

**NAMIBIAN YOUTH CHAMBER OF ENVIRONMENT**  
**CONSTITUTION**



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## **PREAMBLE**

We, the youth of Namibia, recognising the urgent need to address environmental challenges and promote sustainable development, hereby establish the Namibian Youth Chamber of Environment (NYCE). This organisation is committed to advocating for environmental conservation, promoting awareness, and building capacity among young people to actively engage in environmental protection and sustainable development efforts. The NYCE will serve as an umbrella organisation for youth environmental initiatives across Namibia, providing guidance, support, and representation at national and international levels.

The NYCE acknowledges that it is a semi-autonomous branch of the Namibian Chamber of Environment, its parent body, and will carry out its operations in alignment to its parent body's objectives. Although independent in its operations, NYCE remains dependent on guidance and direction from its parent body from time to time.

## **CHAPTER 1: THE ORGANISATION**

### **Article 1: Definitions**

1.1 In this Constitution, unless the context otherwise indicates:

1.1.1 "AGM" refers to the Annual General Meeting.

1.1.2 "Chamber" refers to the Namibian Youth Chamber of Environment (NYCE).

1.1.3 "EGM" refers to the Extraordinary General Meeting

1.1.4 "NEC" refers to the National Executive Committee.

1.1.5 "Region" refers to the defined geographical areas within Namibia as determined by the NEC.

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:

1.3.1 An article is a reference to an article of this Constitution.

1.3.2 A statute or statutory provision includes a reference to the statute and all regulations made thereunder, as amended from time to time.

1.3.3 A person includes a reference to any natural person, firm, body corporate, unincorporated association or partnership, joint venture, trust, unincorporated association, the state or local government or regulatory department, body, instrumentality, agency, minister or the authority.

1.3.4 Time is a reference to Namibian time as per the Namibian Time Act, 1994, and the following construction will apply to time matters:

(a) A reference to a “day” is a reference to any day.

1.4 Article headings appear in this Constitution for reference purposes only and will 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, will bear the same meaning as ascribed to it throughout this Constitution, notwithstanding that that term has not been defined in article

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 will be construed in accordance with the laws of Namibia.

## **Article 2: Constitution of Chamber and Name**

### **2. Constitution of Chamber**

2.1 Punaete Kandjii, Trendy Masule, Otilie Fillipus as founder Members, hereby agree to constitute the Chamber as a voluntary association under Namibian common law.

2.1.1 This Constitution shall be the supreme governing document of the NYCE.

2.2 The association’s name is “**Namibian Youth Chamber of Environment**” and the abbreviated form of its name is “**NYCE**”.



### **Article 3: Legal status and no profit motive**

#### **Legal status**

3.1 The legal status of the Chamber is that of a *universitas personarum* continuing in perpetuity. Accordingly –

3.1.1 the Chamber is a body corporate existing as a legal person separate from its members under Namibian common law;

3.1.2 the assets and liabilities of the Chamber are separate from those of its members;

3.1.3 the Chamber acquires rights and obligations separate from its members;

3.1.4 the Chamber institutes and defends legal proceedings in its own name;

3.1.5 the Chamber applies all its assets and income towards the promotion of its main objectives.

#### **No Profit Motive**

3.2 The Chamber does not pursue the acquisition of pecuniary gain for itself or its Members.

### **Article 4: Place of business**

4.1 The Chamber's principal place of business is in Windhoek.

4.2 The Chamber may establish such further places of Business as the AGM may from time to time determine.

### **Article 5: Aims and objectives of the organisation**

5.1 The NYCE aims to:

5.1.1 Provide training and mentorship to Namibian youth;

5.1.2 Conserve the natural environment;

5.1.3 Facilitate access to environmental information through education and collaboration by widening the target audience;

5.1.4 Create outreach activities: develop and implement feasible and impactful outreach programmes involving youth club members;

5.1.5 Draw attention to national and international threats to ecosystems and species.

### **Further Objectives**

5.2 Without derogating from the main objects of the Chamber set out in article 5.1, which are to be interpreted broadly and inclusively, the further specific objectives of the Chamber are to -

5.2.1 act as a consultative forum for its Members;

5.2.2 promote best practices in respect of Environmental Matters and represent the interests of its Members to the Namibian public, the government and business, all other environmental conservation entities and investors community;

5.2.3 develop skills, expertise and mentoring of young Namibians towards Environmental sustainability;

5.2.4 establish itself as a reputable and credible organisation dealing with any Environmental Matters;

5.2.5 develop a strategic framework to meet its aims and objectives;

### **Core Values**

5.3.1 development of skills, expertise and mentoring of young Namibians;

5.3.2 political and ideological neutrality;

5.3.3 non-discrimination and inclusiveness;

5.4 The aforesaid core values are to guide the actions of the Chamber, its organs, representatives, and members.

### **Article 6: Powers**

6.1 The Chamber, acting through its organs, has all powers to enable it to achieve its main and ancillary objectives, and in the furtherance of its objectives, the Chamber may conduct any and all activities and do all such things as are allowed under the laws of Namibia.

6.2 Without limiting the broad and inclusive nature and reach of the powers contemplated in article 6.1, the Chamber has the powers to -

6.2.1 admit and expel Members;

6.2.2 determine membership admission and expulsion criteria and membership categories;

6.2.3 determine and collect Membership contributions;

6.2.4 associate with any other person or association of persons;

- 6.2.5 raise funds, and to accept or refuse donations and sponsorships;
- 6.2.6 acquire, hold and dispose of any kind of movable and immovable property;
- 6.2.7 lend or encumber its movable or immovable property;
- 6.2.8 borrow money or any movable or immovable property;
- 6.2.9 enter any type of contract, including, without limitation, contracts for goods and services, and contracts of –
  - a) donations, grants and bursaries;
  - b) sell;
  - c) lease;
  - d) loan, hire-purchase and credit;
  - e) guarantee, indemnity or insurance;
  - f) mortgage and pledge and granting any other type of security over its movable or immovable property;
  - g) employ;
  - h) agency and representation, mandate, power of attorney;
  - i) insurance;
- 6.2.10 delegate its powers to agents and representatives;
- 6.2.11 take and act upon professional advice;
- 6.2.12 open and operate bank accounts, investment accounts and issue financial instruments;
- 6.2.13 institute and defend legal proceedings (including arbitration proceedings), and to submit disputes to legal proceedings, arbitration or mediation;
- 6.2.14 waive, settle or compromise any indebtedness or obligation owed by or to the Chamber;
- 6.3 The Chamber's powers are exercised through its organs, principally being –
  - 6.3.1 Annual General Meeting;
  - 6.3.2 Extraordinary General Meeting; and
  - 6.3.3 the National Executive Committee.



## **Article 7: Affiliations**

The Chamber may affiliate with any person or organisation where the objectives of which are similar to or support the objectives of the Chamber.

## **Article 8: Quorum**

8.1. The quorum for:

- (a) an Annual General Meeting shall be at least 30 members and a 50% regional representation;
- (b) an Extraordinary General Meeting shall be at least 20 members and a 25% regional representation;
- (c) a Regional Committee Meeting shall be at least 3 NEC Members and a 50% Regional Committee Members;
- (d) a NEC Meeting shall be at least 4 NEC Members.

Members present, as the case may be, in person or by proxy (in the case of Members who are natural persons) or by Delegate (in the case of Members who are legal entities or associations of persons).

8.1.1. No business is conducted without a quorum.

8.1.2. If, within half an hour of the scheduled time for a General Meeting, there is no quorum, the General Meeting is automatically adjourned for one week, for the same weekday, time and venue (or, if such venue is not available, at a venue as notified by the Secretary General).

8.1.3. If, within half an hour after the scheduled time for the adjourned meeting referred to in article 8.1.2, there is no quorum, the Members present at the adjourned General Meeting are deemed to constitute a quorum and may conduct any lawful business of the Chamber in General Meeting.

8.2 All general meetings are presided over by the President -

8.2.1 in the President's absence, in the Vice President or any other National Executive is mandated to presiding over the General Meeting,

(the aforesaid persons hereinafter for convenience referred to as the "Meeting Chairperson") who conducts the proceedings.

## **Voting - General**

8.3 Resolutions put to the vote of a General Meeting are decided on a show of hands, or the Meeting Chairperson or any Delegate present may demand a secret poll.

8.3.1 A demand for a poll may be withdrawn

8.3.2 Where voting takes place on a show of hands, the Meeting Chairperson declares whether a resolution has been carried by a simple majority or greater

8.3.3 Polls are taken in a manner directed by the Meeting Chairperson.

## **Weight of Votes and Disqualification**

8.4. Every Member has one vote, such a vote to be exercised by any one of the Delegates of such Member.

## **Casting Vote**

8.5. In the event of an equality of votes the Meeting Chairperson may exercise a casting vote.

## **Proxies**

8.6. Members who are not able to attend a General Meeting (whether personally or through a Delegate) may appoint a proxy to attend on their behalf at the General Meeting.

8.6.1 Only Delegates may hold and act as proxies.

8.6.2 Proxies are appointed in writing and under signature of the person appointing the proxy.

8.6.3 If a document appointing a proxy is not delivered to the Secretary General before the commencement of the General Meeting, it is invalid.

8.6.4 Proxies not containing voting instructions may be exercised at the discretion of the proxy

## **CHAPTER 2: MEMBERSHIP**

### **Article 9: Eligibility for Membership**

9.1 Any natural person between the ages of 18-35, legal entity or other association of persons or organisation capable of acquiring rights and obligations whose main business, or, in the final discretion of the Annual General Meeting, a significant portion of whose business,

(a) comprises active participation in or promotion of Environmental Matters (i.e., any of the matters listed in articles 5.1.1 to 5.1.6); and

(b) is not for gain for its proprietors, members, or stakeholders; or

(c) is for gain for its proprietors, members or stakeholders, but does not, in the final discretion of the National Executive Council, detract from the value of the activities comprising such active participation or promotion of Environmental Matters, and which support the objectives of the Chamber, may apply for membership of the Chamber,

### **Application for Membership**

9.2 Applications for Membership are made through filling of an online application form,

9.3 Applications for Membership are made in such form and may be accompanied by such application fee as the NEC determines from time to time.

9.4 The National Executive Committee accepts or rejects applications for Membership in its final discretion.

### **Categories of Membership**

9.5 At the entry into force of this Constitution, there shall be two categories of Membership –

Individual membership – for individual persons;

And Organisational membership – for individual organisations,

### **Duties of Members**

9.6. Members are expected to comply in all respects with the letter and spirit of this Constitution.

9.7. Members are expected and encouraged to actively support the activities of the Chamber to which they are capable of contributing.

9.8. Members are expected to advocate for the protection and sustainable management of Namibia's natural resources.

### **Rights and Obligations of Members**

9.9. Members have the right to:

9.9.1 participate in the activities and decision-making processes of the NYCE;

9.9.2 vote in elections and at the AGM;

9.9.3 receive regular updates and information from the NEC;

9.10. Members are obliged to:

9.10.1 uphold the values and objectives of the NYCE;

9.10.2 pay membership fees promptly;

9.10.3 participate actively in NYCE activities and programmes;

9.10.4 adhere to the code of conduct and any other bylaw.

### **Termination and Loss of Membership**

9.11. Membership may be terminated –

9.11.1 by failure to comply with the code of conduct or objectives of the NYCE;

9.11.2 by non-payment of membership fees;

9.11.3. by member resignation by written notice to the Chamber;

9.11.4 upon the death of a Member who is a natural person;

9.11.5 upon the dissolution of a Member who is a legal person or other association of persons;

9.11.6 when the Member is expelled on a two thirds majority decision of the AGM or EGM;

9.11.7 upon reaching 36 years of age.



9.12 For the purposes of article 9.11 -

9.12.1 a Member may be expelled if his or her continued Membership is, in the final opinion of the AGM or EGM, irreconcilable with the objectives of the Chamber, or brings the Chamber into disrepute;

9.12.2 the AGM or EGM may not resolve to expel a Member before having notified the Member of its intention and having given the Member an opportunity to make representations before or at the meeting of the Council at which such resolution is to be taken.

### **CHAPTER 3: ORGANISATIONAL STRUCTURE**

#### **Article 10: Structures of NYCE**

The NYCE shall be structured as follows:

10.1 The Annual General Meeting (AGM)

10.2 Youth Coordinator

10.3 National Executive Committee (NEC)

10.4 Regional Committees (RCs)

#### **Article 11: The Annual General Meeting (AGM)**

11.1 The AGM shall be the principal consultative and decision-making organ of the Chamber and shall meet annually.

11.2 The AGM will comprise delegates from each region with NYCE membership. In the event that financial constraints are experienced, the NEC may decide on the appropriate number of delegates per region with a minimum of 1 delegate

11.3 Only Regional delegates whose names were properly submitted to the Youth Coordinator for purposes of attending the AGM shall be entitled to vote.

11.4 Notice for the assembly of the AGM will be communicated by the NEC to the various regional structures at least two months before the date of the assembly.



11.5 The agenda of the AGM will be drafted by the NEC after receipt of proposals from regions and finally approved by the AGM itself.

11.6 The AGM will receive annual reports from the National Executive Committee.

11.7 The procedures and formalities at the AGM shall be as follows:

11.7.1 The NEC shall preside over the proceedings of the AGM.

11.7.2 The AGM shall elect the NEC.

11.7.3 The AGM will have the power to confirm, amend, repudiate or revoke any decision made by any organ of the NYCE and shall further determine the overall future programs of the organisation.

11.7.4 The AGM will consider recommendations of the outgoing NEC.

11.7.5 The AGM may be dissolved by a two-thirds majority of the delegates present.

## **Article 12: Youth Coordinator**

12.1 The Youth Coordinator exists as a permanent employee, appointed by the parent body, the Namibian Chamber of Environment.

12.2 The Youth Coordinator shall support the activities of NEC, RCs and Members

12.3 The Youth Coordinator shall act as the liaison between the NYCE and its parent body, the Namibian Chamber of Environment.

12.4 The Youth Coordinator shall act as the Chamber's principal administrative officer.

12.5 The Youth Coordinator exercises such powers for and on behalf of the Chamber as the NEC may from time-to-time delegate to him or her, and the Youth Coordinator is accountable to the NEC.

12.6 The Youth Coordinator, unless excused by the NEC, is required to attend meetings of the NEC.

12.7 The Youth Coordinator shall serve as an ex-officio member of all committees.

#### **14.2.2 Vice President**

- a) Assist the President in the execution of their duties and assume presidential responsibilities in the President's absence.
- b) Coordinate collaboration between the National Executive Committee and Regional Committees.
- c) Oversee the implementation of special projects and task forces as designated by the NEC.
- d) Monitor progress toward organisational goals and report findings to the NEC.
- e) Serve as an ex-officio member of all ad hoc committees.
- f) Represent the NYCE at official functions when the President is unavailable.

#### **14.2.3 Secretary General**

- a) Maintain and safeguard all official records, minutes, and correspondence of the NYCE.
- b) Issue proper notices for all meetings of the General Members Assembly, NEC, and special sessions.
- c) Maintain accurate membership records and oversee official communications with members.
- d) Coordinate with the Youth Coordinator to ensure effective information dissemination to regional structures.
- e) Certify and maintain custody of the official NYCE seal and constitutional documents.
- f) Prepare and distribute annual reports in collaboration with other NEC members.

#### **14.2.4 Treasurer**

- a) Keep proper and correct books of account for the Chamber and presents annual financial statements to the members of the Chamber at the Annual General Meeting.
- b) Safeguard NYCE's financial health through effective financial management, planning and reporting.
- c) Oversee fundraising initiatives for activities and programmes in accordance with the objectives of NYCE.
- d) Monitor all income, expenditure, budgets, and cash flow alongside the Youth Coordinator.
- e) Implement and oversee internal financial controls and risk management strategies.
- f) Assist with the preparation of annual budgets in collaboration with the NEC.
- g) Provide regular financial updates to the NYCE and NEC.
- h) Prepare annual financial statements for audit and presentation at the AGM.
- i) Ensure procurement processes are transparent, cost-effective and compliant with NYCE's financial policies.

14.3 The National Executive Committee (NEC) shall have the authority to establish ad hoc committees, provided that such committees' objectives are aligned with the objectives and mission of the organisation.

## **Article 15: The Regional Committees**

15.1 Each region shall have a Regional Committee (RC) responsible for coordinating NYCE activities at the regional level.

15.2 The RC shall consist of a Coordinator, Secretary and other positions as deemed necessary by the region and by approval by the NEC

15.3 The RC shall be responsible for organising regional activities, recruiting members, and ensuring that the NYCE's objectives are implemented at the regional level.

15.4 The RC shall report to the NEC on regional activities and provide input on national initiatives.

15.5 The RC shall serve as an advisory body to the NEC.

## **CHAPTER 4: FINANCES AND ASSETS**

### **Article 16: Property of the Organisation**

16.1 All property acquired by the NYCE shall be held in the name of the organisation.

16.2 The NEC and Youth Coordinator shall be responsible for the management and maintenance of the organisation's property.

### **Article 17: Funds of the Organisation**

17.1 The funds of the NYCE shall consist of membership fees, donations, grants, and any other income generated by the organisation's activities.

17.2 The NEC shall be responsible for managing the funds in accordance with the budget approved by the AGM.

## **CHAPTER 5: DISCIPLINARY MATTERS**

### **Article 18: Code of Conduct**

18.1 The NEC shall establish a code of conduct that should be approved by the AGM

18.2 Members of the NYCE shall adhere to a code of conduct that promotes integrity, respect, and responsibility.

18.3 The NEC shall be responsible for enforcing the code of conduct and addressing any violations.

### **Article 19: Standing Orders, Rules, and Procedures for all NYCE Organs**

19.1 The NEC shall establish standing orders, rules, and procedures to govern the operations of the NYCE, that will be approved by the AGM.

19.2. These orders shall be reviewed and updated as necessary to ensure the effective functioning of the organisation.

## **CHAPTER 6: MISCELLANEOUS MATTERS**

### **Article 20: Amendments to constitution**

20.1 This Constitution may be amended by a resolution of Members passed at an Annual General Meeting or Extraordinary General Meeting in accordance with article 19.2.

20.2 This Constitution may not be amended unless -

20.2.1 written notice of any proposed resolution to amend the Constitution, specifying the precise wording of the amendments, has been given to the Members of the Chamber;

20.2.3 the resolution to so amend the Constitution has been carried by not less than two thirds of the Members present and voting at such Annual General Meeting or Extraordinary General Meeting.



## **Article 21: Dissolution**

21.1 The Chamber continues in perpetuity until terminated by a resolution of an Annual General Meeting or Extraordinary General Meeting convened only for the purposes of dissolving the Chamber, such resolution shall comply with the provisions of article 20.

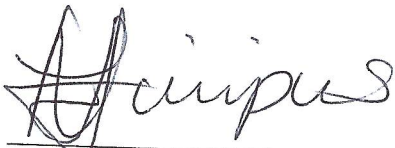
21.2 If upon winding up or dissolution of the Chamber, there remains, after the satisfaction of all the Chamber's debts and liabilities, any property, the same may not be paid to or distributed among the Members of the Chamber but must be given or transferred to the NCE or any other youth association in Namibia, as may be determined by the NCE.

## **Article 22: Entry into Force**

This Constitution was adopted by the founder Members referred to in clause 2.1 by their respective signatures, on this day \_\_\_\_\_ of \_\_\_\_\_ 2025 at Otjikoto Environmental Centre, Otjozondjupa Region, Namibia.



**Punaete Kandjii**  
ID No.: 00110800079  
President



**Ottilie Iyaloo Ndapandula Fillipus**  
ID No.: 02041400207  
Secretary General



**Trendy Mulela Masule**  
ID No.: 99102800772  
Youth Coordinator





## Declaration of Delegation

We, the undersigned, at the first General Meeting held at the B2Gold Environmental Education Center, hereby delegate the following individuals to sign our constitution as founding members:

1. Punaete Kandjii
2. Trendy Masule
3. Otilie Iyaloo Ndapandula Fillipus

## Delegates

| NAME                       | Signature |
|----------------------------|-----------|
| Alfried Ukongo             |           |
| Alosia Haikera             |           |
| Andreas Nekongo            |           |
| Beata Haupindi             |           |
| Diina Shatipamba           |           |
| Dion Lutuhezi              |           |
| Ester Amanyanga            |           |
| Gail Thomson               |           |
| Garuan Gariseb             |           |
| Innocentia Nambahu         |           |
| Ivonne Ntabi               |           |
| Julia Nghishoongele        |           |
| Julia Sunday Akuundungila  |           |
| Koviao Mbaha               |           |
| Kuume Iyambo               |           |
| Mbago Wilbard              |           |
| Natalia Shifeta            |           |
| Ndatitangi Iyaloo Amadhila |           |
| Ndinelago Ithindi          |           |
| Nelao Hauulu               |           |
| Neverson Kawana            |           |
| Oliver Hoffmann            |           |
| Owen Hanse                 |           |
| Padelia Pius               |           |
| Patemoshela Kashikola      |           |
| Rauna Mateus               |           |
| Shanice Ngeve              |           |
| Simeon Namweya             |           |
| Thanti Bengela             |           |
| Theuhil Veldtschoen        |           |