

THE AIRCRAFT OWNERS AND PILOTS ASSOCIATION OF NAMIBIA

CONSTITUTION

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1. DEFINITIONS AND INTERPRETATION

Definitions

- 1.1 In this Constitution, unless the context indicates otherwise:
- 1.1.1 “**Accountant**” means an external, independent accountant or auditor of the Association, appointed in terms of Article 19.3;
 - 1.1.2 “**Annual General Meeting**” means the General Meeting contemplated in Article 9;
 - 1.1.3 “**Board**” means the board of Directors of the Association;
 - 1.1.4 “**Constitution**” means this document;
 - 1.1.5 “**Directors**” means the directors of the Association as referred to in Article 11;
 - 1.1.6 “**General Meeting**” means a meeting of the Members of the Association, and includes Annual General Meetings and Special General Meetings;
 - 1.1.7 “**Members**” means natural and legal persons admitted to membership of the Association in terms of this Constitution, and “**Membership**” shall have a corresponding meaning;
 - 1.1.8 “**Objects**” means the principal objects of the Association as set out in Article 6;
 - 1.1.9 “**Representative**” means a natural person authorised by a Member who is a legal person to represent such Member at General Meetings;
 - 1.1.10 “**Special General Meeting**” means any General Meeting other than an Annual General Meeting.

Interpretation

- 1.2 In this Constitution:
- 1.2.1 expressions in the singular also denote the plural, and *vice versa*;
 - 1.2.2 words and phrases denoting natural persons refer also to juristic persons, and *vice versa*;
 - 1.2.3 pronouns of any gender include the corresponding pronouns of the other genders.
- 1.3 In this Constitution, unless the context otherwise indicates, a reference to:

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- 1.3.1 a statute or statutory provision includes a reference to the statute and all regulations made thereunder, as amended from time to time;
- 1.3.2 one gender includes all genders;
- 1.3.3 time is a reference to Namibian time as per the *Namibian Time Act, 1994*, and the following construction shall apply to time matters:-
- (a) if a period of time is specified and the period dates from a given day or the day of an act or event, it is to be calculated exclusive of that day and if a period of time is specified as commencing on a given day or the day of an act or event, it is to be calculated inclusive of that day;
 - (b) a reference to a "year" means a period of 12 (twelve) consecutive months;
 - (c) a reference to a "day" is a reference to any day.
- 1.4 Article headings appear in this Constitution for reference purposes only and shall not be employed in the construction of the subject matter.
- 1.5 Where any term is defined within the context of any particular Article in this Constitution, the term so defined, unless it is clear from the Article in question that the term so defined has limited application to the relevant Article only, shall bear the same meaning as ascribed to it for all purposes in terms of this Constitution, notwithstanding that that term has not been defined in Article 1.1.
- 1.6 Where a word or phrase is specifically defined, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- 1.7 This Constitution shall be construed in accordance with the laws of Namibia.

2. ESTABLISHMENT OF ASSOCIATION

The signatories to this Constitution hereby establish a voluntary association (herein referred to as the "Association") under the laws of Namibia, as further set out herein.

3. NAME

- 3.1 The name of the Association shall be "THE AIRCRAFT OWNERS AND PILOTS ASSOCIATION OF NAMIBIA".
- 3.2 The abbreviated name of the Association shall be "AOPA NAMIBIA".

3.3 AOPA NAMIBIA is a member and affiliate of IAOPA, the International Council of Aircraft Owners and Pilots Associations.

4. LEGAL STATUS

4.1 The Association shall not carry on business that has for its object the acquisition of gain by the Association or its Members.

4.2 The legal status of the Association shall be that of a *universitas personarum* continuing in perpetuity. Accordingly:

4.2.1 The Association shall be a body corporate under common law, existing as a legal person separate from its Members.

4.2.2 The assets and liabilities of the Association shall be separate from that of its Members.

4.2.3 The Association shall be entitled to institute and defend legal proceedings in its own name.

4.2.4 The Association shall apply all its assets and income towards the promotion of its Objects.

5. PRINCIPAL PLACE OF BUSINESS

5.1 The principal place of business and offices of the Association shall be situated at a place as determined by the Board from time to time.

5.2 The Association may establish offices and representations in other places within Namibia.

6. OBJECTS AND CORE VALUES

Objects

6.1 The principal Objects of the Association are to promote the interests of its Members with respect to all aspects of aviation.

6.2 Without derogating from the generality of Article 6.1, the Association has the following specific Objects:

6.2.1 To link pilots and aircraft owners to promote co-operation and discussion;

6.2.2 To represent and promote the interests, rights, powers and privileges of its Members;

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- 6.2.3 To encourage the implementation and expansion of facilities and services to the aviation industry in Namibia;
 - 6.2.4 To promote procedures to encourage flight safety;
 - 6.2.5 To further the art, science, industry, economy, safety and popularity of flying;
 - 6.2.6 To promote international aviation in Namibia;
 - 6.2.7 To promote and further the ideals and principles encouraged by the International Council of Aircraft Owners and Pilots Associations;
- 6.3 The Association shall be entitled to acquire an interest or conduct in its own name any business which in the opinion of the Board is ancillary and useful for achieving the Objects of the Association, provided that any income accrued by the Association from such activities shall again be re-employed by the Association for the purposes of achieving its Objects.

Core Values

- 6.4 The Association subscribes to the following fundamental values:
- 6.4.1 The Association shall be non-political, non-partisan, non-racist and non-sexist.
 - 6.4.2 The Association subscribes to the fundamental values of fair and ethical business and competition.
 - 6.4.3 The Association subscribes to the rule of law and the letter and spirit of the Namibian Constitution.
 - 6.4.4 The Association opposes any form of corruption, bribery and unfair competition or trade.

7. POWERS

- 7.1 The Association shall have all powers necessary to achieve its Objects.
- 7.2 Without limiting the generality of the provisions of article 7.1, the Association shall have the power to:
- 7.2.1 admit, suspend and expel Members;
 - 7.2.2 frame and implement disciplinary procedures and impose sanctions and penalties against Members;
 - 7.2.3 enter into agreements with any persons for and in connection with the pursuit of its Objects;

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- 7.2.4 delegate clearly designated functions to Committees established by the Board of the Association and to appoint employees, officers or agents to assist the Association or in achieving any of its Objects;
- 7.2.5 institute and defend legal proceedings in the name of the Association;
- 7.2.6 lend, invest, borrow, raise or secure the payment of moneys;
- 7.2.7 raise funds by subscriptions, levies, donations and other means;
- 7.2.8 open, hold and operate bank accounts or other investments with financial institutions;
- 7.2.9 effect insurance, including insurance over property, agents, employees or activities of the Association;
- 7.2.10 acquire by purchase, lease or grant any movable or immovable property and to manage, let, sell, exchange or otherwise deal with the property of the Association;
- 7.2.11 impose, levy and collect subscriptions, fees and other charges upon or from Members;
- 7.2.12 invest and deal with moneys of the Association not immediately required as may be determined by the Board from time to time; and
- 7.2.13 do all such other things as are incidental or conducive to the attainment of the Objects of the Association.

8. MEMBERSHIP

Qualification, Application and Admission

- 8.1 Any person admitted by a simple majority decision of the Board shall become a Member of the Association.
- 8.2 Any natural or legal person may apply for Membership of the Association.
- 8.3 Applications for Membership shall be made by:-
 - 8.3.1 completing a prescribed form; and
 - 8.3.2 paying a non-refundable application fee (if any) as determined by the Board from time to time.
- 8.4 The Board may accept or reject applications for Membership in its discretion.

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Categories of Membership

- 8.5 There shall be three categories of Membership, being:
- 8.5.1 ordinary Membership; This category of Membership includes any person who has flown solo in an aircraft, or is the owner of an aircraft, or is a licenced aircraft maintenance engineer.
 - 8.5.2 corporate Membership; This category of Membership includes corporate bodies or clubs where the ownership or trade with or use of an aircraft forms an integral part of its corporate activities. This category specifically includes Aircraft Maintenance Organisations.
 - 8.5.3 honorary Membership, This category of Membership shall include those persons elected for such membership at the Annual General Meeting and who have rendered distinguished service to the Association or aviation to such an extent that such election is warranted.

which shall be subject to such admission requirements, subscriptions, voting rights and privileges as the Board may from time to time determine by written resolution.

Loss and Reinstatement of Membership

- 8.6 Membership of the Association shall be lost:-
- 8.6.1 when a Member resigns;
 - 8.6.2 when the yearly subscription of a Member remains unpaid for one month after it falling due;
 - 8.6.3 upon a two thirds majority resolution of the Association in a General Meeting;

Reinstatement

- 8.7 Subject to this Constitution, and subject to payment of any outstanding subscriptions, the Board may reinstate a former Member who lost Membership under Article 8.6 on such terms and conditions as it may determine.

Rights and Privileges of Membership

- 8.8 The Association is an incorporated as an association not for gain. Accordingly:-
- 8.8.1 the Members have no rights in the assets of the Association;
and



8.8.2 The Association shall apply its income and profits only for the purposes of promoting its Objects and shall pay no dividends to its Members.

8.9 The principal rights and privileges of Members shall be those set out in this Constitution.

8.10 Subject to the provisions of Articles 8.8 and 8.9, the Board may create, vary, amend and abolish further rights and privileges of Members.

8.11 Members' rights or privileges are not transferable.

Obligations and Duties of Membership

8.12 Every member shall pay the yearly subscription fee.

8.13 The yearly subscription fee shall become due on the commencement of the financial year of the Association.

8.14 The Board shall determine the amount of the yearly subscription fee.

9. GENERAL MEETINGS

Annual General Meeting

9.1 Every year the Association shall hold a general meeting known as its Annual General Meeting.

9.2 Not more than fifteen months may pass between two Annual General Meetings.

9.3 The Annual General Meeting shall be held at a place and time determined by the Board.

9.4 The Annual General Meeting shall conduct the minimum business required by this Constitution.

Extraordinary General Meetings

9.5 In addition to the Annual General Meeting, the Association may at any time hold Special General Meetings.

9.6 Special General Meetings may be convened:-

9.6.1 by the Board;

9.6.2 on a written requisition of not less than 10% (ten percent) of all the Members of the Association.

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9.7 A Special General Meeting shall only deal with the special business for which it was convened.

Notice of General Meetings

9.8 The Association shall give written notice of General Meetings to its Members as follows:

9.8.1 twenty one days in the case of an Annual General Meeting;

9.8.2 fourteen days in the case of a Special General Meeting.

9.9 A notice of a General Meeting shall state the place, day and hour of the meeting, and the business to be conducted.

9.10 Notice of a General Meeting may be given to Members in any of the following manners:

9.10.1 by hand;

9.10.2 by registered or unregistered mail;

9.10.3 by telefax; or

9.10.4 by e-mail.

9.11 Inadvertent omission to give notice of a General Meeting to Members, or the non-receipt of a notice by Members, does not invalidate the proceedings at that General Meeting.

9.12 Members shall inform the Association of either a delivery address, or a postal address, or a telefax or an e-mail address, and any change of such address. Notices to Members may be given to any one of these addresses. Should a Member fail to provide an address for notifications as required herein, or should a Member fail to inform the Association of the change thereof, or if any of the addresses are no longer current, the Member shall be regarded to having waived his rights to receive any notice from the Association for General Meetings.

10. PROCEEDINGS AT GENERAL MEETINGS

General and Special Business

10.1 The Annual General Meeting shall, as part of its general business:-

10.1.1 consider the Chairman's report;

10.1.2 adopt the minutes of the previous Annual General Meeting and other Special General Meeting held immediately prior to it

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- 10.1.3 consider the financial accounts and statements of the Association;
- 10.1.4 elect the Directors (and therewith the Board) of the Association;
- 10.1.5 appoint the Accountant of the Association.

Quorum

- 10.2 The quorum for a General Meeting shall be fifty percent (50%) Members, present either:-
 - 10.2.1 in person, if the Member is a natural person;
 - 10.2.2 by a Representative, if the Member is a legal person;
 - 10.2.3 by proxy.
- 10.3 No business shall be conducted without a quorum.
- 10.4 If within half an hour after the time appointed for a General Meeting there is no quorum, then the General Meeting shall be adjourned for one week, for the same weekday, time and place.
- 10.5 If within half an hour after the time determined for the General Meeting adjourned under article 10.4 there is no quorum as required under 10.2, the persons actually present at the adjourned General Meeting constitute a quorum and may conduct any lawful business of the Association.

The Chairman

- 10.6 The Chairman and in his absence a Member or Representative of a Member elected by the General Meeting shall preside over a General Meeting and shall conduct the proceedings.

Voting - General

- 10.7 Resolutions put to the vote of a General Meeting shall be decided on a show of hands, unless a poll is demanded:-
 - 10.7.1 by the Chairman; or
 - 10.7.2 by not less than three Members present in person, by Representative or by proxy.
- 10.8 A demand for a poll may be withdrawn.
- 10.9 Where voting takes place on a show of hands, the Chairman shall declare whether a resolution has been carried (whether unanimously or by a particular majority) or has been defeated.
- 10.10 Polls are taken in a manner directed by the Chairman. The result of a poll shall be regarded to be the resolution of the General Meeting at which the poll was demanded.

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- 10.11 A poll demanded on a question of an adjournment shall be taken immediately. A poll demanded on any other question may be taken at such time as the Chairman may direct, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Weight of Votes and Disqualification

- 10.12 Every Member shall have one vote.
- 10.13 A Member whose subscriptions are unpaid may not vote.

Casting Vote

- 10.14 In the event of any equality of votes the Chairman shall have a second vote.

Proxies

- 10.15 Votes may be given either personally or by proxy.
- 10.16 A proxy shall be a Member (or Representative of a Member) of the Association.
- 10.17 A Member shall appoint a proxy in writing and under signature.
- 10.18 If a document appointing a proxy is not delivered to the Association's principal place of business:-
- 10.18.1 forty eight hours before the time appointed for the meeting; or
- 10.18.2 twenty four hours before the time appointed for the taking of a poll,
- the document appointing the proxy shall be invalid.
- 10.19 The form and requirements for a proxy may be prescribed by the Board from time to time.

Representatives

- 10.20 Members who are legal persons may in writing appoint a Representative (as defined) to attend and vote at General Meetings. The Association may request reasonable proof of authority of the Representative. If no such proof is provided on request, the Chairman may disqualify such Representative from attending General Meetings of the Association or from voting at such General Meetings.

11. DIRECTORS

Directors

- 11.1 The Association shall have at least five directors.
- 11.2 The Directors of the Association constitute the Board.

Appointment and Term of Office

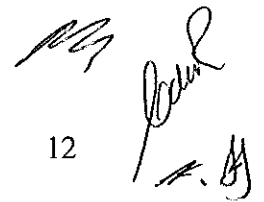
- 11.3 Directors shall be appointed by majority resolution at an Annual General Meeting.
- 11.4 Directors may be appointed from outside the Members of the Association, but a majority of directors shall be Members of the Association or Representatives of members.
- 11.5 Directors shall ordinarily be appointed for one term of office. Directors' terms of office commence after conclusion of the Annual General Meeting at which they are appointed and ordinarily terminate at the following Annual General meeting unless their term of office is extended at the subsequent Annual General Meeting.
- 11.6 Directors shall be eligible for re-election.
- 11.7 If any vacancy arises on the Board, the remaining Directors may appoint any person as Director. The term of office of such substituted Director will run until the next Annual General Meeting only.
- 11.8 The Association in General Meeting may remove a Director from office prior to the expiry of his or her term of office, and may appoint another Director in his or her place. The term of office of such substituted Director shall run until the next Annual General Meeting.

Disqualifications

- 11.9 Directors of the Association shall automatically lose their office if they:-
 - 11.9.1 are provisionally or finally sequestered or placed under any administration order or curatorship; or
 - 11.9.2 have been convicted of an offence involving an element of dishonesty; or
 - 11.9.3 are found to be of unsound mind.

Vacancies

- 11.10 A vacancy on the Board shall occur if a Director:-
 - 11.10.1 dies; or
 - 11.10.2 resigns from office; or



11.10.3 loses office in terms of this Constitution,

in which case the Board may in its discretion appoint a substitute Director who shall complete the term of office of the Director who so died, resigned or lost office.

11.11 The remaining Directors may act despite any vacancy in the Board. If on account of vacancies there are less than two directors, the remaining Director of the Association may still act, but only to appoint another Director for the purposes of meeting a quorum and to call a General Meeting of the Association.

12. POWERS OF THE BOARD

12.1 The Board shall be responsible for the management and control of the business of the Association.

12.2 Subject only to the provisions of this Constitution, the Board may exercise all powers of the Association.

12.3 The Board may:-

12.3.1 appoint advisors to the Board, who need not be Members of the Association, but such advisors have no vote;

12.3.2 appoint sub-committees, and may assign any functions to such sub-committees, provided that the activities of such sub-committees are under the final supervision and control of the Board. A sub-committee shall comply with any mandate given to it by the Board.

13. BOARD PROCEEDINGS

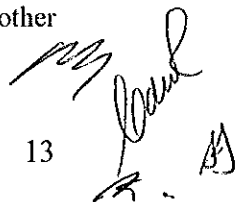
Convening of Meetings

13.1 The Board shall meet as and when it deems necessary, in order to properly conduct the business of the Association; provided that the Board shall at least meet quarterly.

13.2 The Board shall meet on such dates and times, and shall regulate its meetings and transact its business as it deems fit.

13.3 Any Director may convene a meeting of the Board.

13.4 The Chief Executive Officer shall give written notice of any meeting of the Board to each Director at least 24 (twenty four) hours (or such other

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period as may be unanimously agreed upon by the Directors) before the time appointed for the holding of the meeting.

- 13.5 The Chief Executive Officer's notice shall specifies the general nature of the business to be transacted at the meeting.

Quorum

- 13.6 The quorum required for a meeting of the Board shall be three Directors.
- 13.7 If within half an hour after the time appointed for the meeting a quorum is not present the Directors then actually present constitute a quorum.
- 13.8 At meetings of the Board the Chairman and in his absence a person voted by the Board shall chair the meeting.

Decisions and Voting

- 13.9 If not determined otherwise in this Constitution, decisions of the Board shall be taken by a majority of the Directors present and voting.
- 13.10 In the event of any equality of votes the Chairman shall have a second or casting vote.
- 13.11 Any acts performed by the Board shall be valid, even if it should be established afterwards that one or more of the Directors was disqualified or his or her appointment was defective.
- 13.12 A written resolution of the Board, signed by all Directors, shall be valid and effective, even if no meeting was held.

14. CHAIRMAN

- 14.1 At each Annual General Meeting the Members attending shall appoint one of the Directors to be the Chairman of the Association for the period ending with the closing of the next Annual General Meeting.
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- 14.2 Directors shall be eligible for re-appointments as Chairman.

15. SECRETARIAT

- 15.1 The Directors shall establish a Secretariat, which shall be responsible for the day to day administration of the Association in accordance with the provisions of this Constitution and the policies and resolutions of the Board.
- 15.2 The Secretariat shall consist of such persons as may from time to time be appointed by the Board.

15.3 The Secretariat shall be headed by the Chief Executive Officer.

16. CHIEF EXECUTIVE OFFICER

- 16.1 The Board shall from time to time appoint one of the Directors of the Board, to be designated as the Chief Executive Officer.
- 16.2 The Chief Executive Officer shall act as the Association's principal executive and administrative officer and shall be accountable to the Board.
- 16.3 The Chief Executive Officer shall exercise such powers for and on behalf of the Directors as the Board may from time to time delegate to the Chief Executive Officer.
- 16.4 The Chief Executive Officer, unless excused by the Directors, shall be required to be in attendance at Meetings of the Board.
- 16.5 The Chief Executive Officer shall prepare all documents for and minutes of Meetings of the Board.

17. MINUTES

- 17.1 The Association shall keep a Members' register at its principal business address.
- 17.2 The Association shall keep minutes of all General Meetings, meetings of the Board, voting results and appointments, and Members shall have reasonable access thereto.

18. CONTRACTS, BILLS AND DOCUMENTS

- 18.1 One or more Directors, as determined by the Board from time to time, shall sign and execute all contracts, bills of exchange, negotiable instruments or documents requiring to be signed, on behalf of the Association.

19. FINANCIAL MATTERS

Bank Accounts

- 19.1 Subject to any limitations or procedures imposed by the Board, any two directors may operate the banking accounts, and may authorise and execute payment instructions for and on behalf of the Association.

Financial Year

- 19.2 The Association's financial year ends on the last day of December each year.

Books of Account, Financial Records and Financial Statements

- 19.3 The Association shall appoint an Accountant.
- 19.4 The Association shall keep books of account, showing correctly the financial affairs of the Association in accordance with generally accepted accounting practice in Namibia.
- 19.5 The Associations accounts and financial statements shall be presented at the Annual General Meeting.
- 19.6 Members shall be entitled to inspect the books of account of the Association on request. The Board may impose reasonable restrictions on the times and manner of inspection of the books of account.

20. AMENDMENTS TO THIS CONSTITUTION

- 20.1 This Constitution may be amended by a resolution taken by the Members at a Special General Meeting, subject to the further provisions of Article 20.2.
- 20.2 This Constitution may not be amended unless:
- 20.2.1 written notice of any proposed resolution to amend the Constitution, specifying the wording of the changes has been given to the Members of the Association;
 - 20.2.2 a quorum of at least 25% (twenty five percent) of all the fully paid-up Members of the Association is in attendance at such Special General Meeting; and
 - 20.2.3 the resolution to so amend the Constitution has been carried by not less than two thirds of the Members of the Association present and voting at such Special General Meeting.


21. DISSOLUTION


- 21.1 The Association shall continue in perpetuity until terminated by a General Meeting *mutatis mutandis* the provisions of Article 20.
- 21.2 If upon winding up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed among the Members, but shall be given or transferred to any charitable organisation operating in Namibia as may be determined by the persons who served as the last Directors of the


Association, and failing such determination, to be determined by the High Court of Namibia.

THIS CONSTITUTION WAS ADOPTED BY THE SIGNATORIES HERETO AT WINDHOEK, ON THIS 8th DAY OF September 2011.

[NAME OF SIGNATORY] Michael Böttger 


[NAME OF SIGNATORY] ROBERT MOMSEN 

[NAME OF SIGNATORY] MATTHYS RALL 

Reinhold GÄRTNER 

Peter Keil

Andrea Keil 

Charlene du Raan 

Lara Jentsch 