

CONSTITUTION AITA/IATA asbl

I. NAME, REGISTERED OFFICE, PURPOSE AND DURATION

Article 1

The association is named "Association Internationale du Théâtre Amateur - International Amateur Theatre Association - Asociación Internacional del Teatro Amateur", in short "AITA/IATA asbl", hereinafter referred to as "the Association".

Article 2

The Association is constituted as a Belgian non-profit organisation, according to the Belgian Law of non-profit organisations (asbl-vzw) of 27 June 1921, as amended on 2 May 2002 (hereinafter referred to as "the Belgian Law of non-profit organisations").

The registered office of the Association is established in Belgium, Rue Washington, 40 – 1050 Brussels, in the judicial district of Brussels. It is at Council's discretion to change the Registered address of the Association if necessary, subject to the approval of the General Assembly following the change.

The registered number of the Association is 0863.683.050.

Article 3

The Association is formed for the purpose of:

- a) Fostering dramatic art by all theatrical groups of the world devoted, without remuneration, to artistic and cultural aims;
- b) Promoting by permanent international contact and relationships those activities common to its members;
- c) Co-ordinating the actions of its members in their purpose of enriching human experience and educating through the medium of theatre;
- d) Facilitating international exchanges between all groups belonging to amateur theatre.

To establish these aims, the Association will employ the following means:

- a) The organisation or participation in the organisation of international congresses, conferences, seminars, festivals, courses, exhibitions and any other activity;
- b) The publication or assistance in the publication and distribution of books, periodicals and stage plays;
- c) The maintenance of one or more support, information or study centres on amateur theatre;
- d) Co-operating with other international organisations having similar aims or devoted to theatre and culture in general.

The Association may undertake or support any initiative and organise any activity that may contribute to establishing its aims or objectives.

Article 4

The Association has been constituted for an unlimited period of time.

II. MEMBERSHIP

Article 5

The number of members of the Association is unlimited. Its minimum is fixed to three (3).

Article 6

The admission of National Centre Members is decided by the General Assembly (hereinafter referred to as the GA) following the proposition of the Council. The Council may grant provisional admission to new Members, which must, however, be confirmed at the next GA.

A National Centre Member (hereinafter referred to as a Member) is a network, a concentrator of activities, local and global, working proactively in the field of amateur theatre and an official body representing amateur theatre activity on a national basis, where "national" indicates a "nation" or "self-governing territory".

Article 7

All Members are required to pay the appropriate annual Membership Fee, relevant to their Membership category, as determined by the GA. The maximum amount of this Membership Fee is set at five thousand (5,000) Euro.

Non-payment of the Membership Fee will result in resignation by default of the Member.

III. GENERAL ASSEMBLY

Article 8

A Member who is up to date with their membership payments is entitled to six (6) votes in the GA.

A Member can delegate their votes by proxy to another Member. Each Member is limited to carrying one proxy.

A natural person can represent a maximum of two (2) Members.

Article 9

Resigning and resigned, suspended or expelled Members, as well as their heirs or those having rights over a deceased Member, have no rights over the assets of the Association. They cannot reclaim Membership Fees, claim or request statements, rendering of accounts, nor inventories. Neither can they affix seals or proceed to precautionary attachment ("saisie conservatoire").

Article 10

The legislative power of the Association is held by the GA. In accordance with Article 4 of the Belgian Law of non-profit organisations, powers that are exclusively reserved for the GA are the following:

- a) Alterations to the Constitution;
- b) The appointment and dismissal of Councillors and of the President of the Association;
- c) Granting discharge to Councillors regarding their obligations as Councillors of the Association;
- d) The approval of the budget and the accounts of the Association;
- e) The dissolution of the Association and the destination of the net assets of the Association following such dissolution;
- f) The expulsion of Members of the Association;
- g) The conversion of the Association into a company with a social purpose;
- h) All cases required by the articles of the Association.

In addition to the powers mentioned above, it is the authority of the GA to appoint one or more independent persons, who cannot be Councillors, as "third party" examiners of the accounts.

Article 11

The GA is chaired by the President of the Association or by any other chair appointed by the GA at the beginning of the GA.

Article 12

The President of the Association, on behalf of the Council, or upon request of at least one fifth (1/5) of the Members of the Association, will convene the GA by any appropriate means of communication as agreed by the Council. In both cases, notification which will include the draft agenda of the GA, will take place at least eight (8) weeks before the GA.

Any proposal to be considered by the GA must be supported by at least one twentieth (1/20) of the Members of the Association before it can be added to the agenda of the GA. Proposals must reach the Secretariat not later than four (4) weeks before the GA. The final agenda of the GA, containing all proposals by Members and all relevant documents, will be distributed to Members not later than two (2) weeks before the GA.

The GA can be held in any physical or digital format considered appropriate by Council. Voting procedures and/or systems in the GA are decided by the Council. Voting may be manual, postal, electronic or digital or by any means that the Council considers to be appropriate.

Abstentions and/or invalid votes are not taken into account when counting the votes and/or when defining majorities. Abstentions and/or invalid votes are not counted as a negative vote.

The GA can vote only on issues that are included in the Agenda.

Article 13

Attendance in the GA

Regardless of the number of Members in attendance (present or represented), the GA is **constitutionally valid**, except for the decisions relating to:

- a) alterations to the Constitution;
- b) changing the purpose of the Association
- c) the dissolution of the Association.

Decisions relating to alterations to the Constitution and the dissolution of the Association require the attendance of at least two thirds (2/3) of Members (present or represented).

A second GA may be called if, in compliance with Article 8 of the Belgian Law of non-profit organisations, the abovementioned attendance criteria are not met, regardless of the number of Members in attendance (present or represented). Such a second GA may not be held within sixteen (16) days following the first GA.

Decisions in the GA

All **decisions** are taken by a simple majority (fifty percent (50%) plus one (1)) of the votes of Members in attendance at the GA (present or represented), except, as is compliant with Article 7 of the Belgian Law of non-profit organisations, for decisions relating to:

- a) the expulsion of Members;
- b) alterations to the Constitution;
- c) changing the purpose of the Association;
- d) the dissolution of the Association.

Decisions relating to the expulsion of a Member, as well as decisions relating to alterations to the Constitution, will be taken by a majority of two thirds (2/3) of the votes of the Members in attendance (present or represented).

Decisions relating to alterations to the Constitution concerning the purpose of the Association, as well as decisions relating to the dissolution of the Association, require a majority of four fifths (4/5) of the votes of Members in attendance (present or represented).

IV. THE COUNCIL, COMMITTEES AND NETWORKS

Article 14

The GA delegates the governance and day-to-day management of the Association to the Council.

The GA will, through an election process, appoint one (1) President and a maximum of eight (8) Councillors.

The President and the Councillors jointly form the Council. Their mandate ("the Mandate") is not remunerated by the Association.

The Council has the authority to appoint and dismiss from among the Councillors, officers as appropriate ("the Officers"), for example: Treasurer, Secretary, or any other function the Council considers appropriate.

Officers may resign or be dismissed from their assigned functions without effecting their Mandate as a Councillor.

The President and the Councillors of the Association are natural persons.

Article 15

The President of the Association and Councillors are elected for a mandated period of four (4) years ("the Mandate Term").

An individual can serve a maximum of three (3) consecutive Mandate Terms on the Council, of which a maximum of two (2) consecutive Mandate Terms as Councillor, or a maximum of two (2) consecutive Mandate Terms as President.

In exceptional circumstances, the GA can extend the Mandate Term of the President, a Councillor and/or several Councillors, for a period to be decided by the GA. This decision requires a majority of two thirds (2/3) of the Members in attendance at the GA (present or represented).

The Mandate of a Councillor and/or the President will cease:

- a) At the end of the Mandate Term;
- b) Should the GA decide to end the Mandate. This decision requires a simple majority by the GA;
- c) Upon receipt of a written resignation (by letter, email or any other form of text message) to the Council.

Should a Councillor (including the President) be unable to complete their Mandate irrespective of cause, this Mandate will count as a fully completed Mandate Term.

Should a position on the Council become vacant, owing to the death, incapacity or resignation of an appointed Councillor, the Council may appoint a temporary replacement until the following GA. The appointee will function as a Councillor without voting rights.

Article 16

The Council is convened by the President of the Association by any means that the Council considers appropriate and will meet at least twice between two GA's. The Council is constitutionally valid (quorate) if 5 out of 9 Councillors are present or represented.

Council meetings can be held in any physical or digital format considered appropriate by the Council. Voting procedures and/or systems during Council meetings are decided by the

Council. Voting may be manual, postal, electronic or digital or by any means that the Council considers to be appropriate.

A Councillor can delegate their vote by proxy to another Councillor. Each Councillor can carry only one proxy.

Article 17

The Council has unlimited executive powers in matters relating to the governance and day-to-day management of the Association.

Unless a power is, under the Belgian Law of non-profit organisations or under this Constitution, explicitly stated to belong exclusively to the GA, all powers are under the authority of the Council.

The Council may appoint any contracted individual and determine their job description and remuneration.

The Council has the right to delegate the day-to-day management of the Association, including the authority of signature in relation to the day-to-day management, to any contracted individual.

Article 18

a) External relations

The Council can establish or terminate any operational relationship, at any time, with any appropriate party, natural person, de facto association or legal entity, in the interest of the Association. These operational relationships are called **Networks**.

b) Internal relations

The Council can establish or terminate, within the organisation, one or more **Committees**, where appropriate chaired by a coordinator or coordinating team. The Council will approve a Committee's internal rules.

The Council will appoint the members and the coordinator of any Committee. The Council can terminate the appointment of any coordinator or Committee member, at any time.

V. LANGUAGE

Article 19

The languages to be employed in all official business conducted by the Association are French, English and Spanish. In case of difficulties of interpretation of the Constitution and/or official documents of the Association, the French language will take precedence.

It is the responsibility of the Council to ensure that sufficient skills are available in the Council in order to address the Association's official languages and cultural issues.

VI. MISCELLANEOUS

Article 20

The Association is represented in legal agreements, including those where a public officer or a law official intervenes, and in legal actions, either by the President of the Association or by two Councillors.

Article 21

The financial year will run from 1 April to 31 March of each year.

Article 22

In case of voluntary dissolution of the Association, the GA will appoint two (2) liquidators and determine their powers.

Article 23

In case of voluntary or judicial dissolution of the Association at any time and for any reason, the net assets of the Association will be allocated to an Association involved in similar works and with similar aims to the Association, as agreed by the GA.

This decision will be taken by a simple majority (fifty percent (50%) plus one (1)) of the votes of the Members in attendance (present or represented).

Article 24

All decisions of the GA and of the Council are recorded in the form of minutes and signed by the President of the Association. The record is kept at the registered office where all Members and third parties may consult it.

Article 25

All that is not explicitly stated in this Constitution will be determined by Belgian Law, in particular the Belgian Law of non-profit organisations.

Made in Lingen (Ems), Germany, 28 June 2018