



**KNYSNA
ARTS
SOCIETY**

CONSTITUTION AND BYE LAWS OF THE KNYSNA ARTS SOCIETY

General Remark

The following Articles comprise the Proposed adapted Constitution and Bye Laws to be adopted at the Annual General Meeting on 17th of March 2022.

1. NAME

The name of the Knysna Arts Society is the KNYSNA ARTS SOCIETY(KAS). this is the continuation of the Knysna Arts and Craft society.

2. JURISDICTION

The area of jurisdiction of this Knysna Arts Society is the region surrounding Knysna and including towns.

3. HEADQAUTERS

The headquarters of this Knysna Arts Society is in Knysna.

4. LEGAL STATUS

The Knysna Arts Society (KAS) is and shall continue to be a separate legal entity with perpetual succession. It conforms to aims and objectives as stipulated in this constitution. The Knysna Arts Society has the power to acquire, hold, lease, rent and to alienate or deal with any manner of property and description whatsoever, and with the capacity to acquire rights and obligations.

5. A VOLUNTARY ASSOCIATION

5.1 The Knysna Arts Society is not formed and does not exist for the purpose of carrying on any business that has for its object the acquisition of gain by the Knysna Arts Society or its

individual members. The income and assets of the Knysna Arts Society are applied solely for investment and for the promotion of its aims and objectives.

5.2 Except for those expenses which are necessarily incurred for its operations, no part of the income of assets is paid directly or indirectly by way of dividend, donation or otherwise to any person.

5.3 The Knysna Arts Society is not entitled to carry on any trading or other profit-making activities or participate in any business or occupation otherwise than in the promotion of its aims and objectives.

6. AIMS AND OBJECTIVES

The aims and objectives of the Knysna Arts Society are:

6.1 The promotion of all forms of visual art;

6.2 The creation of an active visual arts culture amongst members of all communities;

6.3 The development and encouragement of artistic talents and skills as well as art appreciation.

7. MEMBERSHIP of the Knysna Arts Society:

Category of membership and fees:

7.1 Ordinary members: paying a minimum annual subscription determined by the Executive Committee from time to time.

7.2 Special Members: Persons under the age of twenty-one years, students, pensioners and persons as appointed by the committee: paying a reduced membership fee as determined by the committee for that year. Special members have the same privileges as ordinary members.

7.3 Honorary Members: Persons may, by virtue of valuable services in the interests of the Knysna Arts Society, be nominated by the Executive Committee and elected as Honorary Members at an (Annual) General Meeting. Such persons are members for life, or if elected by virtue of their office, then for the period of tenure of such office. Honorary Members have the same privileges as Ordinary Members but are not called upon to pay annual subscription fees.

7.4 Life Members: Persons may become Life Members upon a donation to be determined by the Executive Committee. Life Members have the same privileges as Ordinary Members but are not called upon to pay annual subscription fees.

7.5 Privileges of members:

Only Members shall be eligible to

a. Be elected to the Committee

b. Vote at General Meetings

c. Propose members to serve on the Committee

d. Enjoy any other privileges that may be decided upon by the Committee from time to time.

7.6 Affiliated members:

7.6.1 Societies or organizations which are also in the field of promoting the visual arts and are locally constituted, which desire to affiliate with the Knysna Arts Society may be accepted as affiliated members, at the discretion of the Executive Committee of the Knysna Arts Society, and at an annual membership fee that the executive committee decides is applicable.

7.6.2 Each affiliated society is entitled to representation on the Committee of the Knysna Arts Society by one member or an alternate.

7.5.4 An affiliated society gives the Knysna Arts Society at least fourteen days' notice of any change or representative or alternate.

7.7 Membership Fees:

7.7.1 Subscriptions shall fall due one calendar month after the Annual General Meeting. Should any member fail to pay subscription fees, after non-payment of one year such membership will cease.

7.7.2 For new membership dating from August, only half the annual subscription is payable.

7.8 Expulsion and suspension of members:

After a proper enquiry by the executive committee; if any member is to be found guilty of unbecoming or improper conduct, by the executive committee may be resolution:

- a. Suspend that member from the Society for any period with forfeiture of all privileges.
- b. Expel such member from the society.

8. MANAGEMENT

8.1 The affairs of the Knysna Arts Society are managed by an Executive Committee.

8.2 Members of the Executive Committee are the Chairman, the Vice Chairman, the Secretary, the Treasurer and preferably not less than 2 but not more than 5 other members of the Knysna Arts Society, plus such members of affiliated societies or organizations who are entitled to membership in terms of this Constitution. Vice Chairman and Secretary or Vice Chairman and Treasurer can be combined in one person.

8.3 Office-bearers and members of the Executive Committee are elected at the (Annual) General Meeting and serve until the next Annual General Meeting.

8.4 The Executive Committee has the power to co-opt members from the membership of the Knysna Arts Society and such co-opted members serve from the time of their co-option to the next Annual General Meeting.

8.5 The Executive Committee can fill any vacancy on the Executive Committee by co-option and may fill any office bearer vacancy from the Executive Committee members.

8.6 A member of the Executive Committee who is absent from three consecutive meetings, without prior apology or leave of absence, ipso facto ceases to be a member of the Executive Committee.

8.7 A decision of the Executive Committee is taken by majority of votes by members present and in the advent of a tie in the voting, the chairman of the meeting has an additional casting vote.

8.8 The Executive Committee meets as often as deemed necessary by the Committee or its chairman, but not less than Four times (i.e. Quarterly) during its time of office.

8.9 The Executive Committee has full powers to take all such actions, including adoption of general rules in the form of By-laws, which it deems necessary to meet the aim and objectives of the Knysna Arts Society, provided that a by-law which so adopted by the Committee, ceases to have force and effect unless it is ratified by the next Annual General meeting.

8.10 Sub-committees: The Executive Committee has the power to appoint sub-committees to investigate and advise upon specific matters. The members of such sub-committees need not necessarily be members of the Executive and have advisory power only. Sub-committees may co-opt additional members, subject to the approval of the Executive Committee. Where subcommittees are appointed by the Executive, all their members have full voting rights irrespective of whether such members are members of the Executive or not.

8.11 The Executive Committee appoints a management committee of not less than three members, including the chairman and secretary and/or treasurer, with the power to act on its behalf when decisions have to be taken between meetings of the Executive. Action taken by the management committee must be reported to the Executive Committee at its next meeting for ratification.

8.12 Interim Authority: Between an Annual General Meeting and the first Executive Committee meeting thereafter, all sub-committees functioning during the preceding year, are empowered to operate during the interim period, whenever necessary. Records of action taken must be signed by the presiding chairman and referred to the Executive Committee at its next meeting.

8.13 The minutes of the Executive Committee's meetings is recorded in English.

9. MEETINGS

9.1 Annual General Meeting:

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

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

9.1.3 The Executive Committee submits an annual report and a financial statement for the preceding year for approval by the members.

9.1.4 The Annual General Meeting elects its Executive Committee as provided for in paragraph 8.3

9.2 Special Meetings: The chairman may at any time and must on the requisition in writing of not less than seven members, call a Special Meeting of the Knysna Arts Society, or a Special Meeting of the Executive Committee, for the transaction to such business as has been notified in the notice summoning the meeting. At least one week's notice is given for such Special Meeting.

9.3 Quorum:

9.3.1 At the Annual General Meeting a quorum consists of at least 10% of the members with a minimum of 15 members (membership according to paragraph 7), and shall include honorary and life members. A written and signed proxy form of a member for that meeting counts as an attending member for the quorum. If no quorum is present the meeting stands adjourned for two weeks after which those attending the postponed and readvertised meeting shall have the authority to hold the meeting.

9.3.2 At Executive and Sub-committee meetings a quorum consists of half the number of such committee members.

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

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

10. MEMBERSHIP AND REPRESENTATION OF COUNCIL OF SANAVA

10.1 The Knysna Arts Society can be a branch member of the South African National Arts Society for the Visual Arts (SANAVA) which is also known as the Suid-Afrikaanse Vereniging vir die Visuele Kunste (established in 1851 and formerly known as, inter alia, the South African Knysna Arts Society of Arts / Suid-Afrikaanse Kunsvereniging).

10.2 When the Knysna Arts society is a member of SANAVA, representation of the Knysna Arts Society on the Council of SANAVA is determined by election at a meeting of the Executive Committee and duly reported at the Annual General Meeting.

11. FINANCIAL MATTERS

11.1 The funds of the Knysna Arts Society are to be deposited with a bank to be determined by the Executive Committee. The Treasurer is authorized to make payments below R2,000.00 (Two Thousand Rand). All payments above R2,000.00 (Two Thousand Rand) need to be countersigned by a member of the Executive Committee who has been authorized by the Executive Committee.

11.2 It is the duty of the Secretary and/or Treasurer to keep the Executive Committee informed about the finances of the Knysna Arts Society; for this purpose and interim Financial Statement is laid before the Executive Committee at every ordinary meeting of the Executive Committee. A report on current income and expenditure may be requested by the Chairman or the Executive Committee at any time.

11.3 The financial year shall be from 1 March to 28 February.

11.4 The yearly financial statement is submitted by the executive committee's treasurer and has to be accepted at the Annual General Meeting.

11.5 If there is an established relation between KAS and SAVAS, the Financial relations between the Knysna Arts Society and the Council of SANAVA are on the following basis:

11.5.1 Of the annual membership and affiliation subscriptions to the Knysna Arts Society, a capitation fee, to be determined by SANAVA in consultation with the Knysna Arts Society, is remitted to the Council of SANAVA.

11.5.2 Any grants-in-aid or donations to the Knysna Arts Society will be retained by the Knysna Arts Society.

12. PROTECTION OF THE COMMITTEE:

All acts of the Committee or its Members in the bona fide and lawful execution of their duties and within the powers conferred on them by this constitution shall be binding on the society and Committee Members and will not be personally responsible thereof.

13. INDEMNITY BY MEMBERS:

By becoming a Member, each Member indemnifies the society against loss or damage to any person or property arising out of any negligent, wrongful or unlawful act committed by him or her on the society's premises, and the society shall not be liable to make good any loss or damage suffered by any member on the society's premises.

14. REGISTRATION OF E-MAIL ADDRESSES:

Every member shall inform the secretary of his or her e-mail address and any change thereof. All notices posted to that e-mail address of a Members shall be deemed to have been delivered to that address.

15. AMENDMENTS OF THE CONSTITUTION

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

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

16. DISSOLUTION OF THE KNYSNA ARTS SOCIETY

13.1 A decision to dissolve the Knysna Arts Society is taken at a Special Meeting which is specifically convened for such purpose and is adopted by two thirds of fully paid members of the Knysna Arts Society; for purposes of such Meeting, a duly attested vote of an absentee member in a form of communication approved by the Executive Committee, is also accepted.

13.2 A motion to dissolve the Knysna Arts Society must include a proposal how the remaining assets and monies of the Knysna Arts Society remaining as a credit after the settling of all liabilities, are to be dispensed with and such a proposal must be adopted in the same manner as the decision to dissolve the Knysna Arts Society.

March 17th 2022 Accepted by more than two thirds of votes on the General Meeting as stated in the constitution.

Chairman:

Secretary: