

SPECIAL RESOLUTION

BACKGROUND:

The Devon Association of Local Councils (“DALC”) is governed by our Articles of Association. Any changes to our Articles of Association requires a special resolution of DALC members either by way of a written resolution or at a general meeting.

At the AGM held on 1st October 2025, the Board asked for an agreement in principle to increase the total number of directors and increase the term of office in order to develop business resilience and allow for the retention of corporate memory. The AGM granted this permission in principle, on the understanding that a special resolution would be brought before the AGM at a later time to confirm those changes.

The Board therefore appointed a solicitor to draw up these changes. In addition, the Board are proposing two further changes to the Articles of Association. All proposed changes can be viewed in the draft amended Articles of Association which are [available for download](#), and are also explained below.

MOTION: SPECIAL RESOLUTION

That with immediate effect from the passing of this resolution, the articles of association of the Company be amended as follows:

1. By deleting the definition of “elected” from article 1(1)
2. By deleting article 19 (1) and replacing it with the following new article 19 (1):
(1) The total number of directors shall comprise of no fewer than 6, and no more than 12 individuals, and may be appointed to be a director by:-
 - a) Ordinary resolution at an annual general meeting; or*
 - b) A decision of the directors*
3. By deleting article 19 (3) and replacing it with the following new article 19 (3):
(3) Subject to articles 19(1) and 19(2), the directors may appoint up to 5 persons as directors due to their profession, vocation, knowledge or experience if they are deemed of benefit to the company.
4. By deleting article 19(5) and replacing it with the following new article 19 (5):
(5) All further directors elected by the members at the annual general meeting or appointed by the directors pursuant to article 19 (3) shall be elected or appointed for terms of four years. A director who has served their term must retire at the next annual general meeting that occurs nearest to the expiry of their term.
5. By deleting article 19 (8) and replacing it with the following new article 19 (8):
(8) A retiring director may offer themselves for reappointment for not more than 12 consecutive years excluding any time served as co-opted director. Persons having served 12 consecutive years can be considered for appointment following a 12-month period from the time they retired from office.

CHANGES TO ARTICLES OF ASSOCIATION

Article 19 (1) | Increase in maximum number of directors

Current Article:

The total number of directors shall comprise of no fewer than 6, and no more than 9 individuals, and may be appointed to be a director by:-

- (a) ordinary resolution at an annual general meeting; or*
- (b) a decision of the directors.*

Amended Article:

The total number of directors shall comprise of no fewer than 6, and no more than 12 individuals, and may be appointed to be a director by:-

- (a) ordinary resolution at an annual general meeting; or*
- (b) a decision of the directors.*

It is proposed that the Articles of Association be amended to allow for a maximum of 12 directors, rather than 9.

This change was approved in principle by the AGM on 1st October 2025.

Article 19 (3) | Increase in number of appointments that can be made by directors

Current Article:

Subject to articles 19(1) and 19(2), the directors may appoint up to 3 persons as directors due to their profession, vocation, knowledge or experience if they are deemed of benefit to the company.

Amended Article:

Subject to articles 19(1) and 19(2), the directors may appoint up to 5 persons as directors due to their profession, vocation, knowledge or experience if they are deemed of benefit to the company.

It is proposed that directors be able to appoint up to 5 persons as directors rather than 3, to reflect the increase in the maximum number of directors.

To reflect an increased number of directors, and following advice of our solicitor, it is proposed that directors be able to appoint up to 5 persons as directors rather than 3.

Article 19 (5) | Increase in term of office

Current Article:

All further directors elected by the members at the annual general meeting or appointed by the directors pursuant to article 19(3) shall be elected or appointed for terms of three years. A director who has served their term must retire at the next annual general meeting that occurs nearest to the expiry of their term.

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Amended Article:

All further directors elected by the members at the annual general meeting or appointed by the directors pursuant to article 19(3) shall be elected or appointed for terms of four years. A director who has served their term must retire at the next annual general meeting that occurs nearest to the expiry of their term.

It is proposed that the Articles of Association be amended to allow for directors to serve a term of office of 4 years rather than 3 years

This change was approved in principle by the AGM on 1st October 2025.

Article 19 (8) | Increase in maximum length of consecutive terms of office**Current Article:**

A retiring director may offer themselves for reappointment for not more than 9 consecutive years excluding any time served as a co-opted director. Persons having served 9 consecutive years can be considered for appointment following a 12-month period from the time they retired from office.

Amended Article:

A retiring director may offer themselves for reappointment for not more than 12 consecutive years excluding any time served as a co-opted director. Persons having served 12 consecutive years can be considered for appointment following a 12-month period from the time they retired from office.

It is proposed that the maximum length of consecutive terms of office is increased to 12 years (three terms of office of 4 years) rather than 9 (three terms of office of 3 years) to reflect the increased length of terms of office.

This change was approved in principle by the AGM on 1st October 2025.

Rebecca Walker, Chief Executive Officer