

# **CONSTITUTION OF THE SOUTH AFRICAN NATIONAL COMMITTEE OF THE INTERNATIONAL COUNCIL OF MUSEUMS**

## **1. NAME , REGISTERED OFFICE AND ESTABLISHMENT**

The name of the organization is the **South African National Committee of the International Council of Museums (ICOM)** (hereafter referred to as the National Committee). Its shortened name shall be ICOM-SA. Its official address (registered office) is 3 Davann Court, 50 Bellair Road, Vredehoek, Cape Town, 8001, RSA. The location may be modified by a decision of the Executive Board of the National Committee.

The South African National Committee has been established according to article 15 of the ICOM Statutes (hereafter referred to as the Statutes), and thus has ICOM as its accounting body.

Established in 1946, ICOM is a non-profit organisation subject to French legislation and a non-governmental organisation maintaining formal relations with the United Nations Educational, Scientific and Cultural Organisation (UNESCO) and having a consultative status with the United Nations Economic and Social Council. The registered address of ICOM is Maison de l'UNESCO, 1 rue Miollis, 75732 Paris Cedex 15, France.

The National Committee shall:

- Exist in its own right, separately from its members.
- Continue to exist even when its membership changes and there are different office bearers.
- Be able to own property and other possessions.
- Be able to sue and be sued in its own name.
- Have at least five board members who are not connected persons in relation to each other to accept fiduciary responsibility and no single person may directly or indirectly control the decision making powers of ICOM-SA.

In the event of a conflict between the Constitution of the National Committee and the Statutes of ICOM, the Statutes of ICOM will prevail.

## **2. AIMS**

The aims of the National Committee are to foster cooperation, mutual assistance and the exchange of information among its members and in particular to:

- (i) support and promote the aims and objective of ICOM among professional museum workers and museums in South African and contribute to the realization of ICOM's programs both within South African and elsewhere;
- (ii) promote membership of ICOM among professional museum workers and museums in South Africa;
- (iii) be the principal instrument of communication between ICOM and the members in South Africa;
- (iv) ensure the management of ICOM's interests within South Africa;
- (v) represent the interests of the members (including professional interests) to ICOM headquarters;
- (vi) cooperate with the International Committees of ICOM and with national and international organizations concerned with museums and the museum professions.

### **3. MEMBERSHIP**

- a) The membership of the National Committee shall comprise all persons admitted to membership of ICOM as individual or supporting members and organizations admitted as institutional members, resident or located in South Africa together with any members of ICOM resident in other States who are affiliated with the South African National Committee under the Statutes, Article 4, Sections 1-4.
- b) An Honorary Member of ICOM resident in South Africa shall be entitled to participate in the activities of the National Committee but may not hold any office or vote.
- c) A person or institution wishing to join ICOM shall complete a membership application in the prescribed form and forward it to the National Committee for consideration.
- d) Any person or institution meeting the criteria for membership set out in the Statutes, Article 3 and 4 and who is not dealing (buying or selling for profit) in cultural property shall be eligible for membership of the National Committee.
- e) The Executive Board of the National Committee shall consider all applications as soon as practicable after they are received. Upon acceptance of the application by the executive Board, the applicant shall be notified and is forthwith liable to pay the annual subscription determined by the executive Council for the category of membership rights accrue to the Member.
- f) Membership of ICOM and of a National Committee may be terminated only in accordance with the Statutes, Article 4, section 4.
- g) No member may directly or indirectly have any personal or private interest in ICOM-SA. All activities of ICOM-SA shall be directed to the furtherance of its principal objectives and not for the specific benefit of an individual member or minority group.
- h) ICOM-SA shall not have a share in any business, profession or occupation which is carried out by its members.

### **4. ANNUAL SUBSCRIPTION**

- a) A member of the National Committee shall be liable each year to pay an annual subscription to ICOM, as determined by the Executive Council for the category of membership to which the member belongs.
- b) In addition to the annual subscription the National Committee may impose a surcharge (which shall be clearly identified as such) for the purposes of the National Committee. Upon receipt of the annual subscription from a new member, the National Committee shall advise ICOM headquarters of the membership details and shall transmit to ICOM an amount equal to the annual subscription determined by the Executive Council under Article 5 of the Statutes.
- c) Upon receipt of a membership card embossed with a membership number from ICOM headquarters, the National Committee shall attach a sticker indicating that the subscription for the current year has been paid and send it to the member forthwith.
- d) Each year upon receipt of the amount notified to an existing member, the National Committee shall provide the member with a sticker for attachment to the ICOM card indicating the subscriptions for the current year has been paid, and shall transmit the amount determined by the Executive Council to ICOM headquarters not later than 30 June in the year to which the subscription relates.
- e) Subscriptions become due on 1 January in each year and are payable to the National Committee not later than 1 April. The National Committee shall inform ICOM headquarters of the names of

any members whose subscription is not paid by 1 April in the year in which it is due. Such members may be denied membership services and shall not have the right to participate in the activities of the National Committee. They may not seek election to, or participate in the work of the Executive Board nor vote on any matter before the Committee until the subscription is paid. In the event that a member's subscription is not paid by 31 December of the year in which it is due, the member's membership of ICOM shall cease (Statutes, Article 4, section 4(iv)).

## 5. FINANCES

- a) Members or office bearers of the organisation do not have rights over assets that belong to the organisation. The organisation may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office member has done for the organisation. The payment must be a reasonable amount for the work that has been done. Therefore, no activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of the organisation otherwise than by way of reasonable remuneration or compensation.
- b) The National Committee may raise such monies for its own purposes as it considers necessary by such means as are legal and appropriate, including the imposition of charges for events and conferences and the sale of goods and publications.
- c) The National Committee shall be entitled to retain and use for its own purposes any additional monies received from members as a *surcharge* to the annual subscription imposed in accordance with 4(b).
- d) The National Committee may receive grants and donations and accept underwriting from sponsors in support of its operations and activities. Substantially the whole of its funding must be from its annual or long-term members or from an appropriation by the government, a provincial administration or a municipality.
- e) All monies received by the National Committee shall be deposited in a bank account established for the purpose and all payments made on behalf of the Committee shall be made from that bank account.
- f) The National Committee shall keep proper accounts of all monies received and expended on an annual basis. The accounts shall be audited annually and presented to the members of the National Committee at its annual plenary meeting.
- g) Cash and cheque withdrawals from the bank account(s) must be signed by at least designated two members of the Executive Board.
- h) The Executive Board may open any accounts and investment accounts necessary to conduct its business, including a credit card account. The credit card account must be settled in full at the end of each month.
- i) The Executive Board may designate a member to manage internet banking on behalf of the National Committee.
- j) The financial year is 1 January to 31 December of the same calendar year.
- k) Neither the members of the National Committee nor its office bearers shall be personally liable for any obligations of the National Committee from whatsoever cause arising, provided that they are incurred in good faith.
- l) All monies shall remain the property of ICOM-SA and shall be utilised for the sole or principal object of ICOM-SA. No members or office bearers shall be entitled to an amount of such monies under any circumstances, save in terms of Rule 6(a).

- m) The organisation will comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Service from time to time.
- n) The organisation is and will not knowingly become a party to, and does not and will not permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III of the Income Tax Act, 1962, or a transaction, operation or scheme as contemplated in section 103(5) of that Act.

## **6. MEETING OF THE NATIONAL COMMITTEE**

- a) The National Committee shall hold such meetings as it considers necessary for the attainment of its objectives.
- b) At least once in each calendar year, a plenary meeting of the members of the National Committee shall be held. At least 28 days notice of the convening of the annual plenary meeting shall be given to members of the National Committee, including members admitted under Article 4 of the Statutes.
- c) A member unable to attend the annual plenary meeting may designate in writing another member of the Committee as proxy and such a proxy shall, for the duration of the meeting have all the rights of the member, including the right to vote on behalf of the member.
- d) The plenary meeting shall be the annual business meeting of the National Committee. Its agenda shall include the following items;
  - (i) an annual report on the work of the Committee, including details of its relationship with other components of ICOM and the National Commission for UNESCO (where one exists) and with any Associations representing the museum profession at the national level;
  - (ii) presentation of the audited annual accounts;
  - (iii) election of Executive Board members to fill any vacancies;
  - (iv) review and endorsement of the annual program of the National Committee for the following year.
- e) The quorum for the annual plenary meeting shall be 10% of the voting members of the National Committee present personally or by proxy, provided that at least five voting members of the Committee are present in person.
- f) At meetings of the National Committee each member shall be entitled to one vote on any matter before the National committee but may also exercise proxy votes on behalf of other members. An Institutional Member may, in writing, designate a person to vote on its behalf. Unless otherwise stated, decisions shall be made by a simple majority and the Chairman shall have a casting vote.
- g) At the plenary, Robert's rules will be followed in regard to submission, discussion and voting on motions and resolutions.

## **7. MANAGEMENT OF THE NATIONAL COMMITTEE**

- a) The affairs of the National Committee shall be managed by an Executive Board, elected by the members. The Executive Board may take on the power and authority that it believes it needs to be able to achieve the objectives of the organisation.
- b) The Executive Board shall consist of a Chairperson, a Secretary, a representative of the South African Museums Association (SAMA) and at least two other persons, including such additional office-bearers as the Committee considers necessary. The representative of SAMA, is an ex-officio member of the Committee and will be appointed in accordance with the Constitution of SAMA.

Save for the representative of SAMA, members of the Executive Board shall be elected for a period not exceeding three years but may not be elected for more than two consecutive terms of three years.

- c) Any member of ICOM in good standing who is a member of the National Committee including a designated representative of an Institutional Member, is eligible to stand for election to the Executive Board, subject to the limitations imposed by the Statutes, article 6. The representative of SAMA shall be designated by that body.
- d) If a member of the Executive Board ceases to hold office for any reason during the period between annual plenary meetings, the position may be filled by co-option of another member of the National Committee until the next annual plenary meeting is held, when the vacancy shall be filled by election. A person elected to fill such a vacancy shall serve for a period not exceeding the term of the person being replaced but such service shall not be counted for the purposes of Article 7(a) of the Constitution.
- e) A member of the Executive Board shall cease to hold office if the member:
  - (i) resigns,
  - (ii) ceases to be a member of ICOM for any reason,
  - (iii) is no longer a member in good standing
  - (iv) is no longer a resident of South Africa and is not a member admitted under Article 4 of the Statutes.
  - (v) has not attended three consecutive meetings without having applied for and obtained leave of absence.
- f) The Executive Board shall meet as often as it deems necessary but not less than twice in each year. Minutes will be kept of all Executive Board meetings. Minutes shall be presented to the members 21 days before the following meeting and must be ratified as a true reflection of proceeding at the next meeting
- g) The quorum for a meeting of the Executive Board shall be at least two-thirds of the total membership of the Board.
- h) The Executive Board may conduct its business between meetings by electronic means. Any decisions taken in this manner must be submitted to the following formal meeting for ratification and minuting.
- i) (The Executive Board has the right to form sub-committees. The decisions that sub-committees take must be submitted for consideration by the Executive Board at its next meeting for ratification and minuting.
- j) Members of the Executive Board may not receive remuneration for services rendered in their capacity as members of the Executive Board, but are entitled to be refunded for expenditure incurred in delivering such services, nor may they or any member be entitled to any assets of the National Committee merely by virtue of their office or membership.

## **8. AMENDMENTS TO CONSTITUTION**

- a) The Constitution of the National Committee shall be adopted at the first plenary meeting of the National Committee.
- b) The Constitution of the National Committee can be changed by a resolution at any subsequent annual plenary meeting of the National Committee.

- c) A written notice must go out not less than twenty-eight (28) days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.
- d) Two thirds of the members shall be present at a meeting (the quorum) in person or by proxy before a decision to change the constitution is taken. Any annual general meeting may vote upon such a notion, if details of the changes are set out in the notice referred to in article 8(c).
- e) The resolution to amend the Constitution has to be agreed upon and passed by not less than three quarters of the members who are at the annual general meeting or special general meeting either in person or by proxy. Members must vote at this meeting to change the constitution.
- f) Notwithstanding the provisions in other sections and if in the opinion of the Executive Board, a proposal to amend the constitution is put forward which deals with contentious matters and is signed by at least 5 members in good standing, the Executive Board, may conduct a postal vote among all members of the Committee. A polling officer and two scrutineers shall be appointed to open and count the votes. In the event of at least three-quarters of the members voting in favour of the amendment and then only if at least one third of the members of the Committee voted, the Constitution shall be so amended and the membership informed thereof. Any proposals affecting such amendment shall be clearly motivated and voting papers drawn up in such a way that it is clear to any voter that:
  - (i) The member votes for or against the proposed amendment
  - (ii) The voting paper shall be returned to the polling officer on or before a specific date; and
  - (iii) In the event of these conditions not being complied with, the voting paper shall be deemed invalid.
- g) The persons who accept the fiduciary responsibility for the organisation will submit any amendment of the Constitution to the Commissioner for the South African Revenue Service within 30 days of amendments.

## **9. DISSOLUTION OF THE NATIONAL COMMITTEE**

- The National Committee shall be dissolved if the Executive Council of ICOM withdraws recognition under Article 15 of the Statutes.
- In addition, the National Committee may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such a matter, are in favour of closing down.
- Upon the winding up or liquidation or within six months from the withdrawal of its exemption (or such longer period as the Commissioner for the South African Revenue Service may allow), transfer its assets remaining after the satisfaction of liabilities to:
  - (i) Another entity with similar objects and which is approved in terms of section 10(1)(d)(iii) or (iv) of the Income Tax Act, 1962
  - (ii) A public benefit organisation approved in terms of section 30 of the Act
  - (iii) Any institution, board or body approved in terms of section (10)(1)(cA) (i) of the Act, or
  - (iv) Any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section (10)(1)(a) or (b) of the Act, which is required to use those assets solely for purposes of carrying on one of more public benefit activities.

**As approved by the annual business meeting held on 13 of September 2013 at Cape Town.**