

EMA - Emergency and Medical Assistance Organisation

Constitution

1. Name and base

- 1.1. The organization bears the name:
EMA - Emergency Medical Assistance Organisation (non-profit making organisation incorporated under section 21).
- 1.2. The organization is based in Windhoek, Namibia.
- 1.3. The organization can establish branches and local organizations, also outside of the place, where it has its base.
- 1.4. The organization has the registration number 21/2019/0527 in the register of the Ministry of Trade and Industry according to Republic of Namibia Companies Act 2004 (Section 178) (Regulation 37)
- 1.5. The colors of the organization are red, white, yellow and blue.

The coat of arms of the organization is a blue edged white circle in whose whether part there is three beams formed blue and blue cross (half Star of Life) with the rod of Asclepius in the middle and in the beams of the letter "E M A".

- 1.6. Fiscal year is 1st March to 28th/29th February.

2. Purpose

- 2.1. The purpose of the organization is
 - a) injured, medical ill and disabled people, to provide help and create a form of transport with the organization's own vehicles, offering also the professional support and transport to corresponding utilities,
 - b) requests for assistance of any kind, of citizens, organizations, Institutions, healthcare and government agencies to communicate and to entertain a coordination center,
 - c) to promote cooperation between health and care facilities for integrated care of the population,
 - d) assistance in emergencies and disasters through the use of staff and equipment to help,
 - e) carry out the training to enhance Emergency Medical and Medical Care staff,
 - f) through publications and public events awareness among the population on questions of social and health services, in particular with regard to the support and care of disabled, sick patients and people of any age in rescue services, in the field of youth care and social assistance to conveying,
 - g) support disabled and dependent people and their families in need of support and care.

- 2.2. The organization can receive monetary and material donations for the fulfillment of its statutory purpose.

3. Selflessness

- 3.1. The organization pursues exclusively and directly charitable or benevolent welfare purposes within the meaning of section 21 companies. The organization is selfless and shall not pursue in the first line of own economic purposes.
- 3.2. Means of the organization may be used only for the statutory purposes. The members and trustees do not receive payments from the organization. The members and trustees receive no shares of the organization's assets when leaving or dissolving or canceling the organization.
- 3.3. No person may be favored by expenditures which are foreign to the purpose of the organization or by disproportionately high remuneration. It is permissible to pay reasonable compensation to volunteers (including members of the Executive Board).

4. Membership

- 4.1. The organization consists of
 - a) Full members / trustees,
 - b) Supporting members and
 - c) Honorary members.

Membership begins as a full members / trustee or supporting member or with the appointment of as honorary member and terminated by death, resignation, expulsion, withdrawal of honorary membership or removal from the membership said list.

4.2. Ordinary membership

- 4.2.1. Full member / trustee of the organization may be persons who support its objectives (paragraph 2). Applicants can only be included, when they have at least two references from ordinary members / trustees of organization and have been at least 2 years supporting member.
- 4.2.2. Persons who are involved at other organizations and institutions with the same or similar objectives in a professional or honorary way or/and participate officially in such organizations, are excluded from full membership.
- 4.2.3. The board of trustees decides on the application for admission. They may require the submission of a CV and a criminal record certificate.
- 4.2.4. The resignation of a full member/trustee is only possible at the end of the financial year. A resignation with explanation must be given in writing to the board of trustees with a notice period of 6 months.

- 4.2.5. If an ordinary member has seriously violated the purposes and interests of the organization, she/he can be excluded by the board of trustees with immediate effect.

The member must be given an opportunity to justify before the decision will be taken. Against the decision can be put in an objection at the Annual General Meeting (AGM)

4.3. Supporting membership

- 4.3.1. Supporting member of the organization may be persons who support its objectives (paragraph 2).

- 4.3.2. The board of trustees decides on the application for admission. They may require the submission of a CV and a criminal record certificate.

- 4.3.3. The resignation of a supporting member is only possible at the end of the financial year. A resignation with explanation must be given in writing to the board of trustees with a notice period of 1 month.

- 4.3.4. When a supporting member has seriously violated the purposes and interests of the organization, she/he can be excluded by the board of trustees with immediate effect.

The supporting member must be given an opportunity to justify before the decision will be taken. Against the decision can be put in an objection at the Annual General Meeting (AGM)

4.4. Honorary membership

- 4.4.1. Persons of the organization may be persons who supports its objectives (paragraph 2). Honorary member has acquired a special honorable task, work, commitment and may be appointed by the board of trustees as honorary members.

- 4.4.2. If an honorary member has seriously violated the purposes and interests of the organization, she/he can be excluded by the board of trustees with immediate effect by the board of trustees

The honorary member must be given an opportunity to justify before the decision will be taken. Against the decision can be put in an objection at the Annual General Meeting (AGM)

5. Sponsorship / membership fees

- 5.1. Full members and supporting members pay a membership fee and the amount of the fee is to be announced by the board of trustees.

Membership fees are annual contributions that are due on 1st of March of each calendar year. Members whose membership begins in the second half of the year, pay half of annual dues.

The membership fee is determined by the Annual General Meeting where minimum contributions are set.

- 5.2. Membership fees which the members are obliged to pay to the organization under these statutes will not be reimbursed pro rata even if a member leaves the organization prematurely, for whatever reason.
- 5.3. Members who do not fulfill their obligation to pay despite a reminder can be removed from the list of members by decision of the board of trustees.

6. Board & Executive Board

- 6.1. The Executive Board consists of the first chairman, the second chairman and a secretary. The board of trustees decides by a majority.
- 6.2. Executive Board are the first and the second chairman; they are each alone authorized to represent. The board represents the organization in and out of court. The board of trustees may delegate this power to the Chief Executive Officer (Point 6.4).
- 6.3. The Executive Board is elected by the Annual General Meeting for a term of five years. A re-election is possible. The candidate who holds the majority of the votes cast.
 - 6.3.1. Only those who can prove that they have a four-year uninterrupted membership as a full member can be elected to the Executive Board, except for the first election at the founding meeting.
 - 6.3.2. Each current Executive Board member will remain in office after the expiry of their term remain until their successors are elected and can resume their office activities.
 - 6.3.3. If the first or the second chairman resigns, the board of trustees is to immediately convene a general meeting, which selects the successor for the remainder of the current term. Resigning of the secretary, the new election will be at its next regular board of trustee meeting for the rest of term.
- 6.4. The Executive Board is responsible for the management of all current affairs of the organization. They can use or appoint for this purpose a Chief Executive Officer (CEO) and a deputy Chief Executive Officer (dept. CEO).
 - 6.4.1. The scope of business that may be incurred by the CEO or the Deputy will be agreed to in a separate contract, which is approved by the Executive Board.

- 6.5. For certain tasks, the Executive Board may appoint heads of department.
- 6.6. The Executive Board can take decisions that are not foreign to the purpose of the corporation.
- 6.7. The Executive Board convenes the Annual General Meeting in accordance with para. 7.2.

7. Annual General Meeting (AGM)

- 7.1. The Annual General Meeting consists of
 - a) the full members and
 - b) the honorary members.

The meetings are chaired by the First Chairman and deputy chairman.

- 7.2. The Executive Board convenes the Annual General Meeting once a year (regular general meeting). They may also convene the general meeting if circumstances require it or if the majority of ordinary members so request, stating the reasons (Extraordinary General Meeting).
- 7.3. The convocation shall be made in writing, with a period of notice of 2 weeks, accompanied by the announcement of the provisional agenda.
- 7.4. Each member of the AGM may request the inclusion of additional points of advice from the Executive Board up to one week before the meeting. Applications for changes to the agenda received at a later date at board, may be considered at the request of a majority of the AGM.

Applications for the dissolution of the organization (para. 10) or for changing its purpose will be not included in the agenda subsequently.

- 7.4.1. Each duly convened Annual General Meeting is quorate regardless of the number of members present.
- 7.5. The tasks of the Annual General Meeting are:
 - a) Resolution on the discharge of the Executive Board,
 - b) election of the board,
 - c) decide on the purchase and sale of land,
 - d) decide on participation in companies,
 - e) decide on amendments to the statutes and dissolution of the organization,
 - f) to fix contributions and
 - g) set up or dissolve local organizations .

- 7.5.1. The Annual General Meeting appoints auditors for two years each, who are not allowed to be members of the board of trustees. Re-election is possible.

Objective of the auditor is to audit the accounts including the annual statements and to report to the Annual General Meeting at the latest.

8. Certification of resolutions

The secretary (member) writes an AGM report with the information and resolutions made at the AGM by the board of trustees. The report will be signed by the First Chairman and deputy chairman

9. Advisory Board

- 9.1. The Advisory Board has the tasks

- a) to promote professional exchange among its members and with representatives of politic, media, experts and the public and
- b) the Executive Board in carrying out its tasks over a ten.

- 9.2. Members of the Advisory Board are

- a) the members of the board,
- b) the department heads (No. 6.5),
- c) the local agents and
- d) Personalities that are members on the invitation by the Executive Board.

- 9.3. The appointment of the members of the committee, referred in clause no. 9 .2 is by the Executive Board in agreement with the majority of the board of trustees.

Membership of the advisory board in terms of clause No. 9 .2 is valid for an indefinite period. For dismissal the conditions and methods are applicable as for supporting members (clause no. 4.3.4) is sets.

- 9.4. The Executive Board shall elect from among its members for a period of two years a chairman of the advisory board. Re-election is possible. If no advisory board chairman is elected the first chairman and in the case of absence of the second chairman chairs of the advisory board.

10. Local organizations

- 10.1. Local organizations are dependent subdivisions of the organization. They will be inaugurated or dissolved by the Annual General Meeting on demand. In local congregations the ordinary and supporting members are summarized, which assigns the executive board to the local federations with the admission, to want to belong to an existing local federation.

- 10.2. Local organizations have the task

- a) to promote the local cohesion of its members;
- b) to undertake certain tasks in consultation with the Board; and
- c) to advertise its existence for the organization and its tasks.

- 10.3. The members of the local branch shall elect for two years a local representative and one deputy. Re-election is possible. The executive board must approve and appoint the local representative and a deputy after election.

For dismissal the conditions and methods are applicable as for supporting members (clause no. 4.3.4) is sets.

- 10.4. Local organizations get the information required to perform their duties upon decision of the Board assigned. The local organization given budget is only for the statutory purposes of the organization.

Donations to the local organizations are immediately directed to the head organization and conduct.

- 10.5. The local representative, in case of his absence his deputy, is obliged

- a) to keep records of income and expenditure of the local branch in a report and financial booking to the Executive Board and
- b) every year to the AGM the below must be reported to the board of trustees
 - to provide an annual account for the past year and
 - to report on the work done in the past year,

- 10.6. The auditors of the organization and the executive board have the prerogative over the local organizations to do unrestricted audits right.

11. Votes and elections

Unless these articles provide otherwise, the majority of the AGM decides the votes cast. In case of a tie, the executive board decides. The vote is made by raising the hand.

Is selected by raising the hand, unless the candidate or the trustees demand a secret ballot or for election of the executive board. In a tie, the decision by the chairman drawing lots.

12. Changes to the articles of organization, dissolution of the organization and asset retention

- 12.1. For the decision to amend the statutes or dissolve the organization, a majority of $\frac{3}{4}$ of all ordinary members present is required. The decision can circuit only after timely inclusion of the application shall be taken into the agenda of the AGM (clause no. 7.4).

- 12.2. After the dissolution of the organization or discontinuance of its previous purpose, the assets are donated to a welfare organization with similar objectives. The organization must be named by the executive board. The asset transfer is directly and exclusively for charitable purposes only.

13. Transitional and final provisions

Members/trustees who are members/trustees at the entry into force of this Constitution, are ordinary members as defined in Section 4.2.

Founding Members:

- Fabian Martens
- Valeria Muchero
- Marius Hough
- Maryna Hough
- Arthur Pearce
- Toini Niikondo
- Billy Inyemba
- Melody Shehama

Constitution was decided by the extraordinary general meeting on 08.02.2019 in Windhoek