

# **Articles of Association**

## **Union of Palestinian Performing Arts Associations**

2014

## **Chapter One**

### **General Principles**

#### **Article 1: Name of the Union**

Union of Palestinian Performing Arts Associations

#### **Article 2: Union Headquarters**

The Union's permanent headquarters is in Al-Bireh and may open as many branches as needed in all Palestinian cities.

#### **Article 3: Nature of the Union**

A non-governmental, non-profit union that works to implement the goals and objectives stipulated in the provisions and principles of its Articles of Association. The Union has the right to own movable and immovable property to achieve its objectives.

#### **Article 4: Geographic and Scope of Work**

While the Union is set up to work in Palestine, its scope of work may be expanded regionally and internationally. Scope of work in performing arts includes: dance, circus, music and theatre.

## **Chapter Two**

### **Objectives of the Union**

#### **Article 5: Objectives of the Union**

The Union seeks to achieve the following objectives:

1. To contribute to capacity building of individuals and organizations in the field of the performing arts
2. To cooperate with and coordinate among the members of the Performing Arts Network and seek to protect their interests

3. To impact cultural and art policies on the national level
4. To encourage performing arts programs and activities and to raise awareness about the importance of the role of the arts in the community through joint programs aimed at building awareness and communications channels
5. To promote networking and communication with local artists and similar international networks

## **Chapter Three** **Membership**

### **Article 6: Membership**

1. The founders of the Union are automatically considered members. The validity of the membership starts on the day of registration in the register of associations at the Ministry of Interior.
2. Every legally registered Palestinian NGO has the right to join the Union of Palestinian Performing Arts Associations if the membership conditions stipulated in the provisions of these articles are satisfied.
3. An application for membership should be submitted to the Board of Directors of the Union. It should include the name of the applying association, its address, number and date of registration and a pledge to abide by the provisions of the articles of association of the Union and the decisions of its Board.
4. The General Assembly reserves the right to accept or reject membership requests.

### **Article 7: Membership Terms and Conditions:**

1. The association applying for membership should be nominated by two members of the Board of Directors.
2. The applying organization must be registered at the Palestinian Ministry of Culture, in accordance to the valid legislations in Palestine. Evidence of legal registry is required (registration certificate).

3. The applying organization must have been established and active in performing arts only for a minimum period of five years.
4. Its articles of association should be in compliance with the Law and approved by the Ministry of Interior.
5. Its activities must be consistent with the goals and objectives set forth in its articles of association.
6. It must pay the annual membership fee which amounts to 100 U.S dollars.
7. It must participate in the activities of the Union and attend the general assembly meetings.

#### **Article 8: Membership rights and responsibilities:**

1. Every member association has the right to participate and make suggestions through two representatives in the General Assembly and is eligible to one vote in each ballot. Every new member has the right to nominate themselves to the Board of Directors after 2 years of membership in the network, and new members have the right to nominate immediately after their membership to the network.
2. Every member has the right to participate in the activities of the Union and to benefit from its services.
3. Every member shall pay membership fees and other amounts determined by the Board of Directors if the General Assembly approves it.
4. Termination of membership doesn't absolve the member from paying any outstanding amounts owed prior to the termination of membership.

#### **Article 9: Termination of membership:**

Membership shall be terminated should one of the following conditions apply:

1. The association submits a written request asking for termination.
2. The association is dissolved.
3. The association is closed by the judicial authorities.
4. The association breaches the terms of membership stipulated in these articles.
5. It refuses to pay the membership fee for two consecutive years.

6. Its delegates are absent from two consecutive General Assembly meetings without an acceptable excuse.
7. It inflicts severe damage on the role and the legal standing of the Union.

#### **Article 10: Restoration of Membership:**

The Board of Directors has the right to restore membership to any association that has lost its membership due to the nonpayment of membership fees, if the association pays all outstanding fees.

### **Chapter Four**

#### **The Union Components**

#### **Article 11: The Union Components:**

The Palestinian Performing Arts Union consists of the following components:

1. The General Assembly
2. The Board of Directors

#### **Article 12: The General Assembly**

The highest-level body of the Union and comprises all members who have fulfilled their obligations. It holds its ordinary session at least once a year and sets out the vision, policies and general principles of the Union.

#### **Article 13: Call for the General Assembly Meeting:**

1. The General Assembly will meet at least once a year at its headquarters and may meet at any other place specified by an invitation and attached agenda.
2. The General Assembly will send out a written invitation to all the members who have the right to attend, indicating the time and place of the meeting and the meeting agenda 15 days ahead of time.

3. The ordinary and extraordinary meeting sessions are held at the request of:
  - a. The majority of the Board members
  - b. A third of the General Assembly members
4. The General Assembly meetings are headed by the Chair of the Board of Directors or his/her Deputy.

**Article 14:**

The Board of Directors shall determine the time, place and agenda of both the General Assembly ordinary and extraordinary sessions.

**Article 15:**

The General Assembly, in its ordinary session, shall discuss the following matters without the need to specify them in the meeting invitation:

1. The Board of Directors report about the activities of the association and ratifying it.
2. The financial report provided by the Board of Directors and approved by the auditor about the financial status of the association, and ratifying it.
3. Appointing an authorized auditor.
4. Electing a new Board of Directors.

**Article 16:**

The General Assembly meeting shall not commence unless an absolute majority of members are in attendance. If this minimum has not been reached within half an hour of the time specified, the meeting shall be considered postponed for 15 days from the date of the specified meeting and shall be held in the same place and at the same time without the need for a new invitation. In this meeting, the attendees, whatever their number may consider issues and make decisions, provided they are not less than one third of the General Assembly members; taking into consideration the standards of majority established by the Law (voting on decisions in the General Assembly).

**Article 17:**

The General Assembly meetings are headed by the Chair of the Board of Directors or the Deputy.

### **Article 18:**

Decisions of the General Assembly are taken by an absolute majority of its members with regards to amending the articles of association and by a two thirds majority of the members with regards to dissolving the Union, amending its objectives, dismissing members of the board, or decisions related to its incorporation or integration.

### **Article 19:**

The Secretary of the Board records the minutes of the General Assembly meetings and signs them together with the Chair of the Board. These minutes act as evidence on the content and the legitimacy of the meeting as well as the decisions taken.

### **Article 20:**

The Board of Directors of the Union comprises seven members and reports to the General Assembly on all financial matters during the Board's tenure. The Board of Directors is limited to a period of two years, and the Chair, Deputy, Treasurer and Secretary are elected during the first Board meeting after each election.

### **Article 21:**

1. A Chair of the Board may not be nominated for two consecutive terms.
2. A Board member may not be a board member of another association with goals and objectives contradicting those of the Performing Arts Union.
3. A Board member shall act for the benefit of the Union, in accordance with its objectives as stated in these articles and in accordance with the decisions of the General Assembly, and shall perform all the duties required by the Union under the NGOs law in force.
4. The Board of Directors may not include two or more members who are first or second degree relatives.
5. A Board member may not have a paid job in the union.
6. A Board member may not represent the Union for anything in which he/she has a personal interest.
7. An Association shall cease to be a member as soon as it loses its eligibility.

**Article 22:**

The elected Board of Directors shall meet within ten days of its election by the General Assembly in order to distribute the administrative positions to the board members.

**Article 23:**

The Board of Director holds its ordinary meeting at least once every three months, at the invitation of the Chair or the Deputy Chairm. The necessary quorum for the meeting is two thirds of the members and decisions are taken by an absolute majority. A special session is held whenever necessary, when it is called for by the Chair or the Deputy Chair or at the request of one third of its members.

**Article 24:**

If, as a result of the resignation or death of some board members, the minimum number of members required for the formation of the board is not achieved, the remaining members shall assume the responsibilities of the Board as an interim committee for a maximum period of one month, during which time the General Assembly will be called to elect a new Board of Directors for the Union.

**Article 25:**

If the interim committee is unable to carry out its responsibilities or in the case of a collective resignation of the members of the board, the Minister of relevance shall appoint an interim committee from the members of the General Assembly to assume the responsibilities of the board for a maximum period of one month, during which time the General Assembly will be called to elect a new Board of Directors.

**Article 26:**

Members of the Board shall not fail to attend the meetings unless an acceptable excuse is provided. In case of absence for three consecutive meetings without an excuse or five meetings with an excuse, the member may lose his/her position.

## **Article 27:**

The Board of Directors shall exercise all authorities pertaining to the management of the Union including:

1. Approving the organizational structure, the financial policies, the committees and all the instructions necessary for the operation of the Union as well as its internal financial controls and adoption of its programs and annual plans according to the recommendations and suggestions of the General Assembly
2. Ensuring the soundness of the financial system and the compatibility of the collection and expenditure processes with the benefit of the union and its objectives
3. Working on finding sources of funding to support the Union
4. Managing the affairs of the Union according to the organizational structure approved by the General Assembly
5. Preparing the internal rules, regulations and operating instructions
6. Recruiting and dismissing the employees of the Union and preparing their job descriptions and evaluations
7. Ensuring the compatibility of the programs and activities with the philosophy of the Union
8. Forming the committees that it deems necessary for the enhancement of work quality and determining the functions of each of them
9. Preparing closing accounts for the financial year and the budget for the new year
10. Submitting financial and administrative reports as well as any future plans and projects to the General Assembly
11. Calling the General assembly for the ordinary and the extraordinary sessions and executing its decisions in accordance with the provisions of the articles of association
12. Following up on any comments received from the competent ministry with regards to the work of the Union and responding to them
13. Promoting the philosophy of the Union and its principles and working to build bridges through developing relationships and activities
14. Managing the following records:
  - A. The correspondence record

- B. The articles of association including the names of the members of the Board of Directors in each round of elections and the date of their election
- C. The record of the minutes of the meetings of the Board of Directors and the General Assembly organized in chronological order
- D. The record of revenues (cash and in kind) and expenses, in detail and according to the financial rules adopted.
- E. Minutes of meetings

**Article 28:**

Any member of the Board of Directors, being a representative of the member Association, may resign from his/her position at any time by submitting a written notice to the Board of Directors, which in return, shall make a decision regarding this matter within a period not exceeding one month from the date of submission. In the case of no reply, this shall be considered an implicit acceptance by the Board.

**Article 29: Powers of the Chair of the Board:**

1. Heads Board meetings and moderates Board discussions
2. Represents the Union locally and internationally
3. Follows up on the work of the Union and its committees
4. In case of absence or apology of the Chair, the deputy Chair assumes the Chair's powers.
5. Monitors the regularity of the administrative work in the Union
6. Signatory of all financial documents with the Treasurer.

**Article 30: Powers of the Secretary of the Board:**

1. Sending out invitations for the Board meetings
2. Preparing the Board meeting agendas and notifying the General Assembly about the meetings at least two weeks in advance

3. Recording the proceedings of the Board of Directors and the General Assembly meetings and following up on their implementation of action items
4. Safekeeping the Union's records and all documents and seals in the Union headquarters
5. Contributing to the preparation of the annual report covering the activities of the Union.

**Article 31: Powers of the Treasurer:**

1. Supervising the annual inventory work procedure
2. Preparing the annual budget of the Union
3. Executing the decisions of the Board of Directors that are related to financial issues of the Union.
4. Signatory of all financial documents with the Chair.

**Chapter Five:**  
**The Financial Resources: Uses and Management**

**Article 32: The Union's Revenues consist of:**

1. Membership fees
2. Unconditional donations, grants and subsidies
3. Resources determined by the Board of Directors
4. Returns on investments of the Union and revenues of its projects

**Article 33:**

The Union shall have an annual budget that covers the Gregorian Calendar starting at the beginning of the first day and ending at the end of the last day. The budget must be approved by an authorized auditor.

**Article 34:**

The Union shall deposit its cash in an authorized bank.

**Article 35:**

The Union shall show the external auditor its accounting records, minutes of meetings and payment and receipt vouchers.

**Article 36:**

All funds of the Union are dedicated to the achievement of its objectives. No amount shall be spent on any other purpose.

**Article 37:**

The Union shall submit an annual financial report certified by an authorized external auditor including all revenues and expenditures of the Union to the competent ministry within a maximum period of four months from the end of the financial year.

**Article 38:**

To withdraw any sum of money deposited in the bank accounts of the Union, checks or any other financial instrument must be signed by two of three authorized signatories. It is mandatory that the signature of the Chair of the Board be one of them alongside the signature of the Treasurer.

**Chapter Six**

**Dissolution of the Union**

**Article 39:**

The Union shall be dissolved should any of the following conditions apply:

1. The General Assembly decides to dissolve the Union. The Ministry of Interior must be informed of the decision as soon as it is issued.
2. The Union does not assume its actual responsibilities within a year of its registration, unless the inactivity is due to compelling circumstances beyond the control of the Union; in this case, its registration is cancelled by the Ministry of Interior by a written formal letter.

3. The Union commits a confirmed and fundamental breach of its articles of association and is not capable of correcting this situation within three months of the written warning issued to the Union by the Minister of Interior or the competent department in the Ministry.
4. Any outstanding funds left after the dissolution of the Union, and the payment of all obligations owed, shall be paid to the parties specified by law.

## **Chapter Seven**

### **General Provisions**

#### **Article 40:**

The Union has the right to participate in, or belong to any organization or any Arab, regional or international union outside the Palestinian territories given that the competent authorities are notified.

#### **Article 41: Founding Members:**

The following associations are the founding members of this Union:

1. Al Kamandjati Association in Ramallah, registered with the Ministry of Interior under number RA.2233-C4, represented by its Chair of the Board.
2. Al Harah Theatre in Beit Jala, registered with the Ministry of Interior under the number BL-455-C, represented by its Chair of the Board.
3. Yes Theatre For Communication Among Youth in Hebron, registered with the Ministry of Interior under number HB-4139-CU, represented by its Chair of the Board.