

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 (hereinafter referred to as '**the General 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 General Meeting must be announced by email and sms to all members thirty (30) days² before the Meeting is to be convened and placed by notice in two newspapers which are published and circulating in Namibia, and in such other manner as the Board may determine.³

2. Preliminary issues

- 2.1. The Chairperson of the Board will act as the chairperson of the General Meeting ('**the Chairperson**').
- 2.2. The Chairperson shall call the General Meeting to order and constitute it properly. More specifically, at the commencement thereof verify the presence of the required quorum for the General Meeting. The quorum of the General Meeting shall be thirty⁴ (30) members present at such meeting in person.
- 2.3. In the event that there is no quorum present, the General Meeting should be postponed for 30 minutes to allow for additional members to join the General Meeting. If after 30 minutes there is still no quorum present, the Chairperson shall postpone the General Meeting to another date within 15 days to be determined by the members present at the General Meeting⁷.
- 2.4. Members who also act as proxy holders for other Members shall register the proxies they hold not later than 48 (forty-eight) hours before the General Meeting has been scheduled by delivering the proxies either by email or fax to the Advisor: Legal & Compliance/Company Secretary of Meatco. The original

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*.

proxies will be delivered to the Chairperson at the commencement of the General Meeting, who shall then announce the proxies to the General Meeting.

- 2.4.1. 2.3.1 The proxy holder must be a member of Meatco and must be physically present at the meeting;
 - 2.4.2. 2.3.2 The proxy form shall set out extend of authority;
 - 2.4.3. 2.3.3 The proxy holder shall hold a maximum of two (2) proxies.
 - 2.4.4. 2.3.5 In case of a legal person, its director/principal may nominate a person by Power of Attorney to represent such legal person at the AGM and grant a proxy to such person accordingly.
- 2.5. The Chairperson shall ensure that a written record of the proceedings of the General Meeting is kept (**'the Minutes'**). The Minutes of each Meeting shall be provided 2 (two) months before the next Meeting.

3. Attendance at the General Meeting

- 3.1. The General Meeting shall only be attended by Members, directors and members of the Board, selected staff members and such other persons who have been ruled to be necessary by the Board, for the proper convening and recording of the General Meeting proceedings and who shall be announced by the Chairperson to the General Meeting at the commencement thereof.
- 3.2. The Board may invite other interested persons, other than those referred to under 3.1, to attend any proceedings of the General 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 General Meeting.
- 3.3. Upon entering the venue of the General Meeting, every Member is to receive a numbered voting card (**'the voting card'**), which shall be used by each Member in the casting of votes. Proxy holders will be issued with a numbered voting card per each proxy he/she holds.

4. Agenda

Preparing Agenda

- 4.1. By not later than 14 (fourteen) days before the date on which the General Meeting has been scheduled, Members may submit motions to the Chairperson through the Advisor: Legal & Compliance/Company Secretary of Meatco for inclusion in the agenda (**'the Agenda'**).

- 4.2. The Agenda, consisting of numerous agenda items (**'the Agenda Items'**), must be circulated to all Members (7) seven days prior to the date of the General Meeting, by sending the Agenda either to each Members' email address or via sms. For purposes of these rules, days shall be reckoned by excluding the first day but including the last day.
- 4.3. The Agenda shall be in compliance with the format set out in Schedule 1.
- 4.4. The Agenda for the General Meeting must make provision for the Members at that Meeting to: ⁵
- 4.4.1. deliberate the annual report and make written recommendations⁶, 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. the members may from time to time consider the definition of "livestock" in section 1 of the *Meatco Act* and where necessary, make a written recommendation to the Minister responsible for agriculture, water and rural development as to what should constitute "livestock"; Until such time the 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
 - 4.4.5. if requested to do so, nominate the number of persons required to be nominated under section 5 (3) of the *Meatco Act* for purposes of subsection 1(c),(d) and (e).

Tabling of Agenda at the General Meeting

- 4.5. The Chairperson shall place the Agenda before the General Meeting, once duly constituted, for adoption by the members, with or without amendments.

⁵ Section 14(5) of the *Meatco Act*.

⁶ Section 14(4)(a).

- 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 voting cards (representing Members and, when applicable in relation to the holder of the voting card, the proxies such Members hold), by simple majority unless a secret ballot is requested by any Member. The decision to take a secret ballot will be a simple majority vote.
- 4.9. In the event of a secret ballot, the votes shall be counted by Meatco's external auditors who shall not be less than **2 (two)** . For purposes of this exercise, not all counting 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 of the secret ballot shall be reported by the Auditors to the Chairperson, who shall announce the result to the General Meeting.

5. Motions

5.1 At a general meeting there can be:

- 5.1.1 Factual motions
- 5.1.2 Standing order motions, and
- 5.1.3 Procedural motions

In a democratic system motions guide all the important decision-making processes.

5.1.1 Factual motion

A factual motion is a verbal or written request to put into effect, validate or legalise a proposal, by putting it to the vote.

- 5.1.1.1 A motion can only be submitted by Meatco members.
- 5.1.1.2 A motion is only admissible if the instruction on which it is based falls within the scope of the General Meeting, If the instruction falls outside the scope of the General Meeting it constitutes a resolution which only consists of a comment or demand or request to be passed on to another organ or body / committee.
- 5.1.1.3 Counter motions are not admissible since this can be decided by vote (for or against).
- 5.1.1.4 Motions are to be formulated unambiguously and in such a way that they can be answered with a Yes or No (in favour or against).

5.1.2 **Standing order motion**

A standing order motion is a request to influence the existing procedures in a manner stipulated in the standing orders.

Signal:

A standing order motion is indicated by lifting both arms (and is to be dealt with before any other request to speak or motions).

The motion can be substantiated after which only one counter argument will be allowed immediately followed by a vote or a decision by the chairperson on the standing order motion. If there is no counter argument the motion is regarded as having been accepted without ballot.

5.1.3 **Procedural motions**

There is also a procedural motion, which is treated like a motion on standing orders. A procedural motion would be, for example, concerning the behaviour of the chairperson if he fails to immediately reprimand someone for a personal attack or is guilty of an irregularity.

5.2 **Notice of motions**

5.2.1 A member must give notice under the heading "Motion" of every motion he or she wishes to introduce and the notice must contain a proper motivation of the motion and be signed by the member and seconded by another member.

5.2.2 Every notice referred to under 5.2.1 must be submitted to the Advisor: Legal & Compliance/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.

The Advisor: Legal & Compliance/Company Secretary must, in writing, acknowledge receipt of the motion referred to in rule 5.2.2 (if a member referred to in that sub-rule so requests).

5.2.3 A motion may only be placed on the agenda of a meeting:

5.2.3.1 if it is received by not later than 14 (fourteen) days prior to the date of the next ensuing meeting or

5.2.3.2 On the day of the General Meeting, an urgent motion with a two third majority of members approving the placement of the urgent motion.

5.2.4 Urgent motion must be announced and added to the agenda on the day of the General Meeting under Point 3.1 of schedule 1 before finalisation and approval of the agenda (and

hearing of the motions requires a two third majority of members approving it under point no. 9). Motion will be tabled under Point 9 of schedule 1.

5.3 Order of motions

Subject to the provisions of rule 5.2, the Board must place every motion on the agenda of the General Meeting in the order in which it was received.

5.4 Presenting Motions

5.4.1 Any motion to be discussed at the General Meeting shall be submitted in accordance with the provisions of Rule 5.2.

5.4.2 The Chairperson shall at the General Meeting grant opportunity to a proposer and/or seconder of a motion to introduce the motion to the General Meeting.

5.4.3 The General Meeting may discuss and decide on the motion by simple majority vote of members and proxies registered.

5.4.4 Applicants for amendments to motions are limited to five minutes, all other speakers are restricted to three minutes. Only under exceptional circumstances or matters of great importance, the chairperson may allow longer periods to speak.

5.4.5 No person may speak on the same motion more than once unless the motion has been changed or extended.

5.4.6 After the discussion has been concluded the applicant may comment again, being limited to five minutes.

5.4.7 Members should not repeat their own or other persons arguments.

5.4.8 A motion on standing orders can be submitted at any time (by lifting both arms) and must be dealt with immediately by the chairperson.

5.4.9 The following standing order motions are admissible (regulation); Motions for:

- a) Adjourning the General Meeting
- b) Removal of the discussion point from the agenda
- c) Moving on with the agenda
- d) Not to deal with a motion
- e) Adjourning a discussion point
- f) Referring something to a committee
- g) Interrupting the General Meeting
- h) Ending the list of speakers
- i) Limiting the speaking time
- j) Preventing consultation
- k) A particular voting method
- l) Determining a quorum
- m) Repeating the counted votes

- n) A turn to speak to make a personal statement
- o) Resuming the case discussion

5.5 Acceptance of Motions

- 5.5.1 Any motion accepted by the AGM is binding on the board and needs to be addressed before the next General Meeting.

6 Voting

- 6.1 Members entitled to vote shall each have one vote.
- 6.2 A decision of the simple majority of Members present at any Meeting of Members shall be the decision of the Members and, in the event of an equal number of votes, the Chairperson shall have a casting vote in addition to his or her deliberative vote⁷.
- 6.3 Voting results will be recorded in the minutes of the General Meeting.
- 6.4 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 simple majority. In the event of a secret ballot, the votes shall be counted by Meatco's external auditors who shall not be less than 2 (two). For purposes of this exercise, not all counting 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 of the secret ballot shall be reported by the Auditors to the Chairperson, who shall announce the result to the General Meeting'.

7 Nominations of directors of the Board subject to 4.4.5-

- 7.1 The interest groups shall each nominate communal and commercial representatives respectively.
- 7.2 All members nominate specialist Board members.
- 7.3 All members shall vote on each of the nominated director positions.

8 Proceedings at a Special General Meeting of Members

- 8.1 A Special General Meeting of Members shall be called at any time by the submission of a motion to the Board supported by 50 (fifty) Members of Meatco ('the Special General Members' Meeting').⁸

⁷ Section 14(7) of the Meatco Act.

8.2 Clauses 2 to 7 shall apply *mutatis mutandis* to the proceedings of General Members' Meeting, with the exception of clause 4.3 and 4.4. For purposes of Special General Meetings, clause 2.4 shall read as follows –

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

9 ANCILLARY POWERS OF THE CHAIRPERSON AT THE GENERAL MEETING

9.1 In order to ensure the smooth running of the general meeting and in addition to the powers vested in the Chairperson by the Meatco Act, the Chairperson shall:

- a) be assisted by the Advisor: Legal & Compliance/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 general meeting and without prejudice to any other powers he/she has by law, the Chairperson shall have the following powers, 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;
 - iv. manage the time by regulating and limiting the members contributions to the subject matter at hand;

10 Adoption of the Rules and Amendments

These Rules shall require the adoption thereof by a simple majority of the Members present at a meeting of members either the AGM or General 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 simple majority of members at a Meeting.

10.1 Amendments can only be facilitated through the motions procedure.

⁸ Section 14(5)(b) of the *Meatco Act*.

Schedule 1
Sample Agenda

Annual General Meeting: Agenda

Date:	
Time:	
Place:	

Item	Description	Responsible
1	Welcoming and Announcements	Chairperson
2	Constituting the General Meeting 2.1 Attendance Register 2.2 Announcement of Proxies 2.3 Submitting Apologies 2.4 Establishing the Quorum; (Rule 2.3)	Chairperson
3	Addition and Approval of Agenda 3.1 Announcement of urgent motion 3.1.1 Xxx 3.1.2 xxx 3.2 Additional Agenda Points 3.2.1 Xxx 3.2.2 xxx 3.3 Approval of the Agenda (Rule 4.5)	Chairperson
4	Minutes of previous Meeting (Rule 2.5) 4.1 Approval of the Minutes of the previous Meeting 4.2 Matters arising from the previous Meeting 4.2.1 Xxx 4.2.2 Xxx 4.2.3 xxx 4.3 Matters arising from previous Meeting not on the Agenda 4.3.1 Xxx 4.3.2 Xxx	Chairperson

5	Chairperson's report, questions and discussion by Meeting	Chairperson
6	Annual Report (Rule 4.5.1)	CEO
7	Financial Report (Discussion) (Rule 4.5.1)	CFO/External Auditor
8	Discussion of and voting on statutory Agenda Items (Section 14(4) of the <i>Meatco Act</i> and Rule 4.5)	Chairperson
9	Discussion of and voting on Motions submitted by Members(Rule 5)	Chairperson
10	Election of Board Members if and when necessary:	Chairperson
11	General 11.1 11.2 11.3	Chairperson
12	Meeting Closure	Chairperson