

MEATCO MEMBERS' MEETING STANDARD RULES AND PROCEDURES

(hereinafter referred to as '**the Rules**')

1. **Date and Time of Meeting**

- 1.1. The board of Meatco ('**the Board**') must determine the date, time and venue for the Annual General Meeting ('**the Meeting**'), which must be held within a period of five months after the end of Meatco's financial year.¹
- 1.2. The date, time and venue of the Meeting must, within thirty (30) days² before the Meeting is to be convened, be placed by notice in two newspapers which are published and circulated in Namibia, and in such other manner as may be determined by the Board.³

2. **Preliminary issues**

- 2.1. The chairperson of the Board will act as the chairperson of the Meeting ('**the Chairperson**').
- 2.2. The Chairperson shall call the Meeting to order and, at the commencement thereof, verify the presence of the required quorum for the Meeting, the quorum being thirty (30) members present at such meeting.⁴
- 2.3. Members who also act as proxies for other Members shall register the proxies they hold not later than 48 (forty-eight) hours before the Meeting has been scheduled by delivering the proxies either by email or fax to the Company Secretary of Meatco-, and then delivering the original thereof to the Chairperson at the commencement of the Meeting, who shall then announce the proxies to the Meeting. Only proxies who are Members may be registered.
- 2.4. The Chairperson shall ensure that a written record of the proceedings of the Meeting is kept ('**the Minutes**'). The Minutes of each Meeting shall be provided 2 (two) months before the next Meeting.

3. **Attendance at the Meeting**

- 3.1. The Meeting shall only be attended by Members, members of the Board, selected staff members and such other persons who have been ruled to be necessary for the proper

¹ Section 14(2) of the *Meat Corporation of Namibia Act, 2001* ('**the Meatco Act**').

² Days shall be calculated by excluding the first day and including the last day.

³ Section 14(8) of the *Meatco Act*.

⁴ Section 14(7) of the *Meatco Act*.

convening and recordal of the Meeting by the Board and who shall be announced by the Chairperson to the Meeting at the commencement thereof.

- 3.2. The Board may allow other interested persons, other than those referred to under 3.1, to attend any proceedings of the meeting, and to take part in any such proceedings, but such persons shall not have the right to vote in respect of any decision of the meeting.
- 3.3. Upon entering the venue of the Meeting, every Member is to receive a numbered identification card (**'the ID card'**), which shall be used by each Member in the casting of votes and the registration of proxies held by such Member.

4. **Agenda**

Preparing Agenda

- 4.1. By not later than 14 (fourteen) days before the date on which a Meeting has been scheduled, Members may submit to the Board any substantive items for discussion for inclusion in the agenda (**'the Agenda'**). The draft Agenda of the matters to be submitted at the Meeting shall be approved by the members.
- 4.2. The draft Agenda, consisting of numerous agenda items (**'the Agenda Items'**), must be circulated to all Members seven days prior to the date of the Meeting, by sending the draft Agenda either to each Members' email address, or any other preferred method of delivery. For purposes of these rules, days shall be reckoned by excluding the first day but including the last day. "Days" shall not include Saturdays, Sundays and public holidays save where the contrary is expressly so stated.
- 4.3. The draft Agenda shall be in a format in compliance with the requirements and format as set out in the example in Schedule A.
- 4.4. The Agenda for the Meeting must make provision for the Members at that Meeting to: ⁵
 - 4.4.1. deliberate the annual report and make written recommendations, if any, to the Board with regard to such report for its consideration;
 - 4.4.2. determine the requirements for registration as a producer of livestock under section 17 of the *Meatco Act*;
 - 4.4.3. without derogating from the statutory definition of "livestock" , the members may from time to time revise and redefine that definition for purposes of making a written recommendation to the minister responsible for agriculture, water and rural development as to what should constitutes "livestock"; Until such time the

⁵ Section 14(5) of the *Meatco Act*.

law is duly amended, the said recommendation by members shall not have the force of law and the statutory definition shall prevail for all purposes.

- 4.4.4. determine the allowances payable to the directors of the Board and members of any committee for-
 - 4.4.4.1. meetings of the Board or of a committee attended by any such director or member;
 - 4.4.4.2. reasonable expenses incurred by any such director or member in connection with the performance of the functions of the Board or of such committee; and
 - 4.4.4.3. if requested to do so, nominate the number of persons required to be nominated under subsection (3) of section 5 of the *Meatco Act*.

Tabling of Agenda at the Meeting

- 4.5. The Chairperson shall place the draft Agenda before the Meeting, once duly constituted, for adoption by the members, with or without amendments.
- 4.6. The Chairperson shall open the discussion on each of the Agenda Items. Once the discussion has been exhausted, the Chairperson shall, where this is required or appropriate, call for a decision on the Agenda Item under discussion.
- 4.7. In respect of the Agenda Items on which the Board or a member of the management of Meatco must report and account to Members, the Chairperson or a person appointed by the Chairperson shall introduce the relevant subject.
- 4.8. Decisions shall be taken on the show of ID cards (representing Members and, when applicable in relation to the holder of the ID card, the proxies such Members hold), unless a poll is requested by any Member, in which case the decision will be taken by ballot. Ballots shall be collected and registered to Members in their personal capacities or as registered proxies. Ballots shall not bear any reference to any Member in order to ensure the secrecy of the vote passed.
- 4.9. In the event of a poll, the votes shall be counted by Meatco external auditors who shall not be less than 3 (three). For purposes of this exercise, not all polling members need to be qualified auditors but there must be at least 1 (one) qualified auditor in terms of the relevant laws of Namibia. The outcome shall be reported to the Chairperson, who shall announce the result to the Meeting.

- 4.10. Unless a poll be so demanded, a declaration by the Chairperson that an Agenda Item has on a show of ID cards been carried shall be evidence of the votes cast for or against, as the case may be, of such Agenda Item.

5. **Motions**

- 5.1 Any Member may move at any time the adjournment of the Meeting, the adjournment of the debate on any Agenda Item, the deferment of discussion of an Agenda Item, or the closure of the debate in an Agenda Item.
- 5.2 After such a motion has been made and explained by its proposer, only one speaker shall be allowed to speak in opposition to it, and no further speeches shall be made in its support before a ruling is made by the chairperson.
- 5.3 These motions shall be carried by a majority of Members registered and present personally or by proxy at the Meeting.
- 5.4 Subject to 5.2 a member may introduce a motion which must relate to a matter in connection with the administration or conditions in the meat industry.
- 5.5 The chairperson may reject a motion if, in his or her opinion –
- a) it is contrary to these rules or any law;
 - b) it deals with a matter in respect of which the meeting or Meatco has no jurisdiction;
 - c) it leads to the discussion of a matter already contained in the agenda of the meeting;
or
 - d) there is no seconder for a motion in the case of an opposed motion.
- 5.6 More than 2 (two) motions by a member may not appear on the same agenda, which number does not include motions which stood over from a previous meeting.

6. **Notice of motions**

- 6.1. A member must give notice under the heading “Motion” of every motion he or she wishes to introduce and the notice must contain proper motivation of the motion and be signed by the member.
- 6.2. Every notice referred to under 6.1 must be submitted to the Company Secretary of Meatco who must:
- (a) date it with the date of receipt;

(b) number it in sequence; and

(c) enter it into a book kept for that purpose.

6.3. The Company Secretary must, in writing, acknowledge receipt of the motion referred to in rule 6.2 if a member referred to in that sub-rule so requests.

6.4. A motion may only be placed on the agenda of a meeting if it is received by not later than 14 (fourteen) days prior to the date of the next ensuing meeting.

7. **Order of motions**

Subject to the provisions of rule 6, the Board must place every motion on the agenda of the meeting in the order in which it was received.

8. **Unopposed motions**

8.1 The Chairperson must read out the number of every motion coming up for discussion as well as the name of the mover of the motion in order to ascertain which motion is unopposed.

8.2 Subject to rule 6 and 7, an unopposed motion is passed without discussion and without being seconded.

9. **Opposed motions**

9.1 A member who wishes to oppose a motion appearing on the agenda must, before the commencement of a meeting, lodge with the Company Secretary a written notice signed by the member to the effect that the motion is being opposed.

9.2 Subject to these rules, the Chairperson must call on the mover of each opposed motion, a seconder must be obtained and the matter must be ruled open for discussion.

9.3 If the mover of the motion is not present at the meeting, a seconder must be obtained and the matter must be ruled open for discussion.

10. **Motion to rescind or motion with same tenor as previous motion**

10.1. A member may not introduce a motion –

a) to rescind a resolution taken within the preceding six months; or

- b) with the same tenor as one rejected during the preceding 6 (six) months unless, subject to these rules, the motion has been signed by at least one thirds of the members in addition to the proposer.

- 10.2 A motion introduced in accordance with rule 10.1 may only be carried by a majority of 75 percent of the total membership.
- 10.3 After the meeting has disposed of a motion referred to in 10.2 a similar motion may not be introduced within 6 (six) months of such disposal.

11. **Reference of motions to the Board**

Prior to the passing by the meeting of any motion which may –

- (a) result in the expenditure or revenue of Meatco being affected; or
- (b) affect the drafting, amendment or repeal of a rule or other law,

the chairperson must refer the motion to the Board for report to the next ensuing members meeting.

12. **Voting**

- 12.1. Members entitled to vote shall each have one vote.
- 12.2. A decision of the majority of Members present at any Meeting of Members shall be the decision of the Members and, in the event of an equality of votes, the Chairperson shall have a casting vote in addition to his or her deliberative vote.
- 12.3. At each Meeting all matters shall be decided by a majority of votes duly cast, by means of Members raising their ID cards, and no person, except the Chairperson, shall be allowed a second or casting vote.
- 12.4. A record shall be kept of the Members who voted for or against a motion or Agenda Item, by recording the number on the respective ID card. This does not apply to voting by ballot in terms of clause 6.5.
- 12.5. The Chairperson or any Member represented and entitled to vote may request a roll call or a secret ballot, provided that no roll call or secret ballot shall be taken without the approval of a simple majority of the Meeting. Ballots shall be collected and registered to Members in their personal capacities or as registered proxies. Ballots shall not bear any reference to any Member in order to ensure the secrecy of the vote passed. The Chairperson shall count or cause to be so counted the votes and advise the Meeting of the results.

13. **Nominations of directors of the Board**

- 13.1. The separate associations within the Members shall each nominate [INSERT] Board director.
- 13.2. Special SOP's to be developed and tabled at the next AGM 2019 or as the need arises to handle it.

14. **Proceedings at General Meeting of Members**

- 14.1. A General Meeting of Members shall be called at any time by the submission of a motion to the Board supported by 50 (fifty) Members to the Board (**'the General Members' Meeting'**).⁶
- 14.2. Clauses 2 to 7 shall apply *mutatis mutandis* to the proceedings of General Members' Meeting, with the exception of clauses 2.4 and 4.4. The former shall instead be read as follows –

*“The Chairperson shall ensure that a written record of the proceedings of the Meeting is kept (**'the Minutes'**). The Minutes of the Meeting shall be provided within 2 (two) months after the General Members' Meeting was convened.”*

15. **ANCILLARY POWERS OF THE CHAIRPERSON AT THE GENERAL MEETING**

15.1 In order to ensure the smooth running of the meeting and in addition to the powers vested in the chairperson by the Meatco Act, the chairman shall:

- a) be assisted by the Company Secretary, or in his/her absence, by any other person as may be appointed by the Board for this purpose.
- b) have the power to order the procedure of the meeting and without prejudice to any other powers he/she has by law, the chairman shall have the following power, among others, to:
- i. request speakers to clarify any issues that have not been understood or have been insufficiently explained;
 - ii. grant extra time to members whenever he/she considers this appropriate;
 - iii. moderate the members contributions by requesting them, where necessary, to confine their comments to the subject matter at hand;

⁶ Section 14(5)(b) of the *Meatco Act*.

- iv. manage the time by regulating and limiting the members contributions to the subject matter at hand;
- v. temporarily suspend a member from the meeting, for a specific period but not exceeding 10 minutes, if the chairperson is of the view that the conduct of a particular member is hampering the normal flow of the meeting, or that such conduct could alter the proper order and normal procedure of the meeting,

16. **Adoption of the Rules and Amendments**

These Rules shall require the adoption thereof by a two-third majority of the Members present at a meeting, duly convened.

The Rules shall be proposed as an Agenda Item for that Meeting and shall thereafter apply to every succeeding Meetings, until the Rules are amended by a two-third majority of members at a Meeting.

Schedule 1
Example of Agenda

Annual General Meeting: Agenda

Date:	
Time:	
Place:	

Item	Description	Responsible
1	Welcome and verifying quorum (Rule 2.1)	Chairperson
2	Proposed Amendments of Agenda (Rule 4.)	Chairperson
3	Minutes of previous meeting (Rule 4.6)	Chairperson
4	Matters arising from previous Meeting (Rule 4.6)	Chairperson
5	Chairperson's report, questions and discussion by Meeting (Rule 4.7)	Chairperson
6	Discussion of and voting on statutory Agenda Items (Section 14(4) of the <i>Meatco Act</i> and Rule 4.4.)	Chairperson
7.	Discussion of and voting on Agenda items (Rule 4.6)	Chairperson
8.	Meeting close	Chairperson