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| **ACLALS Articles Of Association****The revisions to gender references in the original Articles of Association will be voted on at the Triennial General Meeting in August 2007.****Interpretation**(I) In these articles, unless a contrary intention appears ‘financial year' means the year ending 30 June; 'member' means a member, however described, of the association; 'secretary' means the person holding office under these rules as secretary of the association or, where no such person holds that office, the public officer of the association(2) In these rules a reference to a function includes a reference to a power, authority and duty; and a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.l. *Name*The name of the Association shall be the Association for Commonwealth Literature and Language Studies, hereunder called the Association or ACLALS.2. *Operation*The Association shall operate as a non-profit professional association, in which all moneys and funds raised or received shall be expended for furthering its objectives. The Association shall not be used for any purpose that is primarily political or commercial. Notwithstanding anything herein contained, it is hereby declared that the Association is established and exists for charitable purposes only and that in no circumstances shall any funds or assets of the Association be applied towards non-charitable purposes.3. *Objectives*Subject always to Article 2, the objectives of the Association shall be to encourage and stimulate the writing and reading of Commonwealth, colonial and postcolonial literatures and study and research into Commonwealth literatures and languages and related fields including oral literatures, drama and film studies, or cultural studies more broadly. The Association shall concern itself with(a) the publication of information relating to the study and teaching of Commonwealth literatures, languages and cultures;(b) the holding of conferences at appropriate intervals;(c) the facilitating of travel and exchange for members wishing to study and teach Commonwealth literatures, languages and cultures;(d) the promotion of visits by Commonwealth writers to other countries.4. *Affiliations*(i) The Association shall be affiliated with the *Fédération Internationale des Langues et Litteratures Modernes*.(ii) Other organizations with aims similar to its own may be invited to affiliate with the Association on terms to be determined from time to time by the Executive Committee.5. *Structure*The structure of the Association shall consist of: (a) the regional or national Associations;(b) Unaffiliated members;(c) The Executive Committee.6. *Regional or National Associations*(i) A Regional or National Association shall consist of members in any or all of the categories defined in Article 7 who live in or are associated with a single geographic region of the world.(ii) Regional or National Associations shall operate under Articles of Association not inconsistent with those of ACLALS.(iii) The Chair or Interim Chair of an incipient Regional or National Association shall apply to the Chair of ACLALS for the admission of the association to Regional or National Association status, supplying details of Articles of Association, members, officers, and, if available, minutes, financial statement, and bank account.The Executive Committee of ACLALS shall be responsible for facilitating the affiliation with ACLALS of all Regional or National Associations.7. *Membership*(i) Membership of the Association shall be open to all persons and institutions engaged in any of all of the articles described in Article 3 or who assists those activities in any way.(ii) Membership shall be divided into the following categories:     (a) Ordinary, i.e., for persons and institutions who are members by virtue of their            membership of a Regional or National Association;     (b) Unaffiliated, i.e., for persons and institutions who are not members of a Regional          or National Association;     (c) Corporate, i.e., for institutions, libraries, publishing houses, and societies, whether          members of a Regional or National Association or unaffiliated;     (d) Honorary, i.e., for persons and institutions elected to that honour by a majority of          not less than two-thirds of members voting at a duly constituted General Meeting           of the Association;     (e) Such other categories as the Executive Committee may from time to time             determine.8. *Termination of membership*A person ceases to be a member of the association if the person(i) dies or, in the case of a body corporate, is wound up;(ii) resigns from membership of the association; (iii) fails to renew membership of the association. 9. *Membership Fees*(i) The annual membership fee shall be:    (a) Ordinary members - set by, and paid directly to, their Regional Association    (b) Unaffiliated members - set by, and paid directly to, the Executive    (c) Corporate affiliated members - set by, and paid directly to, their Regional          Association    (d) Corporate unaffiliated members - set by, and paid directly to, the Executive(ii) If the appropriate fee has not been paid by 31 December each year, membership shall be deemed to have terminated.(iii) The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association.10. *Executive Committee and Officers*(I) The management of the Association shall be vested in an Executive Committee consisting of(a) the officers of the Association, namely the Chair and two Vice- Chairs, elected by members at a General Meeting of the Association or by postal ballot;(b) the Past Chair, appointed by the other members of the Executive from among previous Chairs of the Association;(c) the elected Chairs of the Regional or National Associations;(d) not more than two other persons co-opted to the Executive Committee for the term ofits tenure of office.(2) All positions on the Executive Committee are honorary.(3) The three Officers shall constitute the Headquarters Secretariat of the Association and shall normally be members of the same Regional or National Association.(4) The Elected Chair of a Regional or National Association may nominate another member of the same Regional or National Association to act as the Chair's representative when necessary.(5) The Executive Committee, subject to these rules, and to any resolution passed by the Association in general meeting(i) shall control and manage the affairs of the Association;(ii) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meeting; (iii) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.11. *Duties of Officers*(I) The duties of the Chair shall be:(a) to preside over meetings of the Executive Committee and of the members;(b) to authorize all payments of Association moneys with the co-signature of one of the Vice- Chairs in accordance with the budget approved by the Executive Committee;(c) to seek the opinion of members of the Executive Committee on all important matters of policy and to call meetings of the Executive Committee as decided by the Committee or on his or her own authority;(d) to put into effect the policy and budget decisions of the Executive Committee;(e) to report on the carrying out of the policy and budget decisions of the Executive Committee at all meetings of the Committee and at all meetings of members;(f) to circulate promptly the annual balance sheet and record of associations of the Headquarters Secretariat to all Regional or National Associations and unaffiliated members;(g) to control the work of the Headquarters staff and such other activities as are determined by the Executive Committee;(h) to represent the Association in all matters outside the Association's jurisdiction as directed by the Executive Committee;(i) to call meetings of the members in accordance with the current Rules.2) The duties of the Vice-Chairs shall be:(a) to assist or deputize for the Chair in any or all duties as required by the Chair or the Executive Committee;(b) to make all payments on the co-signature of the Chair of all moneys disbursed by the Association;(c) to keep the minutes of all meetings of the Association and its Officers and other records of the Association as directed by the current Rule or the Chair;(d) to receive from the previous Chair all records of the Association and to pass on all records at the expiration of the term of office to the succeeding Chair;(e) to prepare the annual balance sheet of the Association, arrange for its auditing, and present the audited balance sheet to the Chair, Executive Committee, and members;(f) to maintain the membership roll and report it to the Chair for publication to members.(3) The duties of the members of the Executive Committee shall be:(a) to attend meetings of the Committee;(b) to draw up and agree on the annual budget of the Association;(c) to approve the annual balance sheet of the Association and the annual report of the Chair;(d) to make all policy decisions of the Association and ensure that they are presented for approval at the next General Meeting of members;(e) to admit new Regional or National Associations to ACLALS and to admit their chairs to the Executive Committee;(f) to set the annual membership fees;(g) to nominate honorary members for confirmation in a General Meeting of members;(h) to revoke membership in the Associations;(i) to co-opt members of the Executive Committee in accordance with Article 10 (1) (d);(j) to appoint the Past Chair, Returning Officer, Scrutineer, and other functionaries as may from time to time be required;(k) to call an election of Officers;(l) to establish sub-committees where necessary;(m) to direct the Chair to represent the Association in particular matters;(n) to authorize the affiliation of the Association with other organizations;(o) to carry out such other functions as are requested by the Chair and agreed to by the Executive Committee.12. *Executive meetings and quorum*(i) The committee shall meet at least 3 times in each calendar year at such place and time as the committee may determine.(ii) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours before the time appointed for the holding of the meeting.(iii) Notice of a meeting given under sub rule (ii) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.(iv) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.(v) No business shall be transacted by the committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.13. *General Meetings*( I) The members of the Association shall be called into General Meeting by the Chair at least once every five years.(2) The Chair shall summon Special General Meetings of the members when directed to do so by the Executive Committee.(3) (i) The Chair shall preside at all General Meetings unless he or she has requested one of the Vice-Chairs to do so(ii) All motions other than those concerning alteration of these Articles or the dissolution of the Association or election to honorary membership shall be carried by simple majority of those voting.(iii) Members unable to attend a General Meeting may vote by post, provided that the vote is received by the time of counting.(iv) No proxy votes shall be admitted.(v) For the purpose of voting Corporate Members may nominate in writing a representative to attend and vote at meetings or to vote by post.(vi) No item of business shall be transacted at a general meeting unless a quorum of members is present during the time the meeting is considering that item.(vii) 5 members present in person constitute a quorum.(viii) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.14. *Elections*(I) The election of Officers shall take place at a General Meeting of the Association or, if so determined by the Executive Committee, by a postal ballot of all members.(2) Officers shall hold office for the term set in the current Rule.(3) (a) All nominations must be proposed and seconded.     (b) The Executive Committee shall ensure that nominations are made for every vacant              office.(4) (a) All elections shall be by secret ballot and, unless otherwise determined by the           General Meeting, shall be conducted on the first past-the-post system.      (b) All ballots shall be prepared, distributed, collected, and counted by a Returning            Officer and a Scrutineer shall appointed by the Executive Committee.      (c) Both the Returning Officer and the Scrutineer shall sign the Election Return             presented to the Chair.      (d) The Chair shall announce the result and then direct the Returning Officer and               Scrutineer to destroy the ballot papers.(5) When the Executive Committee has ordered a postal ballot, the procedure prescribed in Section (4) of this Article shall be followed as closely as possible.(6) If an Officer resigns during his or her term of office the Executive Committee shall appoint a person to fill the vacancy.15. *Finance*(I) The Executive Committee shall be empowered to raise finance in the following ways:     (a) by membership fees and levies;     (b) by direct appeal for community, including private, institutional, commercial, and           foundation sponsorship;     (c) by proceeds from any pursuits, festivals, productions, presentations, concerts,         displays, exhibitions, functions, sales, or any other lawful fund-raising activity.(2) (a) All receipts of the Association shall be banked with the bank designated by the Executive Committee from time to time.(b) All payments over £20 shall be made by cheque, bank draft, or other commonly recognized and certifiable banking method.(c) Payments of amounts under £20 may be made in cash from a petty cash fund administered by one of the Vice-Chairs who shall keep a petty cash book and receipts.(d) Moneys received and paid by the Association for purposes not strictly related to the Objectives of the Association shall be kept in separate accounts and recorded separately from general funds.(3) Any assets remaining after the satisfaction of any proper debts and liabilities shall (subject to Article 2) be applied towards such objects as the Executive Committee may determine and as may be approved by the Director of The Commonwealth Foundation.16. *Trustees*(I) The Executive Committee may, if it thinks it expedient, nominate not fewer than two or more Trustees in whom the property of the Association (other than cash, which shall be under the control of the Officers) may be vested.(2) The terms of the trusteeship shall be stipulated by the Executive Committee.17. *Alteration of Articles of Association*(I) The Articles of Association shall not be repealed, altered, or amended except by resolution passed by a majority of not less than two-thirds of members voting either at a General Meeting or, where so directed by the Executive Committee, by postal ballot.(2) Notice of Motion of any proposed repeal, alteration, or amendment must be given in writing to the Chair and signed by ten members. Such notice shall contain the exact nature of the proposed change.(3) The Chair shall ensure that all members are notified in writing of such Motions and of the convening of the General Meeting or postal ballot.18. *Dissolution of Association*(I) If the Executive Committee decides at any time that it is advisable or expedient to dissolve the Association it shall call an Extraordinary General Meeting or make arrangements for a postal ballot of all members on the motion for dissolution.(2) If the motion for dissolution is carried by a majority of not less than two thirds of members voting the Executive Committee shall have power to dispose of any assets held by or in the name of the Association. 19. *Power to Make Rules*The Executive Committee may from time to time make Rules not inconsistent with these Articles for the carrying into effect of the several provisions, intentions, and objectives of the Articles, and generally for the management and good government of the Association, and may by Rule repeal, alter, or amend any Rule or part of a Rule.**Rules**1. *Financial year*(I) The financial year of the Association shall be from I July to 30 June.(2) The financial year of the Regional or National Associations shall be from I June to 30 May. 2. *Regional or National Association Obligations*(I) Regional or National Associations shall submit by 30 June and 31 December each year a list of members to the Headquarters Secretariat.(2) Regional or National Associations shall pay the annual ACLALS membership fee for each of their members to the Headquarters Secretariat by 31 December each year.(3) Regional or National Associations shall submit to the Headquarters Secretariat an annual report and an audited financial statement no later than 30 June each year.(4) In years when a submission is being made to The Commonwealth Foundation, Regional or National Associations shall submit a report, an interim statement of accounts, and a budget no later than 28 February.3. *Membership fees*The annual membership fee shall be:(i) Ordinary members - one pound sterling(ii) Unaffiliated members - five pounds sterling(iii) Corporate affiliated members - one pound sterling(iv) Corporate unaffiliated members - ten pounds sterlingIf the appropriate fee has not been paid by 31 December, membership shall be deemed to have terminated.4. *Limitations on disbursements*(I) The Commonwealth Foundation grant to ACLALS shall not normally be used for the cost of transport of any member within his or her own country unless The Commonwealth Foundation has approved and then only for a proportion not exceeding half the total cost of such travel.(2) Financial assistance from the CF funds shall not be given to any member who is not a citizen of a Commonwealth country.5. *Terms of office*The term of office of the Officers shall ensure that on all major policy proposals, all members of the association shall be notified of all relevant details and, where appropriate, be sent ballot papers by such a means that there is a reasonable expectation of the members receiving not less than twenty-one days' notice. |

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