



GOVERNMENT GAZETTE

OF THE

REPUBLIC OF NAMIBIA

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Government Notice

OFFICE OF THE PRIME MINISTER

No. 79	2001
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PROMULGATION OF ACT OF PARLIAMENT

The following Act which has been passed by the Parliament and signed by the President in terms of the Namibian Constitution is hereby published in terms of Article 56 of that Constitution.

No. 1 of 2001: Meat Corporation of Namibia Act, 2001.

ACT

To provide for the continued existence of a body corporate established for the purpose of erecting, renting or acquiring abattoirs and other meat factories in the general interest, and to manage such abattoirs and other meat factories in an orderly, economical and effective manner; to provide for the change of the name of the said body corporate to that of “Meat Corporation of Namibia”; to define the objects, powers and duties of the Corporation; and to provide for matters incidental thereto.

(Signed by the President on 10 April 2001)

ARRANGEMENT OF SECTIONS

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BE IT ENACTED by the Parliament of the Republic of Namibia, as follows:-

Definitions

1. (1) In this Act, unless the context otherwise indicates -

“Board” means the board of directors of the Corporation referred to in section 5;

“chairperson” means the director elected as chairperson of the Board under section 9;

“chief executive officer” means the chief executive officer of the Corporation appointed under section 12 or deemed to have been so appointed;

“commencement date” means the date on which this Act comes into operation;

“committee” means any committee of the Board established under section 11;

“Corporation” means the Meat Corporation of Namibia referred to in section 2;

“director” means a director of the Board appointed under section 5 or deemed to have been so appointed;

“livestock” means cattle, sheep, goats or pigs;

“member” means any member of the Corporation referred to in section 13;

“Minister” means the Minister responsible for Agriculture, Water and Rural Development;

“producer of livestock” means any person who sells livestock to the Corporation, whether or not that person is registered under section 17 as a producer of livestock;

“product” means any portion of any slaughtered livestock and includes any object obtained from processing such portion;

“repealed Ordinance” means the Swameat Corporation Ordinance, 1986 (Ordinance No. 2 of 1986 of the Legislative Assembly of the Whites);

“Swameat Corporation Limited” means the body corporate established by section 2 of the repealed Ordinance.

(2) The Minister may, on the written recommendation of the members of the Corporation in terms of section 14(4)(c), by notice in the *Gazette* amend the definition of “livestock”.

The Meat Corporation of Namibia

2. (1) The body corporate known as Swameat Corporation Limited established by section 2 of the Swameat Corporation Ordinance, 1986 (Ordinance No. 2 of 1986 of the Legislative Assembly of the Whites) shall, notwithstanding the repeal of that Ordinance by this Act, continue to exist as a body corporate under the name Meat Corporation of Namibia, the shortened form of which shall be “Meatco”, and which may be used as an alternative to, and independent from, the name Meat Corporation of Namibia.

(2) The corporate identity, the whole of the business and all the property, assets, rights, obligations and liabilities of the body corporate are not affected by its change of name.

(3) Any reference in any law or other instrument or document to Swameat Corporation Limited shall be read and construed as a reference to the Meat Corporation of Namibia.

(4) The Registrar of Deeds concerned may at any time, and shall upon the request of the Corporation make such entries or endorsements in or on any relevant register, title deed or other document in the deeds registry concerned or submitted to him or her to give effect to subsection (1).

(5) The Registrar of Companies shall as soon as possible after the commencement of this Act record the change of name effected by subsection (1) in the registers kept by him or her.

Objects of the Corporation

3. The objects of the Corporation shall be -
- (a) to serve, promote and co-ordinate the interests of producers of livestock in Namibia, and to strive for the stabilization of the meat industry of Namibia in the national interest;
 - (b) to erect, rent, purchase or otherwise acquire, stabilize, optimally utilize and maintain abattoirs and other meat factories in the public interest;
 - (c) to rationalize abattoir and related factory activities and conduct and manage such business in an orderly, economical and efficient manner; and
 - (d) to market products within Namibia or elsewhere to the best advantage of the producers of livestock in Namibia.

Powers of the Corporation

4. (1) For the purpose of attaining its objects the Corporation may -
- (a) exercise any business activity in any branch of the livestock, meat and related industries in Namibia or elsewhere;
 - (b) notwithstanding any other law, and in particular the Abattoir Industry Act, 1976 (Act No. 54 of 1976) and the Meat Industry Act, 1981 (Act No. 12 of 1981) -
 - (i) determine product prices payable to producers of livestock for livestock sold and delivered to the Corporation; and
 - (ii) determine tariffs for services rendered by it;
 - (c) undertake market research on behalf of the meat industry in traditional and new markets;
 - (d) acquire by purchase, lease, exchange, or otherwise, any movable or immovable property or any interest in movable or immovable property;

- (e) sell, lease, exchange, pledge, mortgage or otherwise deal with any movable or immovable property of the Corporation, but if any such act would constitute a disposal by sale or otherwise, or an alienation or encumbrance, of part or the whole of the Corporation's business operations the Minister's prior approval in writing shall first be obtained;
- (f) apply for, purchase or by any other means acquire, protect, grant, renew any patents, patent rights, licences, trade marks, concessions or other rights, and deal with or dispose of such rights as provided for in paragraph (e);
- (g) raise money by such means and for such purposes as the Board may approve;
- (h) subject to the prior approval in writing of the Minister, with the concurrence of the Minister of Finance, enter into contracts of indemnity, guarantee or suretyship, and secure the payment of any amount in terms thereof;
- (i) lend or advance money;
- (j) invest any money of the Corporation not immediately required by the Corporation for its affairs or apply that money in the manner approved by the Board for the establishment of -
 - (i) a loan redemption fund;
 - (ii) a reserve fund to provide for the maintenance, replacement and improvement of assets;
 - (iii) a product price-stabilization fund; and
 - (iv) a contingency reserve fund,and shall cause the reserve funds referred to in subparagraphs (ii) and (iv) to be represented by equal amounts invested in readily realizable investments;
- (k) open and operate bank accounts;
- (l) make, draw, issue, accept, endorse or discount negotiable instruments;
- (m) establish or acquire an interest in any company or co-operative society or enter into partnerships or participate in joint ventures with any other person having the same or similar objects as the Corporation;
- (n) take part in the management, supervision and control of the business or operations of any company or business concern having the same or similar objects as the Corporation;
- (o) enter into any agreement to perform any act or render any service;
- (p) accept grants and donations and make grants and donations;
- (q) provide technical or other assistance and expert or specialized advice, information and guidance to producers of livestock;
- (r) pay all expenses incurred in connection with the administration of the Corporation;

- (s) accept moneys offered by members of the Corporation, agricultural societies, co-operative institutions and other persons for investment in the Corporation and arrange the investment and application thereof, but only to the extent that the acceptance of such moneys does not fall within the meaning of the definition of "receiving funds from the public" as defined in the Banking Institutions Act, 1998 (Act No. 2 of 1998);
- (t) appoint persons to assist in the performance of the functions of the Corporation, on conditions of service determined by the Board, and remunerate, house, discharge, suspend or train them or cause them to be trained, and indemnify them in respect of any harm, damage or loss suffered by them in the course of the performance of their duties, and provide or supply them with service benefits, including medical aid benefits, housing facilities or benefits, and provide for and pay gratuities and pensions to such employees;
- (u) appoint in Namibia or elsewhere persons as agents of the Corporation to assist the Board in the performance of the functions of the Corporation.

(2) The Corporation may further in addition to anything that it is required or empowered to do in terms of this Act, do everything that is necessary for or conducive to the attainment of its objects.

Board of directors

5. (1) The Corporation shall have a board of directors consisting of six persons, of whom -

- (a) one shall be a staff member of the Ministry of Agriculture, Water and Rural Development designated by the Minister;
- (b) one shall be an employee of the Corporation selected by the Minister from amongst persons nominated by the employees of the Corporation to represent their interests, but who shall have no voting right;
- (c) one shall be a person selected by the Minister from amongst persons nominated by the members of the Corporation to represent the interests of communal farmers;
- (d) one shall be a person selected by the Minister from amongst persons nominated by the members of the Corporation to represent the interests of commercial farmers;
- (e) two shall be persons selected by the Minister from amongst persons nominated by the members of the Corporation from persons possessing in their opinion expertise in the management of abattoirs, the trading of livestock and livestock products, or any other business or financial sphere, so as to achieve a varied representation on the Board to best serve the interests of the producers of livestock.

(2) The Minister shall appoint the persons referred to in subsection (1) as directors of the Board.

(3) Before the first occasion on which a nomination of persons is to be made in terms of paragraphs (b), (c), (d) and (e) of subsection (1), and on each later occasion when an office of a director becomes vacant, the Minister shall determine the number of

persons to be nominated and thereafter in writing request the chairperson of the Board to convene a meeting of the interest group concerned to nominate within a specified period the required number of persons.

(4) If a nomination is not received by the Minister within the specified period from the interest group concerned, the Minister may appoint such person as the Minister reasonably believes would represent the relevant interests and a person appointed in accordance with this subsection shall hold office as if he or she were nominated as required by subsection (3).

- (5) (a) Notwithstanding subsections (1) and (2) and section 7, any person (other than the managing director) who immediately before the commencement date held office as a director of the Board by virtue of his or her appointment or election under the provisions of the repealed Ordinance shall from the commencement date, but only until the succeeding directors of the Board are appointed under this section, serve as a director of the Board (hereinafter referred to as an interim director) as if he or she were appointed under this Act.
- (b) An interim director referred to in paragraph (a) shall serve on the same conditions (including remuneration and allowances) that applied to such director immediately before the commencement date.
- (c) For the purpose of paragraph (a) the Minister shall by notice in the *Gazette* make known the date from which the appointment of the first succeeding directors of the Board referred to in that paragraph, shall take effect.

(6) The Board shall be the governing body of the Corporation with authority to, in the name of the Corporation, perform the functions conferred on the Corporation by this Act.

Persons disqualified from being directors

6. No person shall be appointed as a director of the Board if he or she -
- (a) is not a Namibian citizen permanently resident in Namibia;
- (b) is a member of Parliament;
- (c) is an unrehabilitated insolvent;
- (d) has been convicted of an offence involving an element of dishonesty and sentenced to imprisonment without the option of a fine unless the Minister is of the opinion that such person is fit to serve as a director of the Board taking into account the nature of the offence and all relevant circumstances relating to that offence.

Tenure and vacation of office of directors

7. (1) Subject to subsections (3) and (4), a director (other than a director designated in terms of section 5(1)(a), who shall hold office at the Minister's pleasure) shall hold office for a period of three years from the date of his or her appointment but shall, upon the expiration of such period, continue to hold office for a further period, not exceeding three months, until his or her successor has been appointed.

(2) Any director whose period of office has expired shall be eligible for reappointment.

(3) The office of a director shall become vacant if he or she –

- (a) ceases to hold the office by virtue of which he or she became a director or is no longer a member of the interest group which nominated him or her to become a director;
- (b) by notice in writing addressed and delivered to the Minister resigns as a director;
- (c) is absent from three consecutive meetings of the Board without the prior leave of the chairperson;
- (d) becomes subject to any disqualification referred to in section 6;
- (e) is removed from office by the Minister under subsection (4).

(4) The Minister may at any time remove a director from office -

- (a) if, in the case of any director, the Minister is satisfied that such director is for whatever reason incapable of efficiently performing his or her functions as director of the Board;
- (b) if, in the case of a director referred to in paragraph (c), (d) or (e) of section 5(1), the members of the Corporation recommends in writing to the Minister that such director be removed after having taken a resolution to that effect at any meeting of members,

but the Minister shall do so only after having afforded that director an opportunity to be heard.

(5) Any vacancy on the Board arising from any circumstance referred to in subsection (3) or (4), or caused by the death of a director of the Board shall be filled by the appointment of another director in accordance with sections 5 and 6, and every director so appointed shall hold office for the unexpired portion of the period of office of the director who has vacated his or her office or who has died.

Allowances of directors of the Board and of members of committees

8. A director of the Board and any member of a committee who are not in the full-time employment of the Public Service or of the Corporation shall be paid from the funds of the Corporation such allowances as may from time to time be determined by the members of the Corporation under section 14.

Meetings of the Board and disclosure of interest

9. (1) The Minister shall as soon as possible after -

- (a) the commencement date convene a meeting of the Board constituted as contemplated in section 5(5)(a);
- (b) the appointment of the directors referred to in section 5(1)(a) to (e) convene a meeting of the Board thus constituted under that section,

but thereafter meetings of the Board shall, subject to subsection (4), be held at such times and places as the Board may determine.

(2) At a meeting of the Board convened under subsection (1), the directors present shall elect from amongst their number a chairperson and a vice-chairperson of the Board.

(3) The chairperson shall preside at all meetings of the Board and in his or her absence, the vice-chairperson shall preside, and if both the chairperson and the vice-chairperson are absent, the members of the Board present shall elect one of their number to act as chairperson at that meeting.

(4) The chairperson of the Board may at any time convene a special meeting of the Board and shall do so upon receipt of a written request by at least three directors.

(5) A quorum for any meeting of the Board shall be constituted by any three directors having voting rights.

(6) A decision of the majority of the directors present at a meeting of the Board and entitled to vote shall be the decision of the Board and, in the event of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to his or her deliberative vote.

(7) The person presiding at a meeting of the Board may permit any person on account of such person's expertise, or any person who has an interest in any matter due to be considered at that meeting, or any representative of such person, to attend a meeting of the Board and to take part in such discussions of the Board as in the opinion of the person presiding relate to such matter, but such person or representative shall not be entitled to vote.

(8) No decision taken by the Board or act performed under the authority of the Board shall be invalid by reason only of -

- (a) a vacancy on the Board; or
- (b) the fact that a person not entitled to sit as director of the Board was in attendance at the time when the decision was taken or the act authorized,

if the decision was taken or the act authorized by the requisite majority of the directors who were present at the time and entitled to vote.

(9) Notwithstanding subsection (6), a written resolution not passed at a meeting of the Board but signed by such number of directors sufficient to constitute a quorum shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted, and such resolution shall be recorded in the minutes of the first ensuing meeting of the Board.

(10) The Board may make rules in relation to the procedure at its meetings and shall cause minutes to be recorded and preserved of the proceedings at its meetings.

(11) If a director or his or her spouse, including a spouse in a customary union, or his or her child or any other member of his or her household, or his or her partner, agent or business associate, has a material interest in any matter to be considered at any meeting of the Board, he or she shall -

- (a) forthwith disclose the nature and extent of such interest at a meeting of the Board; and
- (b) withdraw from the meeting during the discussion of and voting on the matter.

(12) The particulars of any disclosure of interest by a director in accordance with subsection (11), shall be recorded in the minutes of the particular meeting.

(13) A director who fails to comply with subsection (11) shall be guilty of an offence and be liable on conviction to a fine not exceeding N\$8 000 or to imprisonment for a period not exceeding two years or to both such fine and such imprisonment.

Submission of matters by Board to Minister

10. (1) The Board shall at the request of the Minister and may of its own accord submit to the Minister for his or her cognisance any matter relating to performance of the functions of the Board in terms of this Act.

(2) On receipt of any matter submitted under subsection (1) the Minister may make such recommendations to the Board with regard to the manner in which the matter is to be dealt with as the Minister thinks fit.

(3) Before taking a decision on any matter submitted under subsection (1) the Board shall have due regard to the recommendations made by the Minister under subsection (2).

Committees of the Board

11. (1) The Board may from time to time establish a committee or committees, which shall, subject to the directives of the Board, conduct any investigation into, and advise or make recommendations to the Board on, any matter relating to the functions of the Board.

- (2) A committee established under subsection (1) shall consist of -
 - (a) one or more members of the Board, nominated by the Board for that purpose, one of whom shall be designated by the Board as chairperson of the committee; and
 - (b) such other person or persons not being members of the Board as may be appointed by the Board.
- (3) The Board may in its discretion dissolve or reconstitute a committee.

Chief executive officer

12. (1) The Board shall appoint a person (other than a director) as chief executive officer of the Corporation and determine his or her remuneration and other conditions of service.

(2) The appointment of the chief executive officer shall be for a term of five years, renewable on expiration, but he or she may be removed from office before the expiry of his or her term of office in accordance with the provisions of this section.

- (3) The chief executive officer shall -

- (a) be in the full-time employment of the Corporation and shall not engage in any other occupation or employment, whether for remuneration or not, without the prior written approval of the Board;
 - (b) perform such functions as are conferred by this Act, or delegated or assigned to him or her by the Board;
 - (c) unless the Board directs otherwise, be entitled to attend all meetings of the Board and to take part in discussions at such meetings, but shall not vote on any matter under consideration before the Board;
 - (d) be responsible for the supervision and control of the staff of the Corporation.
- (4) If the chief executive officer is absent or unable to perform his or her functions or if the office of chief executive officer is vacant, the Board shall -
- (a) designate any employee of the Corporation; or
 - (b) appoint any other person on such terms and conditions as the Board may determine,

to act during such absence or incapacity or until a chief executive officer is appointed, as chief executive officer and to perform such of the functions of the chief executive officer as the Board may determine.

- (5) The office of chief executive officer shall become vacant if he or she -
- (a) by notice addressed and delivered to the Board resigns as chief executive officer;
 - (b) is removed from office by the Board under subsection (6).
- (6) The Board may at any time remove a chief executive officer from office if it is satisfied that such chief executive officer is for whatever reason incapable of efficiently performing his or her functions as chief executive officer, but shall do so only after having afforded that chief executive officer an opportunity to be heard.
- (7) Any person aggrieved by any decision taken by the chief executive officer may within fourteen days of the date of the decision, or within such longer period as the Board may in any particular case allow, object to the Board -
- (a) by submitting written representations to the Board, stating the grounds for the objection; and
 - (b) by serving on the chief executive officer a copy of such representations.
- (8) On receipt of a copy of the representations in terms of subsection (7) the chief executive officer shall forthwith furnish the Board with his or her reasons for the decision that is the subject of the objection.
- (9) The Board may after having considered the representations and reasons received by it under this section, confirm or vary or set aside the decision concerned: Provided that where the Board is of the opinion that any person, other than a person referred to in subsection (7), could be directly affected by its decision the Board shall before taking a decision afford that person an opportunity to make written representations to it.

- (10) (a) Notwithstanding subsection (1), the person who immediately before the commencement date held office as the managing director of Swameat Corporation Limited, by virtue of the provisions of the repealed Ordinance, shall as from such commencement date be the first chief executive officer of the Corporation and shall be deemed to have been so appointed under this Act for the term contemplated in subsection (2).
- (b) The provisions of this section shall apply to such chief executive officer, except that the salary and other conditions of service that applied to him or her immediately before the commencement date may not be altered to his or her detriment.

Members and registers

13. (1) All persons registered under section 17 as producers of livestock shall be members of the Corporation.

(2) Notwithstanding subsection (1) and subject to subsection (3), the following persons shall from the commencement date be deemed to be members of the Corporation -

- (a) any person who was a member of Swameat Corporation Limited immediately before the commencement date by virtue of the provisions of section 20 of the repealed Ordinance; and
- (b) any person who at any time during the period of two years immediately preceding the commencement date sold livestock to the Corporation, but only if such person's name is reflected in a register kept by the Corporation in respect of producers of livestock.

(3) Any person deemed to be a member of the Corporation by virtue of the provisions of subsection (2), shall within twelve months from the commencement date apply in the manner contemplated in section 17 for registration as a producer of livestock and such person's failure to so apply, and to comply with the requirements referred to in that section, shall result in the termination of his or her membership of the Corporation.

(4) The Corporation shall maintain registers of its members and agents.

Meetings of members

14. (1) The Minister shall as soon as possible after the commencement date convene the first general meeting of members and thereafter any general meeting of members shall be convened, in the circumstances contemplated in subsection (5), by the chairperson of the Board.

(2) Annual general meetings of members shall be held within five months after the end of each financial year of the Corporation at such date, time and venue as the Board may determine.

(3) The chairperson of the Board shall act as chairperson at any meeting of members and shall cause a written record to be kept of the proceedings at such meetings.

(4) The members shall at every annual general meeting -

- (a) deliberate the annual report referred to in section 23 and make written recommendations, if any, to the Board with regard to such report for its consideration;

- (b) determine the requirements for registration as a producer of livestock under section 17;
 - (c) for the purpose of the definition of "livestock" in section 1, make a written recommendation to the Minister as to what constitutes livestock;
 - (d) determine the allowances payable to the directors of the Board and members of any committee for -
 - (i) meetings of the Board or of a committee attended by any such director or member;
 - (ii) reasonable expenses incurred by any such director or member in connection with the performance of the functions of the Board or of such committee;
 - (e) if requested to do so, nominate the number of persons required to be nominated under subsection (3) of section 5 for the purposes of subsection (1)(c), (d) and (e) of that section.
- (5) The chairperson of the Board shall within 60 days of the receipt of -
- (a) a written request under section 5(3) relating to the nomination of persons to be appointed as directors;
 - (b) a written request by at least fifty members,

convene a general meeting of members: Provided that if any such general meeting were to coincide with an annual general meeting of members the chairperson shall in stead of convening the general meeting arrange that the matter to which the request relates be dealt with at such annual general meeting.

(6) 30 Members shall constitute a quorum at any meeting of members.

(7) A decision of a majority of members present at any meeting of members, shall be the decision of the members and, in the event of an equality of votes, the chairperson shall have a casting vote in addition to his or her deliberative vote.

(8) Any meeting to be held under this section shall be convened by giving notice of the time, date and venue of such meeting in two newspapers published and circulating in Namibia, and in such other manner as may be determined by the Board .

(9) The members may issue directives with regard to procedures, including nomination procedures, to be followed at any meeting of members.

Co-option of persons to serve on the Board

15. (1) The Board may at any time co-opt not more than three persons, who in its opinion have appropriate knowledge and experience, to serve in an advisory capacity on the Board for such period as it may determine.

(2) A co-opted member of the Board may only on invitation by the Board attend any of its meetings and he or she may at any such meeting take part in any deliberations on any matter, but shall have no voting rights.

Allowances of co-opted members

16. A co-opted member of the Board referred to in section 15 who is not in the full-time employment of the Public Service or of the Corporation shall, in respect of services rendered by him or her, receive such allowances as the Board may from time to time determine.

Registration of persons as producers of livestock

17. (1) Any person who complies with the requirements determined under section 14 for registration as a producer of livestock may, in the manner determined by the Board, apply to the Board for registration as such.

(2) On receipt of an application referred to in subsection (1), the Board shall register the applicant as a producer and may issue to him or her a certificate of registration to that effect, which certificate shall be in the form determined by the Board.

Cancellation or suspension of registration as a producer of livestock

18. (1) If, in the opinion of the Board, the requirements referred to in section 17 are no longer complied with by a producer of livestock, the Board may in writing cancel the registration of such producer or suspend his or her registration for such period and on such conditions as the Board may determine.

(2) The Board shall at the written request of any producer of livestock cancel his or her registration.

(3) Any person whose registration as a producer of livestock has been cancelled under subsection (1) or (2) shall return the certificate of registration (if any) issued under section 17(2), within 30 days from the date upon which such person is requested by the Board by notice in writing to do so.

Right of appeal to Minister

19. (1) Any person aggrieved by a decision of the Board in relation to the registration of a producer of livestock or the suspension or cancellation of such registration may, within 21 days of the date of the decision of the Board, appeal to the Minister -

- (a) by lodging with the Minister a written notice of appeal, stating the grounds of appeal; and
- (b) by serving upon the Board a copy of the notice of appeal.

(2) On receipt of the copy of the notice of appeal in terms of subsection (1), the Board shall forthwith furnish the Minister with its reasons for the decision which is the subject of the appeal.

(3) The Minister may give such decision as he or she may consider appropriate in an appeal in terms of subsection (1).

Funds of Corporation and estimates of revenue and expenditure

20. (1) The funds of the Corporation shall consist of -

- (a) moneys which by virtue of section 2 form part of the funds of the Corporation;

- (b) moneys appropriated by Parliament for the realization of the objects of the Corporation;
- (c) moneys received by the Corporation by virtue of grants and donations;
- (d) moneys derived by virtue of the realization of assets of the Corporation;
- (e) moneys borrowed by the Corporation;
- (f) return on investments made by the Corporation;
- (g) such other moneys as may from time to time accrue to the Corporation.

(2) For the purpose of the allocation of any moneys contemplated in subsection (1)(b), the Minister may in writing request the Corporation to submit such statements of the Corporation's estimated income and expenditure as the Minister may require.

(3) The Corporation shall as soon as possible after the receipt of a request under subsection (2) submit to the Minister the required statements.

(4) The Corporation shall, in accordance with estimates of expenditure approved by the Board, utilize its funds to defray expenses in connection with the exercise of its powers, but any moneys received by virtue of -

- (a) any allocation of moneys by Parliament, shall be utilized in accordance with such conditions as may be determined by the Minister with the concurrence of the Minister of Finance;
- (b) any grant or donation, shall be utilized in accordance with the conditions (if any) of the grant or donation.

Financial year

21. The financial year of the Corporation shall commence and end on such dates as the Board may determine, and the chairperson of the Board shall make those dates known by notice in the *Gazette*.

Bookkeeping and accounting

22. (1) The Corporation shall, in accordance with generally accepted accounting principles, keep such accounting and related records as are necessary to fairly represent the state of affairs and business of the Corporation and to explain its transactions and financial position.

(2) The Corporation shall cause its accounting and related records to be audited annually by a person registered in terms of the Public Accountants' and Auditors' Act, 1951 (Act No. 51 of 1951) as an accountant and auditor, and appointed by the Board.

Annual report

23. (1) Subject to subsection (2), the Board shall submit to the Minister, as soon as possible, but not later than six months after the end of any financial year of the Corporation, a report on the activities of the Corporation including its audited and approved financial statements in respect of that financial year.

(2) Before submission of the annual report to the Minister in terms of subsection (1) the Board shall cause such report to be introduced to the members of the Corporation at their annual general meeting for their consideration and comments.

(3) The Minister shall lay the report submitted in terms of subsection (1) on the Table of the National Assembly within sixty days after receipt thereof, if the National Assembly is then in ordinary session, or if the National Assembly is not then in ordinary session, within thirty days after the commencement of its ensuing session.

Rules of Corporation

24. (1) The Board may make rules in relation to -

- (a) the keeping of registers of members and agents of the Corporation;
- (b) the service of notices; and

any other matter that it considers expedient or useful to prescribe for the proper control and conduct of the affairs of the Corporation.

(2) Any rule made under this section need not be published in the *Gazette*, but shall, in such manner as may be determined by the Board, be made known to whomever it applies.

Delegation of powers and assignment of duties

25. (1) The Board may in writing delegate or assign to the chief executive officer or any other employee of the Corporation or any other person any power or duty conferred or imposed on the Board by this Act, except the power to make rules under section 9 or 24.

(2) The chief executive officer may delegate any power or assign any duty, delegated or assigned to him or her under subsection (1), to any employee of the Corporation.

(3) A delegation or assignment by the Board under subsection (1) or the chief executive officer under subsection (2) -

- (a) may be effected subject to such conditions as the Board or the chief executive officer may determine;
- (b) may be withdrawn or varied by the Board or the chief executive; and
- (c) shall not preclude the Board or the chief executive officer from exercising or performing any power or duty so delegated or assigned.

Use of name of Corporation

26. (1) Subject to subsection (2), no person shall -

- (a) carry on business; or
- (b) where such person is a company or close corporation be registered under the Companies Act, 1973 (Act No. 61 of 1973) or the Close Corporations Act, 1988 (Act No. 26 of 1988), as the case may be,

under a name which is the same as that of the Corporation or so closely resembles it as to be calculated to deceive.

(2) No company or close corporation shall, by virtue of subsection (1), be prohibited from carrying on business or remaining registered under the name under which it carried on business or was registered immediately before the commencement date.

(3) Any person who carries on business or is registered contrary to subsection (1) shall be guilty of an offence and liable on conviction to a fine not exceeding N\$2 000 or to imprisonment for a period not exceeding six months or to both such fine and such imprisonment.

Application of property of Corporation

27. Except as expressly otherwise provided in this Act, the property of the Corporation, from whatever source acquired, shall be applied exclusively for attaining the objects of the Corporation.

Execution of agreements by Corporation

28. Any agreement, instrument or other document approved by the Board may be entered into or executed on behalf of the Corporation by any person or persons generally or particularly authorized thereto by the Board.

Limitation of liability

29. A director of the Board, a member of a committee of the Board or any other person in the employment of the Corporation shall not be personally liable for any loss or damage arising out of or in connection with the performance of his or her functions in terms of this Act, unless the loss or damage is due to gross negligence, dishonesty or fraud on his or her part, or to anything done by him or her in bad faith.

Insurance

30. The Corporation may insure against any loss, damage or injury which a director in the course of the performance of his or her duties as director, or the Corporation may suffer.

Liquidation of Corporation

31. The Corporation shall not be wound up except by or under the authority of an Act of Parliament.

Staff of Corporation and conditions of service

32. (1) On the commencement date all persons who, immediately before that date, were in the employ of Swameat Corporation Limited by virtue of the provisions of section 4(2)(z) of the repealed Ordinance shall be in the employ of the Corporation and -

- (a) the terms and conditions of employment, including salary, that applied to those persons immediately before such commencement date shall continue to apply; and
- (b) there shall be no break or interruption in the employment of such persons because of the enactment of this Act and when determining the rights to, or eligibility for, retirement, pension, sick or vacation leave, or any gratuity,

any such person's service with Swameat Corporation Limited shall be construed as continuing service with the Corporation.

(2) Any employment referred to in subsection (1) may be terminated or the terms and conditions varied after the commencement date in the same manner and to the same extent as before that date.

Repeal of law and saving

33. (1) Subject to subsection (2), the Swameat Corporation Ordinance, 1986 (Ordinance No. 2 of 1986 of the Legislative Assembly of the Whites) is hereby repealed.

(2) Anything done under a provision of the Swameat Corporation Ordinance, 1986, before the repeal of that Ordinance by subsection (1), and which can be done under a corresponding provision of this Act, shall be deemed to have been done under such corresponding provision.

Short title and commencement

34. This Act shall be called the Meat Corporation of Namibia Act, 2001 and shall come into operation on a date to be determined by the Minister by notice in the *Gazette*.
