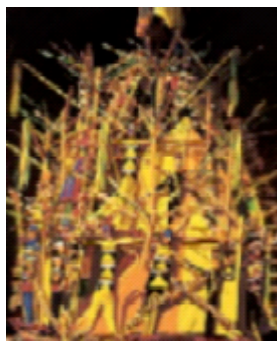


**The Constitution of the**



**African Theatre Association (AfTA)**

**Publishers of**



***African Performance Review (APR)***

**ISSN 1750-4848**

# **African Theatre Association (AfTA).**

## **The Constitution**

Adopted on the 14<sup>th</sup> day of JULY, 2013

### **PART 1**

#### **Clause 1. Adoption of the constitution**

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

#### **Clause 2. Name**

The association's name is **African Theatre Association (AfTA)** (also called the charity in this document).

#### **Clause 3. Objects**

The charity's objects ('the objects') are:

To advance education in the study and practice of African theatre and performance. In furtherance of this object the association shall have the powers to do the following:

1. Provide a regular forum for scholars and practitioners to meet and exchange ideas, knowledge and information;
2. Publishing, disseminating and encouraging research and information on African theatre and performance;
3. To provide information on African theatre and performance to the wider public.

#### **Article One: Governance**

A. The African Theatre Association (AfTA) shall be governed by its Constitution and By-Laws, and such other actions as the association and its members may establish.

B. The organisation shall be constituted as follows:

1. The Trustees / Executive Board
2. The Conference/Convention Committee
3. The Publications Committee
4. The Prize/Awards Committee
5. The Nominations, Elections, and Amendments Committee
6. The Ad Hoc Committee(s)

## **Article Two: The Trustees / Executive Board**

### **Section 1.**

#### Trustees / Executive Board Members.

The Trustees/Executive Board shall consist of no less than seven (7) persons, including the President, General Secretary, Treasurer, Membership Secretary, and Editor of *African Performance Review*.

1.1. The membership of the Board will be balanced between academic and professional cadres through the strategic selection of members of the association to represent their regions, subject areas or a professional expertise deemed essential in the efficient operations of the association.

1.2. Some members of the Executive Board will also serve as members of AfTA Board of trustees and shall include the President, General Secretary, Treasurer, Membership Secretary, and Editor of *African Performance Review*.

1.3. The President, General Secretary, and Treasurer shall serve for two terms of three (3) years each or a total of six years after which they shall wait for two years before standing for re-election.

1.4. Other members of the Executive Board shall serve for four (4) years. All members of the Board shall wait for two years before standing for re-election to the Executive Board.

1.5. In the event an Executive Board member is unable to serve out the remainder of her/his term, the Executive Board will appoint a replacement to serve out the remainder of the term until regularly scheduled elections are held.

1.6. In the event an Executive Board member is found to be derelict of his/her duties, incompetent, or guilty of malfeasance or misconduct, the Executive Board shall remove and replace that Executive Board member by simple majority vote of its membership.

1.6. Disciplinary and constitutional cases involving members of the association (Executive or ordinary member) will be handled by a committee of 5; two of which shall be from the Executive Board, the other three appointed from the membership. A decision will be reached by simple majority vote.

### **Section 2. Duties**

The Trustees/ Executive Board shall be responsible for the overall governance of AfTA, and shall act for the body when it is not in session.

The Trustees / Executive Board shall oversee the appointment of officers and committees as it deems necessary to carry out the objectives of AfTA.

The Trustee / Executive Board shall be responsible for upholding the rights, objectives and wishes of the membership.

## **Article Three**

### **Officers & Election to Offices**

#### **Section 1. Executive Officers**

The Executive Officers of the association shall consist of members of two different organs; the Management Committee and the Executive Board.

1.1. The Management Committee of AfTA shall consist of a President, Vice-President General Secretary, Assistant General Secretary, Treasurer, Assistant Treasurer and Membership Secretary.

1.2. Members of the Management Committee; President, General Secretary, Treasurer, Membership Secretary, and Editor of *African Performance Review* will also serve as members of AfTA Board of trustees.

#### **Section 2. Elections, Qualifications, Terms, and Duties**

Nominations for elected officials should be sent in writing to the Elections and Amendments Committee two (2) months prior to elections.

Nominations of candidates for elections shall be proposed to voting members by; a) individuals and b) by the Elections and Amendments Committee.

After determining the eligibility of the candidates, the Elections and Amendments Committee shall submit the candidates' names to the Executive Board.

All candidates should provide a brief biography and a statement explaining their interest in holding office, to be distributed to the membership.

Election ballots shall be emailed and must be returned one month prior to elections.

Votes will be tallied by an ad hoc committee, selected by the Executive Board, and the results announced at the business meeting of the general annual convention/conference.

Elections to offices will be held prior to conferences to enable elected officers to take over at subsequent AGM.

Elections to serve as an officer of the association shall be announced and conducted by the Elections and Amendment committee, using the following schedule:

Call for Nominations: Early December  
Nominations close, candidates announced: End of January  
Voting and announcement of election results: February

These By-Laws may be amended by a simple majority vote of members at any business meeting during the annual general convention/conference.

**2. 1. The President shall:**

- 2.1.i. Be a member of AfTA for at least two (2) years prior to election
- 2.1. ii. Be the chief administrative officer of AfTA, with responsibilities that include:
  - a. providing administrative direction for the association programmes, policies, and procedures recommended by the Executive Board and approved by AfTA
  - b. presiding at meetings of the Executive Board and general meetings of AfTA.
  - c. serving as an ex-officio member of all Standing Committees
  - d. calling meetings of the Executive Board, including special or emergency meetings when necessary
  - e. representing AfTA in its interactions with other organizations and groups
  - f. authorizing and approving disbursement of monies in the name of AfTA
  - g. co-signing all financial vouchers with the Treasurer and General Secretary
  - h. performing other duties as directed by the Executive Board and the membership of AfTA

**2.2. The General Secretary shall:**

- 2.2.i Be a member of AfTA for at least two (2) years prior to election
- 2.2. ii. Assume responsibilities that include:
  - a. recording, keeping, and documenting all records, minutes, and correspondence of AfTA as appropriate.

- b. notifying Executive Board/Membership-at-large of any and all meetings of AfTA
- c. keeping an archival record of all AfTA publications
- d. submitting annually and in writing to the members, the membership enrollment of AfTA
- e. confirm with the president and circulate the minutes of meetings to members

**2.3. The Treasurer shall:**

2.3.i. Be a member of AfTA for at least two (2) years prior to election

2.3.ii. Assume responsibilities that include:

- a. serving as the officer in charge of the collection and disbursement of funds for AfTA
- b. maintaining full and accurate accounts of all financial receipts/disbursements by AfTA
- c. depositing all monies in bank accounts/depositories selected by the Executive Board
- d. withdrawing funds through the preparation of financial vouchers for the countersignature of the President or the General Secretary.
- e. keeping a permanent record of all financial vouchers, the contents of which show: name of creditor or person to whom funds are paid, date, reason or purpose of payment, balance, if any
- f. making all financial contracts for AfTA with the approval of the Executive Board, including hotel and convention sites for AfTA
- g. serving as an ex-officio member of all Standing Committees whose functions involve the collection and disbursement of funds designated by the Executive Board or membership.

**2.4. The Membership Secretary shall:**

2.4.i. Be a member of AfTA for at least two (2) years prior to election

2.4. ii. Assume responsibilities that include:

- a. collecting and maintaining a record of all members of AfTA, submitting the same in writing every year to the President and the General Secretary.
- b. bringing AfTA to the attention of potential members and maintaining an up-to-date list and addresses of members.

### **Section 3. Procedures of Accountability**

**3.1.** The authorised signatories consist of the President, General Secretary and Treasurer, any two of the three may sign cheques and relevant documents for AfTA.

**3.2.** The Treasurer shall submit an annual report to the Executive Board that specifies all deposits and expenditures. He or she shall also produce for the Executive Board, a half-yearly financial briefing after each annual conference while the annual report will be presented at the annual general meeting (AGM).

In the event of both activities happening at the same time and place, the Treasurer will present either of the two financial reports as deemed appropriate. With respect to expenditure, the annual report must include:

- 3.2.i. name of creditors/persons to whom funds were paid,
- 3.2. ii. reason/purpose of payments,
- 3.2. iii. dates of payments,
- 3.2.iv. balances, if any

**3.3.** All financial accounts must be audited on an annual basis by an independent body selected by the Executive Board and presented at the Annual General meeting (AGM) for approval.

### **Article Four Standing Committees**

All committees shall be appointed by the Executive Board of AfTA.

The Conference/Convention Committee shall prepare the programme for the Annual General Meeting and Conference/ Symposium, in consultation with the convener(s) and the General Secretary.

The Elections and Amendments Committee shall present the names of candidates for various offices to the Executive Board, to be elected by the membership-at-large. This committee shall also be responsible for preparing items for veto, amendment, and rescission, as outlined in the By-Laws.

The Publications Committee shall be responsible for the publication of *African Performance Review*, AfTA's annual journal.

The Prize Committee shall determine those publications and productions deserving of honours and awards every two years.

## **Article Five**

### **By-Laws**

#### **Section 1. Meetings**

- i. The Executive Board shall meet at least twice a year.
- ii. The Executive Board shall also convene at other times as the need arises.
- iii. The quorum for Executive Board meeting shall be 4 members.
- iv. Voting members shall be the entire elected membership of the Executive Board.
- v. The general business meeting shall take place at the general annual convention/conference, and shall be restricted to members, at which time policies shall be set for the next year.
- vi. Items to be voted on at the general business meeting must appear on an agenda approved by the Elections and Amendments Committee and prepared by the General Secretary and circulated, with due notice and in advance, to all members. Notification via the internet to members is an acceptable means of communication.
- vii. A simple majority vote shall be necessary to carry all voting measures.
- viii. Proxies shall not be valid at general business meetings. Absentee ballots, however, shall be available for members who cannot attend election meetings.
- ix. Any decision or resolution adopted at the general business meeting of AfTA may be vetoed, amended, or rescinded by a simple majority vote of the membership at subsequent business meetings or at the annual general conference.
- x. In the event a duly elected officer is unable to take up office, a by-election shall be conducted to fill in the post.

[Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.]



## **Clause 4. Application of Income and Property**

- (1) The income and property of AfTA (the charity) shall be applied solely towards the promotion of the objects.
  - (a) A trustee or officer of the association is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
  - (b) A trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee or officer of the association from receiving:
  - (a) a benefit from AfTA (the charity) in the capacity of a beneficiary of the charity;
  - (b) reasonable and proper remuneration for any goods or services supplied to the charity.

## **Clause 5. Benefits and Payments to Charity Trustees and Connected Persons**

### **(1) General provisions**

No trustee of African Theatre Association (AfTA) or connected person shall:

- (a) buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public
- (b) sell goods, services or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;

(d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ('the Commission').

In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

**(2) Scope and powers permitting trustees' or connected persons' benefits**

- (a) An AFTA charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person.
- (d) An AFTA charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

**(3) Payment for Supply of Goods only — Controls**

The charity and its charity trustees may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not an AfTA trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minute book.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.

**(4)** In sub-clauses (2) and (3) of this clause:

- (a) AfTA 'the charity' includes any company in which the charity:
  - (i) holds more than 50% of the shares; or
  - (ii) controls more than 50% of the voting rights attached to the shares; or
  - (iii) has the right to appoint one or more trustees to the board of the company.
- (b) 'connected person' includes any person within the definition set out in clause 34 (Interpretation).

## **Clause 6. Dissolution**

- (1) If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- (2) The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- (3) The trustees must apply any remaining property or money:
  - (a) directly for the objects;
  - (b) by transfer to any charity or charities for purposes the same as or similar to the charity;
  - (c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- (6) The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

## **Clause 7. Amendment of Constitution**

- (1) AFTA 'the charity' may amend any provision contained in **PART 1** of this constitution provided that:
  - (a) no amendment may be made that would have the effect of making the charity cease to be a charity at law;
  - (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
  - (c) no amendment may be made to clauses 4 or 5 without the prior written consent of the Commission;

- (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
  
- (2) Any provision contained in **PART 2** of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
  
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty-one days of it being passed.

# **PART 2**

## **Clauses 8 – 34; Signatures and Amendments**

## **PART 2**

### **Clause 8. Membership**

- (1) Membership is open to individuals over eighteen years of age or organisations who are approved by the trustees.
- (2)
  - (a) The trustees may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
  - (b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - (c) The trustees will consider any written representations the applicant may make about the decision. The trustees' decision following any written representations will be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The trustees shall keep a register of names and addresses of the members and shall make this available to any member upon request.

#### **8.1. Definitions of Memberships, Affiliation and Entitlements**

Membership of AfTA is open to academics, researchers, practitioners and students with an interest in the study, practice and promotion of African theatre and performance.

Membership shall be by subscription and the payment of approved annual dues except where concession is granted.

There are various categories of membership and corresponding levels of dues. All levels of dues will be set by the Executive Board and ratified by the membership.

Membership entitlements include:

- a) voting rights,
- b) a copy of *African Performance Review*,
- c) subsidized attendance fee and participation at AfTA conferences/symposia.

## 8. 2. Categories of Membership

The available categories of membership are:

- i) Full Academic Membership:  
A full academic member of AfTA is any person employed in academia for a given membership year.
- ii) Practitioner Membership:  
This is open to performance practitioners who may not belong to either the first and third categories.
- iii) Student Membership:  
A student member of AfTA is any college/university student.
- iv) Institutional Membership:  
This membership is open to collective or corporate entities, such as university/college departments, units/institutes or centres, theatre companies and community groups.
- v) General Membership:  
This membership is open to any person who does not belong to any of the above four categories.
- vi) Lifetime Membership:  
This is open to individuals (not institutions) with an interest in supporting and promoting the activities of the association and the study and practice of African performance, theatre and cultures world-wide.
- vii) Retirement Membership:  
Any AfTA member who has retired from full-time employment.
- viii) Renewal of Membership:  
Membership is renewed through paying dues, and all members must renew their membership annually (except Lifetime Members) in order to be in good standing.  
  
The membership/fiscal year coincides with the financial year. In an election year, members must renew by April 1 in order to vote or stand for election.
- ix) Qualification of Membership:  
All rights and privileges outlined in this document are applicable only to members in good standing; that is, those who have annually renewed their membership (except for Lifetime Members).



### **8.3. Membership Dues**

**Dues are to be paid in full for a member to be in good standing.**

Dues for Full Academic and General Membership shall be £50 per year for those based in the United Kingdom, Europe, North America, Japan, China, Australia and New Zealand; £25 for those based elsewhere.

Dues for Student Membership shall be £25 per year for those based in the United Kingdom, Europe, North America, Japan, China, Australia and New Zealand, and free for those based elsewhere.

Dues for Retiree Membership shall be £10 per year for those based in United Kingdom, Europe, North America, Japan, China, Australia and New Zealand, £5 for those based elsewhere, and free for those based in Africa, the Caribbean and elsewhere.

Dues for Institutional Membership shall be £60 per year for those based in the United Kingdom, Europe, North America, Japan, China, Australia and New Zealand; £30 for those, and £10 for those based in Africa and the Caribbean.

Dues for Lifetime Membership shall be £500 for those based in the United Kingdom, Europe, North America, Japan, Australia and New Zealand, and £50 for those based elsewhere.

Free membership does not include a hard copy of the journal, *African Performance Review* or voting rights.

### **Clause 9. Termination of Membership**

Membership in the association will be terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due or six months to a subsequent annual general meeting (AGM);
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated.

A resolution to remove a member from membership may only be passed if:

- (a) the member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
- (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

### **Clause 10. Annual & General Meetings**

- (1) AfTA (the charity) shall hold an annual general meeting; subsequent meetings shall be held no more than fifteen months apart of each other;
- (2) All general meetings other than annual general meetings shall be called special general meetings.
- (3) The trustees may call a special general meeting at any time.
- (4) The trustees shall call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, which ever is the greater. The request shall state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

### **Clause 11. Notice of Meetings**

- 1. African Theatre Association shall give a minimum of 14 days period of notice to members about general meetings of the charity from the date on which the notice is deemed to have been given.
- 2. A general meeting may be called by shorter notice on the agreement of members entitled to attend and vote.
- 3. The notice will specify the date, time and place of the meeting and the general nature of the business to be transacted.
- 4. The notice must be given to all the members and to the trustees.

## **Clause 12. Quorum**

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
  - (a) [10] members entitled to vote upon the business to be conducted at the meeting; or
  - (b) **one-tenth** of the total membership at the time,whichever is the greater.
- 3) The authorised representative of a member organisation shall be counted in the quorum.
- (4) If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
- (5) The trustees shall re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

## **Clause 13. Conduct of Meetings; Chair**

- (1) AfTA General meetings (AGMs and SGMs) shall be chaired by the President and in his/her absence, by the Vice-President or by a member of the Executive Board who will be elected as Chair for the purpose.
- (2) In the absence of such persons within fifteen (15) minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.

- (4) If no trustee is present and willing to chair the meeting within fifteen (15) minutes for holding it, members present and entitled to vote must choose one of their number to chair the meeting.

#### **Clause 14. Adjournments of Meetings**

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

#### **Clause 15. Votes and Voting on Elections and Motions**

- (1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

#### **Clause 16. Representatives of other Bodies**

- (1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.

- (2) The organisation shall give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.
- (3) Any notice given to the charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

## **Clause 17. Officers and Trustees**

- (1) The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the Charity and in this constitution are together called 'the trustees'
- (2) African Theatre Association (AfTA) shall have the following elected officers:
  - (a) A President
  - (b) A General Secretary
  - (c) A Treasurer
  - (d) A Vice-President
  - (e) An Assistant General Secretary
  - (f) An Assistant Treasurer
  - (g) A Membership Secretary
- (3) A trustee must be a member of the charity or the nominated representative of an organisation that is a member of the charity.
- (4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of Clause 20.
- (5) The number of trustees shall not be less than three but (unless otherwise determined by a resolution of the charity in a general meeting) shall not be subject to any maximum.
- (6) The first trustees (including officers) shall be those persons elected as trustees and officers at the meeting at which this constitution is adopted.
- (7) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

## **Clause 18. Appointment of Trustees**

- (1) AfTA (the charity) in general meeting or through electronic voting shall elect the officers and the other trustees.
- (2) The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause 5(b) of this clause, they may also appoint trustees to act as officers
- (3) Each of the trustees shall retire with effect from the conclusion of the annual general meeting next after his or her tenure of appointment but shall be eligible for re-election at that annual general meeting.
- (4) No-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting AfTA has been given a notice that:
  - (a) is signed by a member entitled to vote at the meeting;
  - (b) states the member's intention to propose the appointment of a person as a trustee or as an officer;
  - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5)
  - (a) The appointment of a trustee, whether by the charity in general meeting or by the other trustees, shall not cause the number of trustees to exceed any number fixed in accordance with this constitution (if any) as the maximum number of trustees.
  - (b) The trustees may not appoint a person to be an officer if the person has already been elected or appointed to that office and has not vacated the office.

## **Clause 19. Powers of Trustees**

- (1) The trustees shall manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):
  - (a) to raise funds. In doing so, the trustees shall not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees shall comply as appropriate with sections 117 - 122 of the Charities Act 2011;
- (d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees shall comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
- (j) to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (k) to do all such other lawful things as are necessary for the achievement of the objects.

- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

## **Clause 20. Disqualification and Removal of Trustees**

A trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the charity;
- (3) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (4) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

## **Clause 21. Proceedings of Trustees**

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any trustee may call a meeting of the trustees.
- (3) The secretary must call a meeting of the trustees if requested to do so by a trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.



- (6) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.
- (8) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (9) If the number of trustees is less than the fixed number as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the trustees.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (13) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

## **Clause 22. Conflicts of interests and Loyalties**

An AfTA (the charity) trustee shall:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to

act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

- (3) An AfTA trustee absenting himself or herself from any discussions in accordance with this clause will not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

### **Clause 23. Saving Provisions**

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of the charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
  - (a) who is disqualified from holding office;
  - (b) who had previously retired or who had been obliged by this constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

### **Clause 24. Delegation**

- (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.
- (2) The trustees may impose conditions when delegating, including the conditions that:
  - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.

- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees shall be fully and promptly reported to the trustees

## **Clause 25. Irregularities in Proceedings**

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without:

- (d) the vote of that trustee; and
- (e) that trustee being counted in the quorum,

the decision has been made by a majority of the trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.

- (3) No resolution or act of

- (a) the trustees
- (b) any committee of the trustees
- (c) the charity (AfTA) in general meeting (annual and special)

shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

## **Clause 26. Minutes of Meetings**

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees;
- (2) proceedings at meetings of the charity;
- (3) meetings of the trustees and committees of trustees including:
  - (a) the names of the trustees present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions.

## **Clause 27. Accounts, Annual Report, and Annual Return**

- (1) The trustees must comply with their obligations under the Charities Act 2011 with regard to:
  - (a) the keeping of accounting records for the charity;
  - (b) the preparation of annual statements of account for the charity;
  - (c) the transmission of the statements of account to the Commission;
  - (d) the preparation of an Annual Report and its transmission to the Commission;
  - (e) the preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

## **Clause 28. Registered Particulars**

The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

## **Clause 29. Property**

- (1) The trustees must ensure the title to:
  - (a) all land held by or in trust for the charity that is not vested in the Official Custodian of Charities; and
  - (b) all investments held by or on behalf of the charity, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.
- (3) The trustees may remove the holding trustee at any time.

## **Clause 30. Repair and Insurance**

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

## **Clause 31. Notices**

- (1) Any notice required by this constitution to be given to or by any person must be:
  - (a) in writing; or
  - (b) given using electronic communications.
- (2) The charity may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.

- (3) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- (4) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
  - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
  - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

## **Clause 32. Rules**

- (1) The trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
  - (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
  - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept

in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

(f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
- (5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

### **Clause 33. Disputes**

If a dispute arises between members of the charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

### **Clause 34. Interpretation**

In this constitution 'connected person' means:


- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) and (2) above;
- (4) an institution which is controlled-

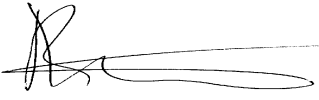
- (a) by the trustee or any connected person falling within sub-clause (1),(2),or (3) above; or
  - (b) by two or more persons falling within sub-clause (4)(a), when taken together
  
- (5) a body corporate in which —
  - (a) the charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
  - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
  
- (6) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.



## Signatures

(i) Signed:.....  ... (26 July, 2013)  
Dr Osita Okagbue  
(President)

(ii) Signed:.....  ... (26 July, 2013)  
Dr Victor I. Ukaegbu  
(General Secretary)

(iii) Signed:.....  ... (26 July, 2013)  
Dr Jumai R. Ewu  
(Treasurer)

## Constitutional Amendments and Signatures

(See following pages)

## Constitutional Amendments:

### **1<sup>st</sup> Amendments: 1<sup>st</sup> September 2007**

*Following its meeting of 1<sup>st</sup> September 2007 AfTA General Congress meeting (AGM) approved changes to the annual dues on 2 categories of membership;*

Dues for Full Academic and General Membership was changed from £30 to **£50** per year for those based in the United Kingdom, Europe, North America, Japan, China, Australia and New Zealand; dues for Academic and General Membership for Africa and elsewhere was changed from £10 to **£25**.

Dues for Student Membership was revised from £10 to **£25** per year for those based in the United Kingdom, Europe, North America, Japan, China, Australia and New Zealand, and free for those based elsewhere.

### **2<sup>nd</sup> Amendments: 9<sup>th</sup> June & 15<sup>th</sup> July 2012**

*Following its meeting of Sunday 15<sup>th</sup> July 2012 AfTA General Congress meeting (AGM) approved changes to the under-listed sections / statutes recommended by the Executive Board, the outcome of voting on a five-parts motion and subsequent decisions reached at the latter's meeting of 9<sup>th</sup> June;*

- (i) The establishment of the offices of Vice-President, Assistant General Secretary, and Assistant Treasurer.
- (ii) Distinctions made between the Management Committee and the Executive Board.
- (iii) The restriction on the number of members of the Executive Board was removed to accommodate different subjects areas, regions and professional expertise.
- (iv) AGM approved decision that members of Executive Board should serve on the AfTA Board of trustees.
- (v) The Executive Board is to conduct elections pending the appointment of members of the Election and Amendments Committee.

### 3<sup>rd</sup> Amendments: 14<sup>th</sup> July 2013

*Following its meeting of 14<sup>th</sup> July 2013 AfTA General Congress meeting (AGM) approved changes to the objectives of the association on the advice and recommendation of UK Charity Commission;*

The objectives of this organization shall be:

To advance education in the study and practice of African theatre and performance.

In furtherance of this object the association shall have the powers to do the following:

1. Provide a regular forum for scholars and practitioners to meet and exchange ideas, knowledge and information;
2. Publishing, disseminating and encouraging research and information on African theatre and performance;
3. To provide information on African theatre and performance to the wider public.

#### Signatures

(i) Signed:.....  ... (14 July, 2013)

Dr Osita Okagbue  
(President)

(ii) Signed:.....  ... (14 July, 2013)

Dr Victor I. Ukaegbu  
(General Secretary)

(iii) Signed:.....  ... (14 July, 2013)

Dr Jumai R. Ewu  
(Treasurer)

## **Constitution: Notes and Clauses**

**See additional Document**