

# CONFIDENTIALITY AGREEMENT



SOCIETY OF AUTHORS (“SoA”)  
MANAGEMENT COMMITTEE (“MC”)  
MC POLICIES, PROTOCOLS, PROCEDURES AND CODES (“RULES”)

I acknowledge that I have read and understand the SoA’s Guidance for New Committee Members.

## Confidentiality and Communications

I agree that many issues discussed by the MC are confidential and that all MC members must feel free to express their opinions freely and confidentially. I appreciate that many issues such as strategy may involve sensitive or confidential discussions and that documents circulated to me may be protected by copyright.

I acknowledge that the MC Code of Conduct applies to all MC members (including Group Chairs). Furthermore, that elected MC members are subject to directors’ duties.

I understand that the breach of directors’ duties can have significant consequences for the SoA. I understand that if a director of a company breaches their duties to uphold the confidentiality of the company’s affairs, they can face civil action and, in some cases, criminal sanctions.

I agree not to share MC papers, agendas or any other MC documents or share any information or the content of any discussions that take place in meetings or outside them except to the extent that those items have been published on the SoA website or that the disclosure is a permitted disclosure.

Permitted disclosure is limited to any disclosure to the MC’s or a member’s professional advisers or any confidential information specified above which is required to be disclosed by an order of any court of competent jurisdiction or any regulatory, judicial, governmental, or similar body or any taxation authority of competent jurisdiction or due to any laws or regulations of any country to which its affairs are subject.

There may be times when the MC delegates responsibility to a sub-committee of its members who may occasionally be required to seek advice from third/external parties. If such advice is authorised by the Management Committee, this would be a permitted disclosure.

I have read and understood the contents of this document.

MC member signature:

Date:

MC member name: