



Namibia Institute
for
Refrigeration
and
Air Conditioning



Preamble:

The Namibian institute Refrigeration and Air Conditioning was constituted on the 01st January 2011.

The Institute has as its foundation a policy to ensure an environmentally orientated approach to Refrigeration, Air Conditioning and ventilation matters. It at all times subscribe to the best possible professional conduct to the best interest of the institute , it's members, the Industry, and the Namibia environment, at all times.

1. Name

The name of this institute will be: "NIRAC ", hereinafter referred to as: "Institute "and / or "Namibian Institute Refrigeration and Air Conditioning"

2. Address

2.1 The Institute will be situated in Windhoek, not reflective of its membership locations and remain in all instances a Namibian institute.

2.2 The official address of the institute will be, Box 81095, Olympia, Windhoek, Namibia.

2.3 The entire Institute's correspondence to any third party will be distributed done on the official Institute letterhead/stationary and co-signed by the President and two committee members.

3. Colors and badges

3.1 The Institute's colors will be predominantly white and black.

3.2 The additional of Green will be accepted as additional color.

3.3 The Institute's badge shall be the human silhouette holding an ice flock of design as depicted in the addendum to this constitution, printed in black and white.

3.4 The size and position of application will be approved by two thirds majority of eligible members present and voting at an Annual General or Special Meeting.

3.4 The badge may contain the words "NIRAC " as subscript and is as displayed in the addendum to this constitution.

4. Legal Status

The Institute will record its official affairs in the official language of the Republic of Namibia, English.

4.1 Legal Status

The Institute is not formed for the purpose of carrying out any business It has for its the prosperity of its members. The Institute is only liable for its own debts and any assistance granted to, or from, any other person or body shall not render it liable for the debts of such other person or body. The Institute will have legal persona and it may acquire fixed property, enter into legal binding agreements and may sue and be sued in its name in any Namibian court of Law and any process of law shall be regarded as valid if served on the Institute, to its official address. The Institute in its operation and general conduct will function autonomously and in its own manner as guided by this constitution.

4.2 Accountability and Indemnity

The institute will not be responsible, under any circumstances, or in any way, for any damage, or any loss suffered by any other member or person, nor damage caused by such member or person to any related or third party.

Institute member and or members of the Committee, shall be indemnified against all liability incurred by them in the execution of Institute related activities and, or, of their duties, save such as they shall incur through their own neglect or default.

No member shall be personally liable for any loss suffered to any third party in relation to any activity or involvement of the Institute or its committee.

5. Object and purpose

The object of the institute shall be:

- 5.1 To conduct industry and related activities for the benefit of its members and the promotion of Refrigeration and Air Conditioning industry in Namibia.
- 5.2 To promote the exchange of knowledge and education in the construction, care and management of materials and other equipment, the collection and dissemination of information and all other matters pertaining to industry.
- 5.3 To promote a spirit of comradeship and mutual aid among members and to encourage a high standard of workmanship efficiently with care and concern for the environment and fellow members.
- 5.4 To establish a definite regards for, and to maintain an active interest in the conservation of all environmental issues, particularly those indigenous to Namibia.
- 5.5 To observe the laws of the Republic of Namibia and every governmental and local authority relating to environmental and related activities.
- 5.6 To conduct, organize, supervise and participate in any activities or competitions connected with refrigeration,
- 5.7 To organize and conduct trips , tours and other activities connected with refrigeration in Namibia and in particular assist and promote members to participate in National events promoted by the NIRAC or Ministry of Trade and Industry or any other relevant authorized body.
- 5.8 To associate with any other association or body in the furtherance of any of these objects.
- 5.9 To complete all requirements including executing necessary documents to carry these objects into effect.

6. Membership

The institute acknowledges and place on record that its essence lies in its members and their approach to and the practice of the industry and related activities.

All members of the institution shall be bound by the constitution, rules and code of conduct of the institution which are then in force, or which may subsequently be altered or amended and in force at any future time.

Membership of the institution shall be open to all persons interested to participate with no classification or regard whatsoever as to race, sex, color, religion or ethnic status and may consist of the following:

6.1 Grades of Membership

The membership of the Institute shall consist of the following grades:

- Honorary Member
- Fellow
- Member
- Associate
- Affiliate
- Student

Of these: Honorary Members, Fellows and Members shall be corporate members only.

6.1.2 Abbreviations

Each HONORARY MEMBER shall be entitled to the use after his/her name of the initials Hon. M.NIRAC

Each FELLOW of the initials F.NIRAC

Each MEMBER of the initials M.NIRAC

6.1.3 Certification of members

- 6.1.3.1** **Honorary Members** – An Honorary Member shall be a person distinguished in science, industry, commerce or public service, or a person eminent by his work connected with refrigeration or air conditioning in foreign lands, which the Institute desires to honour. An Honorary Member shall have all the rights and privileges of corporate membership.
- 6.1.3.2** **Fellows** – A candidate who applies for transfer to the grade of Fellow shall,
- I. Have more ten 20 years' experience in the field of HVAC industry
 - II. Have been a Member of the Institute for 5 years, and
 - III. Be proposed and seconded by Fellows of the Institute.
- 6.1.2.3** **Members** – A candidate for admission or transfer to the grade of Member shall,
- I. Possess an Engineering Degree from a university, college or institution of learning approved by Council and has had 5 years relevant experience in a responsible position in the air conditioning and refrigeration industry or allied field.
 - II. Possess any other degree from the foregoing institutions of learning in subjects approved by Council and have had 5 years relevant experience in a responsible position in the air conditioning and refrigeration industry or allied field
 - III. Possess an appropriate technical qualification in subjects approved by Council and have had 5 years relevant experience in a responsible position in the air conditioning and refrigeration industry or allied field.
 - IV. Possess a lesser qualification approved by Council and have had 10 years relevant experience in a responsible position in the air conditioning and refrigeration industry or allied field. Level of responsibility shall be supported by TWO referees, on the forms prescribed by Council; one being a corporate member of NIRAC and the other being a present or previous, employer of the applicant.
- 6.1.2.4** **Associates** – A candidate who is actively engaged or associated with the air conditioning and refrigeration industry or allied field and be committed to the interests of that industry. Must have passed a trade test in HVAC or equivalent higher diploma/degree in refrigeration, mechanical electrical engineering.
- I. Qualified applicants with less than 5 years post qualification experience.
 - II. Technical non-technical with at least 10 years' experience in the HVAC industry.
- 6.1.2.5** **Affiliate** active interest in refrigeration and air conditioning.

No qualification required

- 6.1.2.6** **Students** – A candidate under the age of 25 who must be studying full-time for a degree or diploma in subjects related to the air conditioning and refrigeration industry or allied field, or be an apprentice in training in that industry

6.2 **Application for membership**

- 6.2.1** All applications for membership to be submitted on the institute's prescribed nomination form together with the applicable nomination fee and submitted to the Committee.

All applications shall be made in writing showing the names and addresses of the persons proposed on the form provided.

- 6.2.2** The nominee(s) shall be accepted or rejected at the first Committee meeting following the application. No person who has been refused membership shall be eligible to be nominated again for membership within one year from the unsuccessful application.
- 6.2.3** Applications for Membership shall be approved by Ordinary Members Meeting of the Institute or at an Annual General or Special Meeting.
- 6.2.4** The Committee is responsible to appoint one of its officers to maintain the register of membership of the institute.

6.3 **Resignation of membership**

- 6.3.1** A member may resign his membership by written notice to the Committee, whom will acknowledge receipt thereof in writing.

6.3.2 Upon resignation it will required that a resigning members returns, without being refunded, his, certificate, institute attire, which would include jackets, shirts, hats, tie, and any other item that display the institute badge.

6.4 Membership fee

6.4.1 Membership fees shall be paid annually in advance as per agreed amount for each year.

6.4.2 Membership fees may be amended at an Annual General or Special Meeting. Membership fees for the ensuing year shall become due and payable on the 1st January in each year, and must be paid by the 31st January.

6.4.3 The committee shall ensure membership fees are invoiced accordingly.

6.4.4 Any member whose membership fee is not paid by 31st January shall be deemed to be unpaid and such member will not be eligible to vote or stand for Committee selection until membership fee is paid or an alternative arrangement is approved by the Committee.

6.4.5 If the membership fee remains unpaid, for a period exceeding 3 months, the Committee will notify in writing the member of his deregistration affiliation listing.

6.4.6 Persons who are admitted as members during the year shall pay a membership fee equal to an annual fee and no pro-rating will apply.

7 Committee

7.1 Officers of the Institute

- a) A President
- b) A Vice-President
- c) A Treasurer, who shall be a member or an employee of the Institute;
- d) A Secretary, who shall be a member or an employee of the Institute.
- e) Two ordinary members

The committee shall consist of:

- c) The immediate Past President;
- d) The Chairman holding office in each Centre shall be a member of the Committee;
- e) The Committee may appoint as Life Vice-President of the Institute such members (not exceeding six in numbers) as they may deem fit in recognition of conspicuous service to the Institute, who shall be permanent members of the Committee.

7.2 Committee meetings

The committee shall meet at least six times a year. The first meeting shall be held as soon as is conveniently possible after the Annual General Meeting. Four members shall constitute a quorum. Committee meetings shall be called by the President.

7.3 Tenure of office

- a) The tenure of Office of the Committee shall be one year and shall terminate at the conclusion of the Institute's Annual General Meeting. The retiring Officers of Committee are eligible for re-election.
- b) Under normal circumstances, no President shall remain in office for more than one year, the elected Vice-president automatically assuming the office of President.

c) At the Committee meeting prior to nomination Council reserve the right, by a majority vote, to invite the President and / or Vice-President to continue in office for a second year.

d) If by circumstances beyond his control, the President cannot fulfill his term of office, the Vice-President assumes such office and Committee, by majority vote, elects from its members a Vice-President for the remaining term of office.

7.4 Election of President and Vice-president

7.4.1 Nominations

Not later than eight weeks prior to the Institute's Annual General Meeting, the Institute Secretary shall send out notices to all corporate members inviting nominations for the post of the office of Vice-President. Such nominations must be proposed and seconded by Corporate members and must be endorsed by the nominee to the effect that he accepts nomination.

7.4.2 Closing date

The closing date for receipt of nominations by the Institute's Secretary shall be three weeks after the date of the notice inviting nominations

7.4.3 Ballot papers

Not later than three weeks prior to the Institute's Annual General Meeting, the Secretary shall post to each corporate member a ballot paper listing the nominees. The ballot papers shall be numbered consecutively but the Secretary shall on no account whatsoever record in any way the number of the ballot paper issued to any member.

7.4.4 Return of ballot papers

Each Corporate member shall make a cross to indicate his choice against a name of one nominee for the position of Vice-President against the names presented. The ballot paper shall not be signed or in any way indicate the identity of the member. It shall be enclosed in a plain envelope and shall reach the Secretary prior to the commencement of the Annual General Meeting.

7.4.5 Counting of votes

The Corporate members present at the Annual General Meeting shall appoint two scrutinizers, who shall receive the ballot envelopes from the Secretary, together with a statement of the number of ballot papers issued. Before counting the votes the scrutinizers shall ascertain that no duplication of ballot paper serial numbers occurs. After counting the votes, the scrutinizers shall report the results to the Chairman of the meeting.

7.5 Appointment of treasurer

The Treasurer shall be appointed by the Committee at its first meeting.

7.6 Appointment of secretary

The Secretary shall be appointed by the Committee at its first meeting.

7.7 Replacement of committee member

If a Committee member is unable to attend any particular Committee meeting, the Centre Committee may nominate an alternative to attend the meeting.

7.8 General authority and responsibility of the committee

7.8.1 Draw up and recommend amendment, alteration, variation or addition to the name, objects or rules of this constitution institution

7.8.2 And after confirmation by the members at an Annual General or Special meeting shall file amendment, alteration, variation or addition as part of the official documents of the institute.

7.8.3 Transact all such business and do all acts and things not inconsistent with this Constitution, as may in its opinion be necessary or expedient for the proper conduct and management of the business and affairs of the institute, or the carrying out of any of its objects.

7.8.4 Do all acts and things and to execute sign and seal all documents and instruments necessary for the proper carrying out of the objects and the rules of the institute and matters incidental thereto, and for the due enforcement or all rules herein contained.

7.8.5 Exercise all powers expressed or implied in these rules.

7.9 Operational authority and responsibility of the committee

7.9.1 Keep the record books and certificates of the institute for the various activities.

7.9.2 Fill any vacancy occurring during the year due to resignation or otherwise of a current Committee Member in accordance with the Constitution and appoint one or more ad hoc members to the Committee to assist the Committee in its management activities in accordance with the Constitution, provided that the total number of voting officers in the Committee shall not exceed six.

7.9.3 Decide upon any matter of or affecting the qualifications or eligibility of any person to become or to be a member of the institute.

7.9.4 Adjudicate upon all matters referred to it for decision in connection with the interpretation of any application of this Constitution, code of conduct and/or of any Rules framed there under, or of any resolution passed by an Annual General or Special Meeting.

7.9.5 Refer to the disciplinary committee any matter for action as may at any time seem to it to be necessary or require in respect of any individual member of the institution.

7.9.6 Fix dates and places of Annual General or Special Meetings, NIRAC functions, trips or social outings.

7.10 Financial authority and responsibility of the committee.

7.10.1 Hold in trust all assets and property of the institution.

7.10.2 Request for, and recognition, to be extended at all times to all sponsors in an appreciative and professional manner.

7.10.3 Maintain and operate the institution bank account, be responsible for the collection of all monies and funds and only make such investments and pay such amounts as are duly authorized by the Committee.

7.10.4 Keep proper accounting records of all institute activities, prepare a balance sheet and accounts, and submit same, together with the books of the institute to the Auditor not less than two weeks before the date of the next Annual General Meeting.

7.10.5 Send Notices and keep minutes of all Annual General and Special meetings of the institute.

7.10.6 Strike levies to meet extra-ordinary expenditure for special or social functions or for other purposes as the Committee may deem fit, and all such levies shall be payable by the members of the institute upon demand.

7.10.7 Remunerate and pay all servants, employees and work persons for their services and to pay or gratuity for faithful and diligent service provided that gratuity was in relation to the promotion of the objects and purpose of the institute.

7.10.8 Members of the Executive Committee, shall be indemnified against all liability incurred by them in the execution of their duties, save such as they shall incur through their own neglect or default.

8. **Meetings**

- a) All meetings shall be convened by the Committee.
- b) Should a clear majority vote to any matter not be achieved the status quo will apply.

8.1 **Notice and Agenda**

8.1.1 The committee shall be responsible to forward to each Ordinary member a notice of meeting and the agenda thereof which shall give sufficient time to acquaint with the subject and content/agenda of the meeting.

8.1.2 Members wishing to present items for the agenda shall deliver such matter in writing. Agenda points may be added at any time prior to official commencement of the meeting.

8.2 **Right of Attendance**

All Ordinary members of the institute are entitled to attend with the right of speech, not vote as they deem appropriate. At all-time members will observe good meeting etiquette.

8.3 **Representation:**

Each Ordinary member shall be entitled to appoint a proxy to represent it at a meeting. This proxy may only be another Ordinary member of the institute and must be presented in writing prior to commencement of the meeting. Each Ordinary member in attendance may only represent one proxy

8.4 **Voting Rights**

Only committee members shall have one vote individually and one vote per proxy held. The combined votes at the meeting may at no time exceed the number of committee members of the institute. The chairman shall not have a casting vote. Voting shall be by closed ballot.

8.5 **Chairman**

If the Chairman is not available to attend, the meeting shall elect a Chairman from members present at commencement of the meeting. Such elected member shall serve as chairman for the duration of the meeting.

8.6 **Quorum**

At any meeting one more than fifty percent (50%) of the total number of eligible ordinary members shall form a quorum. In the absence of a quorum, the meeting shall be reconvened in no earlier than 5 day's and at the reconvened meeting any number of members present shall form a quorum.

9. **Annual General Meeting – business and agenda**

- a) At least 14 days' notice will be given.
- b) Notice of the meeting shall be read or by resolution be taken as read.
- c) There shall be a roll call of delegates which shall determine the total number of votes that may be recorded on any motion and determine the existence of a Quorum.

- d) The minutes of the previous Annual General Meeting and of any subsequent Special Meeting shall be read or taken as read and confirm by resolution of a meeting.
- e) Confirm the membership of any new members accepted by the Committee during a preceding year.
- f) Receive and adopt: Committee Annual Report and Financial Statements.
- g) Receive and consider any proposed amendments to the Constitution, Code of Conduct and institution Rules (on vote, two-thirds majority required).
- h) Confirm amendments to entrance and membership fees for all classes of membership
- i) Consider any other general business.

10. Special meeting – business and agenda

- a) At the committee's discretion for any matter of urgency when fourteen days' notice shall be given to Ordinary members of such a Meeting.
- b) Should a matter so urgent that the Notice period cannot be adhered to may be resolved by informal discussions and ratified in round robin basis by signature of a member's resolution?
- c) Such resolution to be in writing and shall clearly set out the object or decision of the meeting (on vote, two-thirds majority required).
- d) The rules governing procedure at Annual General Meetings shall apply mutatis mutandis to Special Meetings save and except that the business of the Meeting shall be confirmed to the items or subjects set out in the Agenda.

II. Finance

The financial year of the institute will be from 1st January to 31st December every year.

II.1 Auditor

- a) The Audit of the business and affairs of the institution shall be vested in the Auditor which shall be elected to hold office by the general body of Ordinary members present and voting at the Annual General Meeting or Special Meeting. The Auditor shall hold office until its successor is elected.
- b) The auditor shall be elected internally from the members and only be elected from outside the institution should the required skill not be available within the membership core. The auditor will also be a member of the Committee.

II.2 General authority

- a) The property and income of the institution shall be applied solely towards the promotion of the objects or purpose of the institution and no part of that property or income may be paid or otherwise distributed, directly, or indirectly to members of the association except in good faith in the promotion of those objects or purposes.
- b) To borrow, raise or secure the payment of money in such manner as the institution may think fit including charges over any or the entire Institute's real or personal property.
- c) To sell, improve, manage, develop, exchange, lease, turn to account or otherwise deal with all or any part of the property and rights to the institution.

II.3 **Signing Authority**

- a) The authorized signatories for the business and affairs of the institution shall be vested in the Treasurer (to serve as one signatory) and the Auditor (to serve as the other signatory). The authorized signatories shall hold office until its successor is elected.
- b) The authority and actions and governing procedure of authorized signatories shall apply mutatis mutandis to that of the committee.
- c) The authorized signatories will provide in signature on behalf of the institute and members the Annual Financial Statement prepare annually.

II.4 **Authorized bank**

Bank Windhoek

Account # 8003401647

Branch code 483872

12. **Misconduct**

- a) The disciplinary committee will constitute three ordinary members; one eligible ordinary member selected by the committee, normally the chairman, two eligible ordinary member selected by the accused, or committee appointed replacement should he not be available and inform so in writing.
- b) The disciplinary committee will attend any matter brought before it in writing by the institute committee, disgraceful, misconduct, conduct unbecoming, or any other transgression of the rules, regulations and articles of the constitution or any other applicable.
- c) The disciplinary committee shall have the right to investigate, gather evidence, not limited to, but by way of sworn affidavits of all parties concern as well the accused.
- d) The disciplinary committee shall have the right to act against any member of the institute, who in the opinion of the committee to be guilty of unprofessional, disgraceful, misconduct, conduct unbecoming, or any other transgression of the rules, regulations and articles of the constitution or any other applicable, rules.
- e) The disciplinary committee may apply voting by a show of hands and may conclude or decide on any matter brought before them by majority vote.

13 **Disciplinary actions**

- a) If an individual member makes him/her guilty of misconduct or transgression of the applicable rules in the opinion of the disciplinary committee, the following disciplinary actions shall apply at the committee's sole discretion:
 - 1. The disciplinary committee may request the individual to take steps to immediately rectify the situation or matter. If in the opinion of the disciplinary committee that this cannot be rectified:
 - 2. The disciplinary committee may
 - 2.1. Suspend all benefits and rights of the individual within the institute for period up to one year.
 - 2.2. Terminate institute membership of the individual permanently.
- b) The disciplinary committee will present their investigation, findings and penalty in writing within 30 days from any matter brought before it to the effected member and the institute committee.

14. Dissolution

- a) The institute may at any time be dissolved by the vote of at least two thirds of the eligible Founding members present and voting at a Special Meeting called for this purpose.

- b) If upon dissolution or winding up of the institute there remain after satisfaction of all debts and liabilities, any assets whatsoever, the same may be distributed as may be determined by the Founding members at or before the time of dissolution or winding up.