

OMD 2030 Amended
ARTICLES OF ASSOCIATION OF A COMPANY NOT HAVING SHARE
CAPITAL NOT ADOPTING SCHEDULE 1

Approved 8 March 2023

Page 1 of 9

NAME OF COMPANY:

ORANJEMUND TWENTY THIRTY COMMUNITY ASSOCIATION (Incorporated Association Not for Gain)

- A. The articles of Table A contained in Schedule 1 to the Companies Act, 2004, shall not apply to the Company.
- B. These Articles of Association replace the Articles adopted on 28 January 2021, as signed by the founding members on 11 Dec 2020.
- C. The articles of the company are as follows:

OMD 2030 Amended
ARTICLES OF ASSOCIATION OF A COMPANY NOT HAVING SHARE
CAPITAL NOT ADOPTING SCHEDULE 1
Approved 8 March 2023

Page 2 of 9

1. INTERPRETATION

In these articles, unless the context otherwise indicates:

- 1.1. **Act** means the Companies Act 28 of 2004 as amended from time to time;
- 1.2. **Annual General Meeting (AGM)** means a meeting as referred to in Article 5.1 and in accordance with Section 187 of the Act;
- 1.3. **Attend** is defined as physically present, attending by real-time audio or video connection, or having given their proxy to vote to a named current member.
- 1.4. **The Organisation** means Oranjemund Twenty Thirty Community Association, an Incorporated Association Not for Gain;
- 1.5. **Board** means the Directors of The Organisation;
- 1.6. **Days** means business days;
- 1.7. **Director** includes any person occupying the position of Director of the Board;
- 1.8. **General Meeting** means a meeting as referred to in Article 5.1 and in accordance with Section 187 of the Act;
- 1.9. **Members** means the subscribers to the Memorandum and Articles of Association and such other persons as the Members shall admit to membership in accordance with Article 4;
- 1.10. **Memorandum** shall mean the Memorandum of Association;
- 1.11. **Namibia** shall mean the Republic of Namibia;
- 1.12. **Person** shall include individuals but does not include corporate entities;
- 1.13. **Resident** means any Person that has lived in Oranjemund and called it home for at least six contiguous months, allowing for absences for minor holidays and trips;
- 1.14. Words importing the masculine gender shall include the female gender;
- 1.15. When a provision of the Act is referred to, the reference is to such a provision as amended by the statute from time to time;
- 1.16. Words in the singular include the plural and words in the plural include the singular.

2. NAME AND LEGAL CAPACITY

- 2.1. The Organisation is named Oranjemund Twenty Thirty Community Association (Incorporated Association Not for Gain). Its corporate domicile is Oranjemund. The abbreviated name shall be "OMD 2030".
- 2.2. The Organisation is a non-profit association incorporated under Section 21 of the Act and therefore is able to sue and be sued in its own name.

3. AIMS AND OBJECTIVES

Working in collaboration with the Local Authority and other community organizations, the Organisation shall have the following aims and objectives.

3.1. Aims:

- 3.1.1. The Organisation will:
 - 3.1.1.1. Encourage, create and facilitate citizen involvement in the town and a culture of responsibility to create the town we want to live in
 - 3.1.1.2. Promote and market Oranjemund tourism
 - 3.1.1.3. Work to eliminate the mindset of depending on Namdeb for town operations, growth and funding
 - 3.1.1.4. Require accountability from anyone working on The Organisation's projects

OMD 2030 Amended
ARTICLES OF ASSOCIATION OF A COMPANY NOT HAVING SHARE
CAPITAL NOT ADOPTING SCHEDULE 1
Approved 8 March 2023

Page 3 of 9

- 3.1.1.5. Increase skills in setting and reaching goals through teams/groups, both within this Organisation and in its citizens
- 3.1.2. The Organisation will work to help:
 - 3.1.2.1. All citizens - no one is excluded from the potential for benefits either directly or indirectly
 - 3.1.2.2. Citizens wanting to take an active role in helping improve our town
 - 3.1.2.3. Organisations in being able to work together more effectively
- 3.2. Objectives:
 - 3.2.1. The Organisation will work to achieve measurable improvements in our community by:
 - 3.2.1.1. Building a sense of community
 - 3.2.1.2. Making a meeting space and meeting support available
 - 3.2.1.3. Creating a communications strategy to educate and involve citizens
 - 3.2.1.4. Facilitating training classes for citizens as needed
 - 3.2.1.5. Creating a transparent and publicly available list of projects that The Organisation facilitates
 - 3.2.2. The Organisation shall focus on the following activities:
 - 3.2.2.1. Creating a self-sustaining business plan for The Organisation, to include a project plan and budget that will continually evolve to include specific projects to accomplish the above objectives
 - 3.2.2.2. Encouraging use of the HUB for community services
 - 3.2.2.3. Encouraging and enabling citizenry initiatives and projects not required to generate profits for the project (cost centre projects)
 - 3.2.2.4. Creating initiatives that will provide The Organisation with income as part of project profits (profit centre projects)
 - 3.2.2.5. Attracting tourists to Oranjemund
 - 3.2.3. The Organisation shall create periodic measurements and reporting procedures to see how we're doing in regard to meeting the Aims and Objectives.

4. MEMBERSHIP

- 4.1. Membership is open to any living person who submits their name who is or has been a Resident of Oranjemund. A list of all Members (considered Active by default) will be kept up to date at OMD 2030 offices. The new member must specify a phone number, address, and a preferred contact method: email preferred or a social networking group administered by OMD 2030. Persons wanting to be members should apply to the OMD 2030 operations staff.
- 4.2. Any Member is eligible to attend, and vote at, a General Meeting. Assigning a proxy is encouraged to be by messaging, email, or writing, and submitted prior to the Meeting.
- 4.3. Members do not represent groups or other organisations of any kind. The Organisation will benefit from Members that can contribute to the discussions from the perspective of multiple stakeholders, groups, or other organisations.
- 4.4. We strive to maintain diversity in the membership to include not only perspectives from other organisations in Oranjemund, but to include gender, ethnic, demographic and other diversities..

OMD 2030 Amended
ARTICLES OF ASSOCIATION OF A COMPANY NOT HAVING SHARE
CAPITAL NOT ADOPTING SCHEDULE 1
Approved 8 March 2023

Page 4 of 9

- 4.5. Non-discrimination: The Organisation will not discriminate in membership on the basis of race, colour, religion, national origin, ancestry, citizenship, sex, gender, sexual orientation, age or disability.
- 4.6. The Board may revoke an individual's membership by unanimous vote if the Board finds that the Member's behaviour or conduct is detrimental to the interest of The Organisation.
- 4.7. A Member may resign at any time by notifying the OMD 2030 operations staff, or a member of the Board, in writing, or by email, or by messaging.
- 4.8. The Organisation shall retain at its registered office a Register of Members of the Association as provided in Section 117 of the Act. The Register of Members shall be open to inspection as provided in Section 120 of the Act.
- 4.9. Anyone who was a member of OMD 2030 under the Articles of Association prior to these Amendments is still considered to be a Member of OMD 2030.
- 4.10. The name of any Member resigning their membership, or losing Membership by reason of paragraph 4.6, will be removed from the Register of Members immediately.

5. GENERAL MEETINGS

- 5.1. It is the obligation of the Board to convene an Annual General Meeting in every calendar year which shall be held in the second fiscal quarter each year.
- 5.2. The Chairperson shall report on annual progress and the Treasurer shall report on the financial situation for the previous year including the auditor's report for the previous year.
- 5.3. The Chairperson may call a General Meeting for special circumstances as required.

6. NOTICE OF GENERAL MEETINGS

- 6.1. An Annual General Meeting, and any required General Meeting called for special circumstances, shall be called by one calendar month if possible, or not less than 14 (fourteen) calendar days' notice, in writing, to all Members at their last known address.
- 6.2. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and time of the meeting and shall be given in the form of an email, or in such other manner, if any, as may be prescribed by The Organisation in a General Meeting to its Members provided that a meeting of The Organisation, notwithstanding the fact that it is called by a shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, and together holding not less than 51% (fifty one percent) of the total voting rights of all its Members.
- 6.3. The accidental omission to give notice of any meeting to any Member shall not invalidate any Resolution passed at any such meeting.

7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds with its business. A quorum consists of a minimum of three Members at least one of them being a Director.
- 7.2. Members and Directors are considered present who attend in person, by audio or video connection, or give their proxy to another Member. No votes are binding unless a quorum is present.
- 7.3. All meetings shall be chaired by the Chairperson or Vice Chairperson in the absence of the Chairperson. The Chairperson and Vice Chairperson of the General Meeting meetings shall

OMD 2030 Amended
ARTICLES OF ASSOCIATION OF A COMPANY NOT HAVING SHARE
CAPITAL NOT ADOPTING SCHEDULE 1
Approved 8 March 2023

Page 5 of 9

be the Chair and Vice Chair of the Board, unless otherwise directed by vote of the General Members.

7.4. The Secretary of the Board will ensure that minutes are taken of all General Meetings and that they are sent to all Members within one week of the meeting date.

8. VOTING AT GENERAL MEETINGS

8.1. Each Member present in person or by proxy, or by dialing in to a General Meeting, shall be entitled to vote and shall have 1 (one) vote, except for the provisions of paragraph 9.3. All ordinary resolutions shall be passed by a majority of at least 51% (fifty one percent). No votes are binding unless a quorum is met.

8.2. At a General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless the Chairperson calls for a private vote in which case written ballots may be used. The Secretary is responsible for ensuring an accurate vote count in either instance, and shall report the results of the count to the Members.

8.3. In case of a tie, the Chairperson of the meeting shall have the deciding vote.

8.4. If Membership is two (2) or fewer, unless Membership rises to three (3) or more within three months of the last Member leaving, the Organization will be dissolved.

9. BOARD OF DIRECTORS

9.1. The Board of Directors shall be responsible for the overall control and management of The Organisation.

9.2. The Board shall consist, at all times, of not less than two (2) Directors in compliance with Section 216(1) of the Companies Act, and not more than five (5) Directors. The minimum number of Directors shall be three (3) three unless the Board changes the number of Directors by majority vote of all Directors at the time of the vote. All Members are eligible to serve on the Board.

9.3. Directors shall be elected annually at a General Meeting. Any member may nominate another member, or themselves to be Director with seconds required. Each Member present at the vote for Directors at a General Meeting shall have a number of votes equal to the number of Directors to be elected with that vote and can cast only one vote for any individual. Members must cast at least two votes but are not required to cast all of their votes.

9.4. The members named to hold the positions of the Directors shall be approved by majority vote of all Directors present at the first meeting of the Directors after their annual election by the general Members. The Board shall comprise of:

- 9.4.1.the Chairperson
- 9.4.2.the Vice-Chairperson
- 9.4.3.the Secretary (may be combined with Treasurer)
- 9.4.4.the Treasurer (may be combined with Secretary)

9.5. Each director may serve up to (2) two consecutive terms. Thereafter, additional terms of service may be authorised by a majority, 51% (fifty one percent) or more vote of all Members present at the General Meeting when the vote is taken to permit additional terms.

9.6. Directors will be deemed to have resigned if they fail to attend (3) three consecutive meetings without a suitable reason, as determined by the other Directors.

9.7. If any director resigns or is repeatedly unavailable to carry out his/her responsibilities, the Chairperson may convene a meeting of the full members of The Organisation in order to

OMD 2030 Amended
ARTICLES OF ASSOCIATION OF A COMPANY NOT HAVING SHARE
CAPITAL NOT ADOPTING SCHEDULE 1
Approved 8 March 2023

Page 6 of 9

remove the Director and to elect a replacement. The Chairperson of the board, in consultation with the rest of the board, may alternatively decide to continue to the next General Meeting without selecting a replacement.

9.8. The Directors may convene meetings throughout the year as necessary. The time, date and place of such meetings must be communicated to all Directors prior to the meeting with reasonable notice to make arrangements to attend.

10. GENERAL POWERS AND DUTIES OF THE BOARD

10.1. The Board shall manage The Organisation and work to achieve the aims and objectives of The Organisation. The Board will have the duty to translate any policy decisions made by the Members in practice.

10.2. Decisions of the Board shall be by a majority vote of Directors present at any meeting where there is a quorum. A quorum is met when a total of Directors present at the meeting, including Directors attending the meeting virtually, is 3 (three) Directors unless there are only two Directors in the Organisation, in which case both directors must be present. In case of a tie, the vote cast by whoever is chairing the meeting shall determine the decision.

10.3. Subject to the terms of these Articles and any directions contained in resolutions passed by the Members in General Meetings, the Board shall have the necessary powers and authority to manage The Organisation and shall exercise its powers as it considers appropriate to achieve the objectives of The Organisation.

10.4. The Board shall not be personally liable for any acts and/or omissions, provided only that the said Directors shall have acted in good faith.

10.5. The general duties of the Board shall include the following:

- 10.5.1. to act as a communication channel for and on behalf of its Members;
- 10.5.2. to ensure that the objectives of these Articles are being fulfilled and maintained at all times;
- 10.5.3. to support the staff of The Organisation to create programs and activities that serve to fulfil the aims and objectives of The Organisation;
- 10.5.4. to control The Organisation's finances and to guarantee the performance of contracts or obligations of The Organisation.
- 10.5.5. to pro-actively engage, collaborate, and negotiate with other relevant organizations in town, as needed, to clarify the mandates of The Organisation and other organizations in order to ensure minimal crossover of efforts.
- 10.5.6. to pro-actively identify and seek funding sources and methods to make OMD 2030 more independent and financially sustainable without requiring (but welcoming) funding from Namdeb or OMDis.

10.6. Chairperson: The Chairperson, or the Vice-Chairperson in the Chairperson's absence or at their request, shall be responsible for the following:

- 10.6.1. convening of meetings on a regular basis and whenever required to do so by Directors;
- 10.6.2. chairing and providing overall direction to all the meetings of The Organisation and of the Board;
- 10.6.3. compiling an annual report for the General Meeting, annually;
- 10.6.4. any other function necessary for the success of The Organisation.

10.7. Secretary: The Secretary shall be responsible for the following:

OMD 2030 Amended
ARTICLES OF ASSOCIATION OF A COMPANY NOT HAVING SHARE
CAPITAL NOT ADOPTING SCHEDULE 1
Approved 8 March 2023

Page 7 of 9

- 10.7.1. Issuing notices for all meetings to affected individuals;
- 10.7.2. Recording minutes of all meetings of the members of The Organisation and of the Board;
- 10.7.3. Conducting all correspondence on behalf of The Organisation;
- 10.7.4. Ensuring the safekeeping of all relevant documents of The Organisation specifically including, but not limited to, the signed Memorandum and Articles, signed Minutes and other original documentation as is deemed advisable to retain.
- 10.8. Treasurer: The Treasurer shall be responsible for the following by overseeing and/or coordinating the staff of The Organisation:
 - 10.8.1. maintaining a record of all income received and expenditure incurred by The Organisation;
 - 10.8.2. opening and control of The Organisation's bank accounts;
 - 10.8.3. issuing receipts for money received by The Organisation;
 - 10.8.4. ensuring that The Organisation's funds are utilised in accordance with The Organisation's budget;
 - 10.8.5. submitting financial reports to the Board and the general Members as needed, but at least once per year;
 - 10.8.6. safeguarding and management of all the assets of The Organisation;
 - 10.8.7. ensuring that no funds are made available to Directors/Members as personal loans;
 - 10.8.8. overseeing the financial auditing of the accounts of The Organisation;
 - 10.8.9. preparation of the annual budget of The Organisation; and
 - 10.8.10. presentation to an Annual General Meeting of prior year annual financial reports, audited results of the financial statements and a budget for the following year.
- 10.9. Directors shall not receive remuneration for their service on the board.
- 10.10. Directors may delegate reasonable duties to Members, employees or contractors hired by The Organisation in fulfilment of the responsibilities of their position but cannot delegate accountability for the responsibilities of the position. The Board may designate a General Manager (not a director) to be responsible for the day-to-day operations and management of The Organisation, and who shall attend all board meetings. The Board is empowered to use an advisor or advisors to the Board which will not be compensated and is not a Director.

11. POWERS OF THE ORGANISATION

- 11.1. The Organisation shall have the power to do the following in furtherance of its aims and objectives:
 - 11.1.1. to apply for and receive funds, donations, and gifts of money to the organisation;
 - 11.1.2. to provide, furnish and fit out offices and other premises as necessary, and to manage and maintain such premises;
 - 11.1.3. to purchase, lease or otherwise acquire or hold movable or immovable property and to sell, sublease or otherwise dispose of such property;
 - 11.1.4. to enter into any contract of insurance in respect of any matter in which The Organisation has an insurable interest;
 - 11.1.5. to purchase, subscribe to or otherwise acquire books, publications, and other resource material;
 - 11.1.6. to open and operate a bank account in the name of The Organisation;

OMD 2030 Amended
ARTICLES OF ASSOCIATION OF A COMPANY NOT HAVING SHARE
CAPITAL NOT ADOPTING SCHEDULE 1
Approved 8 March 2023

Page 8 of 9

- 11.1.7. to apply the funds of The Organisation in any reasonable manner in furtherance of the aims and objectives of The Organisation; and
- 11.1.8. to do any other lawful things that will further the aims and objectives of The Organisation.
- 11.2. With the prior approval of the full Board, these powers may be carried out on behalf of The Organisation by the Chairperson, or by another member of the Board, or by a designated General Manager, or by any other person so designated that is not a director.

12. FINANCES AND NON-PROFIT CHARACTER

- 12.1. The income and the property of The Organisation shall be applied solely towards the promotion of the mission of The Organisation as set forth in these Articles and shall not be used for the personal benefit of any of the Members of The Organisation.
- 12.2. No portion of the income or property of The Organisation shall be paid or distributed directly or indirectly to any person (otherwise than for services rendered to The Organisation by persons other than Directors or in the ordinary course of undertaking any public benefit activity) or to any Member of The Organisation or Board.
- 12.3. The Organisation shall open a bank account in the name of The Organisation at a registered commercial bank in Namibia.
- 12.4. Funds may be received on behalf of The Organisation by any Member of The Organisation with signing powers on The Organisation's bank account. All funds received shall be deposited in The Organisation's bank account.
- 12.5. Financial Controls within The Organisation must be written and appropriate, and shall ensure:
 - 12.5.1. Two approved signatures for any payment.
 - 12.5.2. If the amount of a transaction is N\$100,000 or greater, at least one of the signatories must be approved for amounts of N\$100,000 or greater.
 - 12.5.3. The ability to enter a payment transaction can never be with any person having the ability to approve a financial transaction for payment.
 - 12.5.4. Monthly reports are submitted to the Board on the bank account status and anticipated cash flow.
 - 12.5.5. Monthly transaction audits are performed by designated individuals not associated with The Organisation.
 - 12.5.6. All audit reports, monthly reports, and transaction records must be kept on file and made available for review to any Board member on request.
 - 12.5.7. Annually, the Financial Statements will be reviewed and audited by the appointed auditor.
 - 12.5.8. All services performed by the Members for The Organisation shall be purely voluntary. Members, Directors and Advisors shall not receive any remuneration for services performed. except that they may be reimbursed for reasonable expenditures made on behalf of The Organisation with the prior approval of the Chairperson of the Board.

13. DISSOLUTION

- 13.1. The Organisation may be dissolved by the decision of a two thirds majority of Members present at a meeting convened for this purpose if notice of this meeting has been directed to all Members at their last-known email address at least 21 (twenty-one) calendar days prior to the date of the meeting.

OMD 2030 Amended
ARTICLES OF ASSOCIATION OF A COMPANY NOT HAVING SHARE
CAPITAL NOT ADOPTING SCHEDULE 1
Approved 8 March 2023

Page 9 of 9

13.2. In the event of dissolution, the assets of The Organisation remaining after the payment of all outstanding debts and liabilities shall be donated to a Namibian organisation with aims and objectives similar to those of The Organisation. The organisation which is to receive such asset shall be selected by a majority vote of all Members present at the meeting at which dissolution occurs.

14. CONSTITUTIONAL AMENDMENTS

- 14.1. Any proposed amendments to these Articles, which require a Special Resolution, must be sent to all Members 21 (twenty-one) calendar days prior to the date on which the amendment will be voted on by the Members.
- 14.2. The Articles of The Organisation may be amended only by a two thirds majority of Members Attending the meeting.