CONSTITUTION OF DIABETES NAMIBIA

1. NAME
The name of the association shall be Diabetes Association of Namibia.

1.1 The abbreviated name of the association shall be DAN.

2. OFFICE
The association shall have and continuously maintain a registered office in the Republic of Namibia and may have such branches as the Management Board may, from time to time, determine.

3. MISSION
The objectives and mission of Diabetes Namibia are:

To create a better understanding among all people in this country about the condition of Diabetes Mellitus; to empower all people who may have Diabetes Mellitus themselves or who are associated with people who have Diabetes Mellitus to manage the condition; to assist to improve the education and health services where they are insufficient and to further this ideal by:

3.1 the provision and maintenance of an organization to supply information and help persons with Diabetes Mellitus and others interested in a knowledge of Diabetes Mellitus and similar condition;

3.2 the development and propagation of educational and training methods designed to provide all persons with an interest in Diabetes Mellitus a better understanding of the condition and to assist them to control the condition better;

3.3 the promotion among physicians and other health workers of the free exchange of knowledge with respect to Diabetes Mellitus and to improve the standards of treatment of the condition and for this purpose to support or assist in establishing or to establish such health services as the association may deem fit;

3.4 the dissemination of reliable information about Diabetes Mellitus to persons with Diabetes Mellitus and the general public and to create awareness of the importance of early diagnosis of the condition and the need for medical supervision and control;
3.5 the promotion of research relative to the treatment and diagnosis and the whole concept of Diabetes Mellitus by all qualified persons and institutions;

3.6 the organizations of seminars and information sessions and lectures for persons with Diabetes Mellitus and other interested persons and to disseminate the latest research findings to all interested persons;

3.7 the arrangement and organization of events of educational and social nature for all persons with Diabetes Mellitus, especially children, to assist them to lead normal lives;

3.8 the employment of medical officers and other health and welfare workers to enable the association to achieve any or all of its objectives;

3.9 the establishment of branches of the association on such terms and conditions as the association may deem fit;

3.10 the co-operation and association with any other person or persons or associations or institutions or any similar association or institution with similar objectives such as universities, technikon, training centers and other educational institutions, state health departments, professional health care bodies such as the Centre for Diabetes and Endocrinology and the Society for Endocrinology, Metabolism and Diabetes of Namibia, with aims and objectives similar to the objectives and mission of the association;

3.11 to co-operate with and if expedient, become associated with any other persons or body corporate or association or institution which is registered in terms of the Nonprofit Organization Act, 1997 (Fundraising No: 01 100134 0002) engaged in fostering objectives similar to the objectives of the association and acting as an advocate in the interests of all people with Diabetes Mellitus, lobbying government, the health care industry, medical aid societies, pharmaceutical companies all such institutions and bodies, to reduce the cost of medication and services and to improve the quality of service delivery;

3.12 the raising of funds to:

3.12.1 further the scope of the medical knowledge relating to Diabetes Mellitus by furnishing assistance to institutions, organizations and individuals engaged in or desiring to engage in study, research, publication and teaching concerning the causes, control, treatment and cures for Diabetes Mellitus;

3.12.2 apply and disseminate the knowledge at its disposal;

3.12.3 to enable Diabetes Association of Namibia to carry out its objectives;

3.13 to oppose all forms of discrimination against persons with Diabetes Mellitus in all fields generally and without limiting the generality of the foregoing, particularly in the fields of employment, insurance and medical aid associations;

3.14 to acquire or rent immovable property for the purposes of furthering any or all of the association’s objectives;
3.15 to do all such other things as may be incidental to or which in the discretion of the association are conducive to the attainment of the above objectives. The objectives specified in each clause in this document shall be regarded as independent objectives and shall in no way be limited or restricted by reference to or inference from the terms of any other paragraph or clause or the name of the association, provided that in the event of an ambiguity these objectives shall be construed in the most liberal way so as to widen and not restrict the powers and objectives of the association;

3.16 and to generally take such other measures and encourage such services as will benefit persons with Diabetes Mellitus,

4. FUNDS

4.1 No part of the income or assets of the association shall accrue to the benefit of any members or the office bearers, save for the salary of any member in his/her capacity as an employee of the association and save for the refund of any member of monies necessarily expended on behalf of the association. All surpluses shall be applied to the furtherance of the association;

4.2 the association shall be entitled to accept gift, donations, legacies, bequests and settlements from any source;

4.3 should the services of a fundraiser be made use of for the collections of contributions, the expenses (remunerations and/or commission included) may not exceed 40 (forty) percent of the total turnover of the collection. The provision shall remain in force only as is required by the Director of Nonprofit Organizations, Act?

5. AMENDMENT OF THE CONSTITUTION

5.1 The constitution may be amended by a special resolution. Members must vote for such amendment at an Annual General Meeting or at a Special General Meeting convened for that purpose. This special General Meeting may take the form of a teleconference,

5.2 the change to the constitution can only be accepted if at least 75% of the members at the meeting or at a tele-conference vote in favor of the change. Members who vote must be people who have been active in the existence of the association;

5.3 a written notice must be sent to members not less than twenty-eight days (28) before the meeting at which changes to the constitution are going to be proposed. The notice must set out the proposed amendment/s to the constitution, which will be discussed and considered at such meeting. If all centers have had prior opportunity to consider and discuss the amendments prior to a teleconference, it may only be necessary for a teleconference to ratify the amendments.

6. STATUS
6.1 The association shall be capable of suing and being sued in its own name. The association shall be non-political and no person shall be excluded from membership on by reason of that person’s race, colour or religion;

6.2 The association shall:
6.2.1 exist in its own right, separately from its members;
6.2.2 continue to exist even when its membership changes and there are different office bearers
6.2.3 be able to sign contracts and enter into other relationships. It can sue and be sued in its own name;
6.2.4 be able to own property and other possessions

7. LIABILITY OF MEMBERS

7.1 The liability of the members of the association shall be limited to the amount or amounts unpaid at any time in respect of the subscriptions or other payments due by them to the association and the terms of this clause shall be brought to the notice of any third party with whom the association shall contract.
7.2 No member or office bearer shall be held liable for any obligations and liabilities of the organization solely by virtue of their status as members or office bearers.

8. AREA IN WHICH CONTRIBUTION WILL BE COLLECTED

The association shall collect contributions and carry on business in the Republic of Namibia. The association shall furthermore be entitled to receive funds from other countries with whom it may or may not be associated.

9. INTERPRETATION

(a) Words implying the singular will, for purposes of this constitution, be construed to include the plural and words implying the masculine gender will be construed to include other genders, reference to natural persons shall also include associations of persons formed in any corporate status or common law,

(b) Clause headings are for reference purposes only and shall not be taken into consideration in the interpretation of the Constitution rules.

10. MEMBERSHIP

10.1 General members: the general members of the association shall consist of all persons of any sex, race, colour, or creed, who have expressed an interest in the association and have applied for membership and whose membership has been accepted and who remain in good standing with the association and its branches. The management Board shall decide and define branches and sub-groups; (thus, for example it may decide that a branch shall consist of say at least 500 (five hundred) members and a sub-group of say at least 200 (two hundred) members. Such general members shall be divided into the following two categories only:
10.1.2 Direct members: persons residing in areas not served by a branch or sub-group where membership procedures are maintained, may be accepted as direct members of the association,

10.2 Honorary Members; honorary membership may be conferred by the Management Board upon individuals who, in the opinion of the Management Board, have rendered distinguished services on behalf of the association and/or in medical or other fields related to Diabetes. Honorary members shall have no vote in the affairs of the association, shall pay no dues and shall receive all publications of the association without costs;

0.3 Corporate Members: medical, welfare, civic, educational, scientific, business or other organizations, irrespective of the sex, race, colour or creed of the members of such organizations may be elected to corporate membership. Each corporate organization shall appoint a delegate who shall be entitled, on behalf of such organization, to one vote in the affairs of the association.

11. SUBSCRIPTIONS AND AFFILIATION FEES

11.1 The Annual subscription payable by members towards the National expenses of the association (Affiliation Fees), shall be fixed at the Annual General Meeting and shall remain so fixed until altered at any subsequent Annual General Meeting.

11.2 If any member or prospective member of the association cannot afford the payment of the annual membership of the association, the Board may, in its sole discretion, waive the whole or any portion thereof.

12. CESSATION OF MEMBERSHIP

If, in the opinion of the Board, a prospective or existing member is considered unsuitable for membership, the Board shall be entitled to reject or terminate such membership (whichever is applicable) after having afforded such person 30(thirty) days notice of such intention and have afforded such person the opportunity within such 30 (thirty) day period to put forward reasons why such membership should not be rejected or be terminated.

13. BRANCHES AND SUB-GROUPS

13.1 Branches and sub-groups of the association shall be formed in such centers and in respect of such geographical areas as the management Board may, from time to time, determine each branch or sub-group shall be registered in terms of the Nonprofit Organization Act, as a branch or sub-group of the association prior to its administering its own financial affairs.

13.2 The affairs of any branch or sub-group shall be subject to the provisions of the constitution and Rules of the association, as read with the Rules and By-laws for the conduct and administration of branches of the association. (branch constitution). Such branch Rules and By-laws shall be promulgated by the
Management Board and shall be deemed to form part of the association’s constitution and shall be entirely consistent with this constitution. Once promulgated, such branch Rules and By-laws may only be altered or modified by the procedure provided in clause 21.5 hereof;

13.3 All branches and sub-groups shall be subject to the control and discipline of the Annual General Meeting

13.4 All branch and sub- groups shall be describe as follows:

Diabetes South Africa………Branch/sub group

14. General meeting

14.1 The association will hold an annual general meeting once per annum, not later than 6 (six) months after the end of its financial year and not later than 15 (fifteen) months after the previous annual general meeting. Other general meetings of the association may be held at any time. Annual general meeting and other general meeting will be held at such time and places as the management board of the association shall determine from time to time.

14.2 Notice of General Meetings

An annual General Meeting and a meeting called for the passing of a special Resolution shall be called by not less than 28 (twenty –eight) days notice in writing and any other general meeting shall be called by not less than 14 ( fourteen ) clear days notice in writing. 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 the hour of the meeting and shall be given in the manner hereinafter mentioned or, in such other manner, if any, as may be prescribed by the association in the general meeting, to such person as under the constitution entitled to receive such notices, provided that a meeting of the association shall, not withstand the fact that is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed by general members having a right to attend and vote at the meeting, holding not less than 95 (ninety-five) percent of the total votes of all general members.

15. PROCEEDINGS AT GENERAL MEETINGS

15.1 The Annual General Meeting shall deal with and dispose of the following matters:
(a) the consideration and approval of the Annual Financial Statements;

(b) the appointment or re-appointment of the auditors who shall not be members of the management board;

(c) The election of a management board consisting of at least 9 (nine) members. The Management Board shall be entitled to call and hold meetings, telephone contacts
or “tele-conferences” with such members as they deem necessary and at such
convenient times to all concerned, for discussion purposes;

(d) The consideration of the Management Board report on the activities of the
previous financial year;

(e) The approval of the budget for next financial year;

(f) All such matters as the meeting agrees to consider or is laid before it except
matters requiring special majorities unless agreed by general members holding
not less than 75 (seventy-five) percent of the votes for general members;

(g) The Annual General Meeting may elect a patron for the association, which may
include any current office bearer or chairman, past or present, or president, past or
present.

16. VOTING

16.1 Voting rights for all members shall be through their branch and excluding all
sub-groups.
16.2 Each branch shall be allocated 1(one) vote and all sub-groups shall be excluded
from being allocated any votes at all.

16.3 Unless otherwise stated in this constitution decisions shall be taken by simple
majority and in the case of votes being equal on an issue, the chairman shall
have the deciding or casting votes.

17. QUORUM

No business shall be transacted at any General Meeting or tele-conference unless
a quorum is present at the time when the meeting commences business. Save as
herein otherwise provided a quorum shall be constituted by members being present
presenting 50% of the total votes for members plus 1 (one). For the purpose of
constituting a quorum all sub- groups or members thereof shall be excluded.

18. GENERAL

The financial year of the association shall end on the (31st) thirty-first day of march
each year.

19. MANAGEMENT BOARD

19.1 The annual general meeting shall elect a management board consisting of

(a) A national president;
(b) A national chairman;
(c) A national treasurer;

(d) 6 members nominated and elected from branch membership
19.2 The board members shall have the right to co-opt 2 additional members to complement specific needs which the board identifies;

19.3 Office bearers, either as members of the management board and executive board shall not be held liable for any losses suffered by any person as a result of an act or omission which occurs in good faith while the office bearer is performing functions for, or on behalf of, the association;

20. MANAGEMENT BOARD AND EXECUTIVE BOARD
20.1 Proper minutes of the proceedings of members and the management board and executive board shall be kept and entered in a bound book and no minutes, once entered, shall be removed from the minute book or altered in any way whatsoever;

20.2 Proper books of account and records of the association’s affairs shall be kept and an income and expenditure account and balance sheet shall be drawn up at the end of each financial year and presented to the annual general meeting of members;

20.3 The association shall appoint an auditor who shall audit the books and accounts of the association and report to the members of the association each year;

20.4 All funds which may be collected and/or transferred abroad by the association shall be used only for the purposes for which they were collected;

20.5 A major proportion of the contributions collected by the association will be used in the republic of Namibia.

21. POWERS AND DUTIES OF THE MANAGEMENT BOARD
21.1 To appoint personnel as they may deem fit or necessary for the carrying on of the Association’s business and to fix their remuneration or other compensation for their Services to the association as they deem fit;
21.2 to appoint an Executive Board, not less than three persons and not exceeding five persons including the National Chairman and the National Treasurer and delegate such powers to an Executive Board as they may deem fit. Paid officials of the association may serve on the Management Board in an advisory capacity only and will have no voting rights;
21.3 to open and close banking accounts as may be necessary and to determine the signatories to any and all documents required for the purposes of the association and to all cheques or other negotiable instruments drawn on or deposited to the credit of such accounts;
21.4 funds available for investment may be invested only with the registered financial institutions as defined in Section 1 of the Financial Institutions (investments of Funds) Act, 1984;
21.5 to make such rules and by-laws governing the procedure for the election of members and for the general conduct of the affairs and business of the association as the board
may determine provided they are not inconsistent with the provisions of this constitution;
21.6 generally to carry out the objectives of the association in such a manner which, in its discretion, is in the best interests of the association;
21.7 no member of the Management Board shall have a direct or indirect interest in or benefit from any contract which the Management Board may conclude with any company;
21.8 all property shall be registered in the name of the association;
21.9 decisions of the Executive Board must be submitted to the Management Board at the next Annual General meeting for approval;
21.10 no competition, contest, game, scheme, arrangement, or system in connection with which any prize may be won shall be conducted or caused to be conducted by the association unless an authority in terms of any other Act has been obtained beforehand from the Management Board.

22. LIQUIDATION

If it is found that the association is not fulfilling the objects for which it has been formed, if for Any other reason it is considered necessary to dissolve the association, an Extra-ordinary Meeting Of members shall be entitled to declare the association dissolved after having given twenty-eight (28) days written notice of such meeting to all members. The Board shall act as Liquidators of the association and after defraying all expenses of winding-up and dissolution, shall Distribute the balance (if any) in cash or kind to such other organization/s (preferably having Similar objectives ) of a public character which are authorized to collect contribution in terms of the Fundraising Act in Namibia and which is or are themselves exempt from tax.

23. DISSOLUTION

Upon the dissolution or liquidation of the Association, no members shall share in or receive any funds or other assets then remaining in possession of the association shall be applied in the manner set out in paragraph 22 hereof.

24. ADOPTION OF THE CONSTITUTION

This constitution was approved and accepted by members of Diabetes Association of Namibia.

At a special (general) meeting held on:
Date:

______________________      __________________
CHAIRPERSON       TREASURER