



SPECIAL GENERAL MEETING
Held on THURSDAY 16TH APRIL 2015
At ST MARY'S CHURCH HALL, ST MARY'S ROAD, LEAMINGTON SPA,
At 7.30pm

Present: Clive Engwell (Chairman), Tony Cartwright (Treasurer), 3 other members of the executive committee and 22 other members.

1. Welcome

CE welcomed everyone to the meeting.

2. Apologies

Apologies were received from 18 members.

3. Changes to the LSA Constitution

A draft of the proposed changes to the constitution was available to the meeting. Any changes agreed would be notified to the Charity Commission and a revised constitution would be made available to members.

Member feedback had been sought prior to the meeting via an online survey and the results of this survey were shared with the meeting whilst considering each proposal.

a) Proposal to allow under 18s to be members of LSA

It was proposed to amend the constitution at Paragraph E Clause 1i to remove the words in parentheses "over the age of 18 years" to allow under eighteens to be members of LSA. As a consequence of this change, it was also proposed to amend Paragraph E clause 2 "every member shall have one vote" by the insertion of "over the age of 18 years" after "member" to restrict voting rights to members over the age of 18 as required by law.

Of the 55 survey responses received prior to the meeting, 50 had indicated their support to allowing under 18s to be members. It was embedding current practice in the constitution, since the introduction of the student and family membership rates.

The proposal was put by Peter Jewel and seconded by Hilary Roberts and was passed.

b) Introduction of electronic voting and voting by proxy

Paragraph E clause 2, it was proposed, should additionally be amended by the addition of the following before the full stop “ on each issue. Members may vote in person, by proxy (but only if the appointment of a proxy is in writing and notified to the Secretary before the commencement of the meeting or submitted through a Trustee-approved electronic process) or by electronic ballot following rules established by the Trustees”.

The survey respondents had been asked to consider electronic voting, but not voting by proxy. 51 out of 55 respondents had been supportive, but there was concern that there should continue to be meetings at which issues could be discussed.

Gerry Smith proposed and Roger Chamley seconded that Paragraph E clause 2 should be amended to read “Every member shall have one vote on each issue. Members may vote in person or by electronic ballot following rules established by the Trustees.” The motion was passed.

c) Change to the date of the LSA AGM

The LSA year end was currently 31st December and the AGM was required by the constitution to be held in October. It was within the powers of the Trustees to amend the year end, and this was to be moved to 31st March, bringing it into line with Gallery 150. The 2014 financial year was to be extended by three months.

Members were asked to approve a change to Paragraph P clause 1 of the constitution to move the AGM to July. There was some concern that members might be unable to attend the AGM owing to summer holidays and to Warwickshire Open Studios, which took place in July. However, the agreement to introduce electronic voting mitigated this to some extent. There were also misgivings about the limited time available to produce the accounts, but this was felt to be achievable.

The member survey had been 87% in favour of this proposal.

Tony Cartwright put forward the proposal, which was seconded by Les Rucinski and the motion was passed.

d) Allowing members voting electronically to count towards the quorum of a meeting

For a special meeting of the LSA to be quorate the constitution required one tenth of members to be present. It was difficult to achieve this with the current high number of members. It had been proposed that those voting by proxy should contribute towards the quorum. However, it was instead agreed to

amend Paragraph R clause 2 by the insertion before the full stop of “or have submitted an electronic vote”.

4. Lease of the property “East Lodge”

The Trustees had twice visited East Lodge, which was owned by Warwick District Council and was situated at the entrance to Jephson Gardens on Willes Road. The Lodge could provide a presence for LSA in town, space to meet, studios to rent and a small gallery for members to display their work. It was in a good location for passing footfall and the garden of the Lodge was currently being renovated to install the very successful Sarah Horne Chelsea Flower Show Garden.

CE reported that WDC was proposing a 3 year tenancy, with 6 months free and an annual break clause with 6 months notice. It would work out at approximately £80/week rent. On top of that there would be rates and utility bills to pay. TC was keen to see a sustainable business plan and for a leader to be identified for the project.

Respondents to the member survey had been largely positive about the proposed tenancy with 87% supporting it. However, there were also those who felt that a more central, larger gallery with year-round footfall should be sought.

There was a long discussion in the meeting including considerations such as the balance between tenure and space and between a community venture and a commercial space.

To be sustainable, the Lodge would need all 4 studios to be occupied and sufficient artists with an interest would need to be identified. If there was a significant number of members interested in studio space, it might prove necessary to have a mechanism to change over studio tenancies on a regular basis.

It was expected that LSA would continue to seek further studio space if there was sufficient demand.

The timing of Art in the Park in August, was a great opportunity to ensure that the Lodge was occupied and running so that visitors to the event were aware of the LSA presence in the park on a permanent basis.

The meeting was largely supportive of the proposed lease and the Trustees were asked to continue negotiations with WDC. It was recommended that agreement be reached on signposting of the Lodge within the park and outside the Lodge as a condition of the lease. Additionally, it was suggested that WDC should be asked to tank the basement area to make it suitable for storage.

5. Gallery 150 update

TC, on behalf of the Gallery directors, reported that efforts were still being made to identify a suitable town centre site for a gallery with at least a 12 month notice period. It was anticipated that to secure such a tenancy would require the payment of a market rate rent.

The Gallery's accounts would be available at the Gallery's July AGM.

6. Question Time

In response to an enquiry about the LSA's assets, it was confirmed that the LSA and Gallery assets had been put into a storage container, which was costing £90/month. It was anticipated that most of these items could be stored in East Lodge.

7. Other Business

a) Art in the Park

CE reported that the main marquee for AITP was nearly full. However, members were asked to continue promoting the event. If there was sufficient interest, a further marquee would be organised. The event was expected to be self-funded.

b) Summer Show

Arrangements were being made with the School of Art at Warwickshire College to hold the LSA summer show in its exhibition space. The College was allowing LSA to use the space for free, except for any weekend opening, when a charge would be made for opening and closing the buildings. In previous years, sales had been in the order of £2 – 3k. The show would take place in July, after Warwickshire Open Studios and before Art in the Park.

c) St Mary's Craft Fair

It was reported that St Mary's church was hosting a craft fair on Saturday 25th April from 10 – 4pm. Tables could be booked for £5.

The meeting closed at 8.45 pm.