



## ANNUAL GENERAL MEETING AND RESOLUTIONS OF THE DUMFRIES AND GALLOWAY CANINE RESCUE CENTRE

The AGM of 2023 was held over two dates (27th September 2023 and 30th October 2023) to be quorate. Votes (including proxy) counted over both dates (1 vote per member).

### Results of Ordinary Resolutions and Special Resolutions

#### Ordinary Resolutions:

1. To appoint Katerina Balani as a trustee to the charity
  - 100% votes in favour - Passed
2. To appoint Annette Williamson as a trustee to the charity
  - 100% votes in favour - Passed
3. To appoint Fiona Campbell as a trustee to the charity
  - 100% votes in favour - Passed
4. To reappoint Saint & Co. as accountant to the charity until the completion of the next annual accounts and to permit the trustees to fix their remuneration
  - 100% votes in favour - Passed
5. To reappoint Jennifer McDairment as independent examiner of the accounts
  - 100% votes in favour - Passed

#### Special Resolutions:

1. To amend item 68 of the Memorandum and Articles of Association to:  
*“The quorum for the transaction of the business of the directors may be fixed by the directors but shall not be less than one third of their number, or three directors, whichever is the greater. In a meeting with a quorum of only three directors any business vote must be unanimous to be carried.”*
  - 79% votes in favour - Passed
2. To amend item 69 of the Memorandum and Articles of Association to:  
*“The directors may act notwithstanding any vacancies to their number, but, if the number of directors is less than the number fixed in the quorum, the continuing director(s) may act only for the purpose of filling vacancies or of calling a general meeting”*
  - 76% votes in favour - Passed
3. To amend item 44 of the Memorandum and Articles of Association to:  
*“The number of directors shall not be less than three and (unless otherwise determined by an ordinary resolution of the directors) not be more than nine. Out of that number, no more than two shall be directors who were co-opted under the provision of article 52”*
  - 79% votes in favour - Passed

By order of the Trustees  
A registered Charity (Number: SC031991)  
Tricia Bryant, Chair of Board of Trustees  
30th December 2023



**ANNUAL GENERAL MEETING AND RESOLUTIONS OF THE DUMFRIES AND GALLOWAY  
CANINE RESCUE CENTRE  
30th October 2023**

**Questions and Answers**

Q. Reserve contingency to cover one year's worth of expenditure. Has this been amended due to cost of living crisis.

A. *Reserves are staggered across four business accounts and the main CAF bank account.*

Q. Where do we take Investment advice from, and do we have a standing arrangement with a financial advisor?

A. *Tilneys are our investment managers. Any additional capital is managed via them and invested in the portfolio they advise in this capacity.*

Q. Is online merchandise still being introduced?

A. *Trustees are reviewing options available here and what costs would be included.*

Q. What is included in the membership fee?

A. *Trustees are reviewing what is currently included in the membership fee and if this can be improved. [Objective for 2024.](#)*

Q. Has green energy been considered for implementation at the centre?

A. *Solar panels have been installed at the centre. For any new building expenditure green energy would be a key item or consideration.*

Q. Have there plans been made for expansion to the kennels.

A. *Evaluation required on what best solution is for more space. Trustees note that more kennels may not be the best solution as requires additional staff and resources. Ongoing priority for the Trustees to determine best solution.*

Q. Why is there a need for a change to the Special Resolutions?

A. *The board thanks retiring trustees Fiona Chisholm, Caroline Fraser and John Hay. Identified as part of this turnover that hiring new trustees has been extremely difficult not only for DGCRC but across other charities nationwide. In order to proceed with business, and be in line with Charity Commissions guidelines, amendment to the Memorandum and Articles of Association is needed. Trustees note that this solution allows charity to continue functioning.*

*Please see Resolutions Document for outcome of this vote.*

Q. Are records kept on the number of welfare dogs, and dogs from outside the region.

A. *Due to GDPR laws we cannot keep personal details for over a year, and so cannot provide details on dogs over a year.*

Q. What is done with excess dog food?

A. *The centre holds a small amount to keep running but does not store in excess. If there is excess it is donated anonymously to local food banks.*

Q. What is current welfare scheme.

A. *Dogs coming to the centre via the welfare scheme have to come through a third party e.g. the police.*

By order of the Trustees

A registered Charity (Number: SC031991)

Tricia Bryant, Chair of Board of Trustees

30th December 2023