

# **ANZSA Constitution**

November 2010

## **Article I: Name and Location**

The name of the Corporation is the Australian and New Zealand Shakespeare Association, hereinafter referred to as the "Association." The location of the principal office of the Association shall be fixed by resolution of the Executive Committee. Meetings of the Members may be held at such places as may be designated by the Executive.

## **Article II: Definitions**

"Association" shall mean and refer to Australian and New Zealand Shakespeare Association.

"Executive member" shall mean a duly elected member of the Association's Executive.

"Member" shall mean a member of the Association as provided for under Article IV, Section 1.

"Office Bearers" shall mean those members of the Executive elected to the Officer positions described in Article VIII: Office Bearers and their Duties.

"Conference Committee" shall mean and refer to a body that proposes and coordinates the program for the biennial conference and meeting, in consultation with the Executive as provided for under Article IX, Section 2.

"Chief Office Bearers Committee" shall mean and refer to a body of the Executive that presides over and is responsible for proper maintenance of Association finances and day-to-day operations as provided for under Article IX, Section 1.

"Dues" shall mean the amount payable to become a member or maintain membership of the Association.

"Lifetime Members" and "International Affiliates" shall mean and refer to those persons elected by the Executive and recognised as members of the Association as provided for under Article IV, Section 2.

"In writing," "written," "mail," and "mail ballot" shall mean the common forms of communication used by the Association and be understood to include either written or electronic forms of communication, such as email and the World Wide Web.

### **Article III: Purposes**

The purposes of the Association shall be:

1. To promote learning in the field of Shakespeare studies, especially the promotion of exchanges between researchers, educators, and practitioners, and between scholars of different areas of specialization, such as literary criticism, bibliography and textual studies, performance studies and theatre history, film and adaptation studies, and any other fields of learning which can deepen or broaden understanding of Shakespeare and his works, with a primary focus on the field of Shakespeare studies as practised by researchers, educators, and practitioners in Australia and New Zealand.
2. To hold biennial conferences for the purpose of exchanging ideas and discussing strategies for reading, researching, teaching, staging, and performing the work of William Shakespeare, the cultural and theatrical milieu in which he lived and wrote, and the various roles he has played in historical and contemporary world cultures. Sessions at the biennial conference may include plenary papers, seminars, workshops, performances of the plays by selected acting groups, and screenings of films based on Shakespeare's works.
3. To hold meetings of the Executive and subgroups to represent the Association in planning for world congresses and other international conferences in Shakespeare studies.
4. To operate and maintain said Association exclusively for educational purposes so that from its operation none of its members or officers as such shall enjoy any pecuniary profits.

## **Article IV: Membership**

### ***Section 1. Member***

1. Membership is open to all Shakespeare scholars and to any other persons to whom the study of William Shakespeare is important, whether resident in Australia and New Zealand or elsewhere.
2. Membership is by way of the payment of dues each 2 years as set by the Executive and published on the Association's Website.
3. Membership dues will normally be levied as a component of the registration fees for the biennial conference of the Association, and are required to be paid by Australian and New Zealand resident members in order to attend the biennial meeting.
4. Those persons who are dues-paying participants in the work of the Association are thus entitled to vote.
5. Non-dues-paying participants in the Association may remain on the mailing list, but are not entitled to vote.

### ***Section 2. Lifetime and International Members***

1. The Executive may, on the behalf the Association, give special recognition in the categories of "Lifetime Members" and "International Affiliates" to those persons who currently provide or have provided significant contributions to the Association.
2. A person recognised by the Association as a Lifetime Member or International Affiliate is:-
  - a. Entitled to attend and to vote at the biennial meeting of the Association; and
  - b. Not required to pay dues.

## **Article V: Executive**

### ***Section 1. Number***

An Executive consisting of no fewer than eight (8) and no more than sixteen (16) members including the duly elected Office Bearers of the Association shall manage the affairs of this Association.

### ***Section 2. Term of Office***

Office Bearers and the ordinary members of the Executive will be elected biennially by the membership for terms of two (2) years.

A two-year term shall be defined as extending from the conclusion of one biennial general meeting to the conclusion of the next.

### ***Section 3. Compensation***

No Executive members shall receive compensation for any service they may render to the Association. However, Executive members may be reimbursed for expenses incurred in the performance of their duties.

### ***Section 4. Nomination and Election***

Nominations for election to the Executive shall be made at the biennial general meeting of the Association. Nominations shall be called for Office Bearers on the Executive in the order of offices stated in Article VIII.

Uncontested nominations shall be confirmed by motions seconded and passed by those present.

Where there are a greater number of nominations put forward to the meeting than the position(s) to be filled then an election shall be conducted. In such instances a secret ballot is to be conducted under the direction of the Secretary with the recipient of the highest number of votes duly elected. Any tied votes are to be decided by the drawing of lots.

## **Article VI: Meeting of the Executive**

### ***Section 1. Regular Meetings***

Regular meetings of the Executive of the Association shall be held in conjunction with the biennial general meeting and conference.

### ***Section 2. Special Meetings***

Special meetings of the Executive of the Association shall be held when called by the Secretary, or by any two Officers, after not less than ten (10) days' notice to each member of the Executive. Any special meetings can be conducted by teleconference or other suitable means.

### ***Section 3. Quorum***

A majority of the number of the Executive shall constitute a quorum for the transaction of business. Every action or decision taken by a majority of the Executive members present at a duly held meeting shall be regarded as the action of the entire Executive.

## **Article VII: Duties of the Executive**

### ***Section 1. Power***

The Executive shall have the authority to:

- a. Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of this Constitution;
- b. Review, approve, modify, and/or decline proposals brought forward by the Conference Committee, and determine the basic program for the biennial meeting.

### ***Section 2. Duties***

It shall be the duty of the Executive to:

- a. Propose rules and regulations governing the Association for consideration by the Members;
- b. Cause to be kept a complete record of all its actions and corporate affairs and to present a statement thereof to the Members when such a statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;
- c. Supervise all Officers, Agents, and Employees of this Association and see that their duties are properly performed;
- d. Ensure that both countries, Australia and New Zealand, are fairly represented by the membership of the Executive;
- e. Oversee the fiscal management of the Association's affairs.

## **Article VIII: Office Bearers and their Duties**

### ***Section 1. Enumeration of Offices***

The Chief Office Bearers of this Association shall be the President (who serves also as the Chair of the Executive), the Vice President/s (up to a maximum of three [3]), the Treasurer, the Secretary, and the Postgraduate Representative/s, all of whom shall be at all times members of the Executive.

### ***Section 2. Special Appointments***

The Executive may elect such other Office Bearers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Executive may, from time to time, determine.

### ***Section 3. Resignation***

Any Office Bearers may resign at any time by giving written notice to the Executive and/or the President. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### ***Section 4. Vacancies***

A vacancy in any office may be filled by appointment by the Executive. The Office Bearer appointed to such vacancy shall serve for the remainder of the term of the Office Bearer replaced.

### ***Section 5. Multiple Offices***

No person shall simultaneously hold more than one of the separate Offices enumerated in Article VIII, Section 1.

### ***Section 6. Powers and Duties of the Office Bearers***

The duties of the Office Bearers are as follows:

1. The President shall:-
  - a. Preside at all meetings of the Executive and at all meetings of the Members;
  - b. Appoint any other committees necessary to carry out the purposes and functions of the Association;
  - c. Chair the standing Committees; and
  - d. Provide an overview of the Association's achievements and future direction to the biennial general meeting of the Members.
2. The Vice President/s shall serve on the Conference Committee, and act as duly delegated representative for the President where appropriate.
3. The Secretary shall:-

- a. Cause to be recorded the motions at all meetings of the Executive and Members;
  - b. Serve notice of meetings of the Executive and of the biennial general meeting of the Members; and
  - c. Keep current records showing the Members of the Association together with their contact details.
4. The Treasurer shall:-
- a. Keep proper books of account;
  - b. Receive and deposit in appropriate bank accounts all monies of the Association;
  - c. Ensure safe custody of the Association's funds;
  - d. Manage membership dues;
  - e. Be responsible for the filing of the annual financial returns to the Australian, New Zealand, State, or Regional government(s) (as applicable), and for filing any reports that may from time to time be required of the Association under law;
  - f. Provide update reports on the finances of the Association as required by the Chief Office Bearers Committee; and
  - g. Prepare a statement of income and expenditures to be presented at the biennial general meeting.
5. As appropriate, the President, Vice President/s, Treasurer, or Secretary shall sign all written instruments, promissory notes, and shall sign all cheques.

## **Article IX: Standing Committees**

### ***Section 1. Chief Office Bearers Committee***

1. Membership of the Chief Office Bearers Committee shall consist of the President, the immediate past President, the Secretary, and the Treasurer.
2. The Chief Office Bearers Committee shall have the following key powers and responsibilities:-
  - a. The right to take any action in the absence of a meeting of the Executive which they could take at a meeting of the Executive by giving seven (7) days prior notice of the proposed action to each of the Executive members. Unless a majority of the Executive is opposed, any action so notified shall have the same effect as though taken at a meeting of the Executive; and
  - b. The responsibility to oversee conduct and manage the day-to-day operations of the Association including the proper maintenance of the Association's finances.

### ***Section 2. Conference Committee***

1. Membership of the Conference Committee shall include, but is not limited to, the Vice President/s and may include representative members of the institution hosting the biennial conference and meeting, as the President deems appropriate.
2. The Conference Committee shall have the responsibility for:-
  - a. The development of, in consultation with the Executive, the biennial conference programme;
  - b. Attending to the organisation of and overseeing the conduct of the biennial conference of the Association;
  - c. Providing such reporting on conference matters as may be required by the Executive; and
  - d. The implementation of such other conferences and seminars that are initiated by the Association's Executive.

## **Article X: Meeting of Members**

### ***Section 1. Biennial General Meeting***

The biennial general meeting of the Members shall be held in conjunction with the biennial conference of the Association, at the time and place designated by the Executive. Each biennial conference shall be devoted to reading, researching, teaching, staging, and performing the work of William Shakespeare, on a theme to be determined by the Conference Committee.

### ***Section 2. Notice of Meeting***

Written notice of meetings of the Members shall be given by, or at the direction of, the Secretary, at least fifteen (15) days before such meeting to each Member. Such notice shall specify the place(s), days, and schedule of the meeting.

### ***Section 3. Proxy Voting***

Proxy voting will not be allowed at the biennial general meeting.

### **Article XI: Miscellaneous**

The books, records, and papers of the Association shall be at all times, during reasonable business hours, available for inspection by any member upon petition to and approval by the Executive. The Constitution of the Association shall be available for inspection by any member on the Association website.

### **Article XII: Amendments**

Amendments to this Constitution may be proposed by the Executive or by written petition signed by at least twenty (20) members. Such proposed amendments shall be submitted to a ballot of the membership and shall become effective upon approval of two-thirds (2/3) of those voting.

### **Article XIII: Dissolution of the Association**

The Association may be dissolved only at a special meeting called for the purpose, and in the manner prescribed by Australian, New Zealand, State, or Regional government(s) (as applicable) law, by vote of three-fourths of the members. Subject to compliance with the applicable provisions of such laws, upon any such dissolution of the Association, all its property remaining after satisfaction of all its obligations shall be distributed to such one or more organisations, funds, or foundations, organised and operated exclusively for charitable, scientific, literary, or educational purposes (no part of the net earnings of which inures to the benefit of any private shareholder, member, or individual), as the Executive may elect.