



INCORPORATED



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This is the Constitution of the Namibia National Olympic Committee and Namibia Commonwealth Games Association.

The NNOC was founded on 28 May 1990 by the Founding President of Namibia, Dr. Sam Nujoma and Adv. Louis Miller and recognized by the International Olympic Committee at a General Assembly in January 1991.

Namibia became a Member of the Commonwealth on 21 March 1990.

Definitions and Interpretation

Definitions: In this Constitution the following terms have the following meanings:

“AC Board Member” means the Member from the Athletes Commission who is elected to the Board by the Athletes Commission;

“Act” means the Namibia Sports Act No.12 of 2003;

“ANOCA” means the Association of National Olympic Committees of Africa;

“ANOC” means the Association of National Olympic Committees;

“Athletes Commission” means as set out in Rule 19;

“Board” means the Executive Board of the Organisation;

“CGF” means the Commonwealth Games Federation;

“Commission” means a group recognised or appointed by the Executive Board to advise it and/or the Members on specific matters, subject to the specific rules applicable for the Athletes Commission as per Rule 19 and the IOC guidelines for the NOCs’ Athletes’ Commissions;

“Commonwealth Games” means the sporting event held by the CGF every four (4) years and open to competitors of countries in the Commonwealth affiliated to the CGF;

“COSANOC” means the Confederation of Southern African National Olympic Committees;

“Elected Executive Board Members” means the Executive Board Members who are elected by the General Assembly as described in Rule 13.1 (a), (b), (d) and (e);

“General Assembly” means the organ of the Organisation described in Rule 12 which meets in an Ordinary General Assembly or an Extraordinary General Assembly, unless otherwise required by context;

“International Federation” or “IF” means the World governing body of a sport which is recognised by either the IOC and/or the CGF;

“IOC” means International Olympic Committee;

“IOC Charter” means the Rules governing the Olympic Movement as contained in the IOC Charter and Bye-laws;

“IOC Member” means a person who is domiciled in or who has Namibia as their main centre of interest who is appointed by the IOC to be an IOC member with rights to participate in the Organisation as defined by the IOC Charter and this Constitution;

“Member” means any Member (legal entity or individual member) that is a Member of the Organisation under this Constitution;

“Member Federation” means a National Federation which is a Member of the Organisation as described in Rule 7;

“National Federation” means the Governing Body of a Sport in Namibia;

“Namibia National Olympic Order Holder” means the status granted to a person in accordance with Rule 20;

“Objects” means those objects as described in Rule 5;

“Olympiad” means a period of four (4) consecutive years commencing with the Opening Ceremony of the summer Olympic Games;

“Olympian” means any athlete who was selected as a Member of the Namibia National Team for an Olympic Games and who participated as an athlete in the Olympic Games;

“Olympians Association” means the organisation constituted by and representing Olympians and recognised as such by the Executive Board, which Association shall be recognised by the World Olympians Association;

“Olympic Charter” means the IOC Olympic Charter;

“Olympic Games” means the Olympic Games of an Olympiad convened by the IOC and includes the summer games and the winter games;

“Olympic Movement” means the organisations, athletes and other persons who agree to be guided by the Olympic Charter under the supreme authority of the IOC;

“Olympism” is the Olympic philosophy, values and goals as set out in the IOC Charter;

“Ordinary General Assembly” means a General Assembly held annually in accordance with Rule 12.2 and following;

“Ordinary Resolution” means a resolution requiring a simple majority of valid votes cast by the voting members present for approval;

“Organisation” means the Namibia National Olympic Committee (NNOC) and Namibia Commonwealth Games Association (NCGA)

“Patron” means a patron (if any) of the Organisation;

“President” means the President of the Organisation; and

“Special Resolution” means a resolution requiring a 75% majority of valid votes cast by the voting members present for approval.

Interpretation:

Any reference to any Act, Regulation, Rule, Bye-law, Olympic Charter, CGF Constitution, Policy, Procedure or document includes any amendment to it and any replacement passed in substitution for it.

The plural includes the singular and *vice versa* and words of the masculine gender include the female and *vice versa*.

The Preamble in this Constitution is included by way of background and the headings are inserted for convenience. Neither the Preamble nor the headings shall affect the construction or interpretation of this constitution.

If there is any doubt as to the interpretation of this Constitution, or if there is a contradiction between such Constitution and the Olympic Charter, the latter takes precedence.

1. NAME AND JURISDICTION

1.1 The name of the Organisation is the Namibia National Olympic Committee (**“the Organisation”**). It may also be referred to as the National Olympic Committee of Namibia (NOC) or the Namibia Commonwealth Games Association (NCGA). The Organisation is a non-governmental and not-for profit organisation, of unlimited duration, which exercises its jurisdiction on the territory of Namibia.

1.2 The Organisation hereby undertakes to respect the provisions of the Olympic Charter and the World Anti-Doping Code and to abide by the decisions of the IOC. The Organisation undertakes, in accordance with its mission and role at national level, to participate in actions to promote peace and gender equality in sport. The Organisation also undertakes to support and encourage the promotion of sport ethics, to fight against doping and to demonstrate a responsible concern for environmental issues.

2. REGISTERED OFFICE

2.1 The registered office of the Organisation shall be at No. 31 Tacoma Street, Windhoek and may be transferred to another location as the Executive Board may determine from time to time, subject to ratification by the General Assembly.

3. LEGAL STATUS

3.1 The Organisation is a not-for-profit non-governmental organization governed by the Olympic Charter

and the Constitution of the Commonwealth Games Federation, which is registered/incorporated as a not for profit organization under the applicable laws in Namibia.

3.2 **No Personal Liability:** The Executive Board Members, Members and Employees of the Organisation are not personally liable for the debts or any legal liabilities of any kind of the Organisation, unless the same happens by or through their failure to exercise the powers and to discharge the duties of their office honestly and in good faith with a view to the best interests of the Organisation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

3.3 **Duration:** The duration of the Organisation is indefinite.

4. LANGUAGE

4.1 **Official Language:** The Official language of the Organisation is English.

5. OBJECTS

5.1 The Objects of the Organisation are:

- a. to be the National Olympic Committee in Namibia as recognised by the IOC and to develop, promote and protect the Olympic movement in Namibia in accordance with the IOC Charter and all Rules, regulations, bye-laws and directives issued by the IOC to ensure the observance of the Olympic Charter in Namibia and to participate in the functions of the IOC where appropriate;
- b. to be the Member in Namibia affiliated to the CGF to promote the Commonwealth Games and other Commonwealth sporting events (including cultural activities and festivals attached to such events) in accordance with the CGF Constitution and all rules, regulations, bye-laws and directives issued by the CGF;
- c. to effect its exclusive power for representation and participation by Namibia at the Olympic Games, Commonwealth Games and other games including youth games and

festivals and events held by the IOC or under its patronage and the CGF and to do all matters related to that including selection, management and discipline of the teams representing Namibia at these games. It shall also have the object of effecting its exclusive authority to select and designate any city which may apply to organise an Olympic Games and Commonwealth Games in Namibia;

- d. to educate Namibian, especially the youth of Namibia, in the Olympic values through sport, by delivering programs, activities and initiatives including in schools and in other education establishments, sports related organisations, exhibitions and in an Olympic museum;
- e. to encourage and support the development of sport in Namibia at both high performance level as well as encouraging sports participation and sport for all Namibians;
- f. to assist and support the Members through Olympic Solidarity programmes and other initiatives and to advocate on their behalf and for athletes in Namibia;
- g. to discourage all forms of discrimination, violence and doping in sport in accordance with the Rules and regulations of the IOC, CGF and the International Federations in accordance with the World Anti-Doping Code and in particular to adopt and implement the World Anti- Doping Code to ensure that the Organisation's anti-doping policies and rules, membership and/or funding requirements and results management processes conform with the World Anti- Doping Code and respect all the roles and responsibilities for National Olympic Committees that are listed within the World Anti-Doping Code; to encourage and support measures relating to the medical care and health of athletes;
- h. to be an independent and autonomous organisation free from any political, legal, religious and economic pressures that may prevent the Organisation from complying with its obligations to the IOC and CGF;
- i. to be a member of and/or co-operate with COSANOC, ANOCA, ANOC and other organisations which form part of the Olympic Movement and the CGF; and
- j. to do all such other acts and things incidental to the attainment of these objects which promote the benefit of sport and physical activity for the health and enjoyment of all Namibians and related charitable purposes.

5.2 The Organisation may only use the Olympic symbol, flag, motto and anthem (which are the exclusive property of the IOC) within the framework of its non-profit-making activities provided such use contributes to the development of the Olympic Movement and does not detract from its dignity, and provided that it has obtained the prior approval of the IOC, in accordance with the Olympic Charter. All

Olympic properties including but not limited to the Olympic symbol, flag, motto, anthem, identifications

(including but not limited to "Olympic Games" and "Games of the Olympiad"), designations, emblems, flame and torches, and all rights to any and all Olympic properties, as well as all rights to the use thereof, belong exclusively to the IOC. The Organisation is responsible to the IOC for the observance, in Namibia, of Rules 7-14 and BLR 7-14 of the Olympic Charter.

It shall take steps to prohibit any use of any Olympic properties which would be contrary to such Rules or their Bye-laws. It shall also endeavour to obtain, for the benefit of the IOC, protection of the Olympic properties of the IOC.

6. POWERS

The Organisation has the fullest powers, jurisdiction and authority and, except as restricted by this Constitution and Bye-Laws, may do all and any things to carry out its Objects.

7. MEMBERS

7.1 The Members of the Organisation are:

- a. National Federations;
- b. IOC Member(s) in Namibia, if any;
- c. Two athletes' representatives (if possible, one male and one female) elected by the Athletes Commission from among athletes who have participated in at least one of the last three editions of the Olympic Games; and
- d. Namibia National Olympic and Commonwealth Order Holders.

7.2 A Member Federation is a National Federation which:

- a. is currently affiliated to an IF recognised by the IOC and the CGF;
- b. exercises a real, specific and ongoing sports activity in Namibia;
- c. is governing a sport which is, or has been approved by the IOC or the CGF respectively, to be on the programme of the Olympic Games or the Commonwealth Games;
- d. conducts its activities in compliance with the rules of its IF, the IOC Charter and where applicable the CGF Constitution;
- e. is recognised by the Executive Board as the sole National Governing Body for that sport in Namibia;
- f. has applied for and received the Board's approval for Membership and is approved as a Member Federation by an Ordinary Resolution at a General Assembly;
- g. is not suspended or expelled under Rule 9;

- h. has an athlete representative within their general assemblies and executive body. The athlete representative must have participated on an international level for Namibia within the past three Olympic cycles.

8. MEMBERS RIGHTS AND OBLIGATIONS

- 8.1 Members have the right to attend and speak (through their delegates) at a General Assembly and they have such other rights as set out in this Constitution or in any regulation or bye-law of the Organisation or as determined by the General Assembly. For voting rights at the General Assembly see Rule 12.15.
- 8.2 Each Member Federation must maintain, and if requested by the Executive Board, demonstrate the continuance of the criteria specified in Rule 7.2 a. to g.
- 8.3 No Member or any person associated with a Member shall participate in or materially influence any decision made by the Organisation in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's-length transaction (being the open market value). The provisions and effect of this Rule shall not be removed from this Constitution, and shall be included and implied into any document replacing this Constitution.
- 8.4 Any person or organisation expelled from the IOC or the CGF may not be a Member.
- 8.5 The Secretary General shall keep and maintain a register of Members recording the full name, address and date of entry of each Member as well as the category and status of Membership. The register shall be available for inspection by Members at the office of the Organisation.
- 8.6. The delegates of the Member Federations and the individual members must be nationals of Namibia and at least 18 years old. In addition, any person or organization found guilty of a criminal charge in a court of law involving an element of corruption, fraud or dishonesty shall not be eligible to attend the General Assembly and shall not be considered or eligible for any position on the Organisation's Executive Board or any of its Commissions.

9. RESIGNATION, SUSPENSION AND EXPULSION

- 9.1 **Resignation:** A Member may resign its Membership upon giving notice of its resignation to the Organisation and shall cease to be a Member of the Organisation on the date specified in the notice or on the earlier date of acceptance of the resignation by the Executive Board.
- 9.2 **Suspension:** If at any time a Member, in the opinion of the Executive Board, has:

- a. being a National Federation, failed to meet the criteria in Rule 7.2 a. to e. (inclusive); and/or
- b. acted in contravention of the IOC Charter and/or the Constitution of the CGF; and/or
- c. acted in a manner which would bring disrepute to him/her/itself and/or the Organisation; the Executive Board may provisionally suspend such Member from Membership of the Organisation for a period specified by the Executive Board and with or without conditions, subject to ratification or final decision at the next General Assembly.

9.2.1 Before deciding to provisionally suspend a Member the Executive Board must provide the Member with a reasonable opportunity to be heard in accordance with the principles of natural justice.

9.2.2 Upon suspension, unless otherwise specified by the body imposing the suspension, the Member is suspended from participation in all activities of the Organisation until such time as the period specified in Rule 9.2 has expired or the Executive Board terminates the suspension during such period.

9.3 **Expulsion:** A Member may be expelled from the Organisation if it is determined by a Special Resolution at a General Assembly that:

- a. a National Federation has failed to meet the criteria in Rule 7.2 a. to e. and/or
- b. a Member has acted in contravention of the IOC Charter and/or the Constitution of the CGF and/or has acted in a manner which would bring disrepute to him/her/itself and/or the Organisation; provided that before voting on such Special Resolution the Member must be given a reasonable opportunity to be heard at the General Assembly.

9.4 If any General Assembly resolution is proposed to expel a Member then the notice convening that General Assembly must clearly state the Resolution to be proposed for consideration.

9.5 **Required Vote for Expulsion:** Any decision by the General Assembly under Rule 9.3 must be passed by an affirmative vote of at least three-quarters of the valid votes cast by the voting Members of the Organisation that are present.

9.6 **Opportunity to be Heard:** Before deciding to reprimand, suspend or expel a Member under Rule 9, the Executive Board must provide the Member concerned with a reasonable opportunity to be heard before the Executive Board and the General Assembly, as is applicable, in accordance with the principles of natural justice.

9.7 **Consequences of Expulsion:** Upon expulsion the Member shall cease its participation in all activities of the Organisation and, subject to Rule 10, cease to be a Member of the Organisation.

10. CONTINUING OBLIGATION

- 10.1 Without in any way limiting the obligations of a Member that wishes to resign or is expelled from Membership, any financial obligations owed to the Organisation remain owing by the Member notwithstanding the resignation or expulsion of the Member from the Organisation.

11. GOVERNING BODIES

- 11.1 The Governing Bodies of the Organisation are the General Assembly and the Executive Board.

12. GENERAL ASSEMBLY

- 12.1 **General Assembly:** The General Assembly is the Supreme Governing Body of the Organisation. Meetings of the General Assembly shall either be convened as an Ordinary General Assembly or as an Extraordinary General Assembly.
- 12.2 **Ordinary General Assembly:** The Members shall meet in an Ordinary General Assembly once each calendar year. Every four years the Ordinary General Assembly shall include the elections of the President, Vice President and such other Elected Executive Board Members as per this Constitution.
- 12.3 **Postponement of Elections:** Should any unforeseen circumstances arise making it impossible for the aforesaid office bearers to be elected at the Ordinary General Assembly, the General Assembly may decide, on an exceptional basis and subject to prior consultation and coordination with the IOC, to extend the period of office and the holding of the elections to such date and time as they may deemed fit and as agreed by Ordinary Resolution of the General Assembly having regard to the particular circumstances.
- 12.4 **Notice of Ordinary General Assembly:** Subject to Rule 12.9, the Notice of the General Assembly must include the date, time, venue and proposed agenda, or means in the case of the applicability Rule 12.17 and shall be sent to all the members at least 30 days prior to the General Assembly.
- 12.5 **Agenda for the Ordinary General Assembly:** The Executive Board shall determine the Agenda for an Ordinary General Assembly. A voting Member may submit to the Executive Board written proposals for items of business to be considered at an Ordinary General Assembly at least 15 days prior to the General Assembly. If the voting Member's proposals are supported in writing by at least 3 other voting Members, the proposed items of business shall be added to the Agenda of the General Assembly. If the voting Member's proposals

are not supported in writing by at least 3 other voting Members it shall be the discretion of the Executive Board to decide whether or not to add any such proposed items of business to the Agenda of the General Assembly.

12.6 Final Agenda to be sent to Members: The final Agenda containing items of business with supporting papers shall be sent to all Members at least 10 days prior to the date of the General Assembly.

12.7 Agenda to Include: The Agenda for an Ordinary General Assembly shall, in particular, include the following items:

- a. roll call and apologies;
- b. approval of previous General Assembly Minutes;
- c. President's Report
- d. any applications for Membership;
- e. any appointments of persons to Honorary Positions upon the recommendation of the Executive Board;
- f. presentation of the audited annual financial statements covering the last completed financial period and presentation of the proposed budget for the following year, for approval;
- g. appointment of an auditor recommended by the Executive Board;
- h. presentation of reports by Commissions that are requested to report by the Executive Board;
- i. any elections as set out in this Constitution;
- j. any amendments to this Constitution properly brought before the meeting;
- k. setting of annual membership fees (if any); and
- l. any other matters properly brought before the meeting.

12.8 Restriction: At an Ordinary General Assembly only items of business on the Agenda may be considered unless:

- a. the President considers that a matter is urgent and needs to be added to the Agenda, and a majority of voting Members present agree to its addition; or
- b. a voting Member requests that a matter be added to the Agenda and at least three-quarters of the voting Members present agree to its addition.

12.9 Extraordinary General Assembly: An Extraordinary General Assembly shall be convened upon requisition of a meeting by:

- a. decision of the President;
- b. resolution of the Executive Board; or
- c. written request of at least one-third of the total number of voting Members.

12.10 Requisition for Extraordinary General Assembly: A requisition to meet in an Extraordinary General Assembly under Rule 12.9 shall specify the matters to be considered at the meeting. An Extraordinary General Assembly shall:

- a. be convened by the Secretary General upon receiving a requisition to so do under Rule 12.9, by giving notice of the meeting at least 15 days prior to the meeting;
- b. shall be held within 30 days of the date of receipt of the requisition for the meeting; and
- c. only consider the matters specified in the requisition for the meeting together with any additional matters requested by the Executive Board which shall be stated in the notice of the meeting, unless there is a unanimous agreement of the voting Members present at the meeting to consider additional matters.

12.11 Venue: The venue or means of holding the General Assembly in the case of the applicability of Rule 12.17 for the General Meeting shall be determined by the Executive Board.

12.12 Quorum: The quorum for a General Assembly shall be a Majority of the total number of voting Members of the Organisation, including a majority of Member Federations affiliated to IFs governing sports on the programme of the Olympic Games. If a quorum is not present at the scheduled time for the commencement of the General Assembly, it shall be adjourned and reconvened to a time not later than 48 hours after the scheduled time for commencement. The quorum of any such adjourned meeting shall be at least one-third of the total number of voting Members of the Organisation, including a majority of Member Federations affiliated to IFs governing sports on the programme of the Olympic Games.

12.13 Continuance of Quorum: If a quorum is present at the commencement of a General Assembly, the General Assembly may proceed even if a quorum is not present throughout the meeting provided that at least one-third of the total number of voting Members of the Organisation are present, including a majority of Member Federations affiliated to IFs governing sports on the programme of the Olympic Games.

12.14 Attendance: The following persons are entitled to attend a General Assembly:

- a. up to two delegates appointed by each Member Federation to represent it. No delegate may represent more than one Member Federation at any one General Assembly. Each delegate has the right to speak.
- b. The IOC Member(s) in Namibia, if any;
- c. Two athletes' representatives elected by the Athletes Commission as per Rules 7.1 (c) and 19.1.4 (a);
- d. Members of the Executive Board, Namibia National Olympic and Commonwealth Order Holders and any persons holding Honorary Positions in the Organisation, each of whom shall have the right to speak at a General Assembly;
- e. Up to two delegates appointed by each Commission of the Organisation to represent it. Each delegate has the right to speak; and
- f. Such other persons who are invited by the President or the Executive Board who shall have the right to observe the proceedings of the General Assembly and to speak if invited to do so by the chairperson of the meeting.

12.15 Voting: Each Member Federation shall be entitled to have one vote, provided that the Member Federations affiliated to IFs governing sports on the programme of the Olympic Games always have a voting majority, and either delegate of the Member Federation may cast the vote of the Member Federation. An IOC Member, if in the country, shall have one vote. The two athletes' representatives shall have one vote each. The other participants under Rules 12.14 (d), (e) and (f) are not entitled to vote in the General Assembly.

When dealing with matters specifically related to the Olympic Games in the General Assembly, only the votes cast by the Member Federations affiliated to IFs governing sports on the programme of the Olympic Games must be taken into consideration.

Voting by proxy is not permitted. Except as provided otherwise in this Constitution, a proposed resolution shall be passed if a Majority of the votes cast at the meeting are in favour of it. The manner of voting shall be determined by the chairperson of the meeting for all resolutions except in the following circumstances when voting shall be conducted by secret ballot, unless specified otherwise in this Constitution:

- a. the elections of the President, Vice President;
- b. the elections of the Executive Board; and
- c. if a vote by secret ballot on any other matter is requested by at least one voting Member and approved by the Majority of the voting Members present.

- 12.16 Elections:** Elections of the President and Executive Board at a General Assembly shall always be held by secret ballot. The General Assembly shall first elect the President followed by the Vice President and then any other members of the Executive Board who are required by this Constitution to be elected. A candidate must receive a Majority of the votes cast in order to be elected. If no candidate receive a Majority of the votes cast, the candidate receiving the smallest number of votes on each ballot shall be eliminated until one candidate received a Majority of the votes cast.
- 12.17 Remote Participation:** Subject to Rule 12.18, if the NNOC-CGA makes available a video conference, or other electronic communication facility that enables all persons entitled to attend and participating in a General Assembly to hear each other and have their voice heard effectively and simultaneously, any person, NF, or Organization entitled to attend the General Assembly may do so by means of the just described communication facility that the NNOC-CGA has made available. Notice of the General Assembly must be given as hereinbefore provided and any person, NF, or Organization participating in this manner at a General Assembly shall constitute the presence of that person, NF, or Organization at that General Assembly.
- 12.18 General Assembly by Virtual Means:** The Executive Board may determine that a General Assembly shall be held entirely by means of video conference, electronic or other communication facility that enables all persons entitled to attend and to participate in the General Assembly to hear each other and have their voice hear effectively and simultaneously during the meeting. However, a General Assembly at which the election of the President is to take place, whether it be on the occasion of the quadrennial election of the President or the election of a President to fill a casual vacancy, shall only be held entirely or partly by means of video conference, electronic or other communication facility if it is determined by the Executive Board that because of a pandemic or a force majeure of any kind that impacts on the ability to hold an in person General Assembly, it is appropriate that the General Assembly be held entirely by means of video conference, electronic or other communication facility.
- 12.19 Remote Attendance and Virtual General Assembly Votes:** For the purposes of the above Rules 12.17 and 12.18, video conference, electronic or other communication facility must permit votes to be conducted at the General Assembly through the communication facility such that:
- a. the votes are gathered in a manner that permits their subsequent verification; and
 - b. the tallied votes may be presented to the General Assembly in the event of a secret ballot without it being possible for the NNOC-CGA to identify how a voter cast their vote.
- 12.20. Resolutions Between General Assemblies:** If in the opinion of the Executive Board an urgent or important matter arises between General Assemblies which requires a decision of the voting Members before the next Ordinary General Assembly or before an Extraordinary General Assembly can be called or it is not practicable for an Extraordinary General Assembly to be called, then the Executive Board may seek approval of a resolution by the voting Members by:
- a. a resolution in writing signed and approved by all voting Members entitled to vote on the resolution. Any such resolution in writing originally signed or transmitted by email, facsimile or other forms of visible or their electronic communication shall be valid as

if it had been passed at a General Assembly. Any such resolution may be signed or transmitted in counterparts, consisting of several documents in the same form each signed or transmitted by one (1) or more voting Members.

- b. a resolution by email or other electronic means of voting. At least 72 hours from the time the proposed resolution is sent for electronic vote, shall be provided to the voting Members to enable them to cast a vote under this Rule. At least two-thirds of the total number of voting Members of the Organisation must be in favour of a resolution voted on under this Rule for it to be passed.

12.21 Powers of the General Assembly: The powers of the voting Members in a General Assembly or by resolution are to:

- a. elect the President and the Vice President;
- b. elect such other Elected Executive Board Members, as per this Constitution;
- c. reprimand, suspend or expel NFs;
- d. elect persons to Honorary positions upon the recommendation of the Executive Board;
- e. receive, consider and approve the annual audited financial statements and the proposed budget for the following year;
- f. appoint and auditor, upon the recommendation of the Executive Board;
- g. amend this Constitution;
- h. remove any member of the Executive Board or the Executive Board as a whole;
- i. dissolve the Organisation;

12.22 Removal of Executive Board: Provided that proper notice is given under this Constitution, the voting Members in a General Assembly may remove any Member of the Executive Board or the Executive Board as a whole prior to the expiry of their terms of office if the General Assembly decides that a Member of the Executive Board or the Executive Board as a whole, has been unable, or has failed without acceptable excuse, to fulfil the duties of an Executive Board member or the Executive Board as a whole. Any decision by the General Assembly under this Rule must be passed by an affirmative vote of at least three-quarters of the total number of voting Members of the Organisation. Before deciding on the removal of a Member of the Executive Board or the Executive

Board as a whole under this Rule, the Member concerned or the Executive Board as a whole, as the case may be, must be given reasonable notice:

- a. particulars of the alleged inability or failure to fulfil his, her, or their duties; and
- b. a reasonable opportunity to be heard at the General Assembly in accordance with the principles of natural justice.

13. EXECUTIVE BOARD

13.1 Composition: The Executive Board shall be comprised of:

- a. the President;
- b. the Vice-President;
- c. the Secretary General;
- d. the Treasurer;
- e. eight (8) other members;
- f. one (1) athletes' representative (referred to as the AC Board Member) elected from the Athletes Commission as per Rule 19.1.4 (b); and
- g. any IOC member(s) in Namibia.

13.2 Both Genders: Both genders must be fairly represented on the Executive Board, with a minimum representation of 30% of each gender.

13.3 Election of Executive Board Members: The Organisation shall, in such manner and not less than 30 days before the General Assembly, call for nominations from the Member Federations for any vacant positions as Elected Executive Board Members. Candidates should, in so far as may be possible be nominated and elected on merit and taking into account the following factors about the candidate and the Executive Board as a whole:

- a. their prior experience in governance roles (such as a trustee, director, executive committee member or similar);
- b. their level of knowledge and understanding of sport and the Olympic Movement and the Commonwealth Games Federation;
- c. their level of knowledge and experience in community, sports and/or not for profit organisations;
- d. the desirability for conflicts of interest to be minimised;
- e. the desirability for a wide range of skills and experience on the Executive Board;

- f. the desirability for gender balance and diversity;
- g. the desirability for understanding of, and empathy with athletes and others involved in the Olympic Movement and the Commonwealth Games Federation;
- h. their experience or knowledge in education; and
- i. their understanding and acceptance of Olympism.

The elected representatives nominated from the Member Federations affiliated to IFs governing sports on the programme of the Olympic Games must constitute a majority of the voting members of the Executive Board.

Eligibility conditions: Candidates must also meet the general eligibility conditions for being a Member of the Organisation, as per Rule 8.6, and the specific conditions mentioned under Rule 13.4. In addition, no person can be elected as a member of the Executive Board if he/she has reached the maximum age of 70 years on the date of the election.

Nomination procedure: Candidates may be nominated by any voting Member of the Organisation. Nominations shall be submitted no later than 15 days prior to the elective General Assembly at the Secretariat of the Organisation. The list of all eligible candidates shall be circulated by the Secretariat of the Organisation to all voting Members no later than 10 days prior to the elective General Assembly. In the event of any doubt or dispute as to the eligibility of a candidate, the case shall be referred to the elective General Assembly for final decision before proceeding with the elections.

- 13.4 Terms of Office:** The term of office for all Elected Executive Board Members (including the President) and the AC Board Member shall be four (4) years and not more than three (3) consecutive terms in the same position but more than three (3) non-consecutive terms are permitted. They may be eligible for re-election as long as they meet the eligibility requirements and conditions mentioned in this Constitution. The outgoing Executive Board Members shall hold office until their successors are elected. The term of office of the Elected Executive Board Members shall coincide with an Olympiad and shall commence at the conclusion of the first regular General Assembly following the summer Olympic Games, and end at the conclusion of the first regular General Assembly following the next Summer Olympic Games, unless extended in terms of clause 12.3.
- 13.5 Vacancy of the President:** If a vacancy arises the Vice President shall assume the Presidency for the period until the next Ordinary General Assembly, at which time the position of President shall be filled by election in accordance with Rule 13.3 for the balance of the term of the vacated position, provided that, if required because of the time period between the date the vacancy arises and the date of the next Ordinary General Assembly, the Executive Board may abridge any of the time periods in Rule 13.3.

- 13.6 Vacancy of another Elected Executive Board Member:** If a vacancy arises prior to the date of the next Ordinary General Assembly, or if the position of an Executive Board Member is not filled at an Ordinary General Assembly, the Executive Board may either leave the position or appoint an Executive Board Member on an interim basis until a permanent replacement can be elected at the next General Assembly in accordance to Rule 13.3.
- 13.7 Vacancy of AC Board Member:** If the position becomes vacant, then it shall be filled in accordance with Rules 13.1(f) and 19.1.4(b).
- 13.8 Meetings:** The Executive Board must meet on a regular basis and at least once every quarter. The Executive Board may also meet in a special meeting either upon request from the President or upon request signed by at least 33.3% of the voting Executive Board Members. The Secretary General must send notice of an Executive Board meeting to all Executive Board Members not less than 14 days prior to the date of the meeting which must include the date, time, place and agenda of the meeting.

Unless otherwise determined in this Constitution, decisions at Executive Board meetings are taken by Ordinary Resolution. In the event of a tie, the Chairman of the meeting shall have a casting vote. The Secretary General must send the Minutes of the Executive Board meetings to all Executive Board Members within 10 days following the meeting.

- 13.9 Written Resolution/s by the Executive Board Members:** Notwithstanding anything to the contrary contained in this constitution, a written resolution circulated to all the members of the Executive Board, by way of electronic communication, or registered mail, or delivery by hand, shall be valid and binding, as if taken at a meeting of the Executive Board, if signed and adopted by the majority of members of the Executive Board.
- 13.10 Quorum:** The quorum of an Executive Board Meeting is one half of all voting Executive Board Members.
- 13.11 Powers and Responsibilities of the Executive Board:**
- a. be responsible for all the affairs of the Organisation;
 - b. consult and communicate with the Members regularly on matters of common interest;
 - c. prudently manage the finances of the Organisation and cause annual audited financial statements of the Organisation to be prepared and presented to the Ordinary General Assembly;
 - d. adopt and implement policies for the management of the Organisation's assets and finances including those for delegation and authorization;
 - e. approve income and expenditure budgets at least annually for all of the Organisation's activities and submit them to the General Assembly for approval;

- f. enact, amend or revoke Bye-Laws relating to any matter provided for in this Constitution, provided that any such Bye-Law enactment, amendment or revocation is consistent with this Constitution;

13.12 An Executive Board Member is deemed to have vacated their position upon:

- a. being declared insolvent by the High Court of Namibia;
- b. being declared of being of unsound mind or being the subject of a property order under the laws of the Republic of Namibia;
- c. resigning from the Executive Board;
- d. being removed by the General Assembly under Rule 12.19;
- e. being sentenced for a criminal offence involving an element of corruption, fraud or dishonesty; or
- f. dying.

13.13 The Executive Board may, by Special Resolution and after due process, suspend an Executive Board Member pending determination of a decision under Rules 13.11 a, b, d or e.

13.14 The Executive Board shall adopt and operate (in accordance with this Constitution and Bye-Laws) policies set by the Executive Board dealing with such matters as it decides and including all aspects of the Executive Board's governance, activities and processes and including a policy allowing the Executive Board meetings to be held in person or by teleconference or by other means by which those participating may hear each other simultaneously. The Executive Board must review its policies at intervals as determined by it in an effort to ensure that they record good governance for the affairs of the Organisation.

13.15 The Executive Board in determining all matters of policy must consider recommendations from consultative Forums, Commissions and General Assemblies.

14. THE MANAGEMENT COMMITTEE

14.1 Composition: The Management Committee shall be comprised of:

- a. the President;
- b. the Vice-President;
- c. the Secretary General;
- d. the Treasurer.

14.2 Meetings: The Management Committee shall meet at least once a month.

14.3 Powers and Responsibilities of the Management Committee:

- a. The MC shall oversee the execution of the day-to-day operations and activities;
- b. Approve income and expenditure budgets on a monthly basis for all the Organisation's activities.

15. PRESIDENT AND VICE PRESIDENT

15.1 The President:

- a. shall be elected in accordance with Rule 12.16;
- b. is the Officer of the Organisation;
- c. shall manage all the affairs of the Organisation;
- d. shall represent the Organisation on all official occasions and chair the General Assembly and the Executive Board unless otherwise agreed between the President and the Executive Board;
- e. is the official spokesperson of the Organisation.

15.2 The Vice-President:

- a. shall be elected in accordance with Rule 12.16;
- b. is, in the absence of the President, the Officer of the Organisation;
- c. shall, in the absence of the President represent the Organisation on all official occasions and chair the General Assembly and the Executive Board unless otherwise agreed between the President and the Executive Board.

15.3 The roles of the President and Vice-President may be expanded upon any Bye-Laws or Policies adopted by the Executive Board.

16. SECRETARY GENERAL AND TREASURER

The Secretary General:

16.1 Appointment of the Secretary General: Shall be appointed by the Executive Board to carry out such role and duties as required by this Constitution and on such terms and conditions as determined by the Executive Board; and

- 16.2 **Day to Day Management and Operations:** The Secretary General shall be responsible for the day to day management and operations of the Organisation in consultation with the Management Committee;
- 16.3 The Secretary General is the Chief Executive Officer of the Organisation and, as such, is not entitled to vote in the Executive Board meetings;
- 16.4 Any duty (in this Constitution or elsewhere) of the Secretary General may in the absence or incapacity of the Secretary General be carried out by any other person authorized by the Executive Board to do so.
- 16.5 **Removal of the Secretary General:** The Secretary General may be removed from office by the Executive Board on the recommendation of the President, subject to any written agreement between the Secretary General and the Organisation.

The Treasurer:

- 16.6 **Election of the Treasurer:** Shall be elected by the General Assembly and shall carry out such functions and duties as required by this Constitution and on such terms and conditions as determined by the Executive Board; and
- 16.7 The Treasurer shall, in so far as may be practicable, be registered as a CFA or CA, as the case may be and/or be a person with at least 5 years practical experience as a financial accountant.

17. IOC MEMBERS

- 17.1 The role, rights and benefits of IOC Members are as set out in the IOC Charter, this Constitution, Regulations and Bye-laws of the Organisation and in any Executive Board Policies.

18. HONORARY POSITIONS

- 18.1 A person who has given an exceptional meritorious service to the Organisation may be appointed to an Honorary Position in the Organisation if the following process is satisfied:
- a. the Executive Board must recommend the election of such person at a General Assembly having first given notice of such recommendation as an item of business; and
 - b. the recommendation is approved by a Majority of the voting Members present at a General Assembly.
- 18.2 **Rights, etc.:** The rights, privileges and obligations of persons appointed to Honorary Positions shall be determined by the Executive Board from time to time, but they are not entitled to vote.

18.3 Term, Suspension and Termination: The term of a person appointed to an Honorary Position is granted for life but any such person may be suspended by the Executive Board, and his or her Honorary Position terminated by the General Assembly, if it is determined that such person has in the opinion of the Executive Board, or the General Assembly in the case of termination, acted in contravention of this Constitution, Bye-Laws, the IOC Charter, the CGF Constitution and/or has acted in a manner which would bring disrepute to himself or herself and/or the Organisation. The process for deciding to suspend or terminate a person's Honorary Position under this Rule shall be the same as the process applicable for suspension and expulsion of Membership of the Organisation under Rule 9.

18.4 There is no limit on the number of Honorary Positions.

19. ATHLETES COMMISSION

19.1 Athletes Commission: The Organisation must establish and maintain an Athletes Commission which shall serve as a consultative body and provide a link between active Namibian athletes and the Organisation. Its structure, purpose, membership and extent of operations shall, in so far as may be practicable, be consistent with the following guidelines of the IOC and such other guidelines as may be determined by the Executive Board:

19.1.1 Mission:

The mission of The Athletes' Commission (hereafter "Commission") is to represent the views of the athletes and make their voice heard within the Organisation.

19.1.2 Objectives:

The objectives of the Commission are to:

- a. Consider issues related to athletes and to provide advice to the Organisation;
- b. Engage actively with initiatives and projects that protect and support clean athletes on and off the field of play;
- c. Represent the rights and interests of athletes and to make related recommendations to the Organisation, including the appointment of arbitrators to the International Council of Arbitration for Sport (ICAS);
- d. Work with the Executive Board of the Organisation to adopt the Athletes' Rights and Responsibilities Declaration, which was presented to and adopted by the 133rd IOC Session in Buenos Aires in October 2018 on behalf of the Olympic Movement, and incorporate it into the Organisation's policies and procedures. In particular, the Commission will work with the Organisation to develop mechanisms for effective remedies related to these rights and responsibilities, and to encourage athletes to make use of these mechanisms; and
- e. Maintain contact with the IOC Athletes' Commission and the ANOCA Athletes' Commission.

19.1.3 Composition Of The Athletes Commission:

- a. The Commission has a minimum of five members who are nationals of Namibia. They must be at least 16 years of age, and have never received any sanction in relation of the World Anti-Doping Code.
- b. The Commission is composed of a majority of athletes who, at the time of their election/nomination, are at least participating at a national level in a sport on the Olympic programme, or have done so within the previous four years.
- c. The Commission shall include at least three athletes who have participated in at least one of the last three editions of the Olympic Games.
- d. Both sexes must be fairly represented within the Commission, and there should be a reasonable balance between sports practiced in the country.
- e. The majority of the members of the Commission are elected by their peers.
- f. The Chair of the Commission must be a member who has been elected to the Commission by his or her peers.
- g. The length of the term of office is four years. It may be renewable.
- h. The following are ex officio members of the Commission and have the right to vote at the meetings of the Commission:
 - Any Namibian member(s) of the IOC Athletes' Commission; and
 - Any Namibian member(s) of the ANOCA Athletes' Commissions.

19.1.4 Representation Of The Commission Within The Organisation:

- a. The Commission is represented at the General Assembly by at least two of its members (if possible, one male and one female), elected by the Commission from among athletes who have participated in at least one of the last three editions of the Olympic Games, who will have the right to vote within this Assembly. For voting rights see Rule 12.15.
- b. The Commission is represented within the Executive Board by at least one member, elected by the Commission and approved by the General Assembly, who will have the right to vote within the Organisation's Executive Board. This person must be a member of the Commission who has been elected to the Commission by his or her peers.

19.1.5 Meetings Of The Commission:

- a. The Commission meets at least once a year;
- b. The Organisation is responsible for ensuring, within its means, that the Commission is able to meet.

20. NAMIBIA NATIONAL OLYMPIC ORDER HOLDERS

- 20.1 The Namibia National Olympic Order is an award of merit recognising outstanding service to the Olympic Movement and the CGF.
- 20.2 The Namibia National Olympic Order will be awarded at a General Assembly or otherwise as determined by the Executive Board.

- 20.3 The Executive Board will recommend to the Members at a General Assembly, based on either its deliberation or that of a specially convened Commission, those individuals considered to be worthy recipients of the Namibia National Olympic Order.
- 20.4 To be awarded the Namibia National Olympic Order the nominee requires approval by an Ordinary Resolution at a General Assembly.
- 20.5 Each Namibia National Olympic Order Holder becomes a Member and will be entitled to attend and speak at the General Assembly and other occasions as the Board decides but will not be entitled to vote.

21. CONSULTATIVE FORUMS

21.1 The Organisation must:

- a. arrange a minimum of one meeting per year of Members to discuss and gather opinions on strategic matters, and where appropriate, recommend policy matters to the Executive Board; and
- b. pay 50% of appropriate costs for one representative from each voting Member to attend such meetings.

Section Four: ORGANISATION Property and Other Provisions

22. FINANCE

- 22.1 **Financial Year:** The financial year of the Organisation shall commence on the first day of January and end on the thirty-first day of December unless determined otherwise by the Executive Board.
- 22.2 **Financial Resources:** The financial resources of the Organisation shall include, but are not limited to:
- a. IOC/Olympic Solidarity;
 - b. ANOC;
 - c. ANOCA;
 - d. Commonwealth Sport Foundation;
 - e. subsidies, legacies, grants and other sources of income gifted or given to the Association;
 - f. income generated from rights and properties of the Organisation; and
 - g. such other resources as determined by the Executive Board.
- 22.3 Each Member Federation must pay an annual membership fee determined at a General Assembly on the recommendation of the Executive Board, if any.

- 22.4 The Treasurer (in coordination with the Secretary General) must keep proper records of the Organisation's financial transactions and must prepare and have audited annual statements in the form required by the Executive Board for circulation at least 15 days prior to each Ordinary General Assembly.
- 22.5 The Executive Board must adopt and implement appropriate policies as determined by it for management of the Organisation's finances including those for delegation and authorization.
- 22.6 The Treasurer (in coordination with the Secretary General) must prepare income and expenditure budgets for all of the Organisation's activities in the form required by the Executive Board for a period of not less than four years.
- 22.7 The Organisation's funds shall be invested in such manner as determined by the Executive Board.
- 22.8 An auditor must be appointed at each ordinary session of the General Assembly.
- 22.9 The Executive Board must appoint an Audit Finance and Investment Committee to carry out specific duties entrusted to it.

23. EMBLEM, FLAG, COLOURS, ANTHEM AND LOGO

- 23.1 The official emblem, flag, colours, anthem and logo (if any) of the Organisation and the use of them shall be determined by the Executive Board.
- 23.2 The flag, emblem and the anthem adopted by the Organisation for use in relation to its activities including the Olympic Games and Commonwealth Games shall also be subject to the approval of the IOC, in the case of Olympic Games and the CGF in the case of Commonwealth Games.

24. AMENDMENTS TO THE CONSTITUTION

- 24.1 The Constitution may only be amended as follows:
- a. The General Assembly at which an amendment to the Constitution is to be considered shall be convened as provided by this Constitution, attaching the proposed amendment(s) to the notice provided for in Rule 12.4.
 - b. Any additional or alternative proposed changes to the Constitution by a voting Member shall be submitted to the Secretary General in writing at least 15 days prior to the Ordinary or Extraordinary General Assembly and the proposed amendment(s) shall be annexed to the final agenda sent out by the Secretary General at least 10

days prior to the date of the General Assembly. If in the opinion of the Executive Board it is appropriate to do so, the amendment(s) attached to the Notice under Rule 24.1a may be re-attached to the agenda with such explanation as the Executive Board considers necessary.

- c. At the General Assembly the proposed amendments referred to under this Rule shall be considered in the manner determined by the chairperson of the General Assembly.
- d. A proposed amendment to the Constitution may be the addition of a new rule to the Constitution or the modification or repeal of an existing rule of the Constitution. However, only amendments which comply with this rule may be considered at the General Assembly. Proposals to further amendments to these amendments are not permitted from the floor at the General Assembly.
- e. In order to pass and be adopted, any proposed amendment to the Constitution requires an affirmative vote of at least three-quarters of the total number of the voting Members of the Organisation.
- f. The Executive Board and any voting Member may propose an amendment to this Constitution if such proposal is in compliance with this Rule.
- g. Any change to this Constitution must be approved by the IOC and the CGF.
- h. If it considers it necessary or if required by the IOC, the Organisation shall amend this Constitution by the process in this Rule to conform to any revision of the IOC Charter at the General Assembly next following the date of such revision by the IOC.
- i. This Constitution shall, at all times, comply with the Olympic Charter to which it must refer expressly. If there is any doubt as to the interpretation of this Constitution, or if there is a contradiction between such Constitution and the Olympic Charter, the latter takes precedence.

25. DISPUTES AND APPEALS

25.1 Any sports-related or institutional disputes arising within the Organisation or between the Organisation and its Members shall be resolved by the competent governing bodies of the Organisation (in close consultation and prior coordination with the International Federation concerned if the case involves a Member Federation), and outside the ordinary Courts. The case shall be referred to the Board and/or the General Assembly as the supreme authority of the Organisation. The General Assembly may decide to make a final decision in the dispute in question, or the General Assembly may decide to establish a specific conciliation, mediation or arbitration body to resolve the dispute.

25.2 Appeals: Any decision by the General Assembly or by the specific conciliation, mediation or arbitration body, which may be established by the General Assembly on an ad-hoc basis under

Rule 25.1, that is final in nature (i.e where there is no further appeal or formal requirement for review or dedication with the Organisation) about which a Member or a voting member of the Executive Board has a dispute shall be referred to and submitted exclusively by way of appeal to the Court of Arbitration for Sport, the Secretariat of which is located in Lausanne, Switzerland, pursuant to the Code of Sport-Related Arbitration. The decision of the Court of Arbitration for Sport shall be final and binding. The time limit for such an appeal is fourteen (14) days after communication of the decision to the person or Member appealing.

26. COMMON SEAL

26.1 The Common Seal of the Organisation shall be kept in the custody of the Secretary General and affixed in accordance with the policy determined by the Executive Board.

27. MATTERS NOT COVERED

27.1 The Executive Board and/or the General Assembly shall have the power to decide on all matters that are not expressly provided for under this Constitution.

28. LIQUIDATION

28.1 The Organisation may be put into liquidation if the voting Members at an Extraordinary General Assembly called for that purpose pass a Special Resolution to apply to court for such an order, and such Special Resolution is confirmed at a subsequent Extraordinary General Assembly called for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.

28.2 If upon winding up, dissolution or liquidation of the Organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid to or distributed among the Members of the Organisation but shall be given or transferred to its legal successor, if any, or, if not, to some other organisation or body having objects similar to the Objects of the Organisation, and which is charitable under Namibian law, subject to prior consultation and coordination with the IOC.

28.3 The organisation or body referred to in Rule 28.2 is to be determined by the voting Members of the Organisation at or before the time of winding up, dissolution or liquidation or, if that does not occur, then by the High Court as may have or acquire jurisdiction in the matter.

29. COMMENCEMENT

29.1 **Coming into Force:** This Constitution was adopted by the General Assembly at an Extraordinary General Assembly and shall come into force on November 3, 2020.

NAMIBIA NATIONAL OLYMPIC COMMITTEE

Signature:  Signature: 

Name: Abner Axel Xoagub

Name: Joan Smit

Title: President

Title: Secretary General

Amended and adopted by the General Assembly on November 24, 2022.

NAMIBIA NATIONAL OLYMPIC COMMITTEE
INCORPORATING NAMIBIA COMMONWEALTH GAMES ASSOCIATION)



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