

INTERNATIONAL FEDERATION
OF
ARTS COUNCILS AND CULTURE
AGENCIES

CONSTITUTION

RATIFIED AT THE INAUGURAL GENERAL ASSEMBLY

23 November 2003

And amended at the Second General Assembly

14 June 2006

And amended at the Third General Assembly

22 September 2009

SIMPSONS SOLICITORS

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OF
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INTERPRETATION

1. (a) In these rules:

“Affiliate”	means an organisation or individual committed to public support for the arts including international, national or sub-national arts support or service agencies, public or private cultural foundations or arts endowments, and individuals or institutions (public or private) involved in promotion, policy or research about arts and culture.
“Board”	means the committee responsible for the governance of the Federation.
“Chair”	means the chair of the Board.
“Constitution”	means this Constitution and all supplementary substituted or amending provisions for the time being in force.
“Director”	means a member of the Board of the Federation.
“Federation”	means the unincorporated, non-profit distributing organisation called the International Federation of Arts Councils and Culture Agencies.
“General Assembly”	means a General Assembly of the Members and Affiliates.
“Member”	means a national arts council or government agency the primary role of which is to support the arts and culture through funding and/or promotion and which is admitted to membership pursuant to clause 12 below.
“Member Nominee”	means a person nominated to serve on the Board by a Member.
“Nominee”	means any person nominated to serve on the Board, including but not limited to Member Nominees.

“Officer”	means a member of the Board who holds a position of office.
“Representative”	means the official representative of a Member or an Affiliate.
“Secretariat”	means the corporate entity established by the Board from time to time and in accordance with this Constitution to provide administrative and strategic assistance to the Federation.

- (b) Expressions referring to writing shall unless the contrary intention appears, be construed as references to any mode of representing or reproducing words in a visible form irrespective of medium or technology.
 - (c) Headings in this Constitution shall be disregarded in interpreting its provisions.
 - (d) Unless the context otherwise requires, where words are used in the singular they shall include the plural and plural words shall include the singular. Similarly, words referring to the masculine gender, feminine gender, or which are gender neutral, shall always be taken as referring to the others.
2. The name of the Federation is the International Federation of Arts Councils and Culture Agencies.
 3. The purposes and objectives for which the Federation has been established are to:
 - (a) benefit artists, arts and cultural organisations and communities world-wide by creating an international resource and meeting ground for all those whose public responsibility it is to support excellence and diversity in artistic and cultural endeavour;
 - (b) build global networks, promote understanding and enhance international cooperation between arts councils and culture agencies;
 - (c) strengthen the capacity of arts councils and culture agencies to meet the challenges and opportunities of globalisation and technological change;
 - (d) consolidate the collective knowledge of arts councils and culture agencies; and
 - (e) encourage public support for the practice of the arts and cultural diversity.
 4. The means by which the above purposes and objectives may be effected include:
 - (a) providing access to knowledge about best-practices in public support for the arts and culture;
 - (b) improving the management and sharing of information and ideas;
 - (c) convening international forums to address key issues;
 - (d) facilitating exchanges of people and skills;
 - (e) promoting an appreciation of the talents of artists and creators and the value of creativity in the community;

- (f) stimulating dialogue and debate on emerging multilateral issues;
 - (g) brokering joint-commissioning of research and analysis and other collaborative projects;
 - (h) promoting an awareness of the role of the Federation;
 - (i) creating and maintaining a supple and accountable international organisation that strives to ensure best practice in corporate governance and the efficient and ethical management of financial, human and information resources; and
 - (j) doing all such other things as are incidental or conducive to the attainment of the objectives and the exercise of the powers of the Federation.
5. Subject to clause 6, all income and property of the Federation shall be applied solely towards the promotion of the objectives of the Federation as described in this Constitution. No portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the Members or Affiliates of the Federation.
6. Nothing in this Constitution shall prevent the Federation from:
- (a) paying a Member, Affiliate or employee reasonable and proper remuneration in return for any services rendered to the Federation; or
 - (b) paying any Member or Affiliate in relation to any contract, right or claim in which that Member has a legal interest that arises otherwise than by their membership.

For example, this clause does not prevent the Federation paying for goods or services supplied by any Member or Affiliate in the ordinary or usual way of business. Nor does it prevent the payment of interest for money lent or the payment of reasonable and proper rent for premises rented by the Federation from a Member or an Affiliate.

MEMBERSHIP

7. Membership shall be open to all national arts councils and culture agencies that support the development of the arts through funding and/or promotion, and to individuals and organisations with a commitment to public support for the arts and an interest in cultural policy.
8. There shall be two categories of membership: Members and Affiliates.
9. Applications for membership shall be determined by the Board.
10. The Board may, in its absolute discretion and subject to any conditions it may impose, permit an organisation that is not a national arts council or national government arts agency to become a Member provided that such an application is strongly supported by the primary arts agency of the applicant's country.
11. Any nomination to be a Member or an Affiliate shall be made in writing to the Secretary and shall be in such form as the Board may from time to time prescribe.
12. Within ninety (90) days the Board shall decide the admission or rejection of the applicant and advise its decision to the applicant. The decision to admit an applicant to membership requires a two-thirds majority of the Board.

13. The annual membership fees for Members and Affiliates shall be determined from time to time by the Board.
- (a) All annual fees are payable as of the first day of January in every year or at such other time as determined from time to time by the Board.
 - (b) The Board may vary any individual membership fee from time to time in respect of individual Members or Affiliates.

CESSATION OF MEMBERSHIP & VARIATION OF RIGHTS

14. (a) Once admitted to membership pursuant to clause 12 the organisation or individual continues to be a Member or Affiliate (as the case may be) unless and until one of the following circumstances occur:
- (i) by giving one month's notice in writing to the Secretary, the Member or Affiliate resigns from the Federation; or
 - (ii) if an Affiliate is an individual, upon death; or
 - (iii) if a Member or Affiliate is a corporate entity, if that entity is wound-up or put into financial administration or is taken over by or subsumed into another organisation; or
 - (iv) the Member or Affiliate is removed from the register of membership pursuant to paragraph (b) below.
- (b) If the subscription of a Member or Affiliate remains unpaid for a period of six (6) calendar months after it becomes due, (provided that notice of the default has been sent to the Member or Affiliate by the Secretary) the Board may resolve that the Member or Affiliate be:
- (i) debarred from all or any privileges of membership (including but not limited to voting at General Assemblies); or
 - (ii) removed from the register of membership.

The Board may reinstate membership and all or any privileges provided that all arrears are paid or the Board thinks fit to do so.

GENERAL ASSEMBLY

15. There will be a General Assembly every two years. Notwithstanding this, the Board shall have the power to delay the holding of a General Assembly for up to 18 months. Each Member and each Affiliate shall have the right to have a Representative attend the General Assembly on the condition that the Secretary has been advised in writing prior to the meeting of the name of the Representative.
16. Directors are expected to attend all General Assemblies.

PROCEEDINGS AT GENERAL ASSEMBLIES

17. No business shall be transacted at any General Assembly unless a quorum of Member Representatives is present at the time when the meeting proceeds to business. Except as herein otherwise provided, a quorum shall be one third of Member Representatives.
18. The Chair of the Board shall preside as chair at every General Assembly or if there is no Chair, or if s/he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, then the Members present shall elect one of their number to be chair for the meeting.
19. At any General Assembly a resolution put to the vote of the meeting shall be decided on

a poll if the decision has not first been determined by consensus.

20. A poll shall be taken forthwith in such a manner as the chair directs and the result of the poll shall be the resolution of the meeting. A simple majority will decide the poll.
21. In the case of equality of votes on a poll, the chair of the meeting shall be entitled to a casting vote.
22.
 - (a) A Member shall vote by its Representative and shall have one (1) vote.
 - (b) For the purpose of the above, a Member shall be eligible to vote if its membership has been approved and confirmed at the Board meeting held immediately prior to the General Assembly at which a Member is to vote.
23. An Affiliate does not have the right to vote.

LANGUAGE

24. The language of the Federation is English but key documents will be translated into French, Spanish and other languages as required.

THE BOARD AND ITS OFFICERS

25. The Officers of the Federation shall consist of a Chair, Deputy Chair, Treasurer and Secretary. The Directors shall elect the Chair, Deputy Chair and Treasurer. The Chair, Deputy Chair and Treasurer shall be Member Nominees. Unless otherwise decided by the Board, the Secretary shall be the executive director, from time to time, of the Secretariat. Each appointment of the Chair shall be for two years and for all other Officers, one year.
26. Subject to such changes as the Board may prescribe, the Officers of the Federation shall have such powers and duties as generally pertain to their office.
27. The Secretary shall:
 - (a) notify the Directors, Members and Affiliates of all formally called meetings;
 - (b) keep the minutes of all meetings of the Board, all other official Federation meetings and General Assemblies;
 - (c) transmit copies of the minutes to the Directors within 60 days following such meetings; and
 - (d) at the direction of the Board or the Chair, shall perform such duties as are normally expected of a Secretary.
28. The Treasurer shall review, amend and present the financial reports of the Federation, including but not limited to the proposed annual budgets and the annual financial statement.
29. The Chair shall be the senior corporate officer of the Federation; shall preside at Board meetings and at the General Assembly; and may serve *ex officio* on all committees. In the event of the absence or inability of the Chair to perform the duties of that office, the Deputy Chair, Treasurer or Secretary, in succession, respectively, shall perform those duties and have the same authority as the Chair. At other times, the Chair may delegate or assign such duties to the Deputy Chair or any other Officer.

30. The Board shall consist of not less than seven (7) and no more than ten (10) Directors each of whom must be a Member Nominee.
- (a) In addition, the Board shall have the right in its absolute discretion, to appoint up to two (2) additional Directors who need not be Member Nominees. Where an appointed Director is not a Member Nominee, he or she shall be entitled to speak and to vote at Board meetings, Working Groups and Regional Chapters but shall not have voting rights at General Assemblies.
 - (b) While Directors bring to the Board a knowledge of their institutional, regional, linguistic or demographic situation, they shall not be considered as representing any specific interests.
31. The Federation may from time to time by ordinary resolution passed at a General Assembly increase or reduce the number of Directors.
32. The executive director of the Secretariat shall not be a Director but shall be an *ex officio* member of the Board and all Working Groups and Regional Chapters. She or he shall have the right to speak but not vote at such meetings. When that person ceases to be the executive director of the Secretariat, such *ex officio* rights shall automatically cease.

BOARD APPOINTMENT PROCESSES

33. The members of the interim board of the Federation elected by national delegates to the World Summit of the Arts and Culture on 3 December 2000 and those members appointed to the interim board prior to the first General Assembly shall constitute the first Board. They shall all retire at the first General Assembly but shall be eligible for re-election.
34. The Board shall appoint a Nominations Working Group, the responsibility of which shall be to compile an appropriate list of candidates for membership of the Board.
- (a) The Nominations Working Group shall be constituted to reflect the international nature of the Federation and the diversity of its membership.
 - (b) The Chair, or a Board member appointed by the Chair, shall serve as chair of the Nominations Working Group.
35. The Nominations Working Group must:
- (a) solicit and receive nominations from the membership in respect of Board positions; and
 - (b) select from such nominations and present to Members a list of Nominees for all of the expiring directorships, having regard to:
 - (i) the skills necessary for the good governance of the Federation;
 - (ii) the demographic, geographic and linguistic diversity of the Members;
 - (iii) qualities that will affirm and enhance the internationalism and diversity of the Board including a balance in gender and art form experience; and
 - (iv) objectives set by the Board to achieve the above.
36. Not less than six (6) months before a General Assembly, the Secretariat shall inform the Members in writing of the vacancies to be filled on the Board, the names of the Directors continuing in office and the objectives set by the Board to achieve the desired skills and diversity. Members shall be invited to submit two nominations for the Board. These nominations may be from its own organisation or from that of another Member.

Nominations may be made by the Board at any time.

37. All nominations from Members must be sent to the Secretariat not less than four (4) months before a General Assembly and shall be accompanied by an outline of the expertise of the nominee and a statement by the nominee indicating his or her agreement to serve if elected.
38. Upon assessing the qualifications, and verifying the eligibility and willingness of the nominees to serve, the Nominations Working Group shall announce the list of Member Nominees to the Members at least one month prior to the General Assembly. At such time the Nominations Working Group will also report on the extent to which the Board's objectives for skills and diversity were able to be met.
39. The list of Member Nominees for available directorships will be proposed for election at the General Assembly.
40. Any nomination received from a Member less than four (4) months before a General Assembly (including at the General Assembly) will be referred to the Board for later consideration.
41. The Board shall have power at any time, and from time to time, to appoint any Nominee to the Board to fill a casual vacancy. The right of the Board to make such appointments may only be exercised four times between any two General Assemblies. Any Director so appointed, shall hold office only until the next following General Assembly and will be eligible for re-election.

TERMS OF APPOINTMENT

42. The term of appointment of a Director shall be up to four years. Subject to clause 42 (b), any Director may be re-appointed for up to four years.
 - (a) If a Director's term of appointment or re-appointment expires during the period between General Assemblies, his or her term will automatically extend until the next following General Assembly, subject to the approval of the Board.
 - (b) No member may serve as a Director for more than six years within a ten year period.
43. A Director's position shall automatically become vacant if he or she:
 - (a) ceases to be the Nominee of a Member; or
 - (b) dies; or
 - (c) resigns office by notice in writing to the Chair or the Secretary of the Federation.

POWERS AND DUTIES OF THE BOARD

44. The Board shall oversee the general management of the business and funds of the Federation and may exercise all of the powers of the Federation except those that the Constitution requires to be exercised by the Federation in General Assembly. No rule made by the Federation in General Assembly shall invalidate any prior act of the Board or its Directors.
45. All contracts which the Board determines should be entered by the Federation will be entered, on its behalf, by the Secretariat. All cheques, promissory notes, drafts, bills of

exchange and other negotiable instruments, and all receipts for money paid in relation to the activities of the Federation, shall be signed drawn accepted endorsed or otherwise executed, as the case may be, by any two (2) directors of the Secretariat or in such other manner as the Board from time to time determines.

46. The Board shall cause the Secretariat to make minutes of:
- (a) all appointments of Officers;
 - (b) the names of Representatives of Members present at all meetings of the Federation and of all Directors present at meetings of the Board; and
 - (c) all proceedings at meetings of the Federation and of the Board.

Such minutes shall be signed by the chair of the meeting at which the proceedings were held or by the chair of the next succeeding meeting.

47. Any Director who is absent from two consecutive Board meetings shall be subject to review by a committee appointed by the Chair for that purpose. If that committee recommends that the Director be removed from the Board, the Board may expel the delinquent Director by majority vote.
48. In the event that any Officer resigns or, in the view of the Board, is otherwise unable adequately to fulfil her or his duties or functions in that position, the Board shall appoint another Director to that position. That appointment shall last only until the next General Assembly.

PROCEEDINGS OF THE BOARD

49. The Board shall meet face to face at least once every year. At other times, the Board may meet by conference telephone call, video link-up, facsimile transmission, email or any other electronic means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
50. The Secretary or any other Officer, by agreement with the Chair, may at any time summon a meeting of the Board.
51. Each Director shall be entitled to one vote.
52. A quorum of the Board shall consist of one more than half of the total number of Directors, provided that a quorum shall in no event consist of less than three Directors.
- (a) When a quorum is present, the act of the majority shall be the act of the Board.
 - (b) If a quorum is not present, a majority of those present may adjourn the meeting but take no further action.
 - (c) If the number of Directors reduces so that the Board is incapable of constituting a quorum, the remaining Directors may act for the purpose of increasing the number of Directors or of summoning a General Assembly, but for no other purpose.
53. Any Director may yield their vote by proxy to another Director but may not otherwise appoint a proxy. The Chair must be advised of a Director's appointment as proxy, prior to the commencement of the meeting.

54. The Chair shall preside as chair at every meeting of the Board, or if there is no Chair or if at any meeting she or he is not present within fifteen (15) minutes after the time appointed for holding the meeting, then the Deputy Chair shall preside or failing that the Directors present may choose one of their number to chair that meeting.

BOARD WORKING GROUPS

55. The Board may in its discretion establish one or more Working Group(s). Working Groups shall be subject to the following rules:
- (a) The members of any such Working Groups must be appointed by the Board.
 - (b) A majority of the members of a Working Group must be Representatives of Members.
 - (c) At least one member of each Working Group must be a Director.
 - (d) A Working Group shall usually perform an advisory function but the Board shall have the power to delegate any of its decision-making powers to one or more Working Groups provided that such delegation is in writing. A Working Group must exercise any delegated powers in conformity with any rules or restrictions imposed on it by the Board.
 - (e) All terms of reference for each Working Group must be determined by the Board. The Board may amend those terms of reference from time to time.
 - (f) The chair of a Working Group must report regularly to the Board as to the activities or deliberations of the Working Group.
 - (g) The Board may at any time, in its absolute discretion, wind-up any Working Group. The process and terms of such wind-up shall be determined by the Board in consultation with the chair of the Working Group.

REGIONAL CHAPTERS

56. The Board may in its discretion establish one or more Regional Chapter(s). Regional Chapters shall be subject to the following rules:
- (a) The members of any such Regional Chapter must be agreed by the Board.
 - (b) A majority of the members of a Regional Chapter must be Representatives of Members.
 - (c) At least one member of each Regional Chapter must be a Director.
 - (d) A Regional Chapter shall usually perform an advisory function but the Board shall have the power to delegate any of its decision-making powers to one or more Regional Chapters provided that such delegation is in writing. A Regional Chapter must exercise any delegated powers in conformity with any rules or restrictions imposed on it by the Board.
 - (e) All terms of reference for each Regional Chapter must be determined by the Board. The Board may amend those terms of reference from time to time.
 - (f) The chair of a Regional Chapter must report regularly to the Board as to the activities or deliberations of the Regional Chapter.

- (g) The Board may at any time, in its absolute discretion, wind-up any Regional Chapter. The process and terms of such wind-up shall be determined by the Board in consultation with the chair of the Regional Chapter.

COST OF MEETING ATTENDANCE

57. The costs of attendance at any Board meeting, Working Group, Regional Chapter or General Assembly, shall be the responsibility of the attendee unless otherwise agreed by the Board.

EXECUTIVE COMMITTEE

58. The Board shall appoint an Executive Committee whose purpose shall be to:
- (a) address issues that require speedy resolution between Board meetings;
 - (b) make financial decisions as delegated by the Board;
 - (c) set employment and assessment conditions for the executive director; and
 - (d) act as the board of directors for the incorporated body that acts as the Secretariat of the Federation.
59. Actions of the Executive Committee shall be reported to the next duly constituted meeting of the Board and shall be deemed to be actions of the Board unless reversed or amended by a vote of two-thirds of the Directors present and voting at such a meeting. Such reversal or amendment shall not make unlawful any act of the Executive Committee made prior to the date of such reversal.

SECRETARIAT

60. The Board shall appoint an incorporated non-profit distributing body whose role shall be to act as the Secretariat of the Federation and to provide the administrative services required by the Board in the delivery of the functions of the Federation to its Members and Affiliates.
61. The Secretariat shall provide the administrative and accounting services to the Federation as required by the Board.
62. The Secretariat shall be situated in such a location and country as the Board shall determine from time to time. If the Board decides that the Secretariat be moved to a different country, the Board shall facilitate the smooth relocation or winding-up of the work of the Secretariat.

AUTHORITY

63. The Chair together with any one other Director, or the Secretary together with any one other Director, is empowered to sign agreements for and on behalf of the Federation. Other Directors may be similarly authorised by the Board. The Board may delegate this power to the executive director of the Secretariat and other members of the board of the Secretariat, either generally or in relation to specific transactions.

ACCOUNTS

64. The Board shall require the Secretariat to keep proper accounting and records.

65. The Board shall require the Secretariat to appoint an auditor in respect of the accounts of the Federation and the Secretariat.
66. The Board shall from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Federation shall be open to the inspection of Members not being Directors.

AMENDMENT OF CONSTITUTION

67. This Constitution may be amended:
- (a) At any General Assembly by two-thirds of the Members present and voting, providing such proposed amendment shall first have been noted by the Board, and that written notice of the proposed changes has been provided to the Members by the Secretary at least 30 days prior to the General Assembly;
 - (b) During the period between General Assemblies, provided that:
 - (i) Such proposed amendment shall first have been noted and recommended by the Board; and
 - (ii) Written notice of the proposed changes has been provided to the Members by the Secretary; and
 - (iii) Two-thirds of the financial Members approve of the proposed change in writing (including email and facsimile).

WIND-UP

68. The Federation may only be dissolved by a resolution of two-thirds of the Members at a General Assembly. Upon such a resolution, the Board shall require the Secretariat to take all steps to wind-up the affairs of the Federation and the Secretariat.
69. If upon the winding-up or dissolution of the Federation or the Secretariat there remains any property, after satisfaction of all debts and liabilities, such property shall be assigned, by a process determined by the Board, to another non-profit organisation that has purposes which would further the purposes for which the Federation was established.

NOTICES

70. A notice may be given by the Federation to any Member or Affiliate by sending it by post to the address supplied by it to the Secretariat for the giving of notices, or by facsimile transmission or by email.
71. (a) Every Member and every Affiliate shall be given two months' notice of every General Assembly and one month's notice of its agenda.
- (b) No other person shall be entitled to receive notices of General Assemblies.

BYLAWS

72. Notwithstanding anything contained in this Constitution, the Federation may adopt any by-laws, standing orders or constitutional rules as approved from time to time by two thirds of the Board.

DISPUTES, ARBITRATION, CONCILIATION AND PROCEEDINGS

73. (a) If any Member, Affiliate, Representative or Director has any dispute in respect of any issue arising out of or relating to this Constitution, the parties to the dispute must negotiate their differences in good faith.
- (b) If the dispute cannot be resolved within twenty-eight days of the dispute arising, or such other time as the parties may unanimously agree, either party may immediately serve notice on the other party requiring the Secretariat to appoint a conciliator and to arrange a formal conciliation process. If the Secretariat is a party to the dispute, the Chair of the Federation shall nominate the conciliator.
- (c) If the conciliation process requires the parties to the dispute to meet, unless all of the parties to the dispute agree otherwise, the conciliation shall be conducted in the country in which the Secretariat is then situated.
- (d) If the dispute has not been resolved within twenty-eight days (or such other period as may be agreed by the parties) after the appointment of the conciliator, the dispute shall be submitted to arbitration.
- (e) The arbitrator shall be agreed between the parties from a list of names suggested by the Secretariat or, failing agreement, an arbitrator appointed by the Chair of the Federation.
- (f) The arbitrator shall not be the same person as the conciliator.
- (g) Any arbitration shall be held in the country in which the Secretariat is then situated and shall be conducted and held in accordance with and subject to the rules set down by the arbitrator.
- (h) The parties shall pay their own costs incurred in the conciliation and/or arbitration process.
- (i) No Member, Affiliate, Representative or Director may commence legal proceedings in respect of any issue arising out of or relating to this Constitution without first submitting the dispute to the conciliation and arbitration process provided above. Any such legal proceedings must be conducted in the country in which the Secretariat is then situated and will be held in accordance with and subject to the laws of that country.

Dated the 22nd day of September 2009.