

REPUBLIC OF NAMIBIA  
COMPANIES ACT 2004  
(Section 64) (Regulation 18(3))

**ARTICLES OF ASSOCIATION  
OF A COMPANY NOT HAVING SHARE CAPITAL  
NOT ADOPTING SCHEDULE 1**

Registration Number of Association

**NAME OF ASSOCIATION:**

**CONTINUING PROFESSIONAL DEVELOPMENT ASSOCIATION FOR  
EDUCATORS IN NAMIBIA (NON-PROFIT ASSOCIATION INCORPORATED  
UNDER SECTION 21)**

- A. The articles of Table A contained in Schedule 1 to the Companies Act, 2004, shall not apply to the Association.
- B. The articles of the Association are as follows:

**CONTINUING PROFESSIONAL DEVELOPMENT ASSOCIATION FOR EDUCATORS IN NAMIBIA  
(NON-PROFIT ASSOCIATION INCORPORATED UNDER SECTION 21)**

**CONTINUING PROFESSIONAL DEVELOPMENT ASSOCIATION FOR EDUCATORS IN NAMIBIA**  
(NON-PROFIT ASSOCIATION INCORPORATED UNDER SECTION 21)

## GENERAL

1. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date which these Articles become binding on the Association.

## MEMBERS

2. The number of members of the Association shall not be less than seven.
3. **Admittance.** The subscribers to the Memorandum of Association and such other Membership shall be open to all practicing and retired educators in Namibia who are “in good standing within the education profession.” Membership is bestowed on an individual or institution upon full completion of a membership form and a written confirmation from the Association by the Chairperson. Membership is subject to an annual membership fee payable every year. The membership fee shall be as set out in articles 3.1 and 3.2 respectively for the first year of the Association’s operation, thereafter reviewed annually at the Annual General Meeting (AGM). Registered members will receive a membership card, displaying their distinct membership numbers.

3.1 Individual Membership is shall be open to all practising Educators. Each individual member shall have voting rights; one vote per individual member. Individual membership fee shall be N\$50.00; subject to annual review.

3.2 Institutional Membership shall be open to all registered tertiary education institutions, and all primary and secondary schools in Namibia. An institutional membership is for the institution and may only be represented by not more than two natural persons per occasion, being the representative of that institution. Institutional members have voting rights; two votes per institution. The institutional membership fee shall be N\$100.00, subject to annual review.

3.3 Retired Members shall be those individuals who have functioned as educators during their livelihoods and want to participate in the Association’s activities. Registered retired members will have voting rights. Retired membership fee shall be N\$50.00; subject to annual review.

3.4 Honorary Life Time Members Honorary Life Time Membership is bestowed upon individuals who contributed immensely to education in Namibia based on approval by the National CPD Consortium Advisory Committee. Honorary Members have no voting rights.

4. **Resignation.** A member is obliged to resign if the majority of the members so require. A member who desires to resign shall signify such desire in writing to the Chairperson. A member who has not paid his/her subscription by the due date shall be considered to have resigned. In such cases the secretary shall remove the name of the person from the list of members. Termination of membership shall also cease on the death of a member and is not transferrable, if a member is guilty of any misconduct, dishonest conduct or acted in conflict with the Association, or failed to observe the provisions of these Articles of Association; the membership can be determined by a majority vote of the members. Members on suspension may not benefit from the initiatives of the Association during this time.
5. **Subscription.** Members shall pay annually the subscription determined at the annual general meeting.

#### **GENERAL MEETINGS**

6. The Association shall hold a General Meeting in every calendar year as its Annual General meeting following the National Conference and as may be determined by the Directors and shall specify the meeting as such in the notices calling it, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
7. All General Meetings, other than Annual General Meetings, shall be called Extraordinary Meetings.
8. The Directors may whenever they think fit convene an Extraordinary Meeting, and Extraordinary Meetings shall also be convened on such requisition or in default may be convened by such requisition as provided by the Act.
9. Twenty-One days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the

place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

11. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Directors and of the Auditors, the election of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein provided a majority of the members of the Association present in person and in proxy shall be a quorum.
13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place or at such other place as the Chairperson shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
14. The Chairperson (if any) of the Directors shall preside as Chairperson at every General Meeting, but if there be no such Chairperson, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose one of the Directors, or if no Director be present or if all the Directors present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
15. The Chairperson may, with the consent of any meeting at which a quorum is present

(and shall if so directed by the Meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given in the same manner as of an original meeting, Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

16. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and in proxy and entitled to vote, unless a poll is before or upon the declaration of the result of the show of hands, demanded by the Chairperson or by at least one member present in person and unless that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
17. Subject to the provisions of Article 206, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairperson of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. No poll shall be demanded on the election of a Chairperson of a meeting, or on any question of adjournment.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
20. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been deemed.
21. Subject to the provisions of the Act a resolution in writing signed by the majority of the members for the time being entitled to receive notice of an attend and vote at General Meetings shall be valid and effectual as if it has been passed at a meeting of the

Association duly convened and constituted.

### **DIRECTORS**

23. Unless otherwise determined by the Association in General Meeting the number of Directors shall not be less than two.
24. The Directors of the Association shall be nominated by the National CPD Consortium Advisory Committee; the nominations shall not be less than 10 persons; which shall be elected at an Annual General Meeting by the members of the Association.
25. The Current Director of the CPD Unit will be an ex officio Director of the Association.

### **POWERS OF THE DIRECTORS**

26. The business of the Association shall be managed by the Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force, and affecting the Association and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulations made by the Association in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
27. The Directors may act notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as Directors for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.



### **DISQUALIFICATION OF DIRECTORS**

29. The office of the director shall be vacated:
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
  - (b) If he fails to comply by the mains and objects of the Association
  - (c) If by notice in writing to the Association he resigns his office.
  - (d) If he becomes of unsound mind.
  - (e) If he ceases to hold office by reason of any order made under Section 219 of the Act.
  - (f) If he is removed from office by a resolution.

Provided always that Section 225 of the Act shall not apply to the Association.

### **ROTATION OF DIRECTORS**

30. At an Annual General Meeting of the Association every year third year the Directors of the Association shall retire from office, only excluding the Current Director of the CPD Unit the ex officio Director of the Association.

### **PROCEEDINGS OF THE DIRECTORS**

31. The Directors may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit, the quorum necessary is a majority of the Directors of the Association. Unless otherwise determined, there shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote.
32. The Directors shall from time to time elect a Chairperson who shall be entitled to preside at all meetings of the Directors at which he shall be present, and may determine for what period, he is to hold office, but if no such Chairperson be elected, or if at any meeting the Chairperson be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Directors present shall choose one of their number to be Chairperson of the meeting.
33. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers, and discretions by or under the regulations of the Association for the time being vested in the Directors generally.

34. The Directors may delegate any of their powers to committees consisting of such Director or Directors and other persons as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Directors. The meetings and proceedings of any such committee shall be governed by the provisions of the Constitution of the Association for regulating the meeting and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors as aforesaid.
35. All acts bona fide done by any meeting of the Directors or of any committee of the Directors or by any person acting as a director, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a director.
36. The Directors shall cause proper minutes to be made of all appointments of officers made by the Directors and of the proceedings of all meetings of the Association and of the Directors and of committees of the Directors, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
37. A resolution in writing signed by the majority of the Directors or of any committee of the directors who are duly entitled to receive notice of a meeting of the Directors or of such committee shall be valid and effectual as if it had been passed at a meeting of the Directors or of such committee duly convened and constituted.

### **ACCOUNT**

38. The Directors shall cause proper books of account to be kept with respect to:
  - (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place.
  - (b) all sales and purchases of goods by the Association, and
  - (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept books of account as are necessary to give a true and fair view of the state of the affairs of the Association

and to explain its transactions.

39. The books of account shall be kept at the registered office or at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the members of the Association.
40. The Association in general Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of members at all reasonable times during business hours.
41. At the Annual general Meeting in every year the Directors shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Directors and the Auditor and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditor's report shall be open to inspection and be read before the meeting.

#### **AUDIT**

42. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors. The first auditors of the Association shall be Saunderson & Co.

#### **NOTICES**

43. A notice may be served by the Association upon any member, either by electronic

means, personally, or by sending it through the post in a prepaid letter, addressed to such member at his postal address as appearing in the register of members.

44. Any member described in the register of members by an address not with The Republic of Namibia who shall from time to time give the Association an address within The Republic of Namibia at which notices may be served upon him shall be entitled to have notice served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address with The Republic of Namibia be entitled to receive notices from the Association.

#### **AMENDMENTS**

45. The Articles of this Association may be amended at an Annual General Meeting by a two-thirds vote of a two-thirds quorum present on condition that the proposed amendments are made in written form.

#### **DISSOLUTION, DEREGISTRATION OR WINDING-UP**

46. The dissolution, deregistration or winding-up of this Association can only be adopted in Annual General Meeting by a two-thirds vote of a two-thirds quorum present.
47. Dissolution, deregistration or winding-up shall only be considered after consultation of all members and stakeholders.
48. On its dissolution, deregistration or winding-up the assets of the association remaining after satisfaction of all its liabilities must be donated or transferred to some other association or institutions having objects similar to its object, to be determined by the members of association.