



Devon Senior Voice

Senior Council for Devon

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February 2018

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**Meeting**) of Devon Senior Voice Ltd (**Company**) will be held at **The Isca Centre, Summer Lane, Exeter EX4 8NT** on 26 March 2018 at 10.00am.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 3 will be proposed as ordinary resolutions and resolution 4 will be proposed as a special resolution.

Resolutions 2 and 4 shall only be tabled if Resolution 1 is passed.

Resolution 3 shall only be tabled if Resolution 1 is not passed.

ORDINARY RESOLUTIONS

1. That the proposed Business Transfer of the Company with Community Council of Devon (trading as Devon Communities Together) (**DCT**), whereby upon completion of such transfer DCT shall become the sole corporate member of the Company (thereby terminating all other existing memberships of the Company), the current DSV directors will resign, and that the assets and liabilities of the Company be transferred to DCT (**the Transfer**), be approved.
2. (To be tabled only if Resolution 1 above is passed)
That the current directors of the Company shall remain in post until completion of the Transfer and be authorised to take all such steps, execute all such documents and do all such other things as they consider to be necessary or desirable in order to effect the Transfer on such terms and at such time(s) as they think fit.
3. (To be tabled only if Resolution no. 1 above is not passed)

That the Company be wound up and dissolved and that:

- (a) the current directors of the Company shall remain in post and be authorised to take all such steps, execute all such documents and do all such other things as they consider to be necessary or desirable in order to effect an orderly winding up of the Company's affairs and to enable final dissolution of the Company at such time as they see fit; and
- (b) that the directors be authorised to resolve, on or before such dissolution, that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, to be applied or transferred as they see fit, either:

- (i) Directly for the objects of the Company (**Objects**);
- (ii) By transfer to any company or charity for purposes similar to the Objects, or
- (iii) To any company or charity for use for particular purposes that fall within the Objects.


SPECIAL RESOLUTION

4. (To be tabled only if Resolution no.1 above is passed)

That, conditional upon and with effect from completion of the Transfer, the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

A full set of the revised articles of association will be available on the DSV website or members can telephone the office to receive a hard/electronic copy after the 1st March 2018.

By order of the Board



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SALLY LOUGHER

Company Secretary

Registered office: c/o Foot Anstey Solicitors, Senate Court, Southernhay Gardens, Exeter, Devon, EX1 1NT

Company registered number: 06538562

21st February 2018