

Ref : CM 09/2021 (Part 1)  
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**MINUTES OF THE MONTHLY MEETING OF COUNCIL**  
**HELD IN THE CONFERENCE HALL, ONGWEDIVA TRADE FAIR CENTRE**  
**ON THE 30<sup>TH</sup> JUNE 2021**



**PRESENT:**

Councillor Taarah Shalyefu	-	Mayor & Chairperson of Council
Councillor Fabiam George	-	Chairperson of Management Committee
Councillor Naemi Amuthenu		
Councillor Jona Helao		
Councillor Kaarena Shikongo		
Councillor Otilie Haitota		

**IN ATTENDANCE**

Mr. Damian E. Egumbo	-	Chief Executive Officer
Mr. David Mulokoshi	-	SM: Planning and Technical Services
Mr. Jackson Muma	-	Corporate Communication Officer

**CM 89/2021            OPENING BY PRAYER**

Councillor Otilie Haitota opened the meeting with a prayer.

**CM 90/2021            ADOPTION OF THE AGENDA OF THE MEETING OF COUNCIL**

Councillor Fabiam George moved for the adoption of the agenda seconded by Councillor Jona Helao and the agenda was adopted without amendments.

All official correspondence must be addressed to the Chief Executive Officer

## DECLARATION OF INTEREST

**Declaration of Interest** refers to the process whereby a member declares all interests that:

- (a) Pertain to actual or potential service providers of the Council;
- (b) may give rise to or may in future give rise to a conflict of interest between the member and Council; and
- (c) result in a member personally gaining from providing services of the Council.

**Conflict of Interest** means a conflict between the private interests (financial, personal or other) and the official responsibilities of a member.

For purposes of this agenda, conflicts of interest have been categorized as:

- **Perceived conflict of interest:** where it appears that the member's private interests could improperly influence the performance of his or her duties towards Council;
- **Potential Conflict of Interest:** where member's has private interests that could conflict with his or her official duties towards Council;
- **Actual Conflict:** where member's interest directly interferes with the ability to conduct his or her duties to Council in a proper manner because of their private interests.

Members are to disclose and declare actual, perceived and potential financial and personal conflict of interest that could be affected by the outcome of the meeting.

- Cllr. Jona Helao declared interest on the item "CM 101.2/2021 (MCM 94.1/2021) - Legal Matter: Omatando Community and Ongwediva Town Council."
- Cllr. Naemi Amuthenu declared interest on the item "CM 101.2/2021 (MCM 94.1/2021 - Legal Matter: Omatando Community and Ongwediva Town Council" on account of owning a property at Omatando.

- His Worship Taarah Shalyefu declared interest on item “CM 101.2/2021 (MCM 93.3/2021) - Application for recognition of a qualification and payments of a cash study bonus by Mrs. Lorna Shalyefu.”
- Cllr. Fabiam George declared interest on item “CM 102.3/2021 - Report: Advisory Committee report for Sam Nujoma Multi-Purpose Centre”, being the Chairperson of the Advisory Committee.
- Cllr. Jona Helao, Cllr. Naemi Amuthenu and Cllr. Taarah Shalyefu will be excused from the discussion on the matters declared.

**CM 92/2021**

**APPLICATIONS FOR LEAVE OF ABSENCE**

Cllr. Ulalia Katonyala, Deputy Mayor; Mr. Immanuel Nakale, Senior Manager: Finance and Human Resources Administration; Ms. Rebekka Amadhila, Senior Manager: Economic Development and Community Services and Ms. Lonia N. Nghuulikwa, Executive Support Services Officer were recorded absent with apologies.

**CM 93/2021  
CM 93.1/2021**

**APPROVAL OF MINUTES**  
MINUTES OF THE COUNCIL MEETING OF THE TOWN COUNCIL  
ONGWEDIVA HELD ON THE 5<sup>TH</sup> MAY 2021

The minutes of the meeting of the Town Council of Ongwediva held on the 5<sup>th</sup> May 2021 were approved by Council on proposal by Councillor Jona Helao and seconded by Councillor Fabiam George.

**CM 93/2021  
CM 93.2/2021**

**APPROVAL OF MINUTES**  
MINUTES OF THE COUNCIL MEETING OF THE TOWN COUNCIL  
ONGWEDIVA HELD ON THE 3<sup>RD</sup> JUNE 2021

The minutes of the meeting of the Town Council of Ongwediva held on the 3<sup>rd</sup> June 2021 were approved by Council on proposal by Councillor Jona Helao and seconded by Councillor Kaarena Shikongo.

**CM 94/2021**

**INTERVIEWS WITH DEPUTATIONS**

A deputation desirous of having an interview with Council or a committee of Council shall submit a written memorandum in which the representations it wishes to make are set out to the Chief Executive Officer.

The Chairperson of Council or of such committee as the case may be, shall decide whether the deputation will be heard and whether the matter can be disposed of under the ordinary powers of the meeting concerned.

If the Chairperson of Council decides that the deputation will not be heard, he or she may refer the matter to the Management Committee who shall then consider the request as if it is a request for an interview with the Management Committee.

A deputation shall consist of not more than five members and only one member thereof may address the meeting, except when a question of a member of Council or committee is being answered.

Council or committee as the case may be, shall only hear the deputation; gather all relevant information and shall deal further with the matter after the deputation has departed.

**(Rule 10 of the Standing Rules**

**NO INTERVIEWS WITH DEPUTATIONS**

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**CM 95/2021**

**MATTER ARISING FROM PREVIOUS MINUTES**

No matter arising from previous minutes.

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- **“The Deputy Mayor Cllr. Ulalia Katonyala**
- **Chairperson of the MC Cllr Fabiam George and all members of the Management Committee**
- **All honorable Local Authority Councilors for Ongwediva Town**
- **Esteemed Senior Officials of the Council**
- **Ongwediva Residents in attendance & members of the public**
- **Members of the Media**
- **Ladies and Gentlemen**

A very good afternoon to you all.

It is my distinct honour to present this Mayoral statement for the fifth Council meeting. As a tradition, my statement will focus on pertinent developmental issues which have attracted the Council and public attention since our last Council Meeting.

At the onset, I would like to start by reminding ourselves that our town is faced by many challenges and we need to think fast to arrest the situation before it gets out of hands. Subsequently, I wish to plea that the office of the Chief Executive Officer acts on them promptly. Equally, I am delighted to note that the senior managers are here. It is my hope that they will support the CEO in dealing with these matters.

1. Having analysed the dynamics around the housing demand as reflected in various report and evident in the waiting list, I wish to provide direction to the office in the following fashion:

The entire list of applicants should be reviewed and if need be, a completely new mechanism be devised in order to ensure that the list is updated each year. This will assist to provide us with accurate data on the housing backlog in town.

2. There is an urgent need to come up with a better way of taking water readings from residents' water meters because some residents have raised a concern regarding water bills being estimated, which may compromise the accuracy of the monthly bill and payment thereof.
3. Looking at the magnitude and the capacity that the town possess, there is a need for us to apply to the line Ministry for Ongwediva Town to become a Municipality Part II. This is necessitated by various factors and more so that there haven't been clear criteria on when a town should become a Municipality. It is worth noting despite notable developmental progress by Ongwediva Town and other towns, none-of the towns in the northern Namibia was elevated to a Municipality status.

4. I must acknowledge that the Public Private Partnership agreement that Ongwediva Town Council entered with Stantoll regarding a big plot at Extension 18 is a good idea. However, this land has been undeveloped for quite a long time and has posed some challenges to the residents and the Town Council. It is covered by lot of bushes, making it easier for criminals to attack residents. There is a high demand of housing and this bigger portion of land is now in the hands of Stantoll, making it difficult even for the Council to develop it. It is in fact depriving prospective residents from owning a piece of land on that part.

Therefore, Council wish to direct for Stantoll to be engaged once more in order to speed up the process of servicing and construction of housing. Alternatively, Council shall reconsider the agreement without delay.

5. The residents of Ongwediva through the community engagement meetings that were held by the Council, have indicated that Ongwediva Town does not have a welcoming sign. Council is henceforth directing the office to implement the erection of welcoming signs without hesitation.

#### **Dear esteemed residents**

Crime continues to happen in our Town and at times, valuable properties are lost. Injuries are inflicted on our people especially women and children. Therefore, I wish to request all our residents that we need to agree to live in harmony and promote peace and love in our community. I call on the Ongwediva residents to create and strengthen responsive neighbourhoods which provide protection for all of us but more importantly, women and children who are usually victims of such barbaric attacks.

Lastly, I wish to inform our residents that on the budget statement delivered on the 11<sup>th</sup> May 2021, I have indicated that the Council will undertake the surveying of erven 230 and 231 at Efidi Extension 6, Efidi Extension 5, planning and township establishment of the land south of Extension 17 and subdivision of portions of land at Omatando.

To cater for all these projects, a combined amount of eight hundred and ninety-five thousand six hundred and fifty-two Namibia dollars (N\$895,652) has been provided for in the budget of 2021/2022. This is a right move in the right direction and I am delighted that more plots will be availed to residents through this provision and as a Town, we will continue striving for the betterment of our people's livelihood.

With this remark, I thank you all for your kind attention.

**I thank you”.**

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CM 97/2021

**PETITIONS**

Any member of the Community may submit a petition, which shall be properly motivated on matters regarding the town.

Petitions shall not be read to the Council; and no speech or comments concerning it shall be heard, but it shall forthwith be referred to the first ordinary meeting of the Management Committee, which shall report to the Council.

Every petition shall have the word "Petition" as heading.  
**(Rule 11 of the Standing Rules)**

**NO PETITIONS WERE SUBMITTED**

CM 98/2021

**MOTIONS OF MEMBERS**

Any Council Member may introduce a motion which shall relate to a matter regarding the administration of conditions in the town Council area.

The Chairperson shall reject a motion if, in his/her opinion, it:

- a) is contrary to the standing rules of order or any law or would be so contrary, if it is carried;
- b) deals with a matter in respect of which Council has no jurisdiction; or
- c) would lead the discussion of a matter already contained in the agenda of the meeting concerned; or
- d) is a case of an opposed motion (when there is no seconder of such motion).

**(Rule 13 of the Standing Rules)**

	<b>RESOLUTION: CM 98.1/2021</b>	<b>ACTION</b>
CM 98.1/2021	MOTION NO. 2/2021 BY CLLR. KAARENA SHIKONGO  <b><u>"ERECTING OF WELCOMING SIGN"</u></b>	
	In accordance with the standing rules, rule 13 (1) of the local authority council hereby as per procedures established, hereby introduce a motion by a notice as required.	

<p>The motion is about erection of a welcoming sign that identify the boundaries of Ongwediva Local Authority as stipulated in Chapter 12 of the Namibia Constitution, Article 104 (1) (a)(b) and Article 111(2) of the Namibia Constitution.</p> <p>The Articles and sub-article quoted above state delimit and demarcate the boundaries of regions constituencies and local authorities.</p> <p>The main purpose of erecting a welcoming sign is to guide residents and tourist. It can easily guide them with the borders of the local authority and will also provide the knowledge and understanding of the jurisdictions of Ongwediva as residents as well promoting and beautifying our beautiful town.</p> <p>Section 3 (1) of the Local Authority Act 23 of 1992 further state more on declaration of local authority, municipality, town and villages.</p> <p>Towards the development this will add more value to our fast growing town among all growing towns.</p> <p>I so submit this motion.</p> <p>_____</p> <p><b>Cllr: Kaarena Shikongo Ongwediva Local Authority”</b></p>	
<p><b>COUNCIL RESOLVED</b></p> <ul style="list-style-type: none"> <li>• That, the motion for the erection of the welcoming sign in Ongwediva be referred to the Management Committee for report to Council as per Rule 18 of the Standing Rules in connection with convening and holding, and procedure at, meetings of Local Authority Councils and Committees established by Local Authority Council: Local Authorities Act, 1992.</li> </ul>	<p><b>SM: ED&amp;CS</b></p>

**CM 99/2021**

**NOTICE FOR QUESTIONS**

Any member of Council may pose a question relating to a matter which arises from or relates to the business of any Committee of Council or the general business of Council; after the member concerned has at least 72 hours (Seventy-Two hours) prior to the commencement of the Council Meeting submitted a written notice of the question, signed by him/her, to the Chief Executive Officer.

**NO NOTICES OF QUESTIONS WERE INTRODUCED**

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**CM 100/2021**

**ANSWERS TO QUESTIONS OF WHICH NOTICE HAS BEEN GIVEN**

The Chairperson of Council shall respond to previous questions posed by members of Council relating to the business of any Committee of Council or the general business of Council.

**NO ANSWERS TO QUESTIONS OF WHICH NOTICE HAS BEEN GIVEN WERE SUBMITTED**

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<b>RESOLUTION: CM 101.1/2021</b>		<b>ACTION</b>
<b>CM 100/2021</b>	<b>REPORTS <u>REPORTS AND RECOMMENDATIONS OF MANAGEMENT COMMITTEE</u></b>	
<b>CM 100.1/2021</b>	<b>CONFIRMATION OF MINUTES OF THE MANAGEMENT COMMITTEE OF COUNCIL MEETING HELD ON 23<sup>rd</sup> JUNE 2021</b>	
<ul style="list-style-type: none"><li>The minutes of the Management Committee of 23<sup>rd</sup> June 2021 were confirmed as proposed by Councillor Jona Helao and seconded by Cllr. Fabiam George.</li></ul>		<b>ALL</b>

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<b>CM 101.2/2021</b>		<b>ACTION</b>
<b>CM 101/2021</b>	<b>REPORTS REPORTS AND RECOMMENDATIONS OF MANAGEMENT COMMITTEE</b>	
CM 101.2/2021	REPORTS AND RECOMMENDATIONS OF MANAGEMENT COMMITTEE OF COUNCIL MEETING HELD ON 23 <sup>RD</sup> JUNE 2021	
<ul style="list-style-type: none"> <li>The report and recommendations of the Management Committee meeting held on the 23<sup>rd</sup> June 2021 were not approved after the walk-out of Cllr. Jona Helao, Cllr. Kaarena Shikongo and Cllr. Otilie Haitota.</li> <li>His Worship Taarah Shalyefu, Cllr. Fabiam George and Cllr. Naemi Amuthenu who remained in the chamber, could not constitute a quorum for the meeting to proceed.</li> </ul>		<b>ALL</b>

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<b>RESOLUTION: CM 102.1/2021</b>		<b>ACTION</b>
<b>CM 102/2021</b>	<b>REPORTS AND RECOMMENDATIONS OF COMMITTEE OR CHIEF EXECUTIVE OFFICER</b>	
CM 102.1/2021	DONATIONS BY THE ONGWEDIVA TOWN COUNCIL	
<b>COUNCIL RESOLVED</b>		
<ul style="list-style-type: none"> <li>That, Council takes note and approves the Report: “Donations by Ongwediva Town Council” as tabled by the Chief Executive and proposed by Cllr. Fabiam George, seconded by Cllr. Otilie Haitota.</li> </ul>		<b>ALL</b>

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RESOLUTION: CM 102.2/2021		ACTION
CM 102/2021	<p><b>REPORTS AND RECOMMENDATIONS OF COMMITTEE OR CHIEF EXECUTIVE OFFICER</b></p> <p>CM 102.2/2021 POSTPONEMENT OF THE ALAN CONGRESS, ELECTION OF REPRESENTATIVES WITH VOTING RIGHTS, ALAN REGIONAL REPRESENTATIVES AND NOMINATIONS FOR PRESIDENT AND VICE PRESIDENT OF ALAN</p> <p>A postponement letter of Congress as well the Memorandum Election of ALAN Governing Structures were received from the Association for Local Authorities in Namibia states as follows;</p> <p>“This letter serves to inform you of:</p> <p><b>1 Postponement of Congress</b></p> <p>The intended Congress scheduled for 6 to 8 July 2021 has been postponed to a date still to be determined, due to Covid Regulations limiting persons attending to a gathering to 10 persons attending. For the time being the Congress will also not continue due to the above restrictions.</p> <p><b>2 Election of Local Authority Representatives</b></p> <p>All member local authorities are called upon to elect their ALAN representatives, who will have voting rights and attend Congress and the General Assembly and provide the ALAN with such elected names before 30 June 2021. Note the ratio for elections under article 6.1.5 of the Articles of Association are as follows:</p> <p>6.1.5 <i>The number of elected, representative Councillors of a member to the Congress or General Assembly shall consist of:</i></p> <p>6.1.5.1 <i>THREE (3) representatives from a specific local authority in case of a PART 1 Municipality, hence 3 Part 1 Municipalities*3=9 representatives.</i></p> <p>6.1.5.2 <i>TWO (2) representatives from a specific local authority in case of a PART II Municipality, hence 10 Part II Municipalities*2=20 representatives.</i></p>	

6.1.5.3 *ONE (1) representative from town or village councils, hence 26 towns or 26 representatives and 18 villages\*1=18 village representatives.*

*Total 73 Representatives with voting rights to attend Congress and Annual Assembly.*

### **3 Election of Regional Representatives to serve as Board Members**

The elected members under paragraph 2 above, within a region, jointly, elect the regional representative for such region on or before **July 2021**. Note the ratio for elections of regional representatives to serve as Board Directors are as follows:

16.3.2 *a representative from each region as designated and meeting the qualification criteria as set out in the Rules, to serve as their respective region's Director (Total 14 regional representatives):*

16.3.3 *a representative Director from each Part I Municipality (Additional Three Directors): and*

16.3.4 *Notwithstanding the provision of clause 16.3.3, the Municipality of Windhoek shall be entitled to one (1) additional Director. [City of Windhoek to have three Directors, one regional, one as Part I plus additional, whilst Swakopmund and Walvis Bay will have two Directors plus one regional representative to serve as director hence 3 directors from Erongo]*

**Total: 18 Directors**

All the designated Directors of the Board must accept to serve as Company Directors under section 219(3) of the Companies Act, 2004 and will be for purpose of section 218 of the Act be submitted and be endorsed individually by Congress.

### **4 Nomination of names for President and Vice President of ALAN**

All member local authorities are called upon to nominate from the local authority representatives, who are not elected as regional representatives to serve as Board Directors, the names of representatives to stand for election as President and Vice President, subject to the qualifications of having served as Board members for two and one year, respectively. The names of the members that are eligible

for such nominations will be distributed to local authority representatives, once the names of regional representatives have been finalised for confirmation of the Board.

It should be noted that during the 2020 local authority elections only Hon. Fransina Kahungu, (Khomas, City of Windhoek), Hon. Samuel! Oe-Amseb (Outjo, Kunene Region) and Hon. Risto Kapenda (Arandis, Erongo Region) retained their seats as elected local authority councillors. To ensure continuity, as contained in the Article of Association of ALAN, the Councils of Windhoek, Outjo and Arandis are encouraged to again re-elect these Honourable Councillors as ALAN representatives under article 6.1.5 of the Articles of Association, where after these Councillors may become eligible to be nominated as President and Vice Presidents and to stand for elections either as President or Vice President at Congress. Kindly see the Memorandum in this regard.

## **5 Congress**

The date of and manner to hold the five yearly Congress will be conveyed and considered once the information in paragraphs 2 to 4 are available. For any queries, please don't hesitate to contact the undersigned.

Yours truly

**MS. MAUREEN KAMBALA**  
**CHIEF ADMINISTRATIVE OFFICER**

### **MEMORANDUM**

#### **ELECTION OF ALAN GOVERNING STRUCTURES**

##### **1 Background**

The Association of Local Authorities in Namibia (ALAN) is a section 21 Non Profit Company registered under the Companies Act 2004 (Act No 24 of 2004). ALAN was established by the Local Authorities of Namibia with the objects and aims to-

- 1.1 Represent member local authorities in Namibia.
- 1.2 Be a dynamic, self-sustaining organization that plays an advocacy role on behalf of local authorities, with a view to promoting and assisting its membership address socio, economic and political challenges at the local government level.

- 1.3 Protect, safeguard and enhance the image, interests, rights and privileges of Local Authorities within the ambits of this Constitutional.
- 1.4 Act as a link between the Central Government of the Republic of Namibia and all Namibian local authorities on all matters affecting its members.
- 1.5 Conduct studies with an aim to assess the status, functions, needs and other interests of local authorities and to take appropriate action based on the outcome of its findings without any fear of intimidation, alienation, change of status or any form of deprivation of rights.
- 1.6 Place, as its primary aim, the interests of the inhabitants of all its members which includes but not limited to the well-being of people, infrastructures and natural resources.
- 1.7 Maintain reasonable independence of all local authorities as guaranteed by the Constitution and all sub-ordinate legislation while at the same time observing the need to consult central government.
- 1.8 Ensure that duly elected local leadership is recognized as the primary and lawful representative organ of state at local level and to ensure that such organ is formally recognized as the lawful bargaining unit on behalf of the members of its town or village.
- 1.9 Ensure full participation of women and youth in all the programs of the local government.
- 1.10 Promote and participate in any national development goals as the Company may elect.
- 1.11 Ensure that local authorities are fully involved in any matters of interest at regional and central government level and to ensure that such local governments are consulted by regional and central government before any decision is taken that would adversely affect the interests of local governments.

Copies of the Articles of Association could be provided at written request.

## **2 Governing Structures**

The principle governing organs of ALAN is the Congress. When the Congress is not in seating, the General Assembly (AGM of members)-, and if the Board is not session, the Executive Committee which serve as the governing organs of ALAN.

### **3 Congress session and Covid Regulations: Cancellation of Congress 6-8 July 2021**

Under Article 10.2 Congress is to be convened not later than six (6) months, after every 5-yearly-general election of the local authority councillor have been held as contained in section 8 of the Local Authorities Act 23 of 1992. The general election of local authority councils took place on 25 November 2020. Congress should therefore have been convened before 24 May 2021.

Unfortunately due to the restrictions placed on gatherings of not more than 50 persons under different Covid Regulations promulgated under the Public and Environmental Health Act, 2015 (Act No. 1 of 2015), no Congress could be held before May 2021, as the number of local authorities having voting rights together with the “public sittings” would have exceeded the prescribed number of 50 persons attending a gathering. For a short while the number was amended to a gathering of 100 persons, where after a preliminary date for Congress was set for 6 to 8 July 2021. Unfortunately on 30 May 2021, the increase in Covid cases again prompted a change in the Covid Regulations to restrict gatherings to not more than 50 persons. With a “third wave” of increase in Covid cases, it is not expected that the regulations on the number of persons for a gathering would be changed and might even decrease.

In the light of the above the Secretariat of ALAN in consultation with the previous Executive Committee have no alternative but to again suspend and postpone the scheduled Congress of the 6 to 8 July 2021, to date still to be determined.

### **4 Election of Local Authority Representatives with Voting Rights, Election of Regional representatives to services as Board Members, Nomination of President and Vice Presidents**

#### **4.1 Vacation of Office**

The impact of the restrictions of the Covid Regulations on the numbers of persons in gatherings has the unfortunate impact that the period of office of the governing structures referred to above has expired. Although existing members keep their positions until replaced by their respective councils, they do not have voting powers and only act in advisory capacities for the time being. In this respect article 20 of the ALAN Articles of Association read with clause 1.5 of the Company Rules provides as follows:

#### **20 VACATION OF OFFICE**

20.1 A Director of the Board, Executive Committee or Representative of a local authority shall vacate his or her office as such Director or Representative-

20.1.1 subject to the Rules, if he or she ceases to be a member of the local authority council;

20.1.2 all the expiry of his or her term of office;

**Extract Company Rules:**

1.5 Where an individual ceases to be political bearer at the Company's member local authority council or with the Company itself, such member does not automatically cease his/her activities at the Company until such time the Board resolves to terminate all its mandates and links with such individuals, upon appointment of a new representative of a member local authority. For purposes of ensuring continuation of the business of the Company, no decision taken by an organ of the Company shall be invalid for the reason that such individual was present or took in the deliberations and decision making processes of the Company while being unofficial at the institution of origin.

1.6 For purposes of interpreting clause 1.5 hereof, "office bearer" refers to a politician whose seat has become vacant by virtue of the fact that such individual has not been re-elected or in terms of sections 13 and 23 of the Local Authorities Act 23 of 1992. Notwithstanding that such individual may be allowed to attend meetings for purposes referred to under clause 1.5, such individual shall not be considered as a member of the Board and shall have no voting rights."

**4.2 Way Forward**

Legal advice was obtained from Jana de Kock Legal Practitioners on the way forward and it was advised that ALAN's governing structures be addressed without further ado. The following is to take place under ALAN's Articles of Association:

**4.2.1 Election of local authority ALAN representatives**

All member Local Authorities should immediately proceed under article 6 of the Articles to elect their representatives who will have voting powers to attend Congress and the Annual General Assembly (AGM). The ratio of members to be elected under article 6.1.5 are:

6.1.5 The number of elected, representative Councillors of a member to the Congress or General Assembly shall consist of:

6.1.5.1 THREE (3) representatives from a specific local authority in case of a PART I Municipality, hence 3 Part I Municipalities\*3 = 9 representatives.

6.1.5.2 TWO (2) representatives from a specific local authority in case of a PART II Municipality, hence 10 Part II Municipalities\*2 = 20 representatives.

6.1.5.3 ONE (1) representative from town or village councils, hence 26 towns or 26 representatives and 18 villages\*1 = 18 village representatives.

Total 73 Representatives with voting rights to attend Congress and Annual Assembly.

During the 2020 local authority election only Hon. Fransina Kahungu, (Khomas, City of Windhoek), Hon. Samuel! Oe- Amseb (Outjo, Kunene Region) and Hon. Risto Kapenda (Erongo region) retained their seats as elected local authority councillors. To ensure continuity, as contained in the Article of Association, the Councils of Windhoek, Outjo and Arandis are encouraged to again elect these Honourable Councillors and ALAN representatives.

#### **4.2.2 Election of Regional Representatives to serve as Directors of the ALAN Board**

As a section 21 Company the affairs of ALAN is dealt with through a Board, if the Congress and General Assembly is not in session. The election of a Board Director is through an election of a regional representative to serve as a Director on the Board for that region. In addition to a Regional Director elected, the Part one Municipalities each have one member, with Windhoek having two Directors. In total 18 Directors are to be elected. During the 2020 local authority elections only Hon. Fransina Kahungu, (Khomas, City of Windhoek), Hon. Samuel !Oe- Amseb (Outjo, Kunene Region) and Hon. Risto Kapenda (Erongo region) retained their seats as elected local authority councillors, who also served as Board Directors until then. Each region must from the elected members as nominated by the respective local authorities in that region, elect their regional representative to serve as a Board Director. Article 16.3 of the Articles of Association dealing with the election of Board Directors reads as follows:

16.3 Subject to consent to act as Director a set out in Section 219 of the Act, the Board shall consist of the following Directors:

16.3.1 President and Vice-President.

16.3.2 a representative from each region as designated and meeting the qualification criteria as set out in the Rules, to serve as their respective regions' Director;

16.3.3 a representative Director from each Part I Municipality; and

16.3.4 Notwithstanding the provision of clause 16.3.3, the Municipality of Windhoek shall be entitled to one (1) additional Director.

16.3.5 All the designated Directors of the Board will be for purpose of section 218 of the Act be submitted and be endorsed individually by Congress. During such endorsement, no discussions or voting shall take place.

16.3.6 A Director of the Board will serve for a period of five years and may be re-elected, but may not serve more than two consecutive terms.

It should be noted that although

16.3.7 All Directors of the Board are automatically entitled to attend all Congresses. General assembly meetings and Extra ordinary or Special Meetings or the Company and shall have all the rights enjoyed by any other.”

It should be noted that although the regional representatives are elected per region, the Directors are endorsed under article 16.3.5 at **Congress**.

In addition under section 219(3) of the Companies Act, 2004 (Act 24 of 2004) any person who is appointed as a director must, within 28 days after the date of that appointment or within a further period which the Registrar may, on good cause shown and on payment of the prescribed fee, allow, lodge with the company his or her written consent to that appointment on the prescribed form. Under section 224 of the Companies Act, ALAN, as a company must update its registers and also give notice to the registrar of companies (now BIPA) of such change.

Under section 219(7) of the Companies Act any person appointed as a director or officer of a company in the circumstances referred to in subsection (1) or (3), who fails to comply with those subsections, commits an offence and is liable to a fine which does not exceed N\$20 for every day during which the contravention continues.

### 4.2.3 Nomination of President and Vice President

Under article 11 of the Articles of Association the President and Vice Presidents are elected at a meeting of Congress and serve for a period of five years. Article 11 reads as follows:

#### 11 ELECTION OF PRESIDENT AND VICE-PRESIDENT

11.1 There shall be a President and Vice-President who shall be elected by ballot by the Congress in its private sitting. In order to be eligible for either of these positions:

11.1.1 The Presidents and Vice-President must be a Member of the Board and must have served on such Board for a period of not less than 2 years. The Vice President must have served on the Board for a period of at least 1 year.

11.1.2 The President and Vice-President's terms of office shall be five (5) years unless he or she dies or resigns before the expiry of the said term or is removed from office.

It is thus clear that the President and Vice President are to be elected by the 73 local authority representatives with voting powers attending the Congress. As the President and Vice President are also serving on the Board, the nominees for President and Vice President should come from those representatives that are not regional representatives to be confirmed as Board Members at the Congress.

The qualification to serve as President is, for continuity purposes, to be two years as Board Director and as Vice President to have served as a Board member for one year. The only surviving Councillors who may qualify for nomination and election as President and Vice Presidents are Hon. Fransina Kahungu, (Komas, City of Windhoek), Hon. Samuel !Oe- Amseb (Outjo, Kunene Region) and Hon. Risto Kapenda (Arandis, Erongo region) if they have been elected by the newly elected Councils to also to continue to serve as their representatives under paragraph 4.2.1 above.

The Councils of Windhoek, Outjo and Arandis are encouraged to consider the re-election of the three Councillors as ALAN representative, otherwise ALAN faces a challenge that it cannot comply with Article 11 of its Articles of Association. Prescribed procedures for amending same under the Companies Act have to be followed, leaving ALAN without any governing structures for the time being, until such amendment was effected, if needed.

<p><b>5 Congress</b></p> <p>From the above it is clear that the governing structures of ALAN will only be operational if and when at least a “private sitting” of the Congress has been held to confirm the appointments of the designated Board members and the election of the President and Vice President. <b>The holding of such private session of the Congress is thus critical.</b> However as the Congress meeting is out of time of the provisions of the Articles of Association, a Speciation Resolution is required to condone the late arrangement of the private session of the Congress due to the restrictive provisions of the Covid Regulations.</p> <p>There must be 30 days’ notice of an intended Congress meeting and the agenda must serve at least 21 days before the Congress meeting (Article 26.4 to 26.6).</p> <p>Under Article 10.4 the Board may determine the time and place of Congress meetings. Although the standard manner of Congress meetings, had been in the past to arrange physical attendance of meetings, the Covid Regulations changed the face and manner of meetings of Companies in general. Once the designated Board members are in place, the same may consider having the Congress.</p> <p>5.1 On a virtual platform such as Teams, Zoom or Skype, or</p> <p>5.2 not to have a “public” session and just to proceed with a “private session” to address critical issues such as endorsement of the names of the Directors and to elect the President and Vice President and such other issues that may be seen a critical.</p> <p>That a Special Congress thereafter be arranged once the Covid Regulations have been eased.</p> <p><b>FOR CONSIDERATION Chief Administrative Officer of ALAN”</b></p>	
<p><b>RECORD OF PROCEEDINGS</b></p> <p><b>1. Nomination of Ongwediva Town Council representative with voting rights for the ALAN Congress and Annual General Meeting.</b></p> <ul style="list-style-type: none"> <li>• Cllr. Naemi Amuthenu nominated Cllr. Fabiam George. His Worship Taarah Shalyefu seconded the nomination. Cllr. Fabiam George accepted the nomination.</li> </ul>	<p><b>ESSO</b></p>

<ul style="list-style-type: none"> <li>• Cllr. Kaarena Shikongo nominated Cllr. Ottilie Haitota. Cllr. Jona Helao seconded the nomination. Cllr. Ottilie Haitota however declined the nomination.</li> <li>• Cllr. Kaarena Shikongo nominated Cllr. Jona Helao. Cllr. Ottilie Haitota seconded the nomination. Cllr. Jona Helao accepted the nomination.</li> </ul> <p>With two nominees, the Chairperson ruled that the nomination be determined by voting.</p> <p><b>2. Voting of Ongwediva Town Council representative with voting rights for the ALAN Congress and Annual General Meeting</b></p> <ul style="list-style-type: none"> <li>• Voting was done by show of hands.</li> <li>• Three members voted in favour of Cllr. Fabiam George.</li> <li>• Three members also voted in favour of Cllr. Jona Helao.</li> <li>• No member abstained and an equality of votes was observed.</li> <li>• The Chairperson of Council invoked Regulation 34(6) and casted the deliberative vote in favour of Cllr. Fabiam George.</li> <li>• Cllr. Fabiam George was declared as Ongwediva Town Council representative with voting rights for the ALAN Congress and Annual General Meeting.</li> </ul> <p><b>3. Nomination of Candidate for Election of Regional Representatives to serve as Director of the ALAN Board.</b></p> <ul style="list-style-type: none"> <li>• Cllr. Fabiam George nominated Cllr. Naemi Amuthenu. His Worship Taarah Shalyefu seconded the nomination.</li> <li>• Cllr. Kaarena Shikongo proposed that all other previous nominations outside Council and elections for the position be nullified and that IPC be excluded from any subsequent nomination and election processes.</li> <li>• The proposal by Cllr. Kaarena Shikongo was seconded by Cllr. Jona Helao.</li> <li>• Cllr. Jona Helao, Cllr. Kaarena Shikongo and Cllr. Ottilie Haitota staged a walk-out.</li> </ul>	
<p><b>COUNCIL RESOLVED</b></p> <ul style="list-style-type: none"> <li>• That, Cllr. Fabiam George be nominated to be Ongwediva Town Council representative with voting rights for the ALAN Congress and Annual General Meeting.</li> </ul>	<p><b>ESSO</b></p>

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| <ul style="list-style-type: none"><li>• That, the nomination of Candidate for Election of Regional Representatives to serve as Director of the ALAN Board be referred to another meeting as there was no quorum for the meeting to proceed.</li></ul> |  |
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There was no quorum for the meeting to proceed and the Chairperson of Council adjourned the meeting at 18h00.

**MINUTES APPROVED**

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**CHIEF EXECUTIVE OFFICER**

**DATE**

**CHAIRPERSON OF COUNCIL**