



The Chamber of Mines of Namibia

- Constitution •
- Code of Conduct & Ethics •



The Chamber of Mines of Namibia

Foreword from the President

In the last two years, the Chamber of Mines of Namibia has gone through a vast transformation of itself in response to the changing landscape of the mining industry locally and world wide. The transformation has led to a revitalized Chamber with focus and direction. This has been achieved through a series of Council Bosberaad when the vision and mission were reviewed and aligned to the current environment.

This is augmented by the new Chamber strategic plan which was put in place during 2006 and reviewed in 2007. The Chamber's activities are now guided by this strategic plan.

The Chamber also reviewed its Committees with new Terms of Reference in order to align them to the new focus and direction of Chamber business.

In the transformation process, Council members realized the need to also review the Chamber Constitution and introduced the new Chamber Code of Conduct and Ethics. The Chamber introduced Certificates of Chamber membership for all current and new members. Chamber membership is now subject to compliance to the revised Constitution and the Code of Conduct and Ethics. Through these measures, the Chamber is striving to maintain and enhance the reputation of our mining industry and Namibia as a Country in which the industry operates according to international best practices.

The main highlights of the changes in the Constitution are:

- ◆ The appointment of the President and Vice-Presidents. The first Vice-President shall automatically take the position of the President after a two year tenure and similarly the second Vice-President shall assume the position of the first Vice-President.
- ◆ Elections shall be conducted at the AGM only for the position of second Vice-President every two years.
- ◆ The general administration and management (on behalf of Council) of the Chamber is vested in the Executive Committee which now comprises the President, Vice-Presidents and the General Manager.
- ◆ Class A Founding members are to be represented on the Council by only one member each instead of two members.
- ◆ The General Manager is a Council member ex officio

I am pleased to sign off and issue the revised Constitution and the new Chamber Code of Conduct and Ethics in this booklet format for ease of reference. These documents can be accessed through our Chamber website which is also a new creation in the last two years and which has recently undergone design changes. You are most welcome to navigate our new look Chamber website for further information.



.....
Otto N. Shikongo
President
Chamber of Mines of Namibia

30/04/2008
.....
Date

Vision

To be acknowledged as the champion of the exploration and mining industry in Namibia.

Mission

To efficiently promote, encourage, protect and foster responsible exploration and mining in Namibia to the benefit of the country and all stakeholders

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THE CHAMBER OF MINES OF NAMIBIA

CONSTITUTION

NAME

1. The name of the organisation shall be “THE CHAMBER OF MINES OF NAMIBIA”

DEFINITIONS

2. For all purposes of this Constitution, unless the context otherwise indicates, any one gender includes the other gender and the following words shall have the meanings hereinafter defined:

2.1 “Council” shall mean the council established by Clause 40;

2.2 “Chamber” shall mean The Chamber of Mines of Namibia;

2.3 “Executive Committee” means the committee established by Clause 52;

2.4 “Mining industry” shall mean, without in any way limiting the ordinary meaning of the expression, the industry engaged in the following activities or subdivisions thereof:

2.4.1 the extraction from the sea, the earth or its surface of precious stones, precious metal ore, coal and base mineral ore;

2.4.2 the tapping and recovery of mineral oils and natural gases;

2.4.3 the beneficiation and / or processing of ores to minerals

and metals and the refining of minerals and metals;

2.4.4 the extraction or the beneficiation or processing of coal and the manufacture of by-products from coal;

2.4.5 the prospecting and / or exploration for precious stones, precious metal ore, coal, base mineral ore, mineral oils and natural gases;

2.4.6 the investigation of the economic viability of the activities referred to in 2.4.1, 2.4.2, 2.4.3 and 2.4.4 above;

2.4.7 any other activity or industry associated with the mining industry which the Council may consider to qualify as part of the mining industry.

2.5 “Presidents” shall mean the President, First Vice President and Second Vice President of the Council

OFFICE

3. The head office of the Chamber shall be at Windhoek. Branch offices in other centres may be established at the discretion of the Council.

OBJECTS

4. The Chamber is established for the purposes of promoting, encouraging, protecting and fostering the mining industry of Namibia and doing everything necessary and advisable for the advancement / achievement of those objects, and for these purposes and without prejudice to the generality thereof:

4.1 to promote, advance and protect the mining industry of Namibia;

- 4.2 to promote the interests of its members;
- 4.3 to consider all questions connected with the mining industry and to promote public interest therein;
- 4.4 to collect and circulate information relating to the mining industry;
- 4.5 at the discretion of members to procure information as to mines, mining companies, and matters relating thereto;
- 4.6 to form or participate in the formation of, and to grant subsidies or monetary subscriptions to, associations or institutions, companies and other organisations connected with the mining industry of Namibia or calculated to benefit same;
- 4.7 to undertake and execute, either gratuitously or otherwise, any trusts or secretarial duties in the furtherance of these objects;
- 4.8 to purchase, take, exchange, hire or otherwise acquire and hold any movable or immovable property in the name of the Chamber, and any rights or privileges necessary or convenient for carrying out the objects of the Chamber;
- 4.9 to construct, alter and maintain any buildings required for the purposes of the Chamber;
- 4.10 to sell, improve, manage, lease, mortgage, dispose of, turn to account or otherwise deal with any part of the property of the Chamber, movable or immovable;
- 4.11 to invest the moneys of the Chamber, not immediately required, upon such security or securities on such terms and in such manner as may be deemed expedient;
- 4.12 to borrow any money required for the purposes of the Chamber

with or without securities as may be determined;

- 4.13 to encourage the settlement, by co-ordination, direct settlement and / or conciliation methods, of disputes in the mining industry, in the interests of the employer;
- 4.14 to promote employment on the mines and industries connected therewith, and take any steps considered necessary to this end;
- 4.15 to promote, and provide facilities, for the training of persons employed in the mining industry;
- 4.16 to establish, form and maintain for the use of members or interested parties and / or representatives of members, a library and museum of models, specimens, designs, drawings and other articles of interest in connection with the mining industry;
- 4.17 to encourage the study of matters relating to mines and mining, whether by technical or professional students, and for that purpose to provide prizes and other rewards and distinctions;
- 4.18 to provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences calculated directly or indirectly to advance the cause of the mining industry of Namibia and of education in mining matters, whether general, technical or professional;
- 4.19 to encourage and promote the establishment of good conditions in premises on or relating to mines and particularly in regard to the prevention of accidents;
- 4.20 to communicate and exchange information pertaining to mining matters with other Chambers of Mines, Government departments or other organisations;
- 4.21 as may be deemed necessary, to negotiate with Government

on members behalf, and to promote, support or oppose any legislative or other measure affecting the interests of members and / or the mining industry and to make representations to, or petition, commissions of enquiry; and

4.22 to do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

GOVERNING BODY

5. The Council, constituted in terms of Clause 40 hereof, shall be the governing body of the Chamber.

MEMBERSHIP

6. Subject to the approval of Council, membership of the Chamber shall be open to every company which is directly involved in the mining or processing of minerals or in the exploration for minerals, to every individual who is engaged in mining or exploration for his own account and to companies, associations or individuals as may be approved by the Council.

7. Membership of the Chamber shall be in the following seven classes:

Class A

Class A members shall comprise

7.1 The following Founder members of the Chamber:

Namdeb Diamond Corporation (Proprietary) Limited
Ongopolo Mining and Processing (Proprietary) Limited
Rössing Uranium Limited; and

7.2 any other company engaged in the Namibian mining industry

which, in the opinion of Council, can demonstrate a significant contribution (in terms of financial and technical capacity, employment, output and strategic considerations) to the long-term sustainability and / or development of the mining sector.

Class B

Class B members shall comprise any company or individual engaged in the mining industry of Namibia which / who, in the opinion of Council, obtains between 55% and 85% of the total membership assessment criteria points.

Class C

Class C members shall comprise any company or individual engaged in the mining industry of Namibia which / who, in the opinion of Council, obtains less than 55% of the total membership assessment criteria points.

Class D

Class D members shall comprise any company or individual engaged in the prospecting and / or exploration for minerals in Namibia but not engaged in the mining or processing of minerals.

Associate Members

Any company or individual which / who does not qualify for membership under any of the preceding classes but which / who, in the opinion of Council, qualifies for membership in terms of Claus 6, shall be entitled to apply for Associate membership of the Chamber.

Honorary Members

The Chamber may, at any general meeting thereof, elect Honorary members, and any person so elected shall, during membership, be entitled to all the privileges of membership, but shall have no voting rights.

Honorary members shall be elected from persons, other than members, benefiting the Chamber by donations of useful objects or by any special furtherance of, or ability to further, the aims of the Chamber.

All Honorary members shall be elected for one year but shall be eligible for re-election.

Honorary Life Members

Subject to the approval of members at a general meeting, the Chamber may confer Honorary Life membership upon any persons who have rendered distinguished and valuable service to the Chamber and / or to the mining industry, or for such other reasons as may be considered to be sufficient.

Such Honorary Life members, although free from liability for subscriptions, shall in all other respects be subject to the Constitution of the Chamber.

REPRESENTATION

8. Within thirty-one days from the date of adoption of the Constitution every Class A, B, C and D member and every Associate member, and likewise any new member admitted to membership within fourteen days from the date of admission, shall advise the General Manager of the name of the person who will represent such member at general meetings and the name of an alternate for such representative. Such representative and / or alternate may be withdrawn at any time and replaced by the member which / who nominated them by giving written notice to the General Manager.

GENERAL MEMBERSHIP PROVISIONS

9. Every application for admission as a member shall be submitted to the General Manager in writing and shall be accompanied by such information concerning the applicant's operations and activities as the Council may from time to time reasonably require.
10. Application for membership, other than as Honorary members or Honorary Life members, shall be considered by the Council at

the meeting following receipt of the application, provided that consideration of any application received less than seven days before the day on which the Council is due to meet shall be considered at the following meeting. Approval of such application by Council shall be by a vote in terms of Clause 20.

11. Any member who becomes insolvent, whose property is sequestrated, is placed under judicial management or goes into liquidation shall, ipso facto, cease to be a member of the Chamber.
12. Any member, other than a Class A member, may withdraw from the Chamber by giving one calendar month's notice in writing to the General Manager of his intention to do so, and upon expiry of the notice he shall cease to be a member.
A Class A member shall be obliged to give six month's notice in writing of his intention to withdraw from the Chamber, and upon expiry of the notice he shall cease to be a member.
Cessation of membership shall not release the member from any of his then existing liabilities or obligations to the Chamber.
13. Any member or representative infringing the Constitution of the Chamber, or any regulation of the Council, or being in the judgement of the Council guilty of any practice or proceeding likely to bring discredit upon the Chamber, or to be inimical to the objects thereof, may be suspended or expelled from the Chamber by resolution of the members at a general meeting.
Such member shall have fourteen clear days' notice sent to him to attend the meeting at which his suspension or expulsion shall be considered. Any member so expelled shall cease to be a member but without releasing him from his then existing liabilities or obligations to the Chamber, and any member so suspended shall during the period of his suspension cease to be a member. The nominator of any such expelled or suspended representative shall have the right to nominate another representative.
14. Any member or representative who has been suspended or expelled

from the Chamber by resolution of the members shall be notified immediately by the General Manager, in writing, of the Chamber's decision and the ground, with such particularity as the President shall decide, on which such member has been suspended or expelled.

15. A register of all members under their respective classifications and a register of all representatives of members shall be maintained at the offices of the Chamber. Such register shall include a record of the subscriptions paid by each member and of the period to which those payments relate.

SUBSCRIPTIONS AND LEVIES

16.

- 16.1 The Council shall determine the amount of the basic subscriptions payable by members in each class of membership for each financial year.

- 16.2 Before the commencement of each financial year the Council shall determine the extent of finance required for the administration of the Chamber and shall fix the rate, and notify members thereof, of any additional levies to be paid by Class A, B and C members.

In assessing the rate of additional levies account shall be taken of the extent of a member's mining operations or interest therein, and for this purpose the Council may call for such information from members as it may reasonably consider necessary without impinging upon any fiduciary aspects of such members' mining operations.

- 16.3 The Council shall further be entitled during the course of any financial year to levy upon all Class A, B and C members one or more supplementary levy or levies so as to make good any estimated shortfall in the cost of the administration of the Chamber for such year; such supplementary levy or levies is

/ are to be determined mutatis mutandis in accordance with Section 16.2 of Clause 16.

16.4 Honorary and Honorary Life members shall not be liable for any subscriptions to the Chamber.

17. The subscription of any member elected to membership after 30 June but before 31 December in any year shall be one half of the amount payable in terms of Clause 16.
18. Subject to the provisions of Clause 17, subscriptions shall be payable yearly in advance on the first day of January in each year. Levies in terms of Sections 16.2 and 16.3 of Clause 16 shall be paid within thirty days of notification to members of such levies.
19. Failure to pay any subscription or levy shall debar the defaulting member from exercising the privileges of membership and may, should the Council so decide, terminate his membership, provide that thirty days' previous notice of default in payment shall have been posted or delivered to the member by the General Manager in the manner hereinafter provided for notices, but the member shall, notwithstanding such termination, continue to be liable to the Chamber for any overdue subscription and / or levies.

VOTING

20. Each member shall be entitled at any meeting of the Chamber to one vote for each full five hundred Namibian dollars contributed in terms of annual subscription and levy as determined in terms of Sections 16.2 and 16.3 of Clause 16.

Honorary and Honorary Life members shall not be entitled to any voting rights at any meeting of the Chamber.

21.

21.1 The voting rights of any corporate member shall be exercised

by the representative or alternate appointed in terms of Clause 8.

21.2 The voting rights of an individual member shall be exercised by such individual or nominated alternate in terms of Clause 8.

21.3 Questions and matters in any general meeting, Council meeting and Executive Committee meeting shall be decided by a bare majority by a show of hands and, in the case of an equality of votes, the Chairman shall have a second or casting vote.

BALLOTS

22. In addition to those cases in respect of which the taking of a ballot is compulsory in terms of this Constitution, a ballot on any question may be taken if demanded by any member immediately before or after any vote is taken at a duly constituted meeting of members or of the Council or of the Executive Committee, and shall be taken

22.1 if demanded in writing at any time by not less than five members (in the case of General and Council meetings) or one member (in the case of the Executive Committee) who are entitled to voting rights; or

22.2 on any proposal to declare or take part in a lockout.

Where a ballot is called for after a vote has been taken, then no action in relation to the vote will be taken until the result of the ballot is known, and the result of the ballot shall then overrule the vote.

23. Ballots for General and Council meetings shall be conducted in the following manner:

23.1 Notice of a ballot shall be given by publication in the press

or to each member of the Chamber in writing by the General Manager at least fourteen days before the commencing date of the ballot, provided that a ballot may be taken without notice at any special general meeting or Annual General Meeting of the Chamber on the decision of a majority of the members present and who exercise their vote.

- 23.2 Two scrutineers shall be appointed by the Council, or by a special general meeting or by an Annual General Meeting as the case may be, to supervise any ballot and to ascertain the result thereof.
- 23.3 Ballots, except those taken at a special general meeting or Annual General Meeting, shall be conducted at the head office of the Chamber and shall remain open for a period of not more than fourteen days, the actual period to be decided by the Council and to be shown in the notice referred to in Section 23.1 of this Clause.
- 23.4 Ballot boxes shall be inspected and sealed in the presence of the scrutineers prior to the issue of ballot papers.
- 23.5 Ballot papers shall be posted to all members entitled to vote by the General Manager at the time of publication or issue of the notice prescribed in Section 23.1 of this Clause.
- 23.6 Before posting, the General Manager shall number each ballot paper and endorse thereon, under his signature, the number of votes to which each member is entitled. Each ballot paper shall contain a brief instruction as to the correct manner in which the paper is to be completed and shall be accompanied by an envelope marked "Ballot".
- 23.7 After completing the ballot paper, the member shall insert it in the envelope marked "Ballot" and seal the envelope. The envelope containing the ballot paper must then be inserted in

another envelope and posted together with a covering letter from the member, to the General Manager so as to reach him not later than the prescribed closing time of the ballot. On receipt, the General Manager shall forward an acknowledgement to the member and deposit the sealed envelope marked "Ballot" in one of the said ballot boxes. No ballot paper received by the General Manager after the closing time referred to in the notice prescribed in Section 23.1 of this Clause shall be placed in a ballot box.

- 23.8 Ballot papers shall not be signed by members or marked in any way apart from the mark required to be made by a member in recording his vote. Papers bearing any other marks, shall be regarded as spoilt and shall not be counted.
- 23.9 On completion of the ballot, or as soon as thereafter as possible, the result thereof shall be ascertained by the scrutineers in the presence of the General Manager and made known to all members by this officer.
- 23.10 Ballot papers, including spoilt papers, shall be placed in a sealed box again after they have been counted and shall be retained by the General Manager for not less than three months, during which period they shall, on a written demand from not less than five members, be re-counted by two scrutineers appointed by the Council or by a special general meeting or by an Annual General Meeting.
- 23.11 If the seal of any ballot container is broken, except in the presence of the scrutineers and the General Manager at the close of the ballot, all ballot papers shall be destroyed and a new ballot taken.

Ballots for Executive Committee meetings shall be taken as determined by the chairman of the specific meeting.

24. The Council shall be bound to take action according to the decision of a majority of the members voting by ballot, provided always that, whenever this Constitution, as amended from time to time, shall require a decision by a proportionate majority, the Council shall only be bound to take action if the required proportionate majority is obtained.
25. A proposal to declare or participate in a lockout shall not be implemented unless at least three-quarters of the possible votes have been cast in favour thereof.

GENERAL MEETINGS

26. General meetings of members of the Chamber shall be held as the Council may from time to time resolve. The place, date and hour of holding such meetings shall be fixed by the Council or by the members at a general meeting. The General Manager shall give notice of general meetings to members, as hereinafter provided, not less than thirty days before the date fixed for such meeting.
27. Thirty percent of members entitled to be present and vote at a general meeting of the Chamber shall form a quorum.
28. The Council may at any time before the holding of any general meeting of the Chamber cause the same to be adjourned by notice to members.
29. The President or, in his absence, the First Vice-President or, they both being absent, the Second Vice-President, and if all the Presidents are absent, then a member of the Council elected by the Council for such purpose, shall take the chair at all general meetings.
30. At general meetings of the Chamber, Associate members, Honorary members and Honorary Life members shall have the right to debate but not to vote.

31. Members wishing to bring business before a general meeting not shown on the agenda notices shall give notice of such motion at the previous general meeting or shall submit notice of motion to the Council at least fourteen days before the date of the meeting at which such business is proposed to be brought forward. Such notice of motion shall be in writing and signed by the person desirous of moving such motion and shall contain the exact wording of the motion to be brought before the relevant general meeting. In cases claimed to be urgent by the mover of the motion, the same shall be considered without notice at any general meeting, provided a majority of three-fourths of the voters present and who exercise their vote are of the opinion that the matter be urgent, but in no case shall the alteration or amendment of this Constitution be claimed to be considered urgent. No motion shall be considered unless seconded.
32. A general meeting of the members, to be styled the Annual General Meeting, shall be held once in every calendar year not later than 31 May on such date as the Council shall from time to time decide. At such meeting the Council shall submit a report of the Chamber's activities during the preceding year. The Council shall also submit thereat the financial statements in respect of the preceding financial year of the Chamber.
33. If, at any general meeting, for which members have received notice in terms of Clause 26, a quorum as defined in Clause 27 has not assembled within half an hour after the appointed time of the meeting, then the members present, which must include one Class A Founding member, shall form a quorum.
34. Any five members of the Chamber, excluding Associate and Honorary members, or any two of the Presidents shall have the right to call a special general meeting of the Chamber, provided that the General Manager shall give notice of such to members in writing not less than thirty days before the date fixed for the meeting.
35. The proceedings of any general meeting shall not be invalidated

by reason of the non-receipt by any member of the notice of that meeting.

APPOINTMENT OF PRESIDENT AND VICE PRESIDENTS

36

36.1 The Council shall at all times have a President, First Vice-President and a Second Vice-President.

36.2 The incumbent holding any position, whether as President or a Vice-President shall hold such position for a tenure of 2 years and shall not be re-eligible to such position upon termination of his 2 year tenure, subject to what is stated below in this clause 36.

36.3 Upon expiry of the 2 year tenure of:

36.3.1 the President, he shall vacate his office, but may be elected as Second Vice-President;

36.3.2 the First Vice-President, he shall vacate his office and automatically assume the office of President, which shall be for a tenure of 2 years;

36.3.3 the Second Vice-President, he shall vacate his office and take up the office of First Vice- President, for a tenure of 2 years.

36.4 In the event of the position of any of the Presidents becoming vacant resultant from Clause 37, or for any reason other than through expiration of such Presidents' 2 year tenure ("ad-hoc vacancy"), then:

36.4.1 In the event of such vacancy being that of the President, the First Vice-President shall immediately take up that

vacancy for the balance of the tenure of the President whose position he had taken, as well as for the following 2 year period which would have been his tenure period in that position, but for the ad-hoc vacancy;

- 36.4.2 in the event of such vacancy being that of the First Vice President, the Second Vice-President shall immediately take up that vacancy for the balance of the tenure of the First Vice President whose position he had taken, as well as for the following 2 year period which would have been his tenure period in that position, but for the ad-hoc vacancy
- 36.5 Any vacant position created by an ad-hoc vacancy, shall be filled at a Special General Meeting, called especially for that purpose, unless the next Annual General Meeting will take place within six months of such ad-hoc vacancy arising, in which instance, such election shall stand over to the next Annual General Meeting.
- 36.6 At any Annual General Meeting at which the tenure of the Presidents would terminate, and unless an ad hoc vacancy is in existence at that time, the meeting shall only be required to vote for and appoint a Second Vice President.
- 36.7 Should either Vice-President, at any AGM at which his tenure expires, indicate that he/she is not prepared to follow up the President, or First Vice-President (as the case may be) his position shall be regarded as an ad-hoc vacancy and such Annual General Meeting shall then elect both a First and Second Vice-President.
- 36.8 If, upon this clause 36 taking effect the respective tenures of the Presidents do not have the same date of expiry, all three Presidents shall be assumed to have tenures identical to that of the President then presiding.

37. Any of the Presidents may be removed from office by a majority vote, by a show of hands, at a special general meeting of members called for that purpose. In addition, any of the Presidents shall vacate office in the following circumstances:
- 37.1 on resignation, suspension or expulsion from membership of the Chamber;
 - 37.2 on resignation from membership of the Council; provide that, where such resignation occurs on the day before the Annual General Meeting, he shall continue in office until the conclusion of that Annual General Meeting; and
 - 37.3 on resignation from office by giving one month's written notice to the General Manager.
38. The duties of the President shall include presiding at the meetings at which is present, enforcing observance of this Constitution, signing, after confirmation, the minutes of preceding meetings of members or of the Council, generally exercising supervision over the affairs of the Chamber and performing such other duties as by usage and custom pertain to the office. In the absence of the President, the First Vice-President shall act in his stead, and in the absence of both of them, the Second Vice-President shall so act.

GENERAL MANAGER

39. The Council shall appoint a General Manager, who shall be a full-time employee of the Chamber, directly responsible to the Council, and who shall perform such duties as the Council may direct; keep such books and accounts as may be prescribed by the Council; receive requests for meetings; issue notices of meetings; attend all meetings and record minutes of the proceedings; keep the register of members; record therein every member's address, the subscriptions and levies paid by such members and, in the event of the resignation

or termination of membership of a member, the date thereof; collect subscriptions and levies; issue official receipts showing the amounts and the nature of such amounts for all monies received; bank all monies within seven days of receipt; submit reports in regard to the financial position of the Chamber to the Council as frequently as may be required; and prepare the annual financial statements of the Chamber as referred to in Clause 61.

COUNCIL

40. Composition of the Council

The governing body of the Chamber shall be a Council comprising

40.1 one representative from each Class A Founding member;

40.2 one representative from each additional Class A member;

40.3 one representative from each Class B member;

40.4 one representative elected by Class C members jointly from amongst their number;

40.5 one representative elected by Class D members jointly from amongst their number;

40.6 one representative elected by Associate members jointly from amongst their number, and;

40.7 the General Manager of the Chamber, ex officio.

In addition, the Council may co-opt not more than two persons for their special knowledge of the affairs of the mining industry. Any person co-opted to the Council shall not have any voting rights thereon.

41. Any person appointed or elected to the Council (other than the General Manager or a co-opted member) must either be
 - 41.1 a member of the Chamber, or
 - 41.2 a representative of a member duly appointed in terms of Clause 8.
42. Within thirty-one days from the date of adoption of this Constitution, and thereafter on or before the seventh day of January of each succeeding year, every Class A and Class B member shall advise the General Manager of the name of the person or persons who are to represent them on the Council and the name of an alternate to each representative. Such representatives and / or their alternates may be withdrawn at any time and replaced by the member which nominated them by giving written notice to the General Manager.
43. Within thirty-one days from the date of adoption of this Constitution, and thereafter on or before the seventh day of January of each succeeding year, the General Manager shall determine the members of the Council representing Class C, Class D and Associate members of the Council together with an alternate in each case by calling for nominations and conducting an informal ballot amongst the members of each such Class.

Each Class C, Class D and Associate member shall be entitled to nominate one person and an alternate for election to the Council to represent such Class.
44. A person who is appointed as an alternate may not attend any Council meetings at which his principal is present, save with the consent of all members of the Council present at such meeting.
45. A member of the Council may resign at any time by giving notice in writing to the General Manager. In this event, or in the event of the death of a member of the Council, the General Manager shall, as soon as practicable, arrange for a replacement to be appointed in

terms of the procedure laid down in Clauses 42 or 43 as the case may be.

46. If a person ceases to represent a Class C, Class D or Associate member, the General Manager shall forthwith arrange for a replacement to be elected in terms of Clause 43.
47. The chairperson of all meetings of the Council shall be the President or, in his absence, the First Vice-President or in his absence the Second Vice-President. In the absence of all the Presidents a chairperson shall be elected from amongst the members present at the meeting.
48. The Council shall meet at least three times in each year. One half plus one of the members of the Council or their alternates personally present shall form a quorum.
49. A notice of a meeting of the Council shall be served either by hand delivery, by means of a facsimile message or by sending it through the post, in a prepaid letter or telegram addressed to such member at his registered address, at least fourteen days before the time fixed for such meeting; provided always that the President or, in his absence, the Vice-President or, they both being absent, any other member of the Council may call special meetings of the Council on shorter notice in cases of extreme urgency.

POWERS OF COUNCIL

50. The Council shall have the power generally to direct and control the functioning and the policy adopted in the management and administration of the Chamber. Further, and without prejudice to its general powers, the Council shall have the power to do all acts required to be done by it in terms of the Constitution.
51. Without prejudice to the general powers conferred by these presents, the Council shall have power to:

- 51.1 purchase, take, exchange, hire or otherwise acquire and hold any movable or immovable property, and any rights or privileges necessary or convenient for the purposes of the Chamber;
- 51.2 construct, alter and maintain any buildings required for the purposes of the Chamber;
- 51.3 sell, improve, manage, lease, mortgage, donate, dispose of, turn to account, or otherwise deal with any part of the property of the Chamber;
- 51.4 purchase, acquire or hold in trust any books, newspapers, models, plans, charts, instruments, maps or specimens;
- 51.5 enter into such contracts and do all such acts and things as it thinks expedient for the purposes of the Chamber;
- 51.6 appoint or remove members of the staff, employees, servants or agents of the Chamber and to authorise their remuneration, fees, et cetera from the funds of the Chamber;
- 51.7 pass bylaws for regulating the business of the Chamber and the procedure to be followed at any meetings of the Chamber;
- 51.8 petition any appropriate authority in the name of the Chamber;
- 51.9 elect, replace or withdraw representatives on any industrial council or conciliation board;
- 51.10 promote the supply of employees to the mining industry;
- 51.11 nominate members to serve on other bodies;
- 51.12 institute, conduct, defend, compound or abandon any

proceedings by or against the Chamber in any court of law or before any arbitrator or other body constituted according to law and, without prejudice to any other provision contained herein, to recover by legal proceedings or otherwise any amount due to the Chamber; and

- 51.13 appoint committees or subcommittees and to delegate any of its functions or powers to any committee or subcommittee or to any employee of the Chamber upon such terms and conditions as the Council may decide.

EXECUTIVE COMMITTEE

52. Subject to the direction and control of the Council, the general administration and management of the Chamber shall be vested in an Executive Committee, which shall comprise:

- 52.1 the President;
- 52.2 the First Vice-President;
- 52.3 the Second Vice-President, and;
- 52.4 the General Manager of the Chamber.

53. The Executive Committee shall meet at such times as the President or, in his absence, the First Vice-President or in the absence of both, the Second Vice President may determine, provided that any member of the Executive Committee may, by notice in writing to the General Manager, request that a meeting of the Executive Committee be convened and, upon receipt of such request, the General Manager shall forthwith convene a meeting of the Executive Committee.

POWERS OF EXECUTIVE COMMITTEE

54. In addition to any powers and duties vested in the Executive Committee in terms of this Constitution, the Council shall be entitled

to delegate to the Executive Committee all or any of its powers as it in its discretion may determine and shall have the right at any time to vary or revoke any such delegation.

FINANCE

55. The financial year of the Chamber shall end on the thirty-first day of December of each year.
56. The income and property of the Chamber shall be applied solely in carrying out the objects of the Chamber.
57. All property or effects belonging to or acquired by the Chamber shall be vested in the President and General Manager for the time being of the Chamber, and their successors in office, to be held by them jointly in trust for the Chamber.
58. Honorary and Honorary Life members shall not acquire any rights in any property of the Chamber by virtue of their membership.
59. The funds of the Chamber shall be banked in the name of the Chamber with such bank as the Council may appoint and shall be operated by the signature of such person or persons as may be appointed by the Council from time to time.
60. The Council shall cause true accounts to be kept of the money received and expended by the Chamber, of the matters in respect of which such receipts and expenditure take place, and of the assets and balances of the Chamber, which accounts shall be duly audited before the thirty-first day of March in each year by auditors appointed by the Council which shall also fix their remuneration. The Council shall cause the annual financial statements of the Chamber, certified by the said auditors, to be circulated in each year to all members.

NOTICES

61. A notice may be served upon any member, either personally, by means of a facsimile message or by sending it through the post, in a prepaid letter or telegram, addressed to such member at his registered address.
62. All notices of meetings shall show at the foot thereof an agenda of the business to be transacted at the meeting.

AMENDMENT OF CONSTITUTION

63. This Constitution shall not be added to, altered or amended, save by resolution, duly carried at a special or Annual General Meeting of the Chamber, by a majority consisting of not less than two-thirds of the votes of those present and who exercise their vote. Not less than thirty days notice of a motion to amend this Constitution shall be given to all members.

INDEMNITY

64. Every member of the Council and every officer or servant of the Chamber shall be indemnified out of its funds against all costs, charges, expenses, losses and liabilities incurred by him in the conduct of the business of the Chamber, or in the discharge of his duties; and no member of the Council or officer of the Chamber shall be liable for the acts or omissions of any other member of the Council or officer of the Chamber, or by reason of his having joined in any receipt for money not received by him personally, or for any loss on account of defect of title to any property acquired by the Chamber, or on account of the insufficiency of any security in or upon which any monies of the Chamber shall be invested, or for any loss incurred through the act or default of any banker, broker or other agent, or upon any ground whatever other than his own wilful acts or defaults.

DISSOLUTION OF CHAMBER

65. The Chamber may be dissolved if a two-thirds majority of the members present, and who exercise their vote, so decide by a ballot taken at a special general meeting called for that purpose. The members present at the meeting shall also appoint one or more persons to wind up the affairs of the Chamber in terms of Clause 66 hereof. Notwithstanding anything to the contrary herein contained, any ballot taken in connection with the dissolution of the Chamber shall be taken and completed at the special general meeting called for that purpose.
66. On the dissolution of the Chamber, the funds on hand shall, after all liabilities and obligations have been met, be disposed of in such manner as may be decided by a resolution or resolutions passed by a two-thirds majority at the special general meeting at which it was decided to dissolve the Chamber in terms of Clause 65, provided that, in the event of a decision having been made to dissolve the Chamber as provided herein but no decision being reached as to the disposal of the assets, then the matter of such disposal shall be submitted to the High Court of Namibia.

LIABILITY OF MEMBERS

67. The liability of members for the debts of the Chamber shall be limited to the amount of any subscription or levy owing by such member to the Chamber and remaining unpaid.

ADJOURNMENT OF MEETINGS

68. Any general meeting of the Chamber and any meeting of the Council and of the Executive Committee may from time to time be adjourned to such time and place as the meeting may determine.

BODY CORPORATE

69. The Chamber shall be a body corporate not for gain and shall have perpetual succession and shall be capable of suing and being sued in its own name.

CODE OF CONDUCT & ETHICS FOR MEMBERS
OF
THE CHAMBER OF MINES OF NAMIBIA

ALL MEMBERS OF THE CHAMBER OF MINES OF NAMIBIA (COM) SHALL AUTOMATICALLY, UPON ACCEPTING MEMBERSHIP OF THE COM, BECOME SUBJECT TO THIS CODE OF CONDUCT & ETHICS (“COC”), AS A CONDITION OF COM MEMBERSHIP

1. MEMBERSHIP FEES

Members shall timeously and fully pay their membership fees to the COM.

2. COMPLIANCE

- 2.1 Members shall at all times comply with such policies, guidelines, standards and directives as the COM may issue for its members from time to time.
- 2.2 Members shall not do, or allow anything to be done that may bring into disrepute, the image of the COM or the mining industry of Namibia.
- 2.3 Members shall at all times fully comply with Namibian legislation in respect of all of its operations within the borders of Namibia.
- 2.4 Any standards or provisions contained in this COC shall, in so far as it may be in conflict with or in contradiction with any terms and conditions contained in any Namibian legislation, be subject to and if possible in law in addition to such terms and conditions.

- 2.5 The members shall when deemed in the interest of upholding the rule of law within the mining industry in Namibia, join forces in condemning any party outside of the COM who does not comply with Namibian legislation.
- 2.6 If, in the opinion of the Council of the COM, any Namibian legislation effecting the mining industry and which creates an injustice or is morally unacceptable to the members of the COM, members, through the COM shall engage the relevant authority/ies to resolve such issue/s. This shall however not entitle members to act illegally and in contravention of such legislation.
- 2.7 For purposes of this paragraph, legislation shall include all Namibian laws, inclusive of acts, regulations, by-laws and all other rules and regulations whether applicable generally, or the mining industry specifically.

3. EMPLOYMENT AND HUMAN RESOURCE DEVELOPMENT

- 3.1 Members shall, in as far as practicable, provide on-the-job-training to its employees in various aspects of mining, mineral processing, mine safety, occupational health, environmental protection and productivity improvement.
- 3.2 In as far as practically possible, supervisory and managerial level employees shall be sent to appropriate training and mine visits in order to expand their field of experience with the intention of applying such acquired skills, knowledge and experience within Namibia.
- 3.3 Members shall provide, in as far as practicable, in-house training for human resources development and skills enhancement.

4. PROCUREMENT AND SUPPLY CHAIN MANAGEMENT

- 4.1 Members shall give preference to goods and services available in Namibia, provided that same are of comparable quality and competitively priced.
- 4.2 In respect of such products and services which have, by their nature, to be procured within Namibia, members shall give preference to entities and persons who are Namibian citizens, provided that such products, services are of comparable quality and competitively priced.
- 4.3 Members shall refrain from transfer pricing practises which will negatively impact on the Namibian fiscus.

5. TECHNOLOGY TRANSFER AND INTELLECTUAL PROPERTY RIGHTS

Members shall, where practicable (and with reservation of their intellectual property rights), collaborate with public and private universities, research institutions and industry associations in the development of mining related technologies with the corresponding manpower training and development.

6. ENVIRONMENTALLY SAFE PRODUCTION, PRODUCTS AND SERVICES

The COM shall develop and thereafter keep current an “Environmental Code of Conduct for the Chamber of Mines of Namibia” which all members will respect and pursue in all phases of mining operations.

7. ENVIRONMENTAL IMPACT ASSESSMENT AND MANAGEMENT

- 7.1 Members shall continuously and responsibly monitor the environmental impact of all their operations.
- 7.2 Should the COM from time to time require a member to be accredited by such institution/s and in terms of such system as may be prescribed by the COM, members shall comply therewith, within any time limits as may be determined by the COM in each instance.
- 7.3 Members shall, whether through the COM or individually actively support and where required participate in interaction with the Namibian authorities in the development and enforcement of environmental legislation to ensure effective management of mining activities and related operations on the environment.

8. HEALTH AND SAFETY OF EMPLOYEES

- 8.1 Members shall comply with applicable mine health and safety regulations and best practices in respect of the health and safety of its employees in order to minimise and where reasonable possible eradicate occupational accidents and diseases.
- 8.2 Members shall adhere to a vigorous safety and health program covering its areas of operations, which shall include, as a minimum:
 - 8.2.1 standard operating procedures for mining and mineral processing operations;
 - 8.2.2 management and employee training;

- 8.2.3 good housekeeping;
- 8.2.4 health control and services;
- 8.2.5 provisions for personnel protective equipment;
- 8.2.6 monitoring and reporting;
- 8.2.7 environmental risk management including an emergency response program, and;
- 8.2.8 occupational health and safety management.

9. LABOUR STANDARDS

- 9.1 Members shall give preference to Namibians in employing workers for its operations within Namibia.
- 9.2 Notwithstanding the possible existence of minimum wages, members shall pay their workers a reasonable wage for the work performed and treat their employees with dignity and in due compliance with the workers basic human rights as entrenched in the Namibian Constitution.
- 9.3 This clause however shall not be interpreted as a condition of employment placing any obligation on a member in respect of its employer/employee relationship with its employees.

10. CORPORATE GOVERNANCE

All members shall exercise acceptable principles of corporate governance, for which the King Report of 2002 shall act as a guideline.

11. INTER-MEMBER RECRUITMENT OF PERSONNEL

No member shall actively directly or indirectly approach a person employed by another member of the COM for purposes of recruitment, unless such an employee has responded, out of his own accord, to a formal and public advertisement.

12. NON-COMPLIANCE

12.1 Any material non-compliance with the COC will entitle the Council of the COM to terminate the membership of the transgressing member.

12.2 Whether a transgression is material, shall be in the sole discretion of the Council.

12.3 If the Council is of the opinion that a material breach of the COC has been committed by a member, it shall inform such member of the facts upon which its suspicion is based and grant such member the opportunity to reply to such allegation, in writing.

12.4 Any decision of the Council relating to any steps to be taken against a member, subsequent to receiving the written representations from the member as provided for in 12.3 above, shall be final.

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