

Minutes of Annual General Meeting of the Australian Society of Authors

12pm, 14 November 2022

Via Zoom video conference

Membership present:

Nicholas Pickard (Chair), Kirsty Murray (Treasurer), Sophie Cunningham, Danielle Clode, Kelly Gardiner, Aileen Moka, Ali Smith, Andrea Rowe, Ava Hubble, Bianca Milroy, Bronwyn Bancroft, Carrie Tiffany, Sarah Vorchheimer, Tania Blanchard, Miki Mitain, Esther Anatolitis, Caroline Petit, Donyale MacKrill, Fiona Kelly MacGregor, Jayne Caruso, Jennifer Mills

ASA staff present:

Olivia Lanchester, Lucy Hayward, Victoria Chylek (Authors Legal)

1. The meeting opened at 12.00pm and commenced with an **Acknowledgement of Country**.
2. The Chair declared a quorum, gave a **welcome** to those present and introduced himself, the Treasurer, and CEO.
3. **Declaration of proxies**

Chair reported there are 7 proxies in total to declare. When we come to vote on the special resolution, Chair has 5 proxies to declare and ASA director and member Kelly Gardiner has two proxies to declare.

4. Apologies

Apologies received from Robyn Mathison.

5. Minutes of previous AGM

Minutes of the previous AGM (2021) were tabled and accepted. A motion that these minutes be accepted was proposed by the Chair and seconded by Kelly Gardiner. The motion was carried. There were no matters arising from the previous Minutes.

6. Chair's Report

The Chair gave his report.

A motion that the Chair's report be accepted was proposed by the Chair and seconded by Kirsty Murray. The motion was carried.

7. Treasurer's Report

The Treasurer spoke to her written report, which was tabled. There were no questions from the floor. A motion that the Treasurer's report be accepted and that the financial statements for the period ending 30 June 2022 be adopted was proposed by the Treasurer and seconded by Sarah Vorchheimer. The motion was carried.

8. CEO's Report

The CEO gave a verbal summary of her written report and thanked members, directors and staff for their support of the ASA in 2022.

A motion that the CEO's report be accepted was proposed by the Chair and seconded by Daneille Clode. The motion was carried.

9. Change to Constitution

The Chair spoke to the proposed Special Resolution to change the ASA's Constitution. He explained that:

(a) The proposed change to clause 5(b) is to acknowledge that the ASA's advocacy and campaigns benefit all writers and illustrators in Australia, not just ASA members. In addition, many of our resources, along with all newsletters and FAQs are freely available to all writers and illustrators in Australia. As a registered charity, the ASA works to advance literary culture for all writers and illustrators and we want to ensure that our Constitution reflects this broad intention.

(b) The proposed change to clause 10.1 is to reflect the Board's decision to introduce a policy of paying a modest fee to directors. The Board currently consists of voluntary directors and is comprised of authors and illustrators, drawn from the membership and directors appointed for specialist skills. Directors are required to attend meetings 4-6 times a year, prepare for these meetings and participate in sub-committees such as the Investment Committee, Nominations Committee and Fundraising Committee. The Board is aware that creator earnings are very low and that the ASA has long run a 'Pay the Writer' campaign. Recognising the significant time and energy the directors devote to their duties, the ASA Board would like to introduce modest fees as recompense, with the amounts to be declared every year in the ASA's Annual Report. The intention is for the following fees to apply:

- (i) Chair: \$8,000 per annum
- (ii) Treasurer: \$3,000 per annum
- (iii) Remaining directors: \$1,000 per annum.

The Chair moved the motion:

THAT the proposed new Constitution attached to the notice of the AGM to the members of the ASA be adopted in substitution for, and to the exclusion of, the existing Constitution of the ASA, with effect from the close of this meeting.

The motion was seconded by Jean Kropper.

Members present at the AGM discussed the proposed change to the Constitution regarding directors' fees. Members broadly agreed that directors' time and labour ought to be recognised financially, but some concerns were flagged around fee creep and transparency.

A member asked for confirmation that director travel costs were met by the ASA. The Chair confirmed that essential travel costs are reimbursed and that board

meetings are held on Zoom, other than 1-2 meetings which are held in-person each year.

Other questions raised included whether the fee will be reviewed at each AGM and also whether the fee ought to be paid to a non-performing director who repeatedly fails to attend board meetings. CEO explained that the proposal is to give the board discretion to set director fees and also explained that there is already a requirement built into the ASA Constitution that a director will be removed from the board if they fail to attend two consecutive meetings of the board without the prior approval of the board.

A vote was taken on the special resolution:

- 88% in favour, +7 proxies all in favour
- 12% against

As more than 75% of the votes cast were in favour, the special resolution passed.

To address member concerns about ongoing transparency around director fees, the Chair moved the motion: That the board develop a policy on director fees taking into consideration concerns raised by members at this AGM. Seconded by Kelly Gardiner.

Motion passed.

10. General Business. There was no further business.

The meeting was closed at 1.40pm.