**INTRODUCTION**

To many, AITA/IATA asbl, the world organization for amateur theatre, is a complex organisation that went through a number of changes over the past years. This document tries to explain why things are the way they are and aims to answer a number of “FAQ”s (*frequently asked questions*) people from both inside as well as outside the organisation may have.

The document’s ambition is to be AITA/IATA asbl “Handbook”. It strives to be not too difficult a read, to be “handy” (“hand-e”) to everyone as well as easily accessible and consultable (“e-book”) as an online publication.

Originally founded in Belgium in 1952, AITA/IATA asbl did not have legal status but was a de facto partnership (association de fait in French). In most countries, for an organisation to enjoy legal protection, the organisation needs to be a “legal body” rather than a de facto partnership. Being a legal body grants an organisation “legal status”. This means that the organisation can enter into contractual agreements as an independent entity. This ensures that councillors of the organisation have a limited personal liability for the organisation’s contractual or other commitments (changes to Belgian Law of May 1 2019 are currently subject of discussion). When an organisation has legal status, the funds of the organisation belong to the organisation and not, as in a de facto partnership, to the partners of the partnership.

Most countries have a law for non-profit organisations. Back in 2002, the then newly adapted Belgian Law of non-profit organisations (the original law dating from 1921) abandoned the requirement for a Council to have at least one Belgian (or EU-citizen) amongst its councillors. When that requirement disappeared in 2002, the “time-tested” Belgian Law became a perfect fit for international “not for profit organisations” such as AITA/IATA as General Assemblies could freely choose the composition of their Councils, regardless of the nationalities of their Councillors. The last change of the AITA/IATA asbl Constitution was approved during the Lingen General Assembly in June 2018. The most recent change of law was adapted on May 1 2019. This will lead to necessary changes of the AITA/IATA asbl Constitution .

The AITA/IATA asbl Constitution has always stated that in case of difficulties of interpretation the French language takes precedence. As the Belgian Law is drafted in French (and Dutch), the AITA/IATA asbl Constitution is legally compliant, as certain wordings directly refer to that law.

**THE AITA/IATA ASBL CONSTITUTION**

The texts in *italics* refer to Articles of the AITA/IATA asbl Constitution and their respective articles.

Where necessary, it is explained why certain articles are there, what they are meant to cover and why they are worded the way they are worded.

Not all articles of the AITA/IATA asbl Constitution are mentioned here as some are “self-explanatory”.

Why a Belgian non-profit organisation?

*Article 2[[1]](#footnote-1):*

*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”).*

Originally founded in Belgium in 1952, AITA/IATA asbl did not have legal status but was a *de facto partnership* (*association de fait* in French). In most countries, for an organisation to enjoy legal protection, the organisation needs to be a “legal entity” rather than a *de facto partnership*. Being a legal body grants an organisation “legal status”. This means that the organisation can enter into contractual agreements as an independent entity. This ensures that councillors of the organisation are **not** personally liable for the organisation’s contractual or other commitments (Article 2bis of the Belgian Law for non-profit organisations clearly states that). When an organisation has legal status, the funds of the organisation belong to the organisation and not, as in a *de facto partnership,* to the partners of the partnership.

Most countries have a law for non-profit organisations. Back in 2002, the then newly adapted Belgian Law of non-profit organisations (the original law dating from 1921) abandoned the requirement for a Council to have at least one Belgian (or EU-citizen) amongst its councillors. When that requirement disappeared in 2002, the “time-tested” Belgian Law became a perfect fit for “not for profit organisations” such as AITA/IATA, as General Assemblies could freely choose the composition of their Councils, regardless of the nationalities of their Councillors.

The AITA/IATA asbl Constitution has always stated that in case of difficulties of interpretation the French language takes precedence. As the Belgian Law is drafted in French (and Dutch), the AITA/IATA asbl Constitution is legally compliant, as certain wordings directly refer to that law.

In this document, we have quoted the articles of Belgian Law where appropriate to make it clear why they are in the Constitution.

The Purpose of the Organisation

***Article 3:***

*The Association is formed for the purpose of:*

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

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

1. *The organisation or participation in the organisation of international congresses, conferences, seminars, festivals, courses, exhibitions and any other activity;*
2. *The publication or assistance in the publication and distribution of books, periodicals and stage plays;*
3. *The maintenance of one or more support, information or study centres on amateur theatre;*
4. *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.*

Membership of the Organisation

***Article 5:***

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

Under Article 2 § 3 of the Belgian Law of non-profit organisations the minimum number of members is three. The same Article 2 (§ 4) states the obligation for the Constitution to mention the purpose of the organisation (which is covered in our Article 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”.*

The organisation has only **National Centre Members** (hereafter possibly referred to as “Member(s)”)

A National Centre Member, a Member is an organisation which represents amateur theatre in a country or in a “self-governing” territory. The Member should be a network and function as a “concentrator” of activity in the field of amateur theatre with national, as well as international activities. Members link their networks and share information, intelligence and innovation. They cooperate with other Members to set up events, festivals, courses, congresses, symposia, workshops, etc. A Member receives extensive information from AITA/IATA asbl in a collaborative, *proactive* way. Reciprocally, a Member informs AITA/IATA asbl in a *proactive* way about activities, events and other actions undertaken in the area or the field covered.

The relationship between a Member and AITA/IATA asbl is operational. Council assesses the functioning of a Member and can propose to the General Assembly, whether to continue or terminate the operational National Centre partnership.

A National Centre Member will pay a Fee, to be decided by General Assembly as proposed by Council. Non-payment of the Membership Fee automatically terminates the membership and may terminate the operational relationship with AITA/IATA asbl.

*How to understand the concept of “National representation” and “Self-Governing Territory” ?*

The demand for greater self-government, for self-determination or even for independence can be considered to be a world-world phenomenon. But the debate around self-government is no longer merely an administrative issue linked to efficiency it has become a political issue linked to the recognition of cultural diversity and language difference within the territory of a single sovereign state.

Despite the many and varied interpretations of the term ‘self-government’, there is some consensus that there are three fundamental characteristics that could define it:

• First, the effective decentralisation of public functions, bringing control as close as possible to citizens in accordance with the classical principle of subsidiarity.

• Second, it must include the concept of self-administration that can take different forms according to the functions it develops, but all must include an element of participation by citizens.

• Third, self-government must be democratic; not only endowed with representative bodies but also with the control and participation mechanisms that guarantee political equality and freedom.

Since the creation of AITA/IATA in 1952, the existence of self-governing territories benefiting from varying degrees of self-governance in Member countries has been recognised, but not fully legalised in the Byelaws and/or Constitution of the Association. The approval of a new Constitution by the General Assembly in Lingen in June 2018 solved this problem. The Constitution no longer insists on only one Member (National Centre) in a sovereign state as recognised by the United Nations. The flexibility that has existed since 1952 has now been formally adopted in the Constitution. This means that the AITA/IATA General Assembly may, if they judge it appropriate, allow more than one Member (National Centre) to exist in the same sovereign state, where two or more autonomous regions or self-governing communities exist in that sovereign state.

As prescribed by the current Constitution, the AITA/IATA General Assembly votes to accept a new Member (National Centres) following a proposal from Council. Council will continue to make their proposal based upon a request from an organisation to become a Member (National Centre) from a country or for a self-governing part of a country. The decision to propose that an organisation becomes a Member (National Centre) is made by Council based on knowledge of the local situation and in the interest of the functioning of AITA/IATA, not by the local parties or organisations.

In practice, the degree of self-governance will have to be assessed by Council. That degree can be assessed based on one or more of the following indicators:

o The presence of a democratically elected parliament and government in the self-governing part or autonomous community of a country

o The Department of Culture, dealing with (amateur) theatre and scenic arts being transferred to a Ministry of Culture in the self-governing part or autonomous community of the country

o The existence of other amateur arts organisations in the self-governing part or autonomous community of the country, supported by the Ministry of Culture of the self-governing part or autonomous community of the country

o The absence of a Ministry of Culture on the national level of the country, dealing with cultural issues in the self-governing part or autonomous community of a country…

This list is not limited and will be amended if and when new circumstances arise.

If culture, amateur arts and more specifically theatre and amateur theatre are being dealt with locally, regionally, exclusively by a regional or community government, it is of the highest importance to the world of amateur theatre and arts that this diversity in the art forms can be legally represented in the functioning of AITA/IATA, subject to a number of criteria being respected and properly matched as stated above. It is for Council to consider every application and make a recommendation to the General Assembly and it is for the General Assembly to decide whether or not to accept the applicant as a Member (National Centre).

***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.*

Article 12 of the Belgian Law of non-profit organisations stipulates that “A Member who is not paying its Membership Fees may be deemed to resign by default”**.**

General Assembly

***Article 8:***

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

Members (legal bodies or de facto partnerships) should inform AITA/IATA asbl about their representation in the GA, when registering for the GA. Only those natural persons known to officially represent a Member can act on behalf of that Member. The Members are responsible for updating their contact data regarding the representation. The information on the representation of the Member should be delivered to the secretariat in a format determined by the secretariat.

***Article 8:***

*(…)*

*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.*

Proxies will be in a format drafted by the secretariat.

As a Member will either a legal body or a de facto partnership, an individual or individuals (in Belgian Law referred to as a Natural Person) will always be representing and acting on behalf of that Member. It is therefore possible that more than one Member designates the same individual to act on behalf of that Member. Therefore a limit of two (2) representations is set for each individual attending a GA.

The Member itself can only carry one (1) proxi.

Example: Member A is represented by Mrs X, being the President of that organisation. Mrs X represents Member A (this is not a proxi). At the same time Member A has a proxi from Member B. Member A, being represented by Mrs X will vote on behalf of Member B. As a result, Mrs X will vote with the proxi of Member B (given to Member A) and will represent and vote for Member A. The natural person Mrs X carries 12 votes (6 for each member)

***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:*

1. *Alterations to the Constitution;*
2. *The appointment and dismissal of Councillors and of the President of the Association;*
3. *Granting discharge to Councillors regarding their obligations as Councillors of the Association;*
4. *The approval of the budget and the accounts of the Association;*
5. *The dissolution of the Association and the destination of the funds of the Association following such dissolution;*
6. *The expulsion of Members of the Association;*
7. *The conversion of the Association into a company with a social purpose;*
8. *All cases in which the articles of the Association so require.*

 *(…)*

Under Article 4 of the Belgian Law of non-profit organisations these are the decisions which always fall under the authority of the GA.

Under Article 4 of the Belgian Law of non-profit organisations it is also mentioned that “*the appointment and dismissal of company auditors and the definition of their remuneration if a remuneration is granted*” is also a power which is vested within the GA. The reason this part of the article is not withheld in the Constitution is twofold:

Article 17 of the Belgian Law of non-profit organisation specifies which organisations are obliged to have an auditor:

All organisations with more than 100 employees

All organisations which meet at least two of the following three criteria

The organisations has more than 50 employees

Total income of the organisation exceeds EUR 7,300,000

Total assets exceed EUR 3,650,000

At the moment the organisation is nowhere near any of these criteria.

The term “auditor” is defined in Article 17 of the Belgian Law of non-profit organisation as belonging to the Institute of Auditors (*Institut des réviseurs d’entreprises”* in French) which is an official body where auditors should be registered. As a result, an “auditor” mentioned in the Constitution would automatically imply for this auditor to be an “official” auditor recognized by the Institute of Auditors (*Institut des réviseurs d’entreprises”* in French).

Rather than using the “legally defined” term “auditor”, the term “third party examiner” is used. As a result, the following phrase is part of Article 10:

***Article 10:***

*(…)*

*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.*

At the beginning of the GA, Council will propose a chairperson to chair the GA. The decision on the chairperson will be taken by the GA with a simple majority (fifty percent (50%) plus one (1)) of votes of the Members in attendance (present or represented).

***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.*

*(…)*

Under Article 5 of the Belgian Law of non-profit organisations, Council must convene a GA upon the request of at least one fifth (1/5) of the Members.

Under Article 6 of the Belgian Law of non-profit organisations, all proposals supported by at least one twentieth (1/20) of the Members must be added to the agenda. Under the same Article 6, the convocation of the GA must be sent out eight (8) days before the GA at the latest. Considering the international nature of our organisation, the timing under Article 12 of the AITA/IATA asbl Constitution is set at eight (8) weeks.

The **Number of Members** to be taken into account when assessing the number of Members needed to convene the GA, as well as for a proposal to be considered by the GA (Article 12 of the Constitution) as for certain decisions to be taken by the GA (see further), will be the number of Members of the Association on 31 March of the current financial year, unless stated otherwise in communication by the Council.

For all Members to be informed about the number of Members needed to convene the GA and/or for a proposal to be considered by the GA, that number will be communicated to the Members by the Council not later than 30 April each year.

The **notification** shall include:

* Date, place and time of meetings
* Agenda of the GA
* Deadline for proposals to the GA
* Standing Orders and Voting procedures at the GA
* Names of and statement from the individuals nominated for election to the Council
* Registration form for naming official or proxy delegates

The minutes of the GA will be prepared by the Secretariat and communicated to each Member within 6 weeks following the end of the GA.

***Article 12:***

*(…)*

*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.*

As yearly GA’s will be held in the future, it may sometimes not be necessary to call a “normal” assembly where representatives from Members meet in person. The current Constitution includes the possibility to have any other format of assembly, *physical or digital considered appropriate by Council,* during which voting can be done online.

Abstentions and/or invalid votes do not count as negative votes. As a result majorities can only be defined when the votes of a voting round are counted.

The GA can only vote on issues that are included in the Agenda. Proposals on the agenda can be discussed during the GA, as result of which amendments may be made to the initial proposals, communicates in the notification. These amendments should nevertheless be “in scope” of the initial proposals.

Composition and voting system of the GA

***Article 13:***

***Attendance in the GA***

*Regardless of the number of Members in attendance (present or represented[[2]](#footnote-2)), 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)*

(…)

Under Article 7 of the Belgian Law of non-profit organisations, decisions in a GA are taken by a simple majority (50% + 1) of all Members present or represented. Hence, there is no quorum of attendees (present or represented) needed to legally hold a GA.

Nevertheless, Article 8 of the Belgian Law of non-profit organisations stipulates that a presence (or representation) of at least 2/3 of all Members is needed when such decisions concern alterations of the Constitution. Article 8 further stipulates that alterations of the Constitution require a 2/3 majority of all Members present or represented and a 4/5 majority when such changes concern the alteration of the purpose of the organisation.

Furthermore, under Article 12 of the Belgian Law of non-profit organisations, Members can only be expelled with a 2/3rd majority of Members present or represented. For this decision, no attendance or representation quorum is required.

GA Decision Grid

This translates into the following “Decision Grid”:

| Decisions relating to | Attendance or Representation in GA | Decision taken by |
| --- | --- | --- |
| All decisions (except ones listed below) | None | Simple majority (50% + 1 vote) |
| Expulsion of Members | None | At least 2/3 Members |
| Alterations to the Constitution  | At least 2/3 of Members | At least 2/3 of Members |
| Alterations to the purpose of the Association  | At least 2/3 of Members | At least 4/5 of Members |
| Dissolution of the Association | At least 2/3 of Members | At least 4/5 of Members |

***Article 13:***

*(…)*

*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.*

This is a provision of Article 8 of the Belgian Law of non-profit organisations, describing what happens if the attendance criteria are not met.

Council

***Article 14:***

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

*(…)*

By the “day-to-day” management, the Council assumes responsibility over all matters of management except for those matters which remain the sole responsibility of the GA, which are mentioned under Article 10 of the Constitution. (See also Article 17 of the Constitution) ,

***Article 14:***

*(…)*

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

*(…)*

The election process is described under Addendum II of the present document.

***Article 14:***

*(…)*

*Councillors and the President jointly form the Council. Their mandate (“the Mandate”) is not remunerated by the Association.*

*(…)*

In Council, Councillors carry a joint responsibility. Councillors must abide by a Code of Conduct, described under Addendum IV.

***Article 14***

*(…)*

*The Council has the authority to appoint and dismiss among 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 Councillors.*

It is at the discretion of Council to invite advisors of any kind to attend Council meetings to assist Council in their work. Such advisors will not carry any voting rights.

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

Consequently, the President and the eight Councillors will serve the organisation with only the interest of the organisation in mind. In their capacity as Councillors, they are no representatives of any organisations nor of any legal body nor de facto partnership.

**Mandate periods**

***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).*

Consequently, an individual can serve

* Two mandates as Councillor, followed by one mandate as President;
* Two mandates as President, followed by one mandate as Councillor;
* One mandate as Councillor, followed by one mandate as President, followed by one mandate as Councillor;
* One mandate as President, followed by one mandate as Councillor, followed by one mandate as President;

***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.*

See provision under Article 14 of the Constitution (“Day to Day Management”).

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.

***Article 18:***

1. ***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.*

1. ***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.*

Over the years, AITA/IATA has worked with many kinds of internal working groups and committees. The best known kind of internal committee is the Region, an alliance of Members based on geographical or cultural basis. So far, all internal committees have been functioning with respect and in concordance with the AITA/IATA constitution. In some cases, these internal committees had their own rules, byelaws, often called constitution as it is the case for a registered non-profit organisation.

In the recent past, Council realised that the organisation was in need of being able to create alliances with external registered organisations and noted the desire of internal committees to register as independent registered bodies. Therefore, the decision was taken to include that possibility in the Constitution of the organisation.

In general, **NETWORKS** are external registered alliances whereas **REGIONS** are internal committees formed on geographical or cultural grounds.

Miscellaneous

***Article 21:***

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

Article 17 of the Belgian Law of non-profit organisations states that the accounts of an organisation must be approved by the GA within six months of the end of the book year. As AITA/IATA’s GAs are traditionally held in the July-August period. The change to a 31 March end date will allow AITA/IATA asbl to hold its GA during the summer and still comfortably meet this six months’ deadline.

Consequently, the book year 2018 will exceptionally be a “prolonged book year” of 15 months, running from 1 January 2018 until 31 March 2019.

**ADDENDUM I.**

**STANDING ORDERS OF THE GENERAL ASSEMBLY**

1. **PRESENCE AT THE GENERAL ASSEMBLY (“GA”)**

Under Article 8 of the Constitution, every Member is entitled to attend the GA and is entitled to six (6) votes. A Member may be represented by proxy by another Member.

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

Membership fees need to be paid by March 31of each year for a Member to have voting rights during the GA of that same year. Payments after that date will be registered as fee payments for the following year.

No payments will be accepted in cash at the GA registration desk.

1. **CHAIRING THE GA**
	1. The President opens the GA and may propose, on behalf of the Council, a Chairperson in accordance with Article 11 of the Constitution. GA decides on this proposal with a simple majority (50% plus one). This Chairperson must remain neutral throughout the GA.
	2. If approved, the presiding Chairperson takes immediate responsibility for chairing the meeting.
	3. The Chairperson declares the GA's legitimacy.
	4. The Chairperson assesses the number of Members present or represented and hence determines the number of attendees and number of votes to be cast.
	5. The Chairperson proposes a
2. **Tellers Committee**

The ballots are reserved and distributed to the Members present and Members carrying proxies by the Secretariat prior to the opening of the GA. The Tellers Committee gathers and counts the votes cast and delivers the results of the voting to the Chairperson of the GA who will announce the outcome of the votes.

*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.[[3]](#footnote-3)*

1. **Drafting Committee.**

The Drafting Committee’s responsibility is the drafting or redrafting of any text submitted for voting in all three official languages of the Association. The Drafting Committee is also responsible for drafting amendments to the proposals presented to the GA.

Whenever a proposal and/or an amendment to a 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 GA.

1. **Other Committees**

Any other Committees which might be considered necessary by the General Assembly.

* 1. Regarding the accuracy of translation, the Chairperson must enquire at regular intervals if further clarification is necessary.
	2. The Chairperson shall insure that every member obtains a fair hearing. They shall decide questions of order that may arise and the regularity of all proposals or amendments submitted.
	3. In case a vote of no confidence is requested regarding the Chairperson, the President will chair the voting procedure on this. In case the non-confidence vote is accepted, the President will chair the GA.
1. **ELECTIONS**
	1. Questions from the GA to candidates must be presented in writing in advance to the independent Chairperson, immediately following his/her appointment by the GA. The Chairperson will ensure that each candidate receives an equal allocation of time.
	2. A secret ballot is always required for voting on individuals and when requested by a Member.

**ADDENDUM II.**

**ELECTION PROCESS FOR THE PRESIDENT**

Under Article 14 of the Constitution, the GA will, through an election process, appoint one (1) President.

The Presidential election will be held every four (4) years at the GA organised during the Mondial du Théâtre in Monaco. The election for the post of President will be on the Agenda of the GA before the election for the posts of Councillor.

Any natural person can run for the post of President. Candidates running for the post of President cannot run for the posts of Councillor at the same GA.

An individual can serve a maximum of two (2) consecutive mandate terms as President or three (3) consecutive Mandate terms on Council[[4]](#footnote-4).

For a candidacy to be valid, a candidate must have the support of at least two (2) Members of the organisation. Such support is addressed to the Council in a format set by the Council following the timetable determined by the Council.

The elections for the post of President will take place in one or two rounds depending on the number of candidates presenting themselves for the post.

1. If there are one (1) or two (2) candidates for the post, only one round of elections will be held.

The candidate with the highest number of votes is elected and appointed as President by the General Assembly, provided he/she obtains fifty percent plus one (50 % + 1) of the total number of votes cast.

1. If there are more than two (2) candidates for the post, two (2) rounds of elections will be held.

In the **first round**, the two candidates with the highest number of votes are selected to proceed to a second round.

In the **second round**, the candidate with the highest number of votes is elected and appointed as President, provided he/she obtains fifty percent plus one (50 % + 1) of the total number of votes cast. In the event of a tie, the candidate (of those two candidates proceeding to the second round) who has received the highest number of votes in the first round is elected and appointed.

*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.[[5]](#footnote-5)*

Only voting slips which have been correctly completed will be valid. To be correctly filled, the number of votes cast must equal the number of seats available.

All majorities mentioned in this document are meant to take into account valid votes only when determining such majorities.

**ADDENDUM III.**

**ELECTION PROCESS FOR THE COUNCIL**

Under Article 14 of the Constitution, the GA will, through an election process, appoint a maximum of eight (8) Councillors.

The elections for the post of Councillor will be held every two (2) years when four (4) Councillors will stand for election. The election for the posts of Councillor will be on the Agenda of the GA after the election for the post of President.

Any natural person can run for the post of Councillor. Candidates running for the post of President cannot run for the posts of Councillor at the same GA.

An individual can serve a maximum of two (2) consecutive mandate terms as President or three (3) consecutive Mandate terms on Council[[6]](#footnote-6).

For a candidacy to be valid, a candidate must have the support of at least two (2) Members of the organisation. Such support is addressed to the Council in a format set by the Council following the timetable determined by the Council.

The elections for the post of Councillor will take place in one or two rounds depending on the number of candidates presenting themselves for the vacant positions.

1. If there are four (4) or fewer candidates for the four (4) positions, only one round of elections will be held.

The candidates are elected and appointed as Councillors by the GA, provided they obtain fifty percent plus one (50 % + 1) of the total number of votes cast.

1. If there are more than four (4) candidates for the four (4) positions, two (2) rounds of elections will be held.

In the **first round**, the two (2) candidates with the highest number of votes are elected and appointed as Councillors by the GA, provided they obtain fifty percent plus one (50 % + 1) of the total number of votes cast.

In the event of an equal number of votes for the 2nd and the 3rd (or, as it may be, 4th) candidates, all those candidates are elected and appointed provided that they have fifty percent plus one (50 % + 1) of the total number of votes cast.

All candidates who have not been elected in the first round proceed to a second round.

In the **second round**, depending on the number of vacancies, the candidates with the highest number of votes are elected and appointed as Councillors, provided they obtain fifty percent plus one (50 % + 1) of the total number of votes cast. In the event of a tie, a new election round will be held between the tied candidates. As in all other elections rounds, the candidate will need fifty percent plus one (50 % + 1) of the total number of votes cast to be elected and appointed by the GA.

*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.[[7]](#footnote-7)*

Only voting slips which have been correctly completed will be valid. To be correctly filled, the number of votes cast must equal the number of seats available.

All majorities mentioned in this document are meant to take into account valid votes only when determining such majorities.

**ADDENDUM IV.**

**CODE OF CONDUCT OF AITA/IATA ASBL COUNCILLORS**

**The Council**

This document describes the roles and responsibilities of AITA/IATA asbl Councillors.

Council has the responsibility, delegated to them by the GA, for the strategic governance of the Association, ensuring that the vision, mission, values and practices are in line with the objects of the Association, as defined in Article 3 of the Constitution.

Councils consists of the President and a maximum eight (8) Councillors (Article 14 of the Constitution).

The Council has the authority to appoint from among the Councillors, officers as appropriate, for example: Treasurer, Secretary, or any other function Council considers appropriate. (Article 14 of the Constitution). Such appointments will happen in Council through an election process on the basis of a simple majority (50% + 1).

Council endeavours to meet face to face at least twice a year but will also hold online virtual meetings on an ad hoc basis.

On standing for election, it is assumed that you understand AITA/IATA’s expectations of the role of a Councillor to: uphold the values and objectives of AITA/IATA; to give adequate time and energy to the duties of being a Councillor; and to act with integrity, and avoid or declare personal conflict of interest.

**Your role as a Councillor**

* As a Councillor, you will need to vote for what is, according to your conscience, in the best interests of AITA/IATA asbl.
* You are responsible for decisions made by Council and should uphold all decisions taken by Council towards Members and third parties, regardless of personal views or individual opinions regarding those decisions.
* You must respect the confidentiality of Council matters and discussions. Internal documents should remain for internal use and distribution.
* You are responsible for ensuring that AITA/IATA asbl complies with all the legal requirements governing its work, as determined by its Constitution.
* You must always act with the proper authority of Council on behalf of AITA/AITA asbl, not on your own behalf.

**All Councillors will be expected to contribute to the work programme of the Association.**

In collaboration with other Councillors, you will be expected to:

* Develop, inform and implement a biennial business plan and annual operational plan.
* Evaluate the performance of the Association in relation to the current AITA/IATA asbl business and operational plans, plan projects and set priorities.
* Deal with matters of governance relating to AITA/IATA asbl.
* Set and maintain standing orders, systems of financial control, policies and procedures.
* Represent AITA/IATA asbl at appropriate events, as required.

**Attendance at Meetings**

* If you are unable to attend a Council meeting, you may give a proxy to another member of Council. No Councillor can carry more than one proxy.
* You are a member of Council as an unpaid volunteer; the onus is on the individual to fund their attendance at Council meetings. This is a fundamental aspect of your role.
* It is important to note that there is no obligation on AITA/IATA asbl to fund travel, accommodation or subsistence to enable you to attend Council meetings. As a matter of principle, Council will endeavour to identify funding for accommodation and subsistence for Council meetings.
* From time to time, you may be requested to attend additional meetings or represent Council on sub-committees. Reimbursement of out of pocket expenses will be considered on a case by case basis.
* It is vital that you are scrupulous to avoid gaining private financial or any other sort of benefit from your position, other than of course the reimbursement of out of pocket expenses. This means that you cannot receive payment for services to AITA/IATA asbl and, as is common practice, you must declare all personal gifts and hospitality that you receive which could present a conflict of interests or compromise your position on the Council.

**Discipline and non-compliance**

* The power to appoint and dismiss Councillors remains the ultimate authority of the GA.
* If a Councillor should fail to adhere to the Code of Conduct or expected protocols, the Council has the authority and responsibility to suspend them from the Council’s decision making processes until the following GA.
* More than two consecutive absences from meetings and/or engagement with Council business, without reasonable explanation, will result in the suspension of a Councillor from the Council’s decision making processes until the following GA.

**Resignation etc.**

* If a position on Council becomes vacant, owing to the death, incapacity or resignation of an appointed Councillor, Council may appoint a temporary replacement until the next GA. The Appointee will function as a Councillor with no voting rights. Council will make the necessary preparations for an appointment for the vacant seat at the next GA. Following appointment, the new Councillor completing the Mandate will not be considered to have fulfilled a full Mandate Term and will hence be eligible for two consecutive Mandate Terms.

AITA/IATA asbl embraces the following universal principles of ethical standards and practice:

**SELFLESSNESS**

Councillors should act solely in terms of the interest of the organisation.

**INTEGRITY**

Councillors must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

**OBJECTIVITY**

Councillors must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

**ACCOUNTABILITY**

The Council is collectively accountable for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

**OPENNESS**

Councillors should act and take decisions in an open and transparent manner. Information should not be withheld unless there are clear and lawful reasons for so doing.

**HONESTY**

Councillors should be truthful.

**LEADERSHIP**

Councillors should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

All appointments of Councillors will be published in the Belgian *Moniteur/Staatsblad* within a reasonable time following closure of a General Assembly. These appointments can be consulted using the following link http://www.ejustice.just.fgov.be entering the official registration number of AITA/IATA asbl 863.683.050 under “n° entreprise”.

**ADDENDUM V.**

**GUIDELINES FOR AITA/IATA FESTIVALS**

***TO BE COMPLETED***

**ADDENDUM VI.**

**CY Theatre: working for children and youth**

***TO BE COMPLETED***

1. All numbers refer to the numbers of the Articles of the AITA/IATA Constitution, unless stated otherwise [↑](#footnote-ref-1)
2. The Belgian Law of non-profit organisations makes a difference between Members **present**(*Fr. présents,* Dutch *aanwezig*) and **represented** (Fr. *répresentés,* Dutch *vertegenwoordigd*). Members can be present through “physical presence”, which is the case when a Member is a **natural person**. Members who are **partnerships** or **legal entities** will be present through a delegate appointed by them. They are present *through the presence of that (natural) person.* The word “represented” in the Constitution refers to the situation where a Member is not present but has itself represented by a “third party” Member *by proxy.*  [↑](#footnote-ref-2)
3. AITA/IATA asbl Constitution Article 12 par 4 and 5 [↑](#footnote-ref-3)
4. AITA/IATA asbl Constitution Article 15 par 2, 3 and 4 [↑](#footnote-ref-4)
5. AITA/IATA asbl Constitution Article 12 par 4 and 5 [↑](#footnote-ref-5)
6. AITA/IATA asbl Constitution Article 15 par 2, 3 and 4 [↑](#footnote-ref-6)
7. AITA/IATA asbl Constitution Article 12 par 4 and 5 [↑](#footnote-ref-7)