the policy of the SAUMA.

## 8. **Management**

8.1 A management committee will manage the SAUMA. The management committee will be made up of not less than 4 members and no more than 7. The management committee will decide as to who, from amongst its committee members, shall be the Chairperson, Assistant Chairperson, Treasurer and Secretary.

8.2 Office bearers will serve for one year, but they can stand for re-election for another term in office after that.

8.3 If a member of the management committee does not attend three management committee meetings in a row, without having applied for and obtaining leave of absence from the management committee, then the management committee will find a new member to take that person's place.

8.4 The management committee will meet at least once every 3 months. More than half of members are needed to constitute a quorum. A quorum is required at the meeting to enable the management committee to make decisions that are allowed to be acted on.

- 8.5 Minutes will be taken at every meeting to record the management committee's decisions. The minutes of each prior meeting will be given to management committee members at least one week before the next meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the management committee, and shall thereafter be signed by the chairperson.
- 8.6 The SAUMA has the right to form sub-committees. The decisions that sub-committees take, must be given to the management committee. The management committee must decide whether to agree to them or not at its next meeting. This meeting should take place soon after the sub-committee's meeting. By agreeing to decisions, the management committee ratifies them.
- 8.7 All members of the SAUMA have the right to review the minutes of management committee meetings within a reasonable time upon request.
- 8.8 All members of the SAUMA must abide by decisions that are taken by the management committee.

## **9. Powers of the SAUMA Management Committee**

- 9.1 The management committee may take on the power and authority that it reasonably believes it needs to be able to achieve the objectives that are stated in article 2 of this constitution. Its activities must abide by the law.
- 9.2 The management committee has the power and authority to raise funds or to invite and receive contributions.
- 9.3 The management committee has the power to buy, hire or exchange any of the SAUMA's property for anything that it needs to achieve its objectives.
- 9.4 The management committee has the right to make by-laws for proper management, including procedure for application, approval and termination of membership.

9.5 The members will decide on the powers and functions of office bearers at SAUMA's first General meeting, including the determination and levying of membership fees or contributions.

## **10. Meetings and procedures of the management committee**

10.1 The management committee may hold at least one ordinary general member's meeting each year. This meeting is mainly to inform members of the activities of the Association and for discussion in relation to decisions and strategies. The Committee does not need to follow the format of the Annual General meeting but the meeting must be minuted and confirmed at the next management committee meeting.

10.2 The chairperson, or two members of the management committee, can call a special meeting if they want to. But they must let the other management committee members know the date of the proposed meeting not less than 7 days before it is due to take place. They must also tell the other members of the management committee which issues will be discussed at the meeting. If, however, one of the matters to be discussed is to appoint a new management committee member, then those calling the meeting must give the other committee members not less than 30 days notice.

10.3 The Management Committee has the power and authority to determine that any annual or special meeting of members be held virtually by means of virtual conference applications, telephone or other communications equipment, in lieu of being held at any designated place, and participation in such a meeting shall constitute presence in person at the meeting. Any such meeting shall be subject to such guidelines and procedures as the management committee may adopt for notice for any such meeting and need not designate a "place" of the meeting if it is to be held solely by means of virtual communications equipment.

10.4 The chairperson shall act as the chairperson of the management committee. If the chairperson does not attend a meeting, then members of the committee



who are present choose which one of them will chair that meeting. This must be done before the meeting starts.

10.5 There shall be a quorum whenever such a meeting is held.

10.6 When necessary, the management committee will vote on issues. If the votes are equal on an issue, then the chairperson of that meeting has either a second or a deciding vote.

10.7. Minutes of all meetings must be kept safely and always be on hand for members to consult.

10.8 If the management committee thinks it is necessary, then it can decide to set up one or more sub-committees. It may decide to do this to get some work done quickly. Or it may want a sub-committee to do an inquiry or a specific task, for example. There must be at least two people on a sub-committee. The sub-committee must report back to the management committee on its activities. It should do this regularly.

## **11. Annual general meetings**

11.1 The annual general meeting must be held once every year, towards the end of the SAUMA's financial year.

11.2 The SAUMA should deal with the following business, amongst others, at its annual general meeting:

- (a) Agree to the items to be discussed on the agenda.
- (b) Write down who attends and who apologised, if unable to attend.
- (c) Read and confirm the previous meeting's minutes with matters arising.
- (d) Chairperson's report.
- (e) Treasurer's report.
- (f) Changes to the constitution that members may want to make.
- (g) Elect new office bearers.
- (h) General.



- (i) Close the meeting.

## **12. Finance**

- 12.1 An accounting officer shall be appointed at the annual general meeting. His or her duty is to audit and check on the finances of SAUMA.
- 12.2 The treasurer's job is to control the day-to-day finances of SAUMA. The treasurer shall arrange for all funds to be put into a bank account in the name of SAUMA. The treasurer must also keep proper records of all the finances.
- 12.3 Whenever funds are taken out of the bank account, the chairperson and at least one other member of SAUMA must sign the withdrawal or cheque.
- 12.4 The financial year of SAUMA ends on 28 February every year.
- 12.5 The SAUMA's accounting records and reports must be ready and made accessible to all members within three months after the financial year end.
- 12.6 If the SAUMA has funds that can be invested, the funds may only be invested with registered financial institutions in terms of the Banking Institutions Act 2 of 1998. Or the SAUMA may obtain securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985. The SAUMA may consult different banks or other financial institutions to seek advice on the best way to look after its funds.

## **13. Changes to the constitution**

- 13.1 The constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the members who are at the annual general meeting or ordinary general meeting. Members must vote at this meeting to change the constitution.

13.2 Two thirds of all members shall be present at a meeting (“the quorum”) before a decision to change the constitution is taken. Any annual general meeting or ordinary general meeting may vote upon such a proposal, if the details of the changes are set out in the notice referred to in 10.2

13.3 A written notice must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.

13.4 No amendments may be made which would have the effect of making the SAUMA cease to exist.

#### 14. Dissolution/Winding-up

14.1 The SAUMA may close down if at least two-thirds of all members (“the quorum”) are present at a meeting convened for the purpose of considering such matter and are in favour of closing down.

14.2 When SAUMA closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the SAUMA. It should be given in some way to another non-profit organisation that has similar objectives. The SAUMA’s general meeting can decide what organisation this should be.

This constitution was approved and accepted and adopted by the founding members of the **STAMPRIET AQUIFER URANIUM MINING ASSOCIATION** at a special (general) meeting of initial members held at Windhoek on

Diran Opperman.

Chairperson

Tanja Dahl

Dahl.

Secretary