



C o n s t i t u t i o n

of the

Nutrition and Food Security Alliance of Namibia

N A F S A N

Windhoek, 10 March 2020

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0. CONSTITUTION OF ALLIANCE AND NAME

0.1. Constitution of the Alliance

Ms. Jennifer Gatsi, representing the Centre for Research Information Action in Africa South African Development and Consulting (CRIAA-SADC); and

Mr. Moses Mberira, representing the Omaheke Community Development Foundation (OCDF); and

Dr. Beat Weber, representing the Namibian Chamber of Environment (NCE); and

Prof. Filemon Amaambo, representing the University of Namibia (UNAM); and

Prof. Sylvester Rodgers Moyo, representing the Namibia University of Science and Technology (NUST); and

Ms. Dalinka von Marees, representing Namibia Dairies (ND);

Adv. Vicki Erenstein ya Toivo; and

Mrs. M. Charlotte Keyter.

as Founder Members, hereby agree to constitute the Alliance as a **Voluntary Association** under Namibian common law.

0.2. Name of the Alliance

The name of the voluntary association is **Nutrition and Food Security Alliance of Namibia** (hereinafter referred to as **NAFSAN**). It is an alliance of entities and individuals committed to the organisation's vision, mission and aims.

0.3. Status of NAFSAN

0.3.1. Legal Status

The legal status of NAFSAN is that of *universitas personarum* continuing in perpetuity. Accordingly –

- a) NAFSAN is a body corporate existing as a legal person separate from its members under Namibian common law;
- b) The assets and liabilities of NAFSAN are separate from those of its members;
- c) NAFSAN acquires rights and obligations separate from its members; and
- d) NAFSAN applies all its assets and income towards the promotion of its aims.

0.3.2. Non-Profit Organisation

NAFSAN does not pursue the acquisition of pecuniary gain for itself or its members.

0.4. Place of Business and Areas of Operation

- 0.4.1.** NAFSAN's principal place of business is in Windhoek. NAFSAN may change its place of business or establish such further places of business within Namibia as the Board may determine from time to time.
- 0.4.2.** NAFSAN operates at national and sub-national levels in Namibia, while collaborating and forming strategic partnerships with regional and international networks and partners.

1. VISION, MISSION AND AIMS

1.1. Vision

All persons in Namibia have the resources, knowledge and motivation to ensure food security and optimal nutritional status for themselves, and all children in Namibia are sufficiently well-nourished.

1.2. Mission

NAFSAN is part of Namibia's movement to eradicate malnutrition and to achieve food security. NAFSAN will

- 1.2.1.** provide organisations, communities, and individuals with effective platforms, tools, information and skills to achieve food security and optimal nutritional status for themselves and others;
- 1.2.2.** promote nutrition and food science and make such science applicable and accessible to the entire population of Namibia; and
- 1.2.3.** advocate and practically support efficient governmental and non-governmental communication and collaboration structures, financial and political commitment, legislation, policies, programmes and actions that ensure food security, and an effective, sustainable and equity-focused approach to improving the nutritional status of everyone in Namibia.

1.3. Aims

NAFSAN's aims are to:

- 1.3.1.** work in partnership with government, private sector, civil society, communities, academia, educators, committed individuals, UN agencies and other international partners towards achieving NAFSAN's vision and mission;

- 1.3.2.** enhance national and sub-national structures and systems for effective, accountable, coordinated and sustainable implementation of nutrition and food security actions by organisations, communities and individuals;
- 1.3.3.** raise public awareness of structures, laws, policies, programmes and initiatives that promote sustainable food security and optimal nutrition, and to critically and constructively review them and to advocate for necessary changes;
- 1.3.4.** promote learning and innovation concerning nutrition and food security by collecting credible evidence, conducting policy analyses, and providing platforms for communication among the public, partners and relevant professionals; and
- 1.3.5.** support civil society and other stakeholders to effectively discuss and take coordinated action aimed at improving nutrition and food security.

2. ORGANISATIONAL PRINCIPLES

- 2.1.** NAFSAN commits itself to the Principles of Engagement of the global Scaling Up Nutrition (SUN) movement, as set out in the Annexure.
- 2.2.** NAFSAN must strive to make decisions by consensus in all structures, including the election of officers. All decision-making processes must be inclusive and transparent. In cases where consensus cannot be reached, a decision can be made by majority vote.

3. MEMBERSHIP

3.1. Application for Membership

- 3.1.1.** Subject to this Constitution, any natural person, legal entity or other association of persons or organisations capable of acquiring rights and obligations, who actively participate in or support the promotion of nutrition and food security, and who agree with NAFSAN's vision, mission and aims, may be a member of NAFSAN.
- 3.1.2.** An application for membership is made to the Secretariat in writing, in a form and accompanied by an application fee as determined by the Board from time to time. The Secretariat takes a general decision to accept or reject a membership application and will present a list of applications with its preliminary decision at the next Board meeting. The Board may overrule the Secretariat's decision. Reasons for any rejection must be provided to the applicant upon request. The final discretion with regard to membership applications ultimately resides with NAFSAN members at a General Meeting.

3.2. Members and Supporters

NAFSAN has three different categories of membership, as described below.

3.2.1. Institutional Member

An Institutional Member can be any non-governmental legal entity, including a company, that is actively working on food security and nutrition and whose work is aligned to NAFSAN's vision, mission and aims, and which is committed to work with and support NAFSAN. For the purpose of this Constitution, a Namibian state-owned enterprise can be an Institutional Member.

3.2.2. Institutional Supporter

A Government entity, UN agency and other organization providing technical or financial support, may become an Institutional Supporter. Institutional Supporters may attend General Meetings as supportive non-voting guests. Representatives of Institutional Supporters may serve on the Advisory Council or Advisory Committees.

3.2.3. Individual Member

- a) An Individual Member can be any natural person who has worked on or has an interest in nutrition or food security, or any person who is studying or working in similar areas in line with NAFSAN's vision, mission and aims, and who is committed to work with and support NAFSAN.
- b) An individual who works for an Institutional Supporter may become an Individual Member in his or her personal capacity.

3.2.4. Patron

The Board can confer the honorary title of Patron on any natural person who is prepared to fulfil the duties of a patron as defined by the Board.

3.3. Membership and Affiliation Fees

- 3.3.1.** Each member must pay an annual membership fee in an amount and manner determined by the Board. Different fees may be set for Individual Members and different categories of Institutional Members and should be affordable.
- 3.3.2.** In appropriate cases, the Board may grant an exemption, reduction or deferral of payment of membership fees.
- 3.3.3.** Each Institutional Supporter must pay an affiliation fee determined by the Board.
- 3.3.4.** Membership or affiliation fees already paid by a Member or Supporter will not be reimbursed upon cessation of membership.

3.4. Membership Rights

3.4.1. Active member

A member who is up-to date in the payment of membership fees or has been granted by the Board an exemption or deferral of payment of fees is regarded as an active member.

An active member, either Individual or Institutional, has the rights to:

- a) participate and to vote during Annual and Extraordinary General Meetings.
Each delegate is entitled to one vote. An Institutional Member may send up to three delegates;
- b) stand for election to positions within the organisation in accordance with this Constitution;
- c) request to attend Board or Advisory Council meetings as a guest;
- d) take part in NAFSAN activities and to serve on NAFSAN committees;
- e) be informed by NAFSAN's Board, Secretariat or other designated bodies on recent achievements and current development of the organisation through letters, e-mail and any other form of modern communication; and
- f) receive free and/or discounted benefits (as applicable), to gain knowledge and practical skills, to network and to develop professionally.

3.4.2. Inactive Member

A NAFSAN member who is in arrears in payment of membership fees will be placed on inactive member status for a period of up to one year, or such longer period as the Board may determine. Once payment of all outstanding membership fees is received, the respective membership is re-activated with immediate effect.

3.5. Termination of Membership

3.5.1. Reasons for Membership Termination

Membership of an individual or institutional member terminates upon:

- a) resignation in writing;
- b) expiration of inactive member status;
- c) expulsion;
- d) death of an individual member; or
- e) dissolution of an Institutional Member.

3.5.2. Expulsion

Any member may be expelled by a majority of all Board members on grounds of

- a)** a serious violation of this Constitution;
- b)** behaviour that is irreconcilable with the vision and principles of NAFSAN; or
- c)** conduct that brings NAFSAN into disrepute.

The Board may expel a member only after giving notification of the grounds for possible expulsion and giving the member a fair opportunity to make representations before or at the meeting of the Board at which such action will be considered.

4. ORGANISATIONAL STRUCTURE

NAFSAN is composed of its

- General Meetings
- Board
- Advisory Council
- Secretariat

4.1. General Meetings

4.1.1. Highest Decision-Making Organ

The General Meeting is the highest decision-making organ of NAFSAN. Such General Meetings are convened at least once a year by way of **Annual General Meetings** and may also meet in **Extraordinary General Meetings**.

4.1.2. Annual General Meetings

Annual General Meetings (AGMs) are held at a venue and time determined by the Board no later than 8 months after the end of each financial year of the organisation.

The ordinary business of the Annual General Meeting comprises at least the

- a)** adoption of the Minutes of the previous Annual General Meeting (and any Extraordinary General Meetings held in between the Annual General Meetings, the minutes of which have not yet been adopted);
- b)** presentation of annual report on activities of NAFSAN;
- c)** consideration of the annual financial statements of NAFSAN;
- d)** endorsement of annual plan of action;
- e)** election of the Board members, as applicable; and
- f)** appointment of NAFSAN's auditors, as applicable.

4.1.3. Extraordinary General Meetings

Extraordinary General Meetings are convened by decision of the Board or on written request from at least 25% of active members of NAFSAN under specified circumstances requiring a decision before the next AGM. Such meetings may deal only with the specified business for which they have been convened. They can also be convened online in situations where clear and simple resolutions need to be taken.

4.1.4. Notice of General Meetings

Notice of any General Meeting must be given in writing, at least thirty (30) days in advance via hand delivery, mail, telefax, e-mail or other applicable electronic or telecommunications messaging system.

Such notice must state the venue, day and hour of the General Meeting and include a draft agenda of the business to be conducted.

Additional documents, such as previous minutes, reports and plans to be presented during General Meetings must be sent to members at least one week in advance.

An inadvertent omission to give notice of a General Meeting to a member or the non-receipt of a notice by a member will not invalidate the call of and the proceedings conducted at such General Meeting.

4.1.5. Quorum of General Meetings

General Meetings must reach a quorum for any business to be conducted.

The quorum for a General Meeting is a minimum of $\frac{1}{4}$ (= 25%) of all members, either Individual Members or representatives of Institutional Members. An Institutional Member counts as one member for purposes of a quorum.

If there is no quorum at a General Meeting, the General Meeting is automatically adjourned to a suitable venue and date within a period of two weeks.

If there is no quorum within 1 hour after the scheduled starting time of the adjourned General Meeting, the members present may conduct any lawful business of NAFSAN.

4.1.6. Chairing

The Chair of General Meetings is one or both Co-Chairpersons of the Board, but the Board may delegate another person(s) to chair all or part of the meeting.

4.1.7. Contributions by an Absent Member

A member who is unable to attend a General Meeting has the right to convey his or her views on any agenda item and may also be represented by a proxy by prior arrangement with the Secretariat or a Co-chairperson in writing. Such proxy may only represent one absent member, multiple proxy-representation is not possible.

4.2. The Board

The Board's role is to ensure good governance and to oversee effective coordination and efficient administration of NAFSAN and its activities.

The Board is also responsible to ensure overall accountability of the organisation towards its members, partners and all other internal and external stakeholders.

The Board sets NAFSAN's strategic objectives and priorities, which are to be implemented through an annual plan endorsed by the Annual General Meeting.

4.2.1. Powers of the Board

Subject to this Constitution, the Board is in all respects authorized and responsible for the management and control of the business of NAFSAN between General Meetings.

The Board has the responsibility to:

- a) coordinate and facilitate the implementation of NAFSAN's objectives in an inclusive, responsible and transparent manner;
- b) determine policies and make bylaws, e.g. regulate conduct of members or administrative and managerial procedures, to realize NAFSAN's vision, mission and aims within limits set by this constitution and all relevant laws;
- c) oversee the management of NAFSAN's finances and fundraising strategies;
- d) ensure that NAFSAN operates within the law and in accordance with the highest standards of ethics and integrity;
- e) delegate and assign functions and tasks to NAFSAN's Secretariat or other bodies or individuals within the organisation to best achieve the organisation's vision, mission and aims; and
- f) monitor and evaluate the performance of the Secretariat and NAFSAN as a whole.

4.2.2. Delegation of Powers

The Board may appoint committees composed of members or the designated representatives of Institutional Members and may assign any of its functions to such committees, provided that the activities of such committees remain under the final supervision and control of the Board.

A committee is bound by and accountable to the Board in accordance with terms of reference or mandate given to it by the Board.

4.2.3. Composition of the Board

NAFSAN's Board comprises not fewer than (3) and not more than nine (9) persons, all of whom must be members of NAFSAN, provided that:

- a) The majority of the Board must consist of representatives of civil society and academic institutions registered within Namibia or individuals not employed by either the Namibian Government, a UN agency or any international donor during their tenure as Board members; and
- b) The remaining Board members may be representatives of private sector companies or individuals in their own capacity who are employed by UN Agencies, the Namibian Government, or other organisations.

4.2.4. Election and Terms of Office

Board members are nominated and elected at Annual General Meetings, and they

- a) hold office for a term of four years, such term commencing at the closing of the Annual General Meeting at which they are elected and terminating at the closing of the fourth subsequent Annual General Meeting. Four (4) of the initially elected Board members, as determined by the Board, serve for a two-year term; and
- b) are eligible for re-election.

4.2.5. Removal of Board Members

The Board or a General Meeting may, for a fair and valid reason, remove a Board Member from office prior to the expiry of his or her term of office, under the following conditions:

- a) The Board may resolve to remove a member if agreed upon by consensus or a two-thirds vote of Board members;
- b) If motivated by at least twenty percent (20%) of members, a General Meeting may resolve to remove a Board member by consensus or by a majority vote.

The Board or a General Meeting may remove a Board Member only after giving notification of the grounds for possible removal and giving the Board Member a fair opportunity to make representations before or at the meeting of the Board or at the General Meeting at which such action will be considered.

4.2.6. Vacancies

- a) If any vacancy arises on the Board, the remaining Board members may appoint any other Individual Member or representative of an Institutional Member to fill such vacancy until the next Annual General Meeting.
- b) The remaining Board members may act despite any vacancy in the Board.

- c) If on account of vacancies there are two or less Board members left, such remaining Board members may only act to call an Extraordinary General Meeting for the purposes of appointing Board members.

4.2.7. Officers

Immediately after a General Meeting where new Board members have been elected, the Board must elect from among its members for two-year terms, officers to the positions of two equal Co-Chairpersons, one Treasurer, and one Secretary.

The Board or the respective office holder may temporarily delegate to other members of the Board part of their responsibilities, e.g. to chair a meeting, review minutes, present financial report, represent NAFSAN or speak on behalf of NAFSAN.

- a) The **Co-Chairpersons** have the responsibilities, among others, to
- Convene, set the agenda, and chair the General and Board meetings;
 - Present the Board's annual report to the General Meeting;
 - Represent NAFSAN at Governmental and other forums;
 - Serve as the primary public spokespersons for NAFSAN; and
 - Provide overall leadership to NAFSAN.
- b) The **Secretary** is responsible to supervise the Secretariat in the preparation of minutes of all NAFSAN meetings and the keeping of NAFSAN records, and to present the minutes to the said meetings for adoption.
- c) The **Treasurer** is responsible for the financial affairs of NAFSAN, assisted by the Secretariat and auditors designated by the General Meeting. The Treasurer must present a financial report annually to the General Meeting.

4.2.8. Conduct

- a) Board members must administer NAFSAN and exercise their powers strictly in accordance with provisions of this Constitution, the laws of Namibia and the highest ethical standards.
- b) In the performance of their duties and in the exercise of their powers, Board members must act with the care, diligence and skill which can reasonably be expected of persons who manage the affairs of others.
- c) Board members provide their services in a pro-bono capacity, but are entitled to payment for transport-related travel to Board meetings if they reside outside of Windhoek. If the Board designates a Member to travel outside of Windhoek or Namibia on behalf of NAFSAN, the related expenses will be covered by NAFSAN.

4.2.9. Conflict of Interest

NAFSAN Board members

- a) are not permitted to place themselves in a position where their private interests, the interests of their employer, or the interests of the Institutional Member who mandated them conflict with their duties towards NAFSAN;
- b) are required to declare such interests and timeously disclose any circumstances that could give rise to a conflict of interest related to the subject of activity or initiative they will be involved in;
- c) must recuse themselves in the event that any conflict of interest should arise or is likely to arise; and
- d) commit to familiarising themselves with the Scaling Up Nutrition (SUN) Movement's Principles of Engagement, particular around "Preventing and Managing Conflicts of Interest".

4.2.10. Privileges & Indemnity

- a) A Board member is not liable to NAFSAN for any loss arising from his or her activities as a Board member that are conducted in good faith.
- b) NAFSAN will indemnify and hold the Board members harmless against any costs, losses or damages incurred or suffered by them in consequence of anything done by them in good faith in the exercise or purported exercise of any of the powers conferred upon them in terms of this Constitution.

4.2.11. Board Meetings

a) Convening of Meetings

The Board meets as often as is necessary to effectively conduct the business of NAFSAN, but at least four times a year (quarterly). The Board may regulate its meetings, transact its business and make decisions as it deems fit in line with this Constitution and NAFSAN's Organizational Principles.

The Secretary convenes meetings of the Board at either the request of a Co-Chairperson or a majority of other Board members; and on reasonable notice to the other Board members. Such notices of Board meetings must include a draft agenda, which specifies the general nature of the business to be dealt with by the meeting.

b) Quorum & Facilitation

At least 50% of Board members constitute a quorum for a NAFSAN Board meeting. Meetings of the Board will be chaired by a Co-Chairperson, or another person, if decided by a majority of the Board.

c) Guests & Minutes

Subject to the availability of space, NAFSAN members may attend Board meetings as guests, upon prior request, unless the Board decides, for a valid reason, to hold a closed session. If the request is declined, the Board must provide reasons.

Non-member guests may be invited by a Co-Chairperson or at least two Board members to attend a specific meeting in full or only parts thereof.

The Secretary (or Secretariat in this role) keeps minutes of all General Meetings and Board meetings. Members have the right to inspect minutes of all open meetings at reasonable times.

d) Decision Making

Decisions during Board meetings must be taken in accordance with the Organisational Principles set out in Section 2 above.

Board members may also communicate and take decisions in between Board Meetings by using appropriate modern channels of communication, provided that it is ensured that every member has been sent all necessary information and is given sufficient time and opportunity to respond. Any resolution agreed to by the majority of Board members is valid as if taken at an in-person Board meeting.

4.3. Secretariat

- 4.3.1.** The Secretariat fulfils the core administration role within NAFSAN, including aspects of management and coordination, as designated by the Board.
- 4.3.2.** The Secretariat's responsibilities include, unless otherwise decided by the Board, proper documentation and record keeping, internal and external communication in close liaison with the Board, fund-raising, effective implementation of projects and activities, monitoring and evaluation, as well as responsible management of the assets, accounts and other financial affairs of NAFSAN, subject to the control of the Board. The Secretariat may be asked to provide information on suitable ways to reach consensus, on effective and inclusive voting procedures and on any other aspects of efficient governance.
- 4.3.3.** Organisations or individuals may be appointed by the Board to serve as Secretariat for a certain period of time and with certain responsibilities and powers as determined by the Board.
- 4.3.4.** The Secretariat reports directly to the Board and may be asked by the Board to report to General Meetings. It may also report directly to national or international donors in connection with specific programmes, activities or agreements, as directed by the Board or a General Meeting.

4.4. Advisory Council and Advisory Committees

4.4.1. Advisory Council

The Advisory Council (AC) is a high-level body within NAFSAN, which provides advice, guidance and other kind of relevant support to the organisation, as needed.

a) Strategic Role

The AC provides guidance on NAFSAN's strategic objectives and focus areas. The AC also conducts an annual assessment of NAFSAN's activities.

b) Composition & Terms

The AC is a diverse group of people of high integrity selected by the Board, who are committed to eradicate malnutrition and ensure food security. The composition of the AC should reflect a wide range of people, groups and organisations working towards these goals.

Any Member or supporter of NAFSAN may submit recommendations for potential AC members to the Board at any time, which shall be considered and discussed during the following Board meeting.

The AC members will elect Co-Chairpersons from among themselves for a period as determined by the themselves.

c) Conduct of Business

The AC meets on an as-needed basis, at least once a year, and works in close collaboration with the Board and the Secretariat.

AC members contribute their time and know-how on a pro-bono basis, whereby costs for AC meetings shall be carried by NAFSAN.

The AC and its members will be supported in meeting facilitation, minute taking, record keeping and related logistics by the Secretariat.

4.4.2. Advisory Committees

Advisory Committees can be established by the Board with input from the Advisory Council to temporarily support particular projects or activities.

5. FINANCES AND ADMINISTRATIVE STRUCTURES

5.1. Financial Matters

- 5.1.1.** The financial year of NAFSAN is from the first day of April to the last day of March of each year.
- 5.1.2.** The Board from time to time determines the signing powers of individual Board members or - as applicable, persons within the Secretariat - in respect of contracts, other written instructions, bank accounts and petty cash.
- 5.1.3.** NAFSAN must annually appoint an auditor and may, at its discretion, appoint a legal practitioner.
- 5.1.4.** NAFSAN's books of account must be audited annually and submitted to respective donors and organisations as required.

5.2. Administrative Structures

The Board may establish or re-organise the administrative structures, as will support the Board in fulfilling their duties and functions under this Constitution and within the confines of the law and highest ethical standards.

6. AMENDMENT OF CONSTITUTION

- 6.1.** This constitution may be amended by a resolution of members passed at a General Meeting in accordance with the following:
 - a)** written notice of any proposed resolution to amend the Constitution, specifying the precise wording of the amendments and providing reasons for the suggested changes, is given to all NAFSAN members at least two calendar months in advance;
 - b)** there is a quorum of at least twenty five percent of all active members of NAFSAN present at such General Meeting; and
 - c)** the resolution to so amend the Constitution is either adopted by consensus or by not less than two-thirds of members present and entitled to vote at such General Meeting.
- 6.2.** The Constitution may also be changed through a referendum initiated by the Board, whereby reasons for and precise wording of all amendments must be clearly communicated to all NAFSAN members and written confirmation of at least two thirds of all active members have been received.

7. DISSOLUTION OF ORGANISATION

The organisation may dissolve by resolution of a General Meeting in which at least 50% of all active NAFSAN members have to be present, and in which at least two third of all active members present are in support of the dissolution of the organisation.

If, after the dissolution of the organisation, any assets remain once all debts and obligations have been settled, such assets must not be paid over or divided amongst the members, but must be donated to such other registered welfare organisation, preferably one with similar objectives, as the members may decide upon.

8. ENTRY INTO FORCE

This Constitution was adopted by the Founder Members referred to under 0.1. of this Constitution by their respective signatures.

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Name of Institution

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Name of Institution's Representative

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Signature

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Date

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ANNEXURE:

Principles of Engagement

The Principles of Engagement of the Global Scaling Up Nutrition (SUN) Movement, to which NAFSAN also subscribes to are in summary:

- ✓ Transparency around intentions, contributions and impact of collective actions;
- ✓ Inclusivity and commitment to equity and rights of all women, men and children;
- ✓ Willingness to negotiate when resolving differences among stakeholders;
- ✓ Collective responsibility towards shared outcomes and mutual accountability;
- ✓ Cost-effectiveness towards greatest sustainable impact;
- ✓ Learning, adapting, sharing and communicating lessons learned;
- ✓ Integrity and ethics, especially around personal and institutional conflicts of interest;
- ✓ Mutual respect and collaboration in a way that builds trust and respects all Members' and other stakeholders' contributions and perspectives;
- ✓ 'Do no harm' – improving nutrition and well-being of all people, while hereby carefully considering consequences to people and planet.