



CONSTITUTION

Namibia Internet Governance Forum (NamIGF)

initially adopted by its members on 10 April 2019, in Windhoek, Namibia.

1. NAME & FORM OF ORGANISATION

There is hereby established, a voluntary association to be known as Namibia Internet Governance Forum (hereinafter referred to as “the organisation”), which is a legal person with limited liability and an existence separate from its members, and thereby a body corporate with perpetual succession which may own property, enter into contracts, and sue and be sued in its own name.

2. MISSION

The Namibia Internet Governance Forum (NamIGF) is a national multistakeholder forum for policy dialogue on prevailing and emerging issues on Internet Governance (IG) in order to foster the sustainability, robustness, security, stability, and development of the Internet. Established in 2017, it adheres to the principles of the African Internet Governance Forum (AfIGF), which, in keeping with the United Nations (UN) Internet Governance Forum (IGF), strives to:

- **Be Open** - all entities, organisations and participating individuals that are IG stakeholders shall be free to join the NamIGF.
- **Multistakeholder** – The active and democratic participation of a diverse range of stakeholders, including that of the disabled, women and youth, shall be promoted.
- **Transparent** - Stakeholders shall be open in their communication, decisions, and implementation of NamIGF related activities.

- **Accountable** - Mechanisms for checks and balances, as well as for the review and redress of actions related to the NamIGF, shall exist.
- **Remote participation** - The NamIGF shall make optimum use of the Internet to increase the number of participants in all its activities.

3. AIMS AND OBJECTIVES

- 3.1 Organise and host an annual multistakeholder and democratic platform for engagement and knowledge building on the Internet, Internet Governance and related issues in Namibia, and beyond.
- 3.2 Raise awareness, promote an improved understanding, and build capacity on Internet Governance amongst Namibian stakeholders and their respective communities.
- 3.3 Influence the development and implementation of national policies related to the Internet, and broadly, Information and Communication Technology (ICT).
- 3.4 Facilitate multistakeholder participation by Namibian representatives at regional, continental and global Internet Governance platforms.
- 3.5 Contribute to the strengthening of multistakeholder engagement on Internet Governance in the Southern African Development Community (SADC) and African Union (AU).

4. ANNUAL INTERNET GOVERNANCE FORUM

- 4.1 The annual Internet Governance Forum shall be hosted and organised by the NamIGF Working Group and attended by a diverse range of individuals, representing various fields within the internet ecosystem participating as delegates, moderators and panelists.
- 4.2 The annual Forum shall evaluate the activities of the past year, set policy and plan for the year ahead.
- 4.3 Notice of the Forum shall be directed to stakeholders and the public at least two months prior to the date of the Forum.

4.4 All Forums shall be chaired by the Working Group Chairperson, or the Vice Chairperson, in the absence of the Chairperson.

5. NamIGF WORKING GROUP

The NamIGF Working Group shall assist the Chairperson in convening the annual NamIGF, as well as advance the work and goals of the Forum throughout the year. Working Group members shall serve in their personal capacity, but are expected to have established linkages with their respective stakeholder groups.

5.1 Working Group Guiding Principles

Transparency and Accountability in all Financial Matters:

The operations and activities of the NamIGF shall be guided by the principles of transparency and accountability in all its financial matters.

To this end, all members of the NamIGF shall be kept fully informed about:

- All approaches and applications made to donors or partners for funding for the Forum's activities;
- All funds received from or approved by donors or partners for the NamIGF activities and operations, and what those funds are designated for;
- How funding received from donors, partners or other sources for the NamIGF's activities and operations have been spent.

Inclusivity and Consultation in Decision-Making:

The decision-making processes of the NamIGF shall be guided by the principles of inclusivity and consultation. Accordingly, all members of the NamIGF should, as much as practicable, be consulted before major decisions are taken, or changes made to agreed activities or plans. Where it is not expedient or practicable for any member of the NamIGF to be consulted in advance of the decisions or changes being made, such members shall be clearly informed at the earliest possible opportunity of the decisions that have been taken or changes that have been made.

Information Sharing:

There should be sharing of information with and among members of the NamIGF to the fullest extent possible. This should include information about specific activities undertaken, responses or other communication received from strategic partners, or any

other relevant information that members may have access to. Information sharing may be done at physical meetings, as well as by email or other electronic communication.

Conflicting Interests:

Any actual, potential or perceived conflict of interest on the part of any member of the Working Group, on a matter pertaining to the organisation, must be disclosed in writing to the Working Group which shall record such conflict of interest in the minutes of the Working Group meeting. Such member may be requested by the Working Group to state her/his position on the matter or to respond to pertinent questions, but shall not vote or use her/his influence on the matter, and shall not be counted for purposes of determining a quorum for the meeting where the voting takes place.

5.2 Responsibilities

The primary purpose of the Working Group is to advise the Chairperson on the programme and schedule of the NamIGF projects and activities. Concerted efforts should be made by the Working Group to improve the NamIGF process through community consultations, outreach and stakeholder engagement.

With the main aim of advising the Chairperson on the programme and schedule for the annual NamIGF, the Working Group shall carry out the following tasks:

- Develop the detailed programme and schedule of the annual NamIGF, including the identification of themes, sub-themes and issues, taking into account inputs of all relevant stakeholders;
- Determine how best to plan and organise the annual NamIGF meeting;
- Coordinate panels and provide support and guidance to panelists, moderators and speakers at the annual meeting;
- Promote the work of the NamIGF amongst all stakeholders, foster multistakeholder participation and collaboration at the annual NamIGF and inter-sessional work.

5.3 Individual Working Group Member Responsibilities:

As a member of the Working Group, individuals shall actively engage in the work of NamIGF throughout the year, at physical and online meetings, convened by the NamIGF Chairperson.

Specifically, each Working Group member shall carry out the following tasks throughout the year:

- Attend up to six physical meetings per year; if physical presence at the meetings is not possible, every effort should be made to participate online;
- Participate actively in the annual NamIGF meeting;
- Participate in inter-sessional work; including online discussions and meetings;
- Engage in outreach communication to the wider community and bring other networks related to Internet Governance into the NamIGF discussions and planning;
- Explore new fundraising opportunities for contributions to the NamIGF;
- Identify emerging Internet Governance issues and other areas in need of discussion, research or recommendation.

5.4 Composition:

The Working Group shall be comprised of fifteen (15) NamIGF members from Government, International Organisations, Civil Society Organisations, Business Sector, Technical Community and Academic Institutions. Working Group members shall be nominated by NamIGF members for a term of one year, renewable once. This however is contingent on a yearly evaluation of their engagement and contribution to the work of the NamIGF.

5.4.1 Members of the Working Group shall vote for the following positions:

- a) the Chairperson
- b) the Vice-Chairperson
- c) the Secretary
- d) the Treasurer

5.4.2 The Chairperson shall be responsible for the following:

- a) convening of meetings on a regular basis and whenever required to do so by members of the Working Group;
- b) chairing and providing overall direction to all the meetings of the organisation and of the Management Committee;
- c) compiling of an annual report for the annual Forum;

d) any other function necessary for the success of the organisation.

5.4.3 In the absence of the Chairperson, the Vice Chairperson shall fulfil the above duties.

5.4.4 The Secretary shall be responsible for the following:

- a) issuing notices concerning all meetings of the members to be forwarded to the members at least two weeks prior to the meeting;
- b) recording minutes of all meetings of the Working Group;
- c) ensuring the safekeeping of all relevant documents of the organisation.

5.4.5 The Treasurer shall be responsible for the following:

- a) maintaining a record of all income received and expenditure incurred by the organisation;
- b) opening and control of the organisation bank account;
- c) issuing receipts for money received by the organisation;
- d) ensuring that the organisation's funds are utilised in accordance with the operational budget;
- e) submitting financial reports to the Working Group and the general membership as needed, but at least once per year;
- f) safeguarding and management of all the assets of the organisation;
- g) ensuring that no funds are made available to members as personal loans;
- h) overseeing the financial auditing of the accounts of the organisation;
- i) preparation of the annual budget of the organisation; and

All other responsibilities of the Working Group may be delegated to any Working Group member.

5.5 Compensation:

Working Group members shall not receive any honorarium, fee or other remuneration from NamIGF.

6. POWERS OF THE ORGANISATION

6.1. The organisation shall have the power to do the following things in furtherance of its aims and objectives:

- a) to apply for and receive funds, donations and gifts of money or property of any description;
- b) to provide, furnish and fit out offices and other premises as necessary, and to manage and maintain such premises;
- c) to purchase, lease or otherwise acquire or hold movable or immovable property and to sell, sublease or otherwise dispose of such property;
- d) to enter into any contract of insurance in respect of any matter in which the organisation has an insurable interest;
- e) to purchase, subscribe to or otherwise acquire books, publications and other resource material;
- f) to open and operate a bank account in the name of the organisation;
- g) to apply the funds of the organisation in any reasonable manner in furtherance of the aims and objectives of the organisation; and
- h) to do any other lawful things that will further the aims and objectives of the organisation.

6.2. These powers may be carried out on behalf of the organisation by the Chairperson or another member of the Working Group, with the prior approval of the entire Working Group.

7 FINANCES AND NON-PROFIT CHARACTER

7.1 The organisation shall be organised as a non-profit organisation. The income and the property of the organisation shall be applied solely towards the promotion of the mission of the organisation as set forth in this Constitution and shall not be used for the personal benefit of any of the members of the organisation.

7.2 No portion of the income or property of the organisation shall be paid or distributed directly or indirectly to any person (otherwise than for services rendered to the organisation by persons other than members or in the ordinary course of undertaking any public benefit activity) or to any member of the organisation or Working Group except as contemplated in Section 7.6.

7.3 The organisation shall open a bank account in the name of the organisation at a registered commercial bank in Namibia.

- 7.4 Funds may be received on behalf of the organisation by any member of the organisation with signing powers on the organisations bank account. All funds received shall be deposited in the organisations bank account.
- 7.5 Cheques issued by the organisation shall be signed by the Chairperson of the Working Group and countersigned by one other member of the Working Group.
- 7.6 All services performed for the organisation shall be purely voluntary. Members, including members serving on the Working Group, shall not receive any remuneration for services performed, except that they may be reimbursed for reasonable expenditures made on behalf of the organisation with the prior approval of the Chairperson of the Working Group.

8 DISSOLUTION

- 8.1 The organisation may be dissolved by the decision of a majority of members present at a meeting convened for this purpose, provided that notice of this meeting has been directed to all members at least two months prior to the date of the meeting.
- 8.2 In the event of dissolution, all assets of the organisation remaining after the payment of all outstanding debts and liabilities shall be donated to a Namibian organisation with aims and objectives similar to those of the organisation. The organisation which is to receive such assets shall be selected by a majority vote of all members present at the meeting at which dissolution occurs.

9 CONSTITUTIONAL AMENDMENTS

The Constitution of the organisation may be amended only by a two-thirds majority of those present at a meeting open to all members, or by agreement of two-thirds of all those members who respond after circulation of written notice of proposed amendments.

SIGNED:

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