



# ALPSP Rules

Updated September 2023 (approved by The Board of Directors)

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## Context

These Rules provide details about ALPSP processes and details where these are referred to in the Articles of Association.

Directors can amend the Rules at any time. The Rules must be made available to the Membership on the ALPSP website, and the Membership has a right to propose a change to the Rules. If any Member wishes to do so, they should contact ALPSP for help with the process.



## Not-for-profit

An organisation shall be deemed not-for-profit if either of the following two definitions applies:

### Definition 1

The income and capital of the organisation can only be used to further its objects, and no part of it can be used to give its members<sup>1</sup> a dividend or bonus or anything else which would be a distribution of profit or surplus.

AND

If the organisation closes down, any net assets remaining shall be given to some other organisation having objects similar to its own, which also prohibits members from receiving dividends or bonuses as described above. If this is not possible, the net assets shall be given to another organisation, whose objects the organisation's Directors<sup>2</sup> consider having some connection to its own, and which also prohibits members from receiving dividends or bonuses as described above.

### Definition 2

Any profits or surplus are donated to an organisation to which Definition 1 applies.

### Notes

If the organisation meets any of the following conditions, then ALPSP will consider it a Not-For-Profit entity with no need for any further checks.

- any organisation which is a charity registered in any part of the UK
- any organisation which has been awarded 501(c)(3) status by the USA IRS
- [PLACEHOLDER for other countries' NFP definitions, to be added as new organisations apply]

## Honorary and Retiree members

Honorary Members are individuals admitted to membership with an interest in and experience of publishing, whose membership will, in the Directors' opinion, contribute to the objectives, prestige and authority of the Association.

Retiree Members are individuals admitted to membership who are no longer actively working in the scholarly publishing industry.

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<sup>1</sup> Or equivalent in jurisdictions where the UK Companies Act 2006 does not apply

<sup>2</sup> Or equivalent in jurisdictions where the UK Companies Act 2006 does not apply



## Electing Directors

### Background notes

The agenda for the AGM must include a resolution to confirm the results of the electronic ballot for electing Directors. The standard text for this resolution is:

"That the appointment of the successful candidates for [ROLES] as selected by Regular Members through an online ballot held between [DATE] and [DATE], be approved."

### Process for identifying candidates and holding elections

Eligibility to stand and vote is defined in the Articles.

Role descriptions will be communicated to the Membership and posted on the ALPSP website.

Timeline	Weeks	Activity	Comment
31 January	n/a	Directors identify upcoming vacancies and agree on role descriptions.	
1 March – 30 April	8	<p>Requests for nominations are announced, through ALPSP's normal channels, with a deadline of 30 April.</p> <p>Individuals wishing to stand for election will be asked to:</p> <ul style="list-style-type: none"><li>• write a short statement (no more than 650 words) explaining how they will deliver what the role requires. This will be made available to the membership.</li><li>• confirm that they are not disqualified from being a company director (according to the Companies Act 2006)</li><li>• declare any current or potential conflicts of interest. This information will be made available to the membership.</li><li>• Potential candidates self-nominate and must have one seconder who is also a representative of a Regular Member.</li></ul> <p>An individual can only stand for one elected role at a time.</p> <p>There will be an exception for any year in which the process of applying for the role of Treasurer overlaps with the election process.</p>	



		In this case, an individual may apply for the Treasurer role and may also nominate themselves for another Director role. If they are successful in the application for the Treasurer role, they must withdraw their nomination from the Director elections.	
<b>1 May – 31 May</b>	4	Eligibility check and short-listing (if necessary) If there is only one eligible candidate for a vacancy, that candidate is deemed to be elected to the post, and this information will be included in the candidate announcement (below).	Staff will carry out the eligibility check (this is simply making sure that the potential candidate is a representative of a Regular Member). Directors may, at their discretion, create a shortlist of candidates for any post or group of posts if they feel that there are too many potential candidates to result in a meaningful mandate. Such shortlisting should be carried out based on the Association's EDI values.
<b>1 June to 30 June</b>	4	Candidates are announced, with statements and photos. Online voting then takes place with a deadline of 30 June.	See the next section for details on holding the electronic ballot.
<b>1 July to 15 July</b>	2	Successful and unsuccessful candidates identified. Successful and unsuccessful candidates contacted during the week, to check continued willingness to take on the Director role (the former) and to thank them for applying (the latter) and ask if ALPSP can keep their information so that they can be approached if other roles come up.	
<b>September AGM</b>	N/A	The AGM Members vote to confirm the results of the electronic ballot.	



## Electing Directors – online ballot

Directors will decide the voting platform.

Regular Members will be sent a link to the voting platform.

The beginning of the form will ask for the name of the representative and the name of the Regular Member organisation.

It will also include a statement on data protection.

Individuals completing the form will be able to move backwards and forwards through the form, changing answers if they wish until they “Submit” the form at the end. After this point, there will be no further opportunity to make changes.

### Candidates for specific roles (Chair-Elect and Chairs of the Main Committees)

For each role, the online voting form will list the candidates, in alphabetical order of last name, with a link to their statement and other information.

Regular Members will have one vote for each specific role.

The successful candidate will be the one with the most votes.

In the event of a tie, the successful candidate will be chosen by random selection.

### Candidates for “Other Director” roles (Directors elected through Article 5.2.5)

The online voting form will list the candidates in alphabetical order of last name, with a link to their statement and other information.

Regular Members will have one vote for each Other Director vacancy. Each vote will count equally (i.e., there is no first, second, or third preference).

The successful candidate will be the one with the most votes.

In the event of a tie, the successful candidate (s) will be chosen by random selection.

Example: there are two vacancies for Other Director and five candidates. The online ballot would look similar to this:

## Candidates for Directors who do not have a named post

You have two votes. Click against two names on this list.

Annabel Aardvark, Apple Press

Beatrice Buffalo, Banana Publishing

Christopher Camel, Carrot Books

Dinesh Donkey, Damson Papers

Edward Elephant, Eggplant Authors

  
  
  
  

In this situation:

- If Annabel and Beatrice came equal top, they would simply both be elected.
- If Annabel, Beatrice and Dinesh come equally top, ALPSP would randomly select two out of three, and these two would be elected.
- If Annabel comes top and Beatrice and Christopher tie for second place, ALPSP would randomly choose either Beatrice or Christopher.



## Appointing the Treasurer

This process will take place before nominations for elected Director posts close, so that if a current Director successfully applies for the Treasurer post, ALPSP can invite nominations for the role which will become vacant as a result.

1. The Finance and Governance Committee agrees on a role description and person specification. This will include a reference to the role being an ex-officio Director role, including a description of the Director's duties and the likely skills required to discharge those duties. This drafting will align with ALPSP's EDI values.
2. Directors are invited to comment on the JD and person spec.
3. ALPSP advertises the role through the usual communication channels (newsletter, email, social media, website, reminder at events). ALPSP Directors and Committee members can also use their networks to encourage people to apply.
4. Candidates are asked to produce a short statement (no more than 650 words) showing, with reference to the role description and person specification, why they are suitable and why they want the role.
5. Candidates are invited to contact the current Treasurer to discuss the role and ask for help with their application.
6. The applications are assessed and ranked by a panel consisting of the outgoing Treasurer, the Chair of ALPSP, and the CEO. There could be one other Director too if Directors would prefer.
  - a. If there is only one candidate and the panel thinks that they would do a good job, they are appointed.
  - b. If there is more than one good candidate, the panel can either make a decision using the scores allocated or ask the candidates for an interview before they make a decision.
7. The panel will propose the favoured candidate to the rest of the Directors. If there are no objections within a week, the candidate is appointed.
  - a. If there is an objection, Directors will vote on whether or not to accept the candidate. The panel is not excluded from this vote.
  - b. If Directors do not accept the candidate, they must then vote on whether to start the process again or to vote on whether or not to accept the next-highest-scoring candidate.



## Filling vacancies on the Board or appointing Special Skills Directors (Directors appointed through Articles 5.2.7 and 5.3)

1. Directors will identify the need and may draft a role description.
2. ALPSP may advertise amongst its members and externally. (Special Skills Directors do not need to be representatives of Regular Members.)
3. The drafting of the role description and the advertisement will align with ALPSP's EDI values.
4. The Directors may select the successful candidate through a shortlisting and interview process.
  - a. Directors may choose to delegate the short-listing, interview and selection of favoured candidates to a sub-group of Directors
  - b. If Directors do choose to delegate, the sub-group of Directors will propose the favoured candidate to the rest of the Directors as described above.

## Creating new Main Committees

1. Directors will identify a need for a new Main Committee (a Committee sufficiently important that its Chair will also be a Director)
2. Directors will draft Terms of Reference for the Committee
3. Directors will either appoint a Chair through the vacancy-filling process described above or run an election for this role if the timing can be aligned.
4. Members of the Committee will be appointed according to the Terms of Reference.

## Subscriptions

Subscriptions will be on the agenda for the September AGM. The rates will be displayed on the ALPSP website.

## Voting at General Meetings

Directors may decide how they wish to conduct any vote to be carried out by electronic means (e.g., the platform to be used, and whether the vote is entirely electronic, or a combination of electronic and in-person).

In the case of votes conducted through electronic means, the reference to "in person" in the Articles does not exclude representatives of Regular Members attending the meeting virtually.

Directors will make it clear at the start of the meeting what data from any voting will be kept and used, and for what purposes.