

## **Constitution**

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## Constitution

### 1. NAME

1.1 The name of this association (hereinafter referred to as 'the association') is the **South African National Association for the Visual Arts**.

The acknowledged abbreviation is SANAVA.

### 2. DEFINITIONS

Word	Meaning
Affiliated member	a group that has been admitted as a member according to the conditions in this constitution and the standing rules
Affiliated member	an affiliated member of SANAVA in good standing that has paid the prescribed affiliation fee for the current year, to the secretariat of SANAVA, has voting rights at meetings of SANAVA, according to the conditions in this constitution
Annual General Meeting	the Annual General Meeting of members of SANAVA
Branch	a branch of SANAVA, established and administered according to the constitution and bylaws
Branch Committee	the elected officers of a branch
Branch in good standing	a branch of SANAVA that has paid the prescribed membership fees, payable by its members for the current year, to the secretariat of SANAVA, gives it voting rights at meetings of SANAVA according to the conditions in this constitution
Bylaws	bylaws and rules of a branch of SANAVA
Constitution	this constitution as adopted or as amended from time to time
Delegate	a member who is present at meetings of SANAVA and who represents the members in good standing of a branch

Secretariat	the main administrative office of SANAVA at such place as may be decided upon by the National Council from time to time
Honorary member	an individual who has been granted this honour for life by a branch, but who has no voting rights
Honorary Life Vice President	an individual who has been granted this honour for life by the National Council, but who has no voting rights at any meetings of SANAVA
Management Committee	the Management Committee of the National Council composed according to this Constitution
Member in good standing	a member whose membership fees are fully paid and who has voting rights at meetings of SANAVA according to the conditions in this constitution and the branch rules and bylaws
National Council	the main executive body of SANAVA composed in terms of this constitution
Ordinary member	an individual whose name is registered with a branch of SANAVA
Pensioner member	a senior citizen who is a member of SANAVA in terms of the branch rules
Secretariat	appointed by the SANAVA Management Committee who administers the secretarial duties of the organisation
Standing rules	the rules as set by the National Council and/or Management Committee to define activities of SANAVA
Student member	a <i>bona fide</i> student registered at an educational institution that is a member of SANAVA

Unless any other meaning is evident –

2.1 ‘in writing’ means written, typewritten or printed, or any other electronically presented form.

### 3. SECRETARIAT

3.1 Secretariat of the association shall be at such place as may be decided upon by the National Council/Management Committee.

3.2 The area of operation of the association is the Republic of South Africa with branches at such places as have been formed prior to and after the adoption of this constitution or to any other conditions set by the National Council.

### 4. AIMS AND OBJECTIVES

4.1 The aims and objectives of the association are the promotion and enhancement of all matters pertaining to the visual arts, both of the past and the present.

It must be in line with the South African Constitution's stipulation of the freedom of artistic expression.

4.2 In pursuing this, the association may adopt such methods and perform such acts as it shall consider fit, including -

4.2.1 Organising, or assisting in the organisation of exhibitions of the visual arts within or outside South Africa.

4.2.2 Presenting or organising lectures or papers on any subjects relevant to the purpose and work of the association.

4.2.3 Publishing a monthly newsletter.

4.2.4 Assisting and advising institutions, organisations and corporations in the acquisition of works of art.

4.2.5 Obtaining and administering bequests.

4.2.6 Rendering assistance to educational institutions, artists and students of the visual arts.

4.2.7 Participating in the organisation and administration of competitions for the visual arts.

4.2.8 Operating a trust to promote the aims and objectives of SANAVA, administering its funds and appointing the trustees.

4.3 The activities of the association are operated in a non-profit manner and with an altruistic or philanthropic intent.

4.3.1 No activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of the organisation otherwise than by way of reasonable remuneration.

4.3.2 At least three non-related people who accept fiduciary responsibility for the public benefit organisation will control the decision-making powers of such organisation.

4.3.3 No funds will be distributed to any person other than in the course of undertaking any public benefit activity.

4.3.4 The funds of the public benefit organisation will be used solely for the objects for which it was established.

4.3.5 No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to its tax deductibility in terms of section 18A: Provided that a donor (other than a donor which is an appointed public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1) (cA) (i), which has as its sole or principal objective the carrying on of any public benefit activity) may not impose any conditions which could enable such a donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

4.3.6 No excessive remuneration will be paid to any employee, office bearer, member or other person, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objectives.

4.4 The association should not align itself with political parties or activities having a political connotation.

4.5 The association shall comply with section 30 of the Income Tax Act and any further amendments relating to the Act.

## 5. LEGAL STATUS

5.1 The association is a body corporate and may sue or be sued in any Court of Law in its name. It will be represented in any legal proceedings by any person or persons appointed for that purpose by the Management Committee.

5.2 The association has an identity and existence distinct from its members or office-bearers. The association will continue to exist,

notwithstanding changes in the composition of its membership or office-bearers.

5.3 Members or office-bearers shall have no rights in the property or other assets of the association solely by virtue of them being members or office-bearers. The association's income and property are not distributable to its members or office-bearers except as reasonable compensation for services rendered.

5.4 Any legal proceedings brought in any Court of Law by or against any branch will be instituted or defended by such branch and will be represented by any person or persons appointed for such purpose by the relevant branch committee.

## 6. PATRONS

Invitations may be extended to eminent people who are approved by the Annual General Meeting on recommendation of the National Council to accept patronage of the association for as long as the association decides or until they terminate their patronage of their own accord.

## 7. MEMBERSHIP

### 7.1 Eligibility

Membership of the association shall be unequivocally open to all who share a common interest in the visual arts, who subscribe to the aims and objectives as defined in the Constitution and pay the prescribed fees.

### 7.2 Application and cancellation

7.2.1 Application for membership is determined by the requirements of a particular branch. People who desire membership of a branch, but who are resident outside the area served by the branch, must apply to the secretariat of the association.

7.2.2 The discretion to accept or reject any such application is vested in the committee of the branch concerned.

7.2.3 The committee concerned may cancel such membership, subject to a right of appeal to a general meeting of the association, whose decision is final.

### 7.3 Categories of membership

7.3.1 Categories of branch membership, as well as the membership fees, are determined by each branch and specified in its constitution and bylaws.

7.3.2 Ordinary members of the association are members of the association as a whole and are attached to the branch of which they are members, for administrative purposes.

7.3.3 Affiliated members are institutions or organisations with aims and objectives similar to those of the association, who may be admitted with such rights and privileges as have been mutually agreed upon, in writing.

### 7.4 Membership fees

7.4.1 The annual membership fees for each category of membership is determined by each branch.

7.4.2 The annual membership fee, equal for all branches in the various categories of membership, is payable to the secretariat, by each branch. The amount is determined by the National Council in consultation with branches from time to time.

7.4.3 Membership fees for affiliated organisations are determined by the National Council.

7.4.4 Membership fees must be paid by branches and affiliated organisations to SANAVA within 3 (three) months after the beginning of the financial year and 7 (seven) days prior to the date of any general meeting or postal vote to establish the number of members in good standing.

### 7.5 Voting rights

7.5.1 Ordinary members in good standing can vote at branch meetings and attend general meetings of the association as observers without voting rights.

7.5.2 Delegates representing branches can vote at general and council meetings on behalf of members in good standing, according to the same conditions as those applicable to postal voting in Clause 7.3.3.

7.5.3 An affiliated member in good standing is entitled to one vote for the group at general meetings.

7.5.4 Honorary members have no voting rights at meetings of the association.

7.5.5 Voting by post (or otherwise) is in accordance with the conditions in Clause 7.4 as amended by the Management Committee from time to time.

## 8. NATIONAL COUNCIL AND MANAGEMENT COMMITTEE

The full authority of the association I (save where otherwise provided in this constitution) vests in the National Council and Management Committee.

### 8.1 Composition

8.1.1 The Management Committee consists of the elected office bearers - the National President, three Vice-Presidents who are charged with responsibilities as determined by the National Council and the Honorary Treasurer.

8.1.2 The National Council consists of the elected officers of the Management Committee, the Honorary Treasurer, the immediate Past President and the delegates of each of the branches established in terms of this constitution, and of affiliated organisations, or their nominated deputies.

8.1.3 The secretariat of the association are not *ex officio* members of the Management Committee or the National Council, but may attend meetings of the Committee or Council on such conditions as may be decided upon by the Committee and Council. The secretariat has no voting rights.

### 8.2 Eligibility

Any member of the association in good standing is eligible for election to any of the offices of the Management Committee.

### 8.3 Nominations

8.3.1 Nominations for the posts of office bearers of the association must be in writing, accompanied by the written consent of the candidate.

8.3.2 Each branch, through its committee, may nominate one candidate for each office. In the absence of any nomination made by the branches, such nominations will be made by the National Council.

8.3.3 Nominations must be received by SANAVA not later than 90 (ninety) days prior to the date of the election or such other time as may be decided upon from time to time by the Management Committee.



## 8.4 Elections

8.4.1 Election will be by ballot on the ballot paper attached to the notice of the meeting. The result of the election must be declared at the meeting.

8.4.2 Accompanying the ballot paper with the names of the candidates, will be an envelope addressed to SANAVA or the auditors of the association, who will hand these to scrutinisers, appointed by the Management Committee, to ensure the secrecy and validity of individual votes.

8.4.3 Ballot papers must be handed to the scrutinisers 7 (seven) days before the date of the Annual General Meeting or the Special General Meeting called for the purpose of the election.

8.4.4 A majority of votes cast is required for a candidate to be elected.

8.4.5 The result of the election will be disclosed at the Annual General Meeting or Special General Meeting after the National President, or in his/her absence the occupant of the chair, has delivered his/her report.

8.4.6 Alternatively, the procedures for the election will be as decided upon by the National Council from time to time and as prescribed by the standing rules.

## 8.5 Co-option

8.5.1 The Management Committee may co-opt a maximum of 2 (two) additional members to assist with the efficient running of the affairs of the association. Co-opted members have the same rights and privileges and perform the same duties as elected members.

8.5.2 The Management Committee may invite any organisation not otherwise represented on the National Council to appoint a representative to assist it with advice at any meeting or meetings of the association at which matters of mutual interest may be under discussion, and may similarly invite any non-member(s) of the association.

## 8.6 Voting rights and proxies

8.6.1 Members of the National Council vote by the personal casting of a vote at a meeting, or by appointment of a written proxy to such meeting, or by postal or any electronic means.

8.6.2 On certain occasions, to expedite business, all Council members may be required to register their votes by post or any electronic means. In such cases, should answers to queries not be received at SANAVA by the due date, or within 2 (two) days in respect of a query that in the opinion of the National President is sufficiently urgent to merit being telegraphed, it shall be assumed that the reply is in the affirmative.

8.6.3 No Council member can exercise more than one vote, but he/she can also carry the votes as delegate of his/her branch.

8.6.4 The National President, or whoever presides at a meeting of the association or National Council, has a casting as well as a deliberative vote.

## 8.7 Term of office

8.7.1 The term of office for elected members of the Management Committee is 3 (three) years, or until their respective successors have been elected or appointed. Any elected member may not serve more than three successive terms.

8.7.2 Retiring members can be re-elected, but may not hold office for more than three successive terms.

## 8.8 Resignation and filling of vacancies

8.8.1 Members of the National Council must notify SANAVA in writing 2 (two) months in advance of their intention to resign.

8.8.2 Should the National President resign, the Management Committee, in consultation with the National Council, nominates an acting president until an election is arranged.

8.8.3 Vacancies that occur on the National Council during a term of office, can be filled by co-option until the next Annual General Meeting resolves on the appointment of the office-bearers concerned.

## 8.9 Removal from office

A Council or Management Committee member will be removed from office for any of these reasons -

8.9.1 Absence without adequate reason from 2 (two) consecutive meetings of the National Council or Management Committee.

8.9.2 Negligence or serious breach of duty.

8.9.3 As a result of the findings of a disciplinary committee that has been specially appointed.

## 8.10 Duties and powers

8.10.1 The secretariat performs the duties and powers agreed on by the National Council or Management Committee.

8.10.2 The National President or, in his/her absence, a Vice-President, presides at all General Council and Management Committee meetings. If neither of them is present at a meeting, the members present elect a member to preside.

The Management Committee -

8.10.3 drafts and amends standing rules, formulates the activities of the association, provided that such standing rules will lapse if not ratified at the next Annual General Meeting, and the activities are not inconsistent with the constitution.

8.10.4 appoints standing and special committees and defines their duties in the standing rules.

8.10.5 appoints secretarial and other staff required and determines their status, duties and remuneration.

8.10.6 negotiates and mandates the National President to sign agreements such as the Barclays L'Atelier Art Competition on behalf of SANAVA.

8.10.7 revises, when necessary, the Cité Internationale des Arts residency conditions, application forms.

8.10.8 revises, when necessary, the association's corporate identity.

## 9. MEETINGS AND QUORUMS

### 9.1 Annual General Meeting

9.1.1 The Annual General Meeting of the association shall be held each year within 6 (six) months of the end of the financial year.

9.1.2 The SANAVA secretariat will forward to each member in good standing written notice and the agenda of the Annual General Meeting at least 30 (thirty) days prior to the date of the meeting.

9.1.3 Branches wishing to place any item on the agenda, must forward the proposed resolution, together with any supporting documents to SANAVA at least 14 (fourteen) days prior to the date of the meeting.

9.1.4 The Management Committee and secretariat present to the Annual General Meeting a full report of the transactions performed on behalf of the association, and the treasurer will present the audited financial report of the association.

9.1.5 In a cycle of 6 (six) years, 3 (three) Annual General Meetings should be held in different cities or towns. Such meetings will be arranged by the branch concerned in consultation with the Management Committee.

9.1.6 The procedure at the Annual General Meetings will be decided upon by the National Council from time to time and as prescribed by the standing rules.

### 9.2 Special General Meeting

9.2.1 A Special General Meeting must be held within 2 (two) months from the date on which the secretariat

- receives a request from at least 3 (three) members of the National Council or
- receives a written request from the committees of at least 3 (three) branches.

9.2.2 Notice of the Special General Meeting, in writing, setting forth the business to be transacted, must be given to every member in good standing at least 3 (three) weeks in advance.

9.2.3 At any Special General Meeting no business other than that set forth in the notice summoning it, may be transacted.

### 9.3 Quorums at meetings

9.3.1 A quorum at General Meetings is all the members present at the meeting.

### 9.4 Meetings of the National Council

9.4.1 The National Council meets at least once a year and that meeting takes place immediately before the Annual General Meeting. Notice of this meeting is given at the same time as that of the Annual General Meeting.

9.4.2 Special meetings of the National Council are called at the request of the National President or at least 3 (three) council members.

9.4.3 Notice of a special meeting of the National Council is given by the SANAVA secretariat at least 7 (seven) days in advance, stating the purpose for which it is called.

9.4.4 A majority of members shall form a quorum at any meeting of the National Council.

9.4.5 If there is no quorum at the starting time of the meeting, the members present may continue with the meeting, provided ratification of resolutions by the National Council is required before action may be taken.

### 9.5 Management Committee Meetings

9.5.1 The Management Committee deals with the day-to-day business of the association on behalf of the National Council.

9.5.2 The Management Committee meets when necessary, but at least once a year.

9.5.3 Members of the Management Committee conduct the day-to-day business of the association by communicating in any appropriate way acceptable to all members of the Committee, provided decisions that are taken are properly recorded and the minutes approved by all members.

9.5.4 A majority of members forms a quorum at any Management Committee Meeting.

## 10. BRANCHES AND LOCAL ADMINISTRATION

The membership of the association is represented by branches. The members of such branches elect committees to administer their organisations.

## 10.1 Establishment

10.1.2 A branch may be established in any area where a visual arts society is structured, consisting at least of a chairperson, vice-chairperson, secretary, treasurer and one ordinary member.

10.1.3 Branches that have been established are listed in the official records of the association.

## 10.2 Branch constitutions, rules and bylaws

10.2.1 A branch drafts its constitution, rules and bylaws to govern its affairs, provided nothing conflicts with the provisions of the constitution and standing rules of the association.

10.2.2 The committee of every branch has autonomy in administering its affairs within the constitution and standing rules of the association, provided that its rules be submitted to the Management Committee for approval.

## 10.3 Committees and representation on National Council

10.3.1 Each branch and affiliated organisation can nominate a committee member (or his/her deputy) to represent the branch or affiliated organisation as its delegate at National Council and general meetings of the association.

10.3.2 These nominated members may vote at meetings of the National Council.

10.3.3 The secretariat of the association must refer in writing any matter to the National Council or Management Committee, which is deemed by the Council or Committee to be of national concern, for the ascertainment of the views and wishes of such branch or affiliated organisation to its nominated delegate. A branch exercises one vote for each 50 (fifty) members in good standing. A branch with less than 50 (fifty) but not less than 5 (five) members in good standing has one vote.

10.3.4 Affiliated organisations in good standing have one vote.

10.3.5 The number of members in good standing is the number of current membership fees received by SANAVA 7 (seven) days prior to the date of voting.

10.3.6 The Committee of any branch may be dissolved, according to the provisions in its constitution, rules and bylaws or by resolution of the National Council, if it deviates from the

accepted objectives of the association and to be agreed at an Annual General Meeting.

#### 10.4 Financial matters

10.4.1 Branches establish their own subscription fees for each category of membership and pay the annual membership fee to SANAVA.

10.4.2 Beyond payment of the annual membership fee, no branch or affiliated organisation has any further financial liability to the national body of the association.

10.4.3 Branches and affiliated organisations are responsible for the travelling and subsistence allowances of their delegates or their deputies when they attend meetings of the association.

10.4.4 All immovable and movable property, gifts, collections and other funds which may be acquired or received by a branch are held, controlled, used and dealt with as its own property in conformity with the aims and objectives of the association and in accordance with the constitution and bylaws of the association, subject to the terms or conditions under which such property, gifts, bequests, collections and other funds may have been acquired or made.

### 11. FINANCE AND LIABILITY OF MEMBERS

#### 11.1 Control

The financial affairs of the association are controlled by the Management Committee, which will operate a banking account in consultation with the National Council as required by the constitution and its standing rules.

#### 11.2 Financial year

The financial year of the association is from 1 April to 31 March.

#### 11.3 Signatories

11.3.1 All accounts are operated by signature of at least 2 (two) members of the National Council, or any other person designated and authorised by the National Council.

11.3.2 The Management Committee will from time to time, in consultation with the National Council, determine an amount as payment for services rendered, provided that such an amount may only be exceeded after the committee's prior approval had been obtained.

#### 11.4 Assets

The association may acquire, hold control and dispose of, whether by sale or otherwise, such immovable and movable property and funds as may accrue to it by purchase, gift, bequest or collections, but shall have no rights or liability in respect of any property or assets (other than membership fees) of branches.

#### 11.5 Appointment and duties of treasurer

11.5.1 The treasurer is appointed annually by the National Council. The incumbent Treasurer may not be a member of any branch committee during his/her term of office.

11.5.2 The treasurer must keep a full record of financial affairs of the association and keep the Management Committee informed of the financial state of the association.

11.5.3 The treasurer prepares an annual budget for notification to the Annual General Meeting and approval by the National Council.

11.5.4 The treasurer will prepare the annual balance sheets and statements of receipts and expenditure as well as an interim report to cover the period between the end of the financial year and 30 (thirty) days prior to the date of the Annual General Meeting.

#### 11.6 Audit

The accounts of the association must be audited annually by an auditor appointed annually by the National Council.

#### 11.7 Liability of members

The liability of members of the association is limited to the payment of any amount owing by them to the association in terms of this constitution.

#### 11.8 Expenses of officers

The travelling and subsistence allowances of elected members of the Management Committee and those of the secretariat are determined by the Management Committee.



## 12. DISSOLUTION

12.1 Should the National Council by a 75% (seventy-five percent) majority vote to dissolve the association, as a public benefit organisation, the steps as described must be followed.

12.2 The secretariat must give 30 (thirty) days' notice to all members of a Special General Meeting at which the dissolution of the association will be considered.

12.3 If, at the meeting called in terms of clause 14.2, the resolution to dissolve is carried, and if thereafter upon the winding-up and dissolution of the association there remains, after the satisfaction of all its debts and liabilities, any assets whatsoever, it or the value thereof will not be paid to or distributed among the office-bearers of the association but will be given or transferred to –

(a) Any similar public benefit organisation, which has been approved in terms of section 30 of the Income Tax Act (the Act).

(b) Any institution, board or body which is exempt from the payment of income tax in terms of section 10(1)(cA)(i) of the Act, which has as its sole or principal object the carrying on of any public benefit activity.

(c) Any department of state or administration in the national or provincial or local sphere of government of the Republic of South Africa, contemplated in section 10(1)(a) or (b) of the Act.

A decision with regard to the most appropriate beneficiary must be determined by the same Special General Meeting or in default of such determination, by a Judge of the Supreme Court of the Republic of South Africa as may have or acquire jurisdiction in the matter.

12.4 Any property which may have been acquired or received by a branch in terms of clause 12.4.4 must be dealt with in the same manner.

12.5 Nothing in this constitution shall give the National Council any jurisdiction or right over property of any branch committee while these bodies continue to exist.

## 13. AUTHORITY OF AND AMENDMENTS TO THE CONSTITUTION

13.1 The Management Committee decides on all questions relating to procedures not covered in this constitution, provided it is not inconsistent with the constitution.

13.2 All official languages shall be acknowledged. In the event of any discrepancies around the different versions of the constitution, bylaws and standing rules, the English version shall be decisive in the event of a dispute.

13.3 Amendments to the constitution may be proposed by the National Council, the Management Committee, a branch committee, the national president or a national vice-president.

13.4 Written notice of the proposed amendments or a draft of the proposed revision must be given to all branch committees.

13.5 Such proposed amendments will be adopted or defeated by a majority vote of members in good standing of all branches at a General or Special General Meeting at each branch of which due notice has been given.

13.6 The result shall be determined by the Management Committee on reports certified by the chairperson of the branches on the number of votes cast for and against such proposed amendments to the constitution.

13.7 Alternatively, the constitution can be amended by a majority vote of the members in good standing present at an Annual General Meeting or a Special General Meeting convened for that purpose of which due notice has been given.

13.8 This constitution comes into effect at its adoption or at such other time as may be decided upon by the meeting at which it has been adopted.

13.9 A copy of all amendments to the Constitution shall be submitted to the Commissioner for the South African Revenue Service.

Approved and adopted at the Annual General Meeting on 2 October 1998, and amended at Annual General Meetings on 23 April 2004, 21 April 2006, 27 April 2007, 28 August 2010 and 6 June 2015.

Dirkie Offringa  
Chairperson

Ben Rootman  
Secretary of the meeting