MINUTES OF THE ANNUAL GENERAL MEETING - 2019

The 83rd Annual General Meeting held at The Welcome Centre, Coventry On Saturday 27th April 2019 commencing at 13.00hrs

The meeting was called and held as the second 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); Andy Davies (Library & Chief Archivist); John Redgate (Committee Member – Co-opted).

Management Committee Members and Co-opted Trustees:
Irene Rabbitts (Branch Liaison Secretary); David Bird (Publications – Chair); Paul Chancellor (Development Sub-Committee – Chair)

Management Committee Member: David Jackman (Acting Webmaster)

Trustee: David Kelso.

Including the Officers specified above a total of 66 members were present at the meeting of whom 2 were attending for the first time. Under the Constitution of the Society Clause 11(5)(b) a quorum was therefore present as in excess of 50 members were in attendance.

1. **Apologies for Absence:** 29 members submitted their apologies

2. **Confirmation of the Minutes of the 82nd AGM held in Coventry on 28th April 2018:**
   The minutes, as published in the July 2018 issue of "The Railway Observer", were accepted as an accurate record.

   Chairman WGD proposed that they be adopted. Peter Brown (10201) seconded the proposal. All agreed that they be accepted and the minutes 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 to the members that was published within the AGM Supplement his address was therefore shortened.

   He initially welcomed all to this the 83rd AGM of the Society and the 2nd as a Charitable Incorporated Organisation. Most pleasingly it was recorded that as a result of last year's special introductory free membership offer, in recognition of the 90th Year of the RCTS, 825 new members were recruited, of which 37% carried their membership into the current year.

A formal Trustee training session set up on behalf of the Trustees and Management Committee, conducted by a professional solicitor specialised in charity law with Charity Skills proved to be very beneficial and further indicated that the Society is operating along the right lines.
The formal documentation submitted to the Charity Commission did not result in any adverse comments. However the need to examine the governance structure of the Society was identified and a working party will be set up to take the issue forward.

This past year proved to be memorable as last October the Society opened its new Archive and Library in the station master's house at Leatherhead station, details of which were covered in the RO. In bringing the project to a successful introduction thanks go to Andy Davies and Librarian Peter King (17217), along with their dedicated working party. A second and memorable achievement has been the very recent launch of a new updated website for which appreciative thanks need to be expressed to David Jackman, who finally brought all this about. There remains much more work to do over the coming months but the new version is now simpler and easier to navigate. Additional thanks were accorded to Jack Knights (21634)who beavers away in the background and is a tremendous support to the Webmaster.

Most of the membership will now know that the Society recently lost the Sussex Branch due principally to the lack of members prepared to help and support their Committee. This is a trend across societies in general and members were reminded that if anyone can help in anyway then please step forward.

Finally the Chairman paid tribute to all his Management and Trustee colleagues for all their hard work and efforts over the last year. This he extended to all the members who keep the Society alive by supporting branch activities, outdoor fixtures, and assist at exhibition sales stands. Thanks go not only to those who at branch level organise the meetings and fixtures but also to all of you who are involved in submitting all the reports and photographs for the RO. Those who sit on the various sub-committees are not to be forgotten as the totality of these combined efforts makes the RCTS 'Britain's Leading Railway Society".

After concluding his address the Chairman took great pleasure in announcing that on behalf of the Management Committee Alan Cooke (17050) of the Windsor and Maidenhead Branch and Bob Ellison (8624) from the Surrey Branch were each awarded with Honorary Life Membership of the Society. Both have worked tirelessly for the Society at national and their respective branches levels. Their certificates were presented by President Brian Arman.

5. **President's Address**:
In opening his address Reverend Canon Brian Arman referred to the growth in modern technology and by embracing such methodology members will be more able to communicate with each other and more readily develop a wider understanding of all matters relating to railway enhancements and events. Secondly, such techniques can greatly assist in the promoting of a higher level of enthusiasm. It should not be forgotten that due to the "free membership offer", introduced to promote the 90th year of the Society, membership numbers have increased by over 300, which is undoubtedly a most significant achievement. A seed has been sown. The introduction of the new and updated website will hopefully have a beneficial impact on communication and developments that take place around the Society. Mention was made in the Chairman's Address relating to a review of the Society's Governance procedures that are to be reviewed and in view of this the President recommended that the proposed changes should be both simple and transparent. Continuity of branch activities forms an essential part of Society life and in order to sustain this feature the President advised branch committees to look around and study their membership, keeping out a watchful eye for talent that could be there. The President mentioned the numerous branches he had visited and made an open offer to all the others telling all that he is available to visit them if they should wish and, if needed, financial support can be provided by Centre. Contributions made to Society life must be valued. Special thanks were given to Andy Davies for his work in bringing the Library and Archive back into active Society life.

6. **Management Committee Reports**:
These were published in the special supplement for the AGM that accompanied the April 2019 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: Referring to the Chairman's paragraph regarding the submission of the Society's Annual Report to the Charity Commission for which no response was forthcoming Peter Brown (10201) cautioned the Chairman (and Trustees) against assuming all is clear as commissioners can come calling at any time of their choosing. The comment was noted by the Chairman and accepted.
   ii. Archive & Library Report: No comments were forthcoming but Andy Davies introduced Peter King (17217) to the membership as it is he who has done a significant amount of work in the setting up of the new establishment. His input is greatly valued.

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

Alan Cooke (17050) proposed that the above reports be adopted. This was seconded by Eric Rattray (21162) and all members were in favour of their acceptance.

B) Adoption of Report covering "The Railway Observer":

Peter Brown observed an apparent lack of adequate proof reading particularly referring to errors found in the 2019 AGM Supplement. He was particularly concerned as he was aware that offers to undertake the role made at previous AGM's have not been taken up. In response the Editor explained that time limitations were frequently the problem, often compounded by a lack of suitable volunteers however if the questioner was willing he offered a role to him. David Bird, who has the right contacts, said that he would seek to add to the number of proof readers via his Publications colleagues. John Redgate (13470) considered that the AGM Supplement proof reading needs to be taken up by the Management Committee as this has been a recurring problem over the past number of years. He expressed the view that the finalised documentation should be verified by the Chairman and the Secretary. On conclusion of the discussions Robert Warburton (12759) proposed the report be accepted. Supported by Robert Bartlett (16273) who seconded the proposal all agreed to its acceptance.

C) Adoption of the Financial Report:

Due to an editorial error the narrative to the report submitted by ARW was incorrectly published, although the numerical presentations were correct. Members attending the meeting were given copies of the appropriate wording and a fully revised Financial Report has been circulated in a special AGM supplement circulated to the membership with the May RO.

Questions/Comments were made as follows:-

Paul Treby (22543) raised three issues

   i. Why is there an imbalance between the Revenue and Balance Sheets?
   ARW replied by informing the questioner that double entry book-keeping is the employed methodology. During 2016/17 the Society provided for potential corporation tax liability on interest received paid gross to the Society. In the event, during 2017/18, the Society found this was not actually required so the credit was released to the Revenue Account.

ii. The Accounts are not in a form recommended by the Charity Commission as there is no distinction between restricted and unrestricted funds. Why should this be?
The Treasurer responded by informing the questioner that the Accounts are in the form required by the Charity Commission. This has been verified with both the Society auditors and the Charity Commission. The question of donations being restricted/designated or unrestricted has been comprehensively discussed with the former. Their conclusion is that the documentation the Society holds from each member/donator is insufficient to consider them restricted under the charity regulations. This is why they have been shown as unrestricted in our Charity Commission return. The Society is clear with the members of its intention and "allocation" of donations to specific projects.

iii. Auditors are appointed at the AGM but should these be analysed by Independent Examiners?
This, the Treasurer agreed, was absolutely correct. It is, however, the latter approach that the Society undertakes although an audit company is used to undertake the financial checks.

Current Liabilities show that Branch monies defined as Branch Investment Funds deposited with Central Funds amount to £10,932 and Peter Brown sought to establish that should a branch wish to recall their funds from where would that come. In his answer the Treasurer satisfactorily informed the questioner that should any branch seek to withdraw their funds this would be taken from either cash and/or bank balances. All were reminded that branches form part of the legal entity and cannot be autonomous.

As no other questions were raised Tony Skinner (13596) proposed that the Finance Report be approved. This was seconded by Peter Brown and all of the members confirmed their agreement.

7. **Active Volunteer Recognition (AVR)**:
When becoming of CIO status the Society reluctantly had to formally withdraw free memberships traditionally given to a selected number of Officers who were viewed as essential to the running of the Society. This was relayed to the membership at the 2018 AGM and a suitable replacement system was described which, although broadly accepted, was identified as being in need of some further adaptation. Further development work was undertaken and a revised scheme put to the 2018 Officers' Conference in October. This was considered to be acceptable although 3 Officers declined to give approval. This finalised proposal was therefore formally tabled at the AGM by MSR, via a presentation telling that those selected for recognition be duly accorded with a reduced membership subscription of £5. Each Branch, through the Branch Liaison Officer, will be invited to nominate two of their members for AVR recognition. In conjunction with other nominees from nationally appointed committees and functions all will be presented to the Management Committee and Trustees for validation and a final list drawn up. The process will be carried out annually and all AVR subscriptions thus paid through the year end membership renewals process.

Members' reactions were such that Peter Brown thought it to be a good scheme. Richard Ashby (22537) also believed the proposal to be sound but would like branch nominations to stretch beyond members of their committees. David Doulton (21848) noted that the scheme in no way benefits Life Members, whilst Alan Lovecy (12479) considered that branch nominations ought also to be approved by their membership. Eric Rattray (21162) and Chris Meredith (8427) made it known that they were against the proposal.

8. **Motion to Adopt the AVR Proposal**:
Following the presentation and discussion the Chairman put the proposition to the meeting for their approval. Voting for its acceptance were 59 members, whilst 9 voted against. It was therefore carried and will be implemented through the 2020 membership renewals process.
The Branch Liaison Officer will therefore contact all Branch Secretaries shortly with a Newsletter giving detailed information describing how the scheme will operate.

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

i. Society Treasurer - Reg Wood (10811)
Proposer: Brian Arman (15672); Seconder: Irene Rabbitts (20072)

ii. Managing Editor "The Railway Observer" - Mike Robinson (10606)
Proposer: John Cowlishaw (18796); Seconder: Maurice Body (6618)

iii. Chief Archivist & Librarian - Andy Davies (16964)
Proposer: Nick Williams (21222); Seconder: John L Price (19220)

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

iv. Publications – Committee Chairman - David Bird (13906)
Proposer: A P Davies (16964); Seconder: L E Green (22343)

The above to serve for a ONE year term of office.

As there were no other nominations all were automatically elected/re-elected.

10. **The Re-appointment of Retiring Trustees**:
Prior to the nominations being put before the meeting Peter Brown sought clarification as to the reasoning behind the need for the appointing of Trustees at an AGM. Given that at the 2016 AGM members agreed and confirmed that the Trustees would comprise of the Management Committee then there should be no need for further Trustee elections/appointments. As a second point he commented that at least one of those being put forward for re-appointment was well into his mid 80's and questioned the suitability of his continued Trusteeship.
Robert Bartlett (16273) reminded the members that at the 2016 AGM he registered his abstention to the debate/discussion regarding joint Trustee/MC membership precisely because the Constitution and the Rules, when taken together, create two entirely separate bodies thereby necessitating two election processes.
The Chairman noted the comments and responded by saying the election/appointment methodology was a repeat of the one used at the 2018 AGM and he would therefore once again follow the same route.

Retiring Trustees for Re-appointment:
i) Reg Wood (10811) ; ii) John Redgate (13470); iii) David Kelso (4827).
All were correctly proposed and seconded. The documentation is held by the Secretary.

Reg Wood and John Redgate were re-appointed unanimously but in respect of that for David Kelso there were a number of abstentions and 3 members voted against. His re-appointment was, nonetheless, confirmed.

11. **Appointment of New Trustees**:
i) Irene Rabbitts (20072); ii) David Bird (13906); iii) Paul Chancellor (9408).
The above proposed appointees have been correctly proposed and seconded and the documentation is held by the Secretary.

All three were unanimously appointed as Trustees.

12. **Appointment of Auditors**:
Chairman Gordon Davies proposed that R. S. Porter & Co. be re-appointed as Auditors for the financial year 1st November 2018 to 31st October 2019. This was seconded by Paul Treby (22543) and carried unanimously.

13. **<u>Date & Venue of 2020 AGM</u>**:

The membership was informed that this will again be held at the Welcome Centre, Coventry on Saturday 25th April 2020.

14. <u>Any Other Business</u>:

John Day (8775) gave details of this year's Members' Weekend which is to be centred at the Holiday Inn in Leicester on 18th – 20th October. Saturday's principle visit will be to the Great Central Railway in Loughborough. Following the Officers' Conference the Sunday afternoon is to focus on a trip to the Battlefield Railway where their Gala weekend will be taking place.

The Chairman advised the meeting that John Day, as co-ordinator of Members' Weekends, will be stepping down from the role on conclusion of the 2019 gathering. Appreciative thanks were expressed for all his efforts over the last eight years. Doubtless much more of this will be said in the future.

Bill Alborough (23135) expressed his thanks to the Chairman for his running of the meeting.

W R Green
Society Secretary
May 2019