

ANNUAL GENERAL MEETING NOTIFICATION

23 November 2024 at 10am to 12 noon



The following information is to be considered by member councils ahead of the 2024 AGM so that representatives attending can cast their single vote per council.

The AGM will be held online via Zoom as in previous years and the member information pack will be issued in mid-October with the other items to consider.

Could Clerks please add the information below to a meeting of council in October or November 2024 to guide representatives attending the AGM.

Introduction

As many as third of County Associations have made the change from a constituted body to that of a company limited by guarantee in the last 5-7 years. Even NALC, our national body is looking at such a change and currently seven other counties are investigating the option. No county associations having made this change, have reverted to an unincorporated status.

DAPTC sets out the rationale for the change below having sought at last year's AGM our membership desire to be consulted on the matter. This was overwhelmingly supported. We now move to the stage where we are asking for your vote to approve or reject that change becoming reality. The motion to progress or otherwise that change is show in 1. below.

If this first motion is approved, it will signal the termination of the constitution for DAPTC at midnight on 31 March 2025. In its place will be a company limited by guarantee made up of a 'placeholder' board responsible for the management of the organisation through to the board of directors being appointed at an AGM in November 2025.

If the motion 1 fails, the three other motions (2-4) will not be required.

Here are the motions that will be considered:

1. To consider and if thought appropriate, approve DAPTC transitioning to a Company Limited by Guarantee (CLG) and authorising the Executive Committee to register such CLG before April 2025, with a view to the assets and operations of DAPTC being transferred to the CLG with effect from 1 April 2025 or such later date as the Executive Committee may determine.

Subject to the above point, to

2. Authorise the Executive Committee to prepare a draft of the articles of association of the new CLG with a view to the finalised articles (following consultation) being formally approved by a further Extraordinary General Meeting (EGM) of DAPTC to be held in March 2025.

3. Authorise the Executive Committee to appoint, from within its own members, the first, 'placeholder' Board of Directors of the CLG to enable this to be registered at Companies House in advance of 1 April 2025 to facilitate the transfer of DAPTC assets and operations to the CLG.
4. Authorise the Executive Committee to appoint, from within its own members or by co-option, individuals to act as an interim CLG Board of Directors from April 2025 until the 2025 AGM in November, at which point such Directors will stand down and the full CLG Board will be elected.

SUPPORTING INFORMATION

Why is the change required?

- Protect member councils and those in key roles from unexpected liabilities for e.g., members of the Executive Committee currently carry a personal financial burden if DAPTC ceased to exist and had any debts or legal obligations. This simply is not fair or reasonable on those individuals.
- The DAPTC Area Committee structure aligns with the former district councils. This structure does not tie into any structures that exist within the unitary councils created in 2019.
- Not fully representative of all members, as membership engagement is inconsistent across the county and the area committee structure.
- Like many member councils, we carry a number of vacancies within our governance structure which if full would extend to make up an Executive Committee of twenty-two.
- Development and strengthening of the Association now and for the future requires input from individuals with a mixture of specialist backgrounds, not solely elected members. It should not be purely based on appointment to area committee roles for DAPTC to be able to draw on input from specialists in the sector. Examples may be the Clerk community and officers at Dorset and BCP Council. It could also be participation of subject matter experts where that will benefit member councils.

What won't be changing even if the membership votes yes to establishing a company limited by guarantee?

- What DAPTC do day to day, week to week and month to month for members will not alter. This change to a CLG will not herald a complete change in purpose or activities DAPTC undertake. We will naturally want to ensure we maintain our relevance and supportive nature to councils in membership.

Below is an illustration of the activities undertaken by DAPTC currently.



Member Engagement

The membership of councils, clerks and elected members has changed dramatically since the pandemic when everyone ventured online. Almost all meetings prior to that period were held in person covering a variety of topics.

There are now many ways that DAPTC Representatives and councillors and clerks get updates:

- Teams or Zoom briefings and updates
- Conferences
- Working Together Webinars – themed session on a wide range of topics
- Weekly e-news containing updates from unitary councils and our national body NALC
- Social media and website content

Timeline for the potential changes:

- ✓ **Nov 2023** – DAPTC members gave the go ahead for this consultation and vote to change the legal status of DAPTC. (Completed)
- **Sep-Nov 2024** – DAPTC member councils consider the change in legal status ahead of the 2024 AGM
- **23 Nov 2024** – DAPTC member councils vote to approve or otherwise the change to a CLG on 1 April 2025. If approved, members vote to enable the current Executive Committee to handle the transition through to the Extraordinary General Meeting in March 2025 and then to the AGM in November 2025.
- **Dec 2024 to Mar 2025** – consult members on the articles of association and structure for member engagement. This is important as it is the one change that may be different subject to your input between January and March 2025. We will provide some options for member engagement to ensure your issues and concerns get flagged up to DAPTC for action.
- **Apr to Nov 2025** – ‘placeholder’ board drawn from the current Executive Committee prepare the organisation for the 2025 AGM in November.

- **Nov 2025** – new board structure elected by member councils having sought names for the roles after Annual Meetings of member councils in April/May.
- **Post Nov 2025** – new board in position.

Recommendation by the current Executive Committee

The current serving Executive Committee recommend the move to a CLG in the timescale outlined and for the supporting actions in motions 2-4.

DAPTC has sought legal support to ensure any change approved by members is done correctly.

Next steps for Clerk to the council:

1. Table the item on a future council meeting agenda in October and November so that the vote for council can be placed by the AGM delegate for your preferred outcome.
2. Look out for the AGM member information pack in October so that the delegate attending on 23 November 2024 registers to be able to cast their vote.
3. Ensure the delegate remembers to attend – reminder notifications will be issued to those that have registered beforehand.

If you have any questions, please let DAPTC know by responding to this email.

Only votes cast (one per member council) at the AGM online 23 November 2024 will count.

END.