



WILDLIFE RANCHING  
NAMIBIA  
(WRN)

**CONSTITUTION**

**WILDLIFE RANCHING NAMIBIA (WRN)****CONSTITUTION**

**This Constitution will be applied in conjunction with the “WRN Code of Conduct” and the “WRN Disciplinary Code and Procedure**

**1. NAME**

The registered name of the organisation is **WILDLIFE RANCHING NAMIBIA**, abbreviated as **WRN**.

**2. ESSENCE OF THE ORGANISATION**

2.1 **WRN** is a registered non-profit company/organization representing the national and international interests of the industry, related to the sustainable breeding, conservation, production and marketing of wildlife in NAMIBIA. It consists of members who may be natural or juristic persons.

2.2 The organisation is operated as a centralised national entity with members gaining direct membership and paying membership fees.

2.3 To cater for local or specific circumstances, provision is made for Advisory Committees and Strategic Operational Units (hereafter called "SOU's").

2.3.1 SOU's are stakeholder organisations that have been operating separately from **WRN**. Their members are not paid-up members of **WRN** and have no voting rights at the Annual General Meetings.

2.4 An Advisory Committee can, in terms of **national interest** for a certain species, be effected by the WRN Council. The need for an Advisory Committee is established and requested by members. Representatives for the Advisory Committee are nominated through the Council by stakeholder game farmers.

2.4.1. The Advisory Committee may raise funds and/or receive donations, also from their members, for special projects. WRN Treasurer will manage such funds on their behalf.

2.4.2. The WRN Council and the Advisory Committee are responsible to all the members, and give feedback at each meeting of Council.

2.4.3. The Advisory Committee is supported administratively by WRN.

### 3. OBJECTIVES

- 3.1 To function as an integral part of the framework of the **Green Economy** as prescribed by the Government and international agencies.
- 3.2 **To advance sustainable game production and utilisation of game as a viable, economic activity.**
- 3.3 To act as the national representative organisation of the wildlife ranching industry in NAMIBA and to promote, serve and protect its interests.
- 3.4 To facilitate the development of a NAMIBIAN **brand name** for the production and marketing of game meat (venison), in order to ensure its economic sustainability through local and international markets and points of sale.
- 3.5 To maintain a Code of Conduct for members.
- 3.6 To operate as the only national liaison body and negotiator between the organised wildlife industry, government and other stakeholders.
- 3.7 To support the establishment of emerging wildlife ranchers and to actively co-operate with economically sustainable initiatives.
- 3.8 To promote research, knowledge and technological development with regard to natural flora and game as well as the management thereof, in order to promote the economic utilisation of game production.
- 3.9 To provide guidance and counselling in game production and utilisation, to discuss related matters with the members and given their mandate, formulate decisions and to take the necessary actions to implement such decisions, with specific reference to government policies and administration.
- 3.10 To thoroughly investigate any matter concerning game production and to collate, process and distribute accurate information that may be appropriate to game producers.
- 3.11 To facilitate the acceptance of effective and healthy game production methods.
- 3.12 To educate the consumer through guidance, joint advertising campaigns or any other methods, in order to create a larger market for the utilisation of wildlife.
- 3.13 To utilise the legal system in order to protect and advance the rights and interests of its members.
- 3.14 To associate with other stakeholder groups/organisations in a manner as determined by the Council.

- 3.15 To organise and host international or local meetings, seminars, open days or conferences to present papers/dissertations on the wildlife industry, discuss subjects pertaining to the wildlife industry and make recommendations regarding matters that require joint actions.
- 3.16 To facilitate the promotion of sound labour practices and occupational health and safety in the wildlife industry.
- 3.17 Co-operation with all organizations aiming to utilize regenerative natural resources on a sustainable basis, in order to protect this macro-economic resource to the benefit of all citizens of the country.
- 3.18 The Organization will strive for co-operation with other associations in Namibia and abroad which are pursuing the same or similar objectives.
- 3.19 The Organization supports selected charitable causes.

#### **4. DUTIES AND POWERS OF MANAGEMENT**

- 4.1 The business of **WRN** is governed by the Council in accordance with this Constitution, as well as decisions and mandates approved at a WRN Council meeting and the Annual General Meeting of **WRN**. The Council executes the objectives of the organisation and also exercises, over and above the other powers given to the Council herein, the following powers on behalf of the organisation:
  - 4.1.1 Jointly and severally striving for and ensuring appropriate and ethically sound corporate governance of the organization.
  - 4.1.2 Receiving, administering and applying funds and other assets on behalf of the organization; investing any funds not immediately needed by the organization and changing or selling such investments. The Council may spend the organization's money within or outside the borders of NAMIBA.
  - 4.1.3 Entering into agreements on behalf of **WRN** and instituting, defending, or settling; or causing the institution, defence or settlement; of any legal proceedings on behalf of the organisation. Referring any dispute, where possible, to arbitration and, in connection with such legal proceedings or arbitration or any Commissions of Enquiry, appointing and remunerating the necessary legal practitioners.
  - 4.1.4 Appointing officers, contractors or agents to carry out its functions and conduct the business of **WRN**; with the necessary powers, remuneration and other conditions applicable, which may be determined from time to time.

- 4.1.5 Indemnifying officials and officers in regard to any harm or injury sustained in the course of their service.
- 4.1.6 Nominating and/or electing representatives to serve in state bodies or any other body or organization relating to the wildlife industry.
- 4.1.7 Receiving gifts and/or contributions on behalf of **WRN**.
- 4.1.8 Taking whatever steps necessary to execute the abovementioned powers and objectives, provided that:
- 4.1.8.1 **WRN** is a legal entity, and as such is the independent carrier of rights and obligations.
- 4.1.8.2 Failing dissolution, as mentioned herein, the organization possesses the property of perpetual succession and will continue as an independent entity notwithstanding a change of membership.
- 4.1.8.3 In the conclusion of juristic acts on behalf of the organisation, the liability of its officers, members and Council is explicitly limited to the extent of the assets of the organisation at any given time, inclusive of membership fees of the relevant financial year.
- 4.1.8.4 The liability of any member of a SOU when applicable, or member of the Council, is limited to the membership fees payable by him/her in a single financial year.

## 5. ADMINISTRATIVE PERSONNEL

- 5.1 If needed, the President appoints a general manager to manage administrative staff, processes and routine functions. The General Manager is responsible for:
- Membership affairs / matters
  - Financial and Accounting activities
  - Secretarial functions at **WRN** and WRN Council meetings
  - General administration
  - Administrative support to the Advisory Committees

## 6. MEMBERSHIP

- 6.1 The admission and acceptance of membership application resort under the control and full discretion of the Council, with no need to state reasons.
- 6.2 Application for membership is done by completion of a prescribed application form and will contain all information as required by the WRN Council.

6.3 Members pay membership fees as determined by the Council from time to time.

6.4 The organization consists of the following categories of members:6

6.4.1 *bona fide* wildlife ranchers;

6.4.2 associated legal entities, such as SOU's. SOU's have no voting rights during WRN Annual General Meetings;

6.4.3 co-opted members;

6.4.4 honorary members;

6.4.5 associated/additional members;

6.4.6 student members;

6.5. **In accordance with the intention of Section 6 above, a wildlife rancher is defined as a person or juristic person who:**

6.5.1 is directly in charge of the title deed of land (registered owner of land);

or

6.5.2 the leasing of such land; or

6.5.3 stands in a contractual relationship with the owner or tenant of suchland, with the aim of game production, hunting and/or eco-tourism. This contractual relationship must be acceptable to the Council; or

6.5.4 has the right of ownership of game.

6.5.5 An **honorary member** is a person who has distinguished him/herself and to whom **WRN** would like to pay tribute for exceptional service on the recommendation of the Council. This member enjoys all the privileges of membership.

6.5.6. Other individuals who do not qualify for membership according to Section 6.4, may be **co-opted** as a member of the organisation in any capacity as approved by the Council. Co-opted members enjoy all the privileges of membership.

6.5.7 Other individuals who do not qualify for membership according to Section 7.4 may be accepted as associated members of **WRN**, but will not have voting rights.

- 6.5.8 Any member is entitled to be reimbursed for expenses and fees incurred for official and approved business of the Association, according to WRN regulations, on presentation of a report or minutes.

## 7. Patronage

The Council may nominate a patron for a certain time period who shall be appointed by the AGM by simple majority.

## 8. Obligations of members

- 8.1 All members are bound to this Constitution and the resolutions adopted by the Association.
- 8.2 All members must adhere to national laws and regulations.
- 8.3 All members are obliged to pay their annual membership fee in time, failing which, all rights will cease.
- 8.4 It is desirable that differences between members first be presented in full to the Ombudsman or the Council with the aim of resolving such differences within the organization before other steps are taken.
- 8.5 All members intending or requested to represent WRN at national or International organizations need to receive prior approval from the Council.
- 8.6 All members have to respond to written requests made by the Council, Ombudsman and Disciplinary Committee within the time frame indicated.  
A request to appear in person before the Ombudsman or a hearing by the Disciplinary Committee must be adhered to. A bona-fide excuse of non-appearance, offered before such a hearing or appearance is held, may be considered.
- 8.7 Persons entrusted with an honorary function must execute their duties in an orderly fashion.
- 8.8 Should any member who has been elected to an organ resign from this organ this member cannot be re-elected or co-opted to this organ during the remaining term of office.
- 8.10 Any breach of these obligations by members will be referred to the Ombudsman or the Disciplinary Committee for their decision. Breaches can be punished with a warning, fine, suspension or expulsion by the appropriate organ.
- 8.11 A former members' request for membership will be granted when all previous membership responsibilities have been met. The Council is given the responsibility to determine additional criteria for new membership.

## 9. Commencement, change and termination of membership

- 9.1 Applications for membership have to be made in writing. WRN Council will decide by simple majority on an application for admission. Should the application be declined, the applicant may lodge an appeal with WRN Council at the latest by September 30<sup>th</sup>. The Annual General Meeting shall then decide on the admission or refusal with simple majority. The applicant acknowledges the Constitution as being binding by virtue of his/her signature. This sentence must be written on the application form.
- 9.2 Membership is terminated:
- 9.2.1 Upon death.
- 9.2.2 Upon a written resignation from the member to the WRN Council.
- 9.2.3 By expulsion:
- 9.2.3.1 By the WRN Council, if the member is in arrears with the payment of the annual membership fees, despite having been reminded twice to make payment.
- 9.2.3.2 through the execution of the decision made by the Disciplinary Committee as announced by the WRN Council
- 9.3 With the termination of membership all claims arising from such membership shall cease, with the exception of claims by WRN of arrear fees. A refund of fees, material contributions, shares in the Association's assets or donations, is not possible.

## 10. Fees

- 10.1 Applications for membership must be accompanied by an admission fee, which has to be refunded, should the application be finally declined.
- 10.2 Membership fees are due on a date as determined by Council from time to time.
- 10.3 All membership fees are determined annually at the AGM by simple majority whereby the consumer price index of the previous year (rounded up or off to the next full figure) represents the minimum price increase.



10.4 Honorary members and the patron pay no membership fee.

## 11. Organs of the Association

The organs of WRN are:

11.1 the General Meeting (GM),

11.2 WRN Council ( Exco ),

11.3 the Committees,

## 12. VOTING OF MEMBERS

Every member and additional member, whose membership fees are fully paid up, is eligible to vote at the Annual General Meeting of a Wildlife Ranching Namibia, and will have only one vote. Proxies can only be used provided there is a 25% quorum. Proxy form Annexure A

## 13. WRN ANNUAL GENERAL MEETING

13.1 Unless extraordinary circumstances prevail according to the **WRN** Council, an Annual General Meeting will be held annually with a quorum of one third of all members.

13.2 Representatives at the Annual General Meeting will be:

13.2.1 The Council of **WRN**;

13.2.2. Members;

13.2.3 Invited visitors

13.3 During the Annual General Meeting, Council reports on the activities in the different portfolios in the year of review and provides a general overview of strategic aspects for the coming years.

13.4 Council are annually confirmed/elected during the Annual General Meeting.

13.5 The President and Deputy President are elected for a term of two years with a maximum of two consecutive terms, but may be elected as President or Deputy President after a break in service. However, the Deputy President may immediately be elected for office as President, without a break in service.

13.6 The Council may invite visitors to the Annual General Meeting.

13.7 The Annual General Meeting takes place at and on the time as determined by the Council. Notice is to be given four weeks in advance of the meeting.

13.8 Matters on the agenda and any unopposed motion not on the agenda are discussed at the Annual General Meeting. Any member may submit a proposal for possible placement on the agenda.

13.9 Every proposal placed on the agenda, must:

13.9.1 all within the framework of the objectives of the organisation;

13.9.2 be submitted in writing to the Secretariat at least five weeks before the date of the Annual General Meeting;

13.9.3 has to be approved by the Council before being placed on the agenda; and

13.9.4 which concerns the organisation, may be discussed at the Annual General Meeting, except matters specifically delegated to the Council in terms of this Constitution.

13.10 The election of the President and Deputy President is done by ballot, following a written nomination signed by the proposer and member seconding same.

#### **14. APPOINTING THE WRN COUNCIL**

14.1 The President, Vice President, Secretary/Treasurer and two additional members are elected for a term of two years at the **WRN** Annual General Meeting.

14.1.1 The President may appoint a further two additional members for Council.

14.1.2 The following portfolios can be considered:

14.1.2.1 Regulatory and Research Affairs;

14.1.2.1 Administration;

14.1.2.3 Liaison with organised Agriculture;

14.1.2.4 Marketing;

14.1.2.5 Transformation;

14.1.2.6 Finances;

14.1.2.7 Member recruitment and member affairs; and

14.1.2.8 Liaison with national and international hunting and conservation organisations, i.e . NAPHA, NAU, MET, WRSA, IWR

**15. MEETINGS OF THE COUNCIL**

15.1 Meetings of the Council take place quarterly.

**16. Documentation and Effect of Resolutions and Minutes**

16.1 Resolutions and minutes of the meetings of the organs of WRN have to be recorded in writing and signed by the respective chairperson of the meeting and its *scribe*.

16.2 Resolutions adopted by meetings will become effective immediately once the vote has taken place. They have to be drafted separately and signed by the chairperson of the meeting and its *scribe*.

**17. Amendments to the Constitution**

17.1 Amendments to the Constitution can only be decided by the General Meeting.

17.2 Should such General Meeting be called, the members have to be notified about the intended amendments at least 30 (thirty) days in advance.

17.3 Resolutions on amendments require a two-third majority of all voting members present provided there is a quorum (25%) present.

17.4 Motions for the amendment of the constitution must be in writing, seconded, signed and properly motivated and reach the office of WRN 30 days before a General Meeting .

**18. APPOINTMENT OF AN AUDITOR**

The Annual General Meeting annually appoints an auditor/bookkeeper for the **organization**.

**19. Assets and Finances**

19.1 Property, assets and income of WRN are to be used for the purpose of reaching the Association's objectives, the remuneration of personnel, the payment of services rendered to WRN and the payment of expenses approved by WRN Councilors for the General Meeting.

19.2 Accounting: Complete and precise financial records have to be kept on all transactions and business of the Association. This will make it possible to establish the financial situation of WRN at any time. Books recording cash income or expenses of WRN must be kept in a careful and regular manner.

- 19.3 Investments: The purchase of property can only be decided by the General Meeting.
- 19.4 Bank accounts: WRN will conduct its banking business and open accounts with banks or/and finance institutions, registered in Namibia.
- 19.5 All cheques /EFT 's drawn on these bank accounts need to be authorized by two of the three following officials of the Association: President, vice-president, and treasurer.
- 19.6 Transactions between the accounts of WRN can be undertaken by employees of the Association, once written authority therefore has been obtained from the WRN Council.
- 19.7 Inspection of the books by members of the Association:  
The books as well as the register of members of WRN may be inspected on application by any member at the secretariat during business hours.

## **20. FINANCIAL YEAR OF THE ORGANISATION**

The financial year of **WRN** runs from 1 January to 31 December.

## **21. DISSOLUTION OF THE ORGANISATION**

- 21.1 **WRN** will be dissolved when at least two thirds of those members who have full voting rights at an Annual General Meeting; vote in favour of such dissolution by means of a ballot.
- 21.2 No proposal for the dissolution of the organisation will be considered, unless all members have received notice thereof by the Council at least ninety days prior to a meeting to consider such a proposal.
- 21.3 In the event of the dissolution/liquidation of **WRN**, all current expenses and liabilities thereof will be discharged. The balance of assets after such a process will not be paid to out or shared among the members of the organisation. Any such balance will be donated or transferred to an organisation with objectives similar to that of the **WRN**. Should the Council fail to agree on the recipient of the balance of assets, the Minister of MET responsible for the Wildlife Industry will take the necessary decision.

## **22. LANGUAGE**

The Constitution is rendered in English.

**23. APPROVAL**

Approved as the Constitution of **WRN** at the AGM of **WRN** held on 13 November 2015.

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WRN PRESIDENT

Council members

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WRN Vice President

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