

# AGM RESOLUTIONS

## BACKGROUND PAPER FOR AGM

*Strictly Confidential*

*September 2022*



This background paper explains the context and purpose of the proposed resolutions to be put to the AGM of members in November 2022. The SoA's Management Committee discussed the proposals below at their meetings in May and September. The SoA's Council discussed them in their meeting in June and both agreed the conclusions. The Management Committee (MC) recommends the text of the Resolutions below to be put to members at the AGM.

## THE PROPOSED RESOLUTIONS

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**Resolution 1:** that the minutes of the meeting held on 18 November 2021 be approved.

**Resolution 2:** that the Company's annual report and accounts for 2021 be approved.

These are self-explanatory.

**Resolution 3:** that the SoA undertakes a consultation on the roles of the Council, President and Management Committee and makes recommendations to the 2023 AGM. During this time, the SoA Council will not elect a new President and the references to the President in Clause 22.7 and 23 of the Articles shall be amended from:

### **22. Council**

*22.7 The President shall chair meetings of the Council.*

**To:**

*22.7 The President shall chair meetings of the Council. If there is no President in place or present at the meeting, then the meeting shall be chaired by a person appointed by the Council at the meeting.*

**From:**

### **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.*

**To:**

*23 If the Members resolve that a President should be appointed then 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.*

**Resolution 4:** That Clause 2 of the Byelaws be amended from:

### **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.*

**To:**

### **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 Treasurer and two members of the Council (the Official Nominees) designated by the Council and chosen from willing candidates in any way the Council see fit. 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.*

**Resolution 5:** *That the name of the Council be changed to ‘SoA Fellows’ and individual members of the Council be called ‘SoA Fellows’ and that all references in the Articles, Rules, Bye-laws or Trust Deed be amended accordingly.*

## BACKGROUND

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The SoA’s Constitution was first written in 1884 and remained with only minor amendments for 130 years until 2014. In late 2012 it was agreed that if the SoA was to meet authors’ needs in the 21st century, its constitution needed updating and the Management Committee (“MC”) appointed a Task Force to debate the issues and produce a report.

The brief was to clarify areas of agreement, identify any remaining issues of difficulty or disagreement, and make recommendations. The Task Force met eight times over two years. The full Task Force Report is [here](#).

Following that report, the key issues were discussed by MC and recommendations put to the membership and voted on. A new Constitution was then drafted, which was ratified by the Members on 21 October 2014. The Constitution documents and an explanation of them can be found [here](#).

MC keeps the new Constitution under review and sometimes proposes changes in light of changing events and times. For example, we changed the constitution in 2020 to allow for remote or hybrid meetings of members.

## THE CONTEXT OF THE PROPOSALS

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### **Resolution 3:      President**

As you will know, our President, Sir Philip Pullman, resigned in March 2022. We thank Sir Philip for all he did for the SoA while he was President. He joined the Children’s Writers and Illustrators Group Committee in 1991, and was elected to the Management Committee in 1999, serving two terms as Chair from 2001. He joined the SoA Council in 2004, prior to being elected President in 2013. He served almost nine years of his ten-year term as President, which was due to end in June 2023.

During his term, the working landscape for authors of all kinds continued to change almost beyond recognition, not least the unfettered growth of Amazon, the rise of illegal downloads, publisher mergers, coupled with falling author incomes – not to mention the ongoing impacts of Covid-19 and Brexit, which we are only now beginning to understand.

He spoke out on many issues that impact authors, including payment, libraries, independent bookshops, book piracy and book festivals – ensuring a far wider understanding of the issues facing authors than we could have achieved without him. In 2016, Sir Philip famously resigned as patron of the Oxford Literary Festival over its non-payment of speakers. This amplified our festivals campaign and argument that authors should not be expected to work for free. In the months and years that followed, many UK literary festivals, including Oxford, changed their approach and found budgets to pay the authors who make their events possible.

When Sir Philip left, he said:

*“The Presidency is not an executive position. Matters of policy are decided by the members through the Management Committee and the Society as a whole is administered by a Chief Executive. That state of affairs has worked well during most of my term as President, but recent events have made it apparent that when a difference of opinion arises, there is no easy way to resolve it within the constitution or the established practices of the Society.*

*When it became clear that statements of mine were being regarded as if they represented the views of the Society as a whole (although they did nothing of the sort, and weren’t intended to), and that I was being pressed by people both in and out of the Society to retract them and apologise, I realised that I would not be free to express my personal opinions as long as I remained President. That being the case, with great regret and after long consideration I chose to stand down.”*

You can read the full statement here: [societyofauthors.org/News/News/2022/March/Philip-Pullman-resigns-from-SoA-Presidency](https://societyofauthors.org/News/News/2022/March/Philip-Pullman-resigns-from-SoA-Presidency)

This is a clear statement that being the President can put the incumbent in an awkward position. We must ensure that we do not allow the continuance of a systemic difficulty for future Presidents, Council members, Management Committee or Group Committee members who serve us voluntarily and so well and do so much for the prestige of the SoA.

The proposed resolutions have been suggested to let us undertake a review of the roles, report back in 2023 and to manage the practical and constitutional effects of having no President in the interim.

## WHY HAS THE ISSUE ARISEN?

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1. As Sir Philip explains so eloquently, the President is not an executive but an honorary position and an ambassador for the SoA.
2. Likewise, Council members have no executive function. Council Member is an accolade (conferred by the MC and endorsed by a vote of the membership as a whole) on members of high standing who have been exceptional in their support of the SoA. The Council has two powers: to elect the President; and if the SoA ceases to exist for any reason to ensure that any assets are passed to a similar organisation.
3. Management Committee members are democratically elected by the Members: they are the formal Directors of the Company and the trustees of the various charities and subject to the legal duties that come with those roles. All major policy and strategy decisions are taken by the MC. They could face legal proceedings in case of mismanagement of the SoA.
4. The daily work is carried out by the staff, led by the Chief Executive.
5. Our structure is complex and not well understood by people outside the SoA. The terms “Board”, “Council”, “Management Committee”, “Chair” and “Council” are used differently in different organisations, and it is not surprising that some people would think that a President or Council had an executive role. This is difficult for the President and Council who do not have the support and structure that comes with the Management Committee. Conversely, the President and Council do not have the legal responsibility that the Management Committee has. -
6. Social media has led to much more public scrutiny of what people say in private. We now provide guidance and rules for those who represent the SoA in any role. We are currently reviewing these guidelines.
7. Nevertheless, this guidance may be seen as limiting by some and does not necessarily solve the problem of the pressure and focus on one individual. It also takes away from the breadth, diversity and excellence of the whole Council, who are rather under-used by the SoA.

Because of these concerns, when Sir Philip resigned the MC decided that it would be sensible not to ask Council to start the election process for a new President immediately, but to take time at its 1 June meeting to discuss the positions and how best these difficulties should be resolved.

After full discussion both Council and the Management Committee resolved that more detailed consultation and advice, including seeking views from Members, and reporting in November 2023 would be the best way forward.

## POSSIBLE SOLUTIONS

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Possible solutions for discussion will include the following:

1. **Dispensing with the role of President entirely.** We would simply keep the Council who could appoint a Chair for their meetings. This would allow us to use a diverse range of spokespeople which would fit well with our inclusivity objectives. Their diversity of genres, backgrounds and interests and their wide social media reach gives us a fantastic pool of champions who give legitimacy to the SoA and strengthen our messages.
2. **Reducing the President's term.**
3. **Improving training and guidelines for the President.**
4. **Appointing a Vice-President.**
5. **At present neither the Council nor the President can be removed by the Management Committee or members.** We may wish to provide that their terms should automatically come to an end if they cease to be SoA members and that they should be able to be removed by an Ordinary Resolution of the Members. This could be effected by a change to the Bye-laws requiring a 50% majority of members.
6. **Any other suggestions** will be welcomed and considered.

The Management Committee therefore proposes resolution 3 (changing the Articles requires a 75% majority of Members voting).

### **Resolution 4: Shareholders**

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.

The role of the shareholders is simply to formally pass the resolutions made in the Members' meetings. As we currently have no President, pending a review, MC proposes a consequential amendment to state that the nominees are chosen by the Council. Sir Philip Pullman and the retiring official nominee, Antony Beevor, have kindly agreed to continue holding the shares pending the passing of resolution 4 and the appointment of new shareholders.

The Management Committee therefore proposes resolution 4 (changing the Byelaws requires a 75% majority of Members voting).

### **Resolution 5: Change of name of Council to Fellows**

MC and Council discussed the title "Council". Most agreed that "Council" suggests an executive role. However, the SoA Council's function is mainly honorary. This causes confusion. All agreed (the MC unanimously and the Council by a significant majority) that we should rename the Council to more clearly signal their role.

## **What name to choose?**

There were many suggestions including Honorary Fellows, Patrons, Champions, Associates, Ambassadors or adding the word Honorary to the Council. However, after full discussion the majority of MC and the Council preferred “**Fellows**”. It is a well understood term used by other, similar organisations such as the Royal Society of Literature

The Management Committee and Council therefore propose resolution 5 (a change of name could be effected by changing the Articles which requires a 75% majority of Members voting). Or we could simply rename them in our literature and outreach so that they were formally the Council but called Fellows. That only requires a 50% majority).

*Management Committee, September 2022*