

Client

~~CLIENT~~

**MEMORANDUM OF ASSOCIATION and
ARTICLES OF ASSOCIATION**

of the company named

**SOUTHERN AFRICA SCIENCE SERVICE CENTRE
FOR CLIMATE CHANGE AND ADAPTIVE LAND
MANAGEMENT
(NON-PROFIT ASSOCIATION INCORPORATED UNDER
SECTION 21)**



P.O. Box 3300 • Tel. 061-242224

NOTARIAL CERTIFICATE

I, the undersigned,

ADAM IVO DOS SANTOS

a Notary Public practising at Windhoek in Namibia do hereby certify that
the attached documents, being: -

MEMORANDUM OF ASSOCIATION and ARTICLES OF ASSOCIATION

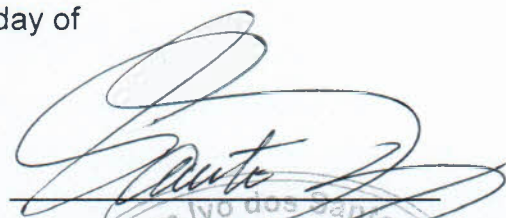
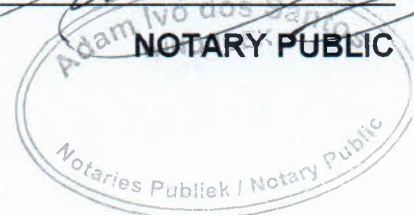
of the company named

**SOUTHERN AFRICA SCIENCE SERVICE CENTRE FOR CLIMATE
CHANGE AND ADAPTIVE LAND MANAGEMENT
(NON-PROFIT ASSOCIATION INCORPORATED UNDER SECTION
21)**

are true and correct copies of the signed originals.

SIGNED at WINDHOEK on this

day of


NOTARY PUBLIC

Notaries Publik / Notary Public

REPUBLIC OF NAMIBIA
COMPANIES ACT 2004
(Section 70) (Regulation 17(3))

CERTIFICATE OF INCORPORATION
OF A COMPANY NOT HAVING A SHARE CAPITAL

Registration Number of Company

21/20130964

This is to certify that:

**SOUTHERN AFRICA SCIENCE SERVICE CENTRE FOR CLIMATE
CHANGE AND ADAPTIVE LAND MANAGEMENT
(NON-PROFIT ASSOCIATION INCORPORATED UNDER SECTION 21)**

was this day incorporated under the Companies Act, 2004 (Act No. 28 of 2004), and that the Company is a Company limited by guarantee/* and is incorporated under section 21 of that Act.

*Delete if not applicable

Signed and sealed at WINDHOEK this 24th day of October of the year 2013



Seal of Companies Registration Office

Registrar of Companies

This certificate is not valid unless sealed by the seal of Companies Registration Office.

REPUBLIC OF NAMIBIA
COMPANIES ACT 2004
(Section 61(1)) (Regulation 17(3))

MEMORANDUM OF ASSOCIATION
OF A COMPANY NOT HAVING A SHARE CAPITAL

Registration Number of Company	
21/20130964	

1. **NAME OF COMPANY**

(a) The name of the Company is:

**SOUTHERN AFRICA SCIENCE SERVICE CENTRE FOR CLIMATE CHANGE AND
ADAPTIVE LAND MANAGEMENT**

(Non-profit Association incorporated under section 21)

(b) The shortened form of the name of the Company is:

SASSCAL

(c) Translation of name of Company and/or shortened form of name of Company (if possible) where name is not in official language (section 48(2)):

N/A



REPUBLIC OF NAMIBIA
COMPANIES ACT 2004

2. DESCRIBING THE MAIN BUSINESS OF THE COMPANY*

The main purpose of the Company is to:

promote, strengthen and advance scientific capacity within the Southern African region in the following focus areas: agriculture, biodiversity, climate, forestry and water.

*(*This is for purposes of the Registrar and not for purposes of the powers, capacity or objects of the company)*

3. OBJECT(S), IF ANY (section 38)

The object(s) of the Company is/are:

to promote strengthen and advance the scientific capacity within the Southern African region in the following focus areas: agriculture, biodiversity, climate, forestry and water.

4. ANCILLARY OBJECTS EXCLUDED

The specific ancillary objects, if any, referred to in section 39(1) of the Act, which are excluded from the unlimited ancillary objects of the Company:

5. POWERS

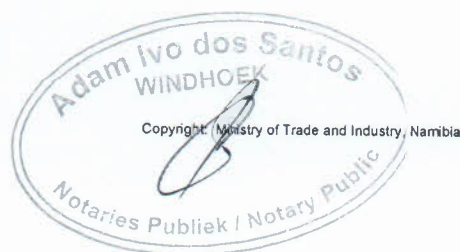
- (a) The specific powers or part of any powers of the Company, if any, which are excluded from the plenary powers or the powers set out in Schedule 2 of the Act (if any): .

Are sub-paragraphs (s),

- (b) The specific powers or part of any specific powers of the Company set out in Schedule 2 of the Act, if any, which are qualified under section 39(2) of the Act (if any):

- (i) Paragraph (k) which is amended to read as follows:-

"To form and have an interest in any company or companies or associations of a similar nature having the same or similar object to the Company, for the purpose of acquiring the undertaking of all or any of the assets or liabilities of that company or companies or associations or for any other purpose which may seem directly or indirectly, calculated to benefit the Company, and to transfer to any such company or companies or associations the undertaking or all or any of the assets or liabilities of the Company."



REPUBLIC OF NAMIBIA
COMPANIES ACT 2004

8. GUARANTEE

- (a) The liability of the members is limited to the amount referred to in paragraph (b).
- (b) Each Agency Member and Associated Member (as defined in the Articles of Association) undertakes to contribute to the assets of the Company in the event of its being wound up, while being a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before such member ceases to be a member, and of the costs, charges and expenses of the winding up, and for the adjustment of the rights of the contributories among themselves an amount of One Namibian Dollar/cent (N\$1.00).

9. FINANCIAL YEAR

The financial year of the Company ends on the last day of each year.



Part B

REPUBLIC OF NAMIBIA
COMPANIES ACT 2004**ASSOCIATION CLAUSE**

We, the several persons whose full names, occupations, business and postal addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to become members of the company.

Particulars of subscriber	Date of signature of subscriber	Particulars of witness	Date and Signature of witness
<p>1. Full names Dr. Gabriel Luís Miguel Representing the Ministry of Science and Technology</p> <p>Occupation Director National</p> <p>Business address Ministry of Science and Technology (MINCT) Angola</p> <p>Postal address Avenida Lenin 106/108 – CP 34, Luanda, Angola</p>	<p>19th March 2013</p> <p><i>Gabriel Luis Miguel</i></p>	<p>1. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address National Coordination Namibia/ SASSCAL</p> <p>Postal address Sinclair Street Office complex Sinclair Str. 6 / P.O. Box 86755 Windhoek</p>	<p>19th March 2013</p> <p><i>K.P.E.S</i></p>
<p>2. Full names Prof. Dr. Cristóvão de Carvalho E Ferreira Simoes Representing the José Eduardo Dos Santos University</p> <p>Occupation Professor</p> <p>Business address José Eduardo Dos Santos University, Angola</p> <p>Postal address 28 Maio, Cidade alta Huambo</p>	<p>19th March 2013</p> <p><i>Cristóvão</i></p>	<p>2. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address National Coordination Namibia/ SASSCAL</p> <p>Postal address Sinclair Street Office complex Sinclair Str. 6 / P.O. Box 86755 Windhoek</p>	<p>19th March 2013</p> <p><i>K.P.E.S</i></p>
<p>3. Full names Prof. Dr. Armando Manuel Valente Representing the National Scientific Research Centre</p> <p>Occupation Professor</p> <p>Business address National Scientific Research Centre, Angola</p> <p>Postal address Avenida Ho chi Minh no 121- Luanda</p>	<p>19th March 2013</p> <p><i>Armando M. Valente</i></p>	<p>3. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address National Coordination Namibia/ SASSCAL</p> <p>Postal address Sinclair Street Office complex Sinclair Str. 6 / P.O. Box 86755 Windhoek</p>	<p><i>K.P.E.S</i></p>



REPUBLIC OF NAMIBIA
COMPANIES ACT 2004




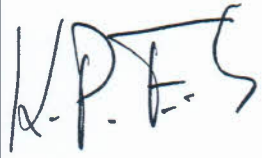
ASSOCIATION CLAUSE

We, the several persons whose full names, occupations, residential, business and postal addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to become members of the company.

Particulars of subscriber	Date and signature of subscriber	Particulars of witness	Date and signature of witness
<p>1. Full names Dr Gabriel Luis Miguel Representing the Ministry of Science and Technology</p> <p>Occupation Director National</p> <p>Residential address Ministry of Science and Technology (MINCT) Angola</p> <p>Business address Ministry of Science and Technology (MINCT) Angola</p> <p>Postal address Avenida Lenin 106/108 - CP 34, Luanda, Angola</p>	19 th March 2013	<p>1. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Residential address National Coordination Namibia/SASSCAL, Namibia</p> <p>Business address Sinclair Street Office Complex, Sinclair Str 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek</p>	19 th March 2013
<p>2. Full names Prof. Dr Cristóvão de Carvalho E Ferreira Simoes Representing the José Eduardo Dos Santos University</p> <p>Occupation Professor</p> <p>Residential address José Eduardo Dos Santos University, Angola</p> <p>Business address José Eduardo Dos Santos University, Angola</p> <p>Postal address 28 Maio, Cidade alta Huambo, Angola</p>	19 th March 2013	<p>2. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Residential address National Coordination Namibia/SASSCAL, Windhoek Namibia</p> <p>Business address Sinclair Street Office complex Sinclair Street 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek</p>	19 th March 2013
<p>3. Full names Prof. Dr Armando Manuel Valente Representing the National Scientific Research Centre</p> <p>Occupation Professor</p> <p>Residential address National Scientific Research Centre, Angola</p> <p>Business address National Scientific Research Centre, Angola</p> <p>Postal address Avenida Ho Chi Minh No 121- Luanda, Angola</p>	19 th March 2013	<p>3. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Residential address National Coordination Namibia/SASSCAL, Namibia</p> <p>Business address Sinclair Street Office complex Sinclair Str 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek</p>	19 th March 2013



continuation of Form CM 4, Part B

Particulars of subscriber	Date of signature of subscriber	Particulars of witness	Date and Signature of witness
<p>4. Full names Dr. Thabang Botshoma Representing the Department of Meteorological Services</p> <p>Occupation Director</p> <p>Business address The Department of Meteorological Services (Botswana)</p> <p>Postal address Private Bag BO 199, Gaborone, Botswana</p>	<p>19th March 2013</p> 	<p>4. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address National Coordination Namibia/ SASSCAL</p> <p>Postal address Sinclair Street Office complex Sinclair Str. 6 / P.O. Box 86755 Windhoek</p>	<p>19th March 2013</p> 
<p>5. Full names Felix Monggae Representing the Kalahari Conservation Society (KCS)</p> <p>Occupation CEO</p> <p>Business address Kalahari Conservation Society (KCS) Botswana</p> <p>Postanschrift</p>	<p>19th March 2013</p> 	<p>5. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address National Coordination Namibia/ SASSCAL</p> <p>Postal address Sinclair Street Office complex Sinclair Str. 6 / P.O. Box 86755 Windhoek</p>	<p>19th March 2013</p> 



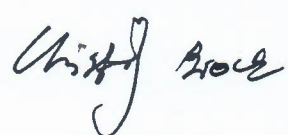
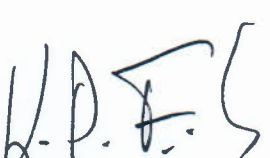




**continuation of Form CM 4
Part B**

Particulars of subscriber	Date and signature of subscriber	Particulars of witness	Date and signature of witness
<p>4. Full names Dr Thabang Botshoma Representing the Department of Meteorological Services</p> <p>Occupation Director</p> <p>Residential address The Department of Meteorological Services (Botswana)</p> <p>Business address The Department of Meteorological Services (Botswana)</p> <p>Postal address Private Bag BO 199, Gaborone, Botswana</p>	19 th March 2013	<p>4. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Residential address National Coordination Namibia/SASSCAL, Namibia</p> <p>Business address Sinclair Street Office Complex, Sinclair Str 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek</p>	19 th March 2013
<p>2. Full names Felix Monggae Representing the Kalahari Conservation Society (KCS)</p> <p>Occupation Chief Executive Officer</p> <p>Residential address Kalahari Conservation Society (KCS) Botswana</p> <p>Business address Kalahari Conservation Society (KCS) Botswana</p> <p>Postal address Postanschrift</p>	19 th March 2013	<p>2. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Residential address National Coordination Namibia/SASSCAL, Windhoek Namibia</p> <p>Business address Sinclair Street Office complex Sinclair Street 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek</p>	19 th March 2013

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Particulars of subscriber	Date of signature of subscriber	Particulars of witness	Date and Signature of witness
<p>6. Full names Dr. Anna Shiweda Representing the Ministry of Agriculture, Water and Forestry</p> <p>Occupation Deputy Permanent Secretary</p> <p>Business address Ministry of Agriculture, Water and Forestry, Namibia</p> <p>Postal address Private Bag 13184, Windhoek, Namibia</p>	<p>19th March 2013</p> 	<p>6. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address National Coordination Namibia/ SASSCAL</p> <p>Postal address Sinclair Street Office complex Sinclair Str. 6 / P.O. Box 86755 Windhoek</p>	<p>19th March 2013</p> 
<p>7. Full names Mr. Christof Brock Representing the Namibian Agronomic Board</p> <p>Occupation Chief Executive Officer</p> <p>Business address Namibian Agronomic Board, Namibia</p> <p>Postal address P.O. Box 5096 Ausspannplatz, Windhoek</p>	<p>19th March 2013</p> 	<p>7. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address National Coordination Namibia/ SASSCAL</p> <p>Postal address Sinclair Street Office complex Sinclair Str. 6 / P.O. Box 86755 Windhoek</p>	<p>19th March 2013</p> 
<p>8. Full names Dr. Vaino Shivute Representing the Namibia Water Corporation Ltd</p> <p>Occupation Executive Director</p> <p>Business address Namibia Water Corporation Ltd Namibia</p> <p>Postal address Namibia Water Corporation Ltd, 176 Iscor Street , Northern Industrial Area Private Bag 13389, Windhoek , Namibia</p>	<p>19th March 2013</p> 	<p>8. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address National Coordination Namibia/ SASSCAL</p> <p>Postal address Sinclair Street Office complex Sinclair Str. 6 / P.O. Box 86755 Windhoek</p>	<p>19th March 2013</p> 





continuation of Form CM 4. Part B

Particulars of subscriber	Date and signature of subscriber	Particulars of witness	Date and signature of witness
<p>6. Full names Dr Anna Shiweda Representing the Ministry of Agriculture, Water and Forestry</p> <p>Occupation Deputy Permanent Secretary</p> <p>Residential address Ministry of Agriculture, Water and Forestry, Namibia</p> <p>Business address Ministry of Agriculture, Water and Forestry, Namibia</p> <p>Postal address Private Bag 13184, Windhoek, Namibia</p>	19 th March 2013	<p>6. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Residential address Sinclair Street Office Complex, Windhoek</p> <p>Business address National Coordination Namibia/SASSCAL Sinclair Street Office Complex</p> <p>Postal address P O Box 86755, Windhoek</p>	19 th March 2013
<p>7. Full names Mr Christof Brock Representing the Namibian Agronomic Board</p> <p>Occupation Chief Executive Officer</p> <p>Residential address Namibian Agronomic Board, Windhoek, Namibia</p> <p>Business address Namibian Agronomic Board, Windhoek, Namibia</p> <p>Postal address P O Box 5096 Ausspannplatz, Windhoek</p>	19 th March 2013	<p>7. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Residential address Sinclair Street Office Complex, Windhoek</p> <p>Business address National Coordination Namibia/SASSCAL Sinclair Street Office Complex</p> <p>Postal address P O Box 86755, Windhoek</p>	19 th March 2013
<p>8. Full names Dr Vaino Shivtue Representing the Namibia Water Corporation</p> <p>Occupation Executive Director</p> <p>Residential address 176 Iscor Street, Northern Industrial, Windhoek, Namibia</p> <p>Business address Namibian Water Corporation Ltd 176 Iscor Street, Northern Industrial, Windhoek, Namibia</p> <p>Postal address Private Bag 13389, Windhoek, Namibia</p>	19 th March 2013	<p>8. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Residential address Sinclair Street Office Complex, Windhoek</p> <p>Business address National Coordination Namibia/SASSCAL Sinclair Street Office Complex</p> <p>Postal address P O Box 86755, Windhoek</p>	19 th March 2013



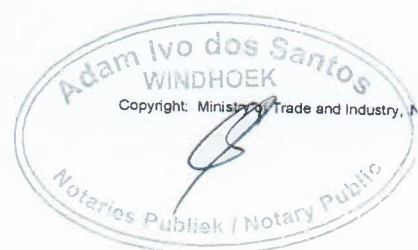
continuation of Form CM 4, Part B

Particulars of subscriber	Date of signature of subscriber	Particulars of witness	Date and Signature of witness
<p>9. Full names Mr. Imraan Patel Representing the Department of Science and Technology</p> <p>Occupation Deputy Director General</p> <p>Business address Department of Science and Technology, South Africa</p> <p>Postal address Private Bag X 894, Pretoria 0001, RSA</p>	<p>25th March 2013</p> 	<p>9. Full names Jonathan Diederiks</p> <p>Occupation National Coordinator</p> <p>Business address National Research Foundation</p> <p>Postal address P.O. Box 2600, Pretoria 0001 South Africa</p>	<p>25th March 2013</p> 

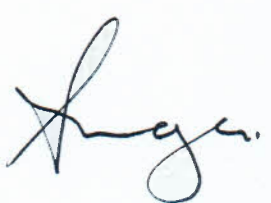


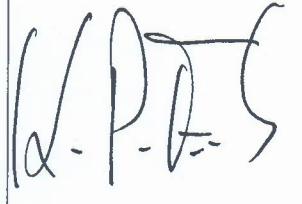

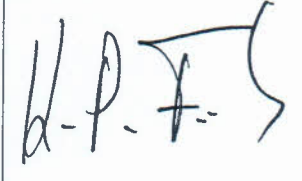


continuation of Form CM 4
Part B

Particulars of subscriber	Date and signature of subscriber	Particulars of witness	Date and signature of witness
<p>9. Full names Mr Imraan Patel Representing the Department of Science and Technology</p> <p>Occupation Deputy Director General</p> <p>Residential address Department of Science and Technology, South Africa</p> <p>Business address Department of Science and Technology, South Africa</p> <p>Postal address Private Bag x 894, Pretoria 0001, RSA</p>	<p>25th March 2013</p>	<p>4. Full names Jonathan Diederiks</p> <p>Occupation National Coordinator</p> <p>Residential address National Research Foundation, South Africa</p> <p>Business address National Research Foundation, South Africa</p> <p>Postal address P O Box 12600, Pretoria 0001, South Africa</p>	<p>19th March 2013</p>



continuation of Form CM 4, Part B

Particulars of subscriber	Date of signature of subscriber	Particulars of witness	Date and Signature of witness
<p>10. Full names Mrs. Jane Mubanga Chinkusu Representing the Ministry of Education, Science, Vocational Training and Early Education</p> <p>Occupation Director</p> <p>Business address Ministry of Education, Science, Vocational Training and Early Education, Zambia</p> <p>Postal address Maxwell House, P.O. Box 50464 Lusaka, Zambia</p>	<p>19th March 2013</p> 	<p>10. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address National Coordination Namibia/ SASSCAL</p> <p>Postal address Sinclair Street Office complex Sinclair Str. 6 / P.O. Box 86755 Windhoek</p>	<p>19th March 2013</p> 
<p>11. Full names Dr. Augustine Mulolwa Representing the National Remote Sensing Centre</p> <p>Occupation Director</p> <p>Business address National Remote Sensing Centre, Zambia</p> <p>Postal address P.O. Box 310303, International Airport Road, NISIR Premises, 15320 Chelstone, Lusaka, Zambia</p>	<p>19th March 2013</p> 	<p>11. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address National Coordination Namibia/ SASSCAL</p> <p>Postal address Sinclair Street Office complex Sinclair Str. 6 / P.O. Box 86755 Windhoek</p>	<p>19th March 2013</p> 
<p>12. Full names Dr. Alfred J. Sumani Representing the National Science and Technology Council</p> <p>Occupation Acting Executive Secretary</p> <p>Business address The National Science and Technology Council, Zambia</p> <p>Postal address Curriculum Development Centre Building; Haile Selassie Ave, P.O. Box 51309 Longacres, Lusaka, Zambia</p>	<p>19th March 2013</p> 	<p>12. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address National Coordination Namibia/ SASSCAL</p> <p>Postal address Sinclair Street Office complex Sinclair Str. 6 / P.O. Box 86755 Windhoek</p>	<p>19th March 2013</p> 



continuation of Form CM 4. Part B

Particulars of subscriber	Date and signature of subscriber	Particulars of witness	Date and signature of witness
<p>10. Full names Mrs Jane Mubanga Chinkusu Representing the Ministry of Education, Science, Vocational Training and Early Education</p> <p>Occupation Director</p> <p>Residential address Maxwell House, Zambia</p> <p>Business address Ministry of Education, Science, Vocational Training and Early Education, Zambia</p> <p>Postal address Maxwell House, P O Box 50464, Lusaka, Zambia</p>	19 th March 2013	<p>10. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Residential address Sinclair Street Office Complex, Windhoek</p> <p>Business address National Coordination Namibia/SASSCAL Sinclair Street Office Complex</p> <p>Postal address P O Box 86755, Windhoek</p>	19 th March 2013
<p>11. Full names Dr Augustine Mulolwa Representing the National Remote Sensing Centre</p> <p>Occupation Director</p> <p>Residential address International Airport, Lusaka, Zambia, NISIR Premises, 15320, Chelstone, Lusaka, Zambia</p> <p>Business address National Remote Sensing Centre, Zambia</p> <p>Postal address P O Box 310303, International Airport NISIR Premises, 15320 Chelstone, Lusaka, Zambia</p>	19 th March 2013	<p>11. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Residential address Sinclair Street Office Complex, Windhoek</p> <p>Business address National Coordination Namibia/SASSCAL Sinclair Street Office Complex</p> <p>Postal address P O Box 86755, Windhoek</p>	19 th March 2013
<p>12. Full names Dr Alfred J Suani Representing the National Science and Technology Council</p> <p>Occupation Acting Executive Secretary</p> <p>Residential address Curriculum Development Centre Building, Haile Selassie Ave, Longacres, Lusaka, Zambia</p> <p>Business address The National Science and Technology Council, Zambia</p> <p>Postal address Curriculum Development Centre Building, Haile Selassie Ave, P O Box 51309, Longacres, Lusaka, Zambia</p>	19 th March 2013	<p>12. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Residential address Sinclair Street Office Complex, Windhoek</p> <p>Business address National Coordination Namibia/SASSCAL Sinclair Street Office Complex</p> <p>Postal address P O Box 86755, Windhoek</p>	19 th March 2013



REPUBLIC OF NAMIBIA
COMPANIES ACT 2004
(Section 64) (Regulation 18(3))

**ARTICLES OF ASSOCIATION
OF A COMPANY NOT HAVING SHARE CAPITAL
NOT ADOPTING SCHEDULE 1**

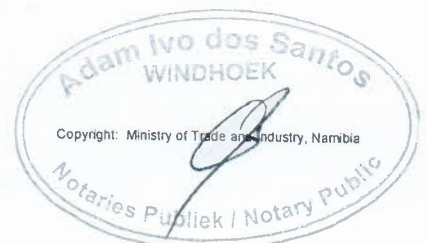
Registration Number of Company

21/ 20130964

NAME OF COMPANY:

**SOUTHERN AFRICA SCIENCE SERVICE CENTRE
FOR CLIMATE CHANGE AND ADAPTIVE LAND MANAGEMENT
(NON-PROFIT ASSOCIATION INCORPORATED UNDER
SECTION 21)**

- A. The articles of Table A contained in Schedule 1 to the Companies Act, 2004, shall not apply to the Company.
- B. The articles of the company are as follows:



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1. **DEFINITIONS AND INTERPRETATION**

1.1. In these Articles the following words shall have the following meanings ascribed to them unless otherwise required by the context in which they are used, namely:

1.1.1. **"Act"** shall mean the Companies Act 28 of 2004 as amended or re-enacted and for the time being in force, including any regulations framed there under and for the time being in force in the Republic of Namibia;

1.1.2. **"Agency Members"** shall mean –

1.1.2.1. **José Eduardo Dos Santos University, Angola;**

1.1.2.2. **The Department of Meteorological Services, Botswana**

1.1.2.3. **The Agronomic Board, Namibia**

1.1.2.4. **The National Research Foundation, South Africa**

1.1.2.5. **The National Remote Sensing Centre. Zambia;**

or any Person who becomes an Agency Member of SASSCAL in accordance with these Articles, and **"Agency Member"** shall mean any one of them;

1.1.3. **"Alternate Board Member"** means a person appointed in accordance with the Articles to attend Board meetings on behalf of a Board Member in the absence of such Board Member;

1.1.4. **"Articles"** shall mean these articles of association (as amended from time to time);

1.1.5. **"Associated Members"** shall mean a person, other than an Agency Member, who becomes a member of the SASSCAL in accordance with these Articles and who may guarantee the liability of SASSCAL;

1.1.6. **"Auditor"** shall mean the auditor of SASSCAL appointed in accordance with the applicable provisions of the Act;



- 1.1.7. **"Authorised Representative"** shall mean a natural person appointed to represent a Member (which is a juristic person) as envisaged in Article 4.6;
- 1.1.8. **"Board"** means the board of SASSCAL composed of the Board Members for the time being and appointed in terms of these Articles;
- 1.1.9. **"Board Member"** shall mean a natural person appointed in accordance with these Articles to serve as a member of the Board;
- 1.1.10. **"Business Day"** shall mean any day other than a Saturday, Sunday or public holiday in terms of the Laws of the Republic of Namibia;
- 1.1.11. **"Chairperson"** shall mean the chairperson of the Board, general meeting (including an annual general meeting), the Regional Steering Committee, the National Steering Committee or a committee (as the case may be) elected and/or appointed by the in terms of these Articles;
- 1.1.12. **"Director"** shall mean the director of the Secretariat appointed in terms of these Articles;
- 1.1.13. **"Grant Agreement"** means an agreement concluded between a Sponsor and SASSCAL regulating the terms and conditions of funding by the Sponsor to SASSCAL;
- 1.1.14. **"Law"** shall mean the present law (common or customary law) and any amendments thereto or any new laws enacted during the validity of these Articles, statutory constitution, degree, judgment, treaty, regulation, directive, by-law, or any other legislative measure) of any government or local government, statutory or regulatory body or court applicable in the Republic of Namibia;
- 1.1.15. **"Member"** shall mean either an Agency Member or an Associated Member who are bound by the Articles and Memorandum of Association and have guaranteed the liability of SASSCAL as provided for in the Memorandum of Association;
- 1.1.16. **"Member States"** shall mean –
- 1.1.16.1. the Republic of Angola;



1.1.16.2. the Republic of Botswana;

1.1.16.3. the Republic of Namibia;

1.1.16.4. the Republic of South Africa;

1.1.16.5. the Republic of Zambia ; and

1.1.16.6. any State that becomes a party to these Articles after the incorporation of SASSCAL in the manner provided for hereinafter;

and **"Member State"** shall mean any one of them and for so long as it is a party to the Articles;

1.1.17. **"Memorandum of Association"** shall mean the memorandum of association of SASSCAL;

1.1.18. **"National Steering Committee"** shall mean the committee (comprised of relevant stakeholders and scientists) appointed by a Member State and seated in the jurisdiction of that Member State;

1.1.19. **"Node"** shall mean the national representation of SASSCAL in each of the Member States and based at the respective Agency Member;

1.1.20. **"Person"** shall include a juristic person, company, body corporate, statutory body or association of persons;

1.1.21. **"Regional Steering Committee"** shall mean the committee appointed in terms of these Articles;

1.1.22. **"Reserved Question"** shall mean any decision to be made by the Board relating to the –

1.1.22.1. alteration of the Articles;

1.1.22.2. appropriation of funds granted to SASSCAL by a Sponsor other than in accordance with or for the purposes provided for in the applicable Grant Agreement;

1.1.22.3. winding up of SASSCAL;



1.1.22.4. termination of the membership of a Member in terms of 5.2; and

1.1.22.5. awarding of the status of a Member State or Sponsor;

1.1.23. "**SASSCAL**" shall refer to an association incorporated as a company under Section 21 of the Act under the name "*Southern Africa Science Service Centre for Climate Change and Adaptive Land Management*";

1.1.24. "**Secretariat**" shall mean the secretariat created in terms of these Articles; and

1.1.25. "**Sponsor**" shall, at the time of the incorporation of SASSCAL, mean the Federal Republic of Germany and further any Person not being a Member that has been awarded the status of a Sponsor by the Board and that supports the objectives of SASSCAL by making contributions towards the funding of SASSCAL, as long as it is a party to these Articles as Sponsor from time to time.

1.2. Words importing the –

1.2.1. singular number only shall include the plural number and vice versa;

1.2.2. masculine gender only shall include the feminine gender and vice versa;
and

1.2.3. words importing persons shall include corporations and vice versa.

1.3. Any word or expression that is defined in the Act and which is not otherwise defined in these Articles shall have the meaning assigned thereto in the Act as in force at the date of incorporation of the SASSCAL.

1.4. Where any number of Business Days is to be calculated after a particular day, such number of Business Days shall be calculated as excluding such particular day and commencing on the next day of business (as the case may be).

1.5. If the provisions of these Articles are in any way inconsistent with the provisions of the Act, the provisions of the Act shall prevail and these Articles shall be read in all respects subject to the Act.



1.6. These Articles shall be deemed to authorise the SASSCAL to do anything which the Act empowers a company to do if so authorised by its Articles, unless that authority is expressly excluded.

1.7. If any provision in a definition is a substantive provision conferring rights or imposing obligations, notwithstanding that it appears only in this article, effect shall be given to it as if it were a substantive provision in these Articles.

SECTION 21 COMPANY

SASSCAL is an association incorporated under Section 21 of the Act.

OBJECTIVES

The objectives of the SASSCAL shall be to –

- 3.1. implement the commitment of the Governments of Angola, Botswana, Germany, Namibia, South Africa and Zambia to establish jointly the Southern African Science Service Centre for Climate Change and Adaptive Land Management as made in their Joint Declaration signed on 18 April 2012 in Windhoek, Namibia,
- 3.2. co-operate to strengthen the regional scientific capacity within the Southern African region in the following focus areas; agriculture, biodiversity, climate, forestry and water; and
- 3.3. consolidate existing initiatives on adaptation to climate change and sustainable land management for Member States that are aligned to the priorities of SASSCAL's integrated science and implementation plan and those objectives approved by the Board.

MEMBERSHIP

4.1. The number of Members which the SASSCAL may have from time to time shall be not less than the minimum number provided for in the Act (which at the time of the incorporation of SASSCAL is at least 7 (seven)).

4.2. The membership of the SASSCAL shall consist of the –

- 4.2.1. Agency Members; and



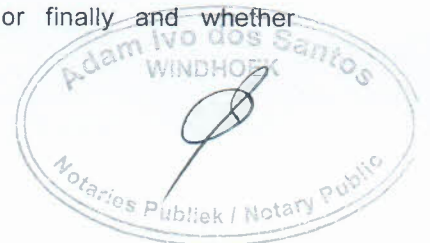
4.2.2. Associated Members.

- 4.3. The Board shall be entitled to admit any Person, as an Associated Member, who supports the objectives of the SASSCAL, agrees (by signing the deed of adherence annexed as annexure "B") to be bound by and adhere to the Articles and/or Memorandum of Association and subject to such terms and conditions as may be prescribed by the Board from time to time.
- 4.4. The Board shall be entitled to admit any Person, as an Agency Member who agrees to be bound by and adhere to the Articles and Memorandum of Association.
- 4.5. A membership application shall be made to the Board in such manner as the Board shall from time to time prescribe.
- 4.6. A Member (not being a natural person) shall appoint (or cause to be appointed) a natural person to be its Authorised Representative and to act on its behalf and to bind the Member at any annual general meeting or general meeting of SASSCAL in respect of all decisions to be taken at such meeting. Such a representative may be present in person or by proxy.
- 4.7. A Member may, whether by general or special power of attorney, appoint a Person, who need not be a Member or a Member State, to exercise all or any of the rights (as the case may be) and perform all or any of the obligations (as the case may be) of such Member, which may include but not be limited to, attend annual general meetings or general meetings and to take part (to the extent that the Member could personally do) in such meeting and vote thereat.

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TERMINATION OF MEMBERSHIP

- 5.1. A Member shall immediately and automatically cease to be a member of the SASSCAL –
- 5.1.1. in the case of a Member who is not a natural person –
- 5.1.1.1. if such Member resigns its membership by notice in writing to the SASSCAL delivered at the Secretariat; or
- 5.1.1.2. if such Member is liquidated, wound-up or placed under judicial management whether provisionally or finally and whether compulsorily or voluntarily;



5.1.2. in the case of a natural person –

5.1.2.1. if such Member resigns his or her membership by notice in writing to SASSCAL delivered at the Secretariat;

5.1.2.2. if such Member is convicted of a criminal offence or commits a fraud;

5.1.2.3. if such Member becomes mentally incapacitated or of unsound mind; or

5.1.2.4. on such Member's death.

5.2. The Board shall have the right to determine the criteria that lead to either suspension or termination of the membership of any Member that has committed one or more of the following –

5.2.1. not complied with the provisions of these Articles;

5.2.2. acted in a manner that is contrary to the interests of SASSCAL;

5.2.3. brought the SASSCAL into disrepute;

5.2.4. misused funds of, or provided by SASSCAL; and/or

5.2.5. failing to comply with directives or decisions of the Board applying to such Member.

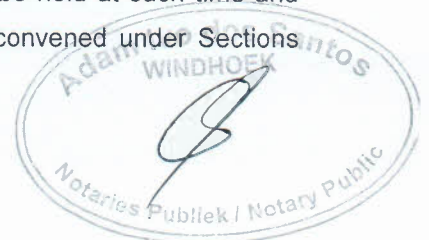
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GENERAL MEETINGS

6.1. SASSCAL shall hold its first annual general meeting within 18 (eighteen) months after the date of its incorporation and shall thereafter in each calendar year hold an annual general meeting: Provided that not more than 15 (fifteen) months shall elapse between the date of one annual general meeting and that of the next.

6.2. Other general meetings of SASSCAL may be held at any time.

6.3. Annual general meetings and other general meetings shall be held at such time and place as the Board shall determine. General meetings convened under Sections



187(4), 189, 190 or 191 of the Act shall be held at such time and at such place as is determined in terms of those sections.

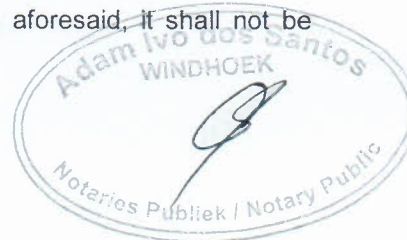
- 6.4. Notice of every general meeting shall be given to every Member, Member State (if still a party to these Articles), Sponsor (if still a party to these Articles) and to the Auditor for the time being of the SASSCAL. No other Person shall be entitled to receive notice of general meetings.
- 6.5. An annual general meeting and any other general meeting for the passing of a special resolution and any other general meeting shall be convened on such notice periods provided for in the Act.
- 6.6. The notice of an annual general meeting or general meeting shall comply with the applicable provisions of the Act and specify the place, the day and the hour of the meeting and, in case of special business, the general nature of the business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Board, to such Persons as are, under these Articles, entitled to receive such notices from SASSCAL.
- 6.7. A general meeting shall, notwithstanding the fact that it is called by shorter notice than that specified in these Articles, be deemed to have been duly called if it is so agreed, before or at the meeting, by a majority in number of the Members (or their proxy) and who have the right to attend and vote at the general meeting and who hold not less than 95% (ninety five percent) of the total voting rights of all the Members of SASSCAL.

PROCEEDINGS AT MEETINGS OF MEMBERS

- 7.1. The business that shall be transacted at a general meeting, and all business that is transacted at the annual general meeting shall be limited to –
- 7.1.1. the consideration of the audited financial statements and appointment of a Auditor(s);
- 7.1.2. the confirmation of the minutes of the previous annual general meeting or general meeting (including a special general meeting) which may have been held during the year under review; and
- 7.1.3. such business which the Act requires the meeting of Members to deal with.



- 7.2. All matters forming the subject of motions shall, unless otherwise provided herein, be decided by the votes of the majority of the Members (personally or by Authorised Representative or by proxy) present meeting and entitled to vote at such meeting.
- 7.3. All matters of procedure at meetings of members on which these Articles are silent shall be decided on motion by a majority vote of Members (personally or by Authorised Representative or by proxy) present at a general meeting and entitled to vote at such meeting.
- 7.4. Business may be transacted at any meeting of Members only while a quorum is present.
- 7.5. Save as otherwise provided in these Articles, the quorum at a meeting of Members shall be a third of the Members entitled to vote, present in person or by Authorised Representative.
- 7.6. If within 30 (thirty) minutes from the time appointed for an annual general meeting, general meeting or a special general meeting a quorum is not present, the meeting, if convened upon the requisition of the Members, shall be dissolved; in any case it shall stand adjourned to the same day in the next week, at the same time and place, or, if that day be a public holiday, to the next succeeding Business Day. If at such adjourned meeting a quorum is not present within 30 (thirty) minutes from the time appointed for such adjourned meeting then, subject to the Act, the Members present shall be a quorum.
- 7.7. A Chairperson shall preside at every general meeting. If there is no such Chairperson, or if at any meeting the Chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson, the Members present shall elect some Member present to be Chairperson of the meeting.
- 7.8. The Chairperson may, with the consent of the Members of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place (and notify the absent Members (if any) in writing not less than 48 hours before the date and time of the adjourned meeting), but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned as a result of a direction given in terms of any applicable provision(s) in the Act, notice of the adjourned meeting shall be given in the manner prescribed by such provision but, save as aforesaid, it shall not be



necessary to state, in the notice of the adjourned meeting issued to the Members, the business to be transacted at any adjourned meeting.

7.9. At any general meeting a resolution put to the vote of the meeting shall be decided by majority of Members entitled to vote on a show of hands unless a poll is demanded (on or before the declaration of the result of a show of hands) –

7.9.1. by the Chairperson of the meeting; or

7.9.2. by one or more Members, Authorised Representative and/or proxy having the right to vote at such a meeting.

7.10. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

7.11. If a poll is demanded at a general meeting –

7.11.1. the poll shall be taken at such time and in such manner as the Chairperson of the general meeting directs;

7.11.2. the result of the poll shall be deemed to be the resolution of the general meeting at which the poll was demanded;

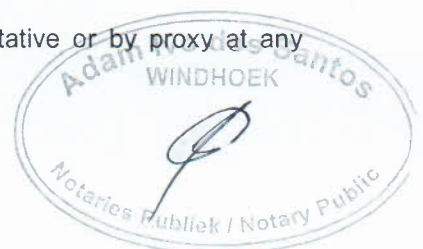
7.11.3. the demand may be withdrawn at any time.

7.12. In the case of an equality of votes, the Chairperson of the meeting shall not have a casting vote.

7.13. Prior to every annual general meeting the minutes of the preceding annual general meeting shall be circulated to all Members by the Secretariat not later than with the notice of the particular annual general meeting, and shall be considered read by the Members present at the meeting. After approval of the minutes by the Members present, they shall be signed by the Chairperson of the previous annual general Meeting or, if he or she is not present, the Chairperson of the current meeting.

VOTES OF MEMBERS

8.1. Each Member present in person, by Authorised Representative or by proxy at any meeting of SASSCAL shall have one vote;



- 8.2. The Chairperson at the general meeting shall not have a casting vote.
- 8.3. Every Member who is entitled to vote shall be entitled to appoint (directly or through its Authorised Representative) another person;
- 8.3.1. as proxy, subject to the requirements in these Articles on proxies; or
- 8.3.2. as representative (authorised by general or special power of attorney)
- to attend, speak and vote in its stead at any general meeting. Where any Member or Authorised Representative (as the case may be) also represents another Member, he or she shall be entitled to exercise the votes of all Members for whom he or she is present at the annual general meeting or general meeting. Unless otherwise prescribed by the Board, the proxy form must be in a form substantially similar to that contained in annexure "A".
- 8.4. The form appointing a proxy shall be in writing under the hand of the appointee Member or its Authorised Representative. The Board may, from time to time, prescribe proxy forms to be used in terms of these Articles.
- 8.5. The form appointing a proxy which is signed and dated by the appointee shall be deposited at the SASSCAL Secretariat not less than 3 (three) days (or such lesser period as the Board may determine in relation to any particular meeting, but subject to the Act) before the time for holding the meeting (including an adjourned meeting) at which the person named in the form proposes to vote. No form appointing a proxy shall be valid after the expiration of 6 (six) months from the date when it was signed, except at an adjourned meeting unless otherwise specifically stated in the proxy itself.

9. BOARD AND BOARD MEMBERS

- 9.1. The Board shall be constituted of a minimum of 3 (three) Board Members. Subject to 9.3 and 9.2, each of the Member States and the Sponsors shall have the sole and exclusive right to appoint, remove and replace Board Members: Provided that the applicable Member State or Sponsor (as the case may be) is still a party to these Articles.
- 9.2. Each of the Member States and the Sponsors shall appoint and/or replace (as the case may be) its Board Member –



9.2.1. after the execution of these Articles and Memorandum of Association but before the registration thereof;

9.2.2. within 10 (ten) Business Days of the occurrence of a vacancy or removal of a Board Member appointed by it.

9.3. Each Member State and each Sponsor may, in their sole and absolute discretion, appoint, remove and replace 1 (one) Board Member and an Alternate Board Member for such Board Member.

9.4. The Board may determine and adopt rules and procedures for itself not being inconsistent with these Articles.

10. **DISQUALIFICATION AND RESIGNATION OF BOARD MEMBERS**

A Board Member shall cease to hold office as such if –

10.1. he or she is prohibited from being or is removed as or is disqualified from acting as a director of a company in terms of the Act;

10.2. the Member State or Sponsor which appointed him or her ceases to be a party to these Articles;

10.3. he or she is found to be mentally incapacitated or becomes of unsound mind; or

10.4. he or she resigns from his or her office, which resignation shall take effect on the date at which such resignation is made to the Secretariat.

11. **GENERAL POWERS, FUNCTIONS AND DUTIES OF THE BOARD**

11.1. The business of the SASSCAL shall be managed by or under the direction of the Board, who may exercise all such powers of SASSCAL as are by the Act or by these Articles required to be exercised by SASSCAL except such powers which may only be exercised by the Members in an annual general meeting.

11.2. The Board shall be responsible for –

11.2.1. providing strategic guidance and approving of work plans, chronograms, reports and budgets;



- 11.2.2. making a decision on any dispute concerning the interpretation of these Articles after seeking the advice of the Secretariat and/or external legal counsel;
- 11.2.3. establishing Board committees and ad hoc teams or committees as may be required from time to time;
- 11.2.4. formulating rules, policies and guidelines to give effect to SASSCAL objectives;
- 11.2.5. approving the audited financial statements
- 11.2.6. membership affairs, including –
 - 11.2.6.1. the raising of funds;
 - 11.2.6.2. providing feedback to Members, Member States and Sponsors from time to time on the achievement of the objectives of SASSCAL, including any special projects or programmes; and
- 11.2.7. delegating responsibilities for any activities it may choose, to committees appointed in terms of these Articles.

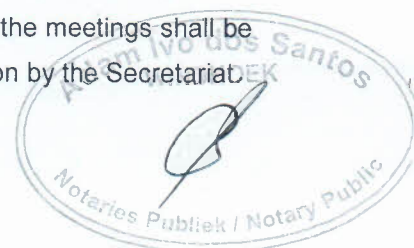
11.3. The Board Members shall have the power from time to time to delegate or to allocate (to the extent permitted by Law) to any one of their Members or to the Director such of the powers or duties as are vested in the Board pursuant to the Act or under these Articles, as they may deem fit.

11.4. The Board may delegate or allocate any of its powers to committees as it thinks fit. Any committee, in the exercise of the powers so delegated, must conform to any resolutions that may be imposed on it by the Board.

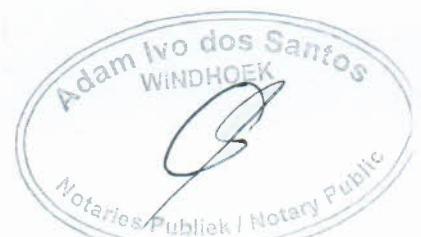
12. MEETINGS OF THE BOARD OF MEMBERS

12.1. The Board shall ordinarily meet at least once a year on a date to be fixed by the Chairperson in conjunction with the Secretariat. The first Board meeting may be called by any Board Member upon reasonable notice to the other Board Members.

12.2. Special meetings of the Board shall be called by the Chairperson upon the request of not less than one-third of the Board Members, in which event the meetings shall be called within 10 (ten) Business Days of receipt of the requisition by the Secretariat.



- 12.3. Board Members shall be notified in writing of the day, time and place of meetings of the Board by the Secretariat at least 14 (Fourteen) Business Days before the dates of such meetings. An agenda shall be attached to every notice of a meeting.
- 12.4. Questions (other than a Reserved Question) arising at any meeting of the Board shall be decided by a majority of votes. In the event of an equality of votes, the Chairperson shall not have a casting vote, and the matter shall be deemed deadlocked ("Deadlocked Matter").
- 12.5. In the event of a deadlock referred to in 12.4, a Board Member may, at that meeting, propose a resolution that the Board resolves to refer the Deadlocked Matter to the applicable ministers of the Member States and Sponsors. The Chairperson shall immediately call a vote on the proposed referral resolution. If the Board so resolves the Deadlocked Matter shall be referred to the Member States and Sponsors for resolution. Such Deadlocked Matter shall then stand over and be placed on the agenda for a subsequent Board meeting, once it has been resolved.
- 12.6. The Member States and Sponsors undertake to each other that, subsequent to the passing of a resolution referred to in 12.5 and (if reasonably possible) before the next Board meeting, they shall seek a resolution of the Deadlocked Matter.
- 12.7. A Reserved Question arising at any meeting of the Board shall be decided by a unanimous decision: Provided that the Board Member(s) nominated by the Sponsor(s) was present at the meeting, failing which, the applicable Reserved Question remains undecided.
- 12.8. Each Board Member entitled to vote shall have one vote.
- 12.9. The quorum necessary for the transaction of business at a meeting of the Board shall be half the number of Board Members plus one.
- 12.10. If, within 15 (fifteen) minutes of the fixed time for any Board meeting a quorum is not present, the meeting shall stand adjourned to such date and place as the Chairperson of the meeting shall decide and written notice of the adjourned meeting shall be required to be given to Board Members. At such an adjourned meeting of the Board the Board Members present shall be deemed to be a quorum.
- 12.11. At every Board meeting the minutes of the preceding Board meeting shall be circulated to the Board Members not later than 10 (ten) Business Days before the meeting and shall be considered as read and shall be signed by the Chairperson after approval by the Board Members.



12.12. The proceedings of a Board meeting shall not be invalidated by reason of non-receipt of any Board Member of the notice of meeting due to technical failure.

12.13. Subject to the Act –

12.13.1. a resolution in writing signed by all the Board Members, shall be as valid and effectual as if it was passed at a Board meeting duly called and constituted. The resolution may consist of several documents, each signed by one or more Board Members in terms of these Articles;

12.13.2. in the case of matters requiring urgent resolution or, if for any reason it is impracticable to meet or pass a resolution, the meeting may be conducted and a resolution may be passed utilizing conference telephone facilities, provided that the required quorum is met.

12.14. A Board Member unable to attend a Board meeting(s) may be represented by his or her Alternate Board Member, or in the event that the Alternate Board Member is also unable to attend the Board Meeting, the appointed Board Member or the Alternate Board Member (as the case may be) may authorise any other Board Member to vote for him or her at such meeting(s). In that event the Board Member so authorized, shall have a vote for each Board Member by whom he or she is so authorised, in addition to his or her own vote.

12.15. If at any meeting the Chairperson is not present within 15 (fifteen) minutes after the time appointed for holding it, the Board Members present may choose one of their Members to be Chairperson of the meeting.

13. NOTICES

13.1. A notice by SASSCAL to any Member, Member State, Sponsor or the Auditor shall be regarded as validly given if it:

13.1.1. is delivered personally to it or its representative; or

13.1.2. is sent by post to its registered address or, if it has no registered address, to the address supplied by it to SASSCAL for the giving of notices to it; or

13.1.3. is sent by telefax, e-mail or other electronic method by which notice can be given to a telefax, e-mail or other electronic address provided by any Member, Member State, Sponsor or the Auditor (or their representative(s)) to the Secretariat in writing.



13.2. Every such notice shall be deemed, until the contrary is proved, to have been received

13.2.1. if it is delivered, telefaxed or e-mailed on the date on which it is so submitted;

13.2.2. if it is sent by post, on a date being 21(twenty one) days after the date of posting.

14. **SECRETARIAT**

14.1. The Board shall, from time to time, appoint a person as the Director of the Secretariat and entrust to and confer upon him or her such of the powers vested in it as it may deem fit, and may confer such power for such time and to be exercised for such objects and upon such terms and with such restrictions as it may think expedient, and may from time to time revoke or vary any of such powers.

14.2. The Board may appoint any other staff to the Secretariat, or authorise the appointment of any other staff, reasonably required in order to ensure the effective operation of SASSCAL.

14.3. The Director shall act as the secretary of the Board.

14.4. Under the authority of the Board, and subject to such rules which may be adopted by the Board, the Director shall be responsible for discharging the following functions:

14.4.1. represent SASSCAL at public functions and to make on behalf of SASSCAL public announcements which it or the Board deem it necessary to make;

14.4.2. enter into contractual relations, on behalf of SASSCAL, with any individuals, corporations and other bodies or entities which may be necessary for the purpose of executing the approved programme within the limits of the budget of SASSCAL and within rules to be adopted by the Governing Board;

14.4.3. direct and manage the Secretariat;

14.4.4. supervise the coordinator of the Regional Steering Committee;

14.4.5. report to the Board;



- 14.4.6. act as the custodian of the Articles and guide the Board, with external support when required, on its interpretation and application, unless another person has been appointed in terms of these Articles;
- 14.4.7. attend to the SASSCAL correspondence;
- 14.4.8. keep an accurate record of the proceedings of all meetings of the SASSCAL;
- 14.4.9. hold in safe-keeping all the written records and documents of the SASSCAL;
- 14.4.10. keep an accurate and up-to-date record of the names and addresses of all Members, Board Members, Authorised Representatives, Board Members, Regional Steering Committee members and National Steering Committee members, including the names of representatives; and
- 14.4.11. cause to be kept a proper record of the financial transactions of the SASSCAL and to issue and obtain proper documents for the receipt and payment of money respectively.

14.5. The functions of the Secretariat are –

- 14.5.1. coordinating, monitoring and evaluating the activities of SASSCAL;
- 14.5.2. to carry out the tasks assigned to it by the Board and to implement the decisions of the Board;
- 14.5.3. to arrange and support meetings of the Board, the Regional Steering Committee including the taking and keeping of minutes of such meetings;
- 14.5.4. to perform the financial and other administrative services required for the proper and efficient operation of SASSCAL;
- 14.5.5. prepare draft budgets for the Board's consideration and approval;
- 14.5.6. to prepare plans, projects, assessments, reports and other documents required by the Board and to assist the Regional Steering Committee and National Steering Committee to prepare such documents;



14.5.7. to mobilise resources, co-ordinate and harmonize work programmes and projects with co-operating partners;

14.5.8. to obtain and regularly update information required by the Board, Regional Steering Committee and the National Steering Committee;

14.5.9. to facilitate the exchange of information in order to promote the objectives of SASSCAL;

14.5.10. to prepare reports on the performance of the Regional Steering Committee and the National Steering Committee and to present them to the Board; and

14.5.11. to perform any other functions delegated to it by the Board.

14.6. The structure of the Secretariat, specifications, descriptions and grading of positions of the staff of the Secretariat shall be determined from time to time by the Board.

15. THE REGIONAL STEERING COMMITTEE

15.1. The Regional Steering Committee shall consist of –

15.1.1. the Head of each Node for the territory of a Member State and appointed by the applicable Member State; and

15.1.2. the representatives appointed by each Sponsor;

15.1.3. the Director; and

15.1.4. the heads of the finance and legal units of the Secretariat;

15.2. The function of the Regional Steering Committee will be to oversee the implementation of all projects, programmes, management and operational decisions of the SASSCAL.

15.3. The Regional Steering Committee shall determine and adopt rules and procedures for itself not being inconsistent with these Articles.

16. NATIONAL STEERING COMMITTEE

16.1. Each Member State shall appoint a National Steering Committee.



16.2. The function of the National Steering Committee will be to oversee the implementation of all projects, programmes and operational decisions of the Node.

16.3. The National Steering Committee shall determine and adopt rules and procedures for itself not being inconsistent with these Articles.

17. **CHAIRPERSONS**

17.1. At the first –

17.1.1. general meeting of Members,

17.1.2. Board meeting; or

17.1.3. meeting of the Regional Steering Committee or National Steering Committee;

a Chairperson shall be elected from amongst the Members, Board Members or committee members (as the case may be).

17.2. At the first general meeting of Members, meeting of the Board, meeting of the Regional Steering Committee or National Steering Committee (as the case may be) in each subsequent year a new Chairperson shall be elected from amongst the Members, Board Members or the committee members (as the case may be).



OPERATION OF COMMITTEES

18.1. Committees other than the Regional Steering Committee and the National Steering Committees appointed by the Board shall act in accordance with these Articles and general principles prescribed by the Board from time to time.

18.2. A committee shall –

- 18.2.1. establish its programme of action in line with the strategic direction set by the Board, which programme must be approved by the Board;
- 18.2.2. act only in an advisory capacity to the Board;
- 18.2.3. always remain accountable to the Board;
- 18.2.4. meet at least quarterly, but more frequently should the subject-matter of the mandate of the committee so dictate;
- 18.2.5. not be entitled to take action on any matter or recommendation until approval has been granted therefore in writing by the Board; and
- 18.2.6. shall, through its Chairperson, report back to the Board from time to time in any manner prescribed by the Board.

18.3. Committee members shall –

- 18.3.1. be appointed, removed or replaced by the Board;
- 18.3.2. always meet in the presence of the Director or a person delegated by him or her to attend such meeting(s) and who shall be responsible for the taking of minutes and all administrative arrangements associated with committee activities;
- 18.3.3. unless so nominated by the Board, elect a Chairperson from amongst its members, who shall take responsibility for setting agendas for committee meetings with the Director (or a person delegated by him) and who shall ensure that the committee fulfils its mandate, with the assistance of the various committee members.

FINANCIAL MATTERS

19.1. The books and accounts shall be kept at the SASSCAL Secretariat or at such other place or places as the Board may think fit and shall always be open for inspection by the Members, the Sponsors and the Board Members.

19.2. A copy of the financial statements as applied, which are to be placed before the Members at an annual general meeting, and the Board and Auditor's report shall, not less than ten (10) Business Days before the date of the meeting, be made available to all Members, Member States, Sponsors and the Board Members.

19.3. All payments made by SASSCAL are to be authorised by the Board according to the financial policy and procedure as adopted by the Board from time to time.

19.4. The financial year of SASSCAL shall be from 1st of April to the 31st of March.

19.5. Auditors to SASSCAL shall be appointed at every annual general meeting and their duties regulated by the Board in accordance with the Act.

20. **FUNDING AND RESOURCES**

20.1. The Member States and the Sponsors undertake, subject to the internal budgetary requirements of each Member State and Sponsor, to make contributions towards the funding and/or resources requirements of SASSCAL.

20.2. The Board may seek further funding from third party donors.

21. **EXECUTION OF DOCUMENTS**

All powers of attorney, bonds, deeds and other instruments shall be signed and executed on behalf of SASSCAL by the Director or designated office bearer(s) of SASSCAL as the Board shall decide.

22. **INDEMNITY**

22.1. Every Board Member, Director, manager, secretary, Auditor, employee and officer of the SASSCAL shall be indemnified, when acting in that capacity and in the course and scope of his or her duties, out of the funds of the SASSCAL against –

22.1.1. all liabilities incurred by him or her, unless the liability arises from his or her gross negligence, default, breach of duty or breach of trust; or



- 22.1.2. expenditure in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour, or in which he or she is acquitted.

23. **PROHIBITION ON DISTRIBUTION OF INCOME AND PROPERTY**

The income and property of SASSCAL, howsoever derived, shall be applied solely towards the promotion of its main and ancillary objectives and objects as stated in the Memorandum of Association of SASSCAL and these Articles and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever, to the Members of SASSCAL provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any full-time officer, contractor or employee of SASSCAL in return for any services actually rendered to SASSCAL.

24. **WINDING-UP**

- 24.1. Upon the winding-up of SASSCAL, the assets and liabilities of SASSCAL shall not be distributed to the Members or any other person, but shall be transferred to a similar organization(s) with goals similar to those of SASSCAL.
- 24.2. SASSCAL at the time of resolving the winding-up of SASSCAL shall identify the other similar association(s) to be beneficiaries in terms of this provision and, in the event of SASSCAL failing to identify the beneficiary as herein provided, a third party nominated by the Board shall be entitled to determine such beneficiary.
- 24.3. SASSCAL may be wound up if at a special general meeting, called for this purposes all of the Members, in consultation with the Board, vote in favour of a resolution that SASSCAL be wound up.

25. **PROXIES**

- 25.1. A Member (either directly or through its Authorised Representative) shall be entitled to appoint a proxy to attend any annual general meeting or general meeting (whether or not special business will be dealt with).
- 25.2. A proxy shall, unless otherwise determined by the Member appointing such proxy, have the right to take part in the meeting and vote by show of hands or poll and to demand a poll.

26. **WITHDRAWAL**



26.1. A Member State or a Sponsor may withdraw from these Articles by 60 (sixty) Business Days prior written notice delivered to the Secretariat, the Member States and Members.

26.2. As from the date upon which the notice referred to in 25.1 above becomes effective, the withdrawing party shall have no further rights and or obligations against or to SASSCAL, the remaining Member States and/or the Sponsors, save for those obligations which were due prior to the effective date.

27. **NEW MEMBER STATES AND/OR SPONSORS**

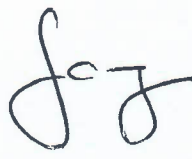

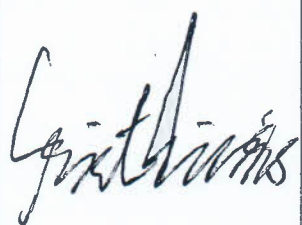


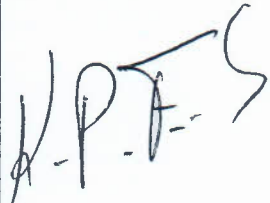
27.1. A state desirous of becoming a Member State or any Person or state who is desirous of becoming a Sponsor shall submit a written request to the Secretariat, who shall submit the request to the Board Members and notify Member States, Sponsors, and Members of the request.

27.2. If the Board approves a request by a state or Person to become a Member State or Sponsor (as the case may be) and approves the written request referred to in 27.1, the state or Person shall become a party to these Articles upon the conclusion of the deed of adherence in Annexure "B".



REPUBLIC OF NAMIBIA
COMPANIES ACT 2004
(Section 64) (Regulation 18 (1), (2) and (3))

SIGNATORIES TO ARTICLES OF ASSOCIATION

Particulars of subscriber	Date and signature of subscriber	Particulars of witness	Date and signature of witness
<p>1. Full names The Ministry of Science and Technology herein represented by Dr Gabriel Luis Miguel</p> <p>Occupation Director National</p> <p>Business address Ministry of Science and Technology (MINCT), Angola</p> <p>Postal address Avenida Lenin 106/108 - CP 34, Luanda, Angola</p>	<p>19th March 2013</p> 	<p>1. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek, Namibia</p>	<p>19th March 2013</p> 
<p>2. Full names The José Eduardo Dos Santos University, Angola, herein represented by Prof. Dr Cristóvão de Carvalho E Ferreira Simoes</p> <p>Occupation Professor</p> <p>Business address José Eduardo Dos Santos University, Angola</p> <p>Postal address 28 Malo, Cidade Alta Huambo, Angola</p>	<p>19th March 2013</p> 	<p>2. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek, Namibia</p>	<p>19th March 2013</p> 
<p>3. Full names National Scientific Research Centre, herein represented by Prof. Dr. Armando Manuel Valente</p> <p>Occupation National Director</p> <p>Business address National Scientific Research Centre, Angola</p> <p>Postal address Avenida Ho Chi Minh No 121- Luanda, Angola</p>	<p>19th March 2013</p> 	<p>3. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek, Namibia</p>	<p>19th March 2013</p> 




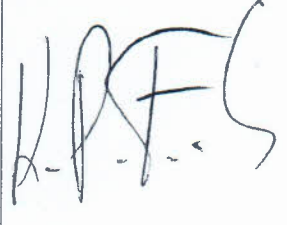




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Particulars of subscriber	Date and signature of subscriber	Particulars of witness	Date and signature of witness
<p>4. Full Names The Namibian Agronomic Board herein represented by Mr Christof Brock</p> <p>Occupation Chief Executive Officer</p> <p>Business address The Namibia Agronomic Board, Windhoek, Namibia</p> <p>Postal address P O Box 5096, Ausspannplatz, Windhoek</p>	<p>19th March 2013</p> 	<p>4. Full Names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek, Namibia</p>	<p>19th March 2013</p> 
<p>5. Full Names The Namibia Water Corporation Limited herein represented by Dr Vaino Shivute</p> <p>Occupation Executive Officer</p> <p>Business address 176 Iscor Street, Northern Industrial Area, Windhoek, Namibia</p> <p>Postal address Private Bag 13389, Windhoek, Namibia</p>	<p>19th March 2013</p> 	<p>5. Full Names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek, Namibia</p>	<p>19th March 2013</p> 
<p>6. Full names The Ministry of Agriculture, Water and Forestry herein represented by Mrs Anna Shiweda</p> <p>Occupation Deputy Permanent Secretary</p> <p>Business address Ministry of Agriculture, Water and Forestry, Windhoek, Namibia</p> <p>Postal address Private Bag 13184, Windhoek, Namibia</p>	<p>19th March 2013</p> 	<p>6. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek, Namibia</p>	<p>19th March 2013</p> 


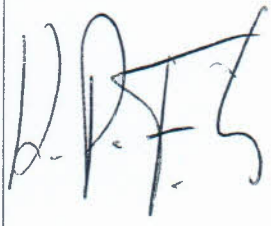

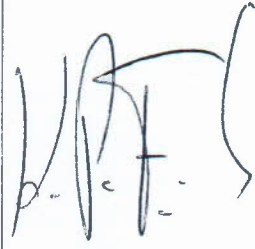
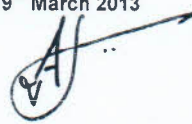
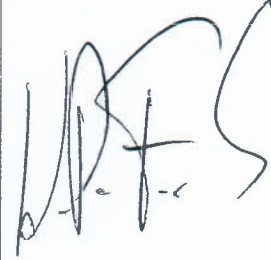


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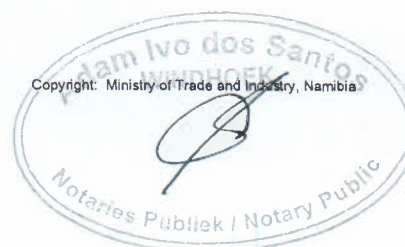
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Particulars of subscriber	Date and signature of subscriber	Particulars of witness	Date and signature of witness
<p>7. Full Names The Ministry of Education, Science, Vocational Training and Early Education herein represented by Mrs Jane Mubanga Chinkusu</p> <p>Occupation Director</p> <p>Business address Ministry of education, Science, Vocational Training and Early Education, Zambia</p> <p>Postal address Maxwell House, P O Box 50464, Lusaka, Zambia</p>	<p>19th March 2013</p> 	<p>10. Full Names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek, Namibia</p>	<p>19th March 2013</p> 
<p>8. Full Names The National Remote Sensing Centre herein represented by Dr Augustine Mulolwa</p> <p>Occupation Director</p> <p>Business address International Airport Road, NISIR, Premises, 15320 Chelstone, Lusaka, Zambia</p> <p>Postal address P o Box 310303, Lusaka, Zambia</p>	<p>19th March 2013</p> 	<p>11. Full Names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek, Namibia</p>	<p>19th March 2013</p> 
<p>9. Full names The National Science and Technology Council herein represented by Dr Alfred J Sumani</p> <p>Occupation Acting Executive Secretary</p> <p>Business address Curriculum Development Centre, Building, Haile Selassie Avenue, Longacres, Lusaka, Zambia</p> <p>Postal address P O Box 51309, Lusaka, Zambia</p>	<p>19th March 2013</p> 	<p>9. Full names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek, Namibia</p>	<p>19th March 2013</p> 

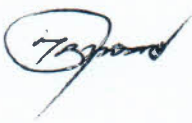


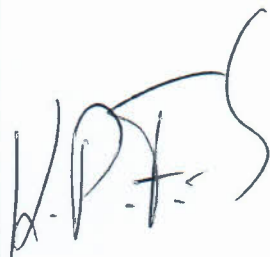


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SIGNATORIES TO ARTICLES OF ASSOCIATION

Particulars of subscriber	Date and signature of subscriber	Particulars of witness	Date and signature of witness
<p>10. Full Names The Department of Meteorological Service, herein represented by Dr Thabang Botshoma</p> <p>Occupation Director</p> <p>Business address The Department of Meteorological Services, Botswana</p> <p>Postal address Private Bag Bo 199, Gaborone, Botswana</p>	<p>19th March 2013</p> 	<p>10. Full Names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek, Namibia</p>	<p>19th March 2013</p> 
<p>11. Full Names The Kalahari Conservation Society (KCS) herein represented by Felix Monggae</p> <p>Occupation Chief Executive Officer</p> <p>Business address The Kalahari Conservation Society (KCS)</p> <p>Postal address Postanschrift</p>	<p>19th March 2013</p> 	<p>11. Full Names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek, Namibia</p>	<p>19th March 2013</p> 




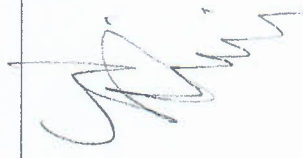


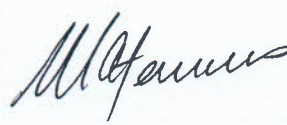
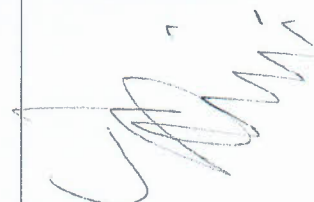
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Particulars of subscriber	Date and signature of subscriber	Particulars of witness	Date and signature of witness
<p>10. Full Names The Department of Meteorological Service, herein represented by Dr Thabang Botshoma</p> <p>Occupation Director</p> <p>Residential address The Department of Meteorological Services, Botswana</p> <p>Business address The Department of Meteorological Services, Botswana</p> <p>Postal address Private Bag Bo 199, Gaborone, Botswana</p>	<p>19th March 2013</p>	<p>10. Full Names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Residential address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Business address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek, Namibia</p>	<p>19th March 2013</p>
<p>11. Full Names The Kalahari Conservation Society (KCS) herein represented by Felix Monggae</p> <p>Occupation Chief Executive Officer</p> <p>Residential address The Kalahari Conservation Society (KCS), Botswana</p> <p>Business address The Kalahari Conservation Society (KCS), Botswana</p> <p>Postal address Postanschrift</p>	<p>19th March 2013</p>	<p>11. Full Names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Residential address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Business address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek, Namibia</p>	<p>19th March 2013</p>

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SIGNATORIES TO ARTICLES OF ASSOCIATION

Particulars of subscriber	Date and signature of subscriber	Particulars of witness	Date and signature of witness
<p>12. Full Names The Department of Science and Technology herein represented by Mr Imraan Patel</p> <p>Occupation Deputy Director General</p> <p>Business address The Department of Science and Technology (DST) Building (Building No. 53) (CSIR South Gate Entrance) Meiring Naudé Road, Brummeria South Africa</p> <p>Postal address Private Bag X 894, Pretoria 0001, South Africa</p>	<p>25th March 2013</p> 	<p>12. Full Names Jonathan Diederiks</p> <p>Occupation National Coordinator</p> <p>Business address National Research Foundation Meiring Naudé Road Brummeria PRETORIA South Africa</p> <p>Postal address P O Box 2600, Pretoria 0001, South Africa</p>	<p>25th March 2013</p> 
<p>13. Full Names National Research Foundation (NFR) herein represented by Dr Andrew Kaniki</p> <p>Occupation Executive Director</p> <p>Business address National Research Foundation Meiring Naudé Road Brummeria PRETORIA South Africa</p> <p>Postal address P O Box 2600, Pretoria 0001, South Africa</p>	<p>25th March 2013</p> 	<p>13. Full Names Jonathan Diederiks</p> <p>Occupation National Coordinator</p> <p>Business address National Research Foundation Meiring Naudé Road Brummeria PRETORIA South Africa</p> <p>Postal address P O Box 2600, Pretoria 0001, South Africa</p>	<p>25th March 2013</p> 
<p>14. Full Names Council for Scientific and Industrial Research, South Africa herein represented by Prof May Hermanas</p> <p>Occupation Executive Director Natural Resource and Environment</p> <p>Business address Meiring Naudé Road; Brummeria; Pretoria; South Africa</p> <p>Postal address PO Box 395; Pretoria 0001; South Africa</p>	<p>25th March 2013 25 July 2013</p> 	<p>14. Full Names Jonathan Diederiks</p> <p>Occupation National Coordinator</p> <p>Business address National Research Foundation Meiring Naudé Road Brummeria PRETORIA South Africa</p> <p>Postal address P O Box 2600, Pretoria 0001, South Africa</p>	<p>25th March 2013</p> 

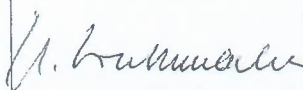
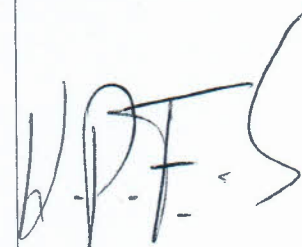


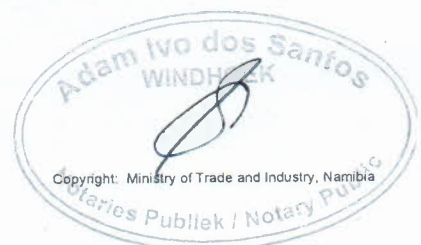
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<p>12. Full Names The Department of Science and Technology herein represented by Mr Imraan Patel</p> <p>Occupation Deputy Director General</p> <p>Residential address The Department of Science and Technology (DTS) Building (Building No.53) (CSR South Gate Entrance) Meiring Naudé Road, Brummeria, South Africa</p> <p>Business address The Department of Science and Technology (DTS) Building (Building No.53) (CSR South Gate Entrance) Meiring Naudé Road, Brummeria, South Africa</p> <p>Postal address Private Bag X 894, Pretoria 0001, South Africa</p>	<p>25th March 2013</p>	<p>12. Full Names Jonathan Diederiks</p> <p>Occupation National Coordinator</p> <p>Residential address National Research Foundation Meiring Naudé Road Brummeria Pretoria, South Africa</p> <p>Business address National Research Foundation Meiring Naudé Road Brummeria Pretoria, South Africa</p> <p>Postal address P O Box 2600, Pretoria 0001, South Africa</p>	<p>25th March 2013</p>
<p>13. Full Names National Research Foundation (NRF) herein represented by Dr Andrew Kaniki</p> <p>Occupation Executive Director</p> <p>Residential address National Research Foundation Meiring Naudé Road Brummeria Pretoria, South Africa</p> <p>Business address National Research Foundation Meiring Naudé Road Brummeria Pretoria, South Africa</p> <p>Postal address P O Box 2600, Pretoria 0001, South Africa</p>	<p>25th March 2013</p>	<p>13. Full Names Jonathan Diederiks</p> <p>Occupation National Coordinator</p> <p>Residential address National Research Foundation Meiring Naudé Road Brummeria Pretoria, South Africa</p> <p>Business address National Research Foundation Meiring Naudé Road Brummeria Pretoria, South Africa</p> <p>Postal address P O Box 2600, Pretoria 0001, South Africa</p>	<p>25th March 2013</p>
<p>14. Full Names Council for Scientific and Industrial Research, South Africa herein represented by Prof May Hermanas</p> <p>Occupation Executive Director Natural Resource and Environment</p> <p>Residential address Meiring Naudé Road; Brummeria; Pretoria, South Africa</p> <p>Business address Meiring Naudé Road; Brummeria; Pretoria, South Africa</p> <p>Postal address P O Box 395, Pretoria 0001, South Africa</p>	<p>25th March 2013</p>	<p>14. Full Names Jonathan Diederiks</p> <p>Occupation National Coordinator</p> <p>Residential address National Research Foundation Meiring Naudé Road Brummeria Pretoria, South Africa</p> <p>Business address National Research Foundation Meiring Naudé Road Brummeria Pretoria, South Africa</p> <p>Postal address P O Box 2600, Pretoria 0001, South Africa</p>	<p>25th March 2013</p>



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<p>15. Full Names Federal Ministry of Education and Research, Germany herein represented by Dr Karl Eugen Huthmacher</p> <p>Occupation Head of Department</p> <p>Business address Heinemannstraße 2 und 6 53175 Bonn Germany</p> <p>Postal address BMBF, Dienstsitz Bonn Postanschrift D-53170 Bonn Germany</p>	<p>19th March 2013</p> 	<p>15. Full Names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Business address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek, Windhoek</p>	<p>19th March 2013</p> 



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<p>15. Full Names Federal Ministry of Education and Research, Germany herein represented by Dr Karl Eugen Huthmacher</p> <p>Occupation Head of Department</p> <p>Residential address Henemannstrasse 2 und 6 53175 Bonn Germany</p> <p>Business address Henemannstrasse 2 und 6 53175 Bonn Germany</p> <p>Postal address BMBF, Dienstsitz Bonn Postanschrift D-53170 Bonn Germany</p>	<p>19th March 2013</p>	<p>15. Full Names Peter Erb</p> <p>Occupation National Coordinator</p> <p>Residential address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Business address Sinclair Street Office Complex, Sinclair Street 6, Windhoek, Namibia</p> <p>Postal address P O Box 86755, Windhoek, Windhoek</p>	<p>19th March 2013</p>

