

Open Access Publishing Association

Constitution

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Part 1 – General

1.1 Name

The name of the Association shall be the Open Access Publishing Association. For brevity, this name may be referred to as OAPA or the ‘Association’.

1.2 Interpretation

- (a) “Present” shall refer to any form of attendance that enables the member to be able to simultaneously hear and speak in real time;
- (b) “Sign” shall refer to, unless the law provides otherwise, any means whereby a member communicates in any way that contains a legible signature and they are easily identified as the sender;
- (c) “Member” shall refer to a full member of the Association as enumerated in this Constitution;
- (d) “Executive” shall refer to the Directors with Executive roles collectively; and
- (e) “Board” shall refer to the current Directors collectively.

1.3 Office of the Association

The Board shall determine the Office of the Association.

1.4 Objectives and purposes of the Association

1.4.1 The primary objectives and purposes

The primary objectives and purposes of the Association are to:

- (a) Lead quality open access knowledge dissemination.
- (b) The printing or publication of any document the Board or the members at a general meeting determine desirable for the promotion of any of the objects or purposes of the Association.
- (c) Support the Journal of University Teaching and Learning Practice (hereby ‘Journal’) to self-govern within the scope of objectives of the Association.

1.4.2 Secondary objectives and purposes

The secondary objectives and purposes of the Association, as determined by the Board, may include:

- (a) The purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- (b) The purchase, sale or supply of, or other dealing in, goods;

- (c) The construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
- (d) The acceptance of a gift for any of the objects or purposes of the Association;
- (e) The borrowing and raising of money in any manner and on terms –
 - a. The Board thinks fit; or
 - b. Approved or directed by resolution passed at a general meeting;
- (f) Subject to the provisions of the Trustee Act 1898, the investment, in any manner the Board determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
- (g) The making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;
- (h) The purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any Open Access publisher, journal or similar, with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- (i) The doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

1.5 Winding up

If the Association is wound up the net assets shall:

- (a) Not be distributed, directly or indirectly, to any member;
- (b) Be distributed to an organisation(s) by special resolution which:
 - a. Shares similar primary objectives and purposes to the Association; and
 - b. Prevents the distribution of its assets and income to its members.

In relation to winding up, a 'member' refers to any individual or organisation who is a member of the Association or was in the twelve months immediately preceding the winding up.

1.6 Income and property

1.6.1 Use or transfer of income or property

The income and property of the Association shall:

- (a) Be applied solely towards the objectives and purposes of the Association;
- (b) Not be paid or transferred, directly or indirectly by dividend, bonus, or otherwise, to any members of the Association unless the payment or transfer is made in accordance with this rule.

Nothing in the preceding provisions prevents the payment, in good faith, to an employee or member of the Association, who is:

- (a) Employed by the Association;

- (b) A lender for interest and repayment of a loan they have provided to the Association at a rate, not exceeding the Commonwealth Bank of Australia's housing loan interest rate; or
- (c) A landlord for premises let by the Association.

1.6.2 Accounting of revenue and expenditure

The Association shall keep true and accurate accounts of all of the Association's:

- (a) Financial and in-kind transactions;
- (b) Assets and liabilities; and
- (c) General records of financial operations.

The financial position of the organisation shall be reviewed at each Board meeting.

Part 2 – Members

2.1 Eligibility

2.1.1 Eligibility criteria

Individuals shall be eligible to apply for membership if, on payment of the annual association subscription, they are accepted for membership at the Board Meeting following their application.

2.1.2 Member status

An individual shall be considered a member if they meet the eligibility criteria and:

- (a) Apply in-writing to the public officer or to any official communication channel; and
- (b) Are approved in accordance with 2.2.1 by the Board, or the Board’s enumerated representative.

Individuals who have already been a member shall not require to be approved, unless they have not been a member for any period of the former three years.

Membership or privileges thereof, are not transferrable.

2.2 Membership

2.2.1 Process

Upon a new membership, the Board shall ensure:

- (a) The new member is notified and formally welcomed; and
- (b) Relevant databases are updated.

Any member may, at any time, resign from the Association by written notice to the Public Officer. The Board shall ensure the individual’s name is removed from relevant databases.

2.2.2 Differentiated membership

The Board shall have the power to prescribe from time to time different types of membership, the rights appurtenant to those types of membership, and the proportions of the total membership that those types may make up.

2.3 Termination of membership

The membership of any person may be terminated by resignation or expulsion.

A member may resign by written notice to the Secretary of the Board, with resignation taking effect at the date the notice is received or the date identified in the written notice from the member.

The Board may expel a member if, in the opinion of the Board, the member is guilty of conduct detrimental to the interests of the Association.

A member shall have a reasonable opportunity to present their case for membership to the Board, or subcommittee representing the Board, prior to a decision to terminate or suspend membership.

If the Board expels a member from the Association, the public officer of the Association, without undue delay, is to cause to be served on the member a notice in writing:

- (a) Stating that the Board has expelled the member; and
- (b) Specifying the grounds for the expulsion; and
- (c) Informing the member of the right to appeal against the expulsion.

Part 3 – Governance

3.1 Officers of the Association

3.1.1 Composition

The officers, hereby Executive Directors, of the Association shall be:

- (a) President;
- (b) Vice-president;
- (c) Treasurer; and
- (d) Secretary.

3.2 The Executive

The Executive shall include all Officers of the Association. The Editor-in-Chief of the Journal shall be an ex-officio member of the Executive.

During the period between meetings of the Board, the Executive may issue instructions to the Public Officer and servants of the Association in matters of urgency connected with the management of the affairs of the Association, or within their Statement of Delegations, if approved by the Board.

The Executive shall report on actions taken at the subsequent Board meeting.

3.2.2 Roles and responsibilities

The Executive has the roles and responsibilities to:

- a) Develop and maintain the Association’s general operating policies;
- b) Draft and review operating and capital budgets and expenditure;
- c) Review annually the performance and structure of the organisation;
- d) Where no relevant business policy or mandate exists, develop proposals for the Association’s entrance into new project lines or activities for the consideration of the Board; and
- e) Determine matters that will significantly affect the Association’s external profile.

3.3 The Board

3.3.1 Composition

The Board of the Association shall include:

- (a) The officers of the Association; and
- (b) Up to seven other Directors.

An ordinary Board member is to hold office until the next annual general meeting after that at which they are elected and are eligible for re-election but can only serve three consecutive terms.

3.3.2 Roles and responsibilities

The Board has the roles and responsibilities to:

- (a) Control and manage the Association's business and affairs; and
- (b) Exercise all powers and functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting;
- (c) Update and endorse the Board roles document within each term;
- (d) Do anything that appears to the Board to be essential for the proper management of the business and affairs of the Association;
- (e) Lead by example and act with integrity;
- (f) Look for new opportunities for the organisation;
- (g) Ensure member delight in order to sustain and grow membership;
- (h) Uphold a culture of effectiveness and dynamism; and,
- (i) Be familiar with the Association Model Rules.

3.4 Subcommittee(s)

The Board may appoint subcommittees and prescribe the powers and functions of that subcommittee. A subcommittee(s) shall be formally enumerated into policy, and updated annually.

The Board may co-opt, to a subcommittee, any:

- (a) Member, who shall have the right to vote on that subcommittee; or
- (b) Non-member, who shall not have any voting rights on that subcommittee.

3.5 Appointment and election

3.5.1 Nomination

A valid nomination of a candidate for election as an Officer, or as a Board member, shall be:

- (a) Made in writing;
- (b) Signed by the candidate, indicating consent;
- (c) Signed by a member to nominate the candidate;
- (d) Signed by a member to second the nomination of the candidate; and
- (e) Delivered to the Public Officer before the day advertised as close of nominations on which the Annual General Meeting is to be held.

In relation to the number of vacancies for each position, if the number of nominations are:

- (a) Insufficient: Then those nominating shall be elected without contest, and further nominations are to be received at the Annual General Meeting;
- (b) Sufficient: The persons nominated shall be elected; or
- (c) Exceeding: The number of vacancies on the Board to be filled, a ballot is to be held.

The ballot for the election of officers and ordinary Board members is to be conducted at the Annual General Meeting in a manner determined by the Board.

3.5.2. Terms of election

Director and officer roles shall be held ordinarily for a three-year period after election at an Annual or Special General Meeting.

3.6 Disclosure of interests

3.6.1 Conflict of interest

If a member of the Board or a subcommittee has a perceived or actual pecuniary interest or any other material conflict of interest or duty in a matter being considered, or about to be considered by the Board or subcommittee, the member is to, as soon as practicable, disclose the nature of the interest to the Board.

Serving on a Journal Editor Team of a Journal owned by the Association does not constitute a conflict of interest.

If at a meeting of the Board or a subcommittee a member shall not vote on matters with a perceived or actual conflict of interest that vote shall be excluded.

3.7 Vacation of office

3.7.1 Casual vacancy

A casual vacancy occurs when any of the roles, excluding that of an ordinary member, becomes vacant by any means accepted in this Constitution, including if the member:

- (a) Dies;
- (b) Becomes bankrupt, applies to take the benefit of any law for the relief of bankruptcy, or insolvent debtors, compounds with their creditors or makes an assignment of their remuneration or estate for their benefit;
- (c) Becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*;
- (d) Resigns office in writing addressed to the Board;

- (e) Is absent from three consecutive meetings of the Board without the formal permission of the Board or Chairperson;
- (f) Ceases to be a member of the Association; or
- (g) Fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the public officer of the Association stating that the officer or Board member has ceased to be a financial member of the Association.

3.7.2 Appointing into vacant roles

The Board may appoint a member to fill a casual vacancy until the next annual general meeting after the appointment.

3.9 Constitutional change

Changes to this constitution can only occur through:

- (a) The Board, or Executive, initiating a review and endorsing changes;
- (b) Through a requisition as a part of the normal process of a SGM outlined in this Constitution; or
- (c) Through a written request to the Secretary signed by fifteen or more members with at least seven days' notice prior to an AGM.

Any changes to this Constitution shall be presented at the following AGM for ratification by motion.

Part 4 – Meetings

4.1 Executive meeting

A meeting of the Executive shall be considered an Executive meeting.

4.1.2 Ordinary business

The ordinary business of the Executive meeting is to:

- Determine strategy and implement the strategy of the organisation, only where it is inappropriate for the Board to do so;
- Resolve conflict in the organisation and/or Board; and
- Review the performance of the organisation, where it is inappropriate for the Board to do so.

4.2 Board meeting

The Board shall determine dates to meet each month (except January) at the first Board Meeting after the AGM.

The Board shall meet at least four times per year with access to a digital connection for Directors (e.g., Zoom).

A Board meeting may be convened by the President or any three members of the Board.

4.2.1 Ordinary business

The ordinary business of a Board meeting is to determine and implement the strategy of the organisation.

4.3 Annual General Meeting (AGM)

The Association is to hold an AGM each calendar year.

An annual general meeting is to be held on any day the Board determines, no later than three months after the financial year.

4.3.1 Ordinary business

The ordinary business of an Annual General Meeting is to:

- (d) Confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;

- (e) Receive from the Board, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
- (f) Elect the officers of the Association and the ordinary Board members;
- (g) Appoint the auditor and determine their remuneration (only in years where an auditor is required); and
- (h) Determine the remuneration of servants of the Association.

4.3.2 *Special business*

All business transacted at a general meeting, other than the ordinary business of an Annual General Meeting, is special business.

The Annual General Meeting may transact special business when notice is given in equal to that required for a Special General Meeting.

4.4 *Special General Meetings (SGM)*

4.4.1 *Calling a SGM*

The Board shall convene a SGM if:

- (a) A motion is passed by the Executive;
- (b) A motion is passed by the Board; or
- (c) The Board receives a requisition of a SGM.

For a requisition of a SGM to be considered valid, it shall:

- (a) Be co-signed by at least 20 members, each supplementary document shall also be co-signed by at least two of the members requesting a SGM;
- (b) State the purpose and objective(s) of the meeting; and
- (c) Be deposited at the Office of the Association or presented to the Public Officer.

If the Board does not hold a SGM within 60 days from the Board's receipt of the requisition, any one or more of the signatories to the requisition may convene a Special General Meeting, within 30 days of the 60 day period after Board's receipt lapsing.

A special general meeting convened by signatories to the requisition is to be convened in the same manner, as nearly as practicable, as the manner in which the Board would convene a Special General Meeting.

4.4.2 *Ordinary business*

Ordinary business of a SGM shall be to address a requisition or motion where required to do so under 4.4.1.

4.5 Meetings

4.5.1 Notice

Ordinary notice of an AGM, SGM, Board, or Executive Meeting shall:

- (a) Be at least 14 days before the date of the AGM by email circulation to all members eligible to vote in that meeting;
- (b) Include the place, day, and time of the AGM; and
- (c) Include the nature of business to be transacted at the meeting.

4.5.2 Chairperson

The President shall chair all meetings. When the President is absent or an apology, the next person, in order of hierarchy below, shall act as Chairperson:

- (a) The Acting-President, as appointed by the President,
- (b) The Vice President,
- (c) A member elected specifically to preside as Chairperson at the most recent Executive meeting,
- (d) A member elected specifically to preside as Chairperson at the most recent Board meeting, or
- (e) A member elected to preside as Chairperson by the members present and entitled to vote at the meeting.

4.5.3 Quorum

A meeting shall not undertake business in the absence of a quorum:

A quorum is considered when:

- (a) At an Executive meeting, at least half of the Executive are present;
- (b) At a Board meeting, at least half of the Board are present;
- (c) At an AGM at least 20 members are present; and
- (d) At a SGM at least 20 members are present.

If the Association has less than 50 members, quorum of an AGM or SGM will be at least fifty percent of members.

For an AGM or SGM, if a quorum is not present within one hour after the time appointed for the commencement of a meeting, the meeting shall be adjourned and rescheduled for a date within the subsequent thirty days of the intended meeting.

For an Executive meeting or Board meeting, if a quorum is not present within fifteen minutes after the time appointed for the commencement of a meeting, the meeting shall be held. Business of an inquorate meeting requires ratification by at least half of the Executive or Board (respectively), before any items may be actioned.

4.5.4 *Votes*

On any question arising at a general meeting a member has one vote only, provided they are considered present.

In the case of an equality of votes, the Chairperson shall have an additional vote.

4.5.5 *Taking of vote*

The Chairperson shall determine the method of voting, provided it is;

- (a) Verbally as 'aye' or 'nay';
- (b) By the raising of hands; or
- (c) By secret ballot.

4.5.6 *Adjournment of meetings*

The Chairperson of an Annual General Meeting at which a quorum is present may adjourn the meeting with the consent of the members at the meeting.

If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.

If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

Part 5 – Financial Management

5.1 Banking and finance

The Treasurer, in conjunction with any prescribed servant, is to:

- (a) Receive any money paid to the Association;
- (b) Immediately after receiving the money, issue an official receipt in respect of the money; and
- (c) Cause the money to be paid into the account, approved by the Board, as soon as practicable after it is received.

The Board is to open, with such authorised deposit taking institution under the *Banking Act 1959* as the Board selects, a banking account in the name of the Association.

The Board shall establish a Statement of Delegations that identifies spending limits of specific Director roles for ordinary expenses, with items outside of this Delegation being approved by Board or Executive motion.

Transactions may be conducted on Board Director Association-issued debit cards in line with the Statement of Delegations, and reported at the next Board meeting. Inappropriate expenditure out of alignment with the Statement of Delegations and Director role may require reimbursement expectations from the Director.

5.2 Annual subscription

The amount or amounts of the annual subscription or subscriptions may be determined from time to time by the Board. The annual subscription of a member is due and payable on or before the first day of the financial year of the Association.

In the event of a member failing to pay the annual subscription determined by the Board within three months following the commencement of the financial year of the Association such member is deemed to have given notice of resignation.