

MUSEUMS ASSOCIATION OF NAMIBIA

CONSTITUTION.

1. NAME

The name of the Association shall be **Museums Association of Namibia** (subsequently referred to as "**MAN**")

2. LEGAL STATUS

MAN is a separate legal entity and body corporate, with the powers and capacity to acquire rights and obligations and having perpetual succession. The national, non-governmental and professional organisation represents museums and the museum profession in Namibia. In this capacity it maintains close consultative and cooperative relations with the Government of Namibia, UNESCO, ICOM, ICOMOS, AFRICOM and ICCROM and with other national, regional and international, inter-governmental organisations, with the national authorities responsible for museums and with specialists of other disciplines.

3. AIMS AND OBJECTIVES

3.1 MAN is an organization of museums, institutions and people in Namibia, which aims to promote museology and all matters pertaining thereto. MAN strives to achieve the following objectives:

- 3.1.1 To define, support and aid museums and museum institutions.
- 3.1.2 To establish and reinforce the museum profession in Namibia.
- 3.1.3 To organise co-operation and mutual assistance between museums and between members of the museum profession locally, regionally and internationally.
- 3.1.4 To emphasise the role played by museums and the museum profession within each community and in the promotion of a greater knowledge and understanding among people.
- 3.1.5 To assist Namibian museums to comply with the International Council of Museums statutes in Article 3, which defines a museum as: “ a non-profitting, permanent institution in the service of society and of its development, and open to the public, which acquires, conserves, researches, communicates and exhibits for the purpose of study, education and enjoyment, material evidence of man and his environment”.

**3.2 To assist museums and other institutions to comply and merit recognition under the MAN registration system:
The following will be eligible to apply for institutional membership of MAN:**

- 3.2.1 Museums in Namibia,
- 3.2.2 Conservation institutes and exhibition galleries permanently maintained by libraries and archive centres,
- 3.2.3 Natural, archeological and ethnographical monuments, gravesites, sites and historical monuments and sites of a museum nature, which include and practice acquisition, conservation and communication activities,
- 3.2.4 Institutions displaying live specimens such as botanic, and zoological gardens, aquaria, vivaria, etc.,
- 3.2.5 Nature reserves,
- 3.2.6 Science centres and planetariums,
- 3.2.7 Institutions of education and learning, collecting, documentation, and archival exhibitions for informing, communicating or conservation,
- 3.2.8 Traditional/Religious sites,
- 3.2.9 Cultural Villages.
- 3.2.10 Reference Libraries

4. FUNCTIONS

- 4.1 To promote the meaningful use of museums in Namibia by publicising their existence and role in national development.
- 4.2 To establish, maintain and strengthen relations between all concerned with the study, practice, preservation, protection, dissemination and promotion of national heritage in Namibia.
- 4.3 To promote efforts relating to the protection and preservation of cultural and natural heritage.
- 4.4 To develop and improve professional standards by initiating and coordinating training programmes and workshops for museum personnel.
- 4.5 To promote cooperation between national, regional and international institutions concerned with the use of museums as research, educational and recreational resources.
- 4.6 To seek the return of cultural property expatriated from Namibia.
- 4.7 To facilitate communication and cooperation between members of MAN by arranging meetings on a scheduled basis.
- 4.8 To represent the interests of museums and museum personnel before the Government of Namibia.
- 4.9 To forge partnerships between local museums, institutions and government bodies with international museums, bodies and institutions.

5. PATRONS AND OFFICE BEARERS:

- 5.1 The Association in General meetings may invite any person or persons recommended to accept the office of Patron of the Association.
- 5.2 There shall be a Chairperson and a Vice-chairperson. They shall be elected by the members of the Executive Committee after the Annual General Meeting, and shall hold office until the next Annual General Meeting. The Secretariat consisting of the Administrator, Finance Officer and Project Planning and Training Officer will attend meetings of the Executive Committee, but will have no voting rights. The function of Treasurer will be performed by the Finance Officer and the function of Secretary by the Administrator, if these posts are not filled the Executive Committee will elect members to perform these functions.
- 5.3 The Chairperson, or in his absence the Vice-chairperson, shall preside at meetings of the Association and of the Executive Committee. If neither of them is present at a meeting, the members present at such meeting shall elect one of their number to preside.

6. MEMBERSHIP:

6.1 RIGHTS OF MEMBERS

Membership of MAN confers the right of attending and voting at the Annual General Meetings, to make suggestions for the improvement and strengthening of the Association, to generally assist with all matters pertaining to the Association and to be nominated and elected to the Executive Committee.

6.2 LIABILITY OF MEMBERS

- 6.2.1 The Liability of members is limited to the amount of the annual subscription owing by such member and remaining unpaid.
- 6.2.2 No liability for the debts or obligations of the Association shall attach to any Honorary member.

6.3 CATEGORIES OF MEMBERS

There shall be 4 categories of members of MAN:

- 6.3.1 Ordinary Members**
- 6.3.2 Honorary life members**
- 6.3.3 Corporate members, and**
- 6.3.4 Institutional Members**

ORDINARY MEMBERS

Any persons shall be eligible for membership as an ordinary member of MAN.

HONORARY MEMBERS

At any annual general meeting of MAN the Executive Committee may propose one honorary life member to be elected by a majority of the members present at such a meeting, and any such honorary life member shall be subject to the rules and

regulations of MAN and enjoy the privileges of membership without payment of subscription.

CORPORATE MEMBERS

Any registered company or business wishing to support the aims, objectives and functions of MAN.

INSTITUTIONAL MEMBERS

National and International institutions concerned with issues of Museums and the protection and presentation of Cultural Heritage. Institutions also include the members of local groups, study groups and branches of MAN.

6.4 APPLICATION FOR MEMBERSHIP

- 6.4.1 Any person desiring to join the Association shall lodge with the secretary a written application for membership.
- 6.4.2 Such application form shall be accompanied by the current membership fee.

7 MANAGEMENT AND CONTROL

7.1 THE EXECUTIVE COMMITTEE

- 7.1.1 The full authority and control of the Association shall vest in its Executive Committee.
- 7.1.2 The Executive Committee shall consist of not more than nine members of the Association who shall be elected at the Annual General Meeting (AGM) and who shall hold office as hereinafter provided.
- 7.1.3 Members of the Executive Committee shall hold office for a period of three years. At each AGM three members shall retire. The retiring members will be eligible for re-election.
- 7.1.4 The Executive Committee shall where practicable hold regular meetings; a quorum for such meeting shall not be less than five or more members being present.
- 7.1.5 The elected members of the Executive Committee will have the authority to co-opt up to six additional members to join the Executive Committee. The term of co-opted members will automatically end at the next AGM.
- 7.1.6 Executive Members who have difficulty travelling to meetings may propose a substitute who can attend meetings in their place, provided that the named substitute has been approved at an AGM.
- 7.1.7 The Executive Committee will have the authority to invite additional members to attend their meetings. Additional members will not have voting rights.

7.2 MEETINGS OF THE COMMITTEE

- 7.2.1 The committee shall, every two years after the Annual General Meeting of MAN, elect one of its members as chairperson of the executive committee of MAN and another of its members as vice-chairperson of the executive committee of MAN. Should the chairperson and vice-chairperson not be present at any meeting of the committee, the members present shall elect from their number a chairperson for that meeting.

- 7.2.2 The Vice-Chairperson will take over as Chairperson at the end of the Chairperson's term of office, providing the person in the position of Vice-Chairperson retains one of the nine elected positions on the Committee and maintains the support of a majority of the members of the Executive Committee.
- 7.2.3 The executive committee shall meet at regular intervals to conduct the affairs and business of MAN.
- 7.2.4 A special meeting of the executive committee shall be convened on the instructions of the chairperson or upon the written request of at least two members of the executive committee .
- 7.2.5 The executive committee shall cause a register of the Executive Committee (and their terms of office) and a register of all members, together with their addresses, and proper accounting records, to be kept. Further the executive committee shall cause minutes to be kept at the appointment of officers and the names of the members of the executive committee present at any meeting, together with minutes of all proceedings and all resolutions taken at any such meetings.
- 7.2.6 All such minutes shall be duly entered into books properly kept and provide for that purpose. Any such minutes, or extracts therefrom, signed by the chairperson, shall be received as prima facie evidence of matters therein stated.

8 TERMINATION OF OFFICE OF EXECUTIVE COMMITTEE MEMBERS

Any member of the executive committee absenting him/herself without apology for more than three consecutive meetings held over a period of more than three months, of which due notice has been given, shall cease to be a member of the executive committee.

9 AUTHORITY

9.1 All property and funds of the Association shall vest in the Executive Committee, which shall hold such property and funds on behalf of the members for the duration of the Association.

9.2 The Executive Committee shall have the power to:

- 9.2.1 buy, sell or hire, exchange, transfer receive by way of donation or otherwise movable property, including debentures, stocks, and shares, and to invest the funds in Government or other stocks, mortgage bonds, or on fixed deposit or otherwise in Banks, Building Societies or like organisations or in any other recognised deposit receiving institution,
- 9.2.2 generally deal with the property and funds of the Association to fulfill the aims, objectives and functions of the Association,
- 9.2.3 institute and defend legal proceedings on behalf of the Association and for this purpose to sign and execute any necessary powers of attorney,

- 9.2.4 prescribe procedures of the Annual General Meeting, Special General Meetings, Executive Committee Meetings and Action Committee Meetings.

10. GENERAL MEETINGS

10.1 ANNUAL GENERAL MEETING

The annual general meeting (AGM) of members of MAN shall be held at such time as the Executive committee may determine:

- 10.1.1 Notice of the date, time, and place of the holding of the AGM meeting shall be sent by letter to each of the members at his registered address as appearing in the register of members, at least 21 days before the date fixed for the holdings of such a meeting.
- 10.1.2 Notice of the terms of any resolution to be proposed at an annual general meeting, other than concerning ordinary and general business, shall be lodged with the secretary at least 21 days before the date fixed for such meeting.

10.2 PROCEEDINGS AT THE ANNUAL GENERAL MEETING

- 10.2.1 At the annual general meeting the executive committee shall present a balance sheet and income statement of MAN for the preceding financial year, together with its annual report. A final audited financial statement will be submitted to the Executive Committee within three months after the AGM.
- 10.2.2 The ordinary business to be done at an annual general meeting shall be as follows:
- I.) to confirm the minutes of the previous annual general meeting and any special general meeting held since the previous annual general meeting.
 - II.) to receive and consider the annual report of the committee and the financial statement for the preceding financial year.
 - III.) to elect new members of the executive committee.
 - IV.) to appoint MAN's auditors.
 - V.) to elect an honorary life member proposed by the committee.
 - VI.) to consider and to pass, with or without modification any resolution concerning the affairs of MAN of which due and proper notice has been given and any other business concerning the affairs of MAN.

10.2 SPECIAL GENERAL MEETING

- 10.2.1 The Executive Committee may at any time, call a special general meeting of members by giving not less than 14 days notice to the members specifying for what object or objects the meeting is called.
- 10.2.2 The Executive Committee shall convene a special general meeting of members of MAN, upon receiving a requisition in that respect, signed by not less than five ordinary members, specifying any resolution or resolutions proposed to be moved or other business to be discussed. The executive committee shall post a notice of the day, hour and place of such a meeting, together with a statement of the business to be dealt with to each member at his registered address. A copy

of such notice to reach the members at least 14 days prior to the holding of the meeting.

10.3 QUORUM AT GENERAL MEETINGS

The quorum for a general meeting of members shall be ten (10) members entitled to vote, provided that if no quorum be present within 15 minutes after the time fixed for the meeting, it shall postponed to commence 15 minutes later. In the case of a special general meeting called by requisition of members, if no quorum is present within 15 minutes after the time fixed for the meeting, it shall be dissolved.

10.4 VOTING AT GENERAL MEETINGS

- 10.4.1 Only members shall be eligible and entitled to vote at an annual or special general meeting of MAN and each such member shall have one vote.
- 10.4.2 Save as otherwise provided in this constitution, any business, resolution or question submitted to such a meeting for decision shall be decided by majority vote of those present and entitled to vote. Proxies shall be permitted.
- 10.4.3 A declaration by the chairperson of the meeting of the results of the vote shall be conclusive.

11. AMENDMENT OF THE CONSTITUTION OF MAN

- 11.1 The constitution of MAN or any part thereof, may be repealed or amended by majority vote and new rules shall be made, by a resolution adopted by a majority of two thirds of the ordinary and honorary life members present at an annual or special general meeting of members, of which due and proper notice has been given.
- 11.2 Seven (7) days notice of the intention to propose and move a resolution for the adoption of a new rule or the repeal or the amendment of an existing rule and setting out the terms of such proposed resolution, shall be given to the chairperson, who shall forthwith notify the executive committee and send a copy of such notice by post to each member at the address appearing in the register of members.

12. DISSOLUTION

MAN may be dissolved by a resolution passed at a special general meeting called for that purpose, provided that such a resolution is passed by a majority (two-thirds) of the members present and entitled to vote at such a meeting. Further more, such resolution is confirmed at a special general meeting held not less than one month thereafter by a majority vote of members entitled to be present and to vote thereon. In the event of such resolution being confirmed at the second special general meeting, aforementioned, the meeting shall also have power to pass a resolution by majority vote, regarding the disposal of the surplus

funds and assets of MAN after liquidation and after the payment of all its debts and obligations, provided that upon the winding-up of MAN, the assets remaining after the satisfaction of its liabilities shall be delivered to some other organisation, association or society with objects similar to those of MAN within the Republic of Namibia.

Revisions proposed:

Annual General Meeting MAN 2006

Proposed: Werner Thaniseb

Seconded: Jeremy Silvester

Adopted with amendments proposed: Annual General Meeting MAN 2006

Signed: _____

Chairperson MAN: Mr. Werner Thaniseb

Date: _____