



# CONSTITUTION

## 1. NAME OF THE ORGANISATION

The name of the organisation shall be VISUAL ARTISTS – NAMIBIA (VA–N).

## 2. AREA OF OPERATION

The area of operation shall be the Republic of Namibia. The organisation shall operate on a national level, and shall aim to include all regions and areas of Namibia in its activities. The organisation shall co-operate with other organisations and individuals on an international level.

## 3. HEADQUARTERS

The organisation shall be based in the Capital, Windhoek.

## 4. AIMS

VA–N emphasises:

- working on a local, regional, national and international level, with priority given to local and regional levels
- the self-empowerment and self-sustainability of visual artists

while pursuing the following aims:

- To represent visual artists in Namibia
- To raise awareness of and promote visual artists in Namibia and their work
- To safeguard the rights of visual artists in Namibia
- To make connections, liaise and co-operate with other Namibian and international individuals and organisations
- To provide support and development to visual artists in Namibia, with emphasis on supporting and developing emerging artists

## 5. LEGAL STATUS

### 5.1. Non-Profit Organisation/Body Corporate

### 5.2. Independent Organisation

The organisation shall be completely autonomous, and shall be non political, open to all races, language groups and religions.

### 5.3. Distinct Identity

The organisation is and shall continue to be a separate legal entity with perpetual succession.

### 5.4. Property

Members and office-bearers shall have no rights in the property of the organisation.

### **5.5. Indemnity**

No member of the organisation shall be liable for any debts of the organisation, other than the annual membership fee.

## **6. MEMBERSHIP**

### **6.1. Eligibility**

Membership is open to all, in accordance with the laws of Namibia and the regulations of this constitution.

### **6.2. Application**

Application for membership shall be in writing and shall be accompanied by the subscribed membership fee.

### **6.3. Termination**

6.3.1. Members may terminate their membership at any time in writing.

6.3.2. The organisation reserves the right to terminate the membership of any member found to be in serious transgression of the laws of Namibia or the regulations of this constitution. The member shall be informed of such termination in writing.

### **6.4. Membership Categories**

#### **6.4.1. Membership – Namibia**

6.4.1.1. Regular Membership (including students and pensioners) shall be open to all visual artists in Namibia, being members in their individual and personal capacity and not representing any other organisation through their membership. This category shall include non-Namibian nationals residing in Namibia.

6.4.1.2. Partner Organisation Membership shall be open to any organisation in Namibia with aims and objectives related to those of VA–N.

6.4.1.3. Sponsoring Membership shall be open to all individuals and corporations in Namibia wishing to support VA–N.

#### **6.4.2. Membership – International**

6.4.2.1. Regular Membership shall be open to all visual artists outside Namibia, being members in their individual and personal capacity and not representing any other organisation through their membership.

6.4.2.2. Partner Organisation Membership shall be open to any organisation outside Namibia with aims and objectives related to those of VA–N.

6.4.2.3. Sponsoring Membership shall be open to all individuals and corporations outside Namibia wishing to support VA–N.

### **6.5. Membership Fees**

Membership fees shall be agreed upon at Annual General Meetings and may be adjusted as required. The membership fee structure shall be freely available to interested parties.

**6.6. Payment of Fees**

Membership fees shall be paid on or before the last day of February of the year of membership.

**6.7. Voting Rights**

Only Regular Members residing in Namibia, including students and pensioners, shall have voting rights in the organisation.

**6.8. Duties, Rights and Liabilities of Members**

6.7.1. All members shall have the duty to comply to all the regulations of this constitution.

6.7.2. All members shall have the right to access all minutes and official correspondence of the organisation. All members shall have the right to be listed in the membership register and any membership catalogues published by the organisation.

6.7.3. All members shall be liable to pay their membership fees by the prescribed date.

<b>7. COMMITTEE</b>
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The affairs of the organisation shall be managed by a committee.

**7.1. Composition****7.1.1. Number of members**

The committee shall consist of a minimum of seven and maximum of eleven members. The committee members should represent as many different interest groups within the organisation as possible.

**7.1.2. Positions**

The committee shall include a chairperson, a vice-chairperson, a treasurer, a secretary and a public relations officer.

**7.2. Nomination and Election of Committee Members**

Committee members may be nominated in writing before or at the AGM and shall be elected by secret ballot at the AGM.

**7.3. Co-option**

A maximum of three members may be co-opted onto the committee.

**7.4. Terms of Office**

The term of office of all committee members shall be two years. Committee members may be re-elected. No more than half of the committee should leave the committee at any AGM.

**7.5. Duties and Powers**

7.6.1. The committee shall have the duty of running the organisation in a professional manner.

7.6.2. The committee shall have the power to make any decisions on behalf of the organisation, as long as these comply with the regulations of this constitution.

**7.7. Sub-Committees**

Sub-committees representing different interest groups within the organisation (e.g. painting, photography, sculpture) may be elected at an AGM.

**7.8. Remuneration**

All committee members shall work on a voluntary basis and shall be remunerated only for direct costs incurred where possible.

**8. MEETINGS AND QUORUMS****8.1. Annual General Meeting (AGM)**

The AGM shall be held within the first five months of each year. Four weeks notice of the AGM shall be given.

**8.2. Special General Meeting (SGM)**

A SGM may be called at any time for good reason. Two weeks notice of a SGM shall be given.

**8.3. Quorums at Meetings**

The quorum at any meeting shall be 60% of members.

**8.4. Meetings of the Committee**

The committee shall meet on a monthly basis, with a total of at least eight meetings per year.

**8.5. Notice of Meetings**

8.5.1. A minimum of four weeks notice of the AGM shall be given.

8.5.2. A minimum of two weeks notice of an SGM shall be given.

8.5.3. A minimum of one weeks notice of any other meetings shall be given.

**8.6. Minutes**

8.6.1. Minutes shall be kept of all AGMs, SGMs, committee and sub-committee meetings.

8.6.2. The minutes of all meetings of the organisation shall be open to all members of the organisation.

**9. FINANCES****9.1. Financial Year**

The financial year of the organisation shall be from January to December.

**9.2. Signatories**

Three committee members shall have signing powers for the organisation. Two signatures on any document shall suffice.

**9.3. Assets**

9.3.1. Any assets acquired by the organisation shall be acquired in the name of the organisation.

9.3.2. No member of the organisation shall have any rights to any of the assets of the organisation.

9.3.3. In the case of dissolution of the organisation, all assets shall be donated to a non-profit organisation.

#### **9.4. Appointment and Duties of the Treasurer**

9.4.1. The treasurer of the organisation shall be appointed at the AGM each year.

9.4.2. The treasurer shall have the duty to keep accurate records of all financial transactions of the organisation and to prepare the books for the accountants.

#### **9.5. Audit**

A registered accountant shall prepare the annual financial statements of the organisation.

### **10. CODE OF ETHICS AND CONDUCT**

#### **10.1. General**

##### **10.1.1. Law-abiding**

VA-N and its members shall abide by all laws and regulations governing Namibia.

##### **10.1.2. Non-political and non-religious**

VA-N shall be independent of political and/or religious organisations and activities.

##### **10.1.3. Non-discriminating**

VA-N shall be open to all individuals and organisations which abide by the laws and regulations governing Namibia.

#### **10.2. Ethical business practices**

##### **10.2.1. Fair trade**

VA-N advocates fair trade practices.

##### **10.2.2. Corruption**

VA-N denounces all corrupt activities.

##### **10.2.3. Copyright**

VA-N advocates the protection of the copyright of all creative material.

##### **10.2.4. Transparent operations**

VA-N advocates honest and transparent operations.

#### **10.3. Ethical treatment of others**

##### **10.3.1. Freedom of expression**

VA-N advocates the right to freedom of expression.

##### **10.3.2. Slander**

VA-N denounces statements that attack the integrity of others.

##### **10.3.3. Fair and equal treatment**

VA-N advocates fair and equal treatment of individuals and organisations.

#### **10.4. Official representation and statements**

##### **10.4.1. Representation of the organisation**

Only the VA-N Committee, or persons officially nominated by the VA-N Committee, shall have the right to represent the organisation.

#### 10.4.2. Official statements by the organisation

Only the VA-N Committee, or persons officially nominated by the VA-N Committee, shall have the right to make statements on behalf of the organisation. All written correspondence of the organisation shall be done using the official channels of the organisation.

### **10.5. Solving of disagreements**

#### 10.5.1

The VA-N Committee shall attempt to mediate and assist in solving conflicts amongst members, or conflicts between members and other organisations.

## **11. CO-OPERATION WITH OTHER ORGANISATIONS**

### **11.1.**

The organisation shall strive for positive co-operation with all individuals and organisations involved in visual arts in Namibia.

### **11.2.**

The organisation shall strive to complement the work of other organisations, and shall avoid duplicating the work of other organisations.

## **12. AUTHORITY OF AND AMENDMENTS TO THE CONSTITUTION**

### **12.1.**

The constitution shall be binding on all members of the organisation.

### **12.2.**

The constitution may be amended at any AGM.

## **13. DISSOLUTION**

### **13.1.**

The organisation may only be dissolved by a majority vote at a General Meeting.

### **13.2.**

Should the organisation be dormant for a period of five years, it may be dissolved through a written statement by the Chairperson and two other committee members.