



**Minutes of the EGM meeting of the DGT Council of Management held on
Wednesday 7th December 14:00hrs
Clyst St Mary Community Centre**

NB decisions in italic

Present – Janet Anderson, Jeryl Andrew, Shane Cormie, Peter Davies, Caradoc Day, Clare Greener, Stewart Henchie, Michael & Lena Hickson, Sandra Howard, Avis Judd, Jane Knight, Liz Lewis, Dianne Long, Sue Minter, Barbara Moul, James Perriman, Vivien Rands, Joanne Silvestri, Richard Soan, Jan Uden, Beryl Whidden, Rosemary Yallop

The Chair welcomed everyone to the EGM and checked that all present were members. She then explained that the EGM had a twofold purpose: firstly, to adopt the new Articles of Association which had not been accepted by the Charity Commission in time for the AGM and, secondly, to elect new Trustees, who have recently had the opportunity to meet with the Committee as they had requested.

The Chair read the list of **Apologies** - Penny Bayer, George Seagar Berry, Davina Brown, Charles Courtenay, Earl of Devon; John Clark, Sandra Dean, Susan Fryer, Jane Jerard, Susan Harwood, Rosemary Howell, Michael and Anne Inman, Derek Jackson, Suzanne Jones, Carolyn and David Keep, Spencer Keys, Hugh Meller, John Reeves, John Shelley, Shirley Tamblyn, Rupert Thistlethwaite, John Watt

1. **The Chair** invited **Jeryl Andrew** to address the EGM with the main changes to the Articles.

JA explained that DGT had embarked on an exercise to review our Memorandum and Articles of Association as this had not been done for a number of years. Several things had changed - particularly the methods of communication and DGT wanted to be able to use digital communications regularly. Once the process had started our lawyer – James Evans who heads the Charities team at Tozers in Exeter- advised that we should do a much more comprehensive update to bring our governance in line with modern practise.

The Articles had now moved to a single document instead of the current Memorandum and Articles of Association. This single set of Articles updates all legal references to current company and charity legislation. Formal notices and communications have been updated to permit the use of electronic means of communication and meetings now expressly permit participation in part or wholly on a virtual basis.

The Objects of the Trust have been reworded in updated language but the substance is unchanged. We had to obtain Charity Commission consent for this which has been done.

There are various amendments to Trustee clauses to allow for better operating procedures including specifying the number of Trustees (from minimum of 5 to a maximum now of 15 compared with a minimum of 7 and a maximum of 20.) The periods of appointment have been regularised to run for a fixed period of three years rather than being linked to the AGM which will be easier to administer. Provisions for the removal of Trustees have been included as also has the ability to allow in exceptional circumstances a Trustee to serve more than two terms provided that 75% of trustees approve. The composition of sub-committees allowing non-Trustees to participate is now included providing there is at least one Trustee on each committee.

A conflicts of interest clause has been introduced and the procedure to deal with the termination of membership made simpler.

Proxies will now be included for general meetings which will allow the participation of a broader set of the membership.

Finally, the clause in the current Mem and Arts that restricts the Trust from expending capital – unless built up in a reserve fund – has been removed as it was considered unduly restrictive. The Trustees will, under the new Articles, be able to expend capital held for general purposes as well as the income derived from the funds as they think fit.

JA then welcomed questions from the floor.

The Chair then proposed the Special Resolution to adopt these new Articles of Association, it was seconded by **Liz Lewis** and passed by the meeting **nem con**.

The Chair then offered thanks to **Jeryl Andrew** for all her hard work in working with Tozers to review and update the Articles.

2. The Chair then moved to item two on the agenda, the election of the new Trustees.

Jeryl Andrew proposed Jane Knight, seconded by Penny Hammond.

Dianne Long proposed Paul Faulkner seconded by Clare Greener

Sue Minter proposed Rupert Bannister and he was seconded by Shane Cormie.

All were elected **nem con**

They were then invited to the next meeting on Friday 20th January at Exeter Community Centre.

EGM concluded approx. 14:40