MINUTES OF THE ANNUAL GENERAL MEETING

The 81st Annual General Meeting held at The Welcome Centre, Coventry
On Saturday 29th April 2017 commencing at 13.30hrs

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

67 members registered their attendance and the meeting total was therefore 77, of whom 10 were attending for the first time.

Due to the unavailability of Society Chairman Gordon Davies (17822), who was recuperating following a major hospital operation, and in the absence of Deputy Chairman David Pick (7342) the meeting was conducted under the stewardship of John Redgate (13470) who is a member of the Management Committee and also a former Chairman of the Society.

1. **Apologies for Absence:** 29 members submitted their apologies (inclusive of the 2 absent MC members).

2. **Confirmation of the Minutes of the 80th AGM held in Coventry on 16th April 2016:** The minutes as published in the July 2016 issue of "The Railway Observer" were accepted as an accurate record. John Redgate (13470) proposed and Bob Ballard (10372) seconded that they be adopted. All members confirmed their agreement.

3. **Matters Arising:** Callum MacLeod (12817) referred to the apparent mismatch between the new Rules and the Constitution as specified in Paragraph 8. In responding the questioner was informed that the MC is aware of a number of mismatches and that, where necessary, the Rules are to be amended. These will be put to the Members at the 2018 AGM. In the intervening period should any conflict arise it is the Constitution that will prevail.

4. **Chairman's Address:** In the absence of the Society Chairman Gordon Davies Acting Chairman John Redgate narrated WGD's address to the meeting. With the exception of the details relating to the MC members this was read as follows:

   Mr President, Vice President(s), Ladies and Gentlemen, welcome to the 81st Annual General Meeting of The Railway Correspondence and Travel Society held here at the splendid Welcome Centre in the fine City of Coventry. This will be the last AGM the Society will hold as an unincorporated association. Next year's AGM will be slightly different since it will be the first as a Charitable Incorporated Organisation (CIO).

   I would like to thank you all for taking the time to attend today and it is pleasing to hear of such a large gathering for this annual event. I think it has now become customary to enquire if some of you here today are attending their first AGM so if you are could you please just put up your hand so we can acknowledge your presence.

(At this point each attending member of the Management Committee was introduced to the meeting.)
In continuing I now need to apologise for my absence today as I am at home recovering from a rather serious abdominal operation at my local hospital in Chester. Thanks to you who have sent me emails and cards wishing me a speedy recovery. There is absolutely no truth in the rumour that I have had my wallet surgically removed as the RSPCA was very concerned about the moths living somewhere deep inside with the white £5 notes!!

I am delighted to inform you that our President Brian Arman is here today and back in harness after his visit to the NHS works last year, albeit not his beloved Swindon Works.
My thanks go to John Redgate who, as a past master at chairing AGM's, is filling in the breach today. This is because, unfortunately, David Pick our Deputy Chairman, despite putting his name forward for re-election to the MC later, for personal reasons, decided to withdraw his nomination. Consequently David felt it would be inappropriate to chair the meeting today. I would like to thank David for his 12 years' service on the MC. He has been extremely busy working hard for the Society as well as taking a very active role as secretary of the Northampton branch.

One other David stepping down from the MC at this AGM is David Kelso. David has served the MC for 13 years. However he will remain on the various sub-committees on which he currently serves. I would also like to thank David for the substantial amount of work and contribution that he has put into the management of the Society.

2016 was a significant year for the Society as on the 2nd November the Charity Commissioners approved our application that confirmed the Society's conversion from an unincorporated association to become a CIO. Thanks to all of you who attended the AGM last year and supported the proposal unanimously. This was the right way for the Society to proceed into the future. My thanks also go to all those on the MC who were concerned with the application process, namely Terence Jenner, David Pick, Reg Wood and Mike Robinson.

Some people say that asking for volunteers in any organisation is a waste of time, far from it. At last year's AGM I informed you that the Society was seeking a new Publicity Officer. Well a week or so later Steve Hewitt, from the South Essex Branch, did volunteer and he has been duly elected as our Publicity Officer and a member of the Development Sub-Committee. Also at the Officers' Conference in October I informed those gathered that Noel Machell wished to step down as the Assistant Treasurer with Publication responsibilities and I enquired if anyone was interested in taking on this role. I am pleased to report that Denis Horsman from the Thames Valley branch put his hand up and has now been appointed into that post. My thanks to Steve and Denis for coming forward and taking on these tasks.

Now that I am on a winning streak I have two more appeals to make. The Society urgently needs a Marketing Officer. If you or anyone in your branch who has worked in marketing and has the skills needed to progress the Society, find new markets for our products, and you think might fill this vital role then please contact Eric Palmer, Chairman of the Development Sub-Committee or any member of the MC.

One other person who wishes to retire from his current position is Bob Ellison who is our Assistant Treasurer – Branch Finances. Again, if you wish to help the Society with this task, please speak to Reg Wood our Society Treasurer.

I would add that volunteering to serve the Society is life changing, challenging and interesting. This is demonstrated by the longevity of service from some of those sitting in the audience and on the top table today. For those of you recently retired, or approaching retirement, if you enjoy being a member of the Society consider increasing that enjoyment by volunteering.

You will have read in "Over the Points" in the January 2017 edition of the RO the result of the MC vote taken concerning the proposed introduction of a larger size RO. This idea was first mooted at the June 2016 MC meeting, however it was not until the day before our MC meeting on the 3rd December that the MC received the final costings for the larger magazine. The increase in the annual production cost was nearly £5,000, which would have resulted in a substantial hike in subscription fees had this information been available when the 2017 subscription was agreed by the MC back in September. Really the MC did not have enough time to debate the proposal as there were many issues which needed further discussion if this proposal was to be introduced at the beginning of 2017. Let me assure you that I personally like the idea but to have received a larger size RO through your letterboxes on the 1st January this year without a full consultation with all our members would, in my opinion, have been unwise and wrong. The idea is not dead but deferred and will be discussed at a future MC meeting.

The proposed new library/archive at Leatherhead has been a long-running saga. The majority of the MC visited the site in early February and were extremely pleased with the quality of work that has been made to the interior of the building. Callum Macleod, the Society safety expert, has also visited the site and on the whole is satisfied with the overall condition of the premises. However, he has raised some rectification issues that need discussing with our proposed landlord Southern. There are also some outstanding financial implications to consider before the MC is able to decide whether to sign the lease and thus make Leatherhead the new base for our library/archive.

Sadly, due to immense pressure on the publication of the impending book covering the LMS Pacifics, work on the development of the updated Website has been delayed but it is pleasing to report that work on this has now recommenced and the launch of the Pacifics book will be in June.

Book publications though are a major financial factor in the upkeep of the Society.

Finally, all too often the Society loses members to the Great Engine Shed in the sky and our thoughts go to them and their families. I would like to mention two members who in their own way have made significant contributions to the history of our Society.

Geoff Lipscombe, who joined the Steering Committee for the new Croydon and South London branch and was elected Branch Chairman in 2003. He immediately immersed himself in the life of the Branch, acting as Fixtures and Exhibitions Officer, organising refreshments at meetings and distributing posters. John Feild, of the Merseyside, Chester and North Wales branch, who in 1981 was instrumental in relocating the focus of the Branch from being centred in Liverpool to a new base in Chester. He held the positions of Fixtures Secretary, Branch Secretary and then Chairman before being invited to become President of the Branch at the start of 2016.

As I do every year I would once again like to pay tribute and thank my colleagues on the MC for all their hard work and efforts over the last year, the amount of time they put in is enormous. Thank you personally for your help and support.

Again my thanks to John Redgate for holding the fort today and I hope to see you all very soon.

In addition I also extend my thanks to all Branch Officers and Committee members, Society Officers, RO Editors and Sub-Committee members for all their hard work and dedication. However it is you the members who continue to support the Society and in so doing make the RCTS "Britain's Leading Railway Society". My thanks to you all.

5. **President's Address:** President Brian Arman (15672) opened his address by thanking the members for all their best wishes in making a good recovery from his visit into hospital last year. That said a second round of surgery will be required later this year. Unfortunately this will again necessitate some amendments to the branch presentations that are in the diary. In noting the

retirements from the Management Committee of both David Pick (7342) and David Kelso (4827) he thanked them for their past endeavours on behalf of the Society.

In the presidential role the President sees this to be a visionary one that should take the longer view and that potential members attending meetings need to be openly welcomed, given a warm reception that displays fellowship and companionship. This style of approach will help the Society to grow and move it forwards to an even more prosperous future. Briefly referring to the projects currently under debate the President echoed that the size of "The Railway Observer" requires to be resolved by defining the implications and their subsequent resolution. Reference to the Library told of it to be an expensive proposition but nevertheless any decision requires that it should be undertaken on a sound financial basis.
His final sentences reiterated that in concluding his third address to the members that it is an honour and a privilege to be the President of the Society.

6. **Management Committee Reports:** These were published in the special supplement for the AGM that accompanied the April 2017 RO. The Chairman of the meeting thanked the various Management Committee members 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")**.

i) Administration & Activities Report: Peter Hall (13999) sought to establish how many newly subscribing members, many of whom enlist at advantageous joining fees, continue their membership into a second year. An analysis carried out by the Membership Secretary (David Goddard) confirmed this to be at 68%.
At the end of 2016 membership numbers equated to 2471.

Bob Ballard (10372) tabled the proposition that the differential between full membership, at £28, against introductory membership of £15 was too wide and possibly a disincentive to continued membership. The Management Committee agreed to assess the position.

John Dixon (19507) enquired as to whether non-renewing members were asked to give their reasons for resignation. He was informed that resignation letters are subsequently analysed but they exhibit a wide variety of reasons, mainly personal.

ii) Web4: Irene Rabbitts (20072) enquired of the project leader David Kelso (4827) if the new Website, when finished, would be fit for purpose, future proofed and the likely projected date for implementation?

DK responded telling that the project was a considerable challenge and that when complete it would become the highest avenue for the recruitment of new members. Primarily the website is being constructed for access on hand held devices which is one of the principle reasons behind the project. Making the change enables modern day processing techniques to be employed thereby simplifying the input of data/information by users. Furthermore the opportunity will be taken to improve and update the Photographic Archive ordering and delivery systems. Project activity has recently been stepped up and the members' element of the site is currently being developed. Overall this is a big job and no completion date was quoted.

Jack Knights (21634) reminded the meeting that the current website will remain in place until Web4 is up and running.

Peter Hall (13999) remarked on the lack of Management Committee responses to subject matter discussed on the current website Forum and in view of this perhaps the Forum should be discontinued. The questioner was advised that the MC is assessing the position and is minded towards withdrawing the facility until Web4 is finally launched. At which time the Forum will be re-introduced but with some pages restricted to member only access.

iii) Library & Archive: Peter Brown (10201) in noting a significant difference in tone between the report in the Supplement and the Chairman's Address enquired as to whether the MC had approved a business plan considering the financial implications of the move to Leatherhead as Surrey is a very expensive area of the country. Secondly, given that the existing library had lain dormant for a long time had any survey been carried out as to the likely patronage of the new facility? The Chairman of the meeting answered saying the totality of the financial information was not yet known but Southern, as our prospective landlord would be likely to apply pressure in the near future and thus the forthcoming June MC meeting will be most significant when it is expected that the financial analysis will be to hand. In a show of hands the meeting indicated that only 4 members displayed an interest in visiting the library if it was moved to Leatherhead.
When asked if enough volunteers had been recruited to manage the running of the facility the questioner was informed that the issue would be discussed at the up and coming MC meeting.

No questions were directed towards the remaining reports covering Branch Liaison, Development Sub-Committee and Publications.

Peter Brown (10201) proposed that the above reports be adopted and John Day (8775) seconded the motion. All were in favour.

B) **Adoption of Report covering "The Railway Observer"**.

Peter Brown (10201) expressed the view that maybe the RO does not wholly fulfil the needs and interest of the membership and suggested that if a survey was to be conducted regarding the suitability of the proposed new sized B5 magazine that this should be expanded to seek the views of the membership to thus cover their suggested inclusions and/or exclusions. Comments from the MC were that opinions were always sought at Regional meetings and at the Officers' Conference but these sounding boards were not necessarily succeeding in bringing about any useful impact. Irene Rabbits (20072) remarked that proof reading requires to be strengthened and offered her assistance in bringing this about. Mike Lane (9148) echoed this point. Irene Rabbits further asked of the Editor that if the proposed upsized magazine to B5 was to help the visually impaired had he approached any society who has an interest and/or knowledge of the subject? The Editor asked that should the questioner be able to provide any useful data on the subject to forward the information to him. This would be welcomed. John Day (8775) remarked that should the proposed B5 magazine result in an increase of the annual subscription to a level exceeding £30 then this would have a detrimental effect on membership renewals. Callum MacLeod (12817) similarly commented that any proposed substantial increase in membership subscriptions due to the change in size to be indicative of the unviability of the proposition.

In concluding "The Railway Observer" element of the meeting Callum MacLeod (12817) proposed that the report be adopted which was seconded by Roger Newman (5965). This was accepted but two votes against were recorded.

C) **Adoption of Finance Report for Year Ending 31st October 2016.**

Unfortunately the written Financial Report circulated within the AGM Supplement related to 2014/15, although the accounts were correctly reported. The correct version of the report was submitted to the meeting and is attached to these minutes as an addendum.

Treasurer Reg Wood (10911) remarked that this last year turned out to be much better than in the recent past. Reserves are such that they are able to cover 6 months' of expenditures. Monies defined as Library Reserves will be used for this specific purpose as and when the project is progressed.

Derek Morris (14276) put to the Treasurer that organising members of exhibitions be allowed to claim expenses from Centre on a pence/mile basis. On two grounds this was not received favourably. Expenses for exhibitions will only be reimbursed by the MC for National Exhibitions and travelling expenses only refunded based on actual spend.
There being no other comments or questions John Dixon (19507) proposed that the report be adopted. Seconded by Bob Barby (5843) all agreed that they be accepted.

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

   i) Society Chairman – Gordon Davies (17822)
   Proposer: Richard Neale (9339)
   Seconder: David Elsdon (18799)

   ii) Committee Member – Terence Jenner (14821)
   Proposer: Gordon Davies (17822)
   Seconder: Bob Green (20772)
   Terence Jenner's role on the Management Committee will be defined as "Honorary Legal Advisor"

   Each nominee to serve for three years

   As no other no other nominations were forthcoming the proposals were carried.

8. **Appointment of Auditors**: Acting Chairman John Redgate proposed that RS Porter & Co be re-appointed as Auditors for the financial year 1st November 2016 to 31st October 2017. David Cole (4799) was the seconder. This was carried unanimously.

9. **Date and Venue for 2018 AGM**: The meeting was informed that the 2018 AGM will again be held at the Welcome Centre, Coventry on Saturday 28th April.

10. **Any Other Business:**
    Peter Hall (13999) asked for clarification regarding the publication of the annual RO Index and was informed that this will be published on the Website where it can be downloaded and also that 100 printed copies will be produced. The quantity to be printed is based on the 2016 take-up of only 85 copies. These will be available via the services of Alan Cooke (17050) – Branch Liaison Officer.

    John Day (8775) gave details of this year's Members' Weekend, which is to be centred on Southend-on-Sea on the weekend of 20-22 October. The event will focus on the Epping and Ongar Railway and Mangapps Farm Railway Museum. Booking forms will be published and circulated with the July RO.

    Peter Brown (10201) commented that under CIO the Charity Trustees would undertake increased liabilities thus minimising those of the individual members. In replying to this Terence Jenner (14821) said that to some extent this is so but CIO offers a greater protective shell around the totality of the membership, including those of its Charity Trustees. Moving on Peter Brown then wished to have it confirmed that the Trustees understood and recognised their responsibilities, to which he was informed by TAJ that each Trustee had confirmed their acceptance of this understanding when signing their Trustee documentation which was sent to the Commissioners with the formal application. Some training may be necessary in the future

but as a starting point guidance to Charity Trustees, of which much is to be seen on the Charity Commission's website, has been downloaded and is being disseminated as and when necessary at Charity Trustee meetings.
Peter Brown further referred to the Bribery Act and how the Society was preparing to meet these implications. Terence Jenner iterated the RO printing contract would be that with the highest value which the Society would issue and further commented the MC was currently looking at its governance procedures to ensure that such contracts were properly authorised and appropriately let. For the much smaller day to day contracts the Society would rely on the good sense of all the Society's Officers both nationally and at branch level.

There being no other business the meeting closed at 16.10hrs.

W R Green (20772)
Society Secretary
May 2017

Addendum

THE RAILWAY CORRESPONDENCE AND TRAVEL SOCIETY

ANNUAL FINANCIAL REPORT FOR THE YEAR ENDED 31 OCTOBER 2016

This report covers the Society's financial affairs for the year from 1 November 2015 to 31 October 2016.

The overall outcome for the year was a surplus of £7,709 compared to a deficit of £11,434 in the previous year.

It is a Society policy for magazine fees for *The Railway Observer* to cover the costs of its production, printing and despatch. This has been achieved for 2015/16. An allocation has been made from the life membership fund this year. Our policy is to use income from publication sales, bank interest and donations from members to maintain the annual subscription below what would otherwise be needed if all other running costs were to be met directly from the subscription.

Publication sales recovered a little from 2014/15's record low, achieving £13,785 (last year £11,604) and contributed a small surplus of £2,331 (compared to last year's deficit of £516) to our results. Our margins on book sales recovered to a more normal 16.9% with our fixed costs being spread over rather more sales. This year's sales have been assisted by *The Stanier Class 5s Vol 2,* launched just before Year End 2015 with 298 copies sold this year. Publications Stock reduced £4,000 during the year. We are content that sufficient provisions are held to write down stock valuations of slower selling titles.

During the year our major initiative to develop our new website has continued with a further investment of £6,000 (cumulative £9,350) of expenditure capitalised as Work-in-Progress.

In 2015/16 work continued on our preparation of a saleable library of digital images with a further investment of £1,000 in a further 2,200 top quality scanned images. Our library of images has now grown to some 9,000. Promotion was launched on our website last year, and income this year from these sales grew 4% to £4,891.

During the year our new processes to bring greater transparency to Society, and particularly Branch, finances operated well with Croydon & South London Branch increasing their investment with Central funds, and Branch funds totalling £8,750 now held in the national Society funds for safekeeping. This figure is included in our Balance Sheet as both an Asset (at bank) and also shown clearly separately as Creditors due to the Branches when required. Other branches with significant funds have secured an independent audit/examination and confirmation of their Accounts. I thank Branch committees for their help.

Society administration costs reduced significantly during the year, by 17% to £17,905. Expenses included £866 to print the full CIO information booklet sent to every member as part of our successful AGM proposal to convert the Society into a Charitable Incorporated Organisation (CIO). A particular saving was achieved through acquiring a franking machine, achieving discounts on our mailings.

Total bank interest was £923 (£1,066 in the previous year). Donations from members totalled £3,742 (£2,864 last year).

The taxation charge was £213. We are liable for Corporation Tax on our bank interest received.

On the Balance Sheet, our Fixed Assets increased by almost 50% with our ongoing major investment in our Web4 new website project (this year £6,000, cumulatively £9,350). Total value increased to £12,397 (LY £8,296).

Our Working Capital was stable at £156,828 (LY £155,887). Our bank balances reduced £12,000 (8%) with our £6,000 investment in Web4, £2,000 in membership card stationery, £1,500 in RO binders stock, and a further £1,000 in our photographic images library. Book Stock reduced £4,000 to £33,300, and Magazine Fees and Subscriptions creditor more than halved to £8,228 (LY £17,578) with the completion of our three year memberships.

The Management Committee received regular analysis, reporting and review of the Society's financial position during the year.

In carrying out the role of Society Treasurer, I receive invaluable support from my assistant treasurers Bob Ellison and Noel Machell. At Year End Noel retired and I offer my particular thanks for his common sense advice and services to our Publications Committee and I over many years. We welcome Denis Horsman of Thames Valley Branch, as our new Assistant Treasurer – Publications. I am also grateful to John Redgate, Vron and Alan Cooke, Steve Ollive and David Goddard for their substantial input in their roles which helps me with the finances of membership and publications. I am most appreciative of the efforts of Branch Treasurers across the Society, and my particular thanks go to Bob Ellison in pulling all their Branch data together.

A. REG WOOD FCMA CGMA MAPM FMAAT
Society Treasurer