

**Minutes of Extraordinary General Meeting of the
North West Federation of Museums and Art Galleries.**

27th November 2008

Rex Makin Theatre, National Museums Liverpool

Present: Paul Fraser Webb, Jo Jones, Emma Varnam, Piotr Bienkowski, Sue Hughes, Steve Garland, Emma Chaplain, Jo Chaffer, Michelle Hill, Janice Hayes, Hannah Williamson, Kay Carson, Chrissy Partheni, Katherine McClung Oakes, Rachel Mulhearn, Jennie Crawford, Viv Tyler, Emma Anderson, Nathan Lee, Howard Smith

1. Jo Jones (President, North West Federation of Museums and Art Galleries) explained the reason for the Extraordinary General Meeting – to put to the membership proposals for changes to the constitution of the North West Federation of Museums and Art Galleries (NW Fed)

JJ gave a position statement, including the fact that the NW Fed was currently unincorporated (which leads to legal weaknesses in the organisation and potential liabilities for the Executive Committee); that the voluntary make up of the Exec Committee with no additional support caused a limitation on the capacity of the work that could be undertaken; that the advisory function of the NW Fed was not as strong as it should be.

JJ outlined the proposal that the NW Fed should wind up in its current form. The options for the new form were included in the vote to be undertaken at this EGM. JJ stressed that the NW Fed would retain its grass roots support. She also stressed that the NW Fed would not be a new North West Museums' Service.

JJ suggested that a new legally strong constitution for the NW Fed could lead to the ability to draw in further funding which could lead to the employment of a Co-Ordinator post, and development of the membership of the body.

JJ drew attention to the report "The Future Role of the North West Federation of Museums & Galleries" by Matthews Millman Ltd (February 2004) which suggested that the NW Fed may have to consider changing its constitution at some point. JJ asked whether this was now the correct point.

2. Viv Tyler (Manager, Business in the Arts: North West) made a presentation on the proposed constitutional changes, outlining issues and benefits including:
 - Company and Charity issues
 - What a Company Limited by Guarantee is
 - The company as 'Legal Person' enabling contracts to be signed and agreements to be entered into
 - Membership, Director and Trustee roles
 - What a charity is
 - The benefits of creating a board with a variety of skills and the ability to co-opt people onto the board.
3. The proposals were put to a vote.
 - The North West Federation of Museums and Art Galleries should incorporate as a company limited by guarantee.

20 for. 0 against.

- West Federation of Museums and Art Galleries should apply for registration as a charity.

20 for. 0 against.

- If the North West Federation of Museums and Art Galleries incorporates, there are two options in relation to the membership structure:

a) that the existing members become the Company Members entitled to vote at General Meetings. This will involve keeping detailed registers and including having nominated individuals entitled to vote on behalf of institutions who are members.

b) that existing members do not all become Company Members, but rather the Board of Directors are the only Company Members. Reporting and responding to the wider membership and electing Directors from the membership would still be done in the same way as at present, but the formal aspects such as approval of the accounts would be done by the Board.

2 votes for Option (a). 18 votes for Option (b)

- I agree that the current executive Committee of the North West Federation of Museums and Art Galleries should be given the authority to take the necessary steps to implement the decision made at this Extraordinary General Meeting in relation to the future status and structure of the organisation.

20 for. 0 against.

4. JJ stated that as the meeting had reached quorum the Executive Committee had the authority to act on these votes. However in order to be as inclusive as possible the full membership would have the opportunity to express their opinion via a postal vote.