



ASSITEJ International Constitution

Approved at the Special General Assembly

February 24 2023





Article 1 –Preamble

Article 1.1. Name

Since the theatrical art is a universal expression of humanity and possesses the influence and power to link large groups of the world's people and considering the role that theatre and the performing arts can play in arts education of young generations, an autonomous international organisation has been formed which bears the name "**ASSITEJ International** - International Association of Theatre and Performing Arts for Children and Young People - ETS" abbreviated to "**ASSITEJ International** - ETS". The name ASSITEJ derives from the original historical acronym of "*Association Internationale du Théâtre pour l'Enfance et la Jeunesse*". Hereinafter in these Articles of Association, "ASSITEJ International ETS" will be referred to as ASSITEJ for further brevity.

Article 1.2 – Mission

1.2.1 ASSITEJ recognizes the essential right of all children and young people to enrichment through the arts and their own cultural traditions, especially theatre culture.

Theatre in particular, and the performing arts in general, respect its young audiences by presenting their hopes, dreams, and fears; it develops and deepens experience, intelligence, emotion, and imagination; it inspires ethical choices; it increases awareness of social relationships; it encourages self-esteem, tolerance, confidence, and the free expression of opinions.

Above all, it helps future generations find their place and voice in society. To this end, ASSITEJ endorses Article 31 and 13 of the 1989 United Nations' Convention of the Rights of the Child that affirms the right of children to leisure time and the enjoyment of arts and cultural activities and the right to freedom of expression. It shares common values with UNESCO's Cultural Policy, calling for the rights of children and young people to cultural participation and activity. It holds with the belief of the 2005 UNESCO Convention about Cultural Diversity, that children and young people must be allowed a cultural identity and to be visible everywhere in society. ASSITEJ is an advocate for the promotion of theatre and performing arts for young audiences in principle and practice. It calls on all national and international organisations that recognize the potential of children and young people and their capacity to contribute to the development of society to recognize and support this constitution.

1.2.2 ASSITEJ proposes to unite organisations and individuals throughout the world dedicated to theatre and the performing arts for children and young people.



1.2.3 ASSITEJ is dedicated to artistic, cultural, political and educational efforts and no act of the Association and its members may discriminate on the basis of age, gender, ethnicity, disability or ability, economic standing, sexual orientation, gender identity and gender expression, cultural identity, national origin, political or religious conviction or any other reason

1.2.4 Child safety and child rights.

ASSITEJ is committed to promoting the safety, participation and empowerment of all children and will support no action that intentionally harms children physically, sexually, emotionally, psychologically or culturally in any context.

1.2.5 ASSITEJ advocates the representativity and inclusivity of membership for itself and all its members, working with transparency and using democratic principles to ensure that gatekeeping practices (controlling access to the association) are avoided internally and within its members.

1.2.6 ASSITEJ promotes international exchange of knowledge and practice in theatre and the performing arts in order to increase creative co-operation and to deepen mutual understanding between all persons involved in the performing arts for young audiences.

1.2.7 ASSITEJ has non-profit and non-commercial aims.

Article 2 – Seat

2.1 The Seat of ASSITEJ is in Bologna, Italy.

2.2 The current law of the state in which the Association is resident or situated will apply in all instances not expressly provided for by the present statute, and the private law of that state will bind the Association.

2.3 The General Assembly is entitled to modify the seat of the Association, amending the Constitution as necessary in order for it to comply with the laws of the Country in which ASSITEJ has its seat.

2.4 The account and corporate books of the Association shall have to be filed with the seat of the Association.



2.5 The Association is constituted in the form of a 'Third Sector' Organization (ETS) and therefore as a Non-Profit Organisation, in accordance with Italian Law Code of the Third Sector - Legislative Decree 117/2017, paragraphs 1d and 1i of art. 5).

2.6 Specifically, it meets the requirements of the Italian Law Code of the Third Sector:

2.6.1 The Association, in pursuit of the above purposes, carries out exclusively or principally activities of general interest referred to in the Italian Law (Code of the Third Sector - Legislative Decree 117/2017, paragraphs 1d and 1i of art. 5) and specified in the art.3.

2.6.2 The financial statements must be prepared in accordance with Italian Law, in particular Article 13 of Legislative Decree 117/2017 and its subsequent amendments.

2.6.3 The Executive Committee will also be called upon to draw up the "Social Balance sheet" in the cases provided for in Article 14 of Legislative Decree 117/2017.

Article 3 – Object

3.1 - Aims

Recognizing that children and young people make up a large part of the world's population and that they represent the future, the aims of the Association are:

3.1.1 To work for the rights of children and young people to artistic experiences especially designed and created for them.

3.1.2 To work for the recognition and acknowledgement of theatre and the performing arts for children and young people.

3.1.3 To work for the improvement of the conditions of theatre and the performing arts for children and young people all over the world.

3.1.4 To improve the common knowledge of theatre and the performing arts for children and young people worldwide, thus drawing the attention of international and national authorities to the importance of taking children and young people and the artistic work created for them seriously.

3.1.5 To give people working with theatre and the performing arts for children and young people the opportunity to learn about the work of colleagues from other



countries and cultures, thus enabling them to enrich theatre for children and young people in their own country.

3.1.6 To help to form in all countries, ASSITEJ centres and networks which function in accordance with the mission, constitution and policies of the Association. These centres and networks shall unite all theatres, organisations, and persons interested in theatre and the performing arts for children and young people.

3.1.7 To help to establish international artistic networks to explore different aspects of artistic work for children and young people, to increase the artistic competence of artists and to benefit them.

3.2 - Means and activities

The means of achieving these aims will be:

3.2.1. Organisation, promotion and support of national, regional, and international programmes, congresses, conferences, festivals, study tours, exhibitions, and other activities.

3.2.2. Promotion and support of exchange of experiences between artists from all countries.

3.2.3. Encouragement of circulation and exchange of plays, texts, and other literature pertaining to theatre and the performing arts for children and young people.

3.2.4. Collection of material and documentation on theatre and the performing arts for children and young people.

3.2.5. Promotion of theatre and the performing arts for children and young people through all media.

3.2.6. Cooperation with other international organisations with related interests.

3.2.7. Introduction and support of proposals made by centres and networks in order to advance the work of theatre and the performing arts for children and young people to appropriate national and international authorities and agencies.

3.2.8. Participation in National and International projects and calls for proposals, promoted by national or international, public and private, entities.



Article 4 – Members

ASSITEJ is created to facilitate the development of theatre in particular, and the performing arts in general, for children and young people at the highest artistic level. No theatre, organisation or individual can be refused admittance to membership of ASSITEJ on the basis of age, gender, gender identity, ethnicity, disability or ability, economic standing, sexual orientation, cultural identity, national origin, or political or religious conviction.

4.1 Members of the Association are:

1. National Centres representative of theatre and the performing arts for children and young people in their own countries.
2. International Professional Networks of theatres, organisations and persons who share a common artistic need or interest that serves the growth of theatre and the performing arts for children and young people.

4.2 Categories of Membership and Affiliation:

1. Members
National Centres and International Professional Networks.
2. ASSITEJ Affiliates
Those public or private subjects (such as theatre companies, organisations, or individuals) that are dedicated to theatre and the performing arts for children and young people and that do not meet the requirements for membership (as per Article 4.3. below).

4.3 Definition of Members (National Centres and International Professional Networks)

4.3.1 National Centres:

1. National Centres are formally recognised networks of the companies, organisations and persons working in that country in the field of theatre and the performing arts for children and young people.
2. Categories of membership within National Centres are:
 - 2.1 Professional theatre and performing arts companies or artists performing for children and young people.
 - 2.2 Non-professional theatre and performing arts companies or artists performing for children and young people.



2.3 Organisations, institutions, associations or persons actively engaged in the work of theatre and the performing arts for children and young people.

2.4 Supporting organisations, institutions, associations, or persons interested in theatre and the performing arts for children and young people.

3. Criteria for membership:

To qualify for membership in the Association, a National Centre must comprise of at least three (3) professional members (2.1), or five (5) members with at least two (2) professional members (2.1) and three (3) non-professional members (2.2).

4.3.2 International Professional Networks

1. International Professional Networks are formally recognised networks of theatre and performing arts companies, organisations, and/or persons working in and supporting the field of theatre and performing arts for children and young people.

2. International Professional Networks can be formed on the basis of common interests or needs related to the work of theatre and the performing arts for children and young people.

3. Criteria for membership: To qualify for membership in the Association, an International Professional Network should be a global network which includes members from at least seven (7) countries from two (2) or more continents.

4.3.3 Definition of ASSITEJ Affiliates

4.3.3.1 ASSITEJ Affiliates are theatre and performing arts companies, organisations or persons dedicated to theatre and the performing arts for young audiences, who are not able to participate in other forms of ASSITEJ membership.

4.3.3.2 Criteria for Affiliation:

Affiliation with ASSITEJ is possible when there is not already a National Centre in the applicant's own country. An application should be made to the Executive Committee to become an Affiliate. Affiliates are encouraged to make a donation to ASSITEJ in order to support the work of the Association.

4.3.3.3 ASSITEJ Affiliates are encouraged to work to change their status to that of a voting member within two years of joining the association. If this is not possible, they will automatically, without renewal of the application, continue to retain ASSITEJ Affiliate status. ASSITEJ will follow the progress of the Affiliate and the ASSITEJ Affiliate may at any time change their status to a voting member, if the conditions of membership are met.



4.3.3.4 ASSITEJ Affiliates are strongly encouraged to actively cooperate with other members of ASSITEJ to embark on projects or programs which advance the aims of the Association

4.3.4 National Centres, particular conditions of membership

4.3.4.1 Additional memberships

Organisations or artists, living and operating in a particular country, may be members of more than one National Centre, provided they are first members of the National Centre of their country of residence, and that they meet the requirements of membership of both organisations.

4.3.4.2 Neighbour membership

Organisations or artists operating in countries without National Centres and where there are no real possibilities to develop a National Centre in their country at this time, can apply to join a geographically nearby National Centre, who may accept them under a clear set of criteria to be determined by that National Centre.

4.3.5 Common criteria for membership:

No category of membership may participate provisionally in ASSITEJ.

Article 5 - Rights and Obligations

5.1 Rights of Members

Members have the right to make proposals at constitutional meetings, to offer a candidate for election to the Executive Committee and to vote in accordance with the rules set out in Article 9.

Members have the right to take note of the agenda of the Assemblies, to examine the balance sheet and to consult the minutes.

5.2 Rights of ASSITEJ Affiliates

Affiliates have the right to participate in the work of the Association, including the advancement of proposals to the Assemblies provided for in the Bylaws, but they do not have the right to vote, pursuant to the provisions of Article 9. In addition, ASSITEJ Affiliates do not have the right to be elected to the Executive Committee.

5.3 Obligations of Members and ASSITEJ Affiliates

Both members and ASSITEJ Affiliates have the following obligations:

* to share in the aims and purposes of the Association,



- * to work to achieve the aims defined by the Association,
- * to accept and support the Association's Constitution and any internal regulations,
- * to maintain its statutes,
- * to act upon the decisions made by the Association,
- * to keep the Secretary General informed of their activities on a regular basis,
- * to appoint a correspondent,
- * to provide a permanent address.

5.4 Obligations and constraints of Members only

1) All members shall:

- * pay the membership fee,
- * use the acronym "ASSITEJ" in the name of the Centre or Network or in the subtitle.
- * communicate to their members the information sent from the Secretary General's office.

2) Membership may not be temporary.

3) The National Centres and International Professional Networks participate through their representatives.

Article 6 - Application, Resignation, Suspension, Expulsion, Closure.

6.1 Written applications for membership shall be addressed to the Secretary General. These applications will be considered, approved, or denied by the Executive Committee. In the case of a denial by the Executive Committee, the applicant may appeal to the next General Assembly.

6.2 Membership will become effective and will be recorded in the "Members Book" after the payment of the annual fee. Only after this effective admission, will the name of the member be included on any public listing of members.

6.3 If a prospective member knows that they are unable to pay the annual member fee for proven and objective conditions of economic difficulty, they must specify this in their application. They can request the Executive Committee to support their membership for the first year, in the spirit of solidarity, to be revised on an annual basis. In the absence of this explicit request, non-payment will result in the non-activation of the membership.

6.4 Independently of the fact that the new member has paid their membership fee or has requested the solidarity support from the Executive Committee, at the end of the



first year of membership, ASSITEJ and the new member commit themselves to verify the state of the associative relationship and of the functioning of the National Centre or the Network, thus allowing the activation of all those procedures that are necessary to support the member in its activities and in its social mission and to help it, at the same time, in fully meeting its obligations to the Association as provided for by the Constitution.

6.5 Any member that wishes to resign from the Association should inform the Secretary General in writing. The resignation will take effect from 1st January in the following year.

6.6 The Executive Committee may decide, by a majority of two-thirds, on the rejection, suspension, closure or expulsion of any member whose work conflicts with the fundamental aims of this Association, or who has failed several times in one of the obligations mentioned in Article 5.4. Everyone whose membership relationship has been rejected, suspended, closed or expelled loses the right to use the name of "ASSITEJ".

6.7 Any rejected, suspended, closed or expelled member may appeal to the next General Assembly.

6.8 The membership fees cannot be transferred, in any case

Article 7 – Income, Funds, Financial Year and Budget

7.1 The economic revenues of the association shall consist of:

- a) membership fees;
- b) public contributions;
- c) private contributions;
- d) contributions from international organisations, the State, public bodies or institutions, aimed at supporting specific and documented activities or projects;
- e) donations and testamentary legacies not intended to increase the assets;
- f) income from assets;
- g) funds received from public collections carried out occasionally, even by offering goods of modest value and services;
- h) income deriving from the performance of activities of general interest
- i) other revenues expressly provided for by law; and
- j) any income from various activities in compliance with the limits imposed by law or regulations.



<p>7.2 The Association may also be financed by revenues for services rendered to members or third parties, without this ever constituting a continuous commercial activity.</p>
<p>7.3 The financial year runs from 1 January to 31 December of each year. Within 4 months of the end of the financial year, the Executive Committee shall prepare the "Financial Statements" to be submitted for the annual approval of the General Assembly - which is responsible for the assets - by 31 May of the year following the end of the financial year, so that by 30 June it can be deposited, drawn up in compliance with Italian Law, as provided for by Article 13 of Legislative Decree 117/2017 and its subsequent amendments.</p> <p>The Executive Committee will also be called upon to draw up the "Social Balance sheet" in the cases provided for in Article 14 of Legislative Decree 117/2017 or when it deem it appropriate. The Social Balance sheet, drafted in accordance with Italian law, will also have to be approved by the General Assembly.</p> <p>In addition to the Balance Sheet, Mission Budgets for the period between one Congress and the next and any related Final Accounts, on which the General Assembly will express an indicative and non-binding evaluation, may also be brought to the attention of the General Assembly at the World Congress.</p>
<p>7.4 Membership fees, which are determined by the General Assembly, are due on 1st January of each year and must be sent to the Treasurer. Members who have not paid fees for the year in which the General Assembly is meeting, lose the right to vote in the General Assembly. (May 2017)</p>
<p>7.5 The Executive Committee can waive or reduce the annual fee for those members who might find themselves in heavy and documented economic distress. The Executive Committee may also identify and use other instruments such as Solidarity funds or Mutual fees to sustain the membership.</p>
<p>7.6 The net year profit and any additional funds shall comprise the Common Fund of the Association.</p>
<p>7.7 The Common Fund shall not be distributed among the Members, while the Association is still in place. Upon termination of the Association, the Common Fund shall be distributed as stated in Art. 13. While the Association is still valid, it is forbidden to distribute, even indirectly, profits, extra management funds, unless the destination and the distribution are established by law.</p>



<p>Article 8 - Structure</p> <p>The governing body of this Association consists of:</p> <ol style="list-style-type: none">1. The General Assembly2. The Executive Committee <p>The members of the Executive Committee are listed in Article 11.</p> <ol style="list-style-type: none">3. Body of Legal Control and Audit <p>Only when the requirements of the Law are met or, failing that, when it deems it appropriate.</p>
<p>Article 9 - The General Assembly</p> <p>9.1 Composition of the General Assembly</p> <p>The General Assembly consists of delegations of Members. Affiliates may be invited.</p>
<p>9.2 Voting Rights of the General Assembly</p> <p>9.2.1 A delegation of a Member has three (3) votes.</p>
<p>9.2.2. All voting (whether in person or online) requires a voting commission to audit the vote and check its reliability. This commission will be appointed ahead of the General Assembly meeting and will operate according to a voting regulation as decided by them together with the Executive Committee.</p>
<p>9.2.3 Online voting is permitted. Online voting will be conducted through methods that allow for recognition of the person entitled to vote. The online voting process will be permitted for a period of time sufficient to allow participation in all time zones (i.e., not less than 24 hours). Online voting will be conducted using mechanisms in which the security of the vote, the anonymity of the vote, and the integrity of the vote cannot be questioned.</p> <p>If for procedural reasons functional to the work of the Assembly (such as, for example, the acceptance of the agenda or the appointment of the Electoral Commission), the President requests a real-time vote, the Members who were not present for time zone reasons must be enabled to verify and ratify the resulting resolutions.</p>
<p>9.2.4 Voting by proxy is permitted, where this is required.</p> <p>A National Centre or International Professional Network wishing to transfer its proxy must do so in writing.</p>



A delegation from a National Centre or an International Professional Network can hold a proxy for only one other member (whether National Centre or International Professional Network).

9.2.5 Affiliates are invited to participate in the work of the General Assembly. This category of association is encouraged to find ways to formally associate with others to become part of the voting membership of ASSITEJ.

9.3 Meetings of the General Assembly

9.3.1 The Association shall meet in General Assembly in person at the World Congress at least once every three calendar years, with the formal announcement of this meeting made at least six months in advance by the Secretary General upon instruction of the President. The General Assembly will decide on the location of the next General Assembly and World Congress, but if it should be unable to make a decision on this matter, or if a change of location should prove necessary, this decision will be left to the Executive Committee.

Each year, the Association will meet online at the General Assembly for the approval of the annual accounts and any other matters pertaining to it.

9.3.2 In addition to online meetings, the Association may also meet in person between two World Congresses. Members may propose an already existing event of international or regional significance for selection as an ASSITEJ Artistic Gathering. These event/s will be selected by the General Assembly

9.3.3 A Special Meeting of the General Assembly may be called by the Secretary General three weeks in advance on the written and justified request of two-thirds of the members or at the discretion of the Executive Committee, in the case of an emergency or extraordinary circumstance.

9.3.4 While the physical meeting of the General Assembly is to be prioritised, access to meetings via technology should be made available for those unable to travel. All Meetings of the General Assembly may take place partially online (blended format) or fully online, using video conferencing, online voting and similar technology. The seat of the Assembly shall be the one where the President is.

9.4 Functions of the General Assembly

9.4.1 The General Assembly has final control over the Constitution, and decides on any changes or amendments, thus including the ones about the seat of the Association (Art.



2.3) and connected provisions. Any member wishing to amend the Constitution must give notice in writing to the Secretary General at least three (3) months before the date of the meeting of the General Assembly. Any decision to amend the Constitution shall require a two-thirds majority.

The following are the mandatory functions and powers of the Assembly:

- a) to appoint or revoke the members of the Executive Committee;
- b) to appoint or revoke the President, the Secretary General and the other Officers;
- c) to appoint or revoke, when provided for, the person in charge of the legal audit of the accounts;
- d) to approve the budget;
- e) to pass resolutions on the liability of members of corporate bodies and bring liability actions against them;
- f) to pass resolutions on amendments to the memorandum and articles of association;
- g) to approve any regulations for the proceedings of the general meeting;
- h) to decide on the dissolution, transformation, merger or demerger of the association;
- and
- i) to deliberate on other matters assigned by law, the memorandum of association or the statutes, according to its duty.

Transitory rule

In order to bring the Constitution of the Association in line with Italian Law (Third Sector Code - Legislative Decree No. 117 of 3 July 2017 and the consequent registration in the R.U.N.T.S. (Unique National Register of the Third Sector), the General Assembly delegates the Executive Committee to amend the Constitution of the Association in the articles in conflict with the regulations of the Third Sector.

Proxy is limited to this purpose only and for the limited time necessary to accomplish it. Once registration has been obtained, it will no longer be possible for the Executive Committee to modify the Constitution.

Any member wishing to amend the Constitution must give notice in writing to the Secretary General at least three (3) months before the date of the meeting of the General Assembly. Any decision to amend the Constitution shall require a two-thirds majority.

Any changes made as a result of the Transitory Rule shall be reported to members.

9.4.2. The General Assembly establishes the broad outlines of the Association's policy.

9.4.3 In addition to approving the annual budgets, the General Assembly shall make an indicative and non-binding assessment of the Mission Budgets for the period between one World Congress and the next and the final balance.

9.4.4 The General Assembly determines the membership fees and other charges to be levied on the members of the Association.

9.5 Functioning of the General Assembly

9.5.1 The President of this Association is by right President of the General Assembly. In the event of their absence, they will be replaced by a Vice-President, selected by vote of the Executive Committee, or, in the absence of all the Vice-Presidents, by a member of the Executive Committee elected for this purpose by the General Assembly.

9.5.2 All decisions, unless otherwise stated, are taken by simple majority vote. In the case of a tie, the President will cast the deciding vote. If two centres apply to host the next Congress, the host shall be the centre that receives the most votes. If more than two centres apply for hosting, and neither receives a majority, a second vote shall be taken between the two leading candidates, and the host shall be the centre that receives the most votes.

9.5.3 A meeting of the General Assembly can only be held if the delegates of at least one-third (1/3) of the Members state in writing to the Secretary General their determination to be present and to participate, either in person (whether physically or online) or by proxy. This notification of attendance must be sent to the Secretary General three (3) months in advance of the meeting.

9.5.4 Quorum: The General Assembly can only make decisions if one-third (1/3) of the members participate either in person or by proxy.

9.6 Selections of bids

9.6.1 All bids for hosting ASSITEJ Artistic Gatherings and World Congresses should be presented to the Secretary General three (3) months prior to the next General Assembly, for assessment by the Executive Committee. The Secretary General will receive bids for up to and including the next four (4) year period to ensure that there will be sufficient time for preparation of the ASSITEJ Artistic Gathering in the year following the next World Congress.



9.6.2 If no applications for the 4th year are received and voted upon by the General Assembly at the World Congress, the Executive Committee reserves the right to call for early applications one year prior to the World Congress which will be selected by the General Assembly through a special meeting using online voting or video conferencing. Should a Quorum for this meeting not be achieved, then the General Assembly gives the right to the Executive Committee to decide on the host for this ASSITEJ Artistic Gathering.

9.7 Honorary titles

The General Assembly, on the recommendation of the Executive Committee, can give the titles of Honorary President and Honorary Member for exceptional service to the Association. Both categories shall have a consultative voice, but no right to vote, and they cannot represent their country.

9.8 Elections for the Executive Committee

9.8.1 Elections for the Executive Committee of the Association are held at a meeting of the General Assembly at least once in every three (3) calendar years.

9.8.2 The General Assembly shall elect the President and Secretary General from those standing for the Executive Committee, in this order: the President is elected first and presides over the election of the Secretary General and representatives to the Executive Committee. Candidates for the offices of the President and Secretary General should be sent in writing to the Secretary General, three months before the date of the General Assembly in order to circulate nominations to the members of ASSITEJ.

9.8.3 If no centre or network has presented candidates for these offices, the Executive Committee at its last meeting before the General Assembly shall recommend a candidate for each of the offices and inform all members of this recommendation.

9.8.4 The General Assembly shall elect the members of the Executive Committee as representatives of the National Centres or International Professional Networks. Each National Centre or International Professional Network may have only one representative on the Executive Committee. Each Member, on its own behalf, should send to the Secretary General, in writing, the name of its candidate three months before the date of the meeting of the General Assembly in order to circulate nominations to the members of ASSITEJ.



9.8.5 Each elected Executive Committee member must come from a different country, with the exception of two members only, provided that one has been proposed by a national centre and one by a network.

9.8.6 In this case two candidates from the same country may be admitted, provided that both make the minimum number of votes (50% of the votes).

9.8.7. The number of International Professional Network positions in the Executive Committee cannot exceed the number calculated as a proportional number of International Professional Network members' votes as opposed to National Centre members' votes.

9.8.8 From amongst the members of the Executive Committee, the General Assembly shall elect the Vice-Presidents and Treasurer, who shall be nominated in a meeting of the new Executive Committee. They shall be elected in their personal capacity.

9.8.9 The officers and members of the Executive Committee shall be chosen to represent as fairly as possible the interests of the organisation and the diversity of all the National Centres and International Professional Networks, taking into account such factors as geography, ethnic origin, gender, aesthetics and cultural identity. They should also reflect strengths that serve the concerns and priorities of the working plan for the elected term.

9.9 The agenda for the General Assembly

9.9.1 The agenda, with its enclosures, and candidates for the President, the Secretary General, the Executive Committee, and all bids (as in article 9.6) for the next four(4) year period, should be sent from the General Secretariat to all members no later than two (2) months in advance of the General Assembly.

9.9.2 Only those items which are set down on the agenda may be voted upon in the General Assembly.

Article 10 – The Executive Committee

10.1. Composition of the Executive Committee

10.1.1 The Executive Committee is composed of a maximum of fifteen (15) members having the right to vote, including the President, three (3) Vice-Presidents, the Secretary General and the Treasurer.

10.1.2. In the event of the death or resignation of a member of the Executive Committee, including the Officers, the General Assembly shall be called upon to appoint a replacement, or the position is left vacant until the next General Assembly.

In the event of the death or resignation of the Officers, the following procedure shall be followed to perform their functions until the General Assembly appoints the replacement:

- for the President, the functions will be executed by one of the Vice-Presidents,
- for a Vice-President the office will remain vacant,
- for the Secretary General and the Treasurer the functions shall be performed by an appointed member of the Executive Committee.

10.1.3 The Executive Committee also has the right to appoint Counsellors for the period of its mandate, who may attend, without voting rights, meetings of the Executive Committee during their time in office. Counsellors may come from a country already represented on the Executive Committee.

10.1.4 An elected Executive Committee member who cannot be at the meeting can give their vote to another Executive member as proxy and can also appoint a deputy to attend the meeting if they cannot, but without voting rights.

10.2. Meetings of the Executive Committee

10.2.1 A meeting of the Executive Committee may be held only if at least half (1/2) of the members express to the Secretary General their determination to be present and participate, either in person or represented by a deputy. The presence of half (1/2) of the members shall constitute a quorum.

10.2.2 The Executive Committee will meet at least once each calendar year; the Committee will decide by majority vote if it is necessary to hold additional meetings, and will choose the places and dates of such meetings. The committee must be notified three (3) months in advance for physical meetings and two (2) weeks in advance for online meetings. Meetings will be called by the Secretary General at the request of the President.

10.2.3 Due to the international nature of the Association, the members of the Executive Committee are allowed to participate in the meetings by the means of video-conferencing or similar technology. The seat of the meeting shall be the one where the President is.

<p>10.2.4 In addition to full meetings of the Executive Committee, smaller working group meetings may be called, either physically where this is convenient, or online.</p>
<p>10.3 Functioning of the Executive Committee</p> <p>10.3.1 The Executive Committee may decide upon urgent matters by correspondence if it proves impossible to hold a special meeting. In this case the Secretary General, by agreement with the President, shall send to each member of the Executive Committee a questionnaire, to which each member will reply in writing. Decisions will be made by a two-thirds (2/3) majority vote. The decisions will come before the Executive Committee at their next meeting for ratification. The replies will be placed in the records of the Association where they will be available for examination by members of the General Assembly.</p>
<p>10.3.2 Each member of the Executive Committee possesses one vote, which they may use in person. This vote cannot be delegated to their deputy.</p>
<p>10.3.3 The President of the Association is also Chairperson of the meetings of the Executive Committee. In the event of the President's absence, they will be replaced by a Vice-President, selected by vote of the Executive Committee, or if all the Vice-Presidents are absent, by a member elected for this purpose by the Executive Committee to chair the meeting.</p>
<p>10.3.4 All motions are carried by a simple majority vote, except decisions taken by correspondence or regarding Article 6.6.</p>
<p>10.3.5 The Chairperson of the meeting has the right to vote as a member of the committee. If a majority decision cannot be established by this means, the Chairperson may cast a second, deciding vote.</p>
<p>10.3.6 The Executive Committee will submit a working plan of activities to the General Assembly. It manages the affairs of the Association between the meetings of the General Assembly and carries out the decisions of the General Assembly. The Executive Committee will remain in office for the period between one General Assembly and the next, which will be three years or thereabouts, at which time its members shall be eligible for re-election.</p>



10.3.7 The Executive Committee will accept or reject new applications for membership or affiliation made to the Secretary General. A rejection may be appealed by the applicant at the next General Assembly.

10.3.8 The Executive Committee will give guidance to parties submitting bids for ASSITEJ Artistic Gatherings/the World Congress, in order to give them the opportunity to strengthen their bids prior to the next General Assembly. The Executive Committee has the right to not take into consideration any proposals which do not meet the requirements described in the bid document.

10.3.9 The budget is administered by the Executive Committee according to a working plan established by the General Assembly.

10.3.10 In accordance with the Executive Committee's decision, the Treasurer has responsibility over the budget and the administration of the Association.

10.3.11 In order to comply with the laws of the Country where the Association has its seat, the management of accounting and corporate books shall be carried out by the Treasurer only in the case where they are residing in the town where ASSITEJ has its seat; otherwise, the Executive Committee shall nominate a Responsible Administrator (company or person) residing in the town where ASSITEJ has its seat and determine duties, powers and any fees. The Treasurer shall be responsible for reviewing the conduct of the Responsible Administrator in order to check that all deeds fully comply with the interests of the Association (see also Art. 11.5.9). If the Responsible Administrator is a company, an individual Administrator must also be identified within the company.

10.3.12 The Executive Committee is required to audit the accountings of the Association. This can take place through an internal audit from a recognized member of the Association. The Executive Committee is also entitled to request an external Audit of the accountings of the Association should this be required.

10.3.13. The Executive Committee may take initiative in matters not anticipated by the General Assembly, provided that these matters are in keeping with the mission and aims of this Association, and provided that the Executive Committee takes the first opportunity to report on these matters to the members.



10.3.14 The Executive Committee may appoint, determining their duties, powers and any fees, professional individuals or companies for the development of the Association and its projects.

Article 11 - The Officers

The Officers of this Association are as follows:

- The President
- Three Vice-Presidents
- The Secretary General
- The Treasurer.

11.1. The Officers are charged with specific functions in carrying out the Association’s program and submitting reports to the Executive Committee.

11.2 The President shall:

11.2.1 Preside over all General Assemblies, Special and Executive Committee meetings;

11.2.2 Work towards the realisation of the aims of ASSITEJ, as determined by the General Assembly, through implementing the policies of the Association, and proposing projects and practices to accomplish these;

11.2.3 Lead and manage the activities of the Association through motivating and directing the work of the Executive Committee, in alignment with the working plan as adopted by the General Assembly;

11.2.4 Work to ensure that ASSITEJ maintains and develops international and regional contacts through networking, and actively seeks out opportunities that will serve the members of the Association;

11.2.5 Work to ensure that ASSITEJ develops and maintains relationships with relevant stakeholders in theatre and performing arts, education and children/youth affairs, for the good of the Association;

11.2.6 Propose fundraising strategies, and together with the Executive Committee, work towards the financial and organisational sustainability of the Association;

11.2.7 Communicate the vision of the Association to members, interested parties, the media and the broader public;



11.2.8 Represent the Association at regional or international meetings, or delegate an Officer or member of the Executive Committee to do so on his/her behalf;

11.2.9 The President has powers of ordinary and extraordinary administration and may sign cheques, correspondence, applications, reports, contracts and other documents on behalf of the Association. The President is entitled to delegate some of these functions, totally or partially, to the Treasurer or to an appointed Administrator or to the Secretary General or to a member of the Executive Committee, with explicit mandate of the Executive Committee.

11.2.10 During voting procedures, take the deciding vote in the event of a tie, when decisions cannot be taken by simple majority.

11.3 The Vice Presidents shall:

11.3.1 Assume, separately, the duties of the President, if the latter is not available or act on their behalf as a representative of the Association at their request;

11.3.2 Actively assist the President in realising the aims of the Association through concrete planning and actions;

11.3.3 Serve as Chairs of Working groups within the Executive Committee, when required to do so;

11.3.4 Lead projects on behalf of the Association;

11.3.5 Represent the Association at international or regional meetings or events;

11.3.6 Advocate for the realisation of the Mission and Aims of the Association in their own regional contexts, and internationally, where appropriate.

11.4 The Secretary-General shall:

11.4.1 Administer all procedures around membership of the Association including applications, resignations, suspensions or expulsions, as determined by the Executive Committee;

11.4.2 Actively recruit new members to the Association;

11.4.3 Call meetings of the Association (including General Assemblies and Executive Committee meetings) in consultation with the President;



11.4.4 Ensure that a sufficient quorum of members is present at all meetings for purposes of decisions taken being carried;
11.4.5 Compile an agenda for each meeting in consultation with the President, and organise the distribution thereof, and of the minutes of previous meetings to the members for approval;
11.4.6 Organise the events within the meeting, together with the Hosts of the event, to ensure that there is smooth running of these;
11.4.7 Record all proceedings (especially, decisions) of the meetings of ASSITEJ and ensure that they are appropriately stored and made available to members of the Association;
11.4.8 Submit reports on the activities and work of ASSITEJ at all Executive Committee meetings, as well as at the General Assembly;
11.4.9 Represent the Association locally, regionally and internationally, when able and/or required to do so;
11.4.10 Communicate with the members of ASSITEJ on a regular basis about the news of the Association and its members, as well as about ASSITEJ projects, meetings, festivals and events;
11.4.11 Administer the communication tools of the Association, including but not limited to, the website, the database, the newsletter and all social media;
11.4.12 Organise and monitor the activities and projects coming out of the working plan, together with the President and Working Group Chairs;
11.4.13 Supply the ASSITEJ International Archives with all examples of ASSITEJ publications, materials and relevant objects of significance;
11.4.14 Market the publications of ASSITEJ to the broader community, including the members and interested stakeholders;



<p>11.4.15 Submit to the General Assembly on behalf of the Executive Committee, the working plan which is suggested for the next three year term of office.</p>
<p>11.5 The Treasurer shall:</p>
<p>11.5.1 Oversee the administration of the ASSITEJ finances and bank accounts, including all income and expenditure;</p>
<p>11.5.2 Communicate with those either making payment (through sending invoices and receipts) or receiving payment from ASSITEJ;</p>
<p>11.5.3 Keep members updated as to their status within the Association, as this relates to their payment of their annual membership fees;</p>
<p>11.5.4 Prepare the annual financial statements, to be submitted to the Executive Committee for approval, and the mission budget for the General Assembly, also preparing any interim financial reports, if required to do so;</p>
<p>11.5.5 With the President, sign off on all audits of financial account;</p>
<p>11.5.6 Advise the Executive Committee on budgeting and financial strategy;</p>
<p>11.5.7 Prepare financial reports of ASSITEJ projects for funders or stakeholders, when applicable;</p>
<p>11.5.8 Protect the Association's financial assets;</p>
<p>11.5.9 Should some of the functions be delegated, in whole or in part, to the Responsible Administrator with explicit mandate of the Executive Committee, the Treasurer shall have the obligation and the responsibility to review their work in order to ensure that each act is fully compliant with the interests of the Association, also having the right to request an external audit.</p>
<p>Urgent matters</p>
<p>11.6 In case of any urgent matters not foreseen by the Executive Committee, the Officers are given the right to act at their discretion and will take the first opportunity to report on these matters to the Executive Committee.</p>
<p>11.7 Body of Legal Control and Audit</p>

11.7.1 The General Assembly appoints the Control Body, also as a single member, when the requirements set out by the Law are met or, in the absence of these, when it deems it appropriate.

11.7.2. The members of the Control Body, to whom Art. 2399 of the Italian Civil Code applies, must be chosen among the categories of subjects listed in paragraph 2, Art. 2397 of the Italian Civil Code. In case of a collegial body, these requirements must be possessed by at least one of its members.

11.7.3. The Control Body supervises compliance with the Law and the Articles of Association, as well as respect for the principles of proper administration, also with reference to the provisions of Legislative Decree no. 231 of 8 June 2001, if applicable, and the adequacy of the organisational, administrative and accounting structure and its actual functioning.

11.7.4. The Control body also monitors compliance with civic, solidarity and socially useful purposes, and certifies that any Social Balance sheet has been drawn up in compliance with ministerial guidelines. The Social Balance sheet acknowledges the results of the monitoring carried out by the Auditors.
The meetings of the Body of Legal Control and Audit are validly constituted when the majority of its members are present and resolutions are taken by the majority of those present.

11.7.5. The members of the Control Body may at any time proceed, even individually, to acts of inspection and control, and to this end, they may ask the directors for information on the progress of the company's operations or on specific affairs.

11.7.6. If the limits set forth in art. 31 of the Third Sector Code are exceeded, the Legal auditing of the accounts is assigned to the controlling body which, in this case, must be made up of legal auditors registered in the appropriate register, except in the case where the Assembly resolves to appoint a legal auditor or an auditing company registered in the appropriate register.

11.8 Liabilities

11.8.1 The members of the Executive Committee and other office bearers or members mandated by the Association in writing shall be indemnified by the Association shall be indemnified by the Association for all acts done by them in good faith on its behalf. It shall be the duty of the Association to pay all costs and expenses which any such



person incurs or becomes liable for as a result of any contract or act done by them in their said capacity in the discharge in good faith of his or her duties on behalf of the Association.

11.8.2 No member of the Executive Committee and other office bearer shall be liable for the acts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Association which occurs in the execution of the duties of his or her office, unless it arises as a result of their dishonesty or wilful misconduct or gross negligence.

Article 12 - Languages

12.1. Working languages at the General Assembly will be the language of the host country, English, and at least one other language as determined by the Executive Committee according to the needs of the meeting. On the occasion of international events, the working languages will be the language of the host country and English, with the option of one more language according to need.

When the host country is English-speaking, it must provide at least two other languages for the General Assembly. For other international events, at least one other language must be provided, if so determined by the Executive Committee, according to the needs of the event.

12.2 The working language of the Association for written communication will be English.

12.3 If the seat of the association is held in a country where English is not the language of communication, all essential official documentation will be translated into the language of the seat, as required by the laws of that country.

12.4 The Association will make every effort to be inclusive of all those for whom English is not their home language, in all communication and activities, wherever possible.

Article 13 - Duration

13.1. This Association is created for an unlimited period.

13.2. This Association shall cease to function when, for any reason, three-fourths (3/4) of the members, on the basis of their number of votes, shall express in writing to the Secretary General the desire to dissolve the Association. In this event, the Executive Committee shall be authorised to declare the Association dissolved, and any funds



remaining in the Association's accounts will be given to international organisations pursuing similar aims or made available for public benefit according to the laws of the Country in which the Association has its seat.

Article 14 - Constitutional amendments

All amendments or changes to the constitution shall come into force at the moment of their approval by a General Assembly.





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Place, date and agenda

In compliance with the provisions of the current Constitution (Article 10.3.1 and 10.2.3) the ASSITEJ Executive Committee was urgently convened via correspondence to deliberate on the following agenda:

1. Amendments to the Constitution

In compliance with Article 10.3.1 the Executive Committee discussed via correspondence the necessary changes to the constitution and agreed to an online vote.

Correspondence took place between April 16 and 19, 2023

The vote took place between April 19 and 21, 2023

Respecting the article 10.2.3 the seat of the meeting shall be the one where the President Susan Jessica Giles, 4 Bruce Street - Coburg - Melbourne - Victoria, 3058 - Australia.

Voting members and participants

Present in correspondence and taking part in online voting are 14 voting members of the Executive Committee:

Susan Jessica Giles (President - Australia), Louis Valente Sorensen (Secretary General - Denmark), Bebe de Soares (Vice President – Chile) Seok-hong Kim (Vice President – South Korea) Pamela Udoka (Vice President-Nigeria), Ernest Nolan (Treasurer-USA), Cristina Cazzola (Italy), Emilie Robert (France), Yannick Boudeau (Belgium), Minoovash Rahimian (Iran), Julia Hesse (Germany), Shoab Iqbal (Pakistan), Tatiana Bobrova (Russia), [Jon Dafydd-Kidd \(UK\)](#).

[Absent members were Sellolane Mokuku \(South Africa\) and non-voting counsellor Paulo Merisio \(Brazil\)](#)

Regularity of the meeting

Susan Jessica Giles, as Chair, confirmed the regularity of the procedure in compliance with the **Transitory Rule** (article 9.4) as approved by Members of ASSITEJ International at the Special General Assembly in January 2023, [having complied with Article 10.3.1 of the Constitution, allowing a correspondence gathering of the Executive Committee and an online vote if the procedure is validly conducted and the deliberations have full legal effect.](#) Louis Valente Sørensen was the secretary of the procedure and presented the voting form to the Executive Committee.

Item 1 - Amendments to the Constitution.

A) The President explained through correspondence the following to the members of the Executive Committee:

At the Special General Assembly meeting on January 23 and 24, 2023, the members approved the new Constitution amended to be in compliance with the Italian Law, Legislative Decree 117/2017. We have proceeded with the application for registration with the Unique National Register of the Third Sector (RUNTS).



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There are two clauses that we have been asked to change: one is 9.2.1 the number of votes per member - to change that to 1 Member 1 vote. The other is 9.5.2 the President having a deciding vote if the vote is a tie.

Here are the specifics from Roberto Frabetti, Administrator:

- *the RUNTS Regional Office of the Emilia Romagna Region, after an initial examination, requested to supplement the documentation by attaching:*
 - *the Financial Statements of the last two years and their approval minutes,*
 - *The list of all, excluding none, members of the Executive Committee with first name, last name, date and place of birth, nationality and Italian tax code.*

Thy also requested to make two changes to the Constitution using the Transitory Rule in Article 9.4. which provides for the delegation by the General Assembly to the Executive Committee to amend the Constitution in the articles in conflict with the Third Sector Legislation - Legislative Decree 117/2017. The delegation is limited to this purpose only and for the limited time necessary to achieve it. Once registration is obtained, it will no longer be possible for the Executive Committee to amend the Constitution.

The RUNTS Regional Office of the Emilia Romagna Region found that two articles are in conflict with the regulations and wrote :

"Art. 9.2.1: It is provided that a member's delegation is entitled to three votes at the general meeting. This provision is incorrect. Article 24 co. 2 of Legislative Decree 117/2017 provides that each member has one vote. Therefore, it is not possible for the delegation representing an individual member to have more than one vote.

For the same reason, the provision in Article 9.5.2, which stipulates that in case of a tie in the general meeting, the chairperson has the casting vote, is incorrect. In fact, this provision actually results in giving the chairman a double vote."

We need to call on the Transitory Rule in the constitution to make the changes. This rule, as you remember, is to allow the EC to make necessary changes required by Italian legal and financial ruling to ensure the Third Sector requirements are met, without the need to call another special general assembly. It also requires us to inform the members about any decision we have made.

I ask you to

- read the current clauses and the suggested changes (in comments)
- come to me with suggestions for different wording or concerns about the two clauses

We welcome any suggestions about informing or notifying members about this process.

We would like to do these changes through an online vote according to Article 10.3.1 but please come back with any questions or concerns in a reply all email first.

If we approve the vote, we will inform members and then Roberto will translate the new clauses into the constitution for re-registration.

Our deadline for the changes is May 3 2023 so your urgent attention is needed.

Correspondence continued across four days between Executive Committee members and the President. Comments and questions were presented and matters of concern discussed including communication with members on Transitory Rule decisions.



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- B) The President then proposed to the Executive Committee, through an online voting form, that **three** articles be amended; the two proposed by the RUNTS office and a **third** 11.2.10 which refers to the President's role and responsibilities.

This article states: 11.2.10 During voting procedures, take the deciding vote in the event of a tie, when decisions cannot be taken by simple majority.

Considering that even at the SAG the issue of "one vote" per associate had already been shared by several members, it was proposed that **the amended form of the three articles be:**

9.2.1 A member has one vote. Each member may have a delegation of up to three (3) representatives at the General Assembly.

9.5.2 All decisions, except where otherwise expressed, shall be made by simple majority vote. In the event that two centers apply to host the next Congress, the host center shall be the one receiving the highest number of votes. In the event that more than two centers apply to host the next Congress, but none obtains a majority, a second vote shall be taken between the two candidates with the most votes, and the host center shall be the one receiving the most votes.

11.2.10 this clause is deleted.

The vote took place on April 20 and 21 2023

Content of voting form:

For the registration of ASSITEJ International as a third sector entity constitutional amendments are required.

According to article 9.4.1 in the constitution of ASSITEJ International the EC can do this because "the General Assembly delegates the Executive Committee to amend the Constitution of the Association in the articles in conflict with the regulations of the Third Sector"

Change of art. 9.2.1

Current text:

A delegation of a Member has three (3) votes.

Proposed change:

A member has one vote. Each member may have a delegation of up to three (3) representatives at the General Assembly.

Change of art 9.5.2

Current text:

9.5.2 All decisions, unless otherwise stated, are taken by simple majority vote. In the case of a tie, the President will cast the deciding vote. If two centres apply to host the next Congress, the host shall be the centre that receives the most votes. If more than two centres apply for hosting, and neither receives a majority, a second vote shall be taken between the two leading candidates, and the host shall be the centre that receives the most votes.

Proposed change:



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9.5.2 All decisions, unless otherwise stated, are taken by simple majority vote. If two centres apply to host the next Congress, the host shall be the centre that receives the most votes. If more than two centres apply for hosting, and neither receives a majority, a second vote shall be taken between the two leading candidates, and the host shall be the centre that receives the most votes.

Change of art 11.2.10

Current text:

11.2.10 During voting procedures, take the deciding vote in the event of a tie, when decisions cannot be taken by simple majority.

Proposed change:

To delete this article.

The President's proposal was unanimously approved by the members of the Executive Committee of which 14 members presented their vote. There were no abstentions.

The new Constitution thus amended will be re-registered press the Italian Revenue Agency. Changes made as a result of the Transitional Rule will be communicated to the members in accordance with the rule itself (Article 9.4).

The President informed the Executive Committee members that the amended Constitution will be taken up for review by the Regional Office and that the changes made may not be exhaustive.

The undersigned Susan Jessica Giles subscribes to these Minutes of the Executive Committee meeting, in her capacity as President-in-Office of ASSITEJ.

Susan Jessica Giles

President

ASSITEJ International