

**CHARLES RENNIE MACKINTOSH SOCIETY  
MINUTE OF THE 33<sup>RD</sup> ANNUAL GENERAL MEETING HELD AT HUNTERIAN ART GALLERY,  
GLASGOW, SATURDAY 10 JUNE 2006**

**1. WELCOME**

The Chair of Council, Professor Pamela Robertson, welcomed members to the Hunterian Art Gallery for the Society's AGM, especially regional members.

**2. APOLOGIES**

The Chair reported that apologies had been formally received from the Society's Honorary President, Lord Macfarlane of Bearsden. Apologies had also been received from a number of Council and Society members.

**3. MINUTE OF THE 2005 AGM**

The Minute of the Society's 32<sup>nd</sup> Annual General Meeting held on Saturday 11 June 2005 at Kensington Library, London, having been tabled was proposed for adoption by Effric McNeil and seconded by Peter Trowles as a true record of the discussions, which took place at that time.

**4. DIRECTOR'S REPORT**

Director Stuart Robertson thanked the Chair, welcomed members and told the meeting that this has been a very exciting and challenging year, especially relating to the work in connection with the refurbishment and development of QX.

He said each year we seem to face new challenges, but was pleased that all the hard work has produced some exciting initiatives that he would report on later.

He then reported on the past year's activities.

**The Mackintosh Church**

SR reported that the Queen's Cross Project has been given the green light to proceed with the refurbishment. The Refurbishment and Development of QX would be covered in more detail in his second report.

**Company Limited by Guarantee.**

At the EGM in December it was agreed to move forward with change in legal status, with the proviso that the amendments agreed at the meeting, would be made and approved at a later date.

**MEMBERSHIP**

SR reported that the Membership has held up well, despite the upheaval relating to becoming a Company Limited by Guarantee. SR thanked the members for their support and patience.

**Development**

SR reported that once the refurbishment of QX is complete we will concentrate on creating a family of promotional material (corporate, sponsorship & membership) to attract new clients.

The website has recently undergone a visual makeover to link with the Mackintosh Festival Site.

A special thank you must go to our Membership team of Drew Sommerville and Jack McIntosh for all the work they have done in managing the membership and the database.

We continue to support the activities of the branches in Bath, North of England, London and the SE, and Japan. The London Group has undergone major changes to its committee, and we wish the new team every success.

Robin Crichton continues to wave his wand in France and make things happen down there. His book Monsieur Mackintosh is a great read and the recent study tour was a great success. SR reported that there were still some places available for the October Tour.

**OBITUARY**

We were saddened to hear about the deaths of:

- William Leggat Smith, a former Chair of the Society he was dedicated to the preservation of Glasgow's Heritage.
- Gordon Adam McNeil – a great personality and supporter of the Society and former treasurer. He will be sadly missed.
- Robert Ogilvie McKenna – left in his will a bequest to the Society
- Dorothy Silberston, was a great supporter of the Society and attended many of the Study Tours.

## **MARKETING**

The Society continues to be involved with a number of organisations including the Arts & Business Development Forum, the Association of Scottish Visitor Attractions and the Glasgow Chamber of Commerce.

### ***The Mackintosh Church Leaflet***

This has proved to be a very useful promotional tool for the Church.

### ***Banners***

A new banner has been designed for the toberone outside the Church.

### ***Legacy Leaflet***

Once again the Society coordinated publication of the Mackintosh Heritage Leaflet, funded by the partners. This year the leaflet incorporates sections on the Mackintosh Festival and Mackintosh Trail Ticket.

### ***Glasgow City Marketing Bureau/VisitScotland***

We continue to enjoy a good working relationship with the Glasgow City Marketing Bureau and VisitScotland.

Other promotions have been set up with HSBC Bank and Marks & Spencer, offering visitors a two for one promotion.

This activity is essential as the Society seeks to fulfil its mission to promote the Mackintosh Heritage, but also to bring more income to the Society through visitors to the Church.

## **Volunteers**

SR thanked all the volunteers who give up their valuable time to ensure QX remained open on Sundays. The Society was indebted to the volunteers who help out during busy periods and stand in through illness and holidays.

## **Tours**

SR reported that the Mackintosh in Style Weekends in association with the Argyll Hotel has levelled off this year, but expect an upturn this year on the back of the Festival. The Society continues to look at a number of initiatives to expand the range and type of tours we do.

SR thanked Trish for her work on Tours and Events, as this is an important source of revenue for the Society.

## **Events and Tours**

A wide-ranging programme of events was delivered, including a series of Flamenco concerts and Workshops, as part of the West End Festival.

In October Dr. Peter Burman gave a talk on the architect Philip Webb. Unfortunately SR missed the lecture, as he was in the USA giving a keynote lecture at the second Roycroft-Chautauqua Arts & Crafts Conference (The Connection 2005). SR said it was a very rewarding trip in promoting the Society and the work of Mackintosh.

In November Bill Buchanan gave a fascinating talk into the creative work of Talwin Morris. Also in November, Janice Kirkpatrick gave the Douglas Lecture. Janice a Director of Graven Images, gave us an insight into "The Studio" and its relationship to a Scottish tradition of creativity.

In December we had a very special evening in support of the Queen's Cross Church Appeal. Kara Wilson was simply brilliant in her portrayal of Tamara de Lempicka, the glamorous and decadent Art Deco legend of 1930s Paris. She had the audience entranced by her dazzling one-woman show, and the atmosphere was heightened by the fact that many of the audience were dressed in Art Deco style. After the performance Eric Knowles took centre stage as auctioneer and he managed, in his unique style, to manoeuvre the sale of Kara's painting to a new record high of £1,150.00. The Deco Diva evening was a great success and our thanks go to everyone involved in making it so memorable.

In January we had a special visit to the *Charles Rennie Mackintosh in France* Exhibition at the Dean Gallery in Edinburgh, where Philip Long, a co-curator of the Exhibition had agreed to give a lecture on the paintings. Everybody agreed it was a wonderful exhibition – so well curated by Pamela(Robertson) and Philip.

## **EXHIBITIONS**

In the autumn we had a fabulous display of furniture by Mark Cranfield, Homage to the Square.

## **Journal**

SR said he was pleased at the level and quality that was being maintained and thanked Frank Walker for all his support and guidance in editing the Journal.

## **Buildings and Interiors**

SR reported that over the last year the Building & Interiors committee had not managed to meet as often as they would like. This was mainly due to the level of commitment they have had on QX. The Daily Record Building does not seem to have moved on since the last report. SR said that the Society was very disappointed that the car park opposite Scotland Street School was given the go-ahead.

## **Heritage Liaison**

The Mackintosh Heritage Liaison group continues to develop the City's Mackintosh heritage.

Major initiatives being undertaken by the group included:

- **Joint Merchandising**  
Further projects are being discussed, as part of the Festival.
  - **Mackintosh Trail Ticket**  
Mackintosh Trail Ticket, continues to be a success.
  - **Web Portal**  
The website has recently undergone a makeover. Would be happy to receive comments regarding the members section, as there seems to be little activity in the forum.
  - **Wi-Fi**  
The Wireless Internet access (Wi-Fi), has been trialled across various Mackintosh Building, and this is currently being evaluated.
  - **Mackintosh Festival**  
Will cover in other report.
  - **World Heritage**  
The application is progressing. GCC is trying to coordinate literature for stakeholders and the general public. Hope to have a location for a presentation and display during the Festival.
- GCC are currently coordinating the community consultation process.**

## **CONCLUSION**

This has been a challenging year for everybody involved in the QX project. Raising the funds was a great achievement. SR thanked everybody who has contributed to the project.

SR thanked his team at QX - Trish, Irene and Margaret - for their patience and commitment over the last year. It has been a very disruptive period for everybody concerned, but the Society would benefit when we move back to our refurbished building.

## **5. FINANCIAL REPORT & ADOPTION OF ACCOUNTS**

Jack Smart gave the following report:

The accounts presented had been audited by BDO Stoy Hayward who are registered auditors. Their audit opinion is that the accounts show a true and fair view of the state of affairs of the Society at 28<sup>th</sup> February 2006 and that the accounts had been prepared in line with relevant legislation. The funds of the Society at 28<sup>th</sup> February were £254k compared with £210k at the previous year-end, an increase of £44k.

The Society operates two funds – the General (or unrestricted) Fund and the Fabric (or restricted) Fund.

**The General Fund**, which represents monies raised and set aside for unrestricted use in meeting the Society's charitable objectives, operated at a deficit of £14k in the period under review.

Income from Subscriptions has, again, shown a decline but General Donations, including tax reclaimable from the Inland Revenue and subventions from Glasgow City Council and the Monument Trust, are substantially up. Altogether these income streams have generated £44k of income compared with £39k in the previous year. Worryingly, a substantial part of this income cannot be viewed as recurring.

Income from Tours, Functions and Admissions is lower than the previous year, however these activities operated at a higher surplus margin and delivered an increased contribution to the Society's General funds of £15k compared to £9k in the previous year.

From a trading point of view the Shop continues to operate in a profitable manner but surplus margins have come under pressure contributing only £5k this year compared to £16k in the previous year. Rental income from the use of the Church premises by outside parties realised £2k this year. Investment income has decreased from £4k last year to £3k in this year. Funds held on bank deposit have fallen reflecting cumulative years of operating deficits and this has had a negative effect on the investment income earned. In total, income from all these General Fund activities is down by £33k, or by 22%, from the previous year.

The expenditure base of the Society is largely fixed and is dominated by salary, insurance, energy and membership costs. Because of their fixed nature the Society finds itself in an awkward situation when income streams are diminishing and in this regard the Council continues to make best efforts to contain costs.

As a result of these income and expenditure flows the General Fund, as already stated, operated at a deficit for the period of £14k, compared to the previous years' deficit of £13k. Without the support of the City Council and the Monument Trust grants the operating loss would have been £38k. The balance of the General fund at 28<sup>th</sup> February 2006 was £175k of which £38k was represented by cash reserves.

**The Fabric Fund**, which represents restricted monies set aside for refurbishment and maintenance costs only of the Mackintosh Church, operated at a surplus of £59k reflecting advance donations and grants received towards this summer's refurbishment works.

The balance of the Fabric Fund at 28<sup>th</sup> February was £79k all of which was represented by cash.

**The Net Assets** of the Society at 28<sup>th</sup> February 2006, totalling £254k comprised –

Mackintosh Church, held at historical book value of	£127k
Shop stock, held at a book value of	£ 15k
<b>Bank deposits</b>	<b>£117k</b>
Less - Monies owed to creditors	£ 7k

**In summary** the Society had again required to utilise its reserves to fund its operations during the year. The Society is presently able to do this but this is a short-term option and is not sustainable. The Society must address its operating income to ensure that its fixed costs can be serviced on an ongoing basis. Solid contributions need to be sought from its trading activities such as tours, events, shop etc to help bolster income from subscriptions and general donations. The objective must be to, at least, balance the General Fund in future years and this objective will become increasingly significant the longer the Society has to use its reserves to subsidise operations. The Council, as always, will examine ways of increasing its income streams and/or reducing its cost base to protect the Society's future.

Pamela Robertson reiterated the need to increase operating income.

#### **Questions from the floor:**

Is it viable to raise the membership fee? It was felt that membership should go up each year. There was a suggestion to abolish life membership and ask for donations.

Paul Gilby asked if the Journal was going to be redesigned, as the current design was not in keeping up with the excellent re-designed web site and was very costly to produce. PR/SR said that Council were looking at this. Paul offered to help in this process. The awareness of the Society in the national sense is limited, so there was a suggestion for a national awareness campaign. Pamela Robertson agreed saying that once the Church re-opens & the Festival is finished the awareness should rise. Stuart Robertson reiterated his willingness to go to regional meetings.

With no further matters arising from the Financial Report, the accounts were proposed for adoption by Beryl Graham and seconded by Peter Trowles.

BDO Stoy Hayward was thanked for their work in progressing the accounts.

#### **6. ANY OTHER COMPETENT BUSINESS**

Jo Lamb disputed the record of passing the wind-up of the old Society at the EGM in December 05. Jo was informed that this was agreed at the EGM and that the proposal was accepted. A note of the meeting has been distributed to the membership.

The meeting closed and this concludes all business to do with the "old" Society.

**CHARLES RENNIE MACKINTOSH SOCIETY  
MINUTE OF EXTRAORDINARY GENERAL MEETING HELD AT HUNTERIAN ART GALLERY,  
GLASGOW, SATURDAY 10 JUNE 2006**

**1. WELCOME**

The Chair of Council, Professor Pamela Robertson, welcomed members to the Hunterian Art Gallery for the Society's Extraordinary General Meeting.

**2. APOLOGIES**

The Chair reported that apologies had been formally received from the Society's Honorary President, Lord Macfarlane of Bearsden. Apologies had also been received from a number of Council and Society members.

**3. MEMORANDUM AND ARTICLES OF ASSOCIATION**

The following Resolutions were proposed as Special Resolutions of the Company, that is to say:-

1. That the main objects of the Company in Clause 3 of the Memorandum of Association (hereinafter called "the Society") shall be:-
3. The objects of the Company (hereinafter called "THE SOCIETY") shall be:-
  - 3.1 to support the conservation, preservation, maintenance and improvement of buildings and artefacts designed by Charles Rennie Mackintosh and his contemporaries;
  - 3.2 to advance public education in the works of Charles Rennie Mackintosh by means of exhibitions, lectures and productions of an educational nature;  
and in furtherance thereof but not otherwise THE SOCIETY shall seek:-
  - 3.3 to maintain and develop THE SOCIETY's Headquarters at Queen's Cross Church, Garscube Road, Glasgow (hereinafter in this Memorandum of Association and in the Articles of Association called "Queen's Cross");
  - 3.4 to service and develop the membership of THE SOCIETY;
  - 3.5 to sustain and promote the long-term viability of THE SOCIETY.
2. That Clause 5.1 of the Memorandum of Association of the Society is amended by adding at the end 5.1 the words "with the exception of the Executive Director and/or the Secretary as defined in the Articles of Association of the Society";
3. That Clause 5.2.5 of the Memorandum of Association is amended by deleting the word "Council" where it appears between the words "the" and "of" and substituting the word "Society";
4. Article 8 of the Articles of Association is held to be deleted and there shall be substituted a new Article 8 as follows:-

"The Council may, whenever it thinks fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on a requisition duly signed by not less than 25 members, or, in default, may be convened by such requisitionists as provided by the statutes.";
5. In Article 12 of the Articles of Association, the number "10" where it appears between word "Articles," and "members" is held to be deleted and there is substituted the number "25" and the phrase 'or by proxy' deleted.

Pamela Robertson asked the floor if there were any questions relating to the changes

Jo Lamb said that in section 3.1 of the Memorandum of Association it provides for Mackintosh and his contemporaries, but in section 3.2 it seems to restrict to CRM. Would this prevent a talk on Talwin Morris etc. The general view was that this would not restrict the work of the Society, but the concerns would be referred to Council  
Pamela Robertson sought approval or rejection from the floor on the of the proposed changes to the Memorandum and Articles of Association:

Voting results: For 41 + 35 proxy; Against 0; Abstain 2

The changes to the Memorandum and Articles of Association were approved by the meeting.

#### **4. ANY OTHER COMPETENT BUSINESS**

Jo Lamb asked to be reminded of the charitable status. PR stated that the new organisation has taken over the old number. It has been a seamless transition.

It was suggested to have a footnote that the Society is a recognised Charity. This is already made clear on the letterheads and website.

As no further questions the meeting was formerly closed.

**CHARLES RENNIE MACKINTOSH SOCIETY  
MINUTE OF FIRST ANNUAL GENERAL MEETING HELD AT HUNTERIAN ART GALLERY,  
GLASGOW, SATURDAY 10 JUNE 2006**

**1. WELCOME**

The Chair of Council, Professor Pamela Robertson, welcomed everybody to the first Annual General Meeting of the reformed Charles Rennie Mackintosh Society.

**2. APOLOGIES**

The Chair reported that apologies had been formally received from the Society's Honorary President, Lord Macfarlane of Bearsden. Apologies had also been received from a number of Council and Society members.

**3. CHIEF EXECUTIVE'S REPORT**

Stuart Robertson, Chief Executive, also welcomed everybody to the first Annual General Meeting of The Charles Rennie Mackintosh Society (Limited Company).

On the 1 March 2006 the Society officially changed to a Company Limited by Guarantee. Registered in Scotland Company No. SC 293107. The Society Charity status is not affected, SC 012497.

**QUEEN'S CROSS GETS GO-AHEAD**

The Society was delighted to announce that funding is now in place and that the planned refurbishment and development of Queen's Cross Church has started. The Church is now closed to the public for the refurbishment, which should be complete by autumn 2006.

During the refurbishment the Society is based at Scotland Street School Museum. The non-fixed Mackintosh furniture is in secure storage with Glasgow Museums. Non-essential items are in storage and the rest, including all retail, has moved to Scotland Street School. It is business as usual, including the shop. SR thanked Mark O'Neill and Caroline Barr at Glasgow Museums for kindly offering the Society a home during the refurbishment.

The Project Team, led by Simpson & Brown Architects has made good progress through the development and planning stages. Tender documents were sent to three contractors, and from the tenders submitted, Hunter & Clark was chosen as the main contractor for the project. Work started on-site at the beginning of April. The cost of the capital and development project is currently £978,710.00. SR thanked everybody for the generous support, which will enable the Society to conserve the historic fabric and to upgrade visitor facilities, allowing this hidden gem to play a full part in the city's Mackintosh heritage.

All external funders were acknowledged with gratitude:

Heritage Lottery Fund, Historic Scotland, Scottish Enterprise Glasgow, Glasgow City Council, Charles Rennie Mackintosh Members' Appeal, Pilgrim Trust, The Gannochy Trust, The Hugh Fraser Foundation, Garfield Weston Foundation, The W. M. Mann Foundation, The Rayne Foundation, The Manifold Trust, The Idlewild Trust, The James Wood Bequest Fund, The Adapt Trust, Gordon Fraser Charitable Trust.

SR reported that work is progressing at a good pace, inside and out. Unfortunately QX had been the target of vandals at the end of May and there was extensive damage to the east window. Additional security measures had been implemented to try to avoid further incidents. Repairs to the window estimated at £5-6000 and security of £16,000 would require to be included in the overall costs.

**Mackintosh Development Officer**

SR reported that the Society plan to appoint a Development Officer later in the year.

**Events and Tours**

In May the Society Study Tour followed Mackintosh's footsteps around the Pyrenees Orientales, France. The guide for the trip was Robin Crichton, President of the Association CRM en Roussillon and author of 'Monsieur Mackintosh'.

**GLASGOW MACKINTOSH FESTIVAL**

This year Glasgow celebrates the rich cultural legacy of Charles Rennie Mackintosh and his contemporaries in the first-ever city-wide Mackintosh Festival. The Festival involves all of the city's Mackintosh properties together with other organisations and venues throughout the city. The programme which was launched this week, has over 130 varied events, with the main focus in September, and includes exhibitions, children's activities, music, dance, performance, films, talks and tours.

## **CONCLUSION**

This is an exciting time to be a member of the Society. The Society is at the heart of a range of major initiatives. The QX project will safeguard its future and at the same time give enjoyment to many.

## **4. REGIONAL BRANCHES**

A motion was proposed by London and SE. The following amended motion was voted for and approved by the meeting:  
'This meeting resolves to:

1. examine the position and status of the regional and overseas branches of the Charles Rennie Mackintosh Society and
2. develop appropriate protocols for the operation and support of the branches including procedures and responsibilities for administrative, financial and other support and for their local management; these to be adopted within the next twelve months.'

Voting results: For 43; Against 4; Abstain 1

## **5. ELECTION OF OFFICE MEMBERS**

The Chair was pleased to announce that The Rt. Hon. Lord Macfarlane of Bearsden had agreed to remain the Society's Honorary President. The Chair also formally thanked our Honorary Vice Presidents, Roger Billcliffe, Patricia Douglas, Professor Andy MacMillan and Eleanor Taffner who had all indicated that they were prepared to remain in office. This was approved by acclaim.

## **6. ELECTION OF COUNCIL MEMBERS**

Directors who served during the 2005/2006 term were:

Lesley Dunlop, Anne Ellis (Vice Chair), Murray Grigor, Gareth Hoskins, Prof. David Porter, Prof. Pamela Robertson (Chair), Jack Smart (Hon Treasurer) and Suzanne Williams.

Directors who stood down at the 2006 AGM were:

Anne Ellis (Vice Chair), Murray Grigor, Prof. David Porter, Prof. Pamela Robertson (Chair) and Suzanne Williams.

Directors who were available for re-election were:

Lesley Dunlop, Gareth Hoskins and Jack Smart (Hon Treasurer). All were proposed for re-election and were approved by acclaim.

The following were proposed onto Council:

Deirdre Bernard, Evelyn Silber, David Stark and Peter Trowles. All were approved by acclaim.

Lesley Dunlop was nominated for Vice-Chair

Proposed by James Sheffield and seconded by Nancy Sommerville.

Evelyn Silber was nominated as Chair of Council

Proposed by Pamela Robertson and seconded by Stuart Robertson.

In demitting office, Pamela Robertson commented that it had been an exciting and rewarding term of office for her, which had seen major changes and ambitious projects take shape for the Society. She expressed her thanks to all within and outwith the Society for their help and support and wished the new team well. She announced she would continue to oversee the QX project to its conclusion.

## **7. ANY OTHER BUSINESS**

Lesley Dunlop presented Pamela Robertson with a gift on behalf of the Society.

The meeting came to a close at approximately 11.45am.