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THE AFRICAN RADIO DRAMA

ASSOCIATION (ARDA)

CONSTITUTION

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LAGOS.

Constitution

PREAMBLE: The African Radio Drama Association is an Independent, non-official, non-governmental, non-political and non-profit making body covering the entire federation of Nigeria.

ARTICLE 1. NAME AND TITLE

The Association shall be known, called and Designated "THE AFRICAN RADIO DRAMA ASSOCIATION (ARDA), hereinafter referred to as the ARDA

TITLE

The title of the Corporate body shall be "The Incorporated Trustees of the African Radio Drama Association.

- (b) The office of the Association shall be located in Lagos State, and/or in such other places or localities within in the federation as may be determined by the Governing Council.

ARTICLE II: OBJECTS OF THE ASSOCIATION

The objects for which the Association is established are:

- (1) To promote the development and Articulation of African Culture, Arts, and Music through the medium of Radio Drama, production of programmes, jingles, commercials, documentaries, plays, films, songs, music and other devices suitable for the purpose of broad casting by television, radio or print.
- (2) To spread awareness and information in Africa on socio-political, economic and educational developments such as over-population, depletion of the ecosystem, Aids, Drug-abuse, status of women in the society, advantages of breast feeding, family planning, and such other developments through the medium of radio drama and other media and to advocate the respect of governments and policymakers of the profession.
- (3) To organise, plan and hold seminars exhibitions, workshops; or symposia for the exchange of ideas on enhancement and promotion of African culture through Radio Drama and to encourage African Radio Drama serial writers and researchers to share and exchange ideas on developing relevant enter-educate materials for the benefit of the national, continental and international communities.
- (4) To provide advisory services with a view to enhancing the efficacy of radio as an important medium for disseminating information relevant for social, cultural and economic development of the continent and to establish schools or organise workshops, symposia, seminar by which people may obtain education and instruc

tion in Radio Drama, production communication generally, and in subjects that may be related or conducive to knowledge or skill in the profession.

- (5) To co-operate with governments, inter-governmental, non-governmental international organizations and other bodies for the promotion of programmes for the benefit and development of the people of Africa.
- (6) To provide a forum of national and world-wide linkage and exchange of ideas, concepts, contacts and information between members on developments in Radio Drama especially serial writing and to create a pool of resources, data base for professionals and in general, act as a clearing house for members as well as other professionals in radio drama and related fields.
- (7) To engage in research into problems relating to production, prospects and development of Radio Drama and to act as Consultants and advisers on problems relating to Radio Drama Production and programmes production generally and to inform and encourage members to apply new technologies in production.
- (8) To encourage or assist Radio Drama Serial writers in the production of radio drama and the adaptation of stage, or screen play or documentaries to radio drama or vice versa and to collect and distribute information and statistics among members.
- (9) To strive to improve and enhance the welfare, working conditions and dignity of members, protect their rights in the work place, standardize professional practices and establish a code of conduct for the members.
- (10) To undertake and act as agents for the members of the Association, its affiliates and related professionals in the gathering and distribution of knowledge and information and to assist in the acquisition and protection of members' copyrights, patent rights, rights of representation, any other rights of production and reproduction of plays, musics, songs, words, dramas, compositions and other works.
- (11) To print, publish, record produce or cause to be produced any play, film song, music, sound or words on magnetic or video tapes, celluloid vinyl disc or any other form and distribute and disseminate any matter so printed or produced and to grant licences and rights in respect of any such property of the Association.
- (12) To contract persons to write compose, adapt, arrange, produce, broadcast, radio drama, cinematograph, sketches, jingles, songs and any other theatrical, musical, or variety composition and to enter into arrangements with authors, composers, lyric writers, and other persons/ professionals for the dramatic or other rights of such compositions or

for the adaptation or representation thereof in any other part of the world.

- (13) To carry out legitimate activities which may facilitate the realization of the objects for which the Association is established which activities may include but shall not be limited to the following
- (a) Publication of quarterly newsletter to meet local and international information and data requirements of African Radio Drama, Radio Programme and other programmes production generally.
 - (b) Provision and organization of intellectual forum for well researched essays and papers on new trends, experiences, problems, solutions and prospects of radio drama universally.
 - (c) Production, transmission, sponsorship of Radio Drama and other productions.
- (14) To acquire whether by purchase, exchange lease any structure, or otherwise land, or building in on or from which or in relation to which any production event happening or occurrence suitable or likely to be suitable for forming a radio or television programme or where any part thereof may take place or otherwise suitable for the objects of the Association.
- (15) To do all such other lawful things as are incidental or conducive to the attainment of the above objects and to carry on any other activity which may seem to the Association capable of being conveniently carried on in connection with the objects or calculated directly or indirectly to enhance the promotion and development of African Radio Drama, African Arts and Culture and the development of Africa generally.

ARTICLE III MEMBERSHIP

1. The membership of the Association shall be open to persons, firms or companies who are professionals in the production of Radio Drama, and other related fields. Every Candidate for membership shall be proposed by two members and the appointment shall be in the discretion of the Governing council. All applications for membership shall be made in writing, signed by the candidate and the proposers.

2. HONORARY MEMBERS

- (a) The council may invite as honorary members professionals and experts in fields related to the objects of the Association or whose experience, knowledge or profession can enhance or otherwise benefit the Association.

Provided that there shall not be more than 5 honorary members

at any time and such members shall not be required to pay subscription and may be removed at the discretion of the governing council.

- (b) Honorary members shall be entitled to all the benefits and privileges of membership except that they shall not be qualified to be officers of the Association or members of the Governing Council or to vote as members.

WITHDRAWAL

- 3. A member desiring to withdraw from the Association shall give two months notice in writing to the Secretary and ensure payment of all subscriptions and other outstanding dues for the year.

(4) EXPULSION

- (1) The Governing Council shall have power to expel any member who shall offend against the rules of the Association or whose conduct shall in the opinion of the governing council, be injurious to the character of the Association or be objectionable or render him unfit for membership.
- (b) Before any such member is expelled, the governing council shall give him fourteen days written notice to attend a meeting of the council and shall inform him of the complaints made against him. No member shall be expelled without first having an opportunity of appearing before the governing council and answering the complaints made against him nor unless a majority of the members of the council then present, vote in favour of his expulsion.
- (2) If any member shall be convicted on indictment of any criminal offence or adjudged bankrupt or makes a composition or arrangement with his/her creditors under the provisions of any law, or shall become a lunatic or of unsound mind, he shall thereupon cease to be a member of the Association.
- (3) Any person shall on expulsion or on ceasing to be a member of the Association forfeit all rights or any claim upon the Association its property and funds.

ARTICLE IV FINANCE

The Association shall mobilize funds through membership subscriptions, grants, contributions donations and other internally generated revenue.

(1) SUBSCRIPTIONS:

- (a) The Annual membership subscription shall be determined

from time to time by the Governing Council and shall be payable on or before the 1st of January in each year (except the first subscription of a new member).

- (b) Members of the Association whose annual subscriptions are in arrears for three months may, after one month's notice from the secretary, be excluded from membership by the governing council, but shall continue to be liable for the arrears. The council may reinstate such persons on payment of all arrears and of any expenses incurred by the Association in connection therewith. The council may, in special cases, suspend the operation of this regulation.

2. **CONTRIBUTIONS**

Any person, firm, corporation, association, foundation or other organisation interested in advancing the Association's objectives may offer grants and/or contributions to the Association without necessarily becoming a member. PROVIDED that part of such contribution may at the discretion of the council be allocated to membership dues whereupon such donor may be elected to Honorary membership with the attendant rights and privileges.

ARTICLE V - AFFILIATIONS

The Association is an Affiliate of the African Radio Drama Association with its headquarters at Harare, Zimbabwe (the Nigerian chapter) and it may grant or accept affiliation with other appropriate organisations with mutual interests upon such terms and conditions as the governing council shall in each case approve.

ARTICLE VI-TRUSTEES

- (a) There shall be a Board of Trustees of the ARDA who for the purpose of the Companies and Allied Matters Decree No 1 of 1990, Part C shall be appointed at a General Meeting in accordance with the provisions of this Regulations.
- (b) Such Trustees (hereinafter referred to as "The Trustees") shall be Eight in Number and shall be known as the "THE REGISTERED TRUSTEES OF THE AFRICAN RADIO DRAMA ASSOCIATION (NIGERIAN CHAPTER)"
- (c) The five foundation members of the Association hereinafter stated shall be members of the board of Trustees and shall hold office for life.
 - (1) Mr. Femi Jarrett
 - (2) Mrs. Data Phido
 - (3) Mr. Ihria Enakimio
 - (4) Mr. Kola Ogunjobi
 - (5) Mrs. Mini Soyoola(hereinafter collectively called the Foundation Trustees)

- (d) A Trustee shall cease to hold office if he:
- (i) Resigns his office
 - (ii) Ceases to be a member of the ARDA
 - (iii) Becomes insane or of unsound mind.
 - (iv) Is officially declared bankrupt
 - (v) Convicted of a criminal offence involving dishonesty in a court of competent jurisdiction.
 - (vi) Is recommended for removal from office by a Governing Council's and Board of Trustees resolution and majority vote of members present at any general meeting of ARDA.
 - (viii) Ceases to reside in Nigeria.
- (e) Upon a vacancy occurring in the number of Trustees by reason of death, resignation or removal and if it shall appear necessary to the Governing Council that a new Trustee or Trustees be appointed or if the Governing Council shall deem it expedient to appoint additional Trustee or Trustees, the Council shall by resolution recommend the person or persons to be appointed to the General Meeting for appointment.
- (f) The Trustees shall have a common seal the impression of which is as shown in Enclosure F of the forms of Incorporation.
- (g) Such Common Seal shall be kept in the custody of the Secretary of the Association who shall produce it when required for use by the Trustees.
- ✓ (h) All documents to be executed by the Trustees shall be signed by the Chairman, Four other Trustees and the secretary and sealed with the common seal.
- (i) The Trustees shall apply to the Corporate Affairs Commission for Certificate of Incorporation of the Association under the Companies and Allied Matters Decree, 1990, Part C.
- (j) If such Certificate is granted, the Trustees shall have power to accept and hold in Trust, all land belonging to the African Radio Drama Association and to acquire land on behalf of the ARDA subject to such conditions as the Commission may impose.
- (k) The Trustees shall be the legal representatives of the Association in any case arising in or cited before a law court affecting the interests of the Association.

ARTICLE VII - GOVERNING COUNCIL

1(a) The management of the Association shall be deputed to a Governing Council of not more than six members five of whom shall be members of the Board of Trustees and one other member of the Association who shall be elected at the Annual General Meeting of the Association.

(b) The Council shall choose one of its members to be Chairman who shall be the Chairman and Chief Executive Officer of the Association and shall be primarily responsible for planning, managing and administration of the Association's affairs and operations, consistent with policies formulated by the Governing council in addition to other duties incidental to the office.

(c) The Foundation Trustees namely

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|-----|--------------------|---|---------------|-----|
| (1) | Mr. Femi Jarrett | - | Chairman | } = |
| (2) | Mrs. Data Phido | - | Vice-Chairman | |
| (3) | Mr. Ihria Enakimio | - | Member | - |
| (4) | Mr. Kola Ogunjobi | - | Member | - |
| (5) | Mrs. Mini Soyoola | - | Member | |

Shall constitute five of the six member governing council and shall hold office as members of the Council at their pleasure until death or resignation.

(d) Other or subsequent members of the Governing Council shall hold office for a term of two years and may be re-elected by the members in a general meeting for a further term of two years.

2. The Council may from time to time make repeal and amend all such regulations (not inconsistent with these rules) as they shall think expedient for the management and well being of the Association and may thereby impose reasonable fines for the breach of such regulations. Any member who has incurred a fine shall be notified thereof by the Secretary and requested to pay the same forthwith and in default of his paying the same within three months from the date of such notice shall cease to be a member. All regulations made by the council under this rule shall be binding upon the members until repealed by the council or set aside by a resolution of a general meeting of the Association.

3. The council may appoint sub-committees and depute to them any of its powers except those relating to the election and expulsion of members.

4. All expenses of the officers, trustees and council reasonably incurred on behalf of the Association for the registration, stationery and other running expenses of the Association shall be authorized for payment by the council.

5. **PROCEEDINGS OF THE GOVERNING COUNCIL**

- (a) Meetings of the council shall be called by the Secretary for at least once in every quarter of a year to examine the accounts and arrange the affairs of the Association. Additional meetings may be called by the Secretary if requested by the Chairman or any member of the Council. Notice in writing of the time place and purpose of each meeting shall be delivered to each member of the Council at least seven days prior to the time of holding the meeting.
- (b) Every member of the council shall have one vote on every question and in case of equality the Chairman or other member presiding at the meeting shall have a second vote.
- (c) Four members of the Council shall form a quorum.
- (d) The Secretary shall keep minutes of the proceedings of each meeting which shall be read and confirmed at the next meeting.
- (e) The Chairman of the Association shall be the Chairman of the meeting of the Council, but if he is not present after half an hour of the time of the meeting then the Vice Chairman shall preside if present, otherwise the members present shall appoint one of their number to be chairman of the meeting.
- (f) In the event that any vacancy shall occur in the council either by death, resignation or inability to act, the remaining members of the the council shall by resolution recommend a member to be appointed by the General Meeting.

6. **SECRETARY**

The Council shall have power to appoint pay and dismiss a secretary and such other officers or servants as they may deem necessary. The secretary shall keep maintain and have general charge of the records of the Association and shall attend meetings of the Association, the Board of Trustees and the Governing Council and keep minutes thereof.

7. **BORROWING POWERS**

The Council may exercise all the powers of the Association to borrow money for the purposes of the Association in such form and manner and upon such security as shall be specified and thereupon the Trustees shall at the direction of the Council make all such dispositions of the Association's property or any part thereof and enter into such agreements in relation thereto as the Council may deem proper for giving security for such loans and interest. All members of the Asso

ciations and all persons becoming members of the Association after the passing of such resolution shall be deemed to have assented to the same.

ARTICLE IX: GENERAL MEETINGS

- (1) An Annual General Meeting of the Association shall be held once in each year upon a date and at a time to be fixed by the Governing Council for the following purposes:-
 - (a) To receive from the Council a report, balance sheet and statement of Accounts for the preceeding financial year end and an estimate of the receipts and expenditure for the current financial year.
 - (b) To elect officers and fill vacancies in the Board of Trustees or Governing Council and to appoint an auditor for the ensuing year.
 - (c) To decide on any resolution which may be duly submitted to the meeting as hereinafter provided.
2. The Governing Council may at any time and for any special purpose call a Special General Meeting and shall do so forthwith upon the requisition in writing of two-third of the members stating the purpose for which the meeting is required and any member desirous of moving any resolution at the Annual General Meeting shall give notice thereof in writing to the Secretary not less than Twenty-one days before the date of such meeting.
3. Twenty-one days at least before any General Meeting a notice of such meeting and of the business to be transacted thereat shall be sent to every member and no business other than that of which notice has been so given shall be brought forward at such meeting. The accidental omission to give notice of a meeting to or non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceeding at that meeting.
4. **PROCEEDINGS AT GENERAL MEETINGS**
 - (a) At all general meetings of the Association, the Chairman of the Governing Council and in his absence the Vice-Chairman or a member of the Council shall take the chair.
 - (b) Every member present shall be entitled to one vote upon every motion and in case of equality of votes, the Chairman shall have a casting vote. The council shall be empowered if they think fit to make regulations for enabling members unable to be present to vote by proxy or in writing.

A member who has not paid the annual subscription shall not be eligible to vote.

5. QUORUM

- (a) The quorum at all general meetings shall be two-thirds of the members of the Association and no business shall be transacted at the General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- (b) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved; in any other cases shall stand adjourned to the same day, time and place in the next week and if no quorum is present, within half an hour, from the time appointed, the members present shall be a quorum.

ARTICLE X ACCOUNT

- 1. The Governing Council shall cause proper books of accounts to be kept with respect to
 - (a) Monies received and expended by the Association and the matters in respect of which the receipt and expenditure takes place.
 - (b) Sales and purchase of goods by the Association.
 - (c) Assets and liabilities of the Association.
- 2. The books of account shall be kept at the office of the Association or at such other place or places as the Governing Council shall think fit and shall be open to the members of the Boards of Trustees and members of the Governing Council and subject to such reasonable restrictions as to the time and manner of inspecting the same as may be prescribed by the Governing Council, of the members.
- 3. The Governing Council shall from time to time cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets group account (if any) and reports as shall be prepared.
- 4. The financial year of the Association shall end on the 31st day of December in each year to which day the Accounts of the Association shall be balanced.

ARTICLE XI AUDIT

1. The books of Account and financial records of the Association shall be audited after the end of the financial year by a qualified Accountant who shall be appointed at each Annual General Meeting and who shall not be a member of the Association.

ARTICLE XII DISSOLUTION

1. The Association may be dissolved by a resolution of two-thirds of the members of Association carried at a special general meeting the notice of which shall contain a copy of the proposed resolution with the ratification of a majority of the members of the Governing Council.
2. The dissolution shall take effect on the day when the Governing council ratifies the resolution and the Governing Council shall be responsible for the winding up of the Association.
3. The Governing Council shall realize the Assets of the Association, discharge, its debts and other obligations and distribute the surplus (if any) in accordance with the Special Clause in Appendix A of this constitution.

ARTICLE XIII INDEMNITY

Every member of the Governing Council, Board of Trustees, Auditor, Secretary and other Officers for the time being of the Association shall be Indemnified by the Association against all costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties or in relation thereto.

ARTICLE XIV AMENDMENTS

The Articles or any part thereof may be amended, altered, revoked or added to as and when the governing council deems fit provided that no such addition, deletion, or any other form of amendment shall become effective until ratified by a two-third majority of the vote of the members present and voting at any annual or special general meeting of the Association. Written notice of any such proposed change shall be sent to the members at least twenty-one days prior to the meeting at which it is to be voted upon.

ARTICLE XV INTERPRETATION OF RULES

- (1) The Governing Council shall be the sole authority for the interpretation of these rules and of the regulations made from time to time by the council and the decision of the council upon any question of interpretation or upon any matter affecting the Association and not provided for by these rules or by the Regulations shall be final and binding on the members.
- (2) In these Articles unless there be something in the subject or context inconsistent therewith:

"Governing Council" or "Council means the Executive Council for the time being constituted as distinct from committees of the council".
Foundation Trustees means:

Mr. Femi Jarrett, Mrs. Data Phido, Mr. Ihria Enakimio, Mr. Kola Ogunjobi, Mrs. Mini Soyoola, collectively.

"Month means Calendar month.

"Seal" means the Common Seal of ARDA

"Secretary" means any person including an Assistant Secretary
appointed by the Governing Council to perform
the duties of the Secretary.

"ARDA" means the African Radio Drama Association.

Words importing the singular member only include the plural and vice versa and words importing the masculine gender only include the feminine gender.

Words importing persons only include bodies corporate, unless expressly stated to the contrary.

Dated this _____ day of _____ 1996

APPENDIX A - SPECIAL CLAUSE

- (1) THE INCOME AND PROPERTY OF THE AFRICAN RADIO DRAMA ASSOCIATION whensoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this RULES AND REGULATIONS/CONSTITUTION. And no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the African Radio Drama Association.
2. PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the African Radio Drama Association in return for any service actually rendered to the Association but so that no member of the Council of Management or Governing Body shall be appointed to any salaried office of the ARDA or any office of the ARDA paid by fees; and that no remuneration or other benefit in money or money shall be given by the ARDA to any member of such Council or Governing Body except repayment of out-of-pocket expenses or reasonable and proper rent for premises demised or let to the ARDA provided that the provision last aforesaid shall not apply to any payment of any Company to a member of the ARDA may be a company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.
3. NO ADDITION, alternation or amendment shall be made to or in the RULES AND REGULATIONS/CONSTITUTION for the time being in force, unless the same have been previously submitted to and approved by the Registrar-General.
4. In the event of a winding up or dissolution of the ARDA there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the ARDA but shall be given or transferred to some other institution or institutions, having objects similar to the objects of ARDA and the body or bodies are prohibited from distributing its or their income and property amongst its or their members to an extent at least as great as is imposed on the ARDA under or by virtue of the SPECIAL CLAUSE hereof, such institution or institutions to be determined by the members of the African Radio Drama Association at or before the time of dissolution and if in so far as effect cannot be given to the aforesaid provision then to some other charitable object.