



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 and at the Royal Crescent Hotel & Spa, Bath from 17.15 – 17.45pm.

PRESENT: Janette Parrijs, Rut Blee Luxembourg, Jonathan Gosling, Sarah Taylor Silverwood, Maridowa Williams.

IN ATTENDANCE: Margaret Heffernan (Chair), Gilane Tawadros (CEO), Christian Zimmermann (COO), Phill Trzcinski (Director of Finance), Mark Waugh (Business Development Director), Helen Dutta (Company Secretary), James Cross (Auditor), David Beckett (Intellectual Property Office), Reema Selhi, Kate Rosser-Frost, Joanne Milmo.

1. Chairperson

1.1 Margaret Heffernan 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 2020 AGM

3.1 The minutes of the 2020 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 44 votes were to be cast by proxy. The Chair noted that the proxies included a number of discretionary votes 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 DACS proposed that the members receive the Company's annual accounts for the financial year ended 2020 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 2020 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 DACS proposed to reappoint Moore Kingston Smith as the Company's auditors. The Chair 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 In relation to the Remuneration Report, the Chair highlighted that Directors were paid an annual stipend of £4688.00 plus reasonable expenses in 2020. It was noted that Directors who chaired committees received additional payments in respect of this extra responsibility.

7.2 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. Appointment of Non-Executive Board Directors

8.1 The Chair explained that DACS proposed the appointment of James Nadin as a Non-Member Director of the Company. The Chair outlined James' experience as a barrister specialising in commercial law and as the founder of a business to help promote prints and editions, particularly those raising funds for charities and institutions. The Chair further noted that James was a former Governor of a primary school, where he was the head of the finance committee.



8.2 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll that James Nadin be appointed as a Non-Member Director of the Company.

8.3 The Chair explained that DACS proposed the appointment of Gajinder Panesar as a Non-Member Director of the Company. The Chair outlined Gajinder's 40 years' of experience in the technology sector and his current position as a Fellow within Siemens EDA.

8.4 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll that Gajinder Panesar be appointed as a Non-Member Director of the Company.

8.5 The Chair explained that DACS proposed the appointment of Jonathan Gosling as a Member Director of the Company. The Chair explained that Jonathan manages the estate of painter Keith Vaughan. The Chair outlined Jonathan's experience as Emeritus Professor of Leadership at the University of Exeter and his involvement in teaching, research and higher education governance around the world. The Chair highlighted Jonathan's previous appointments on the Boards of several charities, institutes and government agencies.

8.6 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll that Jonathan Gosling be appointed as a Member Director of the Company.

9. Re-appointment of Directors

9.1 The Chair explained that DACS proposed the re-appointment of Julia Crabtree as a Member Director of the company. The Chair highlighted Julia's experience as an artist who has collaborated with William Evans for over a decade with residencies including: South London Gallery, Banff Centre, Canada and Wysing Artist Centre. The Chair noted Julia's position as a Lecturer at the University of Reading and the Royal College of Art.

9.2 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll that Julia Crabtree be re-appointed as a Member Director of the Company.

9.3 The Chair explained that DACS proposed the re-appointment of Neil Burgess as a Non-Member Director of the Company. The Chair highlighted Neil's extensive experience in the photography sector as agent, editor, collector and curator, Director of Magnum Photos and Managing Editor of Network Photographers. The Chair noted that Neil has run his own business, NB pictures since 2002 and that he was a former Director of the Open Eye Gallery in Liverpool.

9.4 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll that Neil Burgess be re-appointed as a Non-Member Director of the Company.

9.5 The Chair explained that DACS proposed the re-appointment of Frederique Pierre-Pierre as a Non-Member Director of the Company. The Chair highlighted Frederique's background as a lawyer before joining the financial sector and taking up the position of Chief Operating Officer



for the CIO office of Deutsche Bank Asset Management. The Chair highlighted Frederique's Trustee and Board experience including Matt's Gallery and the Henry Moore Foundation.

9.6 The meeting **RESOLVED** as an ordinary resolution of the Company on a poll that Frederique Pierre-Pierre be re-appointed as a Non-Member Director of the Company.

10. Policy on Deductions from Rights Revenue

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

11. Policy on Risk Management

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


12. Use of Non-Distributable Funds

12.1 The Chair noted that the value of the undistributed funds was £32,845.16.

12.2 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, to the Art360 Foundation for the express purpose of using it for bursaries for artists.

13. Close of Meeting

13.1 The Chair thanked the voting members present and declared the meeting closed.

Signed.......... (Chair) Date.....*26 g. 22*.....