

**THE CONSTITUTION  
OF THE  
SOUTH AFRICAN MUSEUMS ASSOCIATION  
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## 1. NAME OF THE ASSOCIATION

- 1.1 The Association shall be known as the **SOUTH AFRICAN MUSEUMS ASSOCIATION**
  - 1.2 Its shortened name shall be SAMA (hereinafter referred to as the Association).
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## 2. BODY CORPORATE:

- 2.1 The Association is a corporate body with perpetual succession and is capable of performing such acts as bodies corporate may by law perform.
  - 2.2. The Association has an identity and existence distinct from its members or office bearers and continues to exist notwithstanding changes in the composition of its members and its office bearers.
  - 2.3 The Association shall be able to own property and other possessions.
  - 2.4 The Association shall be able to sue and be sued in its own name.
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## 3. OBJECTIVES

Since its establishment in 1936, the South African Museums Association has been a leader in the museum and heritage sector in South Africa.

### 3.1. Main Objectives:

The Association is a professional association, operating on a not for profit basis, which aims to promote museums, museology and the museum profession in South Africa.

Furthermore, it strives to protect, manage and create awareness of the cultural and natural heritage of all South Africans.

### 3.2 Ancillary objectives:

The Association endeavours to:

- 3.2.1 develop museum resources for the enrichment and education of the general public;
  - 3.2.3 develop the capacity and effectiveness of the museum profession in South Africa;
  - 3.2.4 develop ethical and sustainable museum and heritage practices in South Africa;
  - 3.2.5 address critical issues relating to the museum and heritage sector in South Africa.
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## 4. MEMBERSHIP

- 4.1 The Association has two main categories of membership i.e. individual and institutional members.
  - 4.1.1 Individual Membership may be granted to people who have a legal / bona fide interest in museums and museology.
  - 4.1.2 Institutional Membership may be granted to bodies such as museums, libraries, learning or research institutes, societies, associations or foundations and government departments which have an interest in the Association, its aims and objectives.

- 4.2 All Members must be assigned by the Council to one of the above categories of Membership or an additional Membership category as provided for under the Association's Bylaws from time to time.
- 4.3 Acquisition of membership: Prospective members must complete the SAMA membership application form and submit it to the SAMA National Office. The Council reserves the right to approve or terminate membership.
- 4.4 The Council may through the Bylaws determine further conditions and criteria for membership, provided that such conditions and criteria be ratified by the members in a General Meeting prior to it becoming effective. Applications for membership that do not comply with such conditions and criteria may be refused by the Council.
- 4.5 The Council may conditionally admit members to the Association, provided that such decision is ratified by the Members at the next Council meeting and supported in writing by a Regional Committee. Provided further that those members who are conditionally admitted, may not vote at the General Meeting where the decision is considered for ratification and provided further that, unless ratified by the Members at the next General Meeting, the conditional membership shall automatically lapse.
- 4.6. Membership fees
- 4.6.1 Membership fees shall be determined by the Council.
- 4.6.2 Membership fees fall due on 1 January of each year and are valid until 31 December of that year.
- 4.6.3 Membership fees shall be paid to the National Office. Members with membership fees that are outstanding twenty-one (21) days prior to a General Meeting of the Association shall not be entitled to vote at that General Meeting.
- 4.6.4 The Council may allocate a portion of the annual membership fees to the regional branches. (see section 10).
- 4.7 Membership automatically terminates upon the death of an individual member; dissolution of an Institutional Member or his/her/its written resignation.
- 4.8 Membership terminates if a Member is removed by a majority resolution of the Council. Provided that the Member has been given an opportunity to make written or verbal representations at a meeting of the Council pertaining to the proposed termination, and the Council's decision to terminate Membership was ratified by resolution of two-thirds of the Members present at the next General Meeting, otherwise it will lapse.

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## 5. **GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE**

- 5.1 The Council is the governing body of the Association and oversees its operations.
- 5.2 Council members constitute the Office Bearers of the Association. The Council shall consist of:
- 5.2.1 The President, Immediate Past President and Vice-President.
- 5.2.2 A Representative of each regional branch, all of whom shall be and remain members of the Association in good standing, provided that such representative shall only be an individual member in good standing.
- 5.2.3 The Council shall have the power to appoint a Treasurer from amongst the members of the Association in good standing for the duration of the Council's term. This Councillor shall have the same voting rights as all other Councillors.

- 5.2.4 The Chairperson of the Executive Board of The International Council of Museums – South Africa shall be a non-voting ex officio member of the Council.
- 5.2.5 The Chairpersons of SAMA Standing Committees will be ex officio members of the Council.
- 5.3 Term of office: The Vice-President is elected every two years coincident with an Annual General.
- 5.4 Presidential succession:
- 5.4.1 The President shall retire after a term of office of two years and become the Immediate Past President for the next term of office.
- 5.4.2 The Vice-President shall succeed as President for the next term of office.
- 5.5 Resignation: An Office Bearer may resign from office in writing.
- 5.6. Disqualification or Removal from office: An Office Bearer will vacate their position and a new Office Bearer co-opted by Council for the remainder of the Council's term when:
- 5.6.1 The Office Bearer does not attend three meetings in a row, without having applied for or obtained leave of absence,
- 5.6.2. Is an unrehabilitated insolvent
- 5.6.3 Has been convicted, in the Republic or elsewhere, and imprisoned without the option of a fine, or fined more than the prescribed amount, for theft, fraud, forgery, perjury or an offence involving fraud, misrepresentation or dishonesty;
- 5.6.4 Membership of the Association has lapsed.
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## **6. POWERS OF THE ORGANISATION**

### **6.1 The Association**

The Association shall have the power:

- 6.1.1 To acquire or dispose of any movable or immovable property by purchase, lease, sale or otherwise; to collect, canvass for and to accept subscriptions, donations, bequests, endowments and benefits of any nature for the Association from any person or body and from any source whatsoever;
- 6.1.2 To accept membership fees and donations of movable and immovable property of all kinds or any rights or interest therein or any other asset of any kind, subject to the condition that such donations are not revocable at the instance of the member or the donor;
- 6.1.3 To open, operate and close banking accounts on behalf of the Association and generally to control the funds and finances of the Association professionally, honestly and with the intent to carry out the objectives of the Association;
- 6.1.4 To raise, invest monies and funds and to allocate funds and to sanction all expenditure on behalf of the Association;
- 6.1.5 To enter into contracts as may be necessary or expedient from time to time to achieve the objectives of the Association;
- 6.1.6 To institute, conduct, defend, settle or abandon any legal proceedings by or against the Association in any manner as it may deem fit, but always to achieve the objectives of the Association;

- 6.1.7 To exercise all the management and executive powers ordinarily vested in the Board of Directors of a Company;
- 6.1.8 To carry out all the powers and authority of the Association in South Africa and in any other part of the world; and
- 6.1.9 Generally, to do all such things as may be necessary or expedient to carry out or further any of the objectives of the Association.
- 6.2 The Council
- 6.2.1 The Council shall carry out the powers on behalf the Association and manage the affairs of the Association in accordance with the resolutions of its members.
- 6.2.2 The Council is responsible for making and implementing decisions and achieving the objectives of the Association. These activities may not be in conflict with the resolutions of its members nor with the laws of the Republic of South Africa.
- 6.2.3 The Council bears financial and fiduciary responsibility for the Association .However office bearers are not personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the office-bearer is performing functions for or on behalf of the Association.
- 6.2.4 The Council shall have the general powers and authority to raise funds, collect contributions and buy, hire or exchange for any property to achieve its objectives.
- 6.2.5 The Council may draw up Bylaws for the proper governance and management of the Association. The Bylaws should be aligned to the Constitution. If there is a conflict between the Constitution and Bylaws, the Constitution prevails.
- 6.2.6 The Council shall establish and dissolve Regional Branches of the Association as per Section 10.
- 6.2.7 The Council shall determine the location of the SAMA National Office. The Council may appoint service providers to carry out administrative and other duties.
- 6.2.8 The Council shall represent the Association in all external matters. Only the Council has the authority to issue public statements on behalf of the Association.
- 6.2.9 The Council shall promote co-operation between the Association and associate bodies, entering into any arrangements that comply with both the constitution of the Association and that of the associate body.
- 6.3 Committees of Council
- 6.3.1 The Council shall have the general powers and authority to appoint committees to carry out its functions more effectively consisting of:
- 6.3.1.1 Standing Committees overseeing SAMA programmes, the term of which coincides with that of the Council.
- 6.3.1.2 Sub-committees and workgroups established to oversee SAMA projects for the duration of the projects.
- 6.3.2 The Council may delegate certain powers to the committee, provided that such delegation and conditions are reflected in a written Terms of Reference.
- 6.3.4 Three or more persons are required to form a committee and at least one office bearer or representative of the Council shall sit on it.

- 6.3.5 Committees shall report regularly on their activities to Council and send copies to the National office for record purposes.
  - 6.3.6 The Council must approve in advance the expenditure of funds allocated to the committee.
  - 6.3.7 The Council may revoke or amend the conditions of a delegation of powers granted to a committee.
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## **7. FINANCES AND REPORTS**

- 7.1 The Council bears financial & fiduciary responsibility for the Association.
  - 7.2 The Council shall have the general powers and authority to raise funds and collect subscriptions
  - 7.3 The Council must safeguard the Association's funds and ensure that they are effectively utilised to achieve the Association's objectives.
  - 7.4 The Council may appoint a Treasurer to oversee the financial management of the Association and report regularly to Council.
  - 7.5 Bank Account: The Council must ensure that a bank account is opened in the name of the Association at a registered Bank.
  - 7.6 The Council should ensure that surplus funds are invested with registered financial institutions at the best rate of return.
  - 7.7 Signatories: The appointment of signatories should be passed by resolution of Council. Two signatories are required to authorise and process payments for the Association.
  - 7.8 The financial year of the Association is from 1 January to 31 December each year.
  - 7.9 Annual Financial Statements: a report must be compiled by an independent registered Auditor within six months of the Association's financial year end and be tabled at the Annual General Meeting for approval.
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## **8. INCOME, PROPERTY AND TAXATION**

- 8.1 The Council shall have the general powers and authority to buy, hire or exchange for any property to achieve its objectives
- 8.2 The Association should keep record of property and other assets it has owns.
- 8.3 The Council Members and other office-bearers of the Association have no rights in the property or other assets of the Association solely by virtue of their being Council Members or office-bearers.
- 8.4 Office bearers or members cannot be held liable for any obligations and liabilities of the Association, solely by virtue of being office-bearers of members the Association.
- 8.5 The income and property of the Association shall be used solely for the promotion of its stated Objectives and shall not be paid or distributed directly or indirectly to any person, or to any Council Member of the Association, General Members of office-bearers, except as reasonable compensation for services actually rendered to the Association or reimbursement of actual costs or expenses reasonably incurred on behalf of the Association.
- 8.6 Office bearers or members may be compensated, within reason, for services rendered to the Association.

- 8.7 Office bearers or members may be reimbursed for payments made on behalf of the Association that have been duly authorised.
- 8.8 The Council must consist of at least three individuals who are not related to each other, as defined in the Income Tax Act, to accept the fiduciary responsibility of the Association and no single person shall directly or indirectly control the decision-making powers relating to the Association.
- 8.9 The Association is prohibited from directly or indirectly distributing any surplus funds to any Association, other than in terms of its objectives.
- 8.10 Substantially the whole of the activities of the Association shall be directed to the furtherance of its objectives and not for the specific benefit of an individual member or minority group.
- 8.11 The Association is prohibited from holding any share or other interest in any business, profession or occupation which is carried on by its members.
- 8.12 The Association may not pay any remuneration to any person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.
- 8.13 The Board undertakes to submit to the Commissioner of the South African Revenue Service, a copy of any amendment to the Constitution within thirty days of its amendment.
- 8.14 Substantially the whole of the Association's funding must be derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere.
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## **9. MEETINGS**

### **9.1 Procedures**

- 9.1.1 The Council shall decide on the procedures at any General Meeting of the Association and its own meetings. Provided that the Association shall, notwithstanding any clause in this constitution, be empowered to hold any meetings via electronic platform (such as Zoom / MS Teams and the like), should circumstances dictate that a physical meeting is not possible. This shall be decided by the Council from time to time.
- 9.1.2 The Chairperson of any Council or General meeting shall be the SAMA President and in his/her absence the Vice-President. Should they both be absent, those members present shall elect a Chairperson;
- 9.1.3 At all meetings an attendance register should be signed and apologies noted.
- 9.1.4 An agenda outlining the order of business should be tabled and approved.
- 9.1.5 Minutes of the previous meeting should be approved and matters arising dealt with.

### **9.2 Notices of meetings**

- 9.2.1 Meetings are convened by the Chairperson.
- 9.2.2 Notices should be sent out electronically at least 15 days beforehand giving the reason of the meeting.
- 9.2.3 Members are obliged to update their contact details with the SAMA Office to ensure that notices and relevant documentation reaches them.

### **9.3 Quorums**

- 9.3.1 A quorum must be reached before any meeting can start. If not, the meeting should be reconvened within fourteen days.
- 9.3.2 Quorums for Council and committee meetings of the Association shall be (50% + 1) of members in good standing unless otherwise specified.
- 9.3.3 The quorum of the Annual General Meeting is 25% of members in good standing either in person or by proxy.

#### **9.4 Decision taking at meetings**

- 9.4.1. Decisions should generally be taken by consensus at the meeting. If not, the decision should go to the vote and the Chairperson has the casting vote. All members must abide by the majority decision of the meeting.
- 9.4.2 Decisions concerning the changes to the constitution or dissolution of the Association are dealt with under clauses 11 and 12.

#### **9.5 Records of meetings**

- 9.5.1 Proper minutes and attendance registers should be kept for all meetings of the Association.
- 9.5.2 The minutes shall be confirmed as a true record of proceedings at the next sitting of that meeting and shall be signed by the Chairperson.
- 9.5.3 Minutes shall thereafter be kept safely for members to consult.

#### **9.6 Council/ Ordinary Meetings**

The Council shall hold at least two meetings a year.

#### **9.7 Annual General Meeting**

- 9.7.1 The Council shall convene an Annual General Meeting every year. It may coincide with a SAMA National Conference.
- 9.7.3 The purpose of an Annual General Meeting (AGM) is for the Office Bearers to report back to members on the achievements and work of over the past year, make any changes to the constitution and enable members to raise issues and decide on the policies of the Association.
- 9.7.4 The proceedings of the Annual General Meeting should include:
  - 9.7.4.1 The President's Annual Report
  - 9.7.4.2 The Treasurer's Report and approval of the Audited Financial Statements
  - 9.7.4.3 Reports from the Regional and other Committees
  - 9.7.4.4 Resolutions
  - 9.7.4.5 Amendments to the Constitution
  - 9.7.4.6 The Election of Council members

#### **9.8 Special /Extraordinary General Meetings:**

- 9.8.1 The Special General Meeting or any other special meeting is held outside of the normal or regular meetings.



- 9.8.2 The Council may convene a Special meeting to obtain a mandate or guidance from the members to deal with issues that cannot wait until the next AGM or Council meeting.
- 9.8.3 A Special General Meeting can also be called by not less than one-third of the members of the Association.
- 9.8.4 The Special meeting shall follow the standard procedures of meetings as per sub-sections 9.1 – 9.5.
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## **10. REGIONAL BRANCHES OF THE ASSOCIATION**

- 10.1 The Council may establish regional branches of the Association upon receipt of a formal application by members in good standing of a specific geographical area.
- 10.2 Regional branches are not set up as separate legal entities and shall:
- 10.2.1 Bound by the Constitution of the Association;
  - 10.2.2 Operate as a sub-structure of the Association; and
  - 10.2.3 Account and operate subject to the Association's Bylaws and written directives issued by the Council from time to time...
- 10.3 The Council shall empower the branch to engage with members in that region and elect a Regional Committee.
- 10.4 The Regional Committee's term of office shall run concurrently with that of the Council.
- 10.5 The Regional Chairperson shall represent the Regional Committee /branch on Council.
- 10.6 The Regional Committee is responsible for the management of the regional branch and shall report to Council on its activities. This may include conferences, workshop and opportunities for networking with members of the Association in its regions.
- 10.7 The Regional Committee shall organise Annual General Meetings for members in its region and submit any resolutions to Council.
- 10.8 The Regional Committee is responsible for managing the finances and assets of the regional branch and shall report on them to Council.
- 10.9 The Council may allocate a portion of the annual membership fees to the regional branches. See Item 4.6.4.
- 10.10 The Council may dissolve a regional branch at the request of the respective branch committee, or following an investigation, the Council finds that the dissolution is in the best interests of the Association.
- 10.12 On the dissolution of a branch, the Council must assume all the delegated responsibilities taken on by the branch or may request that these be assumed by another branch.
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## **11. AMENDMENTS TO THE CONSTITUTION**

- 11.1 The constitution may only be changed by a resolution at an Annual General Meeting or Special General Meeting convened for this purpose. The resolution has to be agreed upon and passed by not less than two thirds (or at least 67%) of members voting

- 11.2 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.
- 11.3 Two thirds of the members in good standing shall be present at a meeting (the quorum) in person or by proxy before a decision to change the constitution is taken.
- 11.4 A decision to change the constitution shall be taken with a two thirds (67%) majority at the annual general meeting subject to the quorum obtained for this purpose (see 11.3).
- 11.5 No amendments may be made which would cause the organisation to close down or stop functioning.

**12. DISSOLUTION OF THE ASSOCIATION**

- 12.1 The Association may be dissolved by resolution of two-thirds of the members in good standing represented in person or by written proxy at a special general meeting called specifically for that purpose.
- 12.2 Upon the dissolution of the Association, after all debts have been paid and all commitments honoured, any remaining assets shall not be paid to or distributed amongst members, but must as part of its dissolution transfer its assets to—
  - a) another entity approved by the Commissioner in terms of section 30B;
  - b) public benefit organisation approved in terms of section 30;
  - c) an institution, board or body which is exempt from tax under section 10 (1) (cA) (i) of the Income Tax Act; or
  - d) the government of the Republic in the national, provincial or local sphere.
- 12.3 The remaining assets of the Association may not be distributed amongst office-bearers or members of the Association as per section 8.5.

**RATIFICATION OF THE CONSTITUTION**

This Constitution was approved and accepted by members of the Association at a special (general) meeting held on 10 February 2021, Zoom conference platform.

Signed: .....

SAMA President

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SAMA Councillor