

Articles of Association

The Association for the Study of Literature and Environment – Australia & New Zealand (ASLE-ANZ) (March 2004; Amended May 2009; Name Change May 2010)

ARTICLE 1. NAME

- 1.1 The name of this organisation is the Association for the Study of Literature, Environment and Culture– Australian & New Zealand (hereafter ASLEC–ANZ). ASLEC–ANZ was established in 2003 at Watermark, the inaugural festival of nature writing in Camden Head, New South Wales, where it was decided at a special meeting to establish an Australian and New Zealand affiliate of the Association for the Study of Literature and Environment (ASLE). ASLEC–ANZ pursues the goals of ASLEC, with an interdisciplinary focus on the greening of the human sciences, arts, culture, writing and literary scholarship in Australia and New Zealand, through the promotion of ecocriticism, nature writing, and ecological applications throughout the disciplines.

ARTICLE 2. PURPOSE

- 2.1 The purpose of ASLEC–ANZ is to share information and ideas—and to encourage discussion, publication, and practice—about the human sciences and the environment, and the relationship between them. ASLEC–ANZ hopes to encourage environmentally oriented, nature-literate, place-based creative and non-fiction works from the various disciplines, in Australia and New Zealand; and to nurture ecologically informed scholarship of literature and other cultural creations. Consistent with this purpose, the activities of ASLEC–ANZ will include, but will not be limited to, the following:
 - 2.1.1 Holding an ASLEC–ANZ conference every two years.
 - 2.1.2 Encouraging and facilitating occasional gatherings of ASLEC–ANZ members for fellowship and the advancement of ASLEC–ANZ’s purpose, as outlined in 2.1
 - 2.1.3 Encouragement of, arrangement for, and scheduling of lectures, discussions, panels, and other presentations at scholarly conferences sponsored by ASLEC–ANZ or by other scholarly organisations, colloquia and literary festivals that allow ASLEC–ANZ participation in programming.
 - 2.1.4 Publication of an official biannual (twice yearly) newsletter to be distribute electronically to all members.
 - 2.1.5 Encouragement of the publication of works of ecocriticism and ecological ‘literature’ (in its broadest, most inclusive sense), especially by members, in journals and magazines, and (in the case of visual and aural arts) gallery installations in Australia, New Zealand and elsewhere.
 - 2.1.6 Development and maintenance of an ASLEC–ANZ website, to help members keep in touch with others’ new work and thinking; to encourage online discussion; to attract and invite new members; to promote ASLEC–ANZ gatherings, events and publications (and those of ASLEC and of other ASLEC affiliates throughout the world); and, in these and other ways, to help ASLEC–ANZ pursue its purposes.
 - 2.1.7 Preparation and maintenance of a directory of ASLEC–ANZ members, including brief summaries of members’ interests in the fields of literature, culture, and environment. The directory, like the website, is an important means of encouraging and sustaining a community of ecologically oriented writers, scholars and arts practitioners in Australia and New Zealand.
- 2.2 The purpose for which ASLEC–ANZ is organised is exclusively educational. We are a not for profit organisation. We are an incorporated association under the Associations Incorporation Act, 1984 (NSW).

ARTICLE 3. MEMBERSHIP

- 3.1 ASLEC–ANZ members are scholars, teachers, writers, and practitioners who seek to increase their knowledge of literature, culture and the environment; who seek to promote the creation, appreciation, understanding, and teaching of the human sciences from ecological perspectives; and who seek to share their knowledge for the benefit of all interested in research, reading, writing, media, teaching, and so on, and its engagement with place, ecology and the environment.
- 3.2 Membership in ASLEC–ANZ is open to all who subscribe to the purpose set forth in these bylaws and who pay the annual dues. ASLEC–ANZ does not discriminate in any way against members or potential members on the basis of race, gender, religion, age, nationality, ethnic origin, physical disability, or sexual orientation.
- 3.3 ASLEC–ANZ maintains the directory of members referred to in 2.1.7 above and a roster of all past and present members, containing the name and address of each member. ASLEC–ANZ also maintains such books and records as may be required by law and are consistent with the purpose of the association. The membership roster may be made available to outside parties for uses consistent with the ASLEC–ANZ purpose, with the consent of the Secretary-Treasurer and the President.
- 3.4 Membership in ASLEC–ANZ ceases if a member fails to pay annual dues or submits a written resignation to the Secretary-Treasurer. Termination of membership will be recorded in the membership roster. All rights and privileges of a member cease upon termination of membership.
- 3.5 Membership dues are set by the Executive Council. Changes in membership dues must be recommended and approved by a majority of the Executive Council.
- 3.6 A member of ASLEC–ANZ must pay to ASLEC–ANZ annual membership dues of \$20, or whatever other amount is determined by the Executive Council.
- 3.7 Membership dues fund the operations and activities of ASLEC–ANZ, including but not limited to administrative services, governance, planning, meetings, special projects and publications.
- 3.8 Members' liability to contribute to the debts and liabilities of ASLEC–ANZ is limited to the amount, if any, of their unpaid dues.
- 3.9 Disputes between members of ASLEC–ANZ and disputes between members and ASLEC–ANZ are referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act, 1983 (NSW)*. At least seven days before a mediation session, the parties must exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- 3.10 Members may make a complaint to the Executive Council that:
 - A member has persistently failed to comply with a provision or provisions of these bylaws
 - A member has persistently and willfully acted in a manner prejudicial to the interests of ASLEC–ANZ.

When the Executive Council receives such a complaint it must:

- Serve notice of the complaint on the member concerned
- Give the member at least fourteen days from the time the notice is served to make a submission to the Executive Council in response to the complaint
- Take into consideration such submission in coming to a decision about that member (as outlined below).

The Executive Council may expel or suspend the member from ASLEC–ANZ, if it decides, after considering the complaint and the member's submission, that the facts alleged in the complaint have been proven.

If the Executive Council expels or suspends a member, the Secretary-Treasurer must, within seven days of that decision give the member written notice of the reasons for the decision and of the members' right of appeal under 3.11.

The expulsion or suspension takes effect only after the expiry of the period within which the member is entitled to appeal (and, if the member appeals, only if that appeal is unsuccessful).

3.11 A member may appeal to the organisation in general meeting against their expulsion or suspension. To do so the member must give notice to that effect in writing to the Secretary-Treasurer within seven days after the Executive Council notifies the member of their expulsion or suspension. The member's notice of appeal may, but need not, be accompanied by a statement of the grounds on which the member appeals. The Executive Council must, within 28 days of the Secretary-Treasurer's receipt of the member's notice of appeal, convene a general meeting of the membership, or notify all members of the appeal and grounds for that appeal and call for a vote by email or mail by a date not later than 28 days after the member's notice of appeal is lodged. The Council and the member put their cases at that general meeting, or by email correspondence sent to all members by the Secretary-Treasurer. Members vote (by secret ballot) on whether or not to confirm the Executive Council's decision to expel or suspend the member. The decision of the membership in that vote is binding.

ARTICLE 4. RIGHTS & PRIVILEGES OF MEMBERSHIP

- 4.1 Each member has voting rights in all matters submitted to the general membership, including election of President, Vice-Presidents, and Executive Council members.
- 4.1.1 On any question put to the membership for voting, each member has one vote only.
- 4.1.2 All votes must be made personally (by mail, email or show of hands at an ASLEC-ANZ meeting) or by proxy, but no member may hold more than five proxies.
- 4.1.3 The President may resolve any matters on which votes are tied by casting a deciding vote.
- 4.1.4 A member or proxy may only vote if all money due and payable from that member has been paid.
- 4.1.5 Each member may appoint another member as proxy by giving notice to the Secretary-Treasurer no later than twenty-four hours before the time at which the meeting is to be held, or the time at which the votes are to be lodged by email or mail.
- 4.1.6 The notice appointing a proxy is that, or substantially similar to that, contained in appendix 2 to the *Model Rules for Incorporated Associations*.
- 4.2 Each member is eligible for nomination, election, or appointment to all offices in ASLEC-ANZ.
- 4.3 ASLEC-ANZ members will receive the following publications: *ASLEC-ANZ News*, the *ASLEC-ANZ Membership Directory* and other publications from time to time as the Executive Council may designate.
- 4.4 ASLEC-ANZ members are eligible, upon acceptance by conference and symposia organisers, to present papers at ASLEC-ANZ conferences and symposia.

- 4.5 Any member may submit to the Nominating Council nominations for the elective offices of ASLEC–ANZ, provided that the nominee is a member of ASLEC–ANZ and indicates a willingness to serve. Such nominees will be included on email ballots sent to the general membership.

ARTICLE 5. OFFICERS

- 5.1 The officers of ASLEC–ANZ are
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| President | Secretary-Treasurer |
| Vice-President (Australia) | Student Representative |
| Vice-President (New Zealand) | Editor of <i>ASLEC–ANZ News</i> |
| Immediate Past President | AJE Representative |

- 5.1.2 The appointed officer positions are
Editor of *ASLEC–ANZ News*
AJE Representative

- 5.1.3 Other positions, including community liaison officer, conference organiser, student liaison officer, curriculum development officer, bibliographer and others, may be created from time to time by the Executive Council as needed. These will be non-officer positions.

- 5.1.4 The Executive Council consists of the
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|---|--------------------------|
| President | Secretary-Treasurer |
| Vice-President (Australia) | Student Representative. |
| Vice-President (New Zealand) | Immediate Past President |
| Editor of <i>ASLEC–ANZ News</i> , Communications Representative | |
| AJE Representative | |

All have voting privileges, though the President votes only to break a tie.

- 5.2 Officers of ASLEC–ANZ receive no compensation for their service.

ARTICLE 6. DUTIES OF OFFICERS

- 6.1 The President presides at meetings of the ASLEC–ANZ officers, Executive Council, and the general membership, and will represent the association and its purposes to other organisations and the general public. In voting by the Executive Council, the President votes only to break a tie. The President supervises the operations of ASLEC–ANZ in a judicious and diligent manner.
- 6.1.1 The President reports to the general membership at least annually on the state of the association. This report appears in *ASLEC–ANZ News* or in a separate document sent to all members.
- 6.1.2 The President is responsible for scheduling and arranging all ASLEC–ANZ meetings. In filling this and any other association responsibility, the President may call upon other officers, members of the Executive Council, and such ad hoc Councils as the President may wish to appoint, for assistance.
- 6.1.3 The President, upon approval by majority vote of the Executive Council, is responsible for appointing non-elected officers.
- 6.1.4 The President may propose an annual budget for Executive Council approval, authorise disbursements from the treasury, and delegate such authority as needed for a limited time to persons in charge of special projects.

- 6.1.5 The President chairs the Nominating Council.
- 6.2 The Vice-Presidents assist the President on all matters and act as President pro tem whenever the President is absent, has resigned, or is otherwise unable to perform the duties of that office. Unless the Vice-Presidents decide to share the supporting roles otherwise, the Vice-President (New Zealand) stands in for the President in the first year of the President's term; the Vice-President (Australia) in the second year.
- 6.2.1 Unless the Vice-Presidents decide to share the supporting roles otherwise, in the first year of the two-year term of the Executive Council, the Vice-President (Australia) records and distributes the minutes of all meetings of the general membership and the ASLEC–ANZ officers and preserves records of the actions of the Association. In the second year, these responsibilities fall to the Vice-President (New Zealand).
- 6.3 The Secretary-Treasurer maintains and annually publishes the membership directory. The Secretary-Treasurer reports annually in writing to the ASLEC–ANZ officers and the general membership on the status of membership and finances. The Secretary-Treasurer maintains timely and accurate records of all of the Association's financial matters.
- 6.3.1 The Secretary-Treasurer receives money from dues, subventions, subscriptions, and contributions, and disburses money as directed by the Executive Council. The Secretary-Treasurer is authorised to maintain bank accounts in the name of ASLEC–ANZ.
- 6.3.2 The Secretary-Treasurer, upon majority approval of the Executive Council, may hire administrative help in carrying out the responsibilities of the position.
- 6.3.3 The Secretary-Treasurer, upon two-thirds majority vote of the Executive Council, may invest ASLEC–ANZ funds in socially and environmentally responsible investment funds. The progress of such investments shall be reviewed annually by the Executive Council, which may choose to re-invest, remove the invested funds, or take other appropriate actions.
- 6.3.4 The Secretary-Treasurer counts ballots in ASLEC–ANZ elections.
- 6.4 The Executive Council is the primary policy-making body of ASLEC–ANZ. It reviews programming, procedures and policies of the association regularly and revises them as needed to meet the association's purposes most effectively. The Council meets at least once every calendar year, at the call of the President. Such meeting may be held by telephone conference or online (given the presence on the Council of Australian and New Zealand officers and the cost of travel between the two countries). The purpose of this meeting is for transacting business, budgeting, planning, program reviewing and other matters related to the ASLEC–ANZ purpose; appointed officers and others may be invited to advise the Executive Council during these deliberations. Between formal meetings, the Executive Council members may be consulted by mail, electronic mail, or telephone as necessary. Decisions of the Council are determined by majority vote of those voting (whether in meeting or by correspondence), providing there is a quorum of five members. The President may vote only to break a tie of the Executive Council.
- 6.5 The Editor of *ASLEC–ANZ News* will chair the newsletter's editorial board and will oversee its production and distribution. The Editor will provide an annual report on that publication to the ASLEC–ANZ officers.
- 6.6 A nominee from the Editorial Team of *AJE: Australasian Journal of Ecocriticism and Cultural Ecology* will maintain liaison and cooperation between the Journal and the Association, and will oversee the publication of

ASLEC-ANZ Biennial conference papers as necessary. The AJE representative will provide an annual report on the journal to the ASLEC-ANZ officers.

ARTICLE 7. COUNCILS

7.1 The Nominating Council will consist of the President and Vice-Presidents. The Nominating Council will receive nominations and will be responsible for preparing a slate of at least two candidates for each office of the Association for which an election will be held in that calendar year, and for determining each candidate's willingness to serve.

7.1.1 In the event that only one ASLEC-ANZ member indicates a willingness to serve for a particular position on the Executive Council, the Nominating Council will present the candidate's name to the Executive Council for a two-thirds approval. As only one member is slated it will not be necessary for the general membership to vote.

7.1.2 In the event that there are no nominations for positions on the Executive Council, a second email ballot will be distributed at the deadline extended until December 10th. (See 8.2)

7.2 Ad hoc and special project Councils, task forces, etc, can be established by the Executive Council as needed.

ARTICLE 8. NOMINATIONS AND ELECTIONS

8.1 The Nominating Council each second year will provide a slate of at least two nominees (except in the circumstances outlined in 7.1.1) for each position to be filled in the next election. The Autumn issue of *ASLEC-ANZ News* will invite nominations from the general membership. A candidate may be nominated by any ASLEC-ANZ member (including her or himself), provided the candidate indicates a willingness to serve. The Nominating Council will present its election slate to the Executive Council before the slate is offered to the general membership for voting. The Executive Council may nominate additional candidates.

8.2 Election of the President and the members of the Executive Council is conducted by mail or email ballot distributed to all members by 1 November of the year of election. Ballots will be due by 1 December of that year (except in the circumstances outlined in 7.1.2).

ARTICLE 9. TERMS OF OFFICE

9.1 Elective terms of office begin 1 January of the year following election and end on 31 December of the last year of the term.

9.2 The President and Vice-Presidents each serve a term of two years. The President may not stand, at the expiry of her or his term, for reelection to that or any other Executive Council position.

9.3 Upon the expiry of her or his term, the President succeeds automatically to the position on the Executive Council of Immediate Past President, for a term of two years. After serving in that role for two years the past President is eligible to stand for election for other offices, including President.

9.4 All officers of the Executive Council, excluding that of the position of Editor, are to serve terms of two years. The position of Editor is a renewable term.

9.5 Elections for the positions of President, Vice-President, Secretary-Treasurer and Student Representative take place every two years.

9.6 The Student Representative must be a masters or doctoral student at the time of his/her election.

9.7 Terms of office for other appointed officers remain indefinite, subject to approval of the Executive Council, and reviewed every two years at the same time elections are held.

Terms of office for other appointed officers remain indefinite, subject to approval of the Executive Council.

ARTICLE 10. REMOVAL OR RESIGNATION FROM OFFICE

- 10.1 If an officer of ASLEC–ANZ fails to carry out the duties of office, or carries them out in a way clearly detrimental to the interests of the ASLEC–ANZ, any member may place before the Executive Council a written request to remove that individual from office. If a member of the Executive Council presents this request as an official motion and if the motion is seconded, then a bill of particulars must be presented, in writing, to the officer in question by the Executive Council member who sponsored the motion to remove. The officer must then be given reasonable time to read and consider the bill of particulars and prepare copies of a written response. The Executive Council then considers the bill of particulars and hears the officer's response. At the conclusion of the hearing, the Council, excluding the officer in question, votes on the motion. At least two-thirds of the full membership of the Executive Council must vote in the affirmative for the motion to be accepted. If the motion does pass, the officer in question at that point is removed from office and must surrender to the Executive Council all documents related to that office during her or his tenure. If the officer removed is the President, the Vice-President assumes the duties of the office—the Vice-President (New Zealand) during and for the remainder of the President's first year, the Vice-President (Australia) during and for the remainder of the President's second year. For any other elected officer of the Association, the President appoints a replacement to serve until the next election by the general membership. For appointed officers, the President, upon the approval of a majority vote of the Executive Council, may appoint a replacement to serve out the term and be eligible for reappointment.
- 10.2 If one of the Vice-Presidents or an Executive Council member resigns before the completion of her or his term, the President appoints a replacement to serve until the next election by the general membership. If the Executive Secretary, Secretary-Treasurer or Editor of *ASLEC–ANZ News* resigns before that individual's term is completed, the President, upon the approval of a majority vote of the Executive Council, appoints a replacement to serve out the term and be eligible for reappointment.

ARTICLE 11. GENERAL MEETINGS

- 11.1 An annual general meeting (AGM) of the membership of ASLEC–ANZ is held at least once each year in a place, on a date and at a time the Executive Council chooses.
- 11.2 ASLEC–ANZ must hold its first AGM within eighteen months of the association's incorporation and within six months of the end of the first financial year of ASLEC–ANZ.
- 11.3 In addition to any other business related to the activities and purpose of ASLEC–ANZ, the AGM
- Confirms the minutes of the AGM and of any special general meeting held between that AGM and this
 - Receives reports from the President and the Executive Council on the activities of ASLEC–ANZ in past year and plans for the years ahead
 - Receives and considers the financial statements of ASLEC–ANZ for its last financial year.
- 11.4 The Executive Council may, at its discretion, convene a special general meeting (SGM).
- 11.5 If five percent or more of the general membership requisitions an SGM, the Executive Council must convene an SGM within one month of the requisition. Such a requisition may be in writing, signed by that five percent

or more of the members and lodged with the Secretary-Treasurer; or it may be an email sent to the Secretary-Treasurer bearing the names of five percent or more of the members; or it may be several documents or emails bearing signatures or names amounting to five percent or more of ASLEC–ANZ’s membership.

11.5.1 If the Executive Council does not convene an SGM within a month of the date of a requisition, any member or members of ASLEC–ANZ may convene an SGM to be held within three months, and no later, of the date of the lodgment of the requisition.

11.5.2 An SGM so convened by a member must be convened as nearly as possible in the same manner as general meetings convened by the Executive Council. The association must reimburse any member for expenses he or she incurs in so convening an SGM.

11.6 To call a general meeting, the Secretary-Treasurer gives notice to every member at least fourteen days before the date fixed for that meeting. Notice may be given by email or in writing. It must indicate the date, place and time of the meeting and the nature of the meeting’s business.

11.6.1 Where the business to be dealt with at the general meeting requires a special resolution of the membership, the Secretary-Treasurer must give members twenty-one days’ notice, and must indicate, in addition to the matters mentioned in 11.6 above, the intention to propose that particular matter as a special resolution.

11.7 To be carried, a special resolution requires the support of three-quarters of the members present or voting by proxy at a general meeting called in the manner described in 11.6.1 to consider that special resolution.

11.8 The Executive Council decides which matters require a special resolution. These will be matters of special importance to the association, its purpose, activities and operations.

11.9 At a general meeting, only that business outlined in the notice may be transacted. If a member wants to bring particular business to a general meeting, he or she must give notice in writing (including by email) of that business to the Secretary-Treasurer, who must include that business in the next general meeting.

11.10 There must be a quorum of members present at a general meeting before any item of business can be discussed and voted upon. Five members present in person compose a quorum. If there is no quorum within half an hour after the commencement time for the general meeting, the meeting

- If convened on the requisition of members, is to be dissolved, and
- In any other case, will be adjourned to the same day in the following week at the same time and in the same place.

If at the adjourned meeting a quorum is still not achieved within half an hour, the members present (being at least three) is to be deemed a quorum.

11.11 The President or, in the absence of the President, one of the Vice-Presidents presides as chairperson at general meetings. If neither the President nor either of the Vice-Presidents is present at a general meeting, the members present must elect a chairperson from among themselves.

11.12 The chairperson may, with the consent of the majority of members present, adjourn a general meeting, but at such an adjourned meeting only the business left unfinished, or specifically designated to be dealt with at the adjourned meeting, may be transacted. If a meeting is adjourned for more than fourteen days, the Secretary-Treasurer must give members notice in the manner and about the matters described in 11.6 above.

11.13 Matters arising for decision at general meetings are decided on a show of hands, and unless a poll is called for before the vote is called for, the declaration of the chairperson that a resolution has been carried (or an

entry to that effect in the minute book) is adequate to prove that the resolution was so carried (or defeated, as the case may be). The chairperson or at least three members present or by proxy may call for a poll, and if a poll is demanded, the poll must be taken

- Immediately, in the case of a poll for the election of a chairperson of the meeting or for an adjournment, or
- In any other case, in a manner and at a time the chairperson decides.

ARTICLE 12. AMENDMENTS TO BYLAWS

- 12.1 These bylaws may be amended by a two-thirds majority vote of the full membership of the Executive Council.
- 12.2 Any amendments to the bylaws thus approved must be reported to the general membership in a timely fashion.

ARTICLE 13. MISCELLANEOUS

- 13.1 ASLEC–ANZ may effect and maintain insurance.
- 13.2 Unless the general membership decides otherwise by resolution passed in general meeting, ASLEC–ANZ raises revenue only from membership fees, entrance fees and donations.
- 13.2 All money received by ASLEC–ANZ must be deposited as soon as possible and without deduction in the ASLEC–ANZ bank account. The association will issue an appropriate receipt for any money it receives.
- 13.3 Any cheques and other negotiable instruments issued by ASLEC–ANZ must be signed by any two members of the Executive Council.
- 13.4 The common seal is to be affixed only to those instruments authorised by the Executive Council, and two members of the Executive Council must sign the instrument to attest that the common seal is properly affixed. The Secretary-Treasurer (or until the appointment of that officer the public officer) keeps the ASLEC–ANZ common seal.
- 13.5 Any member of the association may inspect the records, books and other documents of ASLEC–ANZ, free of charge, at any reasonable hour.

ARTICLE 14. DISSOLUTION

- 14.1 ASLEC–ANZ may be dissolved upon recommendation of a two-thirds vote of the Executive Council and approval by mail ballot of two-thirds of the ASLEC–ANZ's members who vote on the question of dissolution. At least one month must be allowed for return of all ballots.
- 14.2 In the event of such dissolution, the President, Vice-Presidents and Secretary-Treasurer form the Dissolution Council and carry out all tasks necessary to concluding the business of the association, including, but not limited to, placement of ASLEC–ANZ records and papers in a professionally maintained archive; notification to the general membership of the Association's dissolution.