

LEAMINGTON
STUDIO *Artists*

DRAFT MINUTES OF THE SPECIAL GENERAL MEETING 4TH November 2019

Present:

Trustees of LSA: Helen Ballantyne (HB), Soolie Burke (SB), Alison Chantrey (AC) (Secretary), Meurig Hughes (MH), Paul Joyner (PJ)(Acting Chair), David Phillips (DP) and Chan Uppal (CU).

Members of LSA: 41 in attendance (see minute book for list of attendees) with a further 20 not in attendance but having voted electronically (see minute book for list). The meeting was deemed quorate per requirements set out in the LSA Constitution.

Apologies:

Apologies were received from 11 members (see minute book for list).

The meeting was held at 7:00 pm on 4th November 2019 at Dormer Place Conference Centre, Dormer Place, Leamington Spa, CV32 5AA.

1.0 Welcome and Opening remarks from the Chair

PJ introduced himself and welcomed everyone to the meeting.

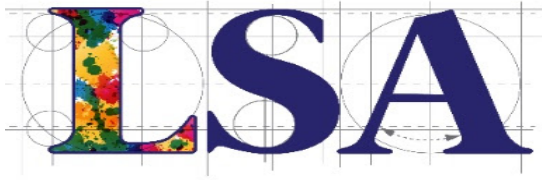
2.0 Purpose of the meeting – why are we here?

PJ explained that LSA was a simple Charitable Trust, which meant that the Trustees were personally liable for any financial or litigious penalties. This was a possible impediment to attracting new Trustees and retaining the existing Trustees. Research of the possible organisational structures, which might be adopted to overcome this issue had led to the current proposal to move to a Charitable Incorporated Organisation. This would allow LSA to continue with its current work, but provide limited liability for Trustees. The CIO would report to the Charity Commission, as at present. The proposed CIO Association model would allow greater participation in operational decision making by the members and greater powers for the membership to engage with the Trustees.

To a query on the number of CIOs, PJ responded that CIOs had only been introduced in England in 2012 and that he did not know how many CIOs existed.

A concern was raised that the proposed constitution did not include all the objects from the current constitution. PJ responded that the objects had all been carried across, with some slight amendment to the wording, in particular to an object which the Trustees had felt was not clear. The current constitution included examples of how LSA might meet its objects. These examples were not included in the proposed new constitution.

Concerns were also raised in relation to data protection laws and the proposal that membership data should be transferred to the new organization and to the absence of a list



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of assets and liabilities. The feeling in the room was that these issues need not impact the progress of the meeting.

It was also pointed out that the wording of Special Resolution 6 was different in the online voting to the agenda for the meeting. As there were sufficient members present to meet the requirements for a quorum, the online voting was not required to carry the resolution and so the difference in wording was not an impediment to proceeding with the voting.

3.0 Financial Update

PJ reported that the current cash balance was £13,860 with an additional £10,000 in contingency funds. The financial position had improved year on year and financial stability would allow LSA to pursue its charity aims and develop new initiatives.

A member raised concern that the cash balance was lower than the 31st March 2019 figure reported to the AGM. AC pointed out that Art in the Park had taken place since those figures had been drawn up and that it might account for a large proportion of the difference. This was not accepted. As the Acting Treasurer was unable to attend the SGM and as the cash balance was not felt to be directly relevant to the business of the meeting, the discussion moved on to the next item.

4.0 Activity plans for 2020

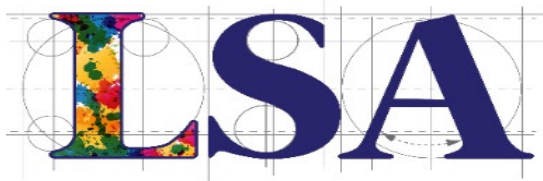
PJ reported that the Trustees had spent a lot of time during the previous 12 months looking to frame the future direction of LSA to continue its leading position in the arts community. The vision which had been agreed was "Art for All" with a mission of "Supporting Artists and Promoting Art to Inspire our Local Community". This supported an ambition to be "The Society of Choice for Artists and Art Lovers".

The first 6 months of the 2020 East Lodge exhibition schedule had been agreed with individual artists and included the Open Photography and Digital Images and Sculpture and 3D Exhibitions as well as an exhibition by North Leamington School. Ideas for the second half of the year were now being sought.

Arrangements were being put in place for a Kings High School exhibition at The Loft Theatre in January/February and for a Warwickshire Open Studios Summer Arts Week event. Art in the Park would again be a big part of the 2020 calendar and it was hoped to run a Young Artists Competition again, although the timing would be reviewed.

There were ideas for an online magazine, which would provide a digest of future events and news and efforts were continuing to find a suitable venue for a Summer Show. Ideas had also been put forward for a high profile exhibition at East Lodge of a well known artist and the delivery of workshops for members in digital marketing.

All these activities would require input and support from members, as the Trustees could not carry out all the operational activities as well as their governance and compliance roles.



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Anyone who was interested in getting involved was asked to speak with the Trustees following the meeting.

5.0 Organisational plans

PJ reported that the proposed new constitution provided for greater involvement of the membership. The Trustees would set overall strategy, in consultation with the membership and be responsible for governance and compliance. It was proposed that two sub management groups should be created. An East Lodge Management Group to ensure the efficient running of the gallery and a Promotions Group, which would be tasked to increase awareness of LSA and to generate excitement and interest in East Lodge Gallery and other activities. Both groups would have their own budget to spend. Volunteers were sought to take part in both groups. In particular volunteers with digital and website skills, administration and management skills, marketing communication expertise and enthusiasm to get involved were asked to talk to the Trustees after the meeting.

6.0 Special Resolutions

A vote on all special resolutions was held with all being passed. The results were as follows:

Resolution	For	Against	Abstained
1. That Leamington Studio Artists should become a Charitable Incorporated Organisation.	44	0	0
2. That the proposed constitution should be adopted.	44	2	1
3. That all membership of Leamington Studio Artists should be transferred to the new CIO, unless individuals opt out.	44	3	1
4. That all Leamington Studio Artists data should be transferred to the CIO, unless individuals opt out of transferring their membership.	44	2	2
5. That all assets and liabilities of Leamington Studio Artists should be transferred to the new CIO.	44	3	0
6. That, on approval of the draft constitution of the CIO by the Charity Commission, the current unincorporated association – Leamington Studio Artists Registered Charity No. 1147593 - should be dissolved.	44	3	1

7.0 Meeting Close

All business being completed the meeting closed at 9.15.