

An Association of Moodle Users, Researchers, and Developers in Japan

Constitution and Bylaws

Preamble

Whereas, Moodle, an open source e-learning system, has now become a global standard in the world and a popular learning management system in Japan.

Whereas, the Moodle community in Japan wishes to grow, it needs to evolve and attract new funding. Academic institutions and other organizations in Japan are willing to contribute to the development of LMS user organizations through a membership-based system of collaborative research and financial support.

Whereas, the international headquarters of Moodle Pty Ltd. needs funding to support development to improve core features in a timely fashion. All institutions benefiting from open source software need to find ways to give back to both the international community and the Japan community of Moodle users.

Whereas, educators, administrators and developers all across Japan wish to learn more about Moodle and how to apply it in their institutions. Teachers are enthusiastic to share their knowledge peer-to-peer in conferences and workshops and are increasingly willing to share the courses and course materials they have developed.

Whereas, there is no central, not-for-profit association in Japan to promote these aims, we, the user community of Moodle in Japan, propose to unite in an effort of shared responsibility.

Constitution of the Moodle Association of Japan

I. Name and Purpose

1. The name of the association shall be the Moodle Association of Japan, and in Japanese, 日本ムードル協会 Nihon Muudoru Kyoukai, hereafter referred to as the Association or 'MAJ'. Moodle user groups in regional cities across Japan may form chapters within MAJ.

2. The purpose of the Moodle Association of Japan is to promote the research, education, and development of the open source learning management system called 'Moodle' and its related systems. It shall conduct activities for those interested in the improvement of e-learning and blended learning in all fields of education and training, including schools, universities, corporations and organizations across Japan. For this purpose MAJ holds a national conference annually. It shall be based on the spirit of shared and open contribution of knowledge, teaching materials, and software code.

3. Moodle users in Japan, as represented by the Moodle Association of Japan, will support the activities of moodle.org in all capacities. In the conduct of its activities, MAJ shall support the international headquarters of Moodle Pty Ltd with fundraising and a portion of its membership dues to further the development of core Moodle software code. It shall not conduct commercial activities entrusted to Moodle Partners in Japan, but collaborate and encourage contributions both monetary and labor to the open source community and the Moodle LMS in particular.

4. The association shall be a not-for-profit voluntary association (任意団体 nin'i dantai) financially transparent in nature, and may adopt a formal Not-for Profit Organization (NPO) status in the future.

II. Membership

1. Membership is open to those interested in using, researching, developing, and learning about Moodle.

2. Memberships types may be institutional or individual. Institutional members include universities, schools, government agencies, and other organizations who use the Moodle LMS. Individual members include any person interested in the Moodle LMS.

3. Local Moodle user groups or regional MAJ chapters are encouraged to form independently and conduct educational activities. Persons who wish to attend the national conference should join MAJ as a member.

III. The Annual General Meeting

1. The Moodle Association of Japan will hold at least one national conference per year, at which its General Meeting will be held. In addition to this, online general meetings may be held as needed.

2. All members are eligible to attend the association's annual meeting, regardless of whether the meeting is held during the annual conference or online. At the GM, the Executive Board will give a report on the state of the finances, programs, membership, research, and development covering the period since the last General Meeting. Officers for the coming year will be elected at the GM held during the annual conference.

3. Voting at the General Meeting shall take place on the Association's membership page, unless otherwise specified. A pre-established form for each agenda item shall be used to allow a choice of "Delegate, Approve, or Oppose" and shall be treated as allowing votes and changes until the time of each discussion at the general meeting.

4. The General Meeting will be preceded by adequate notification to the membership. The quorum for voting at the General Meeting shall be determined as follows:

Quorum: The sum of the number of proxies submitted from the date of submission of the agenda for the general meeting to the start date and the number of members present at the general meeting. For members who have submitted a proxy form and are also present on the day of the General Meeting, the final response to the voting form will be used to process proxies, ayes, and noes.

5. Each individual member shall have one vote when voting at the General Assembly. Group members shall have one vote per group.

IV. Officers and Administration

1. The Moodle Association of Japan Executive Board will consist of a minimum of nine officers, including a President, a Vice-President, a Treasurer, a Director of Membership, a Director of Publicity-Japanese, a Director of Publicity-English, a Director of Programs, a Director of Research and Development, and a Director of Training. If sufficient volunteers are available to serve, additional officer positions to the required nine will be filled. More than one officer may share a specific position and the duties of that office.

2. Persons eligible to become officers shall include both individual members and designated representatives of institutional members. Each candidate and each standing officer and auditor shall provide a public disclaimer indicating all possible conflicts of interest. In principle, members who are employed in firms providing commercial Moodle services cannot become officers.

3. Executive Board business may be conducted online or face-to-face. For major financial or policy decisions, agreement by a minimum two-thirds majority of officers shall be necessary. However, whenever possible a consensus of all officers will be sought. Major decisions include, but are not limited to, amendments to the constitution/bylaws, conference site selection, research grants, MUA membership status and donations, change of officers, rendering of financial accounts and change of MAJ status. 4. The Executive Board will meet periodically to discuss plans for conferences and activities. The President shall prepare an agenda before the meeting, and minutes of the meeting will be provided to Executive Board members for confirmation before being posted for general member viewing. Electronic means shall be used when face-to-face meetings are not possible.

5. The president or a designated representative is authorized to communicate on behalf of the Association in its dealings with Moodle Pty Ltd, MUA, and other open source associations.

6. The Executive Board shall determine and announce the date for the General Meeting. At the GM, each officer will present an oral report and if necessary provide a written report covering operations for their area of responsibility to be distributed to the members present. All written reports will also be posted to the MAJ web site and all members informed by email.

7. A Board of Advisors composed of leaders in education may be formed to offer advice to the Executive Board of MAJ. Membership in the Board of Advisors shall be honorary, voluntary and appointed by approval of the Executive Board.

8. The term of service of President / Vice presidents shall be 3 years in one term with a maximum of two terms.

9. The address of the Association shall be that of the Secretary.

V. Amendments

Amendments to this Constitution shall be proposed and agreed on by a two-thirds majority of officers in the Moodle Association of Japan Executive Board. Any such proposed amendments shall be distributed to the members before the General Meeting. To become effective, constitutional amendments must be approved by two-thirds of the members voting at the General Meeting.

Bylaws of The Moodle Association of Japan

I. Membership and Dues

1. The Moodle Association of Japan membership fees shall be determined by the Executive Board. From 2016 the annual fees shall be:

- Individual members (General): 10,000 yen (or 3000 yen, for those approved for a concession rate) Individual members (Student): 3,000 yen Individual members (School Teacher): 5,000 yen (teachers of kindergartens, elementary schools and secondary schools)

- Institutional members: 50,000 yen

2. The national conference fees shall be determined by the Executive Board. Conference fees shall be:

- Individual members shall be allowed to attend free of charge.

- Institutional members shall be allowed to send up to seven delegates to a conference free of charge. In addition, institutional members are given a voice in deciding the priorities for domestic R&D grants.

- In general, we ask hosting institutions to be institutional members. Even if that is not possible, a conference-hosting institution which offers its facilities free-of-charge can register its faculty and staff members to the MoodleMoot conference free-of-charge up to the number specified by the MAJ president.

- Conference participants who choose to be non-members shall pay 10,000 yen for the conference (3,000 yen for students, 5,000 yen for teachers of kindergartens, elementary, middle, and secondary schools).

- Individual members who are granted a concession rate of 3000 yen per year shall be determined case-by-case upon recommendation by an MAJ officer or the conference site chair.

3. Membership fees paid shall cover one national conference. The annual membership period shall begin on April 1 and end on March 31 .

II. Officer Duties and Committees

1. President: The President shall have general responsibility for coordinating the activities of the Executive Board, directing and publicizing the affairs of the Association, and representing its interests to the Moodle Pty Ltd. He/She shall preside at the Executive

Board meetings, and at the General Meeting. With the approval of the Executive Board, he/she may appoint committees as deemed necessary to carry out the work of the organization.

2. Vice-President: The Vice-President shall have general responsibility for coordinating the activities of the Executive Board in the President's absence or under appointment of the President. The Vice President will support the President and all other members of the Executive Board.

3. Treasurer: The Treasurer shall maintain all financial records, be responsible for collecting and disbursing all funds of Association, accepting payment of membership dues, reimbursing individuals for featured speaker expenses, submitting financial reports to the members, and providing an annual statement and projected budget at the General Meeting.

4. Director of Membership: The Director of Membership shall be responsible for recruitment of individual and associate members, maintenance of current and past member records, communication with members and coordination of the reception desk at conferences.

5. Director of Publicity-Japanese: The Director of Publicity-Japanese shall be responsible for promoting institutional membership among universities and other organizations, recruiting individual and associate members, publicizing events, and organizing any publications decided by the Executive Board with respect to Japanese language versions.

6. Director of Publicity-English: The Director of Publicity-English shall be responsible for recruitment of members, publicizing events, and organizing any publications decided by the Executive Board with respect to English language versions.

7. Director of Programs: The Director of Programs shall be responsible for supervising the arrangements for the national conference, communication with speakers and recruitment of prospective speakers, and associated program documentation. He/She must also provide timely information to the President and Executive Board. The Director of Programs shall also promote and publicize regional workshops and programs related to Moodle.

8. Director of Research & Development: The Director of Research & Development shall be responsible for coordinating and promoting collaborative research and development of new open source modules for the core Moodle LMS. He/She shall pay particular attention to modules and improvements that benefit members of the Moodle Association of Japan. If finances permit, the Director of Research & Development shall administer the vetting and awarding of development grants.

9. Director of Training: The Director of Training shall be responsible for organizing, staffing and promoting training workshops at MAJ conferences and regional workshops.

10. Webpage Administrator: The webpage administrator plans, designs, and maintains MAJ web site. He/She also listens to requests from membership for improvement and additional functionalities and implements changes based on advice from the executive board.

11. Director of Publications: The director of publications is responsible for editing and publishing MAJ-related publications, either online or paper. The publications include Newsletter, Proceedings, Journals, Workshop manuals, Guidelines, and PR documents such as posters and brochures.

12. Director of Course Sharing: The director of course sharing promotes the distribution of quality teaching materials among Moodle-using teachers in Japan by promoting and administering the MAJ Course Sharing Hub.

13. MUA Liaison Director: MUA liaison director represents MAJ and functions as a contact person. He/she also casts votes on proposed development projects and is responsible for transferring MUA membership fees and donations.

14. Additional positions shall be determined by the Executive Board. In addition to the nine required positions, officer positions may be instituted to identify other important responsibilities such as: Membership Database Manager, Auditor, Conference Site Coordinator, Recording Secretary, Web Communications Chair, Journal Editor, and Member-at-Large. In addition, any number of volunteer officers may work together as a team using titles to reflect such sharing of responsibilities such as CoPublicity, etc.

15. Membership on committees appointed by the President is open to ordinary members.

III. Nominations, Elections, Vacancies, and Removals

1. Nominations for officers by members in good standing shall be solicited and accepted by the Moodle Association of Japan Executive Board, either in writing prior to the General Meeting or in person at the meeting.

2. Candidates must acknowledge acceptance of nomination, and provide relevant biographical information at the General Meeting. Each candidate and each officer shall provide a public disclaimer indicating commercial relations and all possible conflicts of interest.

3. The Executive Board members shall be empowered to poll the voting members in advance of the General Meeting. There is no limit to the number of officer positions that can be created or shared.

4. If no officer positions are being contested among two or more candidates, the Executive Board may present the full slate of officers to the membership at the General Meeting for approval by the members present. If there are contested positions, elections will take place at the General Meeting or prior to the GM via the Internet, with the results subject to approval by the Executive Board.

5. The terms of office shall be for one year. The terms of office shall be from the end of the General Meeting up to and including the next year's General Meeting the annual conference. Re-election shall not be prohibited. The term of office of any Director added after the General Assembly during the annual conference shall be until the most recently held General Assembly during the annual conference.

6. If for any reason an office becomes vacant, the vacancy shall be filled by Presidential appointment, subject to approval by the Executive Board.

7. If an officer fails to perform his/her duties under the Moodle Association of Japan Constitution and Bylaws, the Executive Board may remove him/her from office by a three-fourths vote of the Executive Board. Officers shall avoid real or apparent conflicts of interest, such as diverting of funds for personal use, using members' information for

purposes other than MAJ activities, or any other issues raised by officers or members that may hurt the good standing of the organization and the goodwill of its relationships.

IV. Meetings

1. Before the General Meeting, date, place, and agenda of the GM shall reach MAJ members one month preceding the event by written notice including e-mail and announcement on the MAJ website membership page. Items requiring advance distribution of detailed materials, such as bylaw amendments, shall be made available in advance of the GM.

2. The Directors of Publicity (Japanese and English) shall prepare minutes of the GM, post them on the website and distribute by email these to all members.

V. Financial Operations

1. Financial Year: The financial year of the Moodle Association of Japan shall begin on April 1st and end on March 31st. For fiscal year 2022 only, the period will be from April 1 2022 to August 31 2023.

2. Auditor: In order to ensure transparency and credibility, an auditor shall be appointed by the Executive Board to review, comment, and witness the Annual Financial Report to the members.

3. Annual Financial Report: At the General Meeting, the Treasurer shall publish a report on finances for the members and make it available to the public. The report should report the operations of the previous and current financial year. It shall report all funding for core development, local development grants, conferences, training, and organizational maintenance and any other financial transactions relating to MAJ. The GM financial report shall be posted to the MAJ webpage and distributed by email to all members, including those not present at the GM.

4. Financial Expense Principles: In order to minimize organizational expenses and maximize public service, we propose principles for appropriate spending of membership fees and other contributions.

a. 50% or more of all annual income, after conference expenses are deducted and research grants forwarded from the previous fiscal year are excluded, shall be spent as an annual membership fee for the Moodle Users Association in order to contribute to international research and development.

b. No more than 10% of membership and conference fees shall be used for organizational maintenance. Organizational maintenance includes administration, publicity, membership communication and fundraising. Entertainment and officer travel expenses shall be funded by the individual members and officers.

5. The treasurer of the association will hold (be the representative name on) the bank account of the association.

VI. Language

For administrative purposes, the working languages of the Moodle Association of Japan

shall be Japanese and/or English. In bilingual documents such as the constitution and bylaws, the Japanese version shall be considered authoritative.

VII. Amendments

Where the Executive Board has been explicitly granted the authority, they may amend the Bylaws. Other amendments may be proposed to the membership by a majority vote of the Executive Board. Any such proposed amendments shall be displayed and distributed to the members before the General Meeting. To become effective, proposed amendments must be approved by a simple majority of the members voting at the General Meeting.

VIII. Management of Meetings

The President shall recommend procedures for the management of the Moodle Association of Japan Executive Board, the Chapter Meetings, and the General Meeting based on appropriate cultural norms of Japan. In case of objections to such recommendations, the Executive Board members present shall discuss and agree upon rules and procedures to manage the meeting, consistent with the Constitution and Bylaws.

IX. Local Chapters

Any local group of Moodle users can establish a local chapter of MAJ. Local Chapter Rules are stipulated separately.

X. Sponsors

1. MAJ welcomes sponsor companies or organizations who are willing to financially support MAJ activities and events including annual conferences. By contributing to MAJ, sponsors also support the global development of Moodle through MAJ's donation to the Moodle Users Association. There are three levels to sponsors: Silver Sponsors, Gold Sponsors, and Platinum Sponsors. The benefits they receive from MAJ differ from level to level along with the different fees they contribute. Sponsors are presumed to abide by the Moodle Trademarks Policy.

2. Sponsors are not voting members of MAJ. All sponsor related conditions and details are stipulated in a separate Sponsor Rules and Sponsor Contracts revised for each year.

Supplementary Provision

This preamble, constitution and bylaws was written and approved by the Moodle Association of Japan Founding Committee (known as the 設立準備会 setsuritsu junbikai in Japanese) beginning with a first draft on September 15, 2010 and the final draft on February 15, 2011. Members of the Founding Committee are:

- Hideto Harashima
- Don Hinkelman
- Tetsuo Kimura
- Takayuki Fuwa
- Tatsuya Shirai
- Peter Ruthven-Stuart
- Paul Daniels
- Thomas Robb

- Eric Hagley

The term of these founding committee members shall expire at the first AGM of MAJ, scheduled for February 22, 2011, whereupon new officers will be elected.

Amendments February 22, 2012

Bylaws I-1: Addition of Student membership

Bylaws I-2: Addition of host institution rules and benefits

Bylaws V-4-a: Modification exempting the grant money forwarded from the previous fiscal year from the base amount on which 50% donation is calculated.

Amendments March 2, 2013

Bylaws I-1: Addition of School Teacher membership

Bylaws I-2: Change to institutional member privilege

Bylaws II: Addition of Webpage Administrator, Director of Publication, Director of Course Sharing

Bylaws IX: Local Chapters (new)

Bylaws X: Moot Sponsors (new)

Amendments February 22, 2016

Preamble: Addition of MUA clause

All through Constitution and Bylaws: Moodle HQ is replaced by Moodle Pty Ltd, and some minor wording refinements

Constitution I-3: MAJ purpose modified

Constitution II-2, Bylaws I-1: Associate members eliminated

Bylaws II-13: MUA Liaison Director added

Bylaws X: Moot Sponsors became Sponsors and redefined

Amendments February 18, 2017

Bylaws V-4-a: Contribution was replaced with membership fee

Amendments February 28, 2019

Constitution IV-8 : Added description of the term of office of the President and Vice-President

Amendments February 18, 2022

Constitution IV-9 Add address of treasurer

Bylaw V-5 add role of treasurer

Bylaw I.2 Added specific mention of participation fees for convention attendees who choose not to become members

Bylaw V.1 Corrected fiscal year

Amendments February 16, 2023

Preamble: deleted of MUA clause

Constitution I-3: MAJ purpose modified

Amendments February 17, 2024

Bylaw III et seq.: clarification regarding the number of AGM meetings, quorum, and voting rights.

Bylaw IV-2: Specifics regarding notification of the date, time, place, and timing of AGMs.

Amendments February 28, 2028

Constitution IV-9 Change the address (Treasurer -> Secretary)