

CONSTITUTION OF THE INTERNATIONAL ASSOCIATION OF BYRON SOCIETIES

1. Name

The Association shall be known as THE INTERNATIONAL ASSOCIATION OF BYRON SOCIETIES (hereafter called 'IABS').

2. Definition and Purpose

The IABS is an international confederation of Byron societies from around the world. It exists to promote the better understanding of the poet Lord Byron. The IABS is an autonomous body. Its remit does not include the governance of individual Byron societies, their rules or regulations. The principal concerns of the IABS are:

- (a) the annual IABS conference;
- (b) the co-ordination of federated Byron societies;
- (c) the collection and circulation of information about the activities of federated Byron societies;
- (d) the encouragement of Byron-related publications in printed and electronic forms;
- (e) the enhancement of knowledge of Byron and his works through a well-maintained website;
- (f) the holding of meetings, lectures, seminars and exhibitions and all such other lawful things as shall further the purposes of the IABS;
- (g) the receipt of subscriptions and donations for the support of the work of the IABS;
- (h) the offer of financial assistance, as appropriate, for attendance at Byron conferences, especially to junior scholars (e.g. postgraduate students and recently graduated PhD students);
- (i) the awarding of the Elma Dangerfield Prize.

3. Membership

Membership of the IABS shall consist of the following.

- (a) The federated Byron societies. Each Byron society shall be officially represented by a single member (appointed by the society itself), and have one vote, at IABS meetings.
- (b) Corresponding members. These are individuals from countries where there is no Byron Society. Corresponding Members are not entitled to vote at IABS meetings.
- (c) Such persons as may be co-opted because of special knowledge or experience and for such a period as the IABS may determine, provided always that the number of co-opted members shall not exceed at any one time one fourth of the membership of the IABS. Co-opted members are not entitled to vote at IABS meetings.

4. Administration

The Officers of the IABS shall be:

- (a) 3 Joint Presidents;

- (b) 2 Joint Secretaries;
- (c) 2 Joint Treasurers.

There will also be an Advisory Board of no fewer than three and no more than nine members, with a Chair appointed for a five-year term, with the possibility of renewal. All IABS Officers will be *ex-officio* members of the Advisory Board.

So far as is practicable the Officers and members of the Advisory Board of the IABS shall reflect the world-wide diversity of the federated societies. The Officers, with the agreement of the Advisory Board, may also appoint a person or persons, with such title(s) as are deemed appropriate, to carry out duties considered necessary by the Officers and Advisory Board.

5. Appointment of Officers and Members of the Advisory Board

5.1

- (a) The Officers of the IABS shall hold office for five years, but shall be eligible for immediate re-election. The IABS shall elect or re-elect its Officers at the Annual General Meeting. Nominations can be submitted to the Joint Secretaries by recognised societies acting through their own Officers. Nominations will only be considered at any Annual General Meeting if they have been submitted 30 days prior to that Annual General Meeting.
- (b) The members of the Advisory Board shall hold office for five years, but shall be eligible for immediate re-appointment. The IABS shall appoint or re-appoint members of the Advisory Board at the Annual General Meeting. Nominations to membership of the Advisory Board can be submitted to the Joint Secretaries by recognised societies acting through their own Officers. Nominations will only be considered at any Annual General Meeting if they have been submitted 30 days prior to that Annual General Meeting.
- (c) Where a newly elected IABS Officer is the representative of a federated society, he or she shall cease to represent that society, which shall be required to appoint a new member to represent it at IABS meetings.
- (d) Officer vacancies arising between Annual General Meetings may be temporarily filled by the Joint Presidents until the next Annual General Meeting.

5.2

The IABS may from time-to-time review and change its rules and regulations relating to the election and appointment of Officers (or to any other general matters concerning the IABS). However, all changes to IABS procedures must be voted for by the majority of federated societies at an Annual General Meeting.

6. Duties of Officers

6.1 Joint Presidents

The duties of the Joint Presidents shall be to:

- (a) enforce due observance of the IABS constitution;
- (b) preside over the Annual General Meetings of the IABS;

- (c) decide on the agenda of the Annual General Meeting after consultation with the Joint Secretaries, the Advisory Board and the membership generally;
- (d) authorise all IABS expenditure;
- (e) consider potential hosts of the annual IABS conference in conjunction with the other Officers and Advisory Board;
- (f) call special meetings, if need be;
- (g) seek advice from and offer advice to the Advisory Board on all issues related to IABS business;
- (h) oversee, in co-ordination with the other Officers and the conference host, the organisation of the annual IABS conference;
- (i) oversee, in coordination with other Officers, any financial assistance offered by the IABS to appropriate individuals who might not otherwise be able to afford to attend IABS conferences;
- (j) oversee the awarding of all gifts and prizes offered by the IABS;
- (k) appoint committee members not otherwise provided for by the IABS constitution when needed;
- (l) oversee the maintenance of an official IABS website and all publicising of the IABS;
- (m) perform such other duties as the office of Joint President may require.

6.2 Joint Secretaries

The duties of the Joint Secretaries shall be to:

- (a) record the proceedings of each IABS meeting, referred to as minutes;
- (b) distribute the minutes of all IABS meetings to members;
- (c) file electronic and hard copy records of IABS minutes, and all other IABS-related material, in an agreed and accessible archive at a location approved by the IABS membership;
- (d) assist the Joint Presidents in drafting the agendas of Annual General Meetings and special meetings;
- (e) collect and record the names and addresses of all members of the IABS;
- (f) write and receive all communications of the IABS and send correspondence to the relevant Officers;
- (g) make proper notifications to members as suggested by the Joint Presidents;
- (h) assist conference organisers in the organisation and administration of the annual IABS conference, in cooperation with the other Officers;
- (i) perform other secretarial duties as these arise.

6.3 Joint Treasurers

The duties of the Joint Treasurers shall be to:

- (a) manage the custody, receipt and disbursement of the funds of the IABS;
- (b) deposit in an official IABS bank account all monies belonging to the IABS;
- (c) keep an accurate record of the finances of the IABS;
- (d) report on, and present complete and transparent statements detailing, all IABS finances for each year at the IABS's Annual General Meeting (said report to be attached to the minutes of the meeting, and filed with those minutes), and/or when requested by the Joint Presidents;
- (e) assure no expenditures are made unless authorised by the Joint Presidents;

- (f) obtain previous financial reports and ledgers from previous Joint Treasurers;
- (g) prepare and present a budget for each upcoming year, including membership fees;
- (h) perform such duties as the IABS may from time-to-time request.

7. Duties of the Advisory Board

The duties of the Advisory Board shall be to:

- (a) consider and discuss all matters related to the IABS (including, for example, budgets, conferences, Annual General Meeting agendas, websites, membership, scholarships, prizes, future revisions to the constitution, etc, etc) in order to assist and advise the Officers of the IABS in the performance of their duties;
- (b) meet before each Annual General Meeting in order to review, and advise on, all matters to be discussed at the Annual General Meeting;
- (c) arrange for their meeting minutes to be recorded by one of the Joint Secretaries;
- (d) suggest special committees as need be;
- (e) arrange the election of the IABS's Officers.

8. Society Representatives

- (a) Each federated society is required to appoint one of its own members as its official representative at the IABS's Annual General Meeting. Societies can only vote at IABS meetings through an appointed representative.
- (b) The appointment of society representatives should normally be in writing, signed by two officers of the federated society and posted to one of the Joint Secretaries.

9. Meetings

- (a) An Annual General Meeting of the IABS shall be held each year, so far as is practicable during the IABS conference, and on a date and at a time to be fixed by the IABS Officers (in consultation with the conference host). The date and time of these meetings will be announced (through the IABS website or some other appropriate means) not less than 30 days in advance.
- (b) The Joint Presidents or Officers of the IABS may convene a special meeting at any time by giving all societies a minimum of 30 days' notice, in writing. Anything agreed at such a special meeting must be ratified at the Annual General Meeting.
- (c) At the Annual General Meeting the business shall include: the election of Officers and Advisory Board members; the consideration of an annual report of all activities undertaken by, or on behalf of, the IABS; the examination of accounts; the future hosting of IABS conferences; other such business, as the meeting determines.
- (d) The Joint Presidents shall decide which one of them shall chair any meeting of the IABS, but if none of the Joint Presidents are present the meeting shall delegate the role of Chair.
- (e) The Annual General Meeting will decide, by vote, the organisers of future IABS conferences.
- (f) Each federated society shall have one vote at Annual General Meetings, and this vote shall be cast through the society's official representative at the Meeting. A resolution shall be approved by a majority of votes from societies. In the event of a vote producing no majority, the Chair of the Meeting shall have the casting vote. No other person is entitled to vote at an IABS Annual General Meeting.

- (g) At any meeting of the IABS, a quorum shall comprise of the official representatives of five federated societies plus two IABS Officers.
- (h) Where a federated society is not represented at a meeting of the IABS, that society may still participate (and vote) in that meeting by telephone, by other electronic means (where these are available) or by proxy.

10. Auditors

- (a) At each Annual General Meeting an auditor or auditors shall be appointed by the IABS.
- (b) The auditor or auditors shall examine the records prepared by the Joint Treasurers and shall report to the Annual General Meeting.

11. Fees

- (a) Each federated society shall pay the IABS a membership fee for each accounting year, which shall run from the 1st of January. Fees will be due on this date every year. The amount of such fee shall be reviewed and determined from time-to-time by resolution of the Annual General Meeting.
- (b) Under exceptional circumstances, the IABS may waive the payment of fees by any federated society or reduce the amount thereof. A federated society must send a letter (which should arrive 30 days before the Annual General Meeting at which it is to be considered) to the Joint Presidents requesting and justifying the waiving/reduction of its membership fees. Any waiving or reduction of fees must be approved by the Annual General Meeting.
- (c) Any federated society that fails to pay the fees prescribed by the IABS within 180 days of the date on which these fees are due may have its voting rights suspended.

12. Banking

- (a) The monies of the IABS shall be kept in such depositories and in such currencies as the Joint Treasurers may from time-to-time determine, by resolution in writing and with the approval of the Joint Presidents.
- (b) All cheques authorised by the IABS shall be signed by such Officers as the IABS may from time-to-time determine, but every transaction will require the signatures of at least two IABS Officers.

13. Law and Arbitration

This constitution and the affairs of the IABS shall be governed by English Law.

Any disputes or differences arising in connection with this constitution or the affairs of the IABS shall be referred to arbitration in London before a sole arbitrator. The arbitrator shall be jointly appointed by the parties in dispute. In the absence of agreement as to the identity of the arbitrator, the appointment shall be made by the President for the time being of the Law Society of England and Wales. Any award made by the arbitrator shall be final and binding and not subject to appeal.