

AITA/IATA asbl

Forum Book

Lingen, Germany 28 June 2018

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Programme of the 34th AITA/IATA asbl General Assembly

28 June 2018– General Assembly, Venue, IT Centrum, Lingen Germany

08:30	Delegates arrive and collect voting slips for General Assembly from Villy Dall and Anne Gilmour
09:30	Formal welcome and opening by President Rob Van Genechten
10:45	Coffee break
11:05	General Assembly continues
12:30	Lunch
14:30	General Assembly continues
15:30	Coffee break
15:50	General Assembly continues
17:00	General Assembly ends

Agenda of the 34th AITA/IATA asbl General Assembly

Date 28 June 2018 ¹

1. Official Opening of the 34th General Assembly
2. Introduction and Welcome from the President of AITA/IATA asbl, Rob Van Genechten
3. Appointment of the Presiding Chair of the 34th General Assembly Vote of GA
4. Appointment of Tellers and Drafting Committees Vote of GA
5. Roll Call of Members present or represented
 - a. Confirmation of voting rights
 - b. Notification of proxy's
6. Confirmation that the GA is quorate
7. Ratification and / or expulsion of Members 2017 - 2018 Vote of GA
8. Approval of the Minutes of the 33rd General Assembly, Monaco, 2017 Vote of GA
9. AITA/IATA asbl Review 2018 – 2019
 - a. Council's Review by the President Rob Van Genechten Vote of GA
 - b. Financial Review by the Treasurer Villy Dall
 - i. Approval of the Financial Report Vote of GA
 - c. Discharge to Council Vote of GA
10. Regional Committees
11. Standing Committee for Children and Youth
12. Confirmation of host venue for 35th World Forum and GA in 2019
13. Announcement of the 16th World Festival of Children's Theatre in 2020
14. Call for preliminary proposal to host 17th World Festival of Children's Theatre in 2022
15. Other proposals submitted for consideration by the General Assembly Vote of GA
16. Proposed AITA/IATA asbl Constitution
 - a. Introduction, questions and answers
 - b. Voting Vote of GA
17. AITA/IATA asbl working plan and vision statement 2018-2019 Vote of GA
18. Budget for 2018 – 2019 Vote of GA
19. Other business
20. Closing of the 34th General Assembly of AITA/IATA asbl

¹ 08:30 – 09:15 - the nominated delegate of each National Centre and Affiliate Member to register and collect 6 voting books (2 for an Affiliate Member), from Villy Dall and Anne Gilmour in the small meeting room next to the GA hall.

Standing Orders of the General Assembly

1. NOTIFICATION OF THE GENERAL ASSEMBLY

- 1.1 Preliminary notification should be sent about six (6) months ahead.
- 1.2 Two (2) months ahead is the deadline for the official notification including the agenda. (See Article 10 of the Bye-laws)
- 1.3 The official notification shall include:
 - a Date, place and time of meetings.
 - b Standing Orders
 - c Deadline for proposals to the General Assembly
 - d Names of and statement from the individuals nominated for election to the Executive Board
 - e Working plan for the next period
 - f Registration form for naming official or proxy delegates

2. MEMBERSHIP OF THE GENERAL ASSEMBLY

- 2.1 The General Assembly is composed of all Full and Affiliate Members present or represented. It has power of final decision. AITA/IATA asbl Associate Members may attend and speak, but have no voting rights. (Art. 6 of the Bye-laws)
- 2.2 **Voting Rights:**

Full Members (6 votes) and Affiliate Members (2 votes) will have full voting rights provided that they have paid their membership fee before the deadline, 31 March. (See Art. 28 of the Bye-laws)
- 2.3 **Voting by Proxy:**

Those members who are prevented from attending a General Assembly may arrange to delegate their voting rights to another member. This delegation must be signed by the Chairman of the body represented. No member can carry more than one such delegation of authority. (Art. 11 of the Bye-laws)

Members of the Executive Board may not accept proxy duties from any member of the Association. (Art. 11 of the Bye-laws. Effective post Congress 1995)².
- 2.4 **Voting Procedures:**

All delegates shall register with the Secretariat before the commencement of the business of the General Assembly. On registration, paid-up members shall be issued with voting papers. Members holding proxy votes must also register at this time.

3. CHAIRING THE GENERAL ASSEMBLY

- 3.1 The President opens the General Assembly and proposes, on behalf of the Council, a Chairperson in accordance with Articles 6b+8c of the Bye-laws
- 3.2 Following ratification, the presiding Chairperson takes immediate responsibility for chairing the meeting.
- 3.3 The Chairperson declares the Assembly's legitimacy, thereby allowing decisions and on behalf of Council, proposes a Tellers Committee and eventually other appointments, when necessary. The Tellers Committee gather and count ballots.
- 3.4 Regarding the accuracy of translation, Chairperson must enquire at regular intervals if further clarification is necessary.

² **NOTE: Voting by Proxy:** Present members of the Council may not accept duties from any member of the Association.

- 3.5 The Chairperson shall secure that every member obtains a fair hearing. He/She shall decide questions of order that may arise and the regularity of all proposals or amendments submitted.
- 3.6 The Chairperson must remain neutral in all discussions. Failure to comply with this, means, that he/she must vacate the Chair. In this case the President takes over and asks for a vote to clear the situation, which requires a two-thirds majority of the given votes.
If the vote is carried, the President then asks for new candidates for Chairperson. He/She can also take over the Chair, if the Assembly is in agreement (Simple majority).
- 3.7 Following his/her ratification as independent Chairperson the Chair will invite members of the General Assembly to submit questions for electoral candidates. (See Art.4.1 of the Standing Orders of the General Assembly).

4. ELECTIONS

- 4.1 Questions from the General Assembly to electoral candidates must be presented in writing in advance to the independent Chair immediately following his/her election to the Chair. Or questions can be presented directly from the floor to the candidates following his/her spoken statement of intent. Candidates are under no obligation to answer any questions posed. The independent Chair will ensure that each candidate receives an equal allocation of time.
- 4.2 A secret ballot is required at elections of the Executive Board.
- 4.3 The Chairperson will call each national delegation by name to cast their vote in turn into a closed box.
- 4.4 The result is given to the Chairperson, who announces the outcome, including the number of votes given to the candidate/s.
- 4.5 To be a member of the Board of Representatives, each Regional Representative shall be elected by his/her Regional Assembly. The Chairperson must receive an official statement, signed by two members of the Regional Board, to be attached to the Official Minutes of the AITA/IATA asbl General Assembly. (See Art. 17 of the Bye-laws)

5. PROPOSALS/AMENDMENTS

- 5.1 The announced deadline for receipt of proposals to the General Assembly must be adhered to. There will be no voting on proposals not meeting this requirement.
- 5.2 Amendments shall be proposed and cannot be withdrawn without the consent of the Assembly and the proposer.
- 5.3 Whenever an amendment to an original proposal has been proposed, the text of this amendment must be drafted in writing in all three official languages and the Chairperson must ensure that it is understood by every member of the Assembly.
- 5.4 No second or subsequent amendment shall be proposed until the first amendment shall have been disposed of.

6. GENERAL

- 6.1 Members shall stand and identify themselves and their National Centres when speaking and addressing the Chair.
- 6.2 Members elected to the Board of Representatives may carry the mandate of their Regional Assemblies to present their Regional views to the General Assembly on any item of the Agenda. (Art. 11 of the Bye-laws) However, Regions of AITA/IATA asbl are not eligible to vote.
- 6.3 In order to avoid misunderstanding at General Assembly, it is essential that translation is accurate and that translators know the subject, ie drama/theatre

This UK Standard English version of the AITA/IATA asbl Constitution is a translated version for information only. In cases of difficulty of interpretation, the only legally binding Constitution is that in the Standard French language.

AITA/IATA asbl CONSTITUTION

International Amateur Theatre Association

CHAPTER 1 - Name, Registered office, Objectives, Duration

Article 1

The association is named "AITA/IATA asbl", referred to hereafter as the Association.

Article 2

The registered office of the Association is established at Maison de la Bellone, rue de Flandre, 46 B-1000 Brussels, Belgium.

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 information centres 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.

CHAPTER 2 - Members, Appointments, Resignations, Fees

Article 5

The number of Members of the Association is unlimited. Its minimum is fixed to three.

Article 6

The composition of the Association is based on the principle of national representation.

The Association recognises Full Members and Affiliate Members.

A Full Member is an officially appointed national centre representing amateur the totality of theatre activity on a national basis. An Affiliate Member is a federation, a committee or a similar body representing a part of the amateur theatre activity in a country, in which no officially appointed

national centre has yet been established but can be considered to be in the process of growth. Each Affiliate Member shall work towards the establishment of such an officially appointed national centre.

Full Members, whose fees are in order, are entitled to six votes. Affiliate Members, whose fees are in order, are entitled to two votes.

Article 7

The admission, the resignation, the suspension and the exclusion of Members are decided by the General Assembly of the Association by a simple majority, following the proposition of the Administrative Council. Every request for admission to or resignation from the Association will be made to the President of the Association and addressed to the Secretariat of the Association.

Article 8

Resigning, suspended or excluded members, as well as their heirs or those having rights over a deceased member, have no rights over the social funds. They cannot claim or request statements, rendering of accounts, nor affix seals and inventories.

Article 9

Each year the members will be required to pay their membership fee, which is to be determined by the General Assembly of the Association. The maximum amount of this membership fee is set at Euro 50.000. In addition to the payment of their membership fee, all members will, within their capacities, provide the Association with their active assistance and their commitment.

CHAPTER 3 - Administration, daily operations

Article 10

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 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 11

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

Article 12

The Council is called together by the President of the Association by the means of normal mail, by electronic mail or by fax addressed to each Council Member and will convene at least twice in each period between meetings of the General Assembly of the Association. The agenda for the meetings of the Council has to be declared in the communication calling the meeting.

Article 13

The Council has unlimited executive powers relating to the administration and the management of the Association.

The Council appoints either itself or by proxy all deputies, all employees and members of staff of the Association and dismisses them; it determines their job description and their salary.

Unless a power is explicitly stated under Belgian Law, under this Constitution or under the Bye-laws of the Association, to belong exclusively to the General Assembly of the Association, all powers are considered to be under the authority of the Council.

Article 14

The Council has the right to delegate the daily management of the Association, including the authority of signature in relation to the daily management, to a Secretary General whose powers, salary and benefits will be determined by the Council.

Article 15

Legal actions, whether as plaintiff or defendant, are instigated or supported by the President or the Secretary General of the Association, in the name of the Council of the Association.

Article 16

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 in his absence, by the Vice-President of the Association, if one has been elected;
- Or by two Council Members;
- Or, for all financial operations, solely by the Treasurer of the Association.

CHAPTER 4 - General Assembly

Article 17

The General Assembly has legislative power within the Association. Powers that are reserved for the General Assembly of the Association are the following:

- a. Alterations to the Constitution and the Bye-laws;
- b. The election and dismissal of Council Members, including the President of the Association;
- c. The approval of the budget and the accounts;
- d. The voluntary dissolution of the Association;
- e. The admission, the resignation, the suspension and the exclusion of members of the Association.

Article 18

The General Assembly of the Association is convened by the Council by the means of normal mail, by electronic mail or by fax addressed to each member, at least two months before the General Assembly and signed by the President, in the name of the Council. The agenda for the General Assembly of the Association has to be declared in the communication convening the Assembly.

Each proposition signed by at least one twentieth of the Members of the Association is added to the agenda of the General Assembly of the Association. The General Assembly of the Association cannot vote on any issues that are not included in the agenda.

Article 19

The Council or at least one fifth of the Members of the Association may call for an Extraordinary General Assembly of the Association at any time. Each Extraordinary General Assembly will be held on the day, the hour and the location mentioned in the communication calling the Assembly. All members of the Association need to be invited to an Extraordinary General Assembly.

Article 20

Each member has the right to attend every General Assembly of the Association and may be represented by proxy. All Members, that have paid their membership fee for the corresponding year, have the right to vote, each having the number of votes appropriate to their membership category.

Article 21

The General Assembly is chaired by the President of the Association or by any other chair elected by the General Assembly at the beginning of the Assembly.

Article 22

The General Assembly is validly composed irrespective of the number of members present or represented, unless Belgian Law dictates otherwise. All decisions are taken by a majority of votes unless they relate to the Constitution, the Bye-laws or the dissolution of the Association. All decisions of the General Assembly are recorded in the form of minutes and signed by the President of the Association and a Secretary. The record is kept at the registered office, where all members and third parties may consult it.

Article 23

The decisions taken by the General Assembly of the Association and relating to the Constitution are dictated by Article 8 of the Law of 27th June 1921 and all later changes made to this law. Therefore, they require a majority of two thirds of the members present at that General Assembly of the Association.

The decisions taken by the General Assembly of the Association and relating to the dissolution of the Association require a majority of three quarters of the members present at that General Assembly of the Association.

The decisions taken by the General Assembly of the Association and relating to the Bye-laws require a majority of two thirds of the members present at that General Assembly of the Association.

CHAPTER 5 - Financial Year, Accounts and Balance

Article 24

The financial year will run from 1st January until 31st December of each year. Every year on 31st December a statement of the accounts of the past year will be produced together with the budget for the next year.

Both the statements of the accounts and the budget will be presented for approval to the next General Assembly of the Association.

CHAPTER 6 - Dissolution, Liquidation

Article 25

In case of voluntary dissolution of the Association, the General Assembly will appoint two liquidators and determine their powers.

Article 26

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

Article 27

All that is not explicitly stated in this Constitution or the Bye-laws of the Association, will be determined by Belgian Law, ruling non-profit organisations.

CHAPTER 7 – Language**Article 28**

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

Made in Monaco on 25 August 2017

Robrecht VAN GENECHTEN, President of AITA/IATA asbl

Bye-laws of AITA/IATA asbl

International Amateur Theatre Association

**Modification of Articles 19 and 24 adopted by the
General Assembly 2013, Monaco**

I. OBJECTIVES - MEANS

Article 1

AITA/IATA asbl 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 action of its Members in their purpose of enriching human experience and educating through the medium of the theatre.**
- d. - facilitating international exchanges between all groups belonging to amateur theatre.**

Article 2

In furtherance of these aims, the Association will establish a Council of Administration, designated "The Council", and composed in accordance with Articles 13-21. Its aims will be achieved by:

- a. - the organisation or participation in the organisation of international congresses, conferences, seminars, festivals, courses, exhibitions and all other activities useful in carrying out the Association's aims;**
- b. the publication or assistance in the publication and distribution of books, periodicals and stage plays;**
- c. the maintenance of one or more centres for documentation and studies of amateur theatre;**
- d. the participation in the work of other international organisations pursuing similar aims or devoted to theatre and culture in general.**

Article 3

The Association has been constituted with no political, racial, sexist or religious commitment. It will not interfere in any national activity.

II. COMPOSITION

Article 4

The composition of the Association is based on the principle of national representation.

Article 5

AITA/IATA asbl is composed of National Centres or similar groups devoted to amateur theatre, which have been properly constituted and whose affiliation has been confirmed by the General Assembly. These may be classed as Full Members or Affiliate Members.

a. Full Members / National Centres

- (1) A Full Member is a National Centre, the recognised body representing amateur theatre on a national basis.
- (2) AITA/IATA asbl, without interfering in the internal politics of any country, will endeavour to obtain the Constitutions of National Centres which represent amateur theatre movement in their respective countries. After a period of at least two years as an Affiliate Member and subject to approval by the General Assembly, an Affiliate Member becomes a National Centre and thereby a Full Member of AITA/IATA asbl.

b. Affiliate Members

In the case where a National Centre has not yet been established, the General Assembly can accept as an Affiliate Member any federation, committee or similar body representing the amateur theatre activity of a country which can be considered to be in a process of growth. Such a Member shall work towards the swift establishment of a National Centre.

If an Affiliate Member does not succeed in establishing a fully representative national organisation within the period of 4 years after its admission, its affiliation to AITA/IATA asbl will be automatically cancelled unless the General Assembly decides exceptionally to extend its membership by another 2 consecutive years.

In some specific cases of autonomous territories, the representative organisation of the Territory can be granted the status of Affiliate Member. The Member States of a National Federation or a National Confederation are not considered as autonomous territories for the application of this article. The autonomous territories are not affected by the provision of 4 years as defined above.

III. GENERAL ASSEMBLY

Article 6

- a. The General Assembly of AITA/IATA asbl is composed of all Full Members and Affiliate Members - whose Membership Subscriptions are in order - present or represented. It has the power of final decision. It will meet every two years. AITA/IATA asbl Associates may attend.
- b. The Council of AITA/IATA asbl constitutes the Organising Committee and nominates the Chairman of the General Assembly. This nomination is subject to ratification by the General Assembly at the opening of the session. (See Article - d).

Article 7

An extraordinary General Assembly will be held within three months whenever one-fifth of the Full Members express such a wish in a written application to the President with a copy to the Secretary General (if appointed). Such application must clearly define points on which the General Assembly must decide.

A General Assembly may also take place whenever the Council considers it necessary.

Article 8

Amongst other duties, the General Assembly will be required to:

- a. elect every four years the President of the Association and every two years half of the members of the Executive Board in compliance with Article 14
- b. ratify the election of representatives from the Regional Committees in compliance with Article 17;
- c. receive reports from the Council and, subject to approval, accept them;
- d. ratify the nomination for Chairman of the Assembly at the opening of the session (See Article 6b);

- e. ratify decisions taken by the Council concerning the admission of new Members. This act of ratification must feature as a separate item for each candidate on the agenda of the General Assembly;
- f. decide its two-yearly programme.

Article 9

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

Article 10

The Council is responsible for communicating to all Members the agenda of the next General Assembly, at least two months before the date on which it will be held.

Article 11

All decisions of the General Assembly, except in the case of Articles of the Constitution, unless otherwise specified, will be taken by a simple majority. Equal votes, for and against, will be considered as a rejection of the motion.

Full Members, whose Membership Subscriptions are in order, are entitled to 6 votes.

Affiliate Members, whose Membership Subscriptions are in order, are entitled to 2 votes.

Those Members who are prevented from attending a General Assembly may arrange to delegate their voting rights to another Member. This delegation must be signed by the chairman of the body represented. No Member can carry more than one such delegation of authority.

An elected Member of the Executive Board (as defined in Article 14a) may not be a delegate of his/her country at the General Assembly and may not accept any proxy duties from any Member of the Association.

Any person elected to the Board of Representatives (as defined in Article 17) may carry the mandate of his/her Regional Assembly to present the Regional views to the General Assembly on any item of the agenda.

Article 12

The decisions legally taken by the General Assembly are binding for all Members of the Association, including those absent at the time the decisions were taken.

The minutes of the General Assembly will be prepared by the three Secretaries and communicated to each Member within 3 weeks of the first meeting of the Executive Board following the General Assembly. After ratification by the next General Assembly, they will be signed by the President.

IV. COUNCIL AND GENERAL SECRETARIAT OF AITA/IATA asbl

Article 13

The Council of AITA/IATA asbl consists of two chambers: the Executive Board and the Board of Representatives.

Article 14

a. Executive Board - The Executive Board, elected by the AITA/IATA asbl General Assembly, is composed of The President and Officers as described below:

i. The President

The President of the Association, elected two years ahead of taking office and who will serve for a single term of four years (See Article 14 c).

Following his/her election as President Elect and before commencing his/her term of office as President, he/she has the right to attend all meetings of the Association.

ii. Officers

Officers specifically elected by the General Assembly for a period of four years for the following functions:

- a Vice-President, who has delegated authority from the President when necessary;
 - a Treasurer;
 - three Secretaries, English-speaking, French-speaking, and Spanish-speaking;
 - a Co-ordinator for the Standing Committee for Children and Youth.
- b.** Candidates for all these functions require authorisation from their own National Centre or an Affiliate Member in their country (see Article 5b), and support from at least two other Members (see Article 5a + 5b). Only individuals involved in the amateur theatre of their own country are eligible.
- c.** The mandate of the President of the Association is not renewable consecutively. In exceptional circumstances, the General Assembly may extend the mandate of the President by a maximum of two years up to the next General Assembly. This decision requires a two-thirds majority of those Members present or represented.
- d.** At every General Assembly, half the officers of the Executive Board as specified in Article 14 a ii must stand down. They are available for re-election for one consecutive four-year term only. An individual who has served two consecutive terms as an officer of the Executive Board is eligible for election as President.
- e.** An elected individual may only have their mandate removed on grounds of serious misconduct. Any dismissal requires a 2/3 majority of the Members present or represented at the General Assembly. The Council can take preliminary measures by removing the responsibilities of this individual. Any such measures require a 2/3 majority of Council Members, awaiting confirmation by the next General Assembly.
- f.** No nation may have more than one elected individual on the Executive Board.

Article 15

The Executive Board will carry the mandate of the AITA/IATA asbl General Assembly and Council to implement all adopted decisions. Further, it will prepare policy and programme proposals for approval by the plenary session of the Council.

It will meet no less than twice a year.

Article 16

If a seat on the Executive Board becomes vacant, the Council may make a temporary replacement - without voting rights, which will be valid until the next General Assembly.

Article 17

The Board of Representatives is composed of: one Representative, democratically elected by each AITA/IATA asbl Region, for a term of four years. Representatives are available for re-election for one consecutive term only. The Representatives of the Regions will take office in Council following ratification of their election by the next AITA/IATA asbl General Assembly.

If a Regional Representative is not present or represented at two consecutive plenary sessions the Regional Committee may be required by Council to elect another Representative to fill the vacancy without voting rights. This Representative will take office in Council subject to ratification by the following AITA/IATA asbl General Assembly.

Article 18

The plenary session of the Executive Board and the Board of Representatives constitutes the Council of the Association.

The Council is convened no less than twice between AITA/IATA asbl General Assemblies, for the purpose of:

- a.** approving the report of the Executive Board for the past period;
- b.** deciding on proposals coming from the Executive Board;

- c. deciding on proposals coming from the Regions;
- d. discussing questions of general policy concerning the Association as a whole;
- e. deciding on the Standing Orders of the AITA/IATA asbl General Assembly;
- f. drafting changes to the Constitution and Bye-laws of AITA/IATA asbl.

For Council recommendations and decisions to be valid they require the voting presence of at least 2/3 of the Regional Representatives, and at least 2/3 of the Executive Board.

In the event of a Regional Representative being unable to attend a Council meeting a proxy may be given to another member of the Council or he/she can ask the Regional President to represent him/her with voting rights at the meeting.

In between two formal meetings, the President may consult the Council Members by electronic mail and/or fax messages in order to pass an urgent decision. In addition, should a minimum of 50% of Council Members require a decision on an urgent matter, to be communicated to the President in writing (E-mail or fax is acceptable), this consultation will take place within 15 days. To be valid the decisions require the same quorum and qualified majority as in formal meetings. Any such decision will be incorporated in the minutes of the following Council meeting.

Article 19

The Council will create a team composed of two account controllers in agreement with the rules applied in Belgian asbl associations and, when necessary, appoint an independent Auditor, in application of the law governing the asbl. These nominations will have to be ratified by the General assembly of AITA/IATA asbl.

The Council can invite the Auditor to attend plenary sessions of the Council without voting rights. Duration of the mandates of the controllers will be 4 years, renewable by half at each General Assembly (every two years). A draw for the first one to be replaced will take place after the vote in the 2013 General Assembly.

Article 20

If necessary, the Council will appoint a Secretary General. He/she will attend meetings of the Executive Board, as well as plenary sessions of the Council, without voting rights.

The Secretary General will be responsible to the Executive Board for the implementation of international policies and decisions as adopted by the General Assembly of AITA/IATA asbl.

Article 21

The Council may grant provisional admission to new Members, which must, however, be ratified by the next General Assembly, as provided for in Article 8 e.

The Council can nominate - with a majority of 2/3 of the present or represented Council Members - one or more co-ordinators to carry precise duties. These co-ordinator(s) can be called by the President to participate in an advisory capacity to Executive Board meetings and/or Council plenary sessions. All nominations can be withdrawn by Council with a majority of 2/3 of the present or represented Council Members or by the dismissal of the person involved.

V. REGIONAL COMMITTEES / CONTINENTAL SERVICE CENTRES

Article 22

Members of AITA/IATA asbl belonging to one particular geographic entity or a common culture will be grouped into Regional Committees. The General Assembly of AITA/IATA asbl must decide upon the necessity for these committees and their composition. Regional Committees shall aim at studying, in accordance with the aims of AITA/IATA asbl, particular problems of their regions and cultures and ensure the realisation of decisions taken by the Association.

Regional Committees will make their own articles to which the AITA/IATA asbl General Assembly should give approval. The Council will ensure that none of the activities of Regional Committees can endanger the international unity of the Association.

Article 23

Each of the Regional Committees elects, in accordance with Article 17, a Representative to the Council.

Article 24

AITA/IATA asbl will, wherever possible, establish on each continent, upon the request of the Regional Committees, a Continental Service Centre (CSC), which in no way affects the autonomy or the responsibilities of the existing Regional Committees. In order to allow the access of this continental centre to specific subsidies, the General Assembly of AITA/IATA asbl may grant this continental centre the necessary legal status by declaring it as a wholly-owned subsidiary of AITA/IATA asbl or the relevant territory; allowing the continental centre to be covered by the registration of AITA/IATA asbl.

Each Centre will be supervised by a Steering Committee composed of the Presidents (or their representatives) of the established Regional Committees within the Continent, the President and/or the Secretary General (if appointed) of AITA/IATA asbl and the Director of the Centre.

The rotating Presidency of the Steering Committee will be renewable every two years and taken up by one of the Regional Presidents (or their representatives).

The Steering Committee of the Centre will meet at least once every year to discuss and approve the work and the programme of the Centre.

VI. ASSOCIATES

Article 25

Any organisation, federation, festival or similar body, or any individual pursuing amateur theatre activity, wanting to establish operational relations with AITA/IATA asbl, can apply to be granted the status of AITA/IATA asbl Associate outside national representation. An AITA/IATA asbl Associate should inform the National Centre of its own country (where a National Centre is in existence), of its involvement in an official event of AITA/IATA asbl. Associates are accepted by the Council of AITA/IATA asbl following the payment of an annual fee and after consultation with the Regional Committee (where in existence).

AITA/IATA asbl Associates do not have voting rights.

VII. COMMITTEES AND SUB-COMMITTEES

Article 26

AITA/IATA asbl Council can create, at any time, one or more Standing Committees or Sub-Committees, possibly chaired by a Co-ordinator. Council can terminate the creation of any Standing Committee or Sub-Committee at any time.

If Council decides to create a Standing Committee for Children and Youth, this Committee will be chaired by the Co-ordinator for Children and Youth, elected Officer of the Board (as defined in Article 14a ii and Article 14d of the AITA/IATA asbl Bye-laws).

Article 27

An appointed member of any Standing Committee or Sub-Committee, who is appointed by AITA/IATA asbl Council, stands for a 4-year term. An appointed member of any Standing Committee or Sub-Committee of AITA/IATA asbl may be re-appointed by Council for one further 4-year term. Council can terminate the appointment of any appointed member of any Standing Committee or Sub-Committee at any time.

Any candidate for a Committee or Sub-Committee of AITA/IATA asbl must have the support of their National Centre, if existing, before appointment.

VIII. RESOURCES

Article 28

The funds of the Association may consist of Membership Subscriptions and Associates' Fees, as fixed at the General Assembly and by other sponsorship, contributions, gifts or subsidies.

Article 29

Membership Subscriptions and Associate Fees must be paid before **March 31st** of the relevant year. Non-payment in due time will entail cancellation of the Member's voting rights and access to the activities of AITA/IATA asbl.

In exceptional circumstances, the Council will consider a partial exemption of fees to certain Members.

Article 30

The Council may proceed to the expulsion of Members or Associates for the following reasons:

- a.** failure to pay the subscription or fee, entailing expulsion one full year after the first date on which the said subscription or fee is payable. In such cases, expulsion of Members or Associates does not require ratification by the General Assembly, as it only constitutes an administrative measure;
- b.** in cases of serious offences against the discipline of the Association, or acts liable to be detrimental to its good name, proper functioning or vital interests.

In cases concerning a National Centre, the procedure will be as follows:

- it will be invited by the Council to settle the matter itself
- where there is no conciliation possible, the Council may proceed with the expulsion.

Appeals against expulsion under sub-paragraph b., may be brought to the General Assembly (restricted to Members).

IX. DISSOLUTION

Article 31

Dissolution of the Association can only be declared by an Extraordinary General Assembly, specially convened for the purpose and comprising 2/3 of the Members. This decision may only be taken by a majority representing 3/4 of the votes.

If the number of delegates present is less than the required two-thirds, a new Extraordinary General Assembly must be convened within three months, and the decisions at this Assembly will be taken on the basis of an absolute majority, regardless of the number of delegates present or represented.

Article 32

In the case of dissolution, the General Assembly shall decide upon the disposal of funds of the Association.

X. INTERPRETATION AND MODIFICATIONS OF BYE-LAWS

Article 33

The interpretation of the present Bye-laws of AITA/IATA asbl is the responsibility of the Council. Cases not covered by the Bye-laws will be decided by the Council and submitted for ratification by the next General Assembly.

Article 34

These Bye-laws may be modified only by the General Assembly, by the majority of 2/3 of the voting power present or represented. The text of any proposed modification must be submitted to all Members at least two months in advance of this Assembly.

Article 35

Each time that, in these Bye-laws or in the Constitution, a quorum or a qualified majority is expressed by a fraction (2/3 or 3/4) this has to be understood as a percentage ratio, even if the result is not a whole number of persons. At least 2/3 is equivalent to greater or equal to 66.66% (66.66%) and At least 3/4 is equivalent to greater or equal to 75% (75%). As example the attendance of at least 2/3 of the 8 regional representatives for a Council to take valid decisions requires the participation of 6 representatives, in person or by proxy (5 representatives being only 62.50% of the Board of Representatives).

Article 36

These Bye-laws will come into force as from September 2013.

This is a comprehensive text based on the original constitution of the "de facto" association "International Amateur Theatre Association AITA/IATA" of 1969 – Monaco, and taking into account the amendments adopted in the following General Assemblies: 1975 (Oklahoma City), 1977 (Monaco), 1979 (Blagoevgrad), 1991 (Halden), 1993 (Monaco), 1995 (Ankara), 2001 (Monaco), 2003 (Halifax), 2005 (Monaco), 2007 (Masan), 2009 (Monaco), 2011 (Tromsö), 2013 (Monaco), 2015 (Belgium, Flanders), 2017 (Monaco).

Furthermore, it takes into account decisions of the General Assembly of AITA/IATA in Halifax, July 2003 voting on the foundation of AITA/IATA asbl, legal body, rue de Flandre 46, Brussels, Belgium, and on the adoption of the constitution of the "de facto" association "International Amateur Theatre Association AITA/IATA" as being the Bye-laws of the AITA/IATA asbl.

AITA/IATA asbl - Non-Profit Organisation

DRAFT CONSTITUTION Proposal 1

DRAFT CONSTITUTION – Proposal 1 - GA Lingen June 2018

Based on Block II proposals Monaco 2017, combining old constitution, byelaws and standing orders where possible, including decisions of GA Monaco 2017, NOT including any kind of change in the membership system. Legally fully correct and **showing in yellow the inconsistencies and possible simplifications**, as a result of comparing the existing situation in IATA and the rules laid out in the existing constitution.

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, at B-1000 Brussels, Maison de la Bellone, 46 rue de Flandre, in the judicial district of Brussels.

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 composition of the Association is based on the principle of national representation.

The Association recognises Full Members and Affiliate Members, jointly composing the General Assembly of the Association (hereinafter referred to as the GA).

A Full Member is an officially appointed national centre representing the totality of amateur theatre of a country.

An Affiliate Member is a federation, a committee or a similar body representing a country, in which no national centre has yet been established, but can be considered to be in the process of growth.

The admission of Members is decided by 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.

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 Full Member who is up to date with their membership payments is entitled to six (6) votes in the GA. An Affiliate Member who is up to date with their membership payments is entitled to two (2) 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

A - 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.

B - 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

AITA/IATA asbl - Non-Profit Organisation

DRAFT CONSTITUTION Proposal 2

DRAFT CONSTITUTION – Proposal 2 - GA Lingen June 2018

Based on Block II proposals Monaco 2017, combining old constitution, byelaws and standing orders where possible, including decisions of GA Monaco 2017. This proposal solves the existing inconsistencies and adds simplifications. It includes the removal of the Affiliate Membership category. With the ability to research a prospective member online, and to assess their suitability for membership, this category is no longer considered necessary. In addition, inconsistencies of terminology between the current situation in the organisation and the current constitution - such as 'nation', 'country' and 'self-governing territories' have been removed. Further simplification is still possible as each member still has 6 votes in the GA.

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, at B-1000 Brussels, Maison de la Bellone, 46 rue de Flandre, in the judicial district of Brussels.

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

AITA/IATA asbl - Non-Profit Organisation

DRAFT CONSTITUTION Proposal 3

DRAFT CONSTITUTION – Proposal 3 - GA Lingen June 2018

Based on Block II proposals Monaco 2017, combining old constitution, byelaws and standing orders where possible, including decisions of GA Monaco 2017. This version seals the proposals of Proposal 2. It adds an ultimate possibility to considerably simplify GA's by attributing one vote to each member in the GA.

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, at B-1000 Brussels, Maison de la Bellone, 46 rue de Flandre, in the judicial district of Brussels.

The registered number of the Association is 0863.683.050.

Article 3

The Association is formed for the purpose of:

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

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

- e) The organisation or participation in the organisation of international congresses, conferences, seminars, festivals, courses, exhibitions and any other activity;
- f) The publication or assistance in the publication and distribution of books, periodicals and stage plays;
- g) The maintenance of one or more support, information or study centres on amateur theatre;
- h) 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 one (1) vote 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:

- i) Alterations to the Constitution;
- j) The appointment and dismissal of Councillors and of the President of the Association;
- k) Granting discharge to Councillors regarding their obligations as Councillors of the Association;
- l) The approval of the budget and the accounts of the Association;
- m) The dissolution of the Association and the destination of the net assets of the Association following such dissolution;
- n) The expulsion of Members of the Association;
- o) The conversion of the Association into a company with a social purpose;
- p) 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

c) 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**.

d) 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.

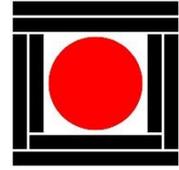
Made in Lingen (Ems), Germany, 28 June 2018

Timetable 2018

To prepare for the General Assembly of 2018, Council will proceed according to the following timetable, which is limited to change only within the Articles of the Bye-laws and the Standing Orders of the General Assembly.

- **25 February 2018:** date by when Members received the first call of the General Assembly by email.
- **20 April 2018:** date by when proposals to the General Assembly must be made.
- **27 April 2018:** date by when the statutory documents (in accordance with the Standing Orders of the General Assembly) were sent to Members.

Delegates official nomination form: AITA/IATA asbl 34th General Assembly, June 2018



Each National Centre or Affiliate Member can nominate delegates to the 34th General Assembly of AITA/IATA asbl.

Under the current constitution, each delegation of a National Centre that has paid its 2017 and 2018 membership fees, will carry 6 votes for all proceedings, regardless of the number of delegates attending. Under the current constitution, each delegation from an Affiliate Member, in order with its 2017 and 2018 membership fees, will carry 2 votes.

Please list the delegates attending the General Assembly below and validate this by the signature of the President or Secretary General or Treasurer of your organisation. **The name of the delegate entitled to receive the voting slips must be underlined.**

Please return the voting slips by 9 June 2018

List of delegates

1

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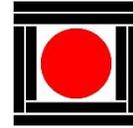
Certified by

Name :

Signature :

Position :

**Voting by Proxy: 34th AITA/IATA asbl
General Assembly June 2018,**



To: President Rob Van Genechten

I write on behalf of the Member of AITA/IATA asbl who is not able to attend the Forum and General Assembly of AITA/IATA asbl in Lingen, Germany.

.....
(name of Member not able to attend)

I declare that the Member has paid the 2017 and 2018 Fee.

On behalf of the Member I would like to delegate our / my vote(s) by proxy to the following Member who **has agreed that** they are willing to carry our votes³

.....
(name of the Member who will carry the proxy votes)

Signed :

Position in Organisation (if applies) :
(President or Secretary)

Date :

Please email this form to the AITA/IATA asbl Secretariat secretariat@aitaiata.org by **15 June 2018**

Anne Gilmour
Secretariat AITA/IATA asbl
secretariat@aitaiata.org

³ Please note that AITA/IATA asbl Council Members may **not** receive proxy votes under the current Constitution. If you need assistance to identify or to contact a representative from a National Centre or Affiliate Member who will attend the World Congress and General Assembly in Lingen, please contact the Secretariat.