

VISUAL ARTS NETWORK OF SOUTH AFRICA (VANSA) CONSTITUTION

As passed in 2003

As amended at AGM of February 12 2006

As amended in compliance with provisions of the Non-Profit Organisation Act 1997 (Act No. 71)
May 30 2006

1. Name of the Association

The name of the association created through this constitution is the **VISUAL ARTS NETWORK OF SOUTH AFRICA**, and shall also be known by its acronym, **VANSA**.

2. Interpretation

In this deed, unless it appears otherwise from the context:

- 2.1. words importing any one gender shall include the other, and words importing the singular shall include the plural and vice versa;
- 2.2. the headings are used for reference and convenience only and shall in no way be used to explain, amplify or modify or aid in the interpretation of the deed;
- 2.3. "association" means the VISUAL ARTS NETWORK OF SOUTH AFRICA or VANSA;
- 2.4. "the country" means the area of the Republic of South Africa as defined by the South African Constitution;
- 2.5. "province" or "provinces" means one or all nine of the provinces defined by the South African Constitution
- 2.6. "the National Steering Committee" means the steering committee constituted in terms of clause 7.2 of this constitution;
- 2.7. "the Provincial Steering Committee" means a provincial steering committee established in terms of clause 16 of this constitution;
- 2.8. "National Chairperson" means the national chairperson elected and mandated in terms of clause 13.1 of this constitution
- 2.9. "Provincial Chairperson" means the provincial chairperson elected and mandated in terms of clause 16 of this constitution
- 2.10. "code of conduct" means the code of conduct set out in clause 4 of this constitution
- 2.11. "visual arts" means all forms of fine art, photography, new media art, performance art, craft, design, art education, art therapy.
- 2.12. "visual artist" means any person who, on a regular basis, contributes – as a professional, amateur or traditional practitioner – to the visual arts or is being trained for such, particularly fine artists, designers, crafters, performance artists, photographers etc.
- 2.13. "to lobby" means to attempt to persuade towards a particular end, using any or all means deemed appropriate at the time

3. Legal personality

- 3.1. The association shall be a juristic person capable of acquiring rights, incurring obligations, entering into legal transactions and of suing and being sued in its own name.
- 3.2. The association will be capable of owning assets. Immovable property acquired by the association shall be registered in the name of the association.
- 3.3. The association will continue as an entity with perpetual succession notwithstanding changes of membership within it.
- 3.4 No member of the association has by virtue of her/his membership of the association, any right to any assets owned by the association.
- 3.5. The nature of the association shall be a not-for-profit and will be registered as such with the relevant national government department.

4. Objects of the Association

The objects of the association are

- 4.1. to provide a national forum and organisational base for visual arts practitioners, creative artists working within the visual arts field, curators, gallerists, museums, technical, administrators, educators, art historians and critics, organisations, institutions and service providers in the visual arts industry (eg art material suppliers, framers, foundrys etc) to debate, set an agenda, and act in their respective and collective interests within the visual arts.
- 4.2. to provide the tools or access to the tools – information, technology, skills and expertise, etc – required by the visual and creative arts sector to best create, produce, market and distribute their work, locally, nationally and internationally.
- 4.3. to provide sympathetic, constructively critical forums and advisory mechanisms to support visual and creative arts practitioners and organisations/formations in their creative processes, organisational practices and in the general challenges they face within the contemporary cultural milieu.
- 4.4. to serve as a united front to lobby government - at national, provincial, metropolitan and local levels; the private sector, educational institutions, parastatals, funding agencies such as the NAC and provincial arts councils, the lottery, and other relevant agencies, in the best interests of the visual arts sector as the need arises.
- 4.5. to promote transparency, accountability and sound financial and organisational management within the arts and culture sector, particularly among conduits and recipients of public, international and private sector funds; to investigate, or cause to be investigated allegations of corruption, misappropriation or mismanagement of funds and resources, and to take appropriate action where necessary.
- 4.6. to promote and defend the interests of visual arts practitioners.
- 4.7. to promote co-operation and unity within the arts sector and particularly in the visual arts sector in the country.
- 4.8. to acknowledge and publicise successes and achievements or significant contributions to and in the visual arts sector.

5. Code of Conduct

In endeavouring to achieve the objects outlined in clause 4, the association and its members shall adhere to the following:

- 5.1. a commitment to the best interests of the broadest range of visual arts in the country, and to the best interests of all practitioners in these fields, irrespective of race, culture, ethnicity, disability, gender, class, sexual orientation, geographical location or language.
- 5.2. support the need to redress historical imbalances in the distribution of resources, skills and infrastructure in the visual and creative arts.
- 5.3. a commitment to artistic, educational and organisational excellence and to the pursuit of the highest possible standards of technical, creative and managerial excellence in the visual arts sector.
- 5.4. a commitment to conducting their affairs in accordance with the human rights outlined in the South African Constitution's Bill of Rights, and in a manner consistent with democracy.
- 5.5. a commitment to freedom of expression, freedom to criticise and freedom to hold opposing views without fear of victimisation or censorship.
- 5.6. the belief that publicly-funded arts and culture institutions and individual arts practitioners should be accountable for the funds allocated to them by the state, but should be free of political interference, party political and state control or influence in their artistic and cultural affairs.
- 5.7. a commitment to pursuing transparency and accountability within the visual arts community, within government, and within their own organisational formations.
- 5.8. a commitment to the pursuit of sound financial management within their institutions and organisations and within the arts and culture sector generally.
- 5.9. a willingness to co-operate with any investigation initiated by the association into their affairs, should they become the subject of reasonably grounded allegations of corruption, maladministration and/or mismanagement.
- 5.10. a commitment to declare their interests where these do or may conflict with any activity or policy of the association, and a willingness to abide by the decision taken by the association in consultation with an agreed third party, with respect to the resolution of such real or potential conflicts of interest.
- 5.11. a willingness to actively participate in the formulation, implementation and promotion of the association's policies, activities and projects, and in building its support base, in pursuit of its aims.
- 5.12. a commitment to abide by the association's policies, constitution and decisions and to respect its activities, programmes and projects.

6. Primary functions of the association

- 6.1. *Membership benefits: to provide real and appropriate benefits to members.*
- 6.2. Information and advice: to research, and provide ongoing information to members which will be useful in their careers and work, and to provide advice on a range of matters including contracts and legal rights, completing funding application forms and the like.
- 6.3. *Lobbying: to monitor the creation and implementation of policy at all levels, as well as the impact of new government and other initiatives on the visual arts sector, and to proactively make recommendations to and lobby all relevant decision-makers to ensure the best interests of visual and creative arts practitioners; also to seek representation in decision-making forums and implementation mechanisms to ensure the interests of VANSAs constituency*
- 6.4. Database and statistics : to develop and maintain a comprehensive database of the visual arts sector and to ensure the production of statistics to support the sector.
- 6.5. Service providers and logistical support: to develop and maintain a database of service providers for the visual arts including amongst others publicists, marketing, publishers, curators, crating and transport, art supplies, fundraisers, media and journalists, researchers etc
- 6.6. Education and training: to identify the major needs within the sector e.g. arts management, marketing, fundraising, etc and to facilitate opportunities for such training to take place. Furthermore, to provide opportunities for practitioners and administrators and others within the industry to acquire further skills through “master classes” or courses. Specific courses to address creative needs e.g. curatorship. Critical writing, project management, etc will be facilitated. Mentorship programmes will be encouraged with learners acquiring skills and experience through relationships with relevantly skilled people.
- 6.7. Events: to provide regular events to encourage members to share ideas, network, engage with each other, obtain feedback to their work, etc.
- 6.8 As far as possible VANSAs will work with its members as service providers in respect to the above.

7. Structure

The association will be structured as a national association, with the following features:

- 7.1. nine Provincial Steering Committees, each elected by the membership in each of the nine provinces or established in terms of clause 16.7, and based in the major city in each province, to plan, implement and co-ordinate activities in their respective provinces
- 7.2. sub-regions with their own coordinating committees depending on provincial resources and capacity
- 7.3. a National Steering Committee consisting of a Chairperson, Deputy-Chairperson/s (maximum of two), General Secretary, Deputy General Secretary, Treasurer, Secretary, a maximum of ten additional members elected at the national AGM or by the existing provincial steering committees, and nine provincial representatives, normally the chairpersons of the Provincial Steering Committees
- 7.4. a National Executive Committee consisting of no more than 8 (eight) members, and including the Chairperson, Deputy Chairperson/s, General Secretary, Deputy General Secretary, Treasurer and others elected by the National Steering Committee from the elected membership of the NSC
- 7.5. a national office or point of national co-ordination, possibly with paid employees or remunerated agents to manage the affairs of the association nationally
- 7.6. provincial offices or points of regional co-ordination which may have paid employees or remunerated agents to manage the affairs of the association provincially
- 7.7. 10-15 high profile patrons - from the arts, business, international and other relevant sectors – whose profiles might benefit the association
- 7.8. a national annual general meeting to adopt national policy and a national programme of action, and to elect the national leadership
- 7.9. provincial annual general meetings to determine provincial policy and a provincial programme of action and to elect the provincial leadership

8. Portfolio functions

8.1. National portfolios

- 8.1.1. Chairperson: the chairperson drives the national programme, interprets policy where necessary, serves as the official spokesperson for the association, represents the association in appropriate forums and is accountable for the effective realisation of the association’s goals
- 8.1.2. Deputy Chairperson/s: one or two deputy chairperson may be elected to act in the absence of the Chairperson and may be assigned particular tasks to assist the Chairperson in the execution of her/his responsibilities
- 8.1.3. General Secretary: the general secretary is responsible for the day-to-day running of the association and its national interests, and for looking after its administrative affairs
- 8.1.4 Deputy General Secretary: assists the General Secretary in the exercise of his/her

duties

8.1.5. Treasurer: the treasurer is elected to oversee the production of a business plan, to prepare an annual budget at least 6 months in advance of each financial year, to oversee fundraising, the implementation of sound financial management and reporting systems and the annual audit of the association

8.1.6. Portfolio bearers: depending on the national priorities and programme of action decided upon, national coordinators of strategic areas are elected to help plan, coordinate, monitor and drive the implementation of these

8.1.7. Provincial Representative: normally the elected provincial chairperson, provincial representatives serve as channels of communication between national and provincial steering committees, represent the interests of their respective provinces at national level, and drive the national programme at provincial level

8.1.8 Minutes secretary: takes and distributes minutes at national meetings, and is responsible for updating the membership database

8.2. Provincial portfolios

8.2.1. Chairperson: the chairperson drives the provincial programme, interprets policy where necessary, serves as the official spokesperson for the association, represents the association in appropriate forums and is accountable for the effective realisation of the association's goals

8.2.2. Deputy Chairperson: the deputy chairperson is elected to act in the absence of the Chairperson and may be assigned particular tasks to assist the Chairperson in the execution of her/his responsibilities

8.2.3. Secretary: the secretary is responsible for the day-to-day running of the association and its provincial interests, and for looking after its administrative affairs including updating and monitoring the membership database

8.2.4. Treasurer: the treasurer is elected to oversee the production of a business plan, to oversee fundraising, the implementation of sound financial management and reporting systems and the annual audit of the association at provincial level

8.2.5. Portfolio bearers: depending on the provincial priorities and programme of action decided upon, provincial coordinators of strategic areas are elected to help plan, coordinate, monitor and drive the implementation of these

9. National headquarters

The nature of the national headquarters of the association shall be determined by the National Steering Committee (NSC), and shall be located at such place as decided by the NSC from time to time.

10. Membership

10.1. Membership of the association will be open to:

10.1.1. all individual visual and creative artists, visual arts administrators, designers, educators, technical, curators and related workers

10.1.2. all galleries, museums, festivals, visual arts NGOs, collectives, groupings and formations, community art centres with visual arts programmes and all visual arts training institutions

10.1.3. all service providers operating in the visual arts sector

10.2. Full membership with voting rights, the right to stand in elections and to speak and participate in decision-making general meetings, and access to all the membership benefits of the association will be available to those in the above categories who:

10.2.1. agree to the association's Code of Conduct and

10.2.2. pay an annual membership fee as reviewed and determined by the National Steering Committee on an annual basis

10.3.1. Associate membership - without voting rights, and without the right to stand in elections, and who may or may not receive the same benefits as full members, as determined by the National Steering Committee - will be available to those who

10.3.1. support the aims of the association, and would like to express such support, but for whatever reasons, cannot be a full member of the association

10.3.2. support the association's aims, but do not wish to sign the Code of Conduct or pay a membership fee

10.4. Declared members are members who are co-opted by invitation of the relevant provincial or national steering committees because of their expertise and/or experience in particular fields

10.4.1. declared members have the same rights and obligations as ordinary members and need to abide by the constitution of the association

10.5. The National Steering Committee or Provincial Steering Committee may decide to waive membership fees, or parts thereof, for certain members.

10.6. The National Steering Committee (in the case of national steering committee members) or the Provincial Steering Committee (in the case of provincial members and provincial steering committee members) shall have the power to expel any member of the association on good cause, including deliberate contravention and/or undermining of the association's Code of Conduct, policies or programmes, and/or for bringing the association into disrepute and/or for acts of dishonesty

10.7. Any member may resign by giving 1 (one) month's written notice to her/his provincial steering committee.

10.8. Any member who does not renew her/his membership and pay the membership fee within 3 (three) months of the due date, may have her/his membership lapse.

11. Management of the Association

11.1. The overall management of the association shall be vested in a National Steering Committee comprising not more than 30 (thirty) members. They are the office-bearers of the organisation.

11.2. The National Steering Committee shall consist of the members as defined in clause 7.2, and shall be elected at the association's annual AGM, except for the provincial representatives who shall be elected at provincial AGMs of the association

11.3. An Interim National Steering Committee may be elected from among, and by members of existing Provincial Steering Committees if for some reason the association does not yet have, or dissolves its National Steering Committee, or has the National Steering Committee resign

11.4. A member of the National Steering Committee shall serve until

11.4.1. the association is dissolved

11.4.2. such member resigns

11.4.3. such member is replaced by a majority vote of the National Steering Committee

11.4.4. such member fails to attend 2 (two) consecutive meetings without tendering an apology

11.4.5. the next AGM

11.5. The National Steering Committee shall have the powers of co-option, and shall be entitled to add to the National Steering Committee or to fill vacancies occurring from time to time provided that where a vacancy occurs as a result of the resignation of a member representing a particular province, such vacancy shall be filled by a member elected by that province.

11.6. The National Steering Committee shall elect from its members an Executive consisting of no more than 8 (eight) members as described in clause 7.4.

11.6.1. The Executive shall manage the affairs of the National Steering Committee and the association during the periods falling between National Steering Committee meetings

11.6.2. generally shall meet between National Steering Committee meetings and/or as the need arises

11.6.3. shall be empowered to make decisions on behalf of the National Steering Committee, which decisions shall be ratified by the National Steering Committee at the following meeting of such committee

11.7. Decisions of the National Steering Committee or Executive may be made by round robin vote or by written postal or e-mail votes i.e. the committee will not be required to meet in person, in which case the majority of votes returned by the deadline stipulated (provided that at least 50% plus one votes have been received) shall determine the decision

12. Powers of the National Steering Committee

12.1. The National Steering Committee shall manage the association in accordance with the Code of Conduct of the association and shall use its best endeavours to achieve the objects of the association. For the purposes of this clause, the National Steering Committee shall have the power to:

12.1.1. appoint full- or part-time salaried employees or agents to manage the affairs of the association both nationally, and provincially

12.1.2. administer the assets of the association

12.1.3. incur expenditure in the furtherance of the objects of the association

12.1.4. take action in all matters it deems appropriate, on behalf of the association

12.1.5. open an account (or accounts) at a registered commercial bank or banks on behalf of the association

12.1.6. raise funds and establish a trust or endowment for the purpose of ensuring the long term sustainability of the association

12.1.7. initiate, raise funds for and implement projects and a national programme of action in pursuit of its objects

12.1.8. take disciplinary action against any of its members where such action is warranted

12.1.9. join in alliance with other national or provincial arts and culture formations

12.1.10. affiliate to, or form strategic alliances with appropriate international organisations

12.1.11 to adopt a national budget

12.1.12 to manage projects on behalf of others either for a fee or voluntarily

12.2. The National Steering Committee shall report on its activities and the affairs of the association at general meetings of members and/or through regular (at least quarterly) newsletters.

13. National Chairperson

13.1. The National Chairperson shall be elected at the annual national AGM or by a national gathering of all the existing Provincial Steering Committees.

13.2. The National Chairperson shall have the power to

13.2.1. call meetings of the National Executive and National Steering Committee

13.2.2. speak on behalf of the association and represent the association at appropriate occasions

13.2.3. initiate, monitor and drive the affairs and programme of action of the association nationally, and to take corrective action where necessary

13.2.4. interpret policy as the need arises, and to propose amendments to, or new policies and strategies

13.3. The National Chairperson shall be accountable to the National Executive and National Steering Committee, and shall – as far as possible – at least consult with the national Deputy Chairperson/s and/or the chairpersons of the association's major (with the most members or most politically and strategically important) provincial branches before acting on issues which arise between Executive or National Steering Committee meetings

13.5. The National Chairperson shall keep the National Steering Committee (including Provincial Chairpersons) informed of progress on the activities and affairs of the association.

13.6. The National Chairperson shall not have a casting vote in the case of matters being deadlocked.

13.7. The National Chairperson shall have the right to sign legal and other documents on behalf of the association.

14. Meetings of the National Steering Committee

14.1. The National Steering Committee shall meet at least once per year.

14.2. The quorum for any National Steering Committee meeting shall be 50% plus one (fifty percent plus one) of existing National Steering Committee members provided that if, within 30 (thirty) minutes from the time appointed for a meeting, a quorum is not present, the meeting shall take place, provided that no resolutions passed at such meeting shall be of any effect until such resolutions have been ratified

14.2.1. by a quorate meeting of the National Steering Committee or

14.2.2. by round robin resolution or "postal vote" (with members indicating whether they support a resolution or not) in which at least 50% plus one (fifty percent plus one) of National Steering Committee members participate in writing.

14.3. Meetings of the National Steering Committee may be requested by any member of the National Steering Committee at any time, on not less than 21 (twenty one) days notice, and shall be held provided

14.3.1. the majority of members polled agree to such a meeting being held and

14.3.2. the funds are available to cover the costs of such a meeting and as ratified by the Treasurer or National Chairperson

15. Meetings of the Executive Committee

15.1. The Executive Committee shall meet at least once per year.

15.2. The quorum for Executive Committee meetings shall be 50% plus one (fifty percent plus one) of Executive Committee members, provided that if, within 30 (thirty) minutes from the time appointed for a meeting, a quorum is not present, the meeting shall take place, provided that no resolutions passed at such meeting shall be of any effect until such resolutions have been ratified

15.2.1. by a quorate meeting of the Executive Committee or

15.2.2. by round robin resolution or "postal vote" (with members indicating whether they support a resolution or not) in which at least 50% (fifty percent) of Executive Committee members participate in writing.

15.3. Meetings of the Executive Committee may be requested by any member of the Executive Committee at any time, on not less than 14 (fourteen) days notice, and shall be held provided

15.3.1. the majority of members polled agree to such a meeting being held and

15.3.2. the funds are available to cover the costs of such a meeting and as ratified by the Treasurer or National Chairperson

16. Establishment of Provincial Steering Committees

- 16.1. Provincial Steering Committees (PSCs) shall be elected in each province to build membership, and conduct and drive the affairs of the association within the province.
- 16.2. Provincial Steering Committees shall consist of a Chairperson, Deputy Chairperson, Treasurer, Secretary and additional members elected to hold particular portfolios as decided by the general meeting of members or by the PSC itself.
- 16.3. Provincial Steering Committees shall have the same powers and responsibilities as assigned to the National Steering Committee and as particularly defined or outlined in clauses 11.4, 11.5, 12 (but excluding 12.1.10) and 14, but shall be limited to exercising these within their respective provinces.
- 16.4. The Provincial Chairperson shall have the same powers and responsibilities as outlined for the National Chairperson in Clause 13, except that these powers and responsibilities are restricted to that respective province.
- 16.5. In provinces where there is no critical mass to launch a specific branch of the association or where it is deemed inappropriate to launch such a branch for whatever reason, and where an umbrella or multi-disciplinary arts body exists, the association may decide to work with such an umbrella or multi-disciplinary body as if it were a fully-fledged provincial branch of the association with the same rights and obligations provided
- 16.6.1. such a body's constitution permits this
- 16.6.2. such a body formally affiliates to the association
- 16.6.3. such a body's aims and workings are consistent with the Code of Conduct of the association
- 16.6.4. an agreement on the sharing of membership fees is reached between such a body and the association
- 16.6.5. the association reserves the right to launch a specific branch of the association in that province, at such a time as it deems appropriate
- 16.6.6. the association has the right to terminate such a relationship at any time that it deems appropriate or necessary
- 16.7. Should a Provincial Steering Committee not exist in a province for whatever reason, or should a province be unable to elect a new PSC because of inadequate attendance at a provincial AGM or for any other reason, the NSC shall have the power to establish a Provincial Steering Committee
- 16.7.1. from among members present in the province
- 16.7.2. by appointing a member to serve as the interim Provincial Chairperson, and co-opting that member onto the NSC
- 16.7.3. or by extending the life of an existing PSC or its remnants, co-opting further members to bolster the committee where necessary and changing portfolios on the PSC in consultation with the members of the PSC where necessary, until such time that a quorate provincial AGM takes place.

17. Accounting matters, banking and audit

- 17.1. The association shall not distribute any of its gains or income to any person save on dissolution, and shall utilise its funds for the objects for which it has been established.
- 17.2. Distribution of funds will be made to Provincial Steering Committees in accordance with budgets determined from time to time by the National Steering Committee.
- 17.3. Proper books of account of the association shall be kept and such books, together with all other papers and documents connected with or relating to the association, shall be kept in such places as may be agreed upon by the National Steering Committee, and shall be accessible to all members.
- 17.4. The National Steering Committee and Provincial Steering Committees may engage such accounting or secretarial assistance as may be required for the purpose of ensuring proper accounting, record keeping and regular (at least quarterly) financial statements.
- 17.5. All monies received on behalf of the association shall be deposited in one or more accounts opened at registered banking institutions by the National Steering Committee or Provincial Steering Committees. All financial transactions of the association will be conducted through this account or accounts.
- 17.6. All payments to be made on behalf of the association shall be made by cheque drawn on such account or one of such accounts by cheque issued by the institution with which a particular account is operated or by electronic banking means as approved by an auditor to ensure adequate authorisation and records
- 17.7. Deposits may be made on the signature of 1 (one) member, but all other operations upon the said accounts shall be upon the signatures of (2) two members of the relevant steering committee.
- 17.8. No donor shall derive any monetary advantage from the association for any monies donated to the association, but nothing contained herein shall prohibit a donor from requiring its donation to be acknowledged in a public form.
- 17.9. The net income, and also, if and when deemed proper and necessary, portions of the capital of the association, may be expended only in the pursuit of the objects as set out in clause 4.
- 17.10. Not less than 75% (seventy-five percent) of the net income of, and donations to the association in any financial year of its operations shall – except to the extent that the Commissioner of Inland Revenue

otherwise permits – be distributed and applied in terms of clause 17.9 during that or the next succeeding financial year.

17.11. The National Steering Committee shall ensure that its financial affairs – both national and provincial – are properly audited annually, and that such audited statements are produced within four months of the end of the financial year.

17.12. Unless otherwise determined by the National Steering Committee, the financial year for the association shall run from 1 April - 31 March .

17.13 The organisation's income and property are not distributable to its members or office-bearers, except as reasonable compensation for services rendered.

17.14 No member or office-bearer of the organisation shall have any claim or rights over the movable or immovable assets and property of the organisation.

18. Payment of costs

18.1. All costs and expenses lawfully incurred by the national or provincial steering committee members in connection with the administration of the association (including the cost from time to time of furnishing any security which may be required and any value added tax and other taxes that may become payable by them in their representative or agent - working on behalf of the association - capacity) and which have been properly authorised by the steering committee shall be paid to such steering committee members out of the funds of the association

18.2. Where expenditure has not been authorised, the person responsible for such expenditure may be held personally liable for such expenditure

18.3. The National Steering Committee or a Provincial Steering Committee may employ or commission one or more of its members to manage, coordinate and administer its affairs nationally and/or provincially, and/or to undertake particular tasks for a specific period of time, provided that such members have the skills and capacity to do this, and provided that no chairperson (provincial or national) may be employed by **VANSA** on a full-time or part-time basis.

19. General meetings

19.1. A national annual general meeting of members (or members selected/elected to represent each province in accordance with numbers agreed by the National Steering Committee) of the association shall be held not later than 15 (fifteen) months after the preceding annual general meeting each year, on a day and at a place determined by the National Steering Committee.

19.2. Provincial annual general meetings shall be held twice each year, not later than 15 (fifteen) months after the preceding annual general meeting, on a day and at a place determined by the Provincial Steering Committee.

19.3. For annual general meetings and for general meetings of members, members shall be given at least 21 (twenty-one) days notice.

19.4. The National Steering Committee or Provincial Steering Committee shall have the power to convene a general meeting at any time.

19.5. Upon requisition of not less than 5% (five percent) of members, the National or Provincial Chairperson – as the case may be – shall convene a general meeting by giving members 21 (twenty-one) days written notice of the meeting and of the business to be transacted at such a meeting, provided that the Treasurer approves the costs of such a meeting.

19.6. The quorum for provincial general meetings shall be those present, provided that all members were informed in writing of the meeting with the requisite 21 days notice of the meeting, with such notices having been sent to their postal addresses or fax numbers or e-mail addresses as stated on their membership forms.

19.7. The quorum for a national AGM shall be those present provided that

19.7.1. all members were informed of the AGM through notification in the VANSA newsletter or other direct communication sent to their postal address or fax number or e-mail address as stated in their membership form

19.7.2 delegates to the AGM are selected by Provincial Steering Committees in accordance with the guidelines agreed by the NSC prior to the AGM, with such guidelines taking cognisance of factors such as costs and representivity and

19.7.3. delegates from at least three VANSA regions are present

19.8. It is incumbent upon members to update their postal and email addresses and their fax and other contact details with the regional or national VANSA office or committee

19.9. Only members present in person shall be entitled to stand for election at a provincial or national AGM.

19.10 Should members be unable to attend the meeting as a member or official delegate, they may vote by proxy provided that such proxy votes are provided in writing and are signed by the member or delegate concerned.

20. Decision-making and voting

20.1. At National Steering Committee meetings, Executive Committee meetings and meetings of Provincial Steering Committees, decisions shall be decided generally by consensus. However, if sufficient time has been allocated to debating the issue/s at hand, and if there is no consensus, the meeting shall decide by a simple majority of those present, with each member present having a single vote.

20.2. At national and provincial general meetings, and national and provincial annual general meetings, the decisions shall be decided by consensus, except that if no consensus is possible after sufficient time has been allocated to the debate, issues will be decided by a simple majority of those present, entitled to vote with the following number of votes allocated per category:

20.2.1. individual members: one vote each

20.2.2. companies, educational institutions, theatres, service providers, etc with more than one employee or member: 2 votes each

20.2.3. representative, membership-based and democratic organisations: 2 votes per province in which they are formally represented through an elected provincial leadership

20.3 Only members in good standing (paid up members or members whose fees have been waived or reduced by the Provincial Steering Committee) may stand for elections or vote.

21. Minutes

21.1. Minutes shall be kept of all provincial, national and executive committee meetings, as well as provincial and national AGMs, and general members' meetings

21.2. Minutes of all Provincial Steering Committees and provincial AGMs shall be sent to National Steering Committee members, as well as Provincial Steering Committees in other provinces.

21.3. Minutes of National Steering Committee meetings and Executive Committee meetings shall be distributed to all National Steering Committee members and Provincial Steering Committees.

21.4 All members will be entitled to access minutes of National and Provincial Steering Committees and AGMs upon request. This provision does not apply to the record of matters associated with disciplinary or legal proceedings.

22. Disciplinary procedures

22.1. A complaint may be lodged with the Provincial Steering Committee or National Steering Committee as appropriate against any member for allegedly bringing VANSAs into disrepute or for contravention of any of the policies and/or constitution of VANSAs.

22.2. The PSC or NSC shall establish a mechanism to investigate the complaint.

22.3. If warranted, a hearing shall be held for which the PSC or NSC shall establish an appropriate mechanisms fairly to hear all the relevant evidence.

22.4. A finding shall be made and appropriate action recommended, within 14 (fourteen) days of the hearing.

22.5. The decision/s and recommended action/s are both subject to appeal to the NSC, provided that such an appeal is lodged within 14 (fourteen) days of the decision being made known.

22.6. The decisions of the appeal mechanism established by the NSC shall be final.

23. Dissolution of the association

23.1. The association shall be dissolved upon a resolution of 67% (sixty-seven percent) of the members present at a general or annual general meeting of the association, provided that a written notice of the proposed resolution is given to members not less than 21 (twenty-one) days before the date of the meeting.

23.2. Upon the dissolution of the association, the National Steering Committee shall, after making provision for the costs of dissolving the association, distribute the accumulated funds of the association to any not-for-profit organisation/s created in furtherance of the objects of the association or to any other organisation subscribing to similar objects, as resolved by the National Steering Committee.

24. Alteration of constitution

24.1. Any clause of this constitution or any part thereof may be altered by a resolution passed by 67% (sixty-seven percent) of members present at a national general meeting, provided that at least 21 (twenty-one) days written notice of the meeting, specifying the proposed constitutional changes, is given to members.

24.2. If necessary, a clause may be amended as an interim measure by approval of the National Steering Committee, except that such amendment would need to be formally approved at the next AGM.

25. Indemnity

25.1. Each member of the National Steering Committee and Provincial Steering Committees is indemnified out of and from the funds and property of the association, against all losses, charges, costs, damages and other liability which that member may incur or be put to in the course and scope of the member's duties as a representative or member of the committee and no such member shall be answerable or deemed to be in any way responsible for any act or default of any other member of the committee or for any deficiency or insufficiency of any title or security whatsoever taken by the association.

25.2. No member of the National Steering Committee or Provincial Steering Committee shall be liable for any losses occasioned by the banker or other persons with whom monies or securities of the association are deposited or entrusted for safe custody, investment or otherwise, nor for any loss, misfortune or damage which may happen or take place in the execution of the member's duties or as a result thereof.

25.3. Notwithstanding the above clauses, each member of the National and Provincial Steering Committees shall be liable for all losses or damage which are occasioned by that member's *mala fide* acts or through that member's wilful deceit.