MINUTES OF THE SOCIETY'S ANNUAL GENERAL MEETING

The 80th Annual General Meeting held at the Welcome Centre, Coventry
On Saturday 16th April 2016 commencing at 13.30hrs

Present: Reverend Canon Brian Arman (President); Gordon Davies (Chairman); Bob Green (Secretary); Reg Wood (Treasurer); Mike Robinson (Managing Editor – "The Railway Observer"); Alan Cooke (Branch Liaison Secretary); David Kelso (Web4 Co-ordinator); David Goddard (Membership Secretary); Terence Jenner, John Redgate and Andy Davies (Committee Members)

73 members registered their attendance and the meeting total was therefore 84 of whom 3 were attending for the first time.

1. **Apologies for Absence:** 39 members submitted their apologies.

2. **Confirmation of the 79th AGM held in Coventry on 18th April 2015:** The minutes of the meeting as published in the July 2015 issue of "The Railway Observer" were accepted as an accurate record. Gordon Davies (17822) proposed and Callum Macleod (12817) seconded that they be adopted and all members confirmed their agreement.

3. **Chairman's Address**: The Chairman opened his address by welcoming all to the 80th Annual General Meeting of the Society and was pleased to note the large turnout of members for what was to be the most significant meeting in the history of the Society as the membership would be asked to support the conversion of the Society to that of a Charitable Incorporated Organisation (CIO). In strongly recommending that this be accepted he advised attendees that an opportunity to seek answers to any concerns they might have would be provided at the conclusion of Terence Jenner's (14821) presentation outlining the elements of this important undertaking.

   One great success of the past year was that 205 new recruits and former members had joined the Society, the highest since 2001 due largely to the £15 introductory membership offer. Officers were urged to continue to make this known at their local branch meetings. Encouragingly 63 new members have already been recruited during this year. However the Society is always in need of willing volunteers and in particular a special mention was made of the need for a Publicity Officer. Members experienced in the fields of Marketing & Sales were invited to make themselves known to Eric Palmer (3919), Chairman of the Development Sub-Committee.

   The Chairman continued by paying tribute to his colleagues on the Management Committee for the enormous time and effort that they have put into this past year. Specific and special comments of thanks were conveyed to the small team of Management Committee members who have contributed many hours of work in the research and preparation of the documentation attributable to CIO. Those to whom thanks were accorded being Terence Jenner (14821), David Pick (7342), Mike Robinson (10606) and Reg Wood (10911). Callum Macleod (12817) of the Scottish Branch was also thanked for his work relating to updating/revision of the Society Rules.

In closing his address the Chairman extended his thanks to all Branch Officers and Committees, Society Officers, RO Editors and Sub-Committee members for all of their hard work and dedication in the continued effort to maintain the RCTS as "Britain's Leading Railway Society".

Before taking to his seat the Chairman announced the awarding of Honorary Life Membership to Jim Sedgwick (7292) of the North East Branch and Bob Barby (5988) of the West Midlands in recognition of their unstinting efforts over many years for both their branches and the Society at large. They were then presented with certificates by the Chairman.

4. **President's Address:** Speaking to the membership for only his second time the President again paid compliment to his predecessor Hugh Gould into whose huge shoes he had recently stepped. In attending Management Committee meetings he has seen how immensely hard working and dedicated were its members who whole-heartedly and willingly gave of their time in support of the Society. Throughout the past year he has paid visits to a number of branches and would seek to attend more in the non-too distant future. Of the proposal to take up Charitable status he warmly recommended that the members support the venture and complimented Terence Jenner for his inspirational and outstanding work in bringing the proposition to the table.

   His final sentences re-iterated that it was indeed both an honour and privilege to be the President of the Society.

5. **Management Committee Reports:** These were published in the Special Supplement for the AGM that accompanied the April 2016 RO. The Chairman thanked the various Management Committee and Officers of the Society who had submitted the reports.

   a) **Adoption of Reports by Management Committee Members and Officers (excluding Finance and "The Railway Observer")**

   Publications Report: David Tyreman (7972) expressed concern that the LMS series of books would not be followed through to a conclusion beyond those projected for the Pacifics, Patriots and Scots.

   David Bird (13905), Chairman of the Publications Sub-Committee, responded by explaining that, sad though it may be, time is catching up with those capable of writing such books. Only 3 authors are now available for this work and unfortunately no new volunteers are within sight. To complete the full range of the LMS series necessitates several more publications and realism is such that publication of the full range is beyond Society resources.

   No questions were directed towards the remaining reports (Administration & Activities; Branch Liaison; Photographic Archive and Library; Development Sub-Committee; Publications Sub-Committee; Web4 and WebMaster).
   Malcolm Riley (9912) proposed that the entirety of these reports be adopted, seconded by David Walker (18498).
   All members approved of their acceptance.

   b) **Adoption of Report Covering "The Railway Observer"**

   Mike Robertson (20991) praised the quality of the "The Railway Observer" and the content of the photographs. To this latter point Mike Robinson (RO Editor) gave thanks to the work of David Kelso (4827) and John Cowlishaw (18796). John Dixon (19507) sought the reasons for the discontinuation of the names of special train tour organisers in the RO. Space reasons were quoted but Callum Macleod, who is a previous RO Editor, commented that he took the decision some years ago to exclude such information.

Jim Sedgwick remarked that he considered the magazine to have an over-emphasis towards steam traction but in contrast David Tyreman believed “The Railway Observer” to be quite representative.

Approval of “The Railway Observer” report was proposed by Robert Payne (12021) and supported by Derek Morris (14276) as the seconder. All members agreed.

c) **Adoption of Finance Report for year ending 31st October 2015**

There were no questions in relation to this report. Steve Ollive (14617) proposed that the Accounts be adopted. Irene Rabbitts (20072) seconded the motion and all members accepted the report.

6. **Election of Management Committee Officers:** The Chairman announced that nominations for the following Officers to serve on the Management Committee were as follows -

   a) Society Treasurer – Reg Wood (10911)
   Proposer – Paul Udey (15907); Seconder – Stewart Jolly (18755)

   b) Managing Editor “The Railway Observer” – Mike Robinson (10606)
   Proposer – David Kelso (4827); Seconder – David Goddard (21347)

   c) Committee Member – Andy Davies (16964)
   Proposer – Irene Rabbitts (20072); Seconder – Ian Baxter (21526)

   All nominees to serve for 3 years.

   As no other nominations were forthcoming the proposals were carried.

7. **Appointment of Auditors:** Chairman Gordon Davies proposed that R. S. Porter & Co. be reappointed as auditors for the financial year 1st November 2015 to 31st October 2016. Reg Wood seconded the proposition. This was carried unanimously.

8. **Conversion to Charitable Incorporated Organisation (CIO):** Terence Jenner, as a member of the Management Committee and the Northampton branch was introduced to the members by the Chairman. Terence began by briefly telling of his railway career to then deliver a PowerPoint presentation of the reasons for, and advantages of, applying for charitable status. The presentation was an updated version of that given at the Officers' Conference at Cheltenham in October 2015 and which has also been presented by Branch Officers at several Society branches which demonstrated the fundamental changes considered to be now necessary as Society activities are much wider and well beyond those from the days when the Society was initially formed. In making the proposed change an adopted fundamental objective was to ensure that the Society be allowed to continue to operate in a similar manner as before but with the added legal protection of its officers and members at all levels.

   A question and answer session followed the presentation.

   Tom Kolisch (22316) and David Doulton (21848) each sought to establish the legality of the RCTS (as a CIO) making donations to other charities, whether that be in lieu of presenter fees or straight forward donations. This was confirmed as perfectly acceptable.
   Terence Jenner was asked if the legal protection described in the presentation extended to Branch Officers (posed by Richard Ashby (22537)) and Branch members (by Peter Hall (13999)). It was reiterated that the protection offered included all officers and members and emphasised that as a CIO the Society and its members will have a measurably higher degree of legal protection than that which currently prevails.

Rowland Pittard (11533) enquired as to whether the members of the MC, when becoming Trustees, fully understood their responsibilities and if they would be given training. In reply members were informed that any appropriate training would be given to the appointed Trustees. In a further question Rowland Pittard commented that the Rules as presented may necessitate additional amendments during the CIO application process. The Chairman agreed this to be most likely but any changes that might need to be made will be put to the members at a future AGM for their ratification.
Lionel Simpson (13853) asked of the MC that should the CIO application be rejected what might be the likely next step? He was informed that at the moment there is no "Plan B".
In the event that the RCTS/CIO has to be wound up Peter Robinson (6659) aimed to establish what would become of the Society assets and was advised by Terence Jenner that the assets would have to be distributed in accordance with the Dissolution Regulations as defined within the Charities Act 2011. However before reaching this point the Society might look towards a merger with another charity having like-minded objectives.
Finally Robert Bartlett (16273) noted that within the documentation as issued within the CIO Supplement there was a mismatch between the proposed Constitution and the Rules. After detailing the point to the Chairman he was informed that this was noted and would be discussed at the next meeting of the Management Committee.

9. **The CIO Resolutions:** Following the informative presentation and the ongoing discussions the following resolutions were to be put before the members at the AGM. All had, in accordance with Rule 18(a), been submitted to the Secretary within the required 90 days prior to the meeting and were to be found in the CIO supplement issued alongside the March edition of "The Railway Observer". The resolutions read as follows:-

Resolution 1: That the Society convert, that is change its legal status, from an unincorporated association to that of a CIO.

Resolution 2: If Resolution 1 is passed by the requisite three-quarters majority of the persons present and voting at the 2016 Annual General Meeting, as required by Rule 18(c), then it is proposed that, as from the implementation date of the Society as a CIO, the existing Rules be annulled and be replaced by the Constitution as set out in Part 2 and the revised rules as set out in Part 5 subject to such further amendment as may be required by the Charities Commission.
References to 'Parts' in this resolution are references to those Parts as identified in the CIO Supplement published with the March 2016 "Railway Observer".

Resolution 3: That, subject to the appropriate passing of Resolution 1 and the approval by the Charities Commission to the conversion of the Society to a CIO, whoever are members of the Management Committee immediately prior to the implementation date of the Society as a CIO, be elected as charity Trustees of the CIO as from the implementation date.

Richard Ashby (22537) proposed that the resolutions be put before the members.
Stuart Warr (17013) seconded the motion.
The voting outcomes were as follows:

In respect of Resolution 1 – 84 members voted in favour whilst no member voted against. The decision was therefore unanimous. Given that the favourable votes were above the 75% threshold specified in Rule 18(c) Resolutions 2 and 3 were put before the members.

Resolution 2 – resulted in 82 members in favour. None were against but two abstentions were recorded.

Resolution 3 – All members in favour.

In accordance with Rule 18(d) Callum Macleod proposed that the meeting should consider the need to consult the entirety of the membership by means of a postal ballot. David Walker as seconder supported the proposition. Given the unanimous acception of Resolution 1 the meeting considered this to be unnecessary as the result would almost certainly remain unchanged. A view which was expressed by the Chairman as a result of the supportive emails and correspondence he had received. The proposition was put to a vote but defeated by 78 votes to six.

Work towards the formal submission of the application to the Charity Commissioners will now proceed.

10. **Date and Venue for 2017 AGM:** The meeting was informed that the 2017 AGM had been arranged for Saturday 8th April (*see italicised note below) which once again would be held at The Welcome Centre, Coventry.
*****_At the Management Committee meeting, following the AGM, due to unforeseen circumstances the date was subsequently amended to Saturday 29th April 2017._

11. **Any Other Business:** John Day (8775) gave details of this year's Members' weekend which is to be centred at Grange-over-Sands on the weekend of 21st-23rd October. The event will focus on the Ravenglass & Eskdale and Lakeside & Haverthwaite Railways.
Robert Warburton (12759) informed the meeting that former Peterborough Branch Chairman Roger Baily (8175) had sadly passed away.

    Richard Ashby (22537) of the Chichester Branch gave thanks to the MC for their much needed support and encouragement during the troubled times of the previous year.

    There being no other business the meeting closed at 15.40 hours.

Bob Green (20772)
Society Secretary

April 2016