

ANNUAL GENERAL MEETING

The fifty-eighth Annual General Meeting of The International Institute for Conservation of Historic and Artistic Works took place at 5:30 pm on Friday 30th January 2009 at the Clore Auditorium, Tate Britain, Millbank, London SW1

Present: Jerry Podany, President, in the Chair
Ashok Roy, Vice-President
Eleanor McMillan, Vice-President
David Leigh, Secretary-General
Sandra Smith, Treasurer
Leslie Carlyle, Sharon Cather, Tuulikki Kilpinen and Mikkel Scharff,
(*members of IIC Council*)

Jonathan Ashley-Smith, Aviva Burnstock, Velson Horie, Barry Knight,
John Mills, Hazel Newey, Andrew Oddy, Joyce Townsend, (*Fellows*)

Maram Na'es, Don Sale, Marika Spring (*Individual Members*)

Joy Godsell, Nanke Schellmann, Alison Stock (*Student members*)

In attendance: Graham Voce, Executive Secretary
Valerie Compton Taylor, Membership Secretary
Helen Griffiths (Slaughter and May)
Stephen Axcell (Jacob Cavenagh & Skeet)

Jerry Podany, President in the Chair, extended a welcome to all those present, and especially to those who had travelled long distances. He also welcomed to the meeting Dr Joris Dik, materials scientist and art historian at the Technical University of Delft, who would be giving a talk entitled 'A hidden van Gogh image revealed' after this meeting

The Minutes of the last Meeting, having been published in *News in Conservation* number 4 of April 2008 and circulated to members, as well as being posted on the IIC web-site, were taken as read and signed by the Chairman.

The Notice calling the present Meeting, having been published in *News in Conservation* number 9 of December 2008, was taken as read.

The Chairman noted that voting on the Resolutions by members present at the Annual General Meeting who had not voted by post or appointed a proxy would be by show of hands for resolutions 1, 2, 6 and 7; voting on resolutions 3, 4 and 5, being the election of

a Secretary-General, a Director of Publications and six Ordinary members of Council, would be by ballot form rather than by a show of hands; ballots were distributed to those who had not already registered their vote. John Mills and Valerie Compton-Taylor agreed to act as tellers for this.

Resolution 1: To receive and consider the Reports of the Council and the Auditors and the Financial Statements for the year ended 30 June 2008

Sandra Smith, Treasurer, explained that the Reports and Financial Statements, sent to members with the December 2008 *News in Conservation* contained a non-material error and that the correction would be published for the membership in the April 2009 *News in Conservation*. The resolution was duly adopted.

The Chairman invited the Secretary-General, the Treasurer and the Director of Publications to make their comments (see separate reports)

Resolution 2: To re-appoint Jacob, Cavenagh & Skeet as Auditors to The Institute and to authorise the Council to fix their remuneration for the ensuing year

The resolution was duly adopted.

Resolution 3: To elect a Secretary-General

David Leigh was standing for re-election for a second term, although by his wish this term would be limited to one year. On the basis of the total vote, David Leigh was duly elected as Secretary-General. Jerry Podany congratulated him and looked forward to continuing to work with him in the future

Resolution 4: To elect a Director of Publications

David Saunders was standing down after six years as Director of Publications and Joyce Townsend was standing for election to the post. On the basis of the total vote, Joyce Townsend was duly elected as Director of Publications. Jerry Podany congratulated and thanked David Saunders for the hard work that had been involved with the establishment of this relatively new Council post and welcomed Joyce Townsend to the post and to IIC Council.

Resolution 5: To elect six Ordinary Members of Council

Four of these vacancies were created by the retirement of Sharon Cather and Paul Schwartzbaum, who had come to the end of their second terms and the retirements of Barbara Ramsay and Alice Paterakis who were standing down at the end of their first

terms as Ordinary Members of Council. Jerry Podany thanked them for their valuable contribution to IIC's development. Another vacancy was created by Hans-Christoph von Imhoff coming to the end of his first three-year term as an Ordinary Member of Council and standing for re-election, In addition there was one place which had been unfilled at the 2008 Annual General Meeting. Jerry Podany noted that in the published Notice of this Annual General Meeting there had been six candidates; Hans-Christoph von Imhoff standing for re-election and Richard Kerschner, Michal Lukomski, David Saunders, Michael von der Goltz and David Watkinson; however, Michal Lukomski was now not standing for election. On the basis of the total vote, Hans-Christoph von Imhoff, Richard Kerschner, David Saunders, Michael von der Goltz and David Watkinson were elected as Ordinary Members of Council. Jerry Podany congratulated them and welcomed them onto Council.

Resolution 6: Special Resolution THAT the Articles of Association produced to the meeting and signed by the Chairman for the purposes of identification be approved and adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Jerry Podany, explained that this new version of the Articles of Association was being introduced to bring them into line with the Companies Act 2006 and formally permit members to appoint proxies to attend and speak on their behalf at general meetings of the Institute; the amended Articles of Association also incorporated provisions which permit the passing of written resolutions, and also amended existing provisions in order to clarify the procedures for appointing officers of the Council.

On the basis of the total vote the resolution was duly adopted.

Resolution 7: To transact any ordinary business of The Institute

Jerry Podany explained that Council were always looking at ways in which support could be offered to those who were less able to afford IIC's membership fees and that Council was currently investigating ways of using the monies in the Professional Development Fund to best effect and to help IIC's membership be spread further round the world. He recognised that these were challenging economic times and while IIC had not been dramatically affected by this there was a greater struggle to find financial funding for such initiatives. Despite this, it was something that Council wishes to take forward and would be publicised over the coming months in IIC's publications.

The Chairman thanked Helen Griffiths of the IIC's legal advisors, messrs Slaughter and May, and Stephen Axcell of messrs Jacob Cavenagh and Skeet, IIC's auditors, for attending.

There being no further ordinary business, the Chairman declared the meeting closed at 6.15 pm.