



**Design and Artists Copyright Society**  
**Company Number: 01780482**

**Minutes of an Annual General Meeting of the Design and Artists Copyright Society (Company) held via Zoom on Thursday 27 September, 18.00 - 18.30.**

**PRESENT:** Colin Brooking, Jonathan Gosling, Stephen Gregory, Jannette Parris, Roderick Roy.

**IN ATTENDANCE:** Mark Stephens (Chair), Neil Burgess (Non-Executive Director), Mary Moore (Non-Executive Director), Frederique Pierre-Pierre (Non-Executive Director), Niru Ratnam (Non-Executive Director), James Cross (Auditor, Moore Kingston Smith), Sue Clark (Finance Manager), Helen Dutta (Company Secretary), Gemma Scotcher (Head of Communications), Reema Selhi (Legal & Policy Manager), Gilane Tawadros (Chief Executive Officer), Phil Trzinski (Chief Financial Officer), Christian Zimmermann (Chief Operating Officer).

## **1. Chairperson**

1.1 Mark Stephens was Chairman 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 2019 AGM**

3.1 The minutes of the 2019 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 Chairman declared that the meeting was to be conducted on a poll.

4.2 It was noted that 36 votes were to be cast by proxy. The Chairman noted that the proxies included a number of discretionary votes in favour of the Chairman and that in relation to such proxies received, the Chairman would indicate how these votes would be cast as each resolution was presented to the AGM.

## **5. Annual Audited Accounts**



5.1 The Chairman explained that DACS proposed that the members receive the Company's annual accounts for the financial year ended 2019 together with the Directors' report, Annual Transparency report and Auditor's report on those accounts. The Chairman 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 Chairman explained that due to a presentational error, a minor alteration was made to the Annual Transparency report after circulation. The Chairman noted that the Board approved the previous version of the transparency report but this does not affect the judgment of DACS' Board regarding the performance of DACS and the change was approved by DACS' auditors. The adjustments were presented to the meeting.

5.3 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 2019 together with the Directors' report, Annual Transparency report and Auditor's report on those accounts.

## 6. Appointment of Auditors

6.1 The Chairman explained that DACS proposed to reappoint Moore Kingston Smith as the Company's auditors. The Chairman explained that the Board had been satisfied with the performance of the auditors since their appointment in 2017.

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 Chairman.

## 8. Appointment of Chair

8.1 The Chairman explained that DACS proposed the appointment of Margaret Heffernan as a Non-Member Director of the Company and Chair of the Board of Directors. The Chairman explained that Margaret is an entrepreneur, writer and collector who has been Chief Executive of five companies and is currently Professor of Practice at University of Bath's School of Management. The Chairman outlined Margaret's extensive Board experience, including with the Centre for Effective Dispute Resolution, the London Library and FilmBath.

8.2 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll that Margaret Heffernan be appointed as a Non-Member Director of the Company and Chair of the Board of Directors.

8.3 Margaret Heffernan highlighted how vital DACS' work is at such a difficult time for artists. Margaret expressed the importance of making clear the founding principle that artists should be paid for their work and thanked the members for their unanimous support in her appointment.

## 9. Appointment of Non-Executive Board Director

9.1 The Chairman explained that DACS proposed the appointment of Nick Whitaker as a Non-Member Director of the Company. The Chairman outlined Nick's experience as a Chartered Accountant and former accountancy firm partner. The Chairman further outlined Nick's extensive Non-Executive Director experience including with the Intellectual Property Law Regulation Board, Business Continuity Institute, the Science Council and as a former Trustee of the Open College of Arts (which merged with the University of the Creative Arts).

9.2 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll that Nick Whitaker be appointed as a Non-Member Director of the Company.

## 10. Policy on Distribution of Amounts due to Rights Holders

10.1 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll to approve the policy on distribution of amounts due to rights holders produced to the meeting and, for the purposes of identification, initialled by the Chairman.

## 11. Policy on Deductions from Rights Revenue

11.1 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.

## 12. Policy on Undistributed Funds

12.1 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll to approve the Company's policy on undistributed funds produced to the meeting and, for the purposes of identification, initialled by the Chairman.

## 13. Use of Non-Distributable Funds

13.1 The Chairman noted that the meeting would be asked 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. The Chairman noted that the value of these funds was £1,716.84. The Chairman declared that he was a Trustee of Art360 Foundation and that discretionary votes cast at the meeting were on the instruction of DACS' Board.

13.2 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.

13.3 The Chairman noted that the Notice of AGM set out a further resolution to approve the donation of non-distributable amounts, in accordance with the Company's policy on undistributed funds, to the Art360 Foundation. The Chairman noted that the value of these funds at the date of the AGM was in fact zero and therefore that he would move to the next resolution.



14. Articles of Association

14.1 The Chairman outlined the principal changes to the Articles of Association which would enable DACCS to hold "hybrid" general meetings in the future which can take place both in-person and virtually. The Chairman noted that the 2020 AGM could be held virtually due to time limited provisions in the Corporate Insolvency and Governance Bill. The amendments would enable hybrid meetings in future providing greater flexibility for the membership.

14.2 The Meeting **RESOLVED** as a special resolution of the Company on a poll to approve that the draft Articles of Association produced to the meeting and, for the purposes of identification initialled by the Chairman, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.

15. Close of Meeting

15.1 The Chairman thanked the voting members present and declared the meeting closed.

Signed.....  
Date.....

(Chairman)