

## **CONSTITUTION AND BYE LAWS**

### **Arts Association Stellenbosch / Kunsvereniging Stellenbosch / Umanyana lwe Arts Yasestellenbosch**

Note: The Artist's Circle (also named the Kunstenaarskring) of Stellenbosch which was started in July 2002 at its last meeting on 29 March 2006 decided to dissolve in order to form a new association catering for the needs of not only artists, but also that of non-artists specially interested in the visual arts. Other reasons for this step are, inter alia, to procure a venue in Stellenbosch where an active visual arts culture amongst members of all communities could develop and to establish branch membership with the South African National Association for the Visual Arts (SANAVA) whose aims and objectives are the furtherance of all matters pertaining to the visual arts both within and outside South Africa.

The following Articles comprise the Proposed Constitution and Bye Laws to be adopted at the first Annual General Meeting on 28 February 2007.

#### **1. NAME**

The English name of the Association is the ARTS ASSOCIATION STELLENBOSCH. In Afrikaans the name is KUNSVERENIGING STELLENBOSCH. In Xhosa the name is UMANYANA LWE ARTS STELLENBOSCH.

#### **2. JURISDICTION**

The area of jurisdiction of this Association is the region surrounding Stellenbosch and including towns in the Overberg district.

#### **3. HEADQUARTERS**

The headquarters of this Association is in Stellenbosch.

#### **4. LEGAL STATUS**

1. This Association is and shall continue to be a separate legal entity with perpetual succession. It conforms to aims and objectives as stipulated in this constitution. The Association has the power to acquire, hold, lease, rent and to alienate or deal with any manner of property and description whatsoever, and with the capacity to acquire rights and obligations.
2. Provided it conforms with its aims and objectives, the association has the power to make donations, loans, and to enter into any form of contract, including the sale and purchase of fixed property and is entitled to accept donations of property, and to register mortgage bonds against its fixed property.
3. All legal or arbitration proceedings are brought by or against the Association or in its name and all property is held and registered in the name of the Association. No individual member is liable for the debt or any other obligation incurred in the name of the Association. The Executive Committee may authorize any person to act on behalf of the Association and to sign all legal documents relating to all steps that may be necessary in connection therewith or in connection with the acquiring, holding, alienation, mortgaging of property or otherwise as it may deem fit.

#### **5. A NON-PROFIT ASSOCIATION**

- 5.1 The Association is not formed and does not exist for the purpose of carrying on any business that has for its object the acquisition of gain by the Association or its individual members. The income and assets of the Association are applied solely for investment and for the promotion of its aims and objectives.
- 5.2 Except for those expenses which are necessarily incurred for its operations, no part of the income of assets is paid directly or indirectly by way of dividend, donation or otherwise to any person.
- 5.3 The Association is not entitled to carry on any trading or other profit-making activities or participate in any business or occupation other wise than in the promotion of its aims and objectives.

## **6. AIMS AND OBJECTIVES**

The aims and objectives of the Association are:

- 6.1 The promotion of all forms of visual art;
- 6.2 The creation of an active visual arts culture amongst members of all communities;
- 6.3 The development and encouragement of artistic talents and skills as well as art appreciation.

## **7. MEMBERSHIP**

Membership of this Association is as follows:

1. *Ordinary members*: paying a minimum annual subscription determined by the Executive Committee from time to time.
2. *Persons under the age of twenty-one years, students and pensioners*: paying one half of the annual subscription of *Ordinary Members*.
3. **Honorary Members**: Persons may, by virtue of valuable services in the interests of the Association, be nominated by the Executive Committee and elected as Honorary Members at an Annual General Meeting. Such persons are members for life, or if elected by virtue of their office, then for the period of tenure of such office. Honorary Members have the same privileges as Ordinary Members but are not called upon to pay annual subscription fees.
4. **Life Members**: Persons may become Life Members upon a donation to be determined by the Executive Committee. Life Members have the same privileges as Ordinary Members but are not called upon to pay annual subscription fees.
5. **Affiliated members**:
  1. Societies or organizations which are also in the field of promoting the visual arts and are locally constituted, which desire to affiliate with the Association may be accepted as affiliated members, at the discretion of the Executive Committee of the Association.
  2. The annual affiliation fee for each affiliated society is in each case determined by the Executive Committee of the Association.
  3. Each affiliated society is entitled to representation on the Executive Committee of the Association by one member or an alternate.
  4. An affiliated society gives the Association at least fourteen days notice of any change or representative or alternate.
  5. Subscription fees are payable in full on admission and are due for payment thereafter at the beginning of each calendar year.
  6. An affiliated society which fails to pay its affiliation fees within one month after such fees are due will cease to be an affiliated member.

2. **Membership Fees**:

- 2.1. Membership fees are annually payable in advance and fall due in January. Should any member fail to pay subscription fees, after non-payment of one year such membership will cease.
- 2.2. For new membership dating from July, half the annual subscription is payable.
- 2.3. Enrolment after 1<sup>st</sup> October, on payment of full subscription, includes membership for the whole ensuing year.

## **8. MANAGEMENT**

1. The affairs of the Association are managed by an Executive Committee.
2. Members of the Executive Committee are the Chairman, two Deputy Chairmen, the Secretary, the Treasurer, and not less than five but not more than twelve members of the Association,

plus such members of affiliated societies or organizations who are entitled to membership in terms of this Constitution.

3. Office-bearers and members of the Executive Committee are elected at the Annual General Meeting and serve from one Annual General Meeting to the next.
4. The Executive Committee has the power to co-opt members from the membership of the Association and such co-opted members serve from the time of their co-option to the next Annual General Meeting.
5. The Executive Committee fills the vacancy on the Executive Committee or in its office-bearership.
6. A member of the Executive Committee who is absent from three consecutive meetings, without prior apology or leave of absence, ipso facto ceases to be a member.
7. A decision of the Executive Committee is taken by majority of votes by members present and in the advent of a tie in the voting, the chairman of the meeting has an additional casting vote.
8. The Executive Committee meets as often as deemed necessary by the Committee or its chairman, but not less than six times (i.e. bi-monthly) during its time of office.
9. The Executive Committee has full powers to take all such actions, including adoption of general rules in the form of By-laws, which it deems necessary to meet the aim and objectives of the Association, provided that a by-law which so adopted by the Committee, ceases to have force and effect unless it is ratified by the next Annual General meeting.
- 8.10 Sub-committees: The Executive Committee has the power to appoint sub-committees to investigate and advise upon specific matters. The members of such sub-committees need not necessarily be members of the Executive and have advisory power only. Sub-committees may co-opt additional members, subject to the approval of the Executive Committee. Where sub-committees are appointed by the Executive, all their members have full voting rights irrespective of whether such members are members of the Executive or not.
- 8.11 The Executive Committee appoints a management committee of not less than three members, including the chairman and secretary and/or treasurer, with the power to act on its behalf when decisions have to be taken between meetings of the Executive. Action taken by the management committee must be reported to the Executive Committee at its next meeting for ratification.
- 8.12 Interim Authority: Between an Annual General Meeting and the first Executive Committee meeting thereafter, all sub-committees functioning during the preceding year, are empowered to operate during the interim period, whenever necessary. Records of action taken must be signed by the presiding chairman and referred to the Executive Committee at its next meeting.
- 8.13 The minutes of the Executive Committee's meetings is recorded either in English or Afrikaans.

## **9. MEETINGS**

### **1. Annual General Meeting:**

1.1. An Annual General Meeting is held during the first half of every calendar year and the period under review at such meeting is the period expired since the period under review since the previous General Meeting.

1.2. All members are given preliminary notice a month in advance of the date of the Annual General Meeting, with an invitation to submit to the secretary three weeks before the meeting, any notice of motion to be included in the agenda. Two weeks' notice and agenda of the meeting, including notice of motion and reports to be considered, are issued to all members.

1.3. The Executive Committee submits an annual report and audited financial statement for the preceding year for adoption.

1.4. The Annual General Meeting elects its Executive Committee as provided for in paragraph 8.3 and appoints an auditor to audit the books of the Association.

### **2. Special Meetings:**

The chairman may at any time and must on the requisition in writing of not less than seven members, call a Special Meeting of the Association, or a Special Meeting of the Executive

Committee, for the transaction to such business as has been notified in the notice summoning the meeting. At least one week's notice is given for such Special Meeting.

3. Quorum:

- 3.1. At the Annual General Meeting a quorum consist of twenty (20) members who have paid their subscription for the current year, and may include honorary and life members. If no quorum is present the meeting stands adjourned for two weeks after which those attending have the authority to hold a meeting.
- 3.2. At Executive and Sub-committee meetings a quorum consists of half the number of such committee members.

4. Control of Meetings:

The chairman and in the absence of the chairman, a deputy chairman takes the chair at all meetings. If neither the chairman of deputy-chairman is present, the members present appoint an Acting Chairman. The Chairman of any meeting has a deliberative as well as a casting vote.

5. Voting at Meetings:

Except for decisions amending the constitution and the dissolving of the Association as provided for in article 12 and 13, all decisions taken at the Annual General Meeting and all other meetings for the Executive Committee or Sub-Committees, are taken by a majority of votes by the members present and no vote by an absentee, in whatever form of communication, is accepted.

**10. Membership and Representation of Council of SANAVA**

1. The Association of Arts Stellenbosch/Kunsvereniging Stellenbosch is a branch member of the South African National Association for the Visual Arts (SANAVA) which is also known as the Suid-Afrikaanse Vereniging vir die Visuele Kunste (established in 1851 and formerly known as, inter alia, the South African Association of Arts / Suid-Afrikaanse Kunsvereniging).
2. Representation of the Association on the Council of SANAVA is determined by election at a meeting of the Executive Committee and duly reported at the Annual General Meeting.

**11. Financial Matters**

- 11.1 The funds of the Association are to be deposited with a bank to be determined by the Executive Committee. All cheques drawn on the account of the Association are signed by any two of the following: Chairman (or Acting Chairman), a Deputy Chairman, The Secretary and/or Treasurer and such other members of the Executive Committee who have been authorized by the Executive Committee.
- 11.2 It is the duty of the Secretary and/or Treasurer to keep the Executive Committee informed about the finances of the Association; for this purpose and interim Financial Statement is laid before the Executive Committee at every ordinary meeting of the Executive Committee. A report on current income and expenditure may be requested by the Chairman or the Executive Committee at any time.
- 11.3 The Financial relations between the Association and the Council of SANAVA are on the following basis:
  1. Of the annual membership and affiliation subscriptions to the Association, a capitation fee, to be determined by SANAVA in consultation with the Association, is remitted to the Council of SANAVA.
  2. Any grants-in-aid or donations to the Association will be retained by the Association.

**12. AMENDMENTS OF THE CONSTITUTION**

1. This Constitution is not to be added to or amended or rescinded except at an Annual General Meeting, or Special Meeting of the Association called for such purpose, and then only with the consent of not less than two thirds of the members present and voting at such meeting.

2. No proposal for addition, amendment or rescission is considered unless its terms have been communicated to the Association and notification is given to all members not less than two weeks before the meeting at which it is to be moved.

### **13. DISSOLUTION OF THE ASSOCIATION**

1. A decision to dissolve the Association is taken at a Special Meeting which is specifically convened for such purpose and is adopted by two thirds of fully paid members of the Association; for purposes of such Meeting, a duly attested vote of an absentee member in a form of communication approved by the Executive Committee, is also accepted.
2. A motion to dissolve the Association must include a proposal how the remaining assets and monies of the Association remaining as a credit after the settling of all liabilities, are to be dispensed with and such a proposal must be adopted in the same manner as the decision to dissolve the Association.

February 2007

