

**Association  
for Visual Arts  
Gallery**

**CONSTITUTION OF THE ASSOCIATION FOR VISUAL ARTS**

**1. NAME**

The name of the Association shall be the *Association for Visual Arts* hereinafter referred to as AVA.

**2. OBJECTIVES**

The objectives of AVA are to:

- I. Implement its mission statement by playing a vibrant and leading role in creating a dynamic focus through the promotion of art and cultural interaction;
- II. Further and promote art and artists;
- III. Promote South African art both nationally and internationally;
- IV. Further visual literacy;
- V. Pursue its activities through a process of:  
Shared decision-making;
  - a) Consultation;
  - b) Transparency;
  - c) Non-discrimination.

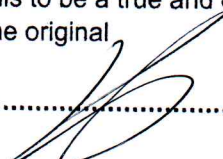
**3. LEGAL STATUS**

- 3.1 AVA is a voluntary association of members who share the above objectives.
- 3.2 AVA shall be a distinct legal entity and body corporate, with inter alia:
  1. The power to acquire, to hold and to alienate property.
  2. The capacity to acquire rights and obligations.
  3. The capacity to institute and defend legal actions in its own name.
- 3.3 AVA's activities shall not be carried on for the sole purposes of gain.
- 3.4 AVA shall have perpetual succession notwithstanding any changes in the number or identity of its members.
- 3.5 AVA's income and assets shall be utilized only for the promotion of the objectives for which it is established and no part thereof shall be paid directly or indirectly to its members.
- 3.6 No member, Board member, Office bearer or employee shall incur any personal liability in respect of:

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COMMISSIONER OF OATHS  
PRACTISING ATTORNEY  
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1. acts done in good faith on behalf of AVA;
  2. liabilities incurred by or on behalf of AVA.
- 3.7 No Board member shall be held liable for the acts, receipts, negligence or default of any other Board member or office bearer unless it arises in consequence of his or her own dishonesty or failure to exercise the proper degree of care, diligence and skill.

#### 4. COMPOSITION

AVA shall consist of a Board of Members (the Board), a Gallery Director and such officers as may be duly appointed, and members.

#### 5. MEMBERSHIP

Membership shall be open to all persons.

##### 1. Classes of Membership

There shall be two classes of members:

- a) Ordinary members; and
- b) Honorary members.

##### 2. Qualification for membership:

Membership shall be at the discretion of the Board.

##### 3. Membership list

An accurate membership list shall be kept and all members shall from time to time communicate their addresses to the Gallery Staff for this purpose.

##### 4. Rights and Obligations of members

The rights and obligations of any member are:

- 5.4.1 To be entitled, upon written application, to a copy of the Constitution of AVA;
- 5.4.2 To become entitled to all the benefits and privileges of membership of AVA, including the right to vote at the Annual General Meeting.
- 5.4.3 Except in the case of Honorary members, to be liable for the payment of the annual subscriptions to AVA.
- 5.4.4 To be bound by the constitution of AVA and any amendments thereto, and he or she shall be presumed to have knowledge thereof.

##### 5.5 No member shall make himself or herself guilty of:

- a) A willful breach of the provisions of this Constitution;
- b) Conduct inimical or prejudicial to the objectives, interests or reputation of AVA;
- c) Conduct unbecoming of a member of the AVA.

##### 5.6 Subscriptions

1. Payment of Subscription
  - a) Members shall pay annual subscriptions in the amount as set by the Board;

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- b) Any member who has failed to pay his or her subscriptions i.e. is not in 'good standing', shall be barred from voting at any of AVA's meetings for as long as said subscription remains unpaid.

5.6.2 **Termination of Membership**

Any member whose membership has been cancelled or has been expelled or suspended or has resigned:

- a) Shall not be entitled to recover any damages, refund or sum by reason of the termination or suspension of his or her membership prior to the end of the current year.

**5.7 Reinstatement**

The Board may reinstate any person as a member upon application and subject to such conditions as it may deem fit.

**5.8 Waiver**

The Board is empowered to waive a member's compliance with the above obligations should it consider it reasonable and equitable.

**6. THE BOARD OF MEMBERS**

**6.1 Governance**

AVA shall be governed by the Board.

**6.2 Composition of the Board**

The Board shall:

- 6.2.1 Comprise between six and fifteen (6 - 15) members including the Gallery Director who shall ex-officio be a member. All Board members must be fully paid up members of AVA;
- 6.2.2 Where possible, be representative of all communities involved in the work of AVA.

**6.3 Election of the Board**

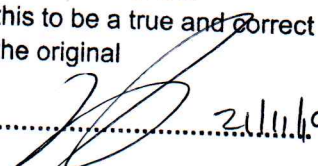
- 6.3.1 The nomination of candidates for the Board shall be in writing and be accompanied by the written consent of the person nominated and shall be directed to the Gallery Director at least ten (10) days before the date fixed for the holding of the AGM at which election shall take place.
- 6.3.2 At the AGM voting for Board members shall either be by way of ballot or by show of hands as the Chairman decide.
- 6.3.3 Each newly selected Board member shall receive written confirmation of his or her appointment.

**6.4 Term of Office**

- 6.4.1 Each Board member's term of office shall commence at the AGM of his or her election or ratification (Refer to 6.5.5).
- 6.4.2 Each Board member shall remain in office for a two (2) Year period.

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## 6.5 Structure of Board

- 6.5.1 The Board shall at the first meeting after the AGM choose a Chairperson, Vice-chairperson and a Treasurer;
- 6.5.2 These positions shall comprise an Executive Committee (Exco) which shall be empowered to sign documents on behalf of the Board as so delegated at a regular meeting.
- 6.5.3 The Chairperson must have been a Board member for at least six (6) months;
- 6.5.4 The Board shall establish and agree to comply with criteria for its members and for the functioning of the Board as a whole, which criteria will be in written form in an Independent Code of Governance for NPOs in South Africa and AVA Schedule of Governance and Authority.
- 6.5.5 The Board may co-opt anyone to fill any vacancy occurring between AGM's and said co-option must be ratified at the next AGM.

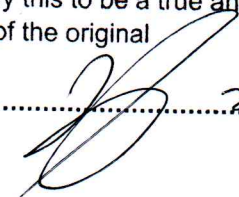
## 6.6 The power and duties of the Board

- 6.6.1 The Board shall govern and control AVA's affairs and shall have full power and authority to do any act, matter or thing which could or might be done by AVA excepting such matter especially reserved to be dealt with at a general meeting of members;
- 6.6.2 Without in any way limiting the generality of such powers and authorities the Board shall have the power to:
  - a) Invest and reinvest funds;
  - b) Borrow money with or without security;
  - c) Enter into any contracts, partnerships and carry on any business in AVA's name.
  - d) To appoint such agents, officers and employees for permanent, temporary or special services as they think fit and to invest them with such powers as they may think expedient and to determine their duties and to affix and vary their salaries and to suspend or discharge any such persons at their discretion.
  - e) To establish sections and branches of AVA and determine their functions.
  - f) To make and give receipts, releases and other discharges for monies payable to AVA and for the claims and demands of AVA.
  - g) To receive and accept donations to AVA and to deposit such donations and other income in an accredited banking institution.
  - h) To initiate and carry on fundraising activities both within and without the Republic of South Africa.

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- i) To create such sub-committees, both standing and ad-hoc, as are deemed necessary to effect the objectives of AVA and the smooth running of the Board.
  - j) To generally do all such things as may further the purpose of AVA and to exercise their powers with the care, diligence and skill which can reasonably be expected of a person who manages the affairs of another.
- 6.6.3 All property belonging to AVA shall be managed in the name of the current Chairperson, Treasurer and Vice-Chairperson. When duly authorised in writing by the Board, they may acquire moveable and immovable property by purchase, loan or otherwise and may mortgage, sell, or let, or otherwise deal or dispose of it. For the purpose of this section the signature of any two of three office bearers mentioned may suffice.

## 6.7 Discipline

- 6.7.1 The Independent Code of Governance for NPOs in South Africa is applicable to members of AVA shall *mutatis mutandis* apply to members of the Board.
- 6.7.2 The Board, should it deem it necessary, may appoint a Disciplinary Sub-Committee, which shall:
- a) Consist of the Chairman and two members of the Board appointed by the Board all of whom shall constitute a quorum, save that, on the recusation or unavailability of any of the above-mentioned, the Board shall have the power to fill any vacancies from among the members of the Board;
  - b) Have power to frame, enquire into and decide on charges against members of AVA and the Board and to reprimand, fine, suspend and expel anyone who has been found guilty of a disciplinary infraction.
- 6.7.3 Any member of AVA penalised by the Disciplinary Sub-Committee may appeal to the Board within one (1) month of such decision.

## 6.8 Termination of Office of Board Member

- 6.8.1 A Board member may resign at any time by notice in writing to the Chairperson.
- 6.8.2 A Board member shall automatically cease to be so if:
- a) He or she ceases to be a member of AVA for whatsoever reason;
  - b) He or she is declared incapable of managing his or her own affairs;
  - c) He or she is convicted of any crime involving dishonesty;
  - d) He or she fails to attend three (3) consecutive meetings of the Board held over a period of more than thirty (30) days of which due notice

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was given without an apology providing adequate explanation to the satisfaction of the Board.

- 6.8.3 Any member of the Board who acts contrary to the interests and objectives of AVA or who commits a disciplinary infraction may be removed from the Board by a two-thirds (2/3rds) majority vote of the remaining Board members.

(This Section is to be read together with Section 6.7)

- 6.8.4 Any Board Member so expelled shall have the right of appeal to a special general meeting called for this purpose.

## **6.9 Remuneration of Board members**

- 6.9.1 No Board member shall be remunerated for fulfilling the duties of a Board member, provided that where a Board member would otherwise be unable to attend a meeting or function of the Board, he or she may be refunded any reasonable expense actually incurred in ensuring his or her attendance. Such refund shall require minuted approval.
- 6.9.2 In the case of seminars, workshops and conferences, such expenses shall be limited to the actual travelling, conference fee, accommodation and subsistence expenses and must be approved prior to the event.
- 6.9.3 No loans may be made to Board members, staff or sub-committee members from the funds of AVA.

## **7. MEETINGS**

### **7.1 Annual General Meetings**

- 7.1.1 An AGM shall be held no later than 9 months after the end of the financial year and at such time and place as the Board may determine.
- 7.1.2 The Board shall give at least four weeks' notice in writing of the AGM to all Board members, staff, office bearers and members in good standing. Failure to notify all members will not invalidate any meeting.
- 7.1.3 The said notice shall state the agenda of the meeting, the names and terms of office of current and prospective Board members and include a 50-word curriculum vitae of each of the latter prospective Board members.
- 7.1.4 The agenda shall include:
- The Chairperson of the Board's annual report;
  - The Treasurer's report on the audited account;
  - An introduction of existing and prospective Board members;
  - The election of new Board members by ballot;
  - The appointment of an auditor for the coming year;
  - Any business as may properly come before the meeting.

### **7.2 Special General Meetings**

- 7.2.1 The Board may at any time call a Special General Meeting of members.

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7.2.2 The Board shall call a special general meeting upon the written application of 25% of current members of AVA

7.2.3 Fourteen (14) days written notice shall be given of such meeting and shall specify the purpose and agenda of the meeting.

**7.3 Quorum**

The quorum of any General Meeting shall be 20 members of AVA.

**7.4 Chairperson**

The Chairperson at any General Meeting shall be the Chairperson of the Board, failing whom it shall be the Vice-chairperson of the Board. If both are absent or unavailable, the members present shall elect a Chairperson.

**7.5 Voting**

7.5.1 Voting at General Meetings shall be by show of hands, provided that voting may be by ballot if there is a motion to that effect.

7.5.2 Each member shall be eligible and entitled to vote and shall have one vote only. The Chairperson shall have a casting vote.

7.5.3 Board members shall be elected by written ballot.

**7.6 Adjournments**

General Meetings may be adjourned:

- a) If there is no quorum;
- b) If the majority of members present agree to adjourn;
- c) If the business on the agenda is completed;
- d) At the discretion of the Chairperson of the General Meeting.

**8. BOARD MEETINGS**

**8.1 Meetings**

8.1.1 The Board shall meet in full at least once quarterly (every 3 months) except for the month of December which meeting shall be at the Board's discretion.

8.1.2 The EXCO shall meet more regularly, as and when needed.

**8.2 Notice**

8.2.1 Notice of the date of a subsequent meeting given at the close of the meeting and in the minutes shall constitute notice of the next meeting.

8.2.2 If no such notice is given seven (7) days written notice shall be given to each member.

8.2.3 The inadvertent omission to give notice of any meeting of the Board shall not invalidate the proceedings of any such meeting.

**8.3 Minutes**

8.3.1 The Board shall keep proper minutes of all their meetings or cause such minutes to be kept.

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8.3.2 Originals of the minutes shall be signed by the person chairing the meeting upon their approval at the next meeting. Originals will be maintained in a proper binder and be available to all Board members, and paid-up members with the prior approval of the Board.

8.3.3 Minutes of the previous meeting shall be mailed to Board members not less than seven (7) days before the next meeting.

#### **8.4 Quorum**

8.4.1 A quorum for taking decisions at board meetings shall be 50%+1 of the current Board members.

8.4.2 If no quorum is present, the meeting shall be adjourned and reconvened within seven (7) days in order to gather a quorum for the conducting of business.

#### **8.5 Chairperson**

8.5.1 The meeting shall be chaired by the Chairperson of the Board, failing whom it shall be the Vice-chairpersons of the Board.

8.5.2 If all are absent or unavailable, the members of the Board present shall elect a chairperson.

#### **8.6 Voting**

8.6.1 Voting shall be by show of hands.

8.6.2 Each member present shall have one vote and the Chairperson shall have a casting vote.

8.6.3 Decisions shall be by simple majority.

#### **8.7 Vacancies**

Proceedings of the Board shall be valid irrespective of any temporary vacancy in the Board.

#### **8.8 Adjournment**

Board meetings will be adjourned:

8.8.1 If there is no quorum;

8.8.2 If the majority of Board members present agree.

8.8.3 At the discretion of the Chairperson of the Board.

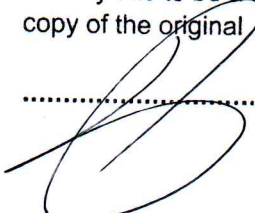
### **9. FUNDRAISING**

9.1 AVA shall be entitled to procure donations from any source approved by its Board.

9.2 AVA shall be entitled to receive and accept such donations only if such donations are irrevocable and not made subject to terms and conditions which the Board members regard as contrary to its stated objectives.

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**10. FINANCE**

- 10.1 The financial year of AVA shall run from 01 January to 31 December each year.
- 10.2 The Board shall at all times maintain proper accounting records to be kept of all capital, income, expenditures and transactions.
- 10.3 All financial records including books of account, vouchers, donation records and disbursements shall be kept for at least five (5) years from the date thereon.
- 10.4 Financial transactions that require a signature, shall be signed by any two members of the Executive Committee, namely
  - 1. The Chairperson;
  - 2. The Treasurer;
  - 3. The Vice-Chairperson.
- 10.5 The Board shall prepare annually and not less than twenty-one (21) days before its Annual General Meeting, financial statements duly reviewed or audited by a qualified auditor.

**11. AMENDMENTS TO THE CONSTITUTION**

- 11.1 The Constitution shall not be repealed or amended and no new rules shall be made, save by a Resolution adopted by a two-thirds (2/3rds) majority of the current paid-up members of AVA present at an Annual or Special General Meeting of members of AVA of which due and proper notice has been given.
- 11.2 No less than fourteen (14) days' notice shall be given to each member of any meeting at which any amendment, alteration or addition is to be considered. The full text of any such change must accompany the written notice.

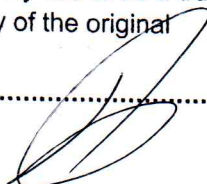
**12. DISSOLUTION OF AVA**

- 12.1 AVA may be dissolved by Resolution passed at a Special General Meeting called for that purpose if two-thirds (2/3rds) of the current paid-up and Honorary Life Members feel that AVA's purpose is not being fully achieved, has been achieved or has been unachievable.
- 12.2 Not less than twenty-one (21) days' notice shall be given of a Special General Meeting called to consider dissolution and the notice shall clearly state that dissolution and the disposal of assets will be the business of the meeting.
- 12.3 If, upon dissolution of AVA, there remain any assets whatsoever after the satisfaction of all debts and liabilities, such assets shall be donated to an organization with similar objectives as designated by the membership and failing them by the board.

Updated October 2017

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