



MINUTES OF THE ANNUAL GENERAL MEETING

The 82nd Annual General Meeting held at The Welcome Centre, Coventry
On Saturday 28th April 2018 commencing at 13.30hrs

The meeting was called and held as the first of the Society as a Charitable Incorporated Organisation reference No. 1169995.

Present:

President: Reverend Canon Brian Arman

Trustee & Management Committee Members: Gordon Davies (Chairman); Bob Green (Secretary); Reg Wood (Treasurer); Mike Robinson (Managing Editor – *"The Railway Observer"*); David Goddard (Membership Secretary); Terence Jenner (Honorary Legal Advisor); Andy Davies (Library & Chief Archivist); John Redgate (Committee Member – Co-opted).

Other Management Committee Members:

Irene Rabbitts (Branch Liaison Secretary - Co-opted); David Jackman (Webmaster – Co-opted).

Trustee: David Kelso.

A total of 76 members (inclusive of those above) were in attendance of whom 2 were attending for the first time. Under CIO rules a quorum was therefore present.

1. **Apologies for Absence:** 27 members submitted their apologies inclusive of Alan Cooke (MC Member and Trustee).
2. **Confirmation of the Minutes of the 81st AGM held in Coventry on 29th April 2017:**
 - i) The minutes as published in the July 2017 issue of *"The Railway Observer"* were required to be adjusted due to mistakenly attributing a statement by John Day to Callum MacLeod and hence the closing sentence of Minute 6(B) now reads *"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. He further commented that any proposed substantial increase in membership subscriptions due to the change in size would be indicative of the unviability of the proposition"*.
 - ii) Callum MacLeod further observed that his comments referring to a surplus between subscription and income had been omitted. This has therefore been embodied into Minute 6(C) as follows *"Callum MacLeod (12817) noted a surplus between the income from the magazine subscription and the cost of producing the RO was more than the estimated additional cost of converting to the proposed B5. ARW replied that the surplus has long been used to assist with the administration of the Society. The questioner noted that the magazine fee element of each member's annual subscription is VAT exempt (excepting digital members) but the membership fee element is not. In response the Treasurer pointed out that this approach has been reviewed and confirmed each year by both our external auditors and HMRC."*

The above changes have been made to the minutes. The adoption, as amended, was therefore proposed by Chairman Gordon Davies and seconded by David Bird (13905).

All attendees agreed that the Minutes be accepted and they were duly signed by the Chairman.

3. **Matters Arising**: No matters were raised.

4. **Chairman's Address**: In view of the fact that Chairman Gordon Davies had submitted a formal report which was published within the AGM Supplement his address was therefore a little reduced in content.

He initially welcomed all to the 82nd AGM of the Society which was also to be the first as a Charitable Incorporated Organisation. As this current year is the 90th of the Society he thanked Irene Rabbitts for baking and decorating a very appropriate birthday cake which it was hoped would be appreciated whilst all were taking lunch. In apologising for his absence from the 2017 meeting when he was undergoing a visitation to hospital WGD thanked all who had wished him well throughout his encounter with the NHS. Furthermore thanks were conveyed to John Redgate who, at short notice, took over the stewardship of the meeting. Being now of CIO status both the members of the Management Committee and Trustees are on a steep learning curve and errors are bound to occur. However the Society is fortunate enough to have Terence Jenner on board who is able to offer suitable legal advice and point matters in the right direction. The Charity Commission website is anything but easy but hopefully our actions thus far will not result in any kind of penal servitude. Thanks were given to those members who generously donated to Society funds and who have also signed the 'Gift Aid' documentation which has enabled £1,850 to be refunded by HMRC due to the efforts of Treasurer Reg Wood and Assistant Treasurer Peter Smith.

Early in April a plaque was unveiled by President Brian Arman at Cheltenham Railway Station, where the Society was founded, to commemorate the 90th year of the Society. Members of the Founders' families, Leslie Lapper and Aubrey Broad, were in attendance as well as other invited guests. Many thanks were accorded to Cheltenham Branch officers Richard Neale (9339) and Richard Morris (14278) and also to Emma Morris of GWR Charities for making all of the arrangements.

On a very different note members will have read within the past twelve months of various letters in "*The Railway Observer*" critical of both myself as Chairman and the Management Committee. It is a great pity that the true picture of past and recent events has not been correctly reported and several significant falsehoods have found their way into print. I feel sure that members will be able to read between the lines and conclude the reality of what is taking place.

The Chairman introduced each member of the Management Committee and Trustees and made a special mention in introducing Mrs Irene Rabbitts who was co-opted to the MC in January. Irene is up for election later as Branch Liaison Officer. A touch of history is being made at this year's AGM as Irene will be the first female member in 90 years to hold a position on the MC.

In introducing Chief Archivist Andy Davies the Chairman was delighted to inform the membership that at long last the Early Access Letter has been signed that gives formal access to the Station Master's house at Leatherhead station. The Society now has the keys to the new Archive and Library. A lot of work is now required in order to set the Archive up and working. Sadly missing today due to personal reasons is Alan Cooke from the Windsor and Maidenhead branch. Alan is stepping down as Branch Liaison Officer and is also stepping down from the MC after 19 years' service. I would like to thank Alan for all his hard work and commitment on the MC, however he will continue to be a member of the DSC and the PSC.

Finally, as I do every year, would yet once again pay tribute and give thanks to my colleagues on the Management Committee, and also all Trustees, for all their hard work and enormous efforts over this last year. Thanks should also be extended to all Branch Officers, Committees, Society Officers, Sub-Committee members, RO Editors and all contributors to "*The Railway Observer*" whether that be in either written or photographic format. It is they and you members who continue to support the Society that makes it "Britain's Leading Railway Society".

5. **President's Address:** In opening his address Reverend Canon Brian Arman reported that after spending a great deal of time over the last couple of years recuperating after visits to the "works", although less active he is now nicely managing to catch up with lost time. Whilst thanking members for their support throughout his hospitalisation and aftercare it was commented that his wife was very much touched by the vast amount of good wishes emanating from throughout the Society. Thanks were accorded to the organisers of the very successful Members' Weekend in Southend and also those who made the arrangements at Cheltenham where the unveiling of the commemorative RCTS plaque on the station platform took place.

Visitations to branch meetings are now back on his agenda and to those which he has attended he gave appreciation and complements to the organisers. In moving forward to matters that confront the Society several wise comments were offered. The proposed rotation of Branch and Society Officers might well be put forward with the best of intentions but the short supply of suitable and willing candidates could well see this become perpetually problematical. Conflict and tensions at MC and Trustee level has, and must, cease. Divide and rule is not the way forward and any split between the two should be avoided at all costs. Any discussion in respect of this should be carried out with wisdom and the résumé of these discussions must be accurately recorded. The reporting of the stalling of the Leatherhead Library project directed towards the Management Committee represents a misrepresentation of the facts.

The President rightly commented that "*The Railway Observer*" is an excellent product but in several instances certain anti-Management Committee "*Letters to the Editor*" have been published without there being any attendant right of reply. This should no longer be allowed to prevail.

Finally the President reported that during a talk given by David Maidment of the "*Railway Children Charity*" to the Bristol Branch, £1,000 was handed over to the Charity he represents which enjoys our full support thereby surely demonstrating the joy of giving, learning and working together. This approach has to be the right and best way forward for the Society.

6. **Management Committee Reports:** These were published in the special supplement for the AGM that accompanied the April 2018 edition of "*The Railway Observer*". The Chairman 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) **Chairman's Report:** Gordon Davies informed the meeting that his report to the members was not that which he had submitted. A whole paragraph had been taken out by the Editor prior to publication, without any discussion or the Chairman's authority. Richard Neale (9339) questioned whether the omitted wording should form part of the AGM minutes. Both the Chairman and Terence Jenner who is the Legal Advisor for the Society confirmed that they should.

The missing element of the report reads as follows – "*The minutes of the AGM held in Coventry last year and published in the July RO gives detailed information on all that transpired in discussions relating to proposed change of size from the current A4 to B5. Again misinformation has appeared in some of last year's RO's regarding the proposed increase in size. So let me remind you that the MC, at the June 2016 meeting, were shown sample copies of the new size RO and were informed that the extra cost would be about £10 per month, giving a total of about £240 per annum. The Editor, Mike Robinson, was asked to go to the printer and ascertain the true cost. Less than one day prior to the MC meeting on the 3rd December it was disclosed that the cost of production of the B5 RO would incur an additional expenditure of nearly £5,000 per annum – an increase of approximately 12%, which would thus necessitate an increase to membership subscription costs. The MC decided at that meeting that quite a few issues required to be resolved and that all the membership should be consulted if a change of*"

size was to be put in place. Mike conducted an unofficial survey in the November 2016 RO but failed to cover all aspects of that which the MC required to be asked of all the members. Even though I was not at the 2017 AGM John Redgate read out my address in which it was stressed that no change to the size of the RO would be agreed without fully consulting with all the members. After all this is your magazine. The MC requested that in order to reduce the envisaged production costs Mike should seek quotations from other printers. This however was not done and has further commented that he will have nothing to do with a consultation process with our members. A B5 RO is not dead but is deferred until the full picture becomes known."

- ii) Development Sub-Committee: Peter Hall (13999) enquired if any movement had taken place over the last year regarding the displaying of further Society nameplates. He was advised by the Chairman that the former Great Central Director "*Prince George*" has been put on display at South Yorkshire Transport Museum in Rotherham. It is further intended that the industrial nameplate "*Jupiter*" will go on display at the Middleton Railway in Leeds.
- iii) Archive Report: Richard Neale (9339) sought clarification of the future for the Library boxes that are currently in limited circulation. In response Andy Davies informed the questioner that the intention was such that they will continue to be circulated as and when the Library is fully operational.

No questions were directed towards the remaining reports covering Branch Liaison, Activities and Administration, Photographic Archive, Web4 and the Publications Sub-Committee.

John Day (8775) proposed that the above reports be adopted. This was seconded by Richard Neale (9339) and were accepted by the members.

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

Questions/comments were made as follows –

- Tom Kolisch (22316) recognised that the magazine is the best tool that the Society has in publishing the name of the Society but the letters that have been appearing in several recent issues make it a "worse than useless tool"!!
- Roland Pittard (11533) remarked that in his opinion the quoted number of hours devoted by volunteers to the production of the magazine was an understatement. The Editor agreed.
- Michael Lane (9148) of the West Midlands Branch commented that photographs spread over double pages were often unsatisfactorily reproduced.
- Peter Brown (10201) asked the Editor if the remarks made in his report of a member recorded as verbosely saying "*he never bothered to read the RO*" was attributed to him. The Editor confirmed that he was indeed correct. Mr Brown then sought an apology from the Editor as the wording was incorrect. It should have said "*I never read the whole of the RO*". An apology from the Editor was forthcoming and accepted.
- A letter printed in the October 2017 edition critical of the action taken by the Chairman in the light of his hospitalisation and the running of the 2017 AGM was refuted by the Chairman as a total fabrication that bore no resemblance whatsoever to all that had taken place. He asked if the membership could really believe that as Chairman he did not inform David Pick, his deputy, and all his colleagues on the MC that he would not be attending the 2017 AGM due to his impending hospitalisation. Alan Cooked circulated a Newsletter to all Society Officers informing them of this fact. The Chairman is now considering his options regarding his rights of redress.
- John Day (8775) noted the information given in a recent newsletter to the Officers that free membership for new recruits will be on offer from June through to November. This is a one off offer as this is the 90th year of the Society. Given that letters disparaging of the Management Committee frequently appear in the magazine then any future membership gains will be somewhat suppressed and anything but helpful to the cause.

In support of this observation the comment was greeted with a round of applause from the members who thus let their feelings be known.

- President Brian Arman observed, via a member of the Bristol Branch, that coloured pages combined with black print is difficult for members with restricted vision to read. Steve Ollive(14617), in conjunction with the Editor, agreed to investigate the matter.
- On a much happier note Keith Mapley (9244) from the South East Branch considered that the articles generated by the Society appearing in *“The Railway Magazine”* are excellent in promoting the image of the Society. Similar complementary and helpful material has also been published in both *“Rail”* and *“Back Track”* magazines.

On conclusion of the discussions Robert Warburton (12759) proposed that the report be accepted. Supported by seconder Mike Woodward (11680) the report was adopted.

C) Adoption of Finance Report for Year Ending 31st October 2017.

There were no matters arising nor questions asked on this report.

Richard Morris (14278) therefore moved the motion that it be adopted which was seconded by Derek Morris (14276). All concurred.

7. CIO and Legalities

In a detailed presentation to the members Terence Jenner once again reiterated all that he had said at the Officers' Conference last October. Namely there is no pain without gain. Monies accumulated from Gift Aid have now become available to the Society and £1,850 has already found its way into Society funds.

For Officers and Society assets CIO brings improved legal protection and the Society can now apply for Grant Aid whenever this is applicable. Importantly the Society now has the ability to enter into contractual matters in its own name as was the case with the Leatherhead Library/Archive project. This all, however, now means that this results in an increased air of regulation from third parties, extended communication and transparency between Officers and members, especially at AGM's.

As the Society is a very new entrant into this field mistakes will inevitably be made which hopefully will be of minor nature but, whatever, the Society will be bound and held to account by its 5 charitable objectives as defined within Clause 3 of the Constitution. The raising of the potential split between Trustee and the Management Committee members has to be resolved such that there has to be no division with all acting as a single entity. This will be a matter for discussion at up and coming Management Committee and Trustee meetings and the outcome once again put before the membership at the 2019 AGM.

Information relating to the recently introduced General Data Protection Regulation Act (GDPR), which replaces and updates the current Data Protection Act, has been circulated to Branch Officers via Newsletter 158 incorporating details of the updated Society's Privacy Policy together with new and enhanced general guidance notes. In order to spread the information around the subject will be placed on the agendas of the forthcoming and imminent Regional Meetings.

The Management Committee is well aware of the issues raised by the Bribery Act and are currently reflecting on the concerns that this raises by adopting a common sense approach. Finally Terence Jenner informed the members that a Strategic Review of the structure and procedures within which the Society operates is now underway. The resulting outcome and any attendant and applicable changes to the Rules will be put to the members at next year's AGM.

- In open discussion Peter Fortune (21798) remarked that in his experience the Charity Commission has always been a most helpful and supportive organisation.
- Derek Morris (14276) sought clarification as to how donations from speakers in lieu of expenses should be processed. He was advised that the favoured approach be that the charity to which the donation should be made needs to be defined by the speaker.
- In respect of GDPR Peter Brown (10201) noted that the new legislation is very similar to the earlier 1998 Data Protection Act. The new regime will be enacted as a consequence of a

new European Regulation. He further made the point that the Bribery Act should not be treated lightly as the legislation is equally applicable to both small and large organisations as has been evidenced in a recent court case.

- Given that the Society is now a CIO Roland Pittard (11533) considered that, outside of AHL issues, those members who regularly contribute articles and noteworthy inclusions in Society publications that their efforts should be recognised in some form or other as their work helps greatly in furthering the charitable objectives of the Society.
- Tom Kolisch (22316) observed that any kind of flyer issued by the Society quoting the Charity Number would always prove to be advantageous.

8. **Volunteer Recognition**

Under the guidance of Terence Jenner free membership traditionally given to a selected number of Officers was formally discontinued due to limitations imposed by CIO. This decision was questioned by numerous members of the Society and an alternative plan, basically based on giving the affected Officers a free issue of “*The Railway Observer*” has been devised for submitting to the members seeking their approval. MSR translated and outlined the proposal into monetary terms thereby suggesting that those who are considered worthy of recognition be rewarded through a reduced membership subscription of, say, between £5 - £10. In order to determine who should be on the list each branch is to be asked, via their Chairman, to nominate two of their members. In conjunction with other nominations from nationally appointed committees and functions a finalised list thus formulated would be presented to the Management Committee & Trustees for validation. The finalised details of the proposition will be put to the Officers’ Conference in October.

In observations by the members Peter Fortune (21798) related that the National Trust rewards its volunteers through complimentary memberships and it was further noted that neither the SLS nor the LCGB give any form of recognition to any of their management committees or members. Steve Ollive (14617) who manages year end renewals reminded all of the timing issues associated with the year-end renewals process.

9. **Adoption of the Proposals for Volunteer Recognition**

In putting these proposals to the membership, detailed above, as Agenda motion No.1 the members, by a very large majority, considered it to be a valid and fair way forward however they recognised that this still requires some level of clarification by the Management Committee & Trustees. Richard Neale (9339) opted to abstain.

Following the approval of the approach described by the Management Committee/Trustees Peter Fortune (21798) of the South Wales Branch formally withdrew their Agenda motion No.2 that sought to revert to the original terms of Annual Honorary membership.

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

- i) Society Secretary – Bob Green (20772)
Proposer Bill Jagger (17418)
Seconded John Holroyd (9185)
- ii) Branch Liaison Officer – Irene Rabbitts (20072)
Proposer Alan Norris (20883)
Seconded Bob Ellison (8624)
- iii) Membership Secretary – David Goddard (21347)
Proposer Reg Wood (10811)
Seconded Andy Davies (16964)

Each of the above to serve for a 3 year term.

- iv) Committee Member for Web4 – David Jackman (16198)
Proposer Gordon Davies (17822)
Seconders David Goddard (21347)

To serve for a period of 2 years.

As there were no other nominations forthcoming all were elected unopposed.

11. **Re-Election of Retiring Trustees:** The following 3 retiring Trustees were nominated for re-election in accordance with Clause 13 of the Constitution.

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|-------------------|--|
| i) Bob Green | Proposer – M J Holt (13228); Seconders – M A Riley (9912) |
| ii) David Goddard | Proposer – R Morris (14278); Seconders – S Ollive (14617) |
| iii) Alan Cooke | Proposer – T Jenner (14821); Seconders – W R Green (20772) |

All to serve for a period of 3 years.

There were no other nominations and consequently all were re-elected.

12. **Appointment of Auditors:** Chairman Gordon Davies proposed that R. S. Porter & Co be reappointed as Auditors for the financial year 1st November 2017 to 31st October 2018. Peter Fortune (21798) was the seconders. This was carried unanimously.

13. **Date and Venue of 2019 AGM:** The meeting was informed that the 2019 AGM will again be held at the Welcome Centre, Coventry, on Saturday 27th April 2019.

14. **Any Other Business**

John Day (8775) gave details of this year's Members' Weekend which is to be centred at The Marsham Court Hotel in Bournemouth taking place on the weekend of 12th – 14th October, which happens to coincide with the weekend of the Swanage Railway steam gala.

Following the Conference Sunday's visit will be to the Gartel Railway in Templecombe. The Friday afternoon excursion has yet to be confirmed.

Before closing the meeting, and as a final act to the proceedings, Chairman Gordon Davies had pleasure in awarding David Walker of the West Midland Branch with Honorary Life Membership in recognition of the unstinting and tireless work that he has done at both Branch and National levels over many years. To mark the honour the Society President, the Rev. Canon Brian Arman, presented David with a well merited framed certificate. David thanked the MC for the honour.

The meeting closed at 15.35.

W R Green (20772)
Society Secretary
May 2017