



THE BYE-LAWS

OF

THE SOCIETY OF AUTHORS

Approved
21.10.2014

Addendum
04.09.2020 (section 10)

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These Bye-Laws set out regulations adopted by the Society pursuant to article 3 of its articles of association on being approved by the Members and may only be varied pursuant to the Members passing an ordinary resolution to that effect.

1. Definitions

In these Bye-Laws:

Articles means the Society's articles of association for the time being in force;

Council means the council referred to in section 22 as established from time to time;

Management Committee means the board of directors of the Society;

Member means a person who is a full subscription member of the Society;

ordinary resolution means a resolution passed by the Members by a simple majority;

special resolution means a resolution passed by the Members by a majority of not less than 75%;

writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

2. Holding of shares by nominees

The Society is a company limited by shares and its shares are held by and registered in the names of three Nominees, being the President, the Treasurer and a member of the Council (the Official Nominee) designated by the President. The Nominees are obliged under a Trust Deed only to act in accordance with resolutions passed by the Members from time to time so that the Members have full power to control how the rights attaching to the Society's shares are exercised. These Bye-Laws set out how relevant decisions are to be made by the Members.

3. Alteration of Bye-Laws

These Bye-Laws may only be amended by an ordinary resolution.

4. Members

Membership is open to professional writers, illustrators and literary translators in accordance with criteria and procedures set by the Management Committee from time to time. Membership is subject to election at the discretion of the Management Committee. Only Members are entitled to vote in postal ballots and at general meetings.

5. Associates

5.1 Persons who do not wish to be Members or do not meet the appropriate criteria may apply to be Associates.

5.2 Associateship is subject to election at the discretion of the Management Committee.

5.3 Associates are entitled to the same benefits as Members but are not eligible to vote nor to stand for or serve on the Council, the Management Committee or other committees.

6. Subscriptions

Subscriptions are fixed by the Management Committee from time to time and Membership and Associateship are conditional on the payment of them.

7. Removal

Should it appear that any Member's or Associate's continuance would prejudicially affect the Society, the Management Committee may, if it thinks fit, remove him or her from such position.

8. Election of Members of the Management Committee

The members of the Management Committee shall be elected or re-elected according to how Members vote. To be entitled to stand they must have been Members for at least three months prior to nomination.

8.1 The annual process for the appointment, election or re-election of members of the Management Committee shall be as follows as according to the procedure set out in the Rules made by the Management Committee from time to time:

8.1.1 any Member may suggest one or more Members as suitable for consideration by the Management Committee as a member of it;

8.1.2 two Members may nominate a Member to be proposed for membership of the Management Committee by written notice to the Society;

8.2 If there are more candidates than places available on the Management Committee, taking into account those members of it retiring as of the next annual general meeting, election or re-election by ballot will take place. The Management Committee may indicate its preferred candidates up to the number of vacancies by an indication on the ballot paper or other document circulated to Members as part of the election process.

9. Annual general meetings of Members

The Society shall hold an annual general meeting of the Members in each calendar year and no later than 15 months after the previous annual general meeting.

10. Calling of general meetings

The Management Committee may call a general meeting upon passing a resolution to such effect and shall call a general meeting if the Society has received requests that it do so from 35 or more Members and the meeting shall take place at a date not earlier than one month or later than three months from the date of such resolution or last effective request. Requests by Members for general meetings shall be in writing and state the general nature of the business to be dealt with at the meeting.

Addendum 04.09.2020: the SoA's Management Committee may resolve to enable persons entitled to attend and participate in a meeting of members to do so by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the members' meeting.

The members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Management Committee) shall be counted in the quorum for, and be entitled to participate in, the meeting in question. That meeting shall be duly constituted and

its proceedings valid if the Management Committee is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:

- (a) participate in the business for which the meeting has been convened;
- (b) hear all persons who speak at the meeting; and
- (c) be heard by all other persons attending and participating in the meeting.

11. Notices of general meetings

11.1 All general meetings shall be called upon at least one month's notice.

11.2 Each notice convening a general meeting shall include information as to:

11.2.1 the time, date and place of the meeting;

11.2.2 the general nature of the business to be dealt with at the meeting; and

11.2.3 the rights of Members to appoint proxies.

12. Resolutions

12.1 Resolutions may be proposed by the Management Committee.

12.2 Ten or more Members may by request to the Society propose resolutions to be discussed at any general meeting and voted upon as provided in section 13 provided that such resolutions may be properly moved at the general meeting and that the request has been given to the Society at least one month before the date of the meeting. Such requests shall be in writing and include the text of any resolution which is to be moved.

13. Voting on resolutions

Resolutions shall be put to Members and voted on by them in postal ballots or at general meetings at the option of the Management Committee.

14. Quorum for general meetings

Seven Members, each of whom is entitled to vote on the business to be transacted and is present at the general meeting, constitute a quorum. No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

15. Chairing of general meetings

The Chair of the Management Committee shall chair general meetings, if present and willing to do so. If he or she is unable or unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the meeting shall appoint another member of the Management Committee to chair the meeting and the appointment of the chair of the meeting shall be the first business of the meeting.

16. Conduct of general meetings

The chair of the meeting shall have the rights and powers in relation to the conduct of general meetings which are set out in the Standing Orders (see Appendix).

17. Proxy notices for general meetings

17.1 The Society may require proxy notices to be delivered in a particular form and by a particular time and may specify different forms for different purposes. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

17.2 Proxies may only validly be appointed by a notice which:

- states the name and address of the Member appointing the proxy;
- identifies the person appointed to be that Member's proxy, who may be the chair of the meeting, and the general meeting in relation to which that person is appointed;
- is signed by or on behalf of the Member appointing the proxy or is authenticated in such manner as the members of the Management Committee may determine; and
- is delivered to the Society not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate;

and a proxy notice which is not delivered in such manner shall be invalid, unless the Management Committee, at its discretion, accepts the notice at any time before the meeting.

17.3 Unless a proxy notice indicates otherwise, it is to be treated as:

- allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

17.4 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it even though a valid proxy notice has been delivered to the Society by or on behalf of that person.

17.5 An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

17.6 If a proxy notice is not executed by the person appointing the proxy, it is to be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

18. Errors and disputes as to voting

No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at a meeting is valid. Any such objection must be referred to the chair of the meeting, whose decision is final.

19. Communication with Members

19.1 A document or information to be given to or by any person in respect of a general meeting or postal vote or ballot pursuant to these Bye-Laws shall be in writing and sent to an address for the time being notified for that purpose to the person giving it provided that it may be given by the Society to a Member in electronic form or by means of the Society's website if the Member has agreed (specifically or generally) that it may be supplied in that manner.

19.2 Any document or other information or notice shall be deemed served on or delivered to the intended recipient:

- (a) if properly addressed and sent by prepaid first class post 48 hours after it was posted;
- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address; or
- (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied;

20. Chair of the Management Committee

The Chair of the Management Committee shall be elected to take office as from the meeting of it next after the annual general meeting of Members. The term of the Chair shall be two years. The outgoing Chair of the Management Committee may be re-elected for one more term. After two terms of office the outgoing Chair is not eligible for re-election until at least six years have passed.

The Chair of the Management Committee shall be appointed from its members by the Management Committee and may be removed by them from such office at any time.

21. Meetings of Management Committee

The following may attend and speak at meetings of the Management Committee but shall not have the right to vote at them:

- chairs of special interest groups whose members constitute 5% or more of the total number of Members;
- the Treasurer;
- the Chief Executive;
- any other persons invited by the Management Committee at its sole discretion.

The Management Committee, at its sole discretion, may invite other persons as observers of its meetings with no right to speak or vote.

22. Council

22.1. The role of the Council is to represent the aims of the Society and to give any requisite approval pursuant to article 50 of the Society's Articles of Association in relation to its dissolution.

22.2. The Council shall comprise the persons who are appointed its members by the Management Committee but the appointment of each of them shall be conditional upon ratification by the Members at the next following annual general meeting.

22.3. Members of the Council shall be appointed for ten year terms but may be re-appointed one or more times.

22.4. The Council shall have no more than 60 members.

22.5. At least one meeting of the Council shall be held in each calendar year and each meeting of the Council shall be convened and held at such time and place as is determined by the Management Committee.

- 22.6. A meeting of the Council shall be promptly convened by the Management Committee on the written requisition of the President or of at least five members of the Council.
- 22.7. The President shall chair meetings of the Council.
- 22.8. Five members of the Council shall constitute a quorum for its meetings.

23. President

The President shall be elected by the Council from among its members, for such term not exceeding five years (renewable once) as the Council shall determine, and may be removed from office by it at any time by a simple majority resolution of the Council.

24. Treasurer

The Treasurer shall be appointed by the Management Committee for one or more terms of five years and may be removed by it from such office. He or she shall be a qualified accountant and need not be a Member.

Appendix

The Standing Orders

1. Application: These Standing Orders apply to all general meetings of the Society's full subscription members ("Members"). They may only be rescinded or altered by the Members passing a resolution to that effect.
2. Guiding Principles: The Society's procedures shall be fair and contribute to open, transparent, informed and democratic decision making.
3. Chair - Powers and Duties
 - 3.1. Deference shall at all times be paid to the authority of the Chair. The Chair shall decide on all conduct of business and points of order, competence and relevance. This includes discretion to rule on all questions of procedure where no express provision is made under the Standing Orders.
 - 3.2. It is the duty of the Chair to preserve order and to ensure that all Members obtain a fair hearing.
 - 3.3. The Chair must vacate the chair, and signify he or she has done so, before entering any debate. The Management Committee will appoint one of its members or, failing that a Member of its choice, to chair the meeting during this time.
4. Business: Except in the case of business brought before the meeting which is certified by the Chair, in his or her discretion, as urgent, no business will be transacted at a Meeting other than that specified on the agenda.
5. Order of Business: The business of a Meeting shall be conducted in the order set out in the agenda, unless otherwise suggested or agreed by the Chair.
6. Resolutions: The following resolutions may be made without prior notice but must be duly proposed and seconded and put to the Meeting without debate:
 - 6.1. That any of the Standing Orders should be suspended.
 - 6.2. That any subject on the agenda should be given precedence.
 - 6.3. That any business should be adjourned.
 - 6.4. That the Meeting should proceed to the next business on the agenda.
 - 6.5. That the question be now put, provided that the Chair shall have discretion not to accept such resolution if he or she considers that the question has been insufficiently discussed.
7. Right Of Audience: Members may attend the meeting, speak and vote on any resolution. Associates may attend the meeting but not vote. It will be at the discretion of the Chair to allow a non-Member to speak at a meeting.
8. Procedure, Number and Duration of Speeches
 - 8.1. The Chair may ask for indication at or near the beginning of debate of those wishing to speak for or against a resolution. The Chair has sole discretion to decide the number and order of speakers and for how long they may speak and may indicate at any stage how many speakers he or she intends to take.
 - 8.2. Any person wishing to speak shall seek permission from the Chair by raising his or her hand or any reasonable method prescribed by the Chair.
 - 8.3. Unless otherwise decided by the Chair, a Member moving a resolution or amendment may not speak for more than five minutes. All other speakers taking part in any discussion may not speak for more than three minutes.
 - 8.4. All Members shall be expected to stand (where possible) when speaking and address the Chair. Any Member speaking must briefly identify themselves by name and, if provided, use a microphone. The speaker should stay in their position in the hall when speaking and not approach the Chair. At the discretion of the Chair, speakers may address the Meeting from the platform.

- 8.5. When the Chair speaks any speaker shall resume his or her seat and remain seated until called upon by the Chair.
- 8.6. No Member shall speak more than once on each resolution proposed except in the following cases:
 - 8.6.1. a Member may speak to a point of order.
 - 8.6.2. a Member may give an explanation or speak again if asked by the Chair to do so.
- 8.7. Members shall confine their remarks to the question before the Meeting unless explaining any matter at the request of the Chair.
- 8.8. No Member shall speak before another speaker has finished speaking except with the permission of the Chair.
9. Obstructive or Offensive Conduct
 - 9.1. Speakers should not be interrupted except on a very clear point of order. Members may not interrupt merely because they do not like what was said.
 - 9.2. A Member must not behave in an improper or disorderly manner. Members may make points of principle and state disagreement but personal attacks on other Members are unacceptable.
 - 9.3. The Chair will rule on any instances of interruptions by Members or of continual irrelevance, tedious repetition, unbecoming language or any breach of the Standing Orders on the part of a Member.
 - 9.4. The Chair may direct a Member to discontinue speaking, seek an apology, order a short adjournment, ask the Member to leave the meeting or adjourn the meeting. The Chair's ruling will be final.
10. Resolutions and Amendments: The first proposition on any particular subject shall be known as the Original Resolution, and all succeeding propositions on that subject shall be called Amendments. Every Original Resolution or Amendment must be moved and seconded by members actually present at the meeting before they can be discussed.
11. Amendments
 - 11.1. An Amendment must require either the deletion of part of the Original Resolution or the addition of certain words to the Original Resolution or the substitution of certain new wording for certain words in the Original Resolution. All additions to, omissions from, or variations upon an Original Resolution will be considered as an Amendment to it and will be disposed of accordingly.
 - 11.2. An Amendment may not fundamentally alter the purpose of the Original Resolution. It may be reasonable for the Chair to ask the proposer of the Amendment to explain his or her purpose if it is not immediately clear.
 - 11.3. Amendments will be taken and voted on in turn of receipt except where one clearly renders invalid any other. In that case the Chair may exercise discretion on the order of debate and subsequently on whether one has fallen.
 - 11.4. The Chair has the power to conjoin Amendments which are not inconsistent with each other.
 - 11.5. When an Amendment has been moved and seconded it shall forthwith be discussed exclusively and, until it has been put to the Meeting, no other Amendment shall be accepted by the Chair.
 - 11.6. If an Amendment is carried the amended resolution shall replace the Original Resolution and itself become the substantive resolution for consideration whereupon any further Amendment relating to any portion of the substantive resolution may be moved, provided it is consistent with the business and has not been covered by an Amendment or Original Resolution which has been previously rejected.
 - 11.7. If an Amendment is lost a further Amendment to the Original Resolution may be moved but no delegate may move or second more than one Amendment to an Original Resolution.

12. Substantive Resolutions: After the vote on each succeeding Amendment has been taken, the surviving proposition shall be put to the vote as the main question, and if carried shall then become a resolution of the meeting.
13. Points of Order
 - 13.1. The Chair may call to order a member who is in breach of the Standing Orders.
 - 13.2. A Member may draw to the attention of the Chair a breach of the Standing Orders and must state briefly the nature of the alleged breach.
 - 13.3. A point of order takes precedence over all other business until determined.
 - 13.4. The Chair will rule on the point of order.
 - 13.5. A member who is addressing the meeting when a question of order is raised will resume his or her seat until the question of order has been decided by the Chair.
14. Voting
 - 14.1. For the purposes of voting on any resolution two Members shall have the right of requiring the Chair to appoint tellers to count the votes cast, but if no such request be made it shall be left to the Chair's discretion either to take a vote by show of hands, or to nominate tellers to count the votes.
 - 14.2. The Chair if she or he thinks fit, may submit any question to a postal vote or ballot.
 - 14.3. A declaration by the Chair of the numbers cast for or against each resolution shall be final, but one-third (not being in any case less than forty) of the members present may require the Chair to submit the resolution to a postal vote or ballot, in which case he or she shall arrange with the Management Committee to take such postal vote or ballot within 30 days after the meeting.
 - 14.4. The Chair may vote on any issue as an ordinary member. If, having done so, the voting is level; he or she may exercise an additional casting vote to decide the issue.
15. Timing: Members will be told in advance how long has been allocated for the meeting. If further time appears necessary at the meeting itself, a Member may propose a suspension of the Standing Orders to allow this to take place. If there is disagreement on this issue, a majority vote of those present shall decide. The time shall not be extended more than twice at a meeting.
16. Adjournment of meetings
 - 16.1. The Chair may adjourn a general meeting at which a quorum is present if:
 - 16.1.1. the meeting consents to an adjournment; or
 - 16.1.2. it appears to the Chair that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.
 - 16.2. If adjourning a general meeting, the Chair shall:
 - 16.2.1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Management Committee; and
 - 16.2.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
 - 16.3. If the continuation of an adjourned meeting is to take place more than 28 days after it was adjourned, the Society shall give at least 7 clear days' notice of it to the Members.
17. Minutes
 - 17.1. Minutes shall be kept of all meetings and be an accurate record of all resolutions of the meeting.
 - 17.2. The minutes shall not be a verbatim record of the meeting but sufficient to set out issues with a brief summary of arguments raised and the decisions taken.

18. Defects in Procedures: The proceedings of the Society shall not be invalidated by:
 - 18.1. Want of service of a notice of meeting on any Member.
 - 18.2. Any defect in the election or qualification of any Member.
 - 18.3. Any person voting or taking part in the consideration or discussion of any question when he or she is not entitled to do so.
 - 18.4. Any other procedural defect.