

Minutes of the 2019 AGM of the Authors' Licensing & Collecting Society

14:00 on 28 November 2019, held at The Vermont Hotel, Castle Garth, Newcastle Upon Tyne NE1 1RQ.

Tony Bradman, Chair of ALCS, welcomed members to the 41st ALCS Annual General Meeting. He noted the results of a number of surveys into the earnings and working conditions of authors that ALCS has funded and noted the particular importance of the advocacy work being carried out by ALCS to protect and promote authors' rights at a time when they are under threat.

Owen Atkinson, Chief Executive of ALCS, then provided an update on the work of the organisation during the past year. He reported that 2018 had been a successful year with a record collection of £36.7M in licence fee income for ALCS members. He noted that this was £2.4M above the previous year's result and that this was the 9th consecutive year in which income had been above £30M. ALCS had distributed £34.9M during the year to over 86,000 members; on top of which a further £0.5M was paid out through the agency agreement ALCS has with Writers Digital Payments Limited. The CEO stated that net commission for the year was 8.7% in accordance with the policy whereby any operating surplus is returned to members. The CEO noted that ALCS membership continues to increase at a rate of around 500 new members per month and that in total ALCS now has over 105,000 members.

Barbara Hayes, Deputy CEO, reported on the lobbying activities undertaken by ALCS. She noted that there remains significant uncertainty because of Brexit. She highlighted the work that had gone into advocating for authors' remuneration articles in the recent EU Directive on Copyright in the Digital Single Market which also included an exception for illustration for teaching. However, because of Brexit it is now uncertain whether the UK government would implement this Directive.

She also noted that ALCS had worked with sister organisations ensuring that the voice of the author was heard in discussions in the UK government. And, finally, she informed the meeting regarding the work of the International Authors Forum and how this was promoting PLR across the globe, working with the World Intellectual Property Organization.

The CEO then spoke about some of the challenges ALCS was facing due to threats from copyright exceptions, changing technology and the uncertain business environment due to BREXIT and the potential effect this could have on future ALCS income. He noted that the focus going forward remains on developing licensing opportunities both in the UK and across the world as well as working as efficiently as possible to keep commission rates low.

Formal proceedings commenced.

Agenda Item 1: To receive and adopt the Board of Directors' Report and Accounts for the period 1st April 2018 to 31st March 2019

Mark Bispham, Head of Finance, presented the Accounts and recommended them to the meeting.

The Chair moved for the adoption of the Directors' Report and Financial Statements for the period 1 April 2018 to 31 March 2019. Gareth Morgan proposed; Alan Dearling seconded. There were no abstentions and no votes against. The Chair noted that the following votes had been cast online by members:

Online votes	No. votes
For	532
Against	4
Discretionary	209
Abstain	27

The Chair confirmed that agenda item 1 was adopted.

Agenda item 2: To receive and adopt the Annual Transparency Report for 2018/19

Richard Combes, Head of Rights and Licensing presented the Transparency Report and explained the rationale behind this to the meeting.

The Chair moved for the adoption of the Annual Transparency Report for the period 1 April 2018 to 31 March 2019. Brian Edwards proposed; Nick Yapp seconded. There were no abstentions and no votes against. The Chair noted that the following votes had been cast online by members:

Online votes	No. votes
For	537
Against	3
Discretionary	211
Abstain	21

The Chair confirmed that agenda item 2 was adopted.

Agenda item 3: To appoint Messrs Shipleys LLP, 10 Orange Street, London WC2H 7DQ as Auditors of the Company and to authorise the Directors to fix their remuneration

The Chair moved the motion for the appointment of Shipleys LLP as Auditors of the Company, and to authorise the Directors to fix their remuneration. Gareth Morgan proposed; Nick Yapp seconded.

There were no abstentions and no votes against. The Chair noted that the following votes had been cast online by members:

Online votes	No. votes
For	506
Against	7
Discretionary	212
Abstain	47

The Chair confirmed that agenda item 3 was adopted.

Agenda Item 4: To consider and if thought appropriate approve the recommendations of the Remunerations Committee regarding Directors' fees for 2019/20

The Chair reported that the current level of remuneration paid to Non-Executive Directors was recorded in the Annual Report and that the Remuneration Committee had recommended that remuneration paid to Directors for 2019/20 should be increased by 1.8% from the rates set for 2018/19.

The Chair moved for the adoption of the recommendation regarding Directors' fees. Alan Dearing proposed; Steve Weatherill seconded. There were 2 abstentions and no votes against. The Chair again noted that the following votes had been cast online by members:

Online votes	No. votes
For	469
Against	28
Discretionary	209
Abstain	66

The Chair confirmed that agenda item 4 was adopted.

Agenda Item 5: Announcement of the Results of the election for ALCS Board of Directors

The Chair announced the results of the recent ALCS Board elections with Joan Smith being re-elected and James McConnachie being elected. The Chair congratulated the directors on their election to the board and thanked all the candidates for participating.

With the meeting nearing its conclusion the Chair asked if members had any questions for the Executive. Gareth Morgan questioned whether on page 18 of the Report & Accounts a footnote regarding debt instruments was appropriate and whether it should be removed. Mark Bispham indicated the Auditors had

requested this be included as part of the FRS102 regulations but would talk directly with him about this issue after the AGM. Tim Denvir questioned if ALCS has 105,000 members why only 86,000 were paid last year. Owen Atkinson noted that there were a significant number of Estates who may not be paid as well as some members whose work had not yet collected fees for payment. Heather Elcoate asked whether ALCS collected money for audiobooks and also regarding monies from USA. Owen Atkinson noted that ALCS does not currently collect monies for audiobooks, although UK PLR did. He also noted that the US does not currently have a PLR scheme in place. Ralph Adam asked a question on submissions of articles in digital only journal publications. Owen Atkinson confirmed that claims can be made for the availability of articles published in digital only academic journal publications. To a further question he noted the complexity surrounding the position of rights in articles published in the various forms of Open Access under which many academic journals are now published.

The Chair thanked our members for their questions and, there being no further questions, the Chair closed the Meeting.