



Design and Artists Copyright Society  
Company Number: 01780482

Minutes of an Annual General Meeting of the Design and Artists Copyright Society (Company) held on the 19 September 2022 via Zoom and at DACS, 84 Teesdale Street, 6 Durham Yard, London, E2 6QF

**PRESENT:** None

**IN ATTENDANCE:** Frederique Pierre-Pierre (Chair), Helen Dutta (Company Secretary), Christian Zimmermann (Chief Operating Officer & Acting Chief Executive Officer).

### 1. Chairperson

1.1 Frederique Pierre-Pierre was Chair of the meeting.

### 2. Quorum and Notice

2.1 It was noted that as quorum was not present the meeting could not proceed to formal business.

### 3. Adjournment

3.1 It was noted that as quorum was not present within half an hour of the commencement of the meeting that, in accordance with DACS' Articles of Association, the meeting was adjourned to Monday the 26<sup>th</sup> of September at 5.15pm to take place at DACS, 84 Teesdale Street, 6 Durham Yard, London, E2 6XF.

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



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

**Minutes of an Annual General Meeting of the Design and Artists Copyright Society (Company) held on the 26 September 2022 via Zoom and at DACS, 84 Teesdale Street, 6 Durham Yard, London, E2 6QF**

**PRESENT:** Colin Brooking, Rut Blees Luxemburg, Cedar Lewisohn, Janette Parris, Sebastian May.

**IN ATTENDANCE:** Margaret Heffernan (Chair), Neil Burgess (Board Director), Helen Dutta (Company Secretary), Julia Crabtree (Board Director), Oliver Evans, Liane Jobson, Joanne Milmo, Gajinder Panesar (Board Director), Freddie Pierre-Pierre (Vice Chair), Kate Rosser-Frost, James Nadin (Board Director), Phill Trzcinski (Director of Finance), Kim Varis (Intellectual Property Office), Mark Waugh (Business Development Director), Gary White, Christian Zimmermann (Chief Operating Office & Acting Chief Executive).

## **1. Chairperson**

1.1 As Chair of the meeting, Freddie Pierre-Pierre formally declared the meeting open and noted that in accordance with Article 28 of DACS' Articles of Association, the Annual General Meeting was adjourned to this date on the 26<sup>th</sup> of September 2022 as the Annual General Meeting held on the 19<sup>th</sup> of September 2022 was not quorate. Having opened the meeting, Freddie Pierre-Pierre stepped down as Chair of the Annual General Meeting to enable Margaret Heffernan, Chair of the DACS Board of Directors, to Chair the Annual General 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 2021 AGM**

3.1 The minutes of the 2021 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 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 Annual General Meeting. The Chair proceeded to vote in favour of each of the resolutions in relation to the proxy votes.

## 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 2021 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 2021 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. The Chair highlighted that it was best practice to undertake periodical retenders for external audit services and that the Board intended to undertake this process again in 2023.

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 2021. It was noted that Directors who chaired committees received additional payments in respect of this extra responsibility. It was further noted that the Directors' Remuneration Report set out separately any royalties paid to Directors who are also rights holders.

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 Oliver Evans was nominated as a Non-Member Director of the Company. The Chair outlined Oliver's experience as a Senior Director at Maureen Paley where he programmes and co-curates gallery exhibitions and events. The Chair noted that Oliver had worked in a voluntary capacity with the Gallery Climate Coalition since 2021 and that examples of his writing and photography had been published in various catalogues and magazines. The Chair noted that Oliver held an MA in Fine Art from Slade School of Fine Art.

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

8.3 The Chair explained that Donall Curtin was nominated as a Non-Member Director of the Company. The Chair outlined Donall's experience as an accountant, board director and business leader with a background in finance, corporate governance, audit and risk management and extensive experience in both the public and private sectors. The Chair noted that Donall had founded one of Ireland's leading accountancy practices and held multiple Board Directorships including with the Arts Council, Visual Artists Ireland and Abbey Theatre.

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

8.5 The Chair explained that Cedar Lewisohn was nominated as a Non-Member Director of the Company. The Chair explained that Cedar was an artist, writer and curator at The Southbank Centre, London, having held previous curatorial roles at The Museum of London, Hangar Biccra, Birmingham Museums, Northwestern (Qatar), Tate Britain and Tate Modern. The Chair noted that Cedar had written for and edited numerous periodicals and was the author of Street Art (2008). The Chair further noted that Cedar held a degree from the Camberwell College of Art and was a Researcher at The Jan Van Eyck Academie, Maastricht.

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

## 9. Policy on Deductions from Rights Revenue

9.1 The Chair noted that changes were proposed to the policy on deductions from rights revenue. The Chair explained that the percentage of royalty received by DACS to cover its costs for collectively administered rights distributed in DACS' Payback Scheme had been reduced from 16% in 2021 to 15% in 2022 and that this change was reflected in the policy.

9.2 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.

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

10.1 The Chair noted that technical changes were proposed to the Company's policy on the distribution of amounts due to rights holders to reflect the fact that rightsholders can ask DACS to request that their royalty payments are put on hold if they are waiting to obtain a withholding tax certificate for tax authorities. The Chair noted that it had also been updated in relation to EU VAT status, which no longer applied to DACS.

10.2 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.

## 11. Use of Non-Distributable Funds

11.1 The Chair explained that in accordance with DACS' undistributed funds policy, where Artist's Resale Right royalties collected from an Art Market Professional remained undistributed at 31 December, six full calendar years after a sales invoice was first paid by the AMP, these amounts are deemed non distributable. The Chair noted that the value of the undistributed funds was £32,055.66.

11.2 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.

## 12. Close of Meeting

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

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