

# MUSIC IN AFRICA FOUNDATION

## BY-LAWS

### ARTICLE 1: PURPOSE AND SCOPE OF THE BY-LAWS

- 1.1. The purpose of the By-laws is to supplement the Constitution and provide a framework for the implementation of the duties and responsibilities of the Foundation.
- 1.2. In case of contradiction between the Constitution and the By-laws, the Constitution shall take precedence.
- 1.3. The By-laws shall take force as soon as they are approved by a two-thirds majority of the Board of Management.
- 1.4. The Board of Management is mandated by the membership to draft, amend and develop the By-laws.
- 1.5. The By-laws shall be communicated on request to members or to any *bona fide* applicant for membership of the Foundation, and by virtue of their membership members shall be deemed to have acquainted themselves with these By-Laws and the Constitution and to be bound by them.

### ARTICLE 2: MEMBERSHIP

This Article should be read in conjunction with Clause 3 of the Constitution of the Music in Africa Foundation.

- 2.1.
  - a. Full members (Clause of the Constitution) shall be individuals, as defined in Clause 3.4.1. of the Constitution.
  - b. Full members shall also be organisations and businesses, as defined in Clause 3.2. of the Constitution.

- c. Associate members shall be individuals, organisations and businesses as defined in Clause 3.4.2. of the Constitution.
  - d. Honorary members shall be individuals, as defined in Clause 3.4.3. of the Constitution.
- 2.2. Applications for membership shall be made to the Foundation's Directorate, on the appropriate application form and shall include such supporting documents as are required by the application form.
- 2.3. Applications for membership shall be forwarded by the Directorate to the Board of Management by any acceptable mode of communication. The Board of Management shall have the power to assess and to accept or reject the application; but no application shall be either accepted or rejected except by a simple majority of the votes cast by members of the Board participating in the voting process.
- 2.3. Full members shall pay \$5 (five United States Dollars) per year.

### **ARTICLE 3: BENEFITS OF MEMBERSHIP**

- a) Members shall be eligible to vote at a General Meeting of the Foundation
- b) Full members in good standing as laid out in Clause 3.4.1. of the Constitution shall be eligible to be voted into the Board of Management
- c) Members will receive regular newsletters and preferential news alerts such as job and performing opportunities, tenders, calls, bursaries and key announcements.
- d) Members will be eligible to participate in Music in Africa events at no expense or at reduced costs
- e) Members will be eligible to receive discounts for Music in Africa services, including advertising.

## **ARTICLE 4: CORPORATE GOVERNANCE – THE BOARD OF MANAGEMENT**

This Article should be read in conjunction with Clauses 4 and 5 of the Constitution of the Music in Africa Foundation.

- 4.1. The affairs of the Foundation shall be governed by a Board of Management constituted of individuals and of representatives of organisations and businesses active in the field of music in Africa as laid out in Clause 4 and 5 of the Constitution. The Board of Management shall be composed of six (6) elected members, and shall include a chairperson, deputy chairperson and treasurer.
- 4.2. A representative of Siemens Stiftung Germany and a representative of the Goethe-Institut shall in addition each have a seat on the Board as laid out in Article 4.4. of the Constitution.
- 4.3. Only full members (Article 2.1.a. and b.) in good standing may be elected to serve on the Board (good standing shall mean paid-up membership and a good reputation insofar as the affairs and objectives of the Foundation are concerned). Where the elected member is an organisation rather than an individual, the member shall select and designate an individual to represent it on the Board, and such designation shall be in writing and under the signature of the chief executive or other most-senior manager of the organisation in question.
- 4.4. The Board may in addition co-opt three additional members as laid out in Article 4.3. of the Constitution.
- 4.5. Elected members of the Board shall serve for a period of two (2) years and shall step down as members in the Annual General Meeting taking place in the second year of their membership, but shall be eligible for re-election: provided that no member of the Board shall serve for longer than six (6) years.
- 4.6. A co-opted member of the Board shall serve for a period of one year, but may be co-opted again in subsequent years.



- 4.7. The officers (chairperson, deputy chairperson and treasurer) shall be voted for by the Board members with the director acting as the electoral officer. Nominations should be sent to the director electronically. Each member of the Board shall have one vote, and the election shall be carried by a simple majority. Where there is a tie, the longer serving Board member shall take precedence.
- 4.8. The term of office of the chairperson, deputy chairperson and treasurer shall run for two (2) years and be renewable thereafter but shall not exceed two (2) consecutive terms.
- 4.9. The term of any member of the Board shall be vacated upon the occurrence of any of the following events: on death; if the member resigns by notice in writing to the chairperson of the Foundation; or if the member ceases to be a member in good standing.
- 4.10. If there is a vacancy on the Board of more than ninety (90) days' duration, the Board shall appoint an eligible member of the Foundation as a replacement member, taking into consideration the election results of the most recent election, where applicable, as a guide to the appointment. A member appointed to fill a vacancy on the Board shall hold office only until the following Annual General Meeting, but is eligible for re-election.
- 4.11. The quorum of the Board shall be fixed at five (51 percent) members.
- 4.12. The Board members may meet at such times and places as they may determine. It is however noted that most of the Board's business will be conducted primarily by electronic mail (e-mail), teleconference or videoconference.
- 4.13. All meetings of the Board shall be properly minuted.
- 4.14. The Board members may from time to time appoint such subcommittee(s) from their numbers as well as broadly from members of the Foundation in good standing as it deems necessary or appropriate, and with such powers as it

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shall see fit. Any such subcommittee shall report to the Board concerning its activities and shall also include at least one Board member.

- 4.15. The Board members may, from time to time, by resolution, propose to establish, amend, vary and abolish these By-laws. Such amendments will be carried by a simple majority of all members of the Board.
- 4.16. In the case of any decision of the Board which requires a vote, each member of the Board present shall have one vote, and a decision shall be reached by a simple majority. In the case of a split decision, the chairperson shall have a casting vote. If the chairperson is absent, the deputy chairperson shall have a casting vote.
- 4.17. In the event of the dissolution of the Foundation, one of the Board members shall be empowered to act as trustee, with regard to concluding the business of the Foundation. The General Meeting at which the decision to dissolve the Foundation is made shall determine who of the Board members should act as a trustee.

#### **ARTICLE 4: CORPORATE GOVERNANCE – POWERS OF THE CHAIRPERSON, DEPUTY CHAIRPERSON AND TREASURER**

This Article should be read in conjunction with governance policy number B7 of the Music in Africa Foundation Governance Policy Manual

- 5.1. The chairperson of the Board shall be the chairperson of the Foundation and in that capacity shall oversee the running of the Foundation.
- 5.2. The chairperson shall chair the Board meetings, and General Meetings, and shall reserve the right to postpone or to adjourn the meeting. Any extraordinary meeting shall be convened at the instruction of the chairperson.
- 5.3. The chairperson shall approve the agendas for Board meetings and General Meetings, and shall approve the dates for such meetings in consultation with the Board and the director of the Foundation.

- 5.4. The deputy chairperson shall deputise for the chairperson on any occasion when the latter is absent, and shall carry out the duties of the chairperson.
- 5.5. The treasurer shall oversee the operation of the Foundation's bank accounts; oversee the financial records (including books of account) necessary to comply with legislation; render financial statements to the Board members and other members of the Foundation when required; present or introduce to the Board a motion for regulation of the finances of the Foundation; and work closely with the director in the coordination of the finances of the Foundation.

## **ARTICLE 6: EMPLOYEES**

The employees of the Foundation shall fall under the office of the Directorate, made up of the director and any other staff member(s) required for the day to day running of the Foundation.

- 6.1. The director shall be accountable to the Board for the entire operation of the office of the Directorate. The performance of the director shall be measured against the contract of employment and the accomplishment of the objectives of the Foundation. This will be reviewable annually by the Board.
- 6.2. The director shall generally report to the chairperson of the Foundation on issues relating to the running of the Foundation, and to the treasurer where finances are concerned.
- 6.3. The director of the Foundation shall:
  - a. Oversee the running of the office of the Directorate; conduct the general correspondence of the Foundation; issue notices of Board meetings, General Meetings and any special meetings; act as the electoral officer in voting procedures and not have a vote; keep minutes of all meetings of the Foundation and circulate them; and have custody of all records and documents of the Foundation except those required to be kept by the treasurer.



- b. With the consent of the Board and following applicable policy, advertise for a new post, and appoint new staff if and when a need for additional staff arises.
  - c. Devise and draft a code of disciplinary procedure compliant with South African labour legislation or, in the case of an office located in another African country, compliant with the labour legislation of that country. The objective of a code of disciplinary procedure is to regulate discipline in the workplace with the key principle that the director and the employee(s) should treat each other with mutual respect, with a premium placed on both employment justice and the efficient operation of the Foundation.
- 6.4. The director shall inform the Board of important matters concerning the affairs of the Foundation such as discussions with other stakeholders, and such communication shall be sent as forwarded electronic mail correspondences, or as a director's report delivered at a Board meeting.

#### ARTICLE 6: AMENDMENT OF BYLAWS

- 7.1. The Bylaws may be amended at a regular meeting by a two thirds vote of the members present and voting.

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These by-laws were approved and accepted by the Board of Management of MUSIC IN AFRICA on the.....3<sup>rd</sup>.....of December..... Year.....2013.....

Signatures: Rebiso NZEZA BUNKETI BUSE, chairperson

