

# APHP

ASSOCIATION OF PROFESSIONAL  
HERITAGE PRACTITIONERS

## **CONSTITUTION 2015**

# **ASSOCIATION OF PROFESSIONAL HERITAGE PRACTITIONERS: WESTERN CAPE**

16<sup>th</sup> NOVEMBER 2015

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Constitution Base Version: As adopted with 2012 AGM – 16 May 2012, with further changes to accounting terms adopted by email vote November 2012, with further changes to improve financial accountability adopted at 2014 AGM, with further changes to allow for institutional membership adopted by email vote November 2015.

## **1. NAME OF THE ASSOCIATION**

The name of the Association shall be the ASSOCIATION OF PROFESSIONAL HERITAGE PRACTITIONERS – WESTERN CAPE ('the Association').

## **2. AIMS AND OBJECTIVES OF THE ASSOCIATION**

2.1 The primary objective of the Association shall be to promote the identification and conservation of cultural property; and, in order to satisfy this primary objective, the Association adopts the following four primary responsibilities:

2.1.1 all actions of the professional heritage practitioner shall be governed by an informed respect for cultural property (the "national estate") and its unique character and significance;

2.1.2 the actions of the professional heritage practitioner shall at all times reflect a respect for society as a whole and the its often diverging values

2.1.3 in balancing the interests of the cultural property itself, the current owners, the custodians and of the nation, the actions of the professional heritage professional shall not knowingly violate the law; and

2.1.4 the actions of the professional heritage practitioner shall at all times reflect a responsibility to the conservation profession, that is, the professional shall recognise the necessity for an interdisciplinary approach and shall practice within the limits of personal professional competence.

2.2 The Association shall pursue these objectives and responsibilities by:

2.2.1 The development of a system by which practitioners may be accredited as professional heritage practitioners;

2.2.2 The development of a code of practice for professional heritage practitioners;

2.2.3 The raising of awareness amongst authorities and civil society of the necessity for professional standards in conservation and heritage resource management; and

2.2.4 The promotion of education and training in the field of conservation and heritage resource management.

## **3. MEMBERSHIP**

3.1 Membership of the Association shall be open to any individual deemed by the Association to meet the minimum requirements set out in the Standards for Accreditation<sup>1</sup>. Such member shall be defined as an Accredited Professional Heritage Practitioner ("Accredited PHP"). Such category of membership shall have voting rights.

3.2 Candidate membership shall be open to any individual deemed by the Association to meet the requirements for that category as set out in the Standards for Accreditation<sup>2</sup>. Such category of membership shall not have voting rights.

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<sup>1</sup>Approved AGM 16.05.12

<sup>2</sup>Approved AGM 16.05.12

- 3.3 Any person may join the Association as a Friend subject to their support for the aims and objectives of the Association as set out in section 2. Such category of membership shall not have voting rights.
- 3.4 Any association or body may join the Association as an Institutional Member subject to their support for the aims and objectives of the Association as set out in section 2. Such category of membership shall not have voting rights.
- 3.5 All applications for membership of the Association shall be considered by a special committee of the Association established for such a purpose and which shall meet as and when necessary.
- 3.6 Annual subscriptions for all categories of membership of the Association shall be determined by the Executive from time to time.
- 3.7 Subscriptions shall be payable at the commencement of the Association's financial year.

#### **4. RIGHTS AND PRIVILEGES OF MEMBERS**

- 4.1 Every Accredited PHP in good standing shall be entitled to:
  - 4.1.1 Attend, speak and vote at any General Meeting (subject to the conditions set out in section 6)
  - 4.1.2 Receive all notices and general correspondence relating to members
  - 4.1.3 Be elected onto the Executive Committee.
  - 4.1.4 Use post-nominal description of membership title as regulated by the Association.
- 4.2 Other categories of members in good standing shall be entitled to:
  - 4.2.1 Attend and speak at any General Meeting (subject to the conditions set out in section 6)
  - 4.2.2 Receive all notices and general correspondence relating to members
  - 4.2.3 Be co-opted to attend meetings of the Executive Committee as observers.
  - 4.2.4 Use the title of Candidate, Friend or Institutional Member as the case may be.

#### **5. CESSATION OF MEMBERSHIP**

A member of the Association shall cease to be a member:

- 5.1 upon death or resignation from the Association;
- 5.2 if the subscription is unpaid two months after notice has been given that it is due; or
- 5.3 if, after due enquiry, the Executive Committee has decided by majority vote to terminate the membership of such person who in its opinion has acted contrary to the objectives

and/or the Code of Ethics of the Association and/or by doing so brings the Association into disrepute.

## **6. GENERAL MEETINGS OF THE ASSOCIATION**

### **6.1 Annual General Meetings of Members**

Annual General Meetings of members shall be held once a year

### **6.2 The agenda for the Annual General Meeting shall include the following:**

6.2.1 The election of an Executive (when required in terms of section 8.5)

6.2.2 The adoption of the chairperson's report and the examination of activities of the association since the previous general meeting.

6.2.3 The adoptions of resolutions from the floor.

6.2.4 Other business and discussion of which due notice has been given.

### **6.3 Written notice of the Annual General Meeting shall be accompanied by:**

6.3.1 The agenda of the meeting detailing the business to be transacted;

6.3.2 The minutes of the previous Annual General Meeting;

6.3.3 The Chairperson's report; and

6.3.4 The financial statements,

all of which shall be circulated not less than twenty one days before the date of such meeting to every member, provided that the non-receipt of such notice by any member shall not invalidate the meeting.

### **6.4 Special General Meetings**

6.4.1 A Special General Meeting shall be convened by the Executive Committee upon receipt of a written request signed by not less than 25% of the Accredited members; or

6.4.2 The Executive Committee may convene a Special General Meeting for a date not less than twenty-one days from the date of such notice.

6.4.3 Only the business mentioned in the notice convening a Special General Meeting may be dealt with at such meeting.

### **6.5 Quorum**

6.5.1 The quorum for any General Meeting of members shall be not less than 25 percent of the total voting<sup>3</sup> membership of the Association.

6.5.2 In the event of there not being a quorum present at any General Meeting, the meeting shall then adjourn for 30 minutes. Those members then present at the meeting shall constitute a quorum. Any resolutions taken at such a re-

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<sup>3</sup>Approved AGM 16.05.12

constituted<sup>4</sup> meeting shall be conveyed to all members and the majority response received from members within seven days of issue shall carry the resolution forward to adoption.

## 6.6 Procedure at General Meetings

6.6.1 The Chairperson of the Association shall preside at all meetings of the Association and in his/her absence the Vice Chairperson shall preside failing which the members present shall appoint one of their members as the chairperson of the meeting.

6.6.2 At any meeting of the Association each member who has voting rights shall have one vote provided that in the event of any equality of votes the Chairperson shall have a second or casting vote.

6.6.3 Any member<sup>5</sup> may propose a motion or other matter for discussion by members at the Annual General Meeting provided that:

Written notice of the proposed motion or other matter, signed by the proposer and by a seconder, is received by the Secretary not less than ten days before the date of the General Meeting; or

A proposal to consider a motion made at the meeting without such notice is passed by a two-thirds majority of members present and entitled to vote.

6.6.4 Any member with voting rights who is unable to attend the Annual General Meeting may vote by proxy given in writing through another member with voting rights.

## 7. ADDITIONAL DECISION-MAKING PROCEDURE

7.1 Any motion circulated to all members of the Association and agreed to in writing by members constituting a majority of the voting members shall be binding upon the Association as if taken at a duly constituted meeting of the Association at which a quorum was present. Such resolution shall be noted for record purposes at the following meeting of the Association.

7.2 Any changes to the spirit and meaning of the adopted Standards for Accreditation and Code of Ethics must be circulated and ratified by a majority of voting members<sup>6</sup>.

## 8. EXECUTIVE COMMITTEE OF THE ASSOCIATION

8.1 The management of the affairs of the Association shall be vested in an Executive Committee.

8.2 The Executive Committee shall comprise:

8.2.1 seven persons, who shall be Accredited members, elected by the membership, and who shall be the following:

A Chairperson

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<sup>4</sup>Approved AGM 16.05.12

<sup>5</sup>Approved AGM 16.05.12 deleted 'voting'

<sup>6</sup>Approved AGM 16.05.12 (paragraph added)

A Vice-Chairperson  
Five additional members.

- 8.2.2 Any one of the seven members may serve in addition as Secretary or Treasurer (or both) or alternatively the Executive may co-opt a person or persons to such position(s). Any person(s) co-opted to such position(s) need not be a member of the Association. Any person(s) so co-opted shall not be voting members of the Executive.
- 8.2.3 A maximum of two accredited members may be co-opted to the Executive Committee without voting rights, and their position must be ratified during the following AGM<sup>7</sup>.
- 8.3 Candidates and Friends may be co-opted onto the Executive Committee with observer status only.
- 8.4 The term of office of the Executive Committee members shall terminate at the end of each two-year term of office.
- 8.5 Election of the Executive Committee:
- 8.5.1 Elections for the Executive Committee shall take place at every second Annual General Meeting.
- 8.5.2 The seven elected members shall be determined during the course of an Annual General Meeting, each voting member having the right to select seven members from the list of nominations. If deemed necessary by the Electoral Officer the elected members will be determined by secret ballot.
- 8.5.3 Nominations of voting members, including a nominator and a seconder and indication of consent to stand for election on the part of the nominee, shall be made to an 'Electoral Officer' appointed by the outgoing Executive. The Electoral Officer and a witness appointed by the AGM shall count the votes and announce the results of the election.
- 8.5.4 Immediately following the election the elected members shall meet to:
- 8.5.4.1 Elect from among the seven elected members the Chairperson and Vice Chairperson.
- 8.5.4.2 Co-opt a Secretary and Treasurer, as may be necessary.
- 8.5.5 In the event of the resignation of an elected member of the Executive Committee the remaining members shall choose a replacement from among the voting members of the Association. Where necessary it shall then elect a person to fill the position of Chairperson or Vice Chairperson.
- 8.6 Meetings of the Executive:
- 8.6.1 The Executive Committee shall meet not less than once every three months and shall keep an official record of the proceedings.
- 8.6.2 The Chairperson of the Association shall convene meetings of the Executive and shall preside at such meetings.

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<sup>7</sup>Approved e-mail circular 13.08.12 approved by 30 "yes" votes, one "no"

- 8.6.3 The Vice Chairperson shall perform the above functions in the absence of the Chairperson.
- 8.6.4 The Executive Committee may handle its business by long distance communication, subject to majority support for any proposal and provided that decisions made in such fashion are endorsed by the next meeting of the Executive.
- 8.6.5 The quorum at meetings of the Executive shall be half the current members plus one.
- 8.7 The Executive shall:
- 8.7.1 Handle all matters concerning:
- 8.7.1.1 The day to day running of the Association
- 8.7.1.2 The promotion of the aims and objectives of the Association
- 8.7.2 Establish committees to assist in carrying out the objectives of the Association, including but not restricted to accreditation, professional practice and mentoring, and decisions taken by such committees shall be ratified by the Executive<sup>8</sup>.
- 8.8 The Executive Committee is responsible for sound financial management of the Association and to this end, shall prepare annual budgets, recommendations for entrance and subscription fees and prepare financial statements for approval by a general meeting of the members.
- 8.9 The financial records and minutes of the Executive Committee shall upon application, be open for inspection by any member, at all reasonable times.
- 8.10 The income and profit of the Association, from whatever source derived, shall be applied solely towards the promotion of the objectives of the Association as set forth in this Constitution.
- 8.11 The payment in good faith, of remuneration to any officer of the Association, or to any other person or entity, in return for services rendered to the Association, shall be agreed to by the Executive Committee.
- 8.-2 Duties of the Treasurer:
- The Treasurer shall, with the assistance of the secretary, be responsible for the financial affairs of the Association which shall include:
- 8.12.1 The preparation of an annual budgets and financial records for approval by the Executive;
- 8.12.2 The arranging of an independent review of financial records of the Association (in accordance with 9.5);
- 8.12.3 Submission of an annual balance sheet to the Executive and when it meets, the Annual General Meeting;

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<sup>8</sup>Approved AGM 16.05.12

8.12.4 Together with two signatories nominated by the Executive, the authorisation of expenditure according to the instructions of the Executive.

## **9. FINANCIAL RECORDS AND AUDITORS**

- 9.1 The financial year of the Association shall be the period of 12 months from 1 April to 31 March.
- 9.2 All monies shall be deposited into a banking account to be opened in the name of the Association.
- 9.3 The Executive shall be responsible for the keeping of proper accounts in respect of the transactions of the Association and shall at all times be informed as to its financial position.
- 9.4 An annual balance sheet and statement of revenue and expenditure shall be prepared by the Treasurer on behalf of the Executive Committee for review by an External Accounting Officer as outlined in 8.5 and 9.5.
- 9.5 The Executive shall appoint an Accounting Officer to conduct an independent review of the accounts annually and the Accounting Officer<sup>9</sup> shall at all times have access to all vouchers and records of the Association.

## **10. AMENDMENTS TO THE CONSTITUTION**

Any amendment of this Constitution is subject to adoption by a two-thirds majority of members voting at a General Meeting or through the additional decision-making procedure set out in Section 7.

## **11. TERMINATION OF THE ASSOCIATION**

The Association shall be terminated in the event of:

- 11.1 An affirmative vote at a General Meeting of two-thirds of the total number of members, with the provision that voting may take place by post, such votes to be completed before and included in the counts of the votes at the meeting; or
- 11.2 The objects of the Association becoming incapable of fulfillment.

## **12. DEFINITIONS**

For the purposes of this Constitution and unless the context indicates otherwise:

- 12.1 The singular includes the plural;
- 12.2 The masculine includes the feminine.

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<sup>9</sup>Approved e-mail circular 23 Nov 2012 33 votes 'yes'; 1 vote 'no'