



# Memorandum of Understanding between IPEd and its member societies

[DATE]

## 1. Rationale and scope

This memorandum of understanding (MOU) documents the agreement between the Institute of Professional Editors Limited (IPEd) and each of its member societies:

- a. to develop a comprehensive implementation and operation plan (the **Plan**) for the restructured national organisation, including:
  - i. the policies, procedures, any necessary constitutional changes, and
  - ii. the detailed project plans and budgets for the direct membership model (i.e. individual rather than society membership) that was chosen in the national vote of society members, which closed on 30 November 2013
- b. to enable each society to make a final decision to participate in the implementation and operation of the comprehensive Plan, through a membership vote on special resolutions in general meetings.

The IPEd Council envisages the transition process taking approximately 12 months to complete after approval of the Plan.

## 2. Goals and objectives

The purpose of this MOU is to document a protocol and binding agreement for the development of a comprehensive **Plan** for the transition of the seven member societies of IPEd to a restructured national organisation with direct membership. A Working Party (WP4), comprising members from each society, has been set up to develop the **Plan**, and present it to the societies for binding votes of approval. Societies whose members vote to accept the **Plan** and transfer their membership and funds to the national organisation shall then commence the transition, with assistance from IPEd.

## 3. Participant organisations

The memorandum of understanding is between:

IPEd and each of its constituent societies (the **Societies**):

- a. Canberra Society of Editors Inc.
- b. Editors Victoria Inc.
- c. Society of Editors (NSW) Inc.
- d. Society of Editors (Queensland) Inc.
- e. Society of Editors (South Australia) Inc.
- f. Society of Editors (Tasmania) Inc.
- g. Society of Editors (Western Australia) Inc.

## 4. Roles and responsibilities

### 4.1 IPEd

In consideration for each of the **Societies** committing to the actions in 4.2 below, IPEd shall:

- a. organise, fund and manage the work of WP4 defined in this subsection (IPEd requests that the Societies pay a transition levy to fund WP4 work, as specified in the IPEd Business case dated 29 August 2013 and the attached Schedule 1.)
- b. work with the Societies to implement the Plan, provided that, on a national basis, at least four of the Societies approve the Plan and represent at least 75% of the total allocated Member votes used for IPEd general meetings (see Schedule 2 for explanation of societies' Member votes are allocated.) Some scenarios illustrating results that satisfy this condition are given in Schedule 2.

#### 4.1.1 Working Party 4

WP4 shall be an IPEd project committee set up by the IPEd Council and shall include volunteer members from each of the seven **Societies**. WP4 shall comprise five project teams to manage the development of the Plan as follows, under the direction of a project manager appointed by IPEd Council. The WP4 document 'Restructured national organisation – principles of governance and operations', once approved by the WP4 committee, shall guide the drafting work of the project teams.

The tasks and deliverables of the five project teams shall be as follows:

##### 1. Legal and governance (L&G)

The team's role is to define and develop the overall legal, regulatory and governance framework for the national direct membership organisation, its branches and members. Its role does not cover operating procedures, but the governance structure, constitution and policies that will enable and regulate those procedures.

Its objective is to define how the Societies will transfer members and assets to the new national body, and to develop the constitution and policies needed for the effective operation of that body.

##### 2. Finance and operations (F&O)

The team's role is to define and develop the operating procedures for the national direct membership organisation's board or council, branches and national office (the term 'council' is used in the balance of this MOU).

Its objective is to define how all activities of the national body's council, branches and national staff will operate, within the rules established by the constitution and policies.

##### 3. Membership

The team's role is to define and develop national membership levels, fees and benefits.

A national freelance register will also be considered by this team, in tandem with F&O, and with reference to the national website (Communication team). The Membership team should also have input to the membership record system and degree of involvement of branches in application approvals and other operational matters related to membership, which would be dealt with under F&O and/or L&G.

The objective is to achieve consensus agreement between the Societies, and with IPEd Council, as to the national membership structure, fee levels and benefits, taking into consideration the various aspects and issues noted in the Membership and shared functions

paper; to achieve fairness for both small and large **Societies**; provide sufficient income for IPEd; and minimise administrative complexity where possible.

#### 4. Communication

The team's role is to define and develop the communication framework for the national organisation and the processes for transition to this framework.

Its objectives are to define the communication channels and methods the national organisation will employ to communicate with members, branches, industry and the general public, to define the nature of information to be disseminated through these channels and the frequency of publication, and to recommend processes for transition from the current member society communication models to the national communication model.

#### 5. Professional development

This team is responsible for developing a strategy and a mechanism for delivery of an equitable, cost-effective professional development program for IPEd members. Professional development includes: provision of training for editors through face-to-face workshops and online courses (including those provided by similar overseas organisations, such as SfEP); conferences; accreditation; mentoring; provision of information on professional development opportunities (including tertiary courses) to present and prospective editors.

Recommendations made by this team may be the seeds of an IPEd policy of focusing on continuing professional development for editors.

The team's objectives are to recommend a strategy and a mechanism to achieve equitable advancement of the quality, skills and expertise of Australian editors via nationally coordinated professional development programs.

The **project manager** shall be responsible for overall management of:

- a. conduct of meetings of the Working Party and its project teams
- b. communication of actions and decisions of the Working Party and its project teams to IPEd Council and Society presidents, and receipt of feedback from Council members and Society presidents
- c. a timetable and project plan, with defined deliverables and milestone dates, for the development of the Plan and presentation to the Societies for approval by them in general meetings of each Society's members
- d. a timetable for the review of the Plan by each Society, the holding of general meetings to approve the Plan, and the implementation of the Plan.

## 4.2 The IPEd member societies

In consideration for IPEd organising, resourcing and managing WP4, the **Societies** that are members of IPEd each commit to:

- a. use their best endeavours to provide volunteer members of WP4 project teams
- b. pay the requested transition levy required to fund WP4 work
- c. review WP4 deliverables and other reports in a timely manner and provide comments and feedback
- d. when IPEd delivers the complete, comprehensive implementation and operating Plan, to submit the Plan for approval and acceptance by its members by vote on a special resolution in a general meeting
- e. provided that the special resolution is approved by at least the percentage of its members specified by its constitution, to work with IPEd to commence the transition steps defined in the Plan with the timeframe specified in the Plan.

## 5. Governance structure and reporting

The WP4 committee shall comprise the project manager and a representative of each of the member societies, including team leaders or delegates.

### 5.1 Meetings

- a. All meetings shall be chaired by the project manager and/or a project team leader.
- b. A meeting quorum shall be four members of the Working Party.
- c. Decisions shall be made by consensus (i.e. members are satisfied with the decision even though it may not be their first choice). If not possible, the WP chair shall make a final decision.
- d. Meeting agendas and minutes shall be provided by the project manager, who shall:
  - e. prepare agendas and supporting papers
  - f. prepare meeting notes and information.
  - g. Meetings shall be held every month throughout 2014, by teleconference.
  - h. Team meetings shall be arranged outside of these times at a time convenient to their members.

### 5.2 Communication, information sharing and consultation processes

The Working Party and its project teams shall prepare agendas and minutes for each meeting. The WP4 minutes shall be signed off by the project manager. Team leaders shall report progress and draft deliverables to WP4. The Working Party members shall also be responsible for reporting these activities back to their **Societies** and also bringing local concerns to the attention of the Working Party.

The project manager shall report progress and draft deliverables to IPEd Council. The IPEd Council shall provide progress reports and draft deliverables from WP4 to the **Societies**.

## 6. Review and evaluation

IPEd Council shall be communicate each WP4 draft component of the **Plan** to the **Societies**, together with progress reports. The **Societies** shall provide to WP4 comments and feedback. WP4 and the IPEd Council shall consider all society comments and suggestions, and may accept some modification of **Plan** components. IPEd does not commit to accepting all **Societies** comments or suggestions.

## 7. Resources

IPEd has commissioned WP4 and appointed a project manager. IPEd shall also:

- a. provide teleconferencing facilities for WP4 and project teams
- b. obtain legal or other external advice
- c. fund any other agreed WP4 costs.

Each **Society** shall provide WP4 team volunteers for each of the five project teams, if possible.

## 8. Execution

The signing of this MOU evidences a formal agreement between the parties to cooperate in carrying out the defined activities, and for each party to carry out its defined responsibilities and commitments.

### Partnering organisations:

Name: Position:  Signature: for <b>Institute of Professional Editors Limited</b>	Name: Position:  Signature: for <b>Canberra Society of Editors Inc.</b>
Name: Position:  Signature: for <b>Editors Victoria Inc.</b>	Name: Position:  Signature: for <b>Society of Editors (NSW) Inc.</b>
Name: Position:  Signature: for <b>Society of Editors (Qld) Inc.</b>	Name: Position:  Signature: for <b>Society of Editors (SA) Inc.</b>
Name: Position:  Signature: for <b>Society of Editors (Tas.) Inc.</b>	Name: Position:  Signature: for <b>Society of Editors (WA) Inc.</b>

## Schedule 1 Payment of 2015 IPEd normal & transition levies

The 2014–15 transitional levy should be payable only for those society members who know the amount of the transitional levy payable, when they renew their subscriptions. This means that the numbers of members for whom the transitional levy is paid has to be determined at dates that allow members to decide whether to renew or not.

Effectively, all societies except NSW and WA can be regarded as beginning their next member subscription terms on 1 July 2014. Editors Victoria uses anniversary dates, but a large proportion of members do have 1 July as the term begin date (having been members before the move to anniversary dates was made). So, the members of those societies will know before their next renewal that the transitional levy will be payable and the amount. But to allow for attrition from 31 May (the date for numbers for the normal levy) to 31 July (the date by which renewals should be paid), **IPEd should allow member societies to pay the transitional levy based on member numbers as at 31 August 2014**; this will allow for members who renew but are late with their payment.

NSW and WA members, by the end of February 2014, will have renewed their subscriptions till 31 December 2014 and 31 January 2015 respectively, **before** they have had due notice of the transitional levy. The table below indicates adjusted dates for NSW and WA for the determination of numbers for the transitional levy; these dates allow members of those societies to know the transitional levy amount before their next renewal.

SOCIETY	Pay normal levy (\$25) on member numbers as at	Subscription year begins	Calculate transition levy on member numbers as at	Pay transition levy of \$45 by date	Notes
CSE	31-May-14	1-Jul-14	31-Aug-14	30-Sep-14	Note 1
Qld	31-May-14	1-Jul-14	31-Aug-14	30-Sep-14	Note 1
SA	31-May-14	1-Jul-14	31-Aug-14	30-Sep-14	Note 1
Tas	31-May-14	1-Jul-14	31-Aug-14	30-Sep-14	Note 1
EdVic	31-May-14	Anniversary	31-Aug-14	30-Sep-14	Note 2
NSW	31-May-14	1-Jan-14	28-Feb-15	31-Mar-15	Note 3
WA	31-May-14	1-Feb-14	31-Mar-15	30-Apr-15	Note 3

### NOTES

1. Members will know the levy amount before they renew
2. EdVic has a high proportion of members whose term begins on 1 July, so treat their begin date as 1 July
3. NSW and WA will not have received levies paid after the transition levy was publicised; so, rather than expect them to fund the transition levy from accrued surpluses, their transition levy payments are deferred.

## Schedule 2 Scenarios which satisfy the conditions for proceeding with the implementation of the IPEd direct membership model

The requirements for proceeding to implement IPEd restructured as a national, direct membership organisation (see section 4.2 b. in the main document) are that:

- the members of at least four societies pass special resolutions to proceed with the plan for implementing a national body restructured for direct membership
- the total Member votes of the societies (as defined in the current IPEd constitution, clause 11.2) that vote in favour of the special resolutions must account for at least 75% of total **Members'** votes.

See 'Vote by IPEd to proceed with the implementation of the DMM' below for details of the latter.

### Society votes in favour of special resolutions to proceed with DMM implementation

The members of each society must vote on a special resolution to proceed with the implementation of the DMM. In general, the requirement for passing a special resolution is that **75% of the votes cast** in person or by proxy must be in favour.

Also in general, societies allow only full/professional and life members to vote at general meetings. There is no way of knowing how many of these members would vote on this special resolution. That will depend on the information provide to members and the method used for voting. Postal or online voting are likely to achieve the highest member participation.

### Vote by IPEd to proceed with the implementation of the DMM

If four or more societies vote in favour of proceeding with the implementation of the DMM, the councillors for those societies will be legally bound to vote in favour of a special resolution that IPEd proceed to work with the societies on the implementation.

In order for the IPEd special resolution to be approved, the **allocated votes** of the Members who vote to approve the resolution must total 75% or more of **total allocated Member votes**. The allocated votes are calculated on the basis of each society's membership as stated in its annual return (see IPEd constitution clause 7). The constitution says:

*'Each Member must provide a return each year in accordance with paragraph 7 stating its membership numbers'.*

Paragraph 7 says only that the IPEd Member register must be updated with this 'statement of numbers of all current members of the Member, to be updated by 1 July each year.' It is assumed that the member numbers as of 31 May notified by each society for levy purposes meet the constitutional requirement.

The following tables illustrate the allocated votes of each society Member as at 31 May 2013, and then provides a list of scenarios in which four or more societies could provide 75% or more of total allocated Member votes,

Table 1 – allocated Member votes as at 31 May 2013

Society	Total members at 31 May 2013	Members After 25% attrition	Raw Member votes (1 per 15 members)	Society IPEd votes (rounded)	Vote scenario
CSE	169	127	11.3	11	11
NSW	355	266	23.7	24	24
Qld	268	201	17.9	18	
SA	126	95	8.4	8	8
Tas	51	38	3.4	3	
EdVic	668	501	44.5	45	45
WA	117	88	7.8	8	8
<b>Total</b>	<b>1754</b>	<b>1316</b>	<b>116.9</b>	<b>117</b>	<b>96</b>

Required 75% of 117 = 88 votes

Table 2 – scenarios for IPEd vote results

Scenario	Societies voting for DMM	Societies	Votes for
SC 1	Qld, Tas, EV, WA	4	74
SC 2	CSE, Qld, Tas, EV	4	77
SC 3	NSW, SA, Tas, EV	4	80
SC 4	NSW, SA, EV, WA	4	85
SC 5	CSE, NSW, SA, EV	4	88
SC 6	NSW, Qld, EV, WA	4	95
SC 7	CSE, NSW, Qld, EV	4	98
SC 8	NSW, Qld, SA, Tas, WA	5	61
SC 9	CSE, SA, Tas, EV, WA	5	75
SC 10	CSE, NSW, SA, Tas, EV	5	91
SC 11	NSW, Qld, SA, Tas, EV	5	98
SC 12	CSE, NSW, SA, EV, WA	5	96
SC 13	CSE, NSW, Qld, SA, Tas, WA	6	72

Unsuccessful scenario

Successful scenario

These scenarios are not necessarily exhaustive. They do illustrate three scenarios where four societies can provide the necessary votes, and three scenarios where five societies are sufficient.