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## Annual General Meeting

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of the Association of Learned and Professional Society Publishers to be held online at 14:00 BST on Tuesday 8 September 2020

### Agenda

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|---|-----------|------------|
| 1. Apologies for absence  | Chair     |            |
| 2. Minutes of the Annual General Meeting held on 12 September 2019  | Chair     | AGM/2020/2 |
| 3. Amendments to Memorandum of Association, Articles and Byelaws<br>To approve update to the language, in particular regarding gender | Chair     | AGM/2020/3 |
| 4. ALPSP Mission, Vision and Values<br>To adopt Council's recommendation for revised statements                                       | Chair     | AGM/2020/4 |
| 5. ALPSP Membership Categories<br>To approve a new category of Retiree Membership   | Chair     | AGM/2020/5 |
| 6. Annual Financial Report  | Treasurer |            |
| a. Accounts for the year ended 31 December 2019<br>for information.   |           | AGM/2020/6 |
| b. Appointment of Auditors for the Association for the year ending<br>31 December 2020  |           |            |
| c. Membership fees for 2021   |           |            |
| 7. ALPSP Council Membership   | CEO       |            |
| a. New Directors for 2021   |           |            |
| 8. Annual Report  | CEO       |            |
| 9. Any other business   | Chair     |            |
| 10. Date of next AGM  | Chair     |            |



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# Minutes of Annual General Meeting of the Association of Learned and Professional Society Publishers held on 12 September 2019

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The meeting was held online at the de Vere Beaumont Estate, Old Windsor, Berkshire SL4 2JJ, UK

## **In attendance**

Suzanne Abbott  
Patrick Alexander  
Sophia Anderton  
Peter Ashman  
Chris Burton-Brown  
Rod Cookson  
Beth Craanen  
Fred Fenter  
Sarah Fricker  
Susan Haering  
Catherine Hill  
Jamie Humphrey

Phil Hurst  
Julia Mortimer  
Claire Moulton  
Niamh O'Connor  
Marcus Parker  
Pauliina Raento  
Pippa Smart  
Henry Spilsberg  
Sue Thorn  
Anthony Watkinson  
Emma Wilson

Wayne Sime (Chief Executive)  
Ruth Leighton (Finance Manager)  
Lesley Ogg (Membership Manager)

## **1. Welcome and Apologies**

Peter Ashman (ALPSP Chair) welcomed everyone to the meeting. Apologies had been received from: Astrid Engelen, Jane Charlton and Amy McPherson.

## **2. Minutes of Annual General Meeting held on 13 September 2018**

The minutes of the 2018 Annual General Meeting were approved as a correct record.

*Proposed by:* Pippa Smart

*Seconded by:* Phil Hurst

## **3. Amendments to Memorandum of Association, Articles and Byelaws**

[this was brought forward from item 5 on the agenda]

The following two amendments were presented and approved by the AGM

First: Any Officer, Council Member or Chair of a Committee should be able to remain in post (at the discretion of Council) on a transitional basis until a suitable successor is appointed. The following amendment to the Articles was approved to enable this: *(additional wording is in italics)*

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

43. (a) Any member of the Council will cease to be a member immediately if:

- (i) the organisation which he represents ceases to be a Full Member of the Association;
- (ii) he resigns his office by notice in writing to the Association delivered to the Association at its registered office or tendered at a meeting of the Council;

or

(iii) having been absent without permission of the Council from two successive meetings of the Council, the Council shall resolve that he has by reason of such absence vacated office.

or

*(iv) he ceases to be employed by a member organization;*

(b) An elected member of the Council will cease to be a member immediately if

- (i) he becomes prohibited by law from being a director; or
- (ii) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs.

*(c) The Council will have the power to allow any member disqualified under 43 (a) to remain in their position on a transitional basis until a suitable successor has been appointed.*

*Proposed by:* Anthony Watkinson

*Seconded by:* Emma Wilson

**Second**, the AGM was asked to give Council authority to create a new category of membership for individuals. The following amendment to the Articles was approved to enable this: *(additional wording is in italics)*

Under THE COUNCIL, insert new sub clause 33 (j)

*33 (j) The Council has the authority to introduce an individual membership category if it deems it necessary to fulfil and further the aims of the Association.*

*Proposed by:* Emma Wilson

*Seconded by:* Anthony Watkinson

#### 4. Annual report from the Treasurer

Niamh O'Connor presented the Treasurer's report.

##### a. Adoption of the Accounts for the year ended 31 December 2018

The accounts for the year ended 31 December 2018 were adopted.

*Proposed by:* Marcus Parker

*Seconded by:* Sue Thorn

##### b. Appointment of Auditors for the Association for the year ending 31 December 2019

The appointment of Myers Clark as auditors to the Association for the year ending 31 December 2019 was approved.

*Proposed by:* Patrick Alexander

*Seconded by:* Jamie Humphrey

##### c. Membership fees for 2020

The proposed membership subscription rates as detailed below for 2020 were approved. An increase of 5% would be applied to all bands.

*Proposed by:* Deborah Dixon

*Seconded by:* Emma Wilson



Subscription band	Upper Band Limits	Subscription rate 2020 (excludes VAT)
	Full Members: based on publishing expenditure Associate Members: based on gross revenue (before deductions)	GB £
1	£40k	£280
2	£120k	£445
3	£0.6m	£970
4	£2.3m	£1,340
5	£7.5m	£1,900
6	£20m	£2,760
7	£50m	£4,570
8	£100m	£6,440
9	Over £100m	£8,315

## 5. ALPSP Council Members

### a. New Directors for 2020

Four nominations had been received for the three vacancies arising 1 January 2020 and so an election had been called. The AGM confirmed the results of the election:

Rod Cookson, IWA Publishing, was elected as an Ordinary Member of Council and Director. Allison Lang, BMJ, was elected as an Ordinary Member of Council and Director. Wendy Queen, Project MUSE, Johns Hopkins University Press, was elected as an Ordinary Member of Council and Director.

### b. Honorary Officers

The following was approved by the AGM

Peter Ashman will stand down as Chair after the AGM, rather than at the end of 2020. Niamh O'Connor will take up the office of Chair from September 2019 for a period of three years rather than January.

Catherine Hill was appointed Honorary Treasurer and will take up the post immediately after the AGM.

*Proposed by:* Phil Hurst

*Seconded by:* Rod Cookson

Thanks were expressed to Peter Ashman and also to Rita Scheman who had stepped down on her retirement and to Anthony Cond who had completed his term of office.

## 6. Annual Report

Wayne Sime presented the annual report. The presentation is available on the ALPSP website at <https://www.alpsp.org/AGM-Content>.

## 7. Any other business. There was none.

## 8. Date of next AGM

The 2020 AGM would be held on Thursday 17 September 2020 at the Hilton Deansgate Hotel, Manchester, UK.

Company Registration Number: 4081634

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MEMORANDUM OF ASSOCIATION  
of  
The Association of Learned and Professional Society Publishers

1. The name of the Company (hereinafter called "the Association") is "the Association of Learned and Professional Society Publishers".
2. The registered office of the Association will be situated in England.
3. The objects for which the Association is established are:
  - (a) to take over all or any of the assets and liabilities of the non-profit-making trade organisation known as the "Association of Learned and Professional Society Publishers";
  - (b) subject to such consents as may be required by law, to safeguard and advance the interests of the international community of not-for-profit publishers of academic and professional information (hereinafter called "Not-for-profit Publishers") in all matters related to publishing;
  - (c) to negotiate with and make representations to appropriate organisations, associations, bodies or persons on any legislative or other matters affecting the interests of Not-for-profit Publishers in all matters relating to publishing;
  - (d) to work independently and with other organisations to influence the future development of academic and professional publishing for the benefit of Not-for-profit Publishers;
  - (e) to provide opportunities for information-sharing, training and development;
  - (f) to assist members, as herein defined in the Articles of Association, to improve their skills and knowledge and prepare for the future; and
  - (g) to provide information and advice to members and non-members, and such other services as the Association may from time to time decide;

and in furtherance of these objects but not otherwise the Association shall have the following powers:

- (i) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights, and to construct, maintain and alter buildings;
- (ii) to sell, let, mortgage, dispose of all or any of the property or assets of the Association;
- (iii) to undertake and execute any charitable trusts which may lawfully be undertaken by the Association;
- (iv) to borrow or raise money on such terms and on such security as may be thought fit;
- (v) to invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought

Company Registration Number: 4081634

fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

(vi) subject to Clause 6 hereof, to act for the benefit of the wider community of Not-for-profit Publishers, and those working in association with them for the communication of learned and professional information, including non-members of the Association;

(vii) to form an alliance with, be a member of, affiliate to or otherwise work in association with any other organisation with objects similar to any of its own;

(viii) subject to such consent as may be required by law, and subject as hereinafter provided, to amalgamate with any other organisation or organisations with objects similar to its own;

(ix) to purchase or otherwise acquire or undertake all or any part of the property, assets, liabilities and engagements of any one or more of the organisations with which the Association is authorised to amalgamate;

(x) to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the organisations with which the Association is authorised to amalgamate;

(xi) to establish a charitable trust for the furtherance of any or all of the objects of the Association;

(xii) to collect and receive levies, fees, subscriptions, contributions and other monies that may be required for the purposes of the Association and the furtherance of its objects; and

(xiii) to do all such other things as are necessary for or incidental to the attainment of the above objects or any of them.

4. The income and property of the Association, whensoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association provided that nothing herein shall prevent any payment in good faith by the Association:

(a) of reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Association;

(b) of interest at a rate not exceeding the base rate from time to time of NatWest Bank on money lent or reasonable and proper rent for premises demised or let by any member of the Association; and

(c) of any indemnity insurance premiums.

5. The liability of the members of the Association is limited.

6. The Memorandum and Articles of Association of the Association are binding only

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upon the members of the Association, and a person who is not a member of the Association may not enforce its terms under the Contracts (Rights of Third Parties) Act 1999.

7. Every member of the Association undertakes to contribute such amount as may be required (up to a maximum of £1.00 (one pound sterling)) to the assets of the Association if it should be wound up while it is a member or within one year after it ceases to be a member for payment of the Association's debts and liabilities contracted before it ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

8. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the Association, but shall be given or transferred to some other organisation or organisations or trust or trusts having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such organisation or organisations to be determined by the General Assembly at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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THE COMPANIES ACT 1985

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE  
CAPITAL ARTICLES OF ASSOCIATION  
OF  
THE ASSOCIATION OF LEARNED AND PROFESSIONAL SOCIETY PUBLISHERS

**INTERPRETATION**

**1. In these Articles:-**

"the Act" means the Companies Act ~~1985-2006~~ including any statutory modification or re- enactment thereof for the time being in force;

"the ~~se~~ Articles" means the articles of ~~association of the Association of Learned and Professional Society Publishers ("the Association")~~;

"the Association" means the Association of Learned and Professional Society Publishers;

"Clear Days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"the Board" means the elected members of the Council of the Association appointed in accordance with these Articles, comprising the Honorary Officers and up to six Ordinary Members, which collectively shall be the board of directors of the Association;

"the Council" means the full Council of the Association, including both elected and unelected members, appointed in accordance with these Articles;

"Executed" includes any mode of execution;

"the General Assembly" means the body consisting of one named representative of each member of the Association;

"the Honorary Officers" means the Chair, the immediate past Chair / Chair elect, one or more Vice- Chairs and the Treasurer of the Association;

"Members" means all Full, Associate and Honorary members of the Association;

"Office" means the registered office of the Association;

"Secretary" means the Company Secretary of the Association as specified in the Act, or any other person appointed to perform the duties of the Company Secretary of the Association, including a joint, assistant or deputy secretary;

"Chief Executive" means the Chief Executive Officer of the Association; ~~and~~

"United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force



when these regulations become binding on the Association.

Words importing the singular only shall include the plural and vice versa; ~~and words importing a gender shall include every gender~~ and references to a person shall include incorporated and unincorporated bodies.

**Commented [SF1]:** I think it is better to change "he and she" to "their" so I have done that throughout.

2. (a) For the purposes of registration, the number of members of the Association is declared to be unlimited.
- (b) The membership of the Association shall consist of all members of the Association ~~of Learned and Professional Society Publishers~~ at the date these Articles come into force and such other legal or natural persons as are subsequently admitted in accordance with these Articles. There shall be the following classes of membership:
  - (i) "Full Members"  
comprising members who are partnerships, companies or other organisations who operate on a not-for-profit basis, based anywhere in the world and are involved in publishing academic and professional information in any medium;
  - (ii) "Associate Members"  
comprising members who are partnerships, companies or other organisations that are involved in the production, publication, promotion, distribution or collection of academic and professional information;
  - (iii) "Honorary Members"  
comprising individuals with an interest in and experience of publishing, whose membership in the opinion of the General Assembly will contribute to the objectives, prestige and authority of the Association.
- (c) All classes of membership and any number of representatives of each member shall be entitled to attend the meetings of the General Assembly of the Association but only the officially designated representative of Full Members shall in addition have the right to vote at meetings of the General Assembly.
- (d) The Council shall have full discretion to admit or, without assigning any reasons, to refuse to admit any person, firm or corporate body to membership of the Association, and to designate the class of membership for any said candidate. However, the requirements of natural justice shall be respected, and a rejected candidate shall be entitled to be heard in ~~his~~ their own defence.
- (e) The Council shall recommend individuals to the General Assembly from time to time for admission as Honorary Members.
- (f) Any company which is a member may at any time by notice in writing to the Chief Executive appoint one of its full-time employees to act as its representative to exercise the rights and privileges of such members. Any such notice shall remain in force until another such notice is served.
- (g) Any partnership which is a member may at any time by notice in writing to the Chief Executive nominate one of its partners to act as its representative to exercise the

rights and privileges of such members. Any such notice shall remain in force until another such notice is served.

(h) The Council may at its discretion terminate the membership of any member if in its opinion the continuation of such membership would be against the best interests of the Association and its members. However, the requirements of natural justice shall be respected, and a member shall be entitled to be heard in its own defence.

(i) A member may at any time withdraw from the Association by giving written notice to the Association of its intention to withdraw, and its membership shall terminate at the end of the current subscription period unless the member requests earlier termination. Membership shall be terminated immediately and automatically if any member fails to pay its subscription within the period specified by the Council from time to time. Membership shall not be transferable and shall cease on death of an individual member or in the case of a partnership, upon the dissolution of the partnership, or in the case of a body corporate, on its becoming insolvent or upon an effective resolution being passed or made for its liquidation.

(j) Any member who ceases to be such shall not be entitled to repayment of the whole or any part of any membership subscription or other monies already paid by him-them to the Association in respect of the current financial year.

#### CONTRIBUTIONS

**3.** All members shall make such payments annually or otherwise to the Association by way of subscription, levy or other such means and at such rates and times and in such a manner as may from time to time be decided upon by the General Assembly.

**4.** Members shall, if so required, furnish in confidence to the Chief Executive from time to time such details as the Association may reasonably require, in order to determine the amount of any subscription, levy or other monies payable by such a member.

**5.** The Council shall have full power to allocate any funds collected, whether to payment of expenses of the Association or by way of disbursement or grant, but only in so far as this is in accordance with the objects as stated in its Memorandum of Association.

#### THE GENERAL ASSEMBLY

**6.** (a) The business of the Association shall be carried on under the general authority of the General Assembly.

(b) The members of the General Assembly shall not be Shadow Directors within the meaning of Section ~~741~~251(~~12~~) of the Act.

(c) The General Assembly shall consist of one named representative of each Full Member and one named representative of each Associate Member.

At the date these Articles come into force the membership of the General Assembly shall consist of named representatives of those individuals, partnerships, companies and other

organisations who are Full Members or Associate Members or Affiliate Members of the Association ~~of Learned and Professional Society Publishers~~ immediately before these Articles came into force.

**7.** A member may by notice in writing to the Secretary appoint a substitute of the nominated representative to attend meetings of the General Assembly and the substitute of a Full Member will be entitled to a vote.

**8.** Except as otherwise provided in these Articles, the General Assembly may regulate the procedure at its meetings as it thinks fit.

#### MEETINGS OF THE GENERAL ASSEMBLY

**9.** All meetings of the General Assembly, other than annual general meetings, shall be called extraordinary general meetings.

**10.** The General Assembly shall hold an annual general meeting at which an annual report and an audited financial statement shall be considered. The General Assembly shall meet at least once in each calendar year.

**11.** An extraordinary meeting of the General Assembly may be called by the Council or at the request of ten or more Full Members as provided by Section ~~369-307, 310 and 311~~ of the Act. Such a request shall be addressed in writing to the Secretary, at least 30 clear days before the date of the intended meeting, and shall detail the business to be considered and any resolutions to be proposed.

#### NOTICE OF MEETINGS OF THE GENERAL ASSEMBLY

**12.** All meetings of the General Assembly shall be called by at least twenty-one (21) clear days' notice. However, a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- (b) in the case of any other meeting, by ninety (90) per cent of the members entitled to attend and vote.

**13.** The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. In the case of a meeting at which an amendment to, or interpretation of, these Articles is to be considered, the notice shall include the wording of any resolution which is to be submitted. Any such resolution must carry the names of the proposer and seconder.

**14.** The notice relating to any meeting of the General Assembly shall be given to all the members, and to the Council and auditors.

15. The accidental omission to give notice of a meeting to, or non-receipt of such notice by any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT MEETINGS OF THE GENERAL ASSEMBLY

16. No business shall be transacted at any meeting unless a quorum is present. Five (5) persons entitled to vote upon the business to be transacted, as defined in Clause 2 (c) of these Articles, shall constitute a quorum.

17. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting if called by the members shall be dissolved, and if called by Council shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council may determine.

18. The Chair of the Council, or in ~~his~~their absence another Honorary Officer nominated by the Chair, or failing that nominated by the members of the Council present, shall preside as a Chair of the meeting. If neither the Chair nor such other Honorary Officer be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of the Council present shall elect one of their number to be Chair and, if there is only one member of the Council present and willing to act, ~~he~~they shall be Chair. If neither the Chair nor such Honorary Officers or other Council members are present within fifteen minutes after the time appointed for holding the meeting, the Full Members present and entitled to vote shall choose one of their number to be Chair.

19. The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty clear days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any such notice.

20. An ordinary resolution put to the vote of a meeting shall be decided by clear majority of those Full Members present and entitled to vote. A special resolution put to the vote of a meeting, including any modification to the Memorandum ~~of Association~~ and ~~these~~ Articles ~~of Association~~, shall be decided by a majority of 75 per cent of those Full Members present and entitled to vote. Such resolution shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to provisions of the Act, a poll may be demanded:

- (a) by the Chair; or

(b) by at least two (2) Full Members having the right to vote at the meeting; and a demand by a person as proxy for a Full Member shall be the same as a demand by the member.

**21.** Unless a poll is duly demanded, a declaration that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

**22.** The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

**23.** A poll shall be taken as the Chair directs and ~~he~~they may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

**24.** In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote ~~he~~they may have.

**25.** A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such a time and place as the Chair directs, not being more than thirty clear days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.

**26.** No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven (7) clear days' notice in writing shall be given specifying the time and place at which the poll is to be taken.

**27.** Subject to the provisions of the Act, a resolution in writing signed by or on behalf of all the Full Members entitled to receive notice of and attend and vote at a meeting of the Association (which resolution may consist of two or more documents in the like form signed by or on behalf of one or more of the said members) or a resolution to which every such Full Member has signified ~~his~~their approval in writing or by cable, telegram, electronic mail or facsimile shall be as valid and effectual as if it had been passed at a meeting of the Association duly called and constituted. In the case of a corporation, any such signature or approval may be given or signified on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. If the resolution in writing is described as a special resolution or an ordinary resolution, it shall have effect accordingly.

**28.** Minutes shall be kept of meetings of the General Assembly and shall be circulated to members and confirmed and signed as a correct record by the Chair of the meeting at the next meeting.

VOTES OF MEMBERS

**29.** On a show of hands, the authorised representative (or ~~his~~-~~their~~ substitute) of every Full Member present in person at any meeting of the General Assembly shall have one vote. On a poll, the authorised representative (or ~~his~~~~their~~ substitute) of every Full Member present in person or by proxy shall have one vote.

**30.** An instrument appointing a proxy may be in any usual or common form or any other form which the Council may approve.

**31.** The instrument appointing a proxy, and any authority under which it is executed, or a copy of such authority certified notarially or in some other way approved by the Council may:

- (a) be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting, or in any instrument of proxy sent out by the Association in relation to the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than forty-eight (48) hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than twenty-four (24) hours before the time appointed for the taking of the poll; or
- (c) where the poll is taken forthwith but is taken not more than forty-eight (48) hours after it was demanded, to be delivered at the meeting at which the poll was demanded to the Chair or to the Chief Executive or to any member of the Council;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

ELECTION OF MEMBERS OF THE COUNCIL BY THE GENERAL ASSEMBLY

**32.** (a) No later than forty-five (45) clear days in advance of the date of an annual general meeting, the Chief Executive shall, on behalf of the Council, circulate to the General Assembly notice of the vacancies, if any, on the Council due to be filled on the next 1 January. Each Full Member shall have fourteen (14) clear days from the date of such notice to nominate any Full Member who is able and willing to fill a vacancy on the Council; each nomination must have a proposer and a seconder, nominees may not be either the proposer or the seconder and the nominee, proposer and seconder must all be at different organisations and each organisation must be a Full Member; such nomination must be accompanied by written evidence that each nominee is willing to serve if elected.

- (b) Not later than fourteen (14) clear days after the deadline for the receipt of members' nominations, the Chief Executive shall circulate to the nominated representatives of Full Members a paper listing all the nominations by the Council and by members. Nominations backed by the Nominations Committee ~~would~~will be identified as being backed by the ~~ALPSP~~ Council.
- (c) Should the nominations exceed the vacancies, a postal ballot shall be held, the nominated representative of each Full Member being entitled to cast one vote for each vacancy on the voting paper, which must be in the hands of the Chief Executive by 5.00–pm ~~BST~~/GMT fifteen (15) clear days following the circulation of the list of nominations.
- (d) Election to each vacancy shall be by way of a simple majority of the votes cast, and any tie shall be resolved by lot.
- (e) The results of such ballot shall be reported at a meeting of the General Assembly not later than thirty (30) clear days after the deadline for the receipt of postal votes, and in the next issue of any of the Association's printed or electronic publications distributed to members.

#### THE COUNCIL

**33.** The Council shall be responsible for determining the policy of the Association but shall be subject to the authority of the General Assembly.

(a) The members of the Council shall (other than the President, Editor, Committee Chairs and co-opted members) be representatives of Full Members of the Association, but not necessarily that member's nominated representative in the General Assembly, and shall consist of:

- (i) A Chair elected by the General Assembly.
- (ii) A Chair Elect elected by the General Assembly.
- (iii) A Treasurer elected by the General Assembly.
- (iv) One or more Vice-Chairs elected by the General Assembly.
- (v) The Chairs of the Chapter Steering Committees who are Vice-Chairs of Council, ex officio.
- (vi) Six ordinary members elected by the General Assembly.
- (vii) The Chairs of the Standing Committees of the Association, ex officio.
- (viii) The Editor of the Association's journal, ex officio; ~~and~~
- (ix) Up to five other members co-opted by the Council at its discretion from Full or Associate Members of the Association.

(b) The elected members of the Council, being the Honorary Officers and the ordinary members, shall be the board of directors of the Association.

(c) Each elected member of ~~the~~ Council, other than the Chair, the Chair Elect and the Treasurer, shall serve for a period of three (3) years commencing on 1 January, after which ~~they~~. The Chair shall serve for a period of three (3) years commencing on 1 January, which period may be extended by agreement for one (1) further year, after which they shall retire from office. The Chair Elect shall be elected by the General Assembly and shall serve for the final year of the Chair's term of office after which they will succeed as Chair.

Commented [SF2]: Incomplete sentence? Should it say that they then retire from office?

The Treasurer shall serve for a period of three (3) years commencing on 1 January, after which they will be eligible to stand for re-election for a total additional period of three (3) years. Retiring elected members of the Council, including the Chair and the Treasurer, shall be eligible for one further consecutive term in any office. Thereafter a period of one year must elapse before such elected member of the Council shall be eligible for re-election.

(d) The term of office of ex officio and co-opted members of the Council shall be determined by the Council.

(e) Should a vacancy arise among the elected members of the Council during the course of the year, a replacement member may be appointed by decision of the Council at its next meeting after the vacancy occurs. The member so appointed shall serve until the end of that calendar year, when ~~he~~ they shall become eligible for election by the normal procedure for a full term of service.

(f) Members of the Council shall not be entitled to appoint alternates to attend and vote at meetings of the Council in their place.

(g) The Council shall supervise the business of the Association and the execution of its policy, which shall be managed day to day by the Chief Executive with reference to the Honorary Officers as necessary.

(h) The Council shall report and make recommendations to the General Assembly at the annual general meeting and at such other times as the General Assembly may require or the Council may find desirable.

(i) The Council may appoint standing or other committees consisting of such persons as in its discretion it may decide, and with such terms of reference and such powers as the Council may prescribe, and may delegate such of its powers as it may think fit to any such committee. Such committees shall be constituted in accordance with, and shall conform with the provisions of, these Articles and shall be responsible to and make regular reports to the Council and all decisions taken by such committees shall be subject to confirmation by the Council unless the Council shall otherwise determine. Provided always that no resolution of any meeting of a Committee, to which the Council has delegated any of its powers, shall have any effect or validity unless:

- (i) a majority of the members present at the meeting and entitled to vote are Full Members; ~~and~~/or
- (ii) such resolution is confirmed by the Council.

(j) The Council has the authority to introduce an individual membership category if it deems it necessary to fulfil and further the aims of the Association.

#### MEETINGS OF THE COUNCIL

**34.** A meeting of the Council shall be held not less than two times per calendar year.

**35.** Except as otherwise provided in these Articles, the Council may regulate the procedure at its meetings as it thinks fit.

**36.** The Secretary shall give reasonable notice in writing of a meeting of the Council to each member of the Council and shall state the business to be transacted. The accidental omission to give such notice to or non-receipt of such notice by any member of the Council



shall not invalidate the proceedings of any meeting of the Council.

**37.** The quorum for a meeting of the Council shall be five members eligible to vote.

**38.** The Chair shall, if present, take the chair at all meetings of the Council or, if the Chair is not present, one of the Honorary Officers appointed by the Chair or, failing that, selected by those present. In the absence of both the Chair and any Honorary Officer, the members of the Council present may select one from their number to take the chair at that meeting.

**39.** The Chair shall have an additional or casting vote in meetings of the Council.

**40.** Minutes shall be kept of meetings of the Council and shall be circulated to members of the Council and confirmed and signed as a correct record by the Chair of the meeting at the next meeting of the Council.

#### BYE-LAWS

**41.** The Council shall have power from time to time to adopt and make, alter or revoke, bye-laws for the regulation of the Association and otherwise for the furtherance of the purposes for which the Association is established, provided that such bye-laws are not repugnant to the Memorandum of Association or these Articles. No member shall be absolved from such bye-laws by reason of ~~his~~ ~~them~~ not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them. It is expressly declared that, without prejudice to the powers of the Council to make bye-laws on other matters, the following shall be deemed to be matters which may be governed by bye-laws within the meaning of this article, that is to say:

- (a) as to the conditions on which legal or natural persons shall be admitted to membership of the Association;
- (b) as to entrance fees (if any) payable in respect of membership of the Association;
- (c) as to the manner in which membership of the Association may be terminated or shall determine;
- (d) as to the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on, members of the Association; ~~and~~
- (e) as to committees of members and other groups in connection with various branches of the Association's activities and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committees and other groups.

#### COMMITTEES AND TASK FORCES

**42.** The Council may appoint such committees (whether standing or otherwise) and Task Forces as it considers necessary to advise or assist it in carrying out any of the objects of the Association.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 43.** (a) Any member of the Council will cease to be a member immediately if:
- (i) the organisation which ~~he-they~~ represents ceases to be a Full Member of the Association; ~~or~~
  - (ii) ~~he-they~~ resigns ~~his-their~~ office by notice in writing to the Association delivered to the Association at its registered office or tendered at a meeting of the Council; or
  - (iii) having been absent without permission of the Council from two successive meetings of the Council, the Council shall resolve that ~~he-hasthey have~~, by reason of such absence, vacated office; or
  - (iv) ~~hethey~~ ceases to be employed by a member organization.
- (b) An elected member of the Council will cease to be a member immediately if:
- (i) ~~he-they~~ becomes prohibited by law from being a director; or
  - (ii) ~~hethey~~ becomes incapable by reason of mental disorder, illness or injury of managing and administering ~~his-their~~ property and affairs.
- (c) The Council will have the power to allow any member disqualified under Clause 43(a) to remain in their position on a transitional basis until a suitable successor has been appointed.

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#### INTEREST OF MEMBERS OF THE COUNCIL

- 44.** Subject to the provisions of the Act, and provided that ~~he-hasthey have~~ disclosed to the Council the nature and extent of any material interest ~~of his~~, a member of the Council, notwithstanding ~~his-their~~ office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;
  - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested; and
  - (c) shall not, by reason of ~~his-their~~ office, be accountable to the Association for any benefit which ~~he-they~~ derives from any such office or employment or from any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

#### CHIEF EXECUTIVE

- 45.** (a) The Council shall engage the services of a Chief Executive on such terms as shall be agreed between the Chief Executive and the Council.
- (b) The Chief Executive shall act as the Chief Executive Officer of the Association.
- (c) At the date these Articles come into force, the Chief Executive shall be the individual currently engaged to act as the Secretary-General of the Association ~~of Learned and Professional Society Publishers~~.

#### EDITOR

- 46.** An Editor for the journal of the Association shall be appointed by the Council on  
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such terms and conditions as the Council may determine.

#### PRESIDENT

- 47.** (a) The General Assembly may appoint a President from time to time.  
(b) The President shall automatically become an Honorary Member of the Association.  
(c) The President may attend the meetings of the General Assembly and the Council but shall have no voting rights in either.

#### SECRETARY

**48.** Subject to the provisions of the Act, the Company Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit; and any Company Secretary so appointed may be removed by them.

#### ACCOUNTS

**49.** The financial year of the Association shall be the calendar year.

**50.** There shall be submitted to the Council and to each member annually, at least 21 clear days before the annual general meeting in each year, an audited statement of the accounts of the Association for the previous financial year together with an audited balance sheet made up as at the close of such financial year.

**51.** The funds of the Association shall be applied solely towards the promotion of the objects of the Association under the direction of the Council.

#### INDEMNITY

**52.** Every member of the Council, or other officer of the Association or any of its committees, and every member of staff or other duly authorised representative, shall be indemnified out of the funds of the Association from and against all legal and financial liabilities incurred in connection with the business of the Association or with the business of the Council or any such committee as aforesaid except when, in the opinion of the Council, such liability shall have been incurred negligently, willfully or maliciously or as a result of failing to conform to any direction given or made by the Council or any duly authorised committee, officer or representative of the Association.

#### NOTICES

**53.** A notice may be served by the Association upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at ~~his~~ their registered address as appearing in the register of members.

**54.** Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a pre-paid letter.

DISSOLUTION

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**55.** The provisions of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.



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## Bye-Laws

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### Admission of Members

1. Applicants for membership shall complete the membership application form currently in force.
2. If an applicant is eligible either (a) for Full membership by virtue of being a not-for-profit publisher of learned and professional information or (b) for Associate membership by virtue of being involved in the production, publication, promotion, distribution or collection of academic and professional information, the Chief Executive shall request the Council to consider the applicant's application.
3. The Council shall have full discretion to admit or, without assigning any reasons, to refuse to admit any person, firm or corporate body to membership of the Association, and to designate the class of membership for any said candidate.
4. Voting may be carried out electronically; if the outcome is not unanimous or there are points of contention, the matter shall be held over until the next meeting of the Council, at which meeting the decision shall be reached by a simple majority of those present at the meeting.
5. A rejected candidate or a member whose membership has been terminated shall be entitled to be heard in ~~his or her~~their own defence by a panel of six members selected by the Council from the General Assembly but the decision of such panel shall be final and binding on the candidate concerned.

### Subscriptions

6. Membership subscriptions shall be for one calendar year, and shall fall due on 1 January of the year in question.
7. New members joining after 1 January shall pay a pro-rata proportion of the applicable annual subscription.
8. Membership shall be terminated immediately and automatically if any member fails to pay ~~its~~their subscription within three (3) months of the due date.

### Resolutions

9. Special resolutions which require the consent of at least 75 per cent of the membership are those which concern any of the following matters:
  - 9.1. alteration of the objects clause in the Memorandum of Association;
  - 9.2. alteration of the Articles of Association;
  - 9.3. change of name;
  - 9.4. ratification of an act beyond the powers of the directors;
  - 9.5. re-registration of the ~~a~~Association from a private to a public company; and
  - 9.6. a resolution placing the ~~company~~ Association in voluntary liquidation;
10. Ordinary resolutions which require the consent of at least 50 per cent of the membership are those which concern all other matters, such as routine business at an Annual General Meeting

(approval of accounts, acceptance of reports, election of Council members, appointment of auditors).

### Committees, Task Forces and Working Groups

11. The Council may appoint such committees (whether standing or otherwise) as it considers necessary to advise or assist it in carrying out any of the objects of the Association. It may, if necessary, provide for the annual election of any such committee and may dissolve or vary the constitution of any such committee as it thinks fit.
12. The terms of reference and budget for any standing committee shall be determined by the Council and its Chair, if not already a member of the Council, shall be an ex-officio member of the Council. Committees shall report to Council through their Chairs.
13. All decisions taken by such committees shall be subject to confirmation by the Council unless the Council shall otherwise determine. No resolution of any meeting of a Committee, to which the Council has delegated any of its powers, shall have any effect or validity unless (a) a majority of the members present at the meeting and entitled to vote are Full Members, or (b) such resolution is confirmed by the Council.
14. The Chair of each Committee shall be nominated by the members of the Committee and appointed by the Council. Unless otherwise agreed by the Council, the initial term of office of the Chair of each Committee shall be three years. The Chair may be appointed for one further two-year term, but must then stand down for a period of at least one year before being eligible for re-appointment.
15. The Council may appoint any two or more representatives of Full or Associate Members (whether members of the Council or not) to form a task force to advise it on any specific problem or specialised topic and may grant to such task forces such powers as may be deemed necessary, including power to co-opt any member of the Association.
16. The terms of reference and budget for any task force shall be determined by the Council but its Chair, if not already a member of the Council, shall not thereby become a member of the Council. Task forces shall report to the Council in whatever form Council determines, and may be dissolved by the Council on completion of their task.
17. The Chief Executive may appoint any two or more representatives of Full or Associate Members (whether members of the Council or not) to form a working group to advise the Chief Executive on any particular matter concerning the implementation of policies determined by the Council.
18. The terms of reference and budget for any working group shall be subject to the approval of the Council. Working groups shall report to the Chief Executive in whatever form the Chief Executive determines, and may be dissolved by the Chief Executive on completion of their task.

### Financial

19. The Treasurer shall present an annual budget of income and expenditure for the approval of the Council at its autumn meeting preceding the commencement of the financial year in question. Major variances from budget shall be referred by the Chief Executive to the Treasurer.
20. The management of the Association's financial reserves shall be supervised by the Treasurer, subject to the Association's reserves policy, which shall be approved by the Council.



21. The travelling and other expenses of directors, other members of the Council and other persons engaged in authorised activities on behalf of the Association, whether Members or not, shall be reimbursed according to the guidelines laid down from time to time by the Treasurer. No expenses shall be reimbursed unless the claimant has completed and signed the Association's Expense Claim Form currently in force or an alternative document acceptable to the Treasurer.
22. Significant expenditure on behalf of the Association by any authorised person acting on its behalf must be approved in advance in accordance with the guidelines laid down from time to time by the Treasurer. Cheques drawn on the Association's bank account must be countersigned by the Treasurer or the Chair if their value exceeds the limit established from time to time by the Treasurer.

#### Chief Executive

23. The Chief Executive shall be responsible for conducting the affairs of the Association in accordance with the requirements of its Memorandum and Articles of Association, referring to the Honorary Officers any matters of importance or difficulty requiring advice.
24. The Chief Executive shall be responsible for the day-to-day management of the Association within the policy laid down by the Council.
25. The Chief Executive shall also be responsible for:
  - 25.1. the selection and management of all employees of the Association; and
  - 25.2. the day-to-day administration of the premises, if any, from which the Association operates.
26. The Chief Executive shall attend all meetings of the Council and, where practicable, those of the standing committees.
27. The Chief Executive shall attend all meetings of the General Assembly and co-ordinate the affairs and activities of the General Assembly.
28. The Chief Executive shall act as the Association's public representative as guided by the Council.
29. Subject to the approval of the Council or of the Honorary Officers, the Chief Executive may participate in such other activities in the name of the Association as may further the objects of the Association.

#### Staffing of the Association

30. Recommendations for the creation of new posts, and the appropriate salary, shall be made by the Chief Executive and approved by the Officers.
31. One or more of the Officers shall assist the Chief Executive with interviewing for senior posts and shall approve the Chief Executive's recommendation for starting salary of the selected candidate.
32. The Officers and one Ordinary Member shall constitute a Remuneration Committee which shall meet in the autumn of each year to consider recommendations for staff salaries or fees, and to agree the Chief Executive's remuneration, for the calendar year following.

33. Each employee's line manager will report to the Chief Executive, the employee's performance against objectives throughout the year.
34. The Chief Executive will recommend to the Remuneration Committee a percentage increase for salaries. A recommendation for a bonus payment will also be made by the Chief Executive. The Remuneration Committee will approve, or make an alternative decision on, any increase to salary or bonus awarded.
35. The Chief Executive's remuneration shall be decided by the Remuneration Committee.
36. The Chief Executive may, with the Officers' approval, delegate to a senior member of staff responsibility for the management of other employees.
37. In cases of disciplinary action or dismissal, the Chief Executive shall seek the advice of the Officers and shall follow the Association's written procedure; a member of staff has the right to appeal to the Chair, whose decision is final and binding.

#### Council and committee membership

38. Members of Council (including co-opted members) other than President, Chair, former Chair, Treasurer and *ex-officio* members shall serve for three years in the first instance, and will be eligible for re-election for a second three-year term. The President shall serve *sine die*. The Chair shall serve for three years, and may serve a fourth year by mutual agreement. The Treasurer shall serve for three years, and will be eligible for re-election for a second three-year term.
39. If a member of Council becomes an Officer (e.g. Chair, Vice-Chair or Treasurer), then ~~his or her~~ term of office is calculated from the beginning of that new role. If ~~he or she~~ subsequently stands down and reverts to the status of ordinary member, then ~~his or her~~ term of office will be calculated as follows:
40. If the total term of office on Council is less than 3 years, the first three-year term of office will be calculated from the date that the member first joined Council and ~~he or she~~ will be eligible for re-election for a second 3-year term as an ordinary member; and
41. If the total term of office on Council is between 3 and 6 years, ~~he or she~~ will be entitled to serve for the remainder of the 6-year period since first joining Council, and will then be eligible for re-election for a further 3-year period as an ordinary member.
42. Chairs of Committees shall serve for three years and shall then be eligible to serve for a further two years if so invited by Council.
43. Members of Committees shall serve for three years and shall then be eligible to serve for a further two years if so invited by the Committee Chair on behalf of Council.
44. Members of the Editorial Board of *Learned Publishing* shall serve for 4 years commencing on their first editorial board meeting.





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Annual General Meeting of the Association of Learned and Professional Society Publishers to be held online at 14:00 BST on Tuesday 8 September 2020

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#### Item 4. ALPSP Mission, Vision and Values

To adopt Council's recommendation for revised statements

**Mission:** *"To be relevant, resonant and accessible for everyone involved in the publishing and communication of scholarly research and information. To provide best practice, training and representation through a vibrant network, to help individuals and organizations thrive."*

**Vision:** *"To foster a culture that will strengthen and advance academic and scholarly communications in all its forms."*

ALPSP does this by:

*Leading and enabling knowledge-sharing across our membership and the wider community;*

*Fostering the creation of international connections through networking and collaboration;*

*Informing and influencing policy and decision-making, advocating for society, not-for-profit and community-led publishing;*

*Promoting inclusivity and diversity, removing barriers to participation and increasing transparency.*

*These values give us the focus and direction to bring about our vision to advance academic and scholarly communication in all its forms.*

**Values:** *Passionate about our industry*

*Accessible to everyone in scholarly communications*

*Championing the interests of our community*

*Trusted provider of quality information and services*



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Annual General Meeting of the Association of Learned and Professional Society Publishers to be held online at 14:00 BST on Tuesday 8 September 2020

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Item 5: ALPSP Membership Categories

To approve a new category of Retiree Membership

*Acting on the authority given to Council at 2019 AGM, Council wishes to introduce a category of individual associate membership to extend the scope of the ALPSP membership community to those who have retired. Retiree membership will offer Associate member rights and be open to individuals no longer actively working in the scholarly publishing industry. The proposed fee for 2021 is £100 excl VAT.*

AGM is asked to approve the creation of the above category and also the rate for 2021.