

**CONSTITUTION
OF
WOLE SOYINKA SOCIETY
INCORPORATED**

FOUNDED IN LONDON 10 MARCH 2004

NAME

1. The Association's name is Wole Soyinka Society Incorporated (and in this document is called "the Society"). And it is an independent entity whose identity is distinct from those of its members. Its existence is not dependent on the lifespan of any particular individual person or group of persons.

OBJECTS

2. The Society's objects ("the Objects") are to promote the study and the teaching of the works of the 1986 winner of the Nobel Prize for Literature through the:
 - a. A. Biennial **Conferences**, which may be held on rotational basis amongst the continents
 - b. B. Publications of journals like the ***Soyinka Journal*** (ISSN: 1742-3384), which is an academic publication on the Nobel Laureate's works;
 - c. **Summer Workshops**, which is a community engagement activity to promote the understanding of the components of Soyinka theatre
 - d. **Soyinka Theatre Season**, which is a community engagement activity promoting the performance of Soyinka plays
 - e. Any other community engagement programs approved by the society in furtherance of the objectives of the members of the society as social intellectuals
3. In furtherance of the Objects but not otherwise the Society may exercise the following powers:
 - a. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
 - b. To raise funds and to invite and receive contributions; provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

- c. To acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - d. Subject to clause 4 below to employ each staff, who shall not be principal officers of the Society (hereinafter referred to as “the Governing Council”), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - e. To establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - f. To co-operate with other organisations, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them;
 - g. To pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society, and the execution of its programmes;
 - h. To do all such other lawful things as are necessary for the achievement of the Objects;
4. The income and property of the Society shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Society, and no member of the Governing Council shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money’s worth from the Society: Provided that nothing in this document shall prevent any payment in good faith by the Society:
- a. Of the usual professional charges for business done by any member of the Governing Council who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Society to act in a professional capacity on its behalf: Provided that at no time shall a majority of the members of the Governing Council benefit under this provision and that a member of the Governing Council shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - b. Of reasonable and proper remuneration for any services rendered to the Society by any member, officer or servant of the Society who is not a member of the Governing Council;

- c. Of interest on money lent by any member of the Society or Governing Council at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Governing Council;
 - d. Of fees, remuneration or other benefit in money's worth to any company of which a member of the Governing Council may also be a member holding not more than 1/100th part of the issued capital of that company;
 - e. Of reasonable and proper rent for premises demised or let by any member of the Society or Governing Council;
 - f. To any member of the Governing Council of reasonable out-of-pocket expenses.
5. The liability of members is limited to their annual membership fees.
6. Every member of the Society undertakes to contribute such amount as may be required (not less than the equivalent of \$50) to the Society's assets if it should be wound up while he or she is a member, for payment of the Society's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
7. If the Society is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

MEMBERS

8. (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules under Article 45 and Article 46 shall be members of the Society. No person shall be admitted a member of the Society unless the Governing Council approves his/her application for membership and/or the subscriber has paid the annual fee in full.
- (2) Unless the members of the Governing Council in general meeting shall make other provision under Article 45 the Governing Council may in their absolute

discretion permit any member of the Society to resign, provided that after such resignation the number of members is not less than two. A member may be deemed to have resigned if he/she fails to pay the annual membership fee. Membership may be restored on payment of annual fees. The membership type and annual fee are as follows:

Type Fee

Life Membership	\$500
Institutional Membership	\$250
Regular Membership	\$50
Graduate Student Membership	\$25
Undergraduate Membership	\$20

GENERAL MEETINGS/CONFERENCES

9. The Society shall hold a Biennial General Meeting/conferences in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 23 months shall elapse between the date of one general meeting of the Society and that of the next: The general meeting shall be held at such times and places as the BGM shall appoint. All general meetings other than Biennial General Meeting shall be called extraordinary general meetings.

NOTICE OF GENERAL MEETINGS

10. A Biennial General Meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a member of the Governing Council shall be called by at least one hundred and eighty (180) clear days’ notice. All other extraordinary general meetings shall be called by at least ninety (90) clear days’ notice:

(1) In the case of an Biennial General Meeting, by all the members entitled to attend and vote; and

(2) In the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 55 percent of the total voting rights at the meeting of all the members. The notice shall specify the time and place of the meeting and the general nature of the

business to be transacted and, in the case of an Biennial General Meeting, shall specify the meeting as such.

PROCEEDINGS AT GENERAL MEETINGS

11. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
12. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
13. The chairperson, if any, of the Governing Council or in his/her absence some other person nominated by the Governing Council shall preside as chairman of the meeting, but if neither the chairperson nor such other member of the Governing Council (if any) be present within fifteen (15) minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be chairman and, if there is only one member of the Governing Council present and willing to act, he shall be chairman.
14. If no member of the Governing Council is willing to act as chairperson, or if no member of the Governing Council is present within fifteen (15) minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
15. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Constitution, a poll may be demanded:
 - (1) By the chairperson; or
 - (2) By at least two members having the right to vote at the meeting; or
 - (3) By a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
16. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or

not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

17. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
18. A poll shall be taken as the chairperson directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote he may have.
20. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairperson directs not being more than eighteen (18) months after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

VOTES OF MEMBERS

21. Subject to Article 19, every member shall have one vote.
22. No member shall be entitled to vote at any general meeting unless all moneys then payable by the member to the Society have been paid.
23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.
24. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination

of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

25. Any organisation which is a member of the Society may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorized shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

MEMBERS OF THE GOVERNING COUNCIL

26. The number of principal officers shall not be less than three but (unless otherwise subject to a number of legal duties determined by ordinary resolution) shall not be subject to any maximum.
27. The first members of the Governing Councils shall be those persons named in the statement that announced the formation of the Society, who shall be deemed to have been appointed under the articles. Future members of the Governing Council shall be elected as provided subsequently in the articles.

POWERS OF GOVERNING COUNCIL

28. Subject to the provisions of Constitution and to any directions given by special resolution, the business of the Society shall be managed by the Governing Council who may exercise all the powers of the Society. No alteration of the Constitution and no such direction shall invalidate any prior act of the Governing Council, which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Constitution shall not be limited by any special power given to the Governing Council by the articles and a meeting of the Governing Council at which a quorum is present may exercise all the powers exercisable by the Governing Council.

29. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Governing Council shall have the following powers, namely:

(1) To expend the funds of the Society in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Society such part of the funds as they may see fit and to direct the sale or

transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Society;

(2) To enter into contracts on behalf of the Society.

ELECTION OF MEMBERS OF THE GOVERNING COUNCIL

30. At the first Biennial General Meeting all the members of the Steering Committee shall step down from office, and at every subsequent annual general meeting principal officers that will constitute the Governing Council will be elected after a process of nomination.

31. No persons may be appointed a member of the Governing Council:

(1) If they are under the age of 18 years; or

(2) In circumstances such that, had he already been a principal officer of the Society, he would have been disqualified from acting under the provisions of Article 33.

32. The Governing Council may appoint a person who is willing to act to be a principal officer of the Society either to fill a vacancy or as an additional member of the Governing Council. An Official so appointed shall hold office only until the next following annual general meeting. If not re-elected at such annual general meeting, he shall vacate office at the conclusion thereof.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE GOVERNING COUNCIL

33. A member of the Governing Council shall cease to hold office if he/she:

(1) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

(2) Resigns his/her office by notice to the Society (but only if at least two principal officers will remain in office when the notice of resignation is to take effect); or

GOVERNING COUNCIL'S EXPENSES AND RIGHTS

34. The principal officers of the Society may be paid all reasonable traveling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Governing Council or committees of principal officers or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

PROCEEDINGS OF GOVERNING COUNCIL AND SOCIETY

35. Subject to the provisions of the articles, the Governing Council may regulate its proceedings and those of the Society as it thinks fit. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.
36. The quorum for the transaction of the business of the Governing Council and Biennial General Meeting may be fixed by the principal officers but shall not be less than one third of their number or two members of the Governing Council, whichever is the greater.
37. The Governing Council may appoint one of their numbers to be the chairperson of their meetings and/ or Biennial General Meeting if the person holding that office is unwilling to preside or is not present within five minutes after the time appointed for the meeting.
38. The Governing Council may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Governing Council would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Governing Council.
39. Any bank account in which any part of the assets of the Society is deposited shall be operated by the Governing Council and shall indicate the name of the Society. All cheques and orders for the payment of money from such account shall be signed by at least two members of the Governing Council.

SECRETARY-GENERAL

40. Subject to the provisions of the Constitution, the secretary-general shall be appointed by the Governing Council for such term, at such remuneration (if not a principal officer of the society) and upon such conditions as they may think fit; and any secretary-general so appointed may be removed by them.

MINUTES

41. The Governing Council shall keep minutes in books kept for the purpose:
 - (1) Of all appointments of officers made by the Governing Council; and

(2) Of all proceedings at meetings of the Society and of the principal officers and of committees of principal officers including the names of those present at each such meeting.

ACCOUNTS

42. Accounts shall be prepared in accordance with the provisions of this Constitution.

ANNUAL REPORT

43. The Governing Council shall prepare an annual report of the Society's activities during its life and present it at the Biennial General Meeting.

INDEMNITY

44. Subject to the provisions of the Constitution every principal officer or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

RULES

45. The Governing Council may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- a. The admission and classification of members of the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- b. The conduct of members of the Society in relation to one another, and to the Society's servants;

- c. The setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
 - d. The procedure at general meetings and meetings of the Governing Council and committees of the trustees in so far as such procedure is not regulated by the articles;
 - e. Generally, all such matters as are commonly the subject matter of Society rules.
46. The Society in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Governing Council shall adopt such means as they think sufficient to bring to the notice of members of the Society all such rules or bye laws, which shall be binding on all members of the Society, provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Constitution.

FINANCIAL YEAR

47. The financial year ends December 31.

ADDENDUM

PRINCIPAL OFFICERS

These include, but are not limited to:

1. Chairperson or President
2. Vice Chairpersons or Vice Presidents – Africa, Europe, North America & Canada, Asia, South America
3. Secretary - General
4. Assistant Secretary-General
5. Editor, *Soyinka Journal*
6. Treasurer
7. Internal Auditor(s)

EMPLOYEES

The following persons may be employed by the Society:

1. Executive Director
2. Business Manager – Advertising
3. Business Manager – Subscription
4. Fundraiser(s)
5. Public Relations Specialist
6. Education Officer
7. Admin Officer

THIS CONSTITUTION WAS DRAFTED BY DR. JAMIN OHWOVORIOLE, FOUNDER OF THE
WOLE SOYINKA SOCIETY INC.