

Constitution

1. The Society

- 1.1. The Society shall be henceforth be known as the KwaZulu Natal Society of Arts.
- 1.2. The Society shall be an autonomous body having perpetual succession and a legal existence independent of its members, capable of suing and of being sued in its own name and the liability of members shall be limited to the amount of their subscription fees paid at any time.

2. Objects and Aims

- 2.1. To foster the development of the visual arts in KwaZulu-Natal and to assist artists and art groups, regardless of race, creed, age or gender.
- 2.2. To make the visual arts more accessible to the people of the region by means of exhibitions, education and interaction.
- 2.3. To promote and facilitate exhibitions to effect the sale of works by artists.
- 2.4. To introduce art programmes, both vocational and creative, to cater for those who do not have access to formal education in the visual arts.
- 2.5. The Society shall not align itself to any political party or movement.
- 2.6. The Society shall be a non-profit organisation and all of its activities shall be carried out with an altruistic or philanthropic intent.

3. Powers

The Society shall be empowered to do all things necessary for the achievement of its objects and without derogating from the generality hereof, the Society shall be empowered to:

- 3.1. Co-operate with any other society, organisation or association having objects similar or complementary to its own, or disengage from any such existing co- operations or agreements that are deemed to be disadvantageous to the aims of the Society.
- 3.2. Undertake representation to government, local authorities and other bodies in terms of the objects and aims of the Society.
- 3.3. Provide a forum for the discussion of common interests and problems amongst organisations engaged in work similar to that of the Society.
- 3.4. Collect, canvas for and accept subscriptions, donations, bequests, gifts and benefits of whatsoever nature for the Society provided that the Society shall be prohibited from accepting any donation 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 the tax deductibility thereof in terms of section 18A of Act 58 of 1962(as amended)(“the Act”) : Provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i) of the Act, which has as its sole object or purpose the carrying out of any public benefit activity) may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.
- 3.5. Utilise its funds solely for the objects for which it has been established, or invest such in such prudent investments in financial instruments and assets as the Society may see fit
- 3.6. Undertake and execute any trust, whether for reward or otherwise, which would be in the interest of the Society.
- 3.7. Acquire by way of purchase, sale, lease, donation, bequest or otherwise, movable or immovable property.

- 3.8 Sell, donate, exchange, partition or otherwise alienate or encumber movable or immovable property.
- 3.9 Borrow money on bank overdraft or otherwise to mortgage immovable property or pledge movable property of the Society as security for such loan.
- 3.10 Construct, acquire or rent movable or immovable property.
- 3.11 Institute, defend, compound or abandon any legal proceedings.
- 3.12 Levy charges for services rendered and commission of goods sold through the Society
- 3.13 To employ and remunerate curators, assistants, and other employees required for the fulfillment of the objects of the Society, subject to such terms and conditions of employment as the Council may determine from time to time and provided that the Society shall not pay any remuneration to any employee, office-bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.
- 3.14 Generally to exercise any power -or do any act or thing necessary to the attainment of the objects of the Society and which the members of the Council deem it desirable to do from time to time.

4. Vesting and Control of Property

The property, estate and effects of the Society, whether movable or immovable and of whatsoever nature or kind shall vest in and be registered, if necessary, in the name of the Society and the control of such property, estate and effects, shall vest in the Council of the Society, subject to such terms and conditions as may be required under any law, or be imposed by a competent official in terms of any law, or by members of the Society. Members of the Council shall not be required to furnish any security for the exercise of their powers in terms hereof.

5. Use of Income and Property

Any income or property of the Society shall be used solely in the furtherance of its objects and it shall be incapable of transferring the whole or any portion of the assets of the Society, whether directly or indirectly and in any manner whatsoever, for the benefit of any person other than by way of payment in good faith of reasonable remuneration to any officer or employee for services rendered or by way of a benefit to a beneficiary of the Society in pursuance of its objects.

At least 85% of the activities of the Society, measured either as to cost related to the activities or time expended in respect of the activities, shall be carried out for the benefit of persons in the Republic unless the Minister of Finance, having regard to the circumstances of the case, directs otherwise: provided that donations received from persons or organisations which are not residents (or income derived directly from such donations) and the activities utilising such funds shall not be subject to the restrictions in this clause.

6. Membership

- 6.1 Ordinary membership shall be open to all persons interested in art and desirous of furthering the objects of the Society. Such persons who apply on the prescribed form shall be eligible as members of the Society for the financial year in which the subscription is paid. The amount of the subscription shall from year to year be determined at the Annual General Meeting.
- 6.2 Student membership shall be open to all persons who are full-time scholars at recognised educational institutions, or non-formal establishments that the Council may at its own discretion recognise as bona fide educational bodies. Conditions of membership shall be applicable as stated in sub-clause 6.1.
- 6.3 Bona fide pensioners are eligible for Pension Membership at reduced rates subject to the conditions as stated in sub-clause 6.1.
- 6.4 Honorary Life Membership may be granted by the Society at the Annual General Meeting upon the recommendation of the Council to any persons in recognition of exceptional service to the Society.
- 6.5 The designation, Honorary Vice-President, may be conferred on a past member of the Council who had been in office for ten years or more and rendered outstanding service to the Society. Such an Honorary Member may attend Council meetings and be invited to Executive Committee

meetings, but are not eligible to vote unless they are also an elected Council Member of the Society.

- 6.6 Subscriptions for current members of the Society shall become due on the FIRST (1) day of January of each year.
- 6.7 New member's may join at any stage during the course of the year at a pro-rata rate, but must renew their membership at the date stipulated in sub-clause 6.6.
- 6.8 Any member having failed to pay the Annual Subscription within three months of its due date, and having been sent a final notice by the Secretary to the members last known address, will be removed from the membership roll of the Society without further notice.
- 6.9 The membership of any member may be removed from the membership roll of the Society for any action committed likely to prejudice the best interests of the Society as a whole. In such case a written notice signed by at least ten members must be submitted to the Council who, after due deliberation, shall refer the same to a Special General Meeting of the Society. The motion, if supported by THREE QUARTERS (3/4) of the members present, should then be declared carried.

7. Committees and Office Bearers

- 7.1 The management of the affairs of the Society, as set out in clause 3, shall be vested in the Council which shall consist of not fewer than SIX (6) and not more than TWELVE (12) members of the Society elected by the members present at the Annual General Meeting: provided that at least 3 of the Council member shall not be connected persons (as defined in the Act) as related to one another and no single person shall directly or indirectly control the decision-making powers of the Society.
- 7.2 A nominee elected to the Council of the Society shall serve in this capacity for TWO (2) years before retiring. All retiring members are eligible for re-election.
- 7.3 The composition of the Council will be such that one half of the Council of the Society shall retire each year at the cessation of their term of office at the Annual General Meeting.
- 7.4 Nominations for candidates to the Council must be made in writing to the Secretary of the Society not later than 12.00 noon on the day before the Annual General Meeting providing that in each case the proposer and seconder of the candidate have signified in writing to the Secretary that their nominee is prepared to accept office if elected and furthermore that said proposer and seconder have been members of the Society for not less than TWO (2) consecutive years. All nominees must have been members of the Society for at least SIX (6) months prior to the Annual General Meeting.
- 7.5 Both or either the proposer and seconder of a candidate for the Council of the Society may be called upon to motivate to the Annual General Meeting the reasons for their nomination but should both the proposer and seconder of a candidate be absent at the Annual General Meeting, then that nomination will be declared null and void.
- 7.6 Voting of prospective Council Members will be conducted by means of ballot paper and the results of the vote shall be declared by the Chairperson, whose decision shall be final and binding and who will announce the names of the successful candidates as duly elected Council Members.
- 7.7 Members shall be permitted to vote at the Annual General Meeting of the Society by proxy granted in writing to a member of good standing present at an Annual General Meeting provided such member may vote under proxy on behalf of not more than TWO (2) members.
- 7.8 At its first meeting after the Annual General Meeting, the Council shall elect from its members a Chairperson who shall be known as President of the Society and TWO (2) Vice-Chairpersons who shall be known as Vice-Presidents of the Society, under the procedures stipulated in sub-clause 12.1. The Council shall also appoint a Secretary, and may remunerate them from the Society's funds.
- 7.9 At its first meeting after the Annual General Meeting, the Council shall appoint an Executive Committee which shall consist of the President, TWO (2) Vice-Presidents, a Secretary, and as many members of the Council as the Council may decide, either at one time or from time to time to appoint to the Executive Committee.
- 7.10 The Executive Committee shall be empowered, on behalf and in the name of the Council,

between meetings of the Council to exercise all the powers of the Council and to perform all of the duties and functions of the Council.

- 7.11 The decisions of the Executive Committee relating otherwise than to its own procedure shall, however, be subject to the supervision and to the review of the Council, which may require the Executive Committee to report to it with regard to all or any such decisions.
- 7.12 With the exception of the President, the office bearers referred to in sub-clauses 7.8 and 7.9 shall hold office until the next Annual General Meeting.
- 7.13 The President shall officiate until the outcome of the elections for President at the first Council Meeting following the Annual General Meeting. A standing President may be re-elected but shall not hold office for more than three consecutive years.
- 7.14 At the first meeting after the Annual General Meeting the Council shall appoint such sub-committees as may be required from time to time. The functions of the sub-committees will be defined and set down by the Council from time to time. The Council shall elect a convenor of each sub-committee. The members of any such sub-committees shall be members or employees of the Society but the Council is also empowered to co-opt non-members with special skills to such sub-committees as advisors should the Council deem it desirable to do so. Employees of the Society shall not have voting rights in Council but those who sit on committees, in an ex officio capacity, will have voting rights in the committees.
- 7.15 Any vacancies which may occur in the Council or Executive Committee may be filled by the Council which shall be empowered to co-opt members of the Society onto such committees until the next Annual General Meeting provided that at least TWO THIRDS (2/3) of the elected members at a designated meeting of the Council agree to the nomination of each such co-opted member.
- 7.16 In the event that any member of the Council or the Executive Committee fails to attend any meeting of such committee on THREE (3) consecutive occasions, without prior approval from either the President or Secretary, then in that event the member concerned shall be deemed to have resigned from such committees.

8. Annual General Meeting

- 8.1 The Annual General Meeting of the Society shall be held not later than SIX (6) months after the end of the year of the Society which occurs on 31 March.
- 8.2 The Council shall give written notice of the Annual General Meeting of the Society which shall be delivered or posted to every member of the Society at such address as the member provides at the time of registration or renewal of membership, unless a change of address has been advised to the Secretary, in writing. Notice of the Annual General, a list of members of the Council in office and the agenda shall be dispatched by post or delivered at least FOURTEEN (14) days before the date fixed for the Annual General Meeting.
- 8.3 The quorum of the Annual General Meeting shall constitute THIRTY (30) of the paid up members of the Society.
- 8.4 The Annual General Meeting shall be chaired by the outgoing President or, in his/her absence or inability to act, by a Vice-President.

9. Special General Meeting

- 9.1 A Special General Meeting of the Society may be called by the Council or on the written request of not less than TEN (10) members of the Society. At least SEVEN (7) days written notice of a Special General Meeting shall be given to all members of the Society. Such notice shall state the business of the meeting.
- 9.2 The quorum at a Special General Meeting shall constitute THIRTY (30) of the paid up members of the Society.
- 9.3 Special General Meetings shall be chaired by the President, or in his/her absence or inability to act, by a Vice-President.

10. Council Meetings

- 10.1 Meetings of the Council shall normally be held once a month with a minimum of six meetings per

year, and half plus one members of the Council shall form a quorum. The Secretary shall give each member of the Council notice of and the agenda for such meetings at least THREE (3) days before such a meeting. In the event that the meeting is not quorate those present may proceed with the business of the meeting and any decisions taken must be ratified at the next quorate Council meeting.

- 10.2 Special meeting of the Council may be held at the request of any member of the Council. The provisions of sub-clause 10.1 relating to notice and quorum shall apply to Special Council Meetings.
- 10.3 Notice given in the form of a schedule of meetings for the entire year shall be deemed to be compliance with the obligation to give notice of a Council of Executive Committee meeting.

11. Executive Committee Meetings

The Executive Committee shall meet on such occasions as it deems desirable. A quorum of the Executive Committee shall consist of half plus one members. The Secretary shall give members of the Executive Committee at least TWENTY FOUR (24) hours notice of the Executive Committee.

12. Voting

- 12.1 The voting for the President of the Society at the first Council Meeting shall proceed with a proposal of a nomination and a seconder by elected members of the Council of the Society. Should there be more than one nomination, then voting will take place by ballot under the auspices of the standing President, or if there is a conflict of interest, under an elected temporary Chairperson. The same procedure shall follow in the elections of the TWO (2) Vice-Presidents, Secretary. Nominees shall not be allowed to exercise a vote in each category. Chairpersons of the various sub-committees will be nominated by the elected Council Members of such sub-committees.
- 12.2 The President shall have the casting vote at Council and Executive meetings. The Chairperson of any of the respective sub-committees shall exercise a casting vote.

13. Minutes of Meetings

It will be the responsibility of the Secretary that minutes of all meetings of the Society are kept. Such minutes shall be certified by the President, Vice-President, or in the case of a sub-committee, by the chairperson of such a sub-committee, and shall be open to scrutiny by any member of the Society.

14. Finance and Assets

- 14.1 The financial year of the Society shall end on the 31st day of March every year.
- 14.2 A banking account shall be operated in the name of the Society and all cheques, debit orders, stop orders or other authorities for the withdrawal of monies there from shall be signed by any TWO (2) of: The President; One Vice-President; the Secretary; the Chief Executive Officer
- 14.3 All monies received by the Society shall be banked or invested in terms of clause 3.5.
- 14.4 Books of account shall be maintained by the Secretary with the assistance of any person or persons appointed to such task by the Council.
- 14.5 The books of Account of the Society shall be available for inspection by any member of the Society at all reasonable times upon reasonable notice to the Chief Executive Officer
- 14.6 Audited Financial Statements of the affairs of the Society shall be prepared by the Auditor annually and such statements shall be presented at the Annual General Meeting of the Society.
- 14.7 The Society shall comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Service from time to time under section 30(3)(e) of the Act.
- 14.8 No activity of the Society will directly or indirectly promote the economic self-interest of any office-bearer or member of the Society, otherwise than by reasonable remuneration. Paid officials of the organisation may serve on the management in an advisory capacity, but will have no voting rights except as provided in 7.14 above.
- 14.9 Every member of the Committee, chairperson, officer and every other person (whether an officer of the Society or not) employed by the Society shall be indemnified out of the funds of the Society

against all liability incurred by them in such capacities, in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted.

15. Annual Report

An annual report of the work and activities of the Society during the preceding year shall be prepared by the President and shall be presented at the Society's Annual General Meeting.

16. Contracts

- 16.1 Contracts between the Society and any other person or institution shall, subject to the provisions of sub-clause 16.2 be approved by either the Executive Committee or the Council. The President or, in his/her absence or inability to act, a Vice-President shall be empowered to enter into such contracts on behalf of the Society.
- 16.2 No contract for the acquisition or disposal of any land or building or any other immovable property nor any lease in respect of such property shall be entered into by the Society without the approval of at least TWO THIRDS (2) of the members at a Council meeting of the Society convened for this purpose.
- 16.3 No member of the management shall have any direct or indirect interest in or benefit from any contract which the management may conclude with any company.

17. Alteration of Rules and Constitution

- 17.1 The rules of the Society and its Constitution shall not be altered or amended without the approval of THREE QUARTERS (3/4) of the members present at a Special General Meeting or Annual General Meeting.
- 17.2 Copies of amendments to the constitution must, if the Society is registered as a NonProfit Organisation, be sent to the NonProfit Directorate and, if the Society is exempted from tax under section 30 of the Act, be sent to the Commissioner for the South African Revenue Services.

18. Termination

- 18.1 The organisation may be dissolved if at least TWO THIRDS (2/3) of the members present and voting at a General Meeting of members convened for the purpose of considering such matter are in favour of dissolution.
- 18.2 Not fewer than TWENTY ONE (21) days notice shall be given of such meeting and the notice convening the meeting shall clearly state that the question of dissolution of the organisation and disposal of its assets will be considered. If there is no quorum at such a general meeting, the meeting shall stand adjourned for not less than one week and the members attending such meeting shall constitute a quorum.
- 18.3 If upon dissolution of the organisation there remain any assets whatsoever after the satisfaction of all debts and liabilities, such assets shall not be paid to or distributed among its members, but shall be given to such other non-profit organisation(s) having similar objectives which, if the Society has been so approved, has/have been approved in terms of section 30 of the Act, and if the Society is registered as a NonProfit Organisation, which is/are themselves(s) registered as NonProfit Organisation(s).

I hereby certify that this Constitution was adopted by an Annual General Meeting of the KWAZULU NATAL SOCIETY OF ARTS held at DURBAN on the day of the month of in the year TWO THOUSAND and FIVE (2008)

PRESIDENT
Pascale Chandler