

CONSTITUTION AND BYLAWS

Section 1

Name, Aims, Location and Territorial Scope

Article 1

Asteria. International Association of Myth Criticism is a non-profit-making cultural association with legal personality, which shall be governed by these Bylaws and by the Organic Law 1/2002 of 22 March, and by supplementary regulations.

Article 2

The association is established for an indefinite period.

Article 3

The specific aim of the Association is to promote, encourage and support studies of myth criticism, with equal regard to the development of new theoretical and epistemological tools that may strengthen this discipline as to the presence of classical, medieval, modern and contemporary myths, in literature and in the visual, performing and audiovisual arts. It will also focus on the creation, disappearance and impact of myths in contemporary society.

3.1 In order to achieve its aims the Association will promote:

- a) The organisation of symposiums, conferences, seminars, or any other type of scientific meeting.
- b) The issue of scientific publications or publications for information purposes as well as other printed, digital, photographic, audio or audiovisual material related to the aims of the Association, always under prevailing legislation.
- c) The establishment of agreements or contracts with other entities that may facilitate or be favourable to the aims of the Association.
- d) Support for regional, national and international research projects that are connected to the study of myth criticism.
- e) Support for individual or group projects whose aims match those of the Association.
- f) The organisation of programmes of outreach activities designed to raise awareness of the presence and influence of myths in contemporary society.
- g) The dissemination of the activities of the Association.
- h) All scientific or intellectual activities related to the objectives of the Association that its General Assembly may determine in the future, whether temporary or permanent.

3.2 Given the convergence of interests between *Asteria* and *Amalthea. Journal of Myth criticism*, the Association adopts as one of its main objectives collaboration with the *Journal* with regard to human and financial resources in the manner determined by the General Assembly.

Article 4.

The main location of the Association will be in Building D of the Faculty of Philology at the Universidad Complutense de Madrid (Ciudad Universitaria, 28040 Madrid). The Governing Board shall have the power to change the address if necessary, informing the General Assembly of Associates and the appropriate register.

Article 5.

The Association will develop its activities throughout the Spanish territory, and in all countries from which it may gather support and members. Likewise it will promote national and international relations with organisations that share its aims.

Section 2

Membership, admissions procedures and loss of membership

Article 6

The Association is composed of three types of membership: Ordinary, Honorary and Institutional.

6.1. Ordinary and Honorary members must be adult individuals with capacity to act.

Institutional members shall be legal entities committed to the aims of the Association.

6.2. Secondary school teachers and university lecturers who apply shall be Ordinary members with full rights. Primary school teachers, university graduates and final year university students who, due to their interest in myth criticism, seek admission as members, shall also have full rights and will need to be endorsed by two Ordinary members of two years' standing.

6.3. Those individuals and institutions who by virtue of their relevant merits and their contribution to the Association and its aims deserve such distinction in the judgement of the General Assembly, or who have been proposed by the Governing Board or by 25% of members, shall become Honorary members.

6.4. Those institutions that are interested in promoting the aims of the Association may become Institutional members upon request.

6.5. All applications for admission should be addressed to the Secretary of the Association, who will submit them for consideration to the Governing Board.

Article 7

Loss of membership shall occur for the following reasons:

- a) A member may leave voluntarily.
- b) By agreement with the Governing Board, by reason of non-payment of instalments in advance on two occasions.

c) Expulsion agreed by the Board due to the violation of the provisions of these Bylaws and other provisions issued by the regulatory bodies of the Association. The decision of the Board shall be put to the General Assembly to which the member concerned may appeal.

Article 8

Ordinary and Honorary members shall have the following rights:

- a) To receive information on all cultural and scientific activities that the Association may develop.
- b) To attend the cultural or scientific events organised by the Association.
- c) To own a copy of these Bylaws and to be informed about the agreements taken by the governing bodies.
- d) To object to the agreements and actions of the Association that are contrary to the Bylaws, within a period of fifteen days and in the manner laid down by the regulations.
- e) To exercise the right to speak and vote at General Assemblies.
- f) To be kept informed of the annual expenditure and income in the General Assembly.
- g) To be a candidate/member of the Governing Board in the manner determined by these Bylaws.
- h) To receive direct notification of the different issues of *Amaltea. Journal of Myth Criticism*.
- i) To receive an annual newsletter that contains the activities of the Association in that year, the relevant publications of its partners, initiatives in fields relevant to the Association, notices of conferences and symposiums related to the aims of the Association, etc.

8.1. Institutional members shall have the same rights as individuals, except for d) above; and the right to speak but not to vote in the General Assemblies e).

8.2. All members shall have a duty to do the following:

- a) To comply with these Bylaws and the relevant agreements adopted by the Governing Board and the General Assembly.
- b) To pay regular membership subscriptions or any extraordinary payments as required by the General Assembly.
- c) To perform faithfully, if applicable, the obligations inherent in the position they hold.

8.3. Honorary members shall have the same duties as Ordinary members, except for 8.2 b) above.

8.4. Institutional members shall have the same duties as individuals, except for 8.2 b) above, as instead of membership subscriptions, they will make other contributions, financial or otherwise, that they may deem appropriate; and except for 8.2 c).

Section 3

Governing Bodies and Administration

Article 9

The Association shall be governed and administered by the GENERAL ASSEMBLY and the GOVERNING BOARD.

Article 10

The General Assembly is the supreme organ of the will of the members. It shall consist of all the members and shall set the guidelines for the activities of the Association.

Article 11

The General Assembly meetings can be Ordinary or Extraordinary, according to whether or not they are held at regular intervals.

11.1. The Ordinary General Assembly shall be convened once a year, in order to:

- a) Approve the general plan of action of the Association.
- b) Evaluate the performance of the Governing Board.
- c) Establish and review membership fees and Extraordinary payments.
- d) Approve, where appropriate, the annual budgets of income and expenditure and the accounts for the previous year.
- e) Elect the members of the Board as their memberships come up for renewal.
- f) Modify the Bylaws when necessary.

11.2. The Extraordinary General Assembly shall meet when agreed by the Governing Board or when a third of the members of the Association request a meeting, in order to resolve an urgent matter or for other reasons such as the following:

- a) The dissolution of the Association
- b) The dismissal of the Governing Board.
- c) The disposal or transfer of property
- d) The authorisation of credit obligations and loans
- e) The remuneration of members of representative bodies.

11.3 A meeting about any matters laid down in Article 11.2 shall take place within three months from the date of the agreement of the Governing Board or the submission of a request for a meeting to the Secretary, signed by a third of the members.

Article 12

General Assemblies shall be convened by the Governing Board on its own initiative or by request of the number of members specified in 11.2 above; by post or by email addressed to each individual member, containing the date, time, place and agenda. Members shall be contacted a minimum of fifteen days prior to the meeting.

Article 13

General Assemblies, both Ordinary and Extraordinary, will be valid if at least a third of the members are present, either in person or by proxy, at the first meeting; and at the second meeting however many associates are present.

Article 14

Decisions shall be taken by a simple majority vote of the persons present or represented, save in the situations envisaged in 11.2 above, in which cases it will be necessary to have a majority of two thirds of the votes of the persons present or represented.

Article 15

Any member may speak and vote at General Assemblies, with the exceptions mentioned in 8.1 above. If unable to attend, a member may vote on the items on the agenda by post or email, as long as the said postal vote is received by the Secretary at least twenty-four hours before the Assembly meets.

The Governing Board

Article 16

The Association shall be governed by a Governing Board which will consist of seven members: a President, a Vice President, a Secretary, a Treasurer, and three Members of the Governing Board. Eventually, depending on the needs of the Association, the responsibilities of the Secretary and Treasurer may be carried out by the same person.

16.1. The Board shall meet at the request of the President or of any of its members.

Article 17

For the meetings of the Governing Board to be valid, at least half the members must be present. It shall then make its resolutions based on the majority of the votes of the members present.

17.1 If any member of the Governing Board should be absent, s/he may be represented at the meeting by another member. In order to do this, the member who is going to be absent should inform the Secretary with at least 72 hours' notice, giving the reason for his or her absence, the name of the member of the Board whom s/he wants to represent him/her, and the way in which s/he wishes to vote if a vote is taken. Before the meeting takes place, s/he must give her express consent with respect to the delegate chosen.

17.2. In case of the absence of the President, s/he shall be replaced by the Vice President.

Article 18

The responsibilities of the Governing Board include the following:

a) To manage, govern or administer the Association and its interests.

- b) To comply with and enforce the Bylaws and provisions of the governing bodies of the Association.
- c) To propose to the General Assembly the setting or modification of the membership fees that members must pay in order to support the Association.
- d) To set extra fees for participating in a particular event.
- e) To implement the resolutions adopted at the General Assemblies.
- f) To draw up the accounts and the balance at the end of each financial year, as well as the budget for income and expenditure, to be submitted to the General Assembly.
- g) To comply with current regulations, and in particular with those laid down by the Law, including the supplementary provisions that govern this kind of Association.
- h) In addition to the general powers inherent in any governing body, the Board shall agree on admissions and sanctions not specifically allocated to the General Assembly.

Article 19

All positions on the Governing Board will be performed without remuneration. The term of office for Board members will have a maximum duration of three years. At the end of each term, a new election for all positions will take place.

Article 20

Three months before the end of its mandate, the Governing Board shall notify all members of the next Ordinary General Assembly to hold new elections. At the same time it shall inform them of the start of a period of one month in which candidates can come forward. In the twenty days following the end of this period, the Governing Board will circulate to all members the names of the candidates and the place, date and time at which the elections will be held. It will also give precise instructions for postal votes.

Article 21

Each candidate must be nominated by seven members, each of whom must give their name, the main centre at which they carry out their professional activities and the position they occupy on the Governing Board.

Article 22

If a vacancy should arise for a member of the Board, excepting the position of President, the Board can nominate another person as a temporary substitute until the position can be filled at the next General Assembly.

22.1 If a vacancy should arise for the office of President, the Vice President shall occupy the position until a new President can be designated, for which purpose a General Assembly shall be held within a year.

22.2 If there are three or more vacancies on the Board, the latter shall be considered to be a new Board, and its mandate will start from that moment, in compliance with Article 19.

Article 23

The Board may be dismissed if this is approved by an Extraordinary General Assembly convened for that purpose.

23.1 The dissolution of the Board must be approved by a simple majority of the votes cast, as long as their number is equal to or greater than the number of votes by which the Governing Board were elected in the first place; or by an absolute majority of members who have full rights at the time of the vote. In order for the dissolution to be carried out successfully, the same Extraordinary General Assembly that has dismissed the former Board shall elect a new Board from among the members present. This Board shall meet to hold the elections by means of the normal process within a year.

The President

Article 24

The President, as the highest authority of the Association, has the following responsibilities:

- a) To be the legal representative of the Association before third parties.
- b) To authorize with his/her signature all acts and contracts which have legal force with respect to other individuals or legal persons; and any other general provisions that may also be binding.
- c) To sign financial documents.
- d) To preside over the General Assemblies, directing them and making sure the agenda is followed.
- e) To authorize, by his/her signature, records of the sessions over which s/he has presided.
- f) To endorse the agreements reached with the expression of his/her approval.
- g) To use his/her casting vote to get a decision if the deliberations of the Governing Board remain unresolved.

The Vice President

Article 25

The Vice President will replace the President in his/her absence at any ceremonies, sessions and proceedings to which s/he may be delegated. Likewise, s/he shall perform the function of President if this post becomes vacant, according to the provisions laid down in Article 22 of these regulations.

The Secretary

Article 26

The responsibilities of the Secretary are as follows:

- a) To keep a register of members, including their names and personal details and to deal with the entry of new members and resignations.
- b) To take and verify the Minutes of the meetings of the Governing Board and General Assemblies which s/he shall attend as Secretary.
- c) It shall be his/her responsibility to keep and look after the Minutes, the official seal and other secretarial documents.

- d) To keep the Governing Board informed of the fluctuations in membership numbers and any relevant complaints, proposals or requests s/he may receive from the members.
- e) To carry out any administrative procedures that may not be specific to any particular report or task.
- f) To inform the Governing Board of any legal provisions there may be with regard to Associations in order to comply with them.
- g) To issue the certificates of the agreements of the General Assemblies and the Governing Board, with the approval of the President.

The Treasurer

Article 27

The Treasurer's responsibilities are as follows:

- a) To keep the Accounts books.
- b) To receive and make any payments on behalf of the Association, with the previous authorisation of the Governing Board, when they are not part of the normal, daily business of the Association.
- c) To prepare the financial statements and annual budgets and balances, and give this information to the Governing Board and the General Assembly.

Members of the Governing Board

Article 28

The Members shall perform the duties pertaining to their office as Members of the Governing Board, as well as any delegated to them or any tasks assigned to them by the said Board.

Section 4

Means of communication

Article 29

In order to achieve its aims, the Association may use the following means of communication, after obtaining any permits and authorisation that may be necessary from the relevant authorities and bodies, always abiding by the current legislation in the field:

- a) Publications, periodical or not, in any medium or format: print, sound, audiovisual or electronic.
- b) Invitations and grants.
- c) Meetings and discussions at the Association's headquarters or in other places previously designated for such a purpose.
- d) The organisation of conferences and outreach activities.

Section 5

Capital assets and financial resources and budget

Article 30

The Association has no capital assets.

Article 31

The following shall constitute the financial resources of the Association:

- a) Ordinary membership fees, and when appropriate, extraordinary payments from the members, as set by the Governing Board.
- b) Donations, grants and contributions from public and private bodies and institutions, previously authorised by the relevant authorities.
- c) Any resources that may come from inheritances and bequests.
- d) Any other relevant sources under current legislation.
- e) Any profits that may result from social events.

31.1 There shall be no profit motive; all resources shall be used to further the aims of the Association.

Article 32

The economic forecasts of the Association will be reflected in the corresponding annual budget for income and expenditure, which will be balanced so that the estimated costs never exceed the income. For any extraordinary matters of sufficient economic scope that may arise, the Governing Board shall be able to draw up an Extraordinary budget and the General Assembly, specially convened for this purpose, shall approve it.

Article 33

The Association and its financial affairs shall be run on an annual basis, its business closing on 1 December each year.

Section 6

The dissolution of the Association and the consequent liquidation of its assets

Article 34

The Association is established for an indefinite period and shall be dissolved:

- a) By the will of the members expressed in an Extraordinary General Assembly convened for that purpose; with a quorum of members present and the vote in favour taken according to the Law of Associations and these Bylaws.
- b) For failure to fulfil the aims specified in the Bylaws, as understood by the General Assembly.
- c) By court order.

Article 35

Once the dissolution of the Association has been approved, a Liquidation Committee shall be appointed, who, when the debts have been paid, shall direct any remaining monies to be used for non-profit-making purposes. The monies

shall be channelled, specifically, to not-for-profit bodies whose aims are similar to those of the Association, as determined by the General Assembly.

35.1 The Liquidation Committee shall request the cancellation of the entries for the Association in the Registry.

Section 7

Final Provisions

Article 36

Any matters not covered by these Bylaws shall be submitted for the consideration of the Governing Board, who shall resolve them according to current Association legislation. If unable to reach agreement, the President will decide the outcome by means of his/her casting vote.

Additional Amendment

Article 37

Any amendments to these Regulations shall be made by the General Assembly, on condition that two-thirds of the votes cast by the members present or represented are in favour.

Madrid, 26 January 2011