



# SALC

SOMERSET ASSOCIATION OF LOCAL COUNCILS LTD

## Notice of the Annual General Meeting of the Somerset Association of Local Councils Ltd

Date: Friday 3<sup>rd</sup> October 2025  
Time: 10am – 10.45am  
Place: The Canalside Conference Centre, North Petherton TA6 6LQ

### AGENDA

**1. Apologies:**

To note any apologies received from member councils.

**2. To approve the minutes of the Annual General Meeting held on 13<sup>th</sup> November 2024**

To receive and approve as a factual record the minutes of the AGM held on 13<sup>th</sup> November 2024

**3. To approve the amended draft Articles of Association.**

To support by special resolution the board of directors' recommendation to amend the method of appointing directors at Article 19 (red text shows changes):<sup>1</sup>

*(1) The directors will be appointed by decision of the members at the annual general meeting of the company **to represent each the four areas of Somerset: north, east, south, and west** (based on the former district areas)*

*(2) Each area **may elect a maximum** three members from **its** area to be directors of the company)*

***(3)** In order to be appointed under article 19 (1) a director must be:*

*(a) willing to act as a director and is permitted by law to do so;*

*(b) a parish councillor of a member council in the area at the time of election; or*

*(c) the chairperson of a member parish meeting at the time of election.*

*(The remainder of Art 19 is unchanged)*

**4. Appointment of directors:**

To seek nominations and elect one director in each of the four areas to serve for a period of three years.

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<sup>1</sup> Please see end note \* for existing Article 19

*Areas are based on the geography of the four former district councils – North (Sedgemoor), South (South Somerset), East (Mendip) and West (Somerset West and Taunton).*

**5. Appointment of reporting accountants:**

Members are asked to endorse the recommendation of the board of directors that Max Foote Associates Ltd continues as appointed.

**6. Election of one representative to the Somerset Playing Fields Association:**

Members to elect a representative to the SPFA executive committee.

**7. Presentation of the 2024/2025 Annual Report and accounts for the year ended 31<sup>st</sup> March 2025**

Members are to receive reports from the chair, Loretta Whetlor, and CEO, Ewan Jones.

Sam Winter

Company Secretary, 11<sup>th</sup> September 2025

**\*Note – existing Article 19**

**APPOINTMENT OF DIRECTORS**

**19. The number and methods of appointing of appointing directors**

- (1) The directors will be appointed by decision of the members at the annual general meeting of the company on the following basis:
  - (a) The members will split into four areas of Somerset: north, east, south, and west (based on the former district areas)
  - (b) Each area will elect three members from their area to be directors of the company.
- (2) In order to be appointed under article 19 (1) a director must be:
  - (a) willing to act as a director and is permitted by law to do so;
  - (b) a parish councillor of a member council in the area at the time of election; or
  - (c) the chairperson of a member parish meeting at the time of election.
- (3) Subject to article 20, if a director has been appointed by reason of being a parish councillor or chairperson of a parish meeting, and the relevant council or parish meeting ceases to be in membership of the Association, the director may continue to be a director of the company until the conclusion of the next annual general meeting of the company, or until the conclusion of an extraordinary general meeting of the company if one such meeting is held earlier than the annual general meeting.
- (4) Subject to article 20, the director's terms of office shall be three years.
- (5) At every annual meeting, subject to article 19 (6) one-third of the directors must retire from office but may offer themselves for re-appointment.
- (6) Newly appointed directors shall come into office at the conclusion of the meeting at which they are appointed.
- (7) In the event of a casual vacancy in the office of a director, the directors may appoint a person to act as a director and the director so appointed shall hold office until the date upon which the person in whose place they are appointed would regularly have retired, and they shall then retire.
- (8) For the avoidance of doubt there is no restriction on the number of terms of office a director may serve.