

*CONSTITUTION OF*

**A F R I C A O P E N**

Institute for Music, Research and Innovation

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## **1. Name**

The entity “Africa Open Institute for Music, Research and Innovation”, shall be known as “Africa Open”.

## **2. Purpose**

The Purpose of Africa Open is to:

- a. be part of the development of African excellence in research in music;
- b. focus on the contribution of South African and African music to local, continental and international music; and
- c. invest in an innovative, sustainable legacy rooted in collaboration with artists and academics, and the public in general.

## **3. Status**

- a. Africa Open is an interdisciplinary and transdisciplinary institute for music research and innovation in Africa located in the Faculty of Arts and Social Sciences of the University of Stellenbosch (“the Faculty”).
- b. Africa Open incorporates the Documentation Centre for Music (“DOMUS”), housed as a Special Collections section of the Music Library, which is part of the Stellenbosch University (SU) Library and Information Service. DOMUS refers to the physical archive consisting of material brought together in the music library and Department of Music before 2005 and the acquisitions made under the name of DOMUS from 2005 to present .
- c. Africa Open shall be registered as a Type II institute.
- d. Africa Open shall be listed as an entity in the Faculty of Arts and Social Sciences under the appropriate headings in the University Calendar and/or Year Book.

## **4. Vision**

The vision of Africa Open is to create the largest, safest, technologically most advanced open access music archive in Africa, while providing leading edge, networked intellectual space for research, innovation and critical thinking focused on creative music projects in an African context.

## **5. Core activities**

To realise this vision, Africa Open shall engage in the following core activities:

- a. *Heritage Preservation:* As a core asset of Africa Open, DOMUS will continue to order, catalogue and extract value from collections acquired by or bequeathed to it, with particular emphasis on community imperatives.
- b. *Creation of Open Access:* The digitisation of Africa Open's collections and its presentation on open-source technology platforms will create access to engage with a growing community of international researchers, composers and performing artists.
- c. *Independent Research:* Africa Open will bring together diverse and knowledgeable teams of researchers and artists to engage with and develop interdisciplinary and innovative perspectives on disciplinary challenges.
- d. *Collaborative Research:* Through a Visiting Fellows Programme, Africa Open will facilitate creative encounters across continents, musical genres and multiple contexts.
- e. *Post-Graduate Research:* Through its affiliation with the University of Stellenbosch, Africa Open's growing depository of documents and artefacts will provide material for Masters, Doctoral and Post-doctoral studies and capacity to supervise such students, while simultaneously improving the quality and value of Africa Open's data assets.
- f. *Post-Graduate Degrees:* Students who choose to read towards postgraduate degrees in disciplines associated with specific departments, for example Music, will register for Masters and PhD degrees as defined in the SU Yearbook for such departments.

## 6. Governance

Africa Open shall be governed and controlled by a Governing Board, while the day-to-day operational management of Africa Open shall be overseen by a Management Committee.

### 6.1 The Governing Board

- a. The Governing Board shall consist of the following members:
  - Ex officio members: The Dean of the Faculty, the Chairperson of the faculty Research Committee, the senior Director of the SU Library and Information Service, the Chairperson of the International Advisory Board, and the Director of Africa Open;
  - A senior member of the Music Department recommended by the Department of Music;
  - A senior member from another academic department in the faculty, recommended by the Faculty Management Team;
  - A senior member from another faculty recommended by the Faculty Management Team.
- b. The Faculty Board approves the Governing Board.
- c. The chairperson of the Governing Board shall be elected from its members during the first Board meeting for a term of 3 years, after which they will be eligible for re-election for a further term. The Director of Africa Open and the representative of the Music Department shall not be eligible to be appointed as chair of the Governing Board.

- d. The Governing Board shall have the power to co-opt not more than three members for a period determined by the Governing Board. Co-opted members shall not have voting rights on the Governing Board.
- e. The Governing Board will be responsible to:
  - i. Determine general policy in consultation with the Director of Africa Open;
  - ii. Ensure transparency in the use of available funds and provide guidelines for collection acquisitions;
  - iii. Receive reports and recommendations from the Management Committee for approval or amendment;
  - iv. Establish any other committees deemed necessary to perform the activities and operations of Africa Open;
  - v. Create an executive committee of three members that will handle urgent matters and make routine decisions;
  - vi. Establish and oversee Memoranda of Understanding with relevant stakeholders of Africa Open (see Section 7);
  - vii. Delegate specific competencies to the Director of the Centre (see Section 8); and
  - viii. Appoint the International Advisory Board (see Section 9).
- f. The Governing Board shall, annually, through its chairperson, submit a report on the activities and achievements of Africa Open to the Faculty of Arts and Social Sciences.
- g. The Governing Board shall meet at least twice per year, with due notification at least four weeks before a meeting, with the understanding that urgent meetings may be held without due notice if all members approve of it. In the absence of a chairperson the attending members choose a chairperson.
- h. A quorum for a Governing Board meeting is half of the members plus one, with the understanding that the Director must normally be present at all meetings. This does not include co-opted members. If no quorum is present, the meeting shall be postponed for not less than seven (7) and not more than twenty-one (21) calendar days; on the date so determined the members present shall constitute a quorum of half the members plus one.
- i. Decisions shall be taken on a consensus basis. In the event that consensus cannot be reached, decisions are taken by ordinary majority of votes. In the event of a split vote on any matter, the chairperson of the meeting will have the final casting vote in addition to his/her deliberative vote as member of the Governing Board. Co-opted members do not have the right to vote.
- j. Proper minutes of the proceedings shall be kept of each meeting. The keeper of the minutes need not be a member of the Governing Board, but shall in that case not have any right to vote. Copies of the minutes shall be distributed to all Governing Board members within 3 weeks of the meeting.
- k. In fulfilling their advisory role, Governing Board members will be expected to observe policies and principles of good corporate governance and to cooperate in efforts to apply these

principles. This includes the declaration of any conflicts of interest and the reporting of any fraudulent activities.

## 6.2 *The Management Committee*

- a. The Management Committee shall have the following members:
  - i. The Director of Africa Open;
  - ii. The Special Collections Music Librarian;
  - iii. One member of the Board recommended by the Director and appointed by the Dean.
- b. The Management Committee is chaired by the Director of Africa Open.
- c. A quorum for the Management Committee will consist of two members.
- d. The Management Committee reports to the Governing Board and is responsible for assisting the Director in the day-to-day management of Africa Open. This includes:
  - i. Formulating the business plan of Africa Open for Governing Board approval;
  - ii. Drawing up an annual budget for Africa Open for Governing Board approval;
  - iii. Drawing up the annual report of Africa Open and submitting it to the Governing Board for recommendation to the Faculty Board for approval;
  - iv. Establishing priorities and formulating action plans;
  - v. Developing research programs within the course and scope of the strategic plan and objectives of Africa Open;
  - vi. Managing stakeholder relationships in accordance with the vision and strategy of Africa Open and making recommendations to the Governing Board concerning existing and new Memoranda of Understanding;
  - vii. Identifying possible sources of funding;
  - viii. Making recommendations to the Human Resources division of the University for the appointment of staff of Africa Open other than the Director;
  - ix. Any other matters which might arise and which have bearing on Africa Open and on which the Director requests guidance from time to time, excluding matters that fall directly under the powers of the Governing Board, such matters which have to be presented directly to the Governing Board for further decision;
  - x. Any other functions delegated to it by the Governing Board.
- e. The Management Committee meets at least quarterly, with due notice of no less than two weeks before a meeting, with the understanding that urgent meetings may be held without proper notice if all members approve of it.

## **7. Memoranda of Understanding**

- a. Memoranda of understanding can be negotiated and affected by the Governing Board and will govern the working relationships between different stakeholders and Africa Open. In the dynamic environment in which Africa Open operates, these will allow for flexible decision-making and structures. The MOUs will establish guiding principles and direct the division of labour, interaction mechanisms, areas of cooperation and modalities of collaboration.
- b. As the nature and extent of MOUs with different stakeholders will differ, the modalities to amend MOUs and resolve disputes will be stipulated in each MOU.
- c. Towards the collaborative execution of its vision, Africa Open will conclude memoranda of understanding (MOUs) with:
  - i. The Department of Music in the Faculty of Arts and Social Sciences (on academic collaboration);
  - ii. The Stellenbosch University Library and Information Service (where DOMUS will be situated as a Special Collection); and
  - iii. Local and international academic partners, owners or donors of collections and funders.

## **8. Director of the Africa Open**

- a. The Chief Executive Officer of Africa Open shall be known as the Director of Africa Open.
- b. The duties of the full-time Director shall be:
  - i. To give effect to the vision of Africa Open through the promotion, coordination and execution of its core activities as set out above.
  - ii. To present from time to time, for approval by the Board, the strategic and operational plans for the execution of the core activities of Africa Open. The operational plans shall indicate, over specified periods, the resources needed to achieve particular objectives.
  - iii. To present, from time to time, for approval by the Governing Board, reports on the activities of Africa Open.
  - iv. To manage the resources (including physical, technological, financial and human resources) allocated to Africa Open for the execution of its mandate.
  - v. To render limited and agreed-to teaching and supervision support to the Department of Music.
  - vi. To make recommendations for staff appointments (see section 10 below).
  - vii. To be responsible for the day to day activities of the Institute.
- c. The Director shall report the Governing Board.
- d. Administratively Africa Open is seated within the Faculty of Arts and Social Sciences. The line manager of the Director is the Dean.

- e. The Director shall be appointed in the Faculty in accordance with the procedures applicable to appointments at the University of Stellenbosch.

## **9. International Advisory Board**

- a. The Governing Board shall nominate, in consultation with the Director for approval by the Faculty Board, an International Advisory Board (IAB) consisting of no more than 12 (twelve) members.
- b. The term of the IAB shall be four years, with half of all IAB positions becoming vacant every two years.
- c. The IAB shall be selected on the basis of expertise in music research, music librarianship and archival management, general archival management, intellectual and copyright law and fundraising, as well as on national, continental and international standing as artists or scholars.
- d. The chairperson of the IAB shall be elected from its members during the first Board meeting for a term of 4 years, after which they will be eligible for re-election for a further term.
- e. The IAB shall meet at least once per year via Skype or conference call, with due notification at least four weeks before a meeting, with the understanding that urgent meetings may be held without due notice if all members approve of it. In the absence of a chairperson the attending members choose a chairperson.
- f. A quorum for an IAB meeting is half of the members plus one. If no quorum is present, the meeting shall be postponed for not less than seven (7) and not more than twenty-one (21) calendar days; on the date so determined the members present shall constitute a quorum of half the members plus one.
- g. The role of the IAB shall be to:
  - i. Support the Director with advice on the execution of his/her mandate.
  - ii. Enhance the international visibility of Africa Open.
  - iii. Expand networks nationally and internationally.
  - iv. Advise the Governing Board.

## **10. Appointments and compensation**

- a. Appointments (full-time or temporary) are made by the University under advisement of the Management Committee and the recommendation of the Director of Africa Open.
- b. Claims for both administrative and research expenditures as well as travel allowances are paid subject to current University policies and tariffs, out of the funds of Africa Open, unless otherwise stipulated by the funding institution.

## **11. Research and publications**

- a. Africa Open is governed by the relevant policies of the University on research and publication, including the policies on Commercialisation and Intellectual Property.
- b. The results of any research done under the auspices of Africa Open may be published under the name(s) of the author(s) provided that due recognition is given to the role of Africa Open.
- c. In cases of disputes a decision shall be made by the Office of Intellectual Property of the University of Stellenbosch.

## **12. Finances**

- a. Africa Open's funds shall consist of donations, grants, royalties, publication subsidies and branding sponsorships; transfers from departmental or faculty funds, including for but not limited to postgraduate student subsidies; compensation for projects, and payments for specific services.
- b. Africa Open's funds shall be administered and audited by the University's financial services division.
- c. Africa Open's financial year is the same as that of the University of Stellenbosch.

## **13. Legal status**

- a. Stellenbosch University shall act as the legal representative of Africa Open.
- b. Protection against civil liability shall be organised with the appropriate division of the University.

## **14. Effective date**

Africa Open shall come into operation as a Type II Institute within the Faculty after the approval of the Constitution by the Council.

## **15. Revision**

Amendments to this Constitution must be presented to the Governing Board, with sufficient notice of intent, through the Management Committee. Amendments must be approved with a two-thirds majority vote at a properly constituted Governing Board meeting (as outlined above) before being submitted for approval to the Faculty Board, Senate and Council of the University