



ARTICLES OF ASSOCIATION

OF

THE SOCIETY OF AUTHORS

Approved 21.10.2014

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THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
THE SOCIETY OF AUTHORS
("Society")

1. Definitions and interpretation

1.1 In the Articles, unless the context requires otherwise:

Act means the Companies Act 2006;

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

Bye-Laws means such bye-laws (and standing orders appended thereto) as are in force pursuant to article 3 from time to time;

Chair means the chair of the Management Committee;

Companies Acts means the Companies Acts as defined in section 2 of the Act;

Council means the council established pursuant to the Bye-Laws as constituted from time to time;

electronic form has the meaning given to it in section 1168 of the Act;

electronic means has the meaning given to it in section 1168 of the Act;

eligible means entitled to vote on the relevant matter at a meeting of the Shareholders or of the Management Committee (as the case may be);

hard copy has the meaning given to it in section 1168 of the Act;

holder in relation to Shares means the person or persons whose name or names is or are entered in the Society's register of Shareholders as the holder or holders of them;

Management Committee means the board of directors of the Society as constituted from time to time;

member of the Management Committee means a director of the Society and includes any person occupying that position, by whatever name called;

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

ordinary resolution has the meaning given to it in section 282 of the Act and is a resolution passed by the Shareholders by a simple majority;

Shareholder means a person who is the holder of one or more Shares;

Shares means ordinary shares of £1 each of the Society;

special resolution has the meaning given to it in section 283 of the Act and is a resolution passed by the Shareholders by a majority of not less than 75%;

transmittee means a person entitled to a Share by reason of the death or bankruptcy of a Shareholder or otherwise by operation of law; **working day** means a day which is not a Saturday, Sunday, Christmas Day, Good Friday or bank holiday; **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.

1.2 The model articles of association prescribed by The Companies (Model Articles) Regulations 2008 do not apply in relation to the Articles.

1.3 The Articles may only be amended by a special resolution.

2. **Objects**

2.1 The objects of the Society are to protect the rights and further the interests of authors (and their assignees and representatives) of every kind of works and publications (in whatever format) including literary, dramatic, artistic, scientific, technical, educational and musical works and publications.

2.2 The Society may do any things in furtherance of or ancillary to its objects.

3. **Bye-Laws etc**

3.1 The Management Committee may from time to time propose such bye-laws and standing orders for the conduct of meetings as it considers necessary, expedient or convenient for the Society provided they are not inconsistent with, and do not repeal anything contained in, the Articles and are not in breach of any statutory provision.

3.2 Such bye-laws and standing orders shall only be adopted and come into force as the Bye-Laws on being approved by an ordinary resolution.

3.3 The Management Committee may from time to time adopt such rules as it considers necessary, expedient or convenient in relation to membership of the Society and for the conduct of elections, holding of meetings and recording of decisions, provided they are not inconsistent with, and do not repeal anything contained in, the Articles or the Bye-Laws.

4. Authority of Management Committee

Subject to the Articles, the members of the Management Committee are responsible for the management of the Society for which purpose they may exercise all the powers of the Society.

5. Composition and term of office of Management Committee

5.1 The Management Committee shall have at least eight but not more than fourteen members.

5.2 Subject to article 13.1 in respect of the Chair, the term of office of each member of the Management Committee shall be three years and for the purposes of this article 5 a 'year' shall mean the period from immediately after an annual general meeting of Members to the end of the next following annual general meeting of Members.

6. Delegation by Management Committee

6.1 Subject to the Articles, the members of the Management Committee may delegate any of the powers which are conferred on them under the Articles as they think fit.

6.2 If the members of the Management Committee so specify, any such delegation may authorise further delegation of their powers by any person to whom they are delegated.

6.3 The members of the Management Committee may revoke any delegation in whole or part or alter its terms and conditions.

7. Committees of Management Committee

7.1 Committees to which the members of the Management Committee delegate any of their powers are to follow procedures which are based (as far as is

applicable) on those provisions of the Articles which govern the taking of decisions by members of the Management Committee.

- 7.2 The members of the Management Committee may make rules of procedure for all or any of its committees, which prevail over those derived from the Articles if they are not consistent with them.

8. Decision-making by Management Committee

The general rule about decision-making by the Management Committee is that any decision of the members of the Management Committee is to be either a majority decision at a meeting of its members or a decision taken in accordance with article 9.

9. Written resolutions of Management Committee

A decision of the Management Committee may be taken by a resolution in writing, in one or more copies, being signed and/or approved by email sent to the Chair or the Chief Executive by a majority of the members of the Management Committee.

10. Meetings of Management Committee

- 10.1 At least four meetings of the Management Committee shall be held in each calendar year.

- 10.2 Any four members of the Management Committee may call a meeting of it by giving notice of the meeting to the other members of the Management Committee or by authorising the Chief Executive to give such notice.

- 10.3 Notice of a meeting of the Management Committee must be given to each member of the Management Committee, but need not be in writing.

11. Participation in meetings of Management Committee

- 11.1 Members of the Management Committee participate in a meeting of it, or part of such meeting, when:

- (a) the meeting has been called and takes place in accordance with the Articles; and

(b) they can each communicate with the other members of the Management Committee as to any information or opinions they have on any particular item of the business of the meeting.

11.2 In determining whether members of the Management Committee are participating in a meeting of it, it is irrelevant where any member of the Management Committee is or how its members communicate with each other.

11.3 If all the members of the Management Committee participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any one of them is.

11.4 The members of the Management Committee may not appoint alternates to represent them at its meetings.

11.5 The Management Committee may by majority vote, and shall if so required under the Bye-Laws, permit persons who are not members of it to attend and speak at its meetings but such persons shall not have the voting and other rights of members of the Management Committee at such meetings or otherwise.

12. Quorum for meetings of Management Committee

12.1 At a meeting of the Management Committee, unless a quorum of members of the Management Committee is participating, no proposal is to be voted on, except a proposal to call another meeting.

12.2 Subject to article 12.3, the quorum for meetings of the Management Committee is three members of the Management Committee.

12.3 If the total number of members of the Management Committee in office for the time being is less than the quorum required, the members of the Management Committee may not take any decision other than a decision to appoint further members.

13. Chair of Management Committee

13.1 The Chair shall be appointed as provided for in the Bye-Laws and will automatically be a member of the Management Committee without the need for separate election or re-election while serving as Chair. He or she may be removed from such office as provided in the Bye-Laws.

13.2 If the Chair is not participating in a meeting of the Management Committee within ten minutes of the time at which it was to start, the participating members of the Management Committee may appoint one of themselves to chair it.

14. Casting vote at meetings of Management Committee

14.1 If the numbers of votes for and against a proposal at a meeting of the Management Committee are equal, the Chair or other member of the Management Committee chairing the meeting has a casting vote.

14.2 Article 14.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the Chair or other member of the Management Committee chairing the meeting is not eligible to vote for the purpose of that meeting or part.

15. Contracts with members of Management Committee

15.1 A member of the Management Committee who is, whether directly or indirectly, interested in an existing or proposed contract, transaction or arrangement with the Society (an Arrangement) must declare to the other members of the Management Committee the nature and extent of his or her direct or indirect interest.

15.2 If the interest has been so declared:

- (a) the interested member of the Management Committee shall not, save as he or she may otherwise agree, be accountable to the Society for any benefit which he or she (or a person connected with him or her (as defined in section 252 of the Act)) derives from the Arrangement; and
- (b) no Arrangement shall be liable to be avoided on the grounds of any such benefit nor shall the receipt of any such benefit constitute a breach of duty under section 176 of the Act.

16. Conflicts of interest of Management Committee

The members of the Management Committee may authorise any matter or situation proposed to them by a member of the Management Committee which would, if not authorised, involve him or her breaching his or her duty

under section 175 of the Act to avoid conflicts of interest, but such member of the Management Committee may not participate in that decision-making process for quorum and voting purposes.

17. Records of decisions of Management Committee

17.1 The Society shall keep a written record of every decision taken by the Management Committee for at least ten years.

17.2 If decisions of the Management Committee are taken by electronic means, they shall be recorded in permanent form in such manner that they may be read with the naked eye.

18. Rules for Management Committee

Subject to the Articles, the Management Committee may make any rules which it thinks fit about how it manages its meetings, how it takes decisions and how such rules are to be recorded.

19. Procedure for appointment to Management Committee

Any person who is willing to act as a member of the Management Committee, and is permitted by law to do so, may be so appointed, subject to and in accordance with the Bye-Laws.

20. Retiring members of Management Committee

Retiring members of the Management Committee shall be eligible for re-appointment for one additional term of three years but thereafter not be eligible for re-appointment until at least one year has elapsed after their retirement and for this purpose a 'year' shall have the meaning set out in article 5.2.

21. Termination of appointment to Management Committee

A person shall cease to be a member of the Management Committee on:

21.1 his or her term of office coming to an end pursuant to article 5.2;

21.2 ceasing to hold such office by virtue of any provision of the Act or being prohibited from holding such office under the law relating to trade unions or otherwise;

21.3 a special resolution being passed to the effect that the appointment be terminated;

21.4 resigning from such office and notifying the Society.

22. Management Committee remuneration

The members of the Management Committee shall not be entitled to remuneration for their services to the Society unless otherwise determined by an ordinary resolution.

23. Management Committee expenses

The Society may pay any reasonable expenses which the members of the Management Committee properly incur in such capacity in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Society.

24. Indemnity for Management Committee

24.1 Subject to article 24.2, but without prejudice to any indemnity to which a current or former member of the Management Committee is otherwise entitled:

- (a) each current or former member of the Management Committee may be indemnified out of the Society's assets against all costs, charges, losses, expenses and liabilities incurred by him or her as a current or former member of the Management Committee in the actual or purported execution and/or discharge of his or her duties including:
 - i) any liability incurred by him or her in defending any civil or criminal proceedings, in which:
 - judgment is given in his or her favour;
 - in which he or she is acquitted; or
 - the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part;

- ii) in connection with any application in which the court grants him or her relief from liability for negligence, default, breach of duty or breach of trust in relation to the Society's affairs; and
- (b) the Society may provide him or her with funds to meet expenditure incurred or to be incurred in connection with any proceedings or application referred to in article 24.1(a) and otherwise may take any action to enable him or her to avoid incurring such expenditure.

24.2 This article 24 does not authorise any indemnity which would be prohibited or rendered void by the Companies Acts or by any other law.

25. Insurance for Management Committee

The Management Committee may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of the members of the Management Committee in respect of any relevant loss or liability which has been or may be incurred by them in connection with their duties or powers in relation to the Society.

26. The Chief Executive

The Management Committee may appoint any person, who may also be the Secretary of the Society but not a member of the Management Committee, as the Chief Executive of the Society at such remuneration and on such terms as it determines.

The following Articles 27 to 49 deal with matters relating to the 72 Shares registered in the names of and held on trust by nominees, who may only act in accordance with decisions made by the Society's full subscription members. Accordingly, references to general meetings below are to meetings of the registered holders of Shares and not of Members (whose meetings will be held pursuant to the Bye-Laws).

27. Shareholders' reserve power

27.1 The Shareholders may, by ordinary resolution, direct the members of the Management Committee to take, or refrain from taking, any specified action.

27.2 No resolution of the Shareholders shall invalidate anything which the members of the Management Committee have done before it was passed.

28. Liability of Shareholders

The liability of each Shareholder is limited to any amount unpaid in respect of the Share or Shares of which he or she is the holder.

29. Share certificates

Each Shareholder is entitled, free of charge, to a certificate in respect of the Share or Shares which he or she holds. If a certificate has been lost, stolen or destroyed the Shareholder is entitled to be issued with a replacement certificate.

30. Transfer on ceasing to be a Shareholder

If a Shareholder is to cease to hold Shares for any reason and the Bye-Laws so provide he or she shall transfer the Share or Shares held by him or her for no consideration to such other person or persons as the Bye-Laws stipulate and the Management Committee may authorise any person to execute one or more instruments of transfer to that effect should he or she not do so.

31. Share transfers

31.1 Shares may be transferred by means of an instrument of transfer in any usual form and no fee is to be charged for registering any instrument of transfer or other document relating to or affecting the title to a Share.

31.2 The members of the Management Committee may refuse to register the transfer of a Share unless it is pursuant to the Articles and/or the Bye-Laws.

32. Transmission of Shares

A transmittee does not have the right to attend or vote at a general meeting of Shareholders, or agree to a proposed written resolution, in respect of a Share or Shares to which he or she is entitled by reason of the holder's death or otherwise and is bound by article 29 as to the transfer of such Share or Shares.

33. No dividends

No dividends in respect of Shares may be declared or paid.

34. Allotment of Shares

34.1 Shares may only be allotted pursuant to an ordinary resolution giving authority therefor.

34.2 The pre-emption rights under sections 561 and 562 of the Act are excluded in accordance with section 567 of the Act.

35. Meetings of the Shareholders

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

35.2 All general meetings of Shareholders shall be called upon at least 14 clear days' notice but a general meeting may be called upon shorter notice if it is so agreed by Shareholders having the right to attend and vote at the relevant meeting together holding not less than 90% in nominal value of Shares.

35.3 Each notice convening a general meeting of Shareholders of the Society shall comply with the provisions of the Act:

- (a) as to the provision of information regarding the time, date and place of the meeting and the nature of the business to be dealt with at the meeting; and
- (b) as to the giving of information to Shareholders regarding their rights to appoint proxies.

35.4 Each notice of, or other communication relating to, any general meeting which any Shareholder is entitled to receive shall be sent to each of the members of the Management Committee and to the auditors (if any) for the time being of the Society.

36 Power to require calling of meeting of Shareholders

The Management Committee shall call a general meeting of Shareholders if the Society has received requests that it do so from the President or two other Shareholders.

37 Requests for resolutions or meetings of Shareholders

Requests by the Shareholders for resolutions or general meetings shall be in writing (but may be in hard copy form or in electronic form), state the general nature of the business to be dealt with at the meeting and include the text of any resolution which is to be moved at the meeting.

38 Resolutions of Shareholders

Any Shareholder may by written request to the Society propose resolutions to be voted upon at any general meeting of Shareholders provided that such resolutions may be properly moved at the general meeting and that the written request has been given to the Society at least 30 days before the date of the meeting.

39 Attendance and speaking at meetings of Shareholders

39.1 The members of the Management Committee may make whatever arrangements they consider appropriate to enable those attending a general meeting of Shareholders to exercise their rights to speak or vote at it.

39.2 The chair of a general meeting of Shareholders may permit persons who are not otherwise entitled to exercise the rights of Shareholders in relation to general meetings to attend and speak at a general meeting of Shareholders but they may not vote on any resolution.

40. Quorum for meetings of Shareholders

40.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting of Shareholders if the persons attending it do not constitute a quorum.

40.2 Two Shareholders, each of whom is entitled to vote on the business to be transacted and is present at the general meeting of Shareholders, constitute a quorum.

41. Chairing meetings of Shareholders

41.1 The President shall chair general meetings of Shareholders, if present and willing to do so, provided that he or she is a Shareholder.

41.2 If the President 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 a Shareholder who is present at it to chair the meeting and the appointment of the chair of the meeting shall be the first business of the meeting.

42. Adjournment of meetings of Shareholders

42.1 If the persons attending a general meeting of Shareholders within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a general meeting of Shareholders a quorum ceases to be present, the chair of the meeting shall adjourn it.

42.2 The chair of the meeting may adjourn a general meeting of Shareholders at which a quorum is present if:

- (a) the meeting of Shareholders consents to an adjournment; or
- (b) it appears to the chair of the meeting 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.

42.3 The chair of the meeting shall adjourn a general meeting of Shareholders if directed to do so by the meeting.

42.4 When adjourning a general meeting of Shareholders, the chair of meeting shall:

- (a) 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
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

42.5 If the continuation of an adjourned meeting of Shareholders is to take place more than 14 days after it was adjourned, the Society must give at least 7 clear days' notice of it:

- (a) to the persons to whom notice of the Society's general meetings of Shareholders is required to be given; and
- (b) containing the information which such notice is required to contain.

42.6 No business may be transacted at an adjourned general meeting of Shareholders which could not properly have been transacted at the meeting if the adjournment had not taken place.

43. Voting at meetings of Shareholders

Resolutions put to the vote of general meetings of Shareholders are to be decided in such manner as the chair of the meeting directs.

44. Errors and disputes as to voting of Shareholders

No objection may be raised to the qualification of any person voting at a general meeting of Shareholders 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 of Shareholders, whose decision is final.

45. Content of proxy notices by Shareholders

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

- (a) states the name and address of the Shareholder appointing the proxy;
- (b) identifies the person appointed to be that Shareholder's proxy, who may be the chairman of the meeting, and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Shareholder appointing the proxy or is authenticated in such manner as the members of the Management Committee may determine; and
- (d) is delivered to the Society in accordance with the Articles 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.

45.2 The Society may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

45.3 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.

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

- (a) 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
- (b) 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.

46. Delivery of proxy notices by Shareholders

46.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting of Shareholders 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.

46.2 An appointment under a proxy notice may be revoked by delivering to Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

46.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting of Shareholders to which it relates.

46.4 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 appointer's behalf.

47. Amendments to resolutions of Shareholders

47.1 An ordinary resolution to be proposed at a general meeting of Shareholders may be amended by ordinary resolution if the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

47.2 A special resolution to be proposed at a general meeting of Shareholders may be amended by ordinary resolution if the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

48. Written resolutions of Shareholders

- 48.1 A written resolution of the Society passed in accordance with articles 48.2 to 48.8 shall have effect as if passed by the Society in general meeting of Shareholders.
- 48.2 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible Shareholders.
- 48.3 A written resolution is passed as a special resolution if it is passed by Shareholders representing 75% or more of the total voting rights of eligible Shareholders. A written resolution is not a special resolution unless it states that it is proposed as a special resolution.
- 48.4 In relation to a resolution proposed as a written resolution of the Society the eligible Shareholders are the Shareholders who would have been entitled to vote on the resolution on its circulation date.
- 48.5 A resolution removing a member of the Management Committee or the Society's auditors before the expiration of his, her or their term of office may not be passed as a written resolution.
- 48.6 A copy of each written resolution shall be sent to all of the Shareholders together with a statement informing them how to signify their agreement to it and the date by which it must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Society's auditors when so required by the Companies Acts.
- 48.7 A Shareholder signifies his or her agreement to a proposed written resolution when the Society receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to it.
- 48.8 A written resolution shall be passed when the required majority of eligible Shareholders has signified agreement to it.

48.9 A proposed written resolution shall lapse if it is not passed within 28 days from its circulation date.

49. Means of communication with Shareholders

49.1 Subject to the Articles, anything sent or supplied by or to the Society under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Society.

49.2 Subject to the Act, a document or information to be given to or by any person pursuant to the Articles shall be in writing and sent or supplied, in hard copy form or electronic form to an address for the time being notified for that purpose to the person giving it.

49.3 A document or information may only be given in electronic form if the recipient has agreed (specifically or generally) that it may be sent in electronic form and that agreement has not been revoked.

49.4 Any document or other information 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;

For the purposes of this article 49, no account shall be taken of any part of a day which is not a working day.

49.5 In proving that any document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

49.6 Subject to the Articles, any document to be sent or supplied to a member of the Management Committee in connection with the taking of decisions by the Management Committee may also be sent or supplied by the means by which

he or she has asked to be sent or supplied with such documents for the time being.

50. Dissolution of the Society

If the Society is dissolved, its assets remaining after provision has been made for all of its liabilities shall be applied, in such manner as the members of the Management Committee decide with the approval in writing of the Council, by the transfer of them to one or more other bodies established for purposes which is or are the same as, within or similar to the objects of the Society and prohibits or prohibit the distribution of its or their assets among its or their members to an extent at least as great as is effected hereby.