

CONSTITUTION

OF

THIRD WORLD BUNFIGHT

NON-PROFIT ORGANISATION

(Registration Number: 023 – 773)

1. PREAMBLE

THIRD WORLD BUNFIGHT ("TWB") is a theatre company which has maintained its position at the forefront of South African performance throughout its history. TWB is directed by multi-award winning playwright, Brett Bailey and managed by Barbara Mathers.

TWB is committed to making provocative, uniquely African theatre productions of the highest quality which challenge stereotypes of Africa. Working in conjunction with a diverse range of African performers from all backgrounds, TWB tells the stories of Africa, uses and fuses the performance forms, music and design modes of Africa, and presents these works both locally and internationally.

TWB has trained and worked with several hundred performers in South Africa, Zimbabwe and Uganda. Instructors from the Netherlands, Cote d' Ivoire, the United States of America and Zimbabwe have all taught and worked with the performers in the various productions.

TWB has a mission to create and present groundbreaking, multi-layered performance and installation works of excellence locally and internationally. TWB's works foreground issues, stories and situations that are all too often overlooked, suppressed or ignored, and unpack and expose the machinations of power that crush so many people or render them voiceless. Our main focus is on the post-colonial situation in Africa, and historical and contemporary relationships between Africa and the West. TWB provides a platform for fostering and exposing the talents of both performers and non-performers; from all communities and especially from disadvantaged and previously disadvantaged communities. TWB is fiercely proud of who we are, where we come from, and our right to light on the world's stage.

The TWB Organisation is a Non-profit Organisation as defined in the Non-profit Organisations Act 71 of 1997.

2. DEFINITIONS

The following words and phrases shall, unless the context otherwise requires or the contrary intention shall clearly appear, have the meanings assigned to them hereunder:

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|-----|------------------|--|
| 2.1 | Organisation | shall mean THIRD WORLD BUNFIGHT ; |
| 2.2 | Chairperson | shall mean the Chairperson of the Governing Board; |
| 2.3 | Vice-Chairperson | shall mean the Vice-Chairperson of the Governing Board; |
| 2.4 | Governing Board | shall mean the members of the Organisation listed in Annexure A; |

- 2.5 Founding Members shall mean the members of the Organisation listed in Annexure A;
- 2.6 Governing Board Members shall mean the members elected to hold office on the Governing Board of the Organisation listed in Annexure A.

3. TITLE AND ESTABLISHMENT

- 3.1 The Organisation shall be called **THIRD WORLD BUNFIGHT**.
- 3.2 The Organisation's shortened name will be **TWB**;
- 3.3 The Organisation was formed by the Founding Members;

4. LEGAL STATUS

- 4.1 The Organisation shall:
- 4.1.1 Exist in its own right, separately from its office-bearers and members;
- 4.1.2 Continue to exist notwithstanding changes to the composition of its membership or office bearers;
- 4.1.3 Be able to own property, including immovable property and other movables;
- 4.1.4 Be able to sue and be sued in its own name.

5. AIMS AND OBJECTIVES

- 5.1 The main objective of all activities pursued by the Organisation will be to promote and facilitate perceptual transformation; the resolution of conflict; the promotion of reconciliation and mutual respect and tolerance between the various people of South Africa; the advocacy of human rights and democracy, equality and freedom and the promotion and preservation of arts, culture and customs. This objective will be achieved by:
- 5.1.1 Producing multi-layered performance works of excellence;
- 5.1.2 Producing at least one annual production and one annual art exhibition;
- 5.1.3 Producing works that deal with and bring deeper understanding of the complex world we live in as (South) Africans;
- 5.1.4 Contributing towards building a more reflective, civic-minded society in South Africa, by exposing and foregrounding significant issues that are overlooked or suppressed, and by providing a platform for the stories of the voiceless;
- 5.1.5 Constantly striving to challenge our own boundaries;
- 5.1.6 Providing stimulating, challenging creative work for established and emerging local talent;
- 5.1.7 Continuing to open up new markets and opportunities for our work both locally and internationally so as to become completely sustainable;

- 5.1.8 Providing a platform for fostering and exposing the talents of both new and emerging performers and non-performers from disadvantaged and previously disadvantaged communities.
- 5.2 The Organisation's secondary objectives will be to:
 - 5.2.1 Forge a truly African theatre-aesthetic from the vast wealth of cultural heritage on our continent;
 - 5.2.2 Train and develop arts administration, management and other support personnel from previously disadvantaged communities;
 - 5.2.3 Take our work to audiences across the social spectrum of our land.

6 PRESCRIBED FISCAL CONDITIONS (In terms of Section 18A and Section 30 of the Income Tax Act 58 of 1962)

- 6.1 The powers of the Organisation shall be subject to due compliance with the conditions stipulated in terms of Section 30, and insofar as it may be applicable, in terms of section 18A, of the Income tax Act 58 of 1962, as amended ("the Act"), as read with the Ninth Schedule thereto, in order to facilitate the Organisation's eligibility for tax-exempt status in terms of section 10(1)(cN) and, as applicable, its eligibility for the further fiscal benefit as envisaged by section 18A of the Act.

7. ANNUAL GENERAL MEETINGS

- 7.1 All annual general meetings (AGM) must be held within six (6) months of the of the Organisation's financial year-end.
- 7.2 All annual general meetings of the Organisation shall be held, subject to the provisions of sub-clause 6.1 of this clause, at such time as the Chairperson shall decide from time to time and at such venue as the Chairperson shall decide from time to time.
- 7.3 All annual general meetings of the Organisation shall be called by twenty-one (21) days notice in writing. In each case, the notice shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and in the case of a Special Resolution, the terms and effect of the resolution and the reasons for it to all Governing Board Members.
- 7.4 Notice of annual general meetings shall be given to all Governing Board Members by mail, fax, or email. If posted, notices shall be deemed to have been received seven (7) days after posting.
- 7.5 The accidental omission to give notice of any annual general meeting or any resolution, or to give any other notification, or present any document required to be given or sent in terms of this Constitution, or the non-receipt of any such notice, notification or document by any member, shall not invalidate the proceedings at, or any resolution passed at, any annual general meeting.

8. QUORUM

- 8.1 No business shall be transacted at any meeting of the Governing Board of the Organisation unless a quorum of not less than fifty percent (50%) of the Governing Board are present when the meeting proceeds to business.

- 8.2 If within half an hour from the time appointed for the holding of a meeting of Governing Board Members, a quorum is not present, the meeting shall be adjourned to another date within seven (7) days thereafter.
- 8.3 If no quorum is present at the reconvened meeting within fifteen (15) minutes of the appointed time, the Governing Board Members present, or represented by proxy, shall deem to constitute a quorum for that meeting.

9 AGENDA

In addition to any other matters to be dealt with at an annual general meeting, the following matters shall be dealt with at every annual general meeting:

- 9.1 The consideration of the Chairperson's report;
- 9.2 The election of the Governing Board Members;
- 9.3 The consideration of any other matters raised at the meeting including any resolution proposed for adoption by such meeting, and the voting upon any such resolutions;
- 9.4 The consideration of the report of the Auditors of the Organisation;
- 9.5 Other appropriate matters.

10. PROCEDURE AT ANNUAL GENERAL MEETINGS

- 10.1 The Chairperson shall preside at all annual general meetings, provided that should s/he not be present within fifteen (15) minutes after the time appointed for the holding thereof, then the Vice-Chairperson shall act as Chairperson at such meeting.
- 10.2 In the absence of both the Chairperson and Vice-Chairperson, the Governing Board Members present at the annual general meeting shall elect a Chairperson for that meeting.
- 10.3 All annual general meetings shall be conducted in accordance with generally accepted practice.

11. MANDATE TO VOTE

Governing Board Members shall be entitled to vote by proxy. The provisions relating to proxies, as contained in the Companies Act No. 61 of 1973 (as amended) shall apply.

11. VOTING

- 11.1. Subject to the provisions of this Constitution, every Governing Board Member shall be entitled to be present or to vote at any annual general meeting of the Organisation.
- 11.2. Every Governing Board Member shall be entitled to have one (1) vote.
- 11.3. At any annual general meeting, a resolution put to the vote of the meeting shall be decided by a show of hands, unless prior to or on the declaration by the Chairperson of the result of the show of hands, a poll is demanded by any person entitled to vote at such meeting.

- 11.4. Every resolution and every amendment of a resolution proposed for adoption by an annual general meeting shall be seconded at the meeting and, if not seconded, shall be deemed not to have been proposed.
- 11.5. A resolution shall be carried on a simple majority of all the votes cast thereon. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the annual general meeting shall be entitled to a casting vote in addition to his deliberative vote (if any).
- 11.6. Minutes and attendance registers of annual general meetings shall be kept.
- 11.7. The Chairperson must sign the minutes which shall be available at all times for inspection or copying by any Governing Board Member of the Organisation on two (2) days written notice to the Secretary.

12. THE MANAGEMENT OF THE ORGANISATION

- 12.1. The control and management of the Organisation shall vest in the following bodies:
 - 12.1.1. The Governing Board;
 - 12.1.2. The Artistic Director;
 - 12.1.3. The Managing Director.

13. THE GOVERNING BOARD

- 13.1. The affairs of the Organisation shall be managed and controlled by the Governing Board.
- 13.2. It is recorded that the Governing Board shall be the persons described in Annexure "A" hereto provided that the period of office of the said Governing Board Members shall hold office for one (1) year.
- 13.3. Each Governing Board Member shall be entitled to nominate one natural person to be appointed as a Governing Board Member of the Organisation from time to time, to be appointed as from the adoption of this Constitution.
- 13.4. The Governing Board shall consist of not less than four (4) and not more than ten (10) voting Governing Board Members.
- 13.5. The Governing Board shall, at the first Governing Board meeting appoint amongst them, appoint a Chairperson, Vice-Chairperson, and a Secretary.
- 13.6. The Governing Board may invite new people, including other major donors, to attend Governing Board meetings as observers but such invitees shall not have voting rights.

14. TERM OF OFFICE

- 14.1. Subject to the provisions of sub-clause 13.2 above, a Governing Board Member nominated and appointed shall hold office for a period of two years, renewable for such further period as the Governing Board may determine by way of two thirds majority.

- 14.2. The Chairperson shall not hold office for more than two (2) consecutive one (1) year terms unless the Governing Board adopts a special resolution extending the term of office of the Chairperson. Such a resolution shall be in writing and shall be signed by all the Governing Board Members.
- 14.3. A Governing Board Member may resign at any time by notice in writing to the Chairperson.
- 14.4. Membership of the Governing Board shall cease automatically under the following circumstances:
- 14.4.1 If s/he is declared incapable of managing his/her own affairs;
- 14.4.2 If s/he is convicted of any serious crime or any crime involving dishonesty.
- 14.4.3 If s/he fails to attend three (3) consecutive meetings of the Governing Board without an apology and reasons acceptable to the Governing Board. Vacancies to the Governing Board are to be filled in the same manner as their appointments, which are then ratified by Governing Board.
- 14.5. The Founder, Brett Bailey, is the Artistic Director of the organisation and remains founder of the Organisation and shall remain a permanent member of the Governing Board.

15. MEETINGS OF THE GOVERNING BOARD

- 15.1. The Governing Board shall meet on at least fourteen (14) days written notice of the meeting being given to each Governing Board Member not less than two (2) times during the financial year of the Organisation.
- 15.2. Extraordinary meetings of the Governing Board shall be held whenever the Chairperson deems such a course necessary and shall, through the Secretary on 14 (fourteen) days notice, advise all Governing Board Members of the date, place and agenda of such extraordinary meetings.
- 15.3. Decisions of the Governing Board shall be taken wherever possible by consensus. If consensus cannot be reached, decisions shall be taken by simple majority of those present with the Chairperson having a casting vote in the event of a tied vote.
- 15.4. Notice referred to in sub-clauses 15.1 and 15.2 above be in the form of a letter, telefax, or email setting out the business to be transacted at such meeting.
- 15.5. Any Governing Board Member may, whenever they think fit, convene an annual general meeting.

16. POWERS AND DUTIES OF THE GOVERNING BOARD

The Governing Board shall have all the necessary powers to fulfil its aims and objectives, with special attention being given to the following:

- 16.1 to fulfil the legal requirements of the Director of Non-profit Organisations and the Receiver of Revenue;
- 16.2 to assist the Artistic Director and Managing Director in the administration of the organisation;
- 16.3 to promote, assist, evaluate, and review the organisation;
- 16.4 to ensure that records are maintained of everything owned by the organisation;
- 16.5 to authorise lease agreements in respect of movable and immovable property;
- 16.6 receive and accept donations to the organisation and deposit such donations and other income in an

accredited banking institution;

- 16.7 to ensure that fundraising activities are initiated and carried on both within and without the Republic of South Africa;
- 16.8 generally carry out all such things as may further the objectives and purposes of the organisation. These shall include, but not be limited to:
 - 16.8.1 the development of diverse groups of performers;
- 16.9 create such sub-committees, both standing and *ad hoc*, as are deemed necessary to effect the objectives of the organisation; and
- 16.10 to deal with the property and funds of the organisation in conformity with its objects; provided however that the Governing Board Members shall not be entitled to exercise any of the powers herein conferred on them unless so authorised by Resolution of a General Meeting of the Governing Board and the members shall be bound to perform or give effect to any directions given to them by Resolution of a General Meeting of the Governing Board.

17. MINUTES

The Governing Board shall keep proper minutes of all their meetings or cause such minutes to be kept. Originals of the minutes shall be signed by the Chairperson upon their approval at the next meeting. Originals shall be maintained in a proper binder and be available to all Governing Board Members, and to other interested persons with the prior approval of the Governing Board.

18. FINANCIAL YEAR END

The financial year end of the Organisation shall be the last day of February of each year.

19. ACCOUNTS

- 19.1 The Governing Board shall ensure that proper books of account are kept in which all transactions of the Organisation are duly recorded.
- 19.2 The annual financial statements of the Organisation shall at all times be open for inspection by the Governing Board and donors of the Organisation and by any representative or the Auditor/s of the Organisation.
- 19.3 The annual financial statements of the Organisation shall, if so required by the Governing Board, be audited as soon as possible after the end of the financial year of the Organisation by the Auditor appointed by the Governing Board, who shall be a public accountant and auditor, and who shall not be a member of the Governing Board.
- 19.4 The Governing Board shall receive and sign the audited annual financial statements.
- 19.5 The Organisation's financial transactions shall be conducted by means of a banking account. Funds available for investment may only be invested with a registered financial service provider as defined in the Financial Advisory and Intermediary Services Act 37 of 2002.
- 19.6 The annual audit must be ready and handed to the Director of Non-profit Organisations within six (6) months after the end of the financial year.

- 19.7 The Organisation's income and property are not distributable to its members or office-bearers, except as reasonable compensation for services rendered. Members or office-bearers shall have no rights to the property or other assets of the Organisation solely by virtue of their being members or office bearers.
- 19.8 A member of the Organisation shall only be reimbursed money from the organisation for expenses that she or he has paid for on behalf of the Organisation and for which receipts acceptable to the auditors have been presented prior to reimbursement.

20. AMENDMENTS TO THE CONSTITUTION

- 20.1. Provisions of this Constitution may be amended and altered by a three quarters majority of current Governing Board Members provided that such amendments, alterations and additions in no way subvert the aims and objectives of the organisation as stated herein.
- 20.2 Not less than fourteen (14) days notice shall be given to each Governing Board Member of any meeting at which any amendment, alteration or addition is to be considered. The full text of any such proposed change must accompany the notice.

21. NON LIABILITY OF GOVERNING BOARD MEMBERS

No Governing Board Members, co-opted member, patron or employee of the Organisation shall incur any personal liability in respect of acts or omissions done or omitted in good faith by or on behalf of the said Organisation.

22. DISSOLUTION

- 22.1. The Organisation may be dissolved if three quarters of the current Governing Board Members decide that the aims and objectives are not being satisfactorily achieved, or have become unachievable. Not less than twenty-one (21) days notice shall be given of a meeting called to consider dissolution and the notice shall state clearly that dissolution and the disposal of assets shall be the business of the meeting.
- 22.2 Upon dissolution, any assets whatsoever remaining after all debts and liabilities have been satisfied must be transferred to another like Non-profit Organisation having similar objectives.

23. DOMICILIUM

The address for the Governing Board shall be:

PO Box 50721
Waterfront
Cape Town
8002

which shall be the Organisation's *domicilium citandi et executandi*;

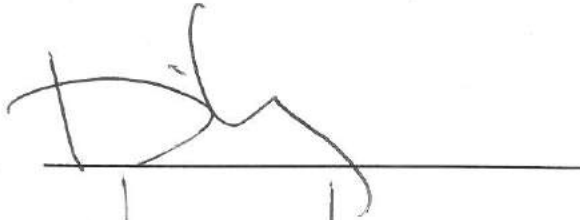
24. EFFECTIVE DATE

The provisions hereof shall come into force upon the signature hereof by all the persons reflected in Annexure "A" hereto.

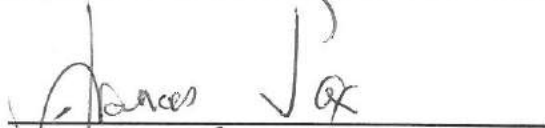
ANNEXURE A

BOARD MEMBERS: THIRD WORLD BUNFIGHT

BRETT BAILEY



FRANCES COX




MARIE-LOU GILLESPIE



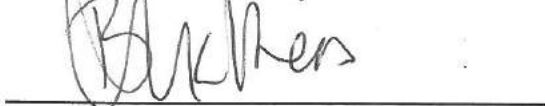
ROBIN JUTZEN



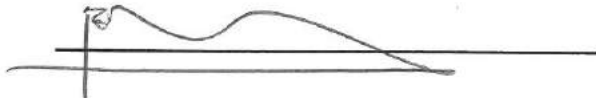
DANIEL MALATJI



BARBARA MATHERS



BRENT MEERSMAN



DATE: 28 AUGUST 2014

**THIRD WORLD BUNFIGHT
NON-PROFIT ORGANISATION 023-773**


**RESOLUTION OF THE GOVERNING BOARD PASSED ON
28 AUGUST 2014**

IT WAS RESOLVED:

THAT the Organisation's Constitution be amended by means of additional clauses as per sections 5.1, 6.1 and 14.1.

CONFIRMED AND APPROVED BY:

BRETT BAILEY



FRANCES COX



MARIE-LOU GILLESPIE



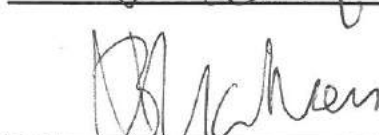
ROBIN JUTZEN



DANIEL MALATJI



BARBARA MATHERS



BRENT MEERSMAN

