

SOAIS CONSTITUTION

*Amended by ordinary resolution at the AGM
on 12 September 2020*



The Purpose of the SoAiS

1. The Society of Authors in Scotland (SoAiS) is the Scottish Group of the Society of Authors Ltd, registered in England as a company, no 19993, and run as an independent Trade Union from 24 Bedford Row, London, WC1R 4EH.
2. The objects of the Group are to protect the rights and further the interests of authors in Scotland.
12 September addendum: subject to the approval of the Management Committee of the Society of Authors, the Group may do anything in furtherance of or ancillary to its objects including:
 - Representing members of the Group in an official capacity in all matters affecting their interests and protecting and furthering those interests throughout the world including negotiating rates and conditions on behalf of members of the Group.
 - Maintaining and raising the status of Scottish authors including the promotion of relevant legislation. Seeking to improve conditions of payment and the status of Scottish authors.
 - Holding meetings, conferences and other events to discuss matters of interest to members of the Group and to give them an opportunity to meet.
 - Furnishing advice and information, through the Society of Authors (“SoA”), to members on all questions affecting them in their capacity as authors.
 - Improving contact among Scottish authors throughout the world.
 - Preserving and fostering good relations with industry organisations and counterparts.
 - If the Group’s members constitute 5% or more of the total number of Members of the SoA the Chair shall attend and speak at meetings of the Management Committee of the SoA but shall not have the right to vote at them.

2. The Group acts through an Executive Committee of eight members, elected from the membership by the branch at the AGM.

Election to the Committee

3. Any member of the SoAiS may be nominated to serve on the Executive Committee (the exception is those who are ineligible through immediate prior service, as detailed below). Nominees must have a proposer and a seconder from the membership and must consent to be nominated. Nominations for the Executive Committee must be made in writing to the Secretary at least one month prior to the AGM.

4. If there are more nominees than places available on the Committee, the selection will be made by ballot of the membership at the AGM. [Procedure: each Full Member will write their nominees for the places available on a slip of paper or a poll will be conducted electronically. The nominees who receive the most votes will be elected. In the event of a tie, there will be a run-off ballot restricted to the tied nominees.]

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Office Bearers

5. The Executive Committee shall appoint a Chair, Secretary and Treasurer from among its number and may appoint or co-opt such other Office Bearers as it deems necessary for the conduct of its business. The appointment of Office Bearers will be ratified at the AGM.

Period of Service on the Committee

6. Committee members will normally step down after three years' service unless appointed Chair, Secretary or Treasurer, in which case their period of service may be extended to six years or the end of their term of office, whichever is sooner. A Committee member who has stepped down will not be eligible for re-election until the following year's AGM.

Period of Office as Chair, Secretary or Treasurer

7. These Office bearers will normally remit office after three years or at the end of six years' service on the Committee, whichever is sooner. A Committee member may hold successive offices within the six-year maximum period of service.

Co-opted Members

8. Members co-opted to fill vacancies that arise between AGMs may choose EITHER to stand for election in their own right at the next AGM OR to serve the outstanding period of the vacancy. In the first case, the member will step down three years from the AGM at which he or she is elected; in the second case, the member will step down when he or she has completed the term of the vacancy, and will not be eligible for re-election until the next AGM.

9. Additional members may be co-opted to carry out specific tasks as the Committee sees fit. The period of the appointment should be specified at the time. Such members will not have voting rights.

Voting Rights & Quorum

10. Committee voting shall be restricted to elected members or those co-opted to replace them.

11. A quorum of the Committee shall consist of FOUR members, which must include the Chair and the Secretary (or their designated substitute).

12. A General Meeting of the SoAiS shall be held at least once a year. 20 members personally present shall constitute a quorum.

13. **September 2020 addendum:** The 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

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determined by the 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 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.