



## Design and Artists Copyright Society

Company Number: 01780482

Minutes of an Annual General Meeting of the Design and Artists Copyright Society (Company) held at The Artworkers Guild, 6 Queens Square, Bloomsbury, London, WC1N 3AT at 6.00pm on Wednesday 25 September.

### PRESENT:

Prodeepta Das, Steven Gregory, Priscilla Hashmi, Celia Irvin, Rut Blee Luxemburg, Seamus O'Connell, Nigel O'Neill, Janette Parris, Simon Tegala, Janet Tod, Tolleck Winner, Muna Zuberi.

### IN ATTENDANCE:

Cortina Butler (Acting Chair), Neil Burgess (Director), Herman Lelie (Director), Gilane Tawadros (CEO), Gabriella Tamas (Finance and IT Director), Christian Zimmermann (COO), Helen Dutta (Company Secretary), James Cross (Auditor), Joanne Milmo, Daniel Rudd, Reema Selhi.

### 1. Chairperson

Cortina Butler was Chair of the meeting.

### 2. Quorum and Notice

2.1 It was noted that a quorum was present and the meeting would accordingly proceed to business.

2.2 There was produced to the meeting a notice convening the meeting and with the consent of all members present, the notice was taken as read.

### 3. Minutes of 2018 AGM

3.1 The minutes of the 2018 AGM were approved.

### 4. Voting and Proxies

4.1 It was noted that in accordance with Article 30 of the Company's Articles of Association, the Chair declared that the meeting was to be conducted on a poll.

4.2 It was noted that 43 votes were to be cast by proxy. The Chair noted that all discretionary votes were in favour of the Chair and that in relation to such proxies received, the Chair would indicate how these votes would be cast as each resolution was presented to the AGM.



## 5. Annual Audited Accounts

5.1 The Chair explained that DACCS proposed that the members receive the Company's annual accounts for the financial year ended 2018 together with the Directors' report, Annual Transparency report and Auditor's report on those accounts. The Chair noted that as required under the Collective Rights Management Regulations, which regulate the conduct of Collecting Societies, the Transparency Report had been audited together with the company's annual accounts.

5.2 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll to receive the Company's annual accounts for the financial year ended 2018 together with the Directors' report, Annual Transparency report and Auditor's report on those accounts.

## 6. Appointment of Auditors

6.1 The Chair explained that Kingston Smith were appointed as DACCS' auditors in 2017 and that following the circulation of the Notice of Meeting, Kingston Smith had changed its name to Moore Kingston Smith. The Chair confirmed that Moore Kingston Smith remained the same legal entity. The Chair proposed to reappoint Moore Kingston Smith as the Company's auditors as the Board were satisfied with the performance of the auditors over the past two year.

6.2 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll that Moore Kingston Smith be appointed as the Company's auditors to hold office from the conclusion of the meeting to the end of the next period for appointing auditors under section 485(2) Companies Act 2006 at a remuneration to be determined by the Directors.

## 7. Report on Directors' Remuneration

7.1 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll to approve the report on Directors' Remuneration produced to the meeting and, for the purposes of identification, initialled by the Chair.

## 8. Policy on Distribution of Amounts Due to Rightsholders

8.1 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll to approve the Company's policy on the distribution of amounts due to rightsholders produced to the meeting and, for the purposes of identification, initialled by the Chair.

## 9. Policy on Deductions from Rights Revenue

9.1 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll to approve the Company's general policy on deductions from rights revenue produced to the meeting and, for the purposes of identification, initialled by the Chairman.

## 10. Extraordinary Payback Distribution



10.1 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll to approve an extraordinary Payback distribution for monies received from DACS' German sister society VG BildKunst for past uses based on the 2016 Payback campaign data with an administrative cost deduction of 16%.

## 11. Policy on Undistributed Funds

11.1 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll to approve the Company's Undistributed Funds Policy produced to the meeting and, for the purposes of identification, initialled by the Chair.

## 12. Donation to Art360 Foundation

12.1 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll to approve the donation of non-distributable amounts, in accordance with the Company's policy on Undistributed Funds and in relation to which we are unable to return funds to an Art Market Professional or Sister Society to the Art360 Foundation.

## 13. Vote on Use of Non-Distributable Funds

13.1 The Chair invited the voting members to vote for one of the following options: 1) Return non-distributable funds to Art Market Professionals 2) Donate non-distributable funds to Art360 Foundation 3) Abstain. The Chair explained that the option receiving the most votes would be passed. The Chair noted that DACS has historically always returned these monies to the art market professional from whom the money was collected. The Chair advised that the Board recommended voting in favour of returning non-distributable funds to art market professionals again.

13.2 The meeting voted to return non-distributable funds to Art Market Professionals.

## 14. Close of Meeting

14.1 The Chair thanked the voting members present and declared the meeting closed. The Chair invited those present to stay for DACS' Annual Lecture with Ryan Gander.

Signed..... (Chair) Date.....