

# MINUTES OF THE ANNUAL GENERAL MEETING OF GALLERY 150 Ltd held 6th July 2015

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## Present:

**Members of the Board of Directors of Gallery 150:** Tony Cartwright (TC) (Chair & acting Treasurer), David Haedicke (DH) (Secretary), Hilary Roberts (HR).

**Regrets:** James Callaghan (JC)

**Members of Gallery 150:** 26 in attendance with a further 14 not in attendance but having voted electronically on Special Resolutions proposed by the Directors and distributed prior to the meeting (see attached agenda and discussion of Special Resolutions).

The meeting commenced at 7:30 pm on 6<sup>th</sup> July 2015 at St. Mary's Church Hall, Leamington Spa, CV31 1JW. See attached Agenda as previously circulated to the Members.

### 1.0 Welcome

TC welcomed the Members and introduced the Directors in attendance. He congratulated Clive Engwell on his success as Chair of Leamington Studio Artists. Clive had previously announced his intention to step down as Chair of LSA.

### 2.0 Chair's Report

TC recapped the history of Gallery 150 and the many benefits to Gallery 150 and LSA Members that had been provided by the Gallery since it was created and then led by Gerry Smith as well as after GS' departure as a Director of Gallery 150 in July 2014. He noted that Special Resolutions previously circulated by the Directors to the Members for a vote at this General Meeting would result in a winding up of G150 but that there was hope of a future gallery sponsored by LSA that would continue to provide benefits to the LSA Members through shows and events featuring the Members' art.

### 3.0 Financial Report

TC explained that a draft of the latest annual accounts for Gallery 150 had only been received from the accountants today at 5:30 pm and that there had been no time to review, finalise and circulate the draft to the Members before the meeting. The draft will be reviewed and the figures and notes considered in light of the Special Resolutions to be voted on at this meeting. On completion, the accounts will be available electronically to Members requesting a copy.

### 4.0 Special Resolutions proposed by the Directors.

4.1 TC referred to the discussion of the background and reasons for each of the Special Resolutions that had been circulated to the Members prior to the meeting. See attached for that distribution.

4.2 The Members in attendance voted unanimously in favour of the first of the Special Resolutions and, of those 14 Members not in attendance but voting electronically, one of the electronic votes was against the first Special Resolution but the remaining 13 voted in favour of the Special Resolution. The first Special Resolution was as follows:

*That Gallery 150 Ltd should be dissolved and its assets transferred to Leamington Studio Artists.*

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- 4.3 The Members in attendance voted unanimously in favour of the second of the Special Resolutions and, of those 14 Members not in attendance but voting electronically, one of the electronic votes was against the second Special Resolution but the remaining 13 voted in favour of the Special Resolution. The second Special Resolution was as follows:

*That the company name, Gallery 150, should be retained by Leamington Studio Artists for ongoing use as a brand name and potential use as an operating entity in the future.*

- 4.4 The Members in attendance voted 22 in favour of and 4 against the third of the Special Resolutions and, of those 14 Members not in attendance but voting electronically, one of the electronic votes was against the third Special Resolution but the remaining 13 voted in favour of the Special Resolution. The third Special Resolution was as follows:

*That the transferred financial assets should only be used for purposes consistent with the Charitable Purposes of Gallery 150 Ltd.*

- 4.5 There was general concurrence among the Members present that LSA's Trustees should place a high priority on searching for new gallery space for a new Gallery 150.

- 4.6 TC noted that the Directors of Gallery 150 would continue as Directors until final winding up of Gallery 150 Ltd.

**5.0 Any other business.**

No other business was brought up.

**6.0 Adjournment**

There being no other business, the meeting adjourned at 8:25 pm.