A Charitable Incorporated Organisation (CIO) registered with the Charity Commission
Registered Number 1169995

MINUTES OF THE ANNUAL GENERAL MEETING - 2020

The 84th Annual General Meeting held via Video Conferencing (Zoom) on Saturday 24th October 2020 commencing at 1400hrs

The meeting was called and held as the third of the Society as a CIO.

An advisory notice displayed on the introductory screen included a note to say "This meeting is being recorded". The recording was merely to assist the Secretary in the preparation of the Minutes and not for any other purpose.

The meeting started at 1405hrs with Acting Chairman Callum MacLeod welcoming everyone to the Meeting.

Present:

All the Society Trustees and those co-opted members assisting the Trustees, were present as well as 72 members, giving a maximum total of 87. However, this stated number did vary slightly during the proceedings, due no doubt to technical difficulties with Zoom interface(s); one member joined via a telephone link. A quorum was therefore present.

1. Apologies for Absence:

Society President Reverend Canon Brian Arman, former Chairman Gordon Davies plus 3 other members had submitted their apologies.

2. Confirmation of the Minutes of the 83rd Annual General Meeting held in Coventry on 27th April 2019 and matters arising therefrom:

These Minutes had appeared in the August 2019 *RO.* No objections were raised nor matters arising, so the Minutes were adopted, with Tom Kolisch (22316) proposing and Bob Ellison (8624) seconding.

3. Address by the Acting Chairman – Callum MacLeod:

Callum explained that the meeting should have been held last April, at the Welcome Centre in Coventry, but everyone knew why that could not take place. Clause 11 of the Society Constitution lays out detailed instructions regarding the holding of AGM's and the Trustees were anxious to hold this one within the 15-month deadline, which expired on 27th July, but this was not possible without breaching the UK and devolved Governments' Covid-19 guidelines. When we heard that the Charity Commission were actively encouraging Charities to hold their AGMs via Zoom, it was agreed that ours would be held on this date, as this would have been the Members' Weekend in Taunton.

The Annual Reports, bar one, were prepared for the AGM due to be held on 25th April and were still valid under the current rules. Despite lockdowns, the Editorial Team plus contributors managed to produce a monthly *RO* and, as soon as travel restrictions were lifted, the Archive team resumed work on sorting out material. The Development Team pressed on with the Members' Survey that appeared in the September *RO*, the results of which will be discussed at a forthcoming special Trustees meeting in mid-November. Several other managerial teams, plus Branches, had been able to arrange meetings using Zoom.

Sadly, we had lost several members since the last AGM, and Callum made particular tribute to Roland Pittard and David Pick. Roland had contributed notes and features on the railway scene in South Wales to the *RO* for around 50 years and President Brian Arman had been delighted to present Honorary Life Membership to him at his home; unfortunately, this turned out to be only a month before he died. David was Branch Secretary at Northampton up to the time he died but many would remember him for his sterling efforts in the various roles he performed on the Management Committee; he was also one of the first Trustees when the Society became a CIO in November 2016. A tragic message had reached Callum at 0900 on that very morning but as this impacted on an item to be revealed under AOB, he would wait until then before sharing.

Other changes included the departures of Gordon Davies (Chairman) at the end of April and Bob Green (Secretary) one month later, leading to the appearance of both himself and Geoff Adams in their Acting capacities, though in true fashion, both continue to support us in our new roles. On behalf of all the Trustees and the Society, Callum passed on thanks and good wishes to both of them both for the future. The meeting agenda did not include an address by our President – as members would have seen in the October *RO*, Brian suffered a serious heart attack which landed him in hospital for several weeks, though he has now returned home. It would be at least 6-months before he would be able to resume his Presidential duties but, in a phone call a few days ago, he had thanked members for their good wishes and cards. Callum finally thanked all the Trustees for their hard work on behalf of the Society and support since he took on his Acting role. In particular, he thanked James Milne for taking on the role of Development Committee Chair from Paul Chancellor, who was standing down at the end of November, after many years of dedicated service.

4. Adoption of Reports:

Following the precedents set by his predecessors, and the Reports having appeared in the AGM Supplement issued with the October *RO*, the Acting Chairman did not read these Reports out but invited questions on each one in turn. Before doing so, he referred to some unpleasant emails containing libellous statements and outrageous demands which had been received from one member (unnamed) relating to the Managing Editor and himself. The Acting Chairman warned that any repetition that day, could lead to the member making them being removed from the meeting. He welcomed questions relating to each topic as well as any justifiable grumbles (which the Trustees would endeavour to answer) because that enables things to be put right whenever possible.
The first group of Reports were those from the (then) Chairman, Gordon Davies, Administration by Bob Green the (then) Secretary and on the "Railway Observer" by the Managing Editor, Mike Robinson, which covered a longer period. There were no questions on any of these Reports and adoption was proposed by John Holroyd (9185), seconded by Ronnie McAdam (16090) and adopted nem con.
The next Report was from Treasurer Reg Wood, for the Financial Year ending 31/10/2019; again, no questions. With William Shelford (17085) proposing and David Doulton (21848) seconding, this Report was also adopted nem con.

5. Proposal that the Governance and Management of the Society come under the control of a single entity to be known as a "Board of Trustees":

When the Society became a CIO, it was set up with both Trustees and a separate Management Committee working for them, members of these bodies were very largely the same. Following advice from a Charity expert, it was realised only one body was required. Reasons for the proposal to change the RCTS Governance were given by Gordon Davies at the start of the Supplement that accompanied the March *RO*.
The Acting Chairman then shared a PowerPoint presentation to explain further – copies of the slides used appear as **Appendix 1** to these AGM Minutes. There were no questions.

6. Motion for adoption of the Proposal outlined in Agenda item 5:

The formal proposal was:

"The Trustees of the Railway Correspondence & Travel Society propose that the Governance and Management of the Society come under the control of a single entity to be known as a "Board of Trustees" and that the Rules of the Society be amended accordingly, as notified in the March 2020 issue of "The Railway Observer", albeit with the subsequent minor modifications below:

Rule 1b – *replace* '25th April 2020' *with* '24th October' *and replace* '1st June 2020' with '25th November 2020'.
Rule 3d – *replace all of the second sentence with* 'A branch committee shall meet at least three times in each year (one of which must be an AGM) and minutes shall be recorded of its deliberations at all meetings. These meetings shall be conducted through the medium of electronic communication, provided only that all members of the committee are able to participate in using this methodology. The branch AGM must be a face to face meeting unless it is not possible to hold a physical meeting due to government regulations.'
Rule 5c – *replace* 'audited financial statement' *with* 'examined financial statement'.
Rule 5c – *replace* 'to audit' *with* 'to examine'.
Rule 6h – *Delete this clause*.
Rule 6i – *renumber this clause to* 6h.
Rule 11f – *replace* '1st June 2020' *with* '25th November 2020'."

Clarification was requested by Steve Ollive (14617) regarding the deletion of clause 6h and reassurance was provided that this was a Rule change, and not a Constitution change; the Trustees would not benefit from AVR until the Charity Commission agreed to a Constitutional change. Irene Rabbits (Branch Liaison Officer) and Phil Darlaston (20341) queried the precise wording of Rule 3d and were assured that this would be looked at again by the Trustees and that, under the Constitution, 'rule-directives' could be made if necessary. Terry McNally (20589) also had concerns regarding Rule 3d and Robin Gibbons (22755) pointed out that individual branches needed to be free to make their own decisions regarding the holding of meetings.
The electronic voting closed with a total of 73 +4 (host, 2 co-hosts & 1 phone) giving a grand total of 77 for the motion, nil against and with 5 abstentions; therefore, the **motion was approved**.
The Acting Chairman stated that the Management Committee would now meet to abolish itself and that the Board of Trustees would take over the management of the Society, as from the 25th November.

7. Proposed increase in the size of "The Railway Observer" from A5 to B5:

The proposal was explained by Mike Robinson, the *RO* Managing Editor, who shared a PowerPoint presentation to explain – copies of the slides used appear as **Appendix 2** to these AGM Minutes. Steve Ollive reminded the Trustees that 'membership packs' were designed for A5 documents and sought clarification on font size in the new B5 version - Mike advised that font size was increasing to 9.24 from 8; however, new material was always wanted. Richard Morris (14278) enquired about any increase in postal costs but was assured there wouldn't be any. Peter Brown (10201) enquired whether comparative costs had been sought from other printers and was assured that there had been by both the Managing Editor and Treasurer, the latter also pointing out the high level of service received from the current printers, especially with photographic reproduction. The vote was then taken with 64 +2 (co-hosts), giving a grand total of 66 for the motion, 12 against and with 7 abstentions; therefore, the **motion was approved**.
In concluding this item, the Chairman advised David Bird (Publications Committee Chair) to commence ordering B5 size binders and that the Trustees would need to consider the matter of 'membership packs'.

8. A C MacLeod & G T Adams to be appointed as Trustees:

At this juncture, Callum handed over to Deputy Chairman, David Bird, who explained that two Trustee vacancies had arisen following the retirements of Gordon Davies and Bob Green, former Chairman & Secretary respectively.
Callum MacLeod (12817), who was willing to accept the nomination, had been proposed by Richard Thorburn (21982) and seconded by Ken Falconer (7703); all members were in agreement, with the exception of

Christopher Coxon (21708) who stated that he wished to vote against. Accordingly, the Deputy Chairman advised that Callum MacLeod had been approved for appointment as a Trustee and Chairman of the Society. Geoff Adams (18785), who was also willing to accept the nomination, had been proposed by Roger Sandford (22560) and seconded by Geoff May (22333); all members were in agreement. Accordingly, the Deputy Chairman advised that Geoff Adams had been approved for appointment as a Trustee and as Secretary of the Society.
Both the above posts to take effect from the 25th November.

9. M S Robinson & A P Davies to be reappointed as Trustees:

Both Mike Robinson (10606) and Andy Davies (16964) were standing again for reappointment as Trustees, on rotation as required under the Constitution, and had been proposed by Robert Warburton (12789) and Tom Kolisch (22316), seconded by Geoff Adams (18785) and Steve Ollive (14617) respectively. All votes were for the reappointments, and none against, so Mike Robinson and Andy Davies were duly reappointed as Trustees for another three years. At the conclusion of this item, David returned the meeting Chairmanship to Callum MacLeod.

[Agenda items 10 & 11 – Management Committee Nominations, etc.]
As noted on the AGM agenda, in the light of agenda item 6 having been approved, these two agenda items were no longer necessary.

12. Appointment of Independent Examiners:

The Chairman advised that the Trustees were recommending the reappointment of R M Porter & Co as the Society's Independent Examiners. In answer to a query, Reg Wood stated that Porter's had been our Examiners since 2016 and had provided invaluable assistance as to documentation to be used once we were a CIO; he also ensured that they were suitably qualified. Several members cautioned that a change of Examiners should be explored and may be desirable after a few years. The reappointment of R M Porter & Co as Independent Examiners for the Financial Year ending 31st October 2020 was approved with a vote of 76 in favour and 1 against.

13. To confirm the date and venue for the 2021 Annual General Meeting:

The Chairman reminded the meeting that the Constitution states that the AGM is *normally* to be held in April, but the Trustees did not think it likely things would be back to normal by then. Therefore, instead, they were proposing the AGM be held on the 19th June 2021, with any changes taking effect toward the end of July; this revised date was allowable under the Constitution. It was hoped the venue would once more be the Welcome Centre, Coventry, but contact had yet to be made, or another suitable venue. An announcement would appear in the *RO* as soon as possible.

14. Any other notified business:

The Chairman again provided slides to cover the items notified to the Secretary before the start of the meeting. However, he started by explaining about the sad news that he had received at 9am that morning, namely that Derek Morris, the President of the West Midlands Branch, had died in hospital a few days ago. Poignantly, Callum had been due to announce the granting of Honorary Life Membership to Derek at this meeting but, thanks to lockdown, he had sent him a framed HLM Certificate a few weeks ago. A period of silence was then observed, in memory of Derek and others who had left us in the year.
Other HLMs were then announced, namely both Bob & Lorraine Green (Secretary from 2012 with Lorraine as his Chief Assistant), Dave Elsdon (National Exhibitions Officer for 8 years and the first Branch Chairman

at Hitchin) and finally Ken Falconer (who had fulfilled several roles within the Scottish Branch for a number of years). All had been sent HLM Certificates ahead of the AGM.

Questions that had been submitted were shown on slides, along with answers, as follows:

From Jeremy Harrison (16696):

- "1. In the August *RO*, mention was made of the possible start of national 'Zoom' meetings, but nothing had been said since on this topic. Can we be updated about where we are and whether my offer of assistance will be accepted?"
  Response by the Chairman: "The latest Trustee meeting looked again at how this might be managed and who could administer it effectively. Jeremy's known expertise with 'Zoom' and his willingness to assist is very much appreciated and I hope that someone can be in contact very soon to possibly take this idea forward."
- "2. The reports submitted under Agenda item 4 were those prepared for the original AGM date, and so only cover up to March/April. Given the momentous events since they were written, and the effects they have had on the Society, I feel that supplementary reports are required to reflect these and that the reports in the AGM supplement cannot simply be adopted (as in Agenda item 4(a)), without, as a minimum, a caveat that they were largely written several months ago, and are consequently out of date?"
  Response by the Chairman: "A caveat along the lines suggested by Jeremy was placed at the foot of the front cover of the AGM Supplement and I repeated it in my 'Opening Address' under item 3 of the Agenda. I'm hoping that this has satisfied Jeremy because, under the Rules of the Society, we will not be producing reports about the Society in 2020 util the 2021 AGM."
- "3. Can I please comment on Zoom meetings in general?"
  Response by the Chairman: "Over to you!"

Jeremy commented that he was satisfied with the answers, having missed the caveat at the foot of the AGM Supplement. He appreciated some branches were having difficulty with Zoom meetings, but as national ones were back on the agenda, he would await contact, adding that at the last C&SL meeting they even had a visitor from the USA. DK queried as to why Jeremy's 'Zoom Guide' hadn't been more widely circulated, with Jeremy advising that it had been included in the Branch Liaison Officer's 'Newsletter' and was also now on the website. The Chairman offered to include an item on Jeremy's Guide under Talking Points in a future edition of the *RO*. Tom Kolisch commented that he did not see the need for national meetings as Branch meetings held via Zoom were available to all members, and this was also agreed by Mike Robinson. William Shelford added that help to those branches struggling with Zoom was what also was needed. Jeremy added that use of national Zoom meetings might help those members who were too far to get to actual Branch meetings, once they resumed. Geoff Plumb (11111) enquired if it would be possible to stagger Zoom meetings, rather than having 2 or more on the same night? David Jackman responded that Branches had been asked to change their traditional meeting nights to avoid this but it wasn't always possible. James Milne offered to take the matter of national zoom meetings forward within his Development Committee. Terry McElarney (22569) suggested that with 35 Branches it would be possible for there to be a meeting every evening; David Jackman added that Branches holding afternoon meetings would help.

From Chris Webster (22093):

- "Several years ago, the "original" website was changed and the information circulated was that a new website would be available which would enable a "local administrator" to update the local branches website – there has been no further communications or indication as or if this might happen. Several of my colleagues have commented on the fact that we are not able to see local pictures [or even those of other branches] which may be of local interest which was a feature of the "old" website. These were available and added to the selected limited number published in the *RO*.
  Whilst I appreciate that the society is run by volunteers, why was the "old" website removed before a new and tested one was ready for implementation? I would also be very interested to know how

much was budgeted and ultimately spent on the new website as there is no detailed expenditure shown in the annual accounts?"

David Jackman (webmaster) responded by stating that: The new website had gone live earlier this year and it was debateable whether it was the right time to do so; with IT that was new it was always difficult to judge. During the transfer from the old to the new website, the opportunity was taken to do some spring-cleaning and old material that hadn't been changed for several years was deliberately not transferred. The new website does allow branches to administer their own web pages but he admitted that this had not been well advertised, due to other Covid related activities intervening. As far as cost was concerned, nothing was shown in the accounts because he had done it all himself at no cost to the Society.

Chris thanked David for the answers and asked if a Branch could have more than one administrator and was advised that this was possible.

From Christopher Coxon (21708):

The Chairman stated that due to the seriousness of these questions, the Trustees had met that morning to discuss them and that they would also be discussed at their next full meeting in a few weeks' time. The questions and responses were shown on slides and are reproduced here, verbatim, as follows:

- "1. Do the Chairman, the Trustees, and the Management Committee Members consider, particularly in the light of the Managing Editor's hugely disproportionate personal pictorial representation in the *RO*, and his repeated refusal to publish a topical, reasonable, constructive, and *'Letter to the Editor',* for publication in the *RO*, concerning, inter alia, the cropping, and the electronic manipulation of Member's images prior to publication in the RO*,* that the Managing Editor has an irreconcilable Conflict of Interest between his role as Managing Editor, and his personal submission of images for publication in the *RO*?"

  Interim response by the Chairman and Trustees: "Of the **687** images published in the eleven issues of Volume 90 to date, only <u>75</u> have been credited to the Managing Editor and all have been in accordance with the reasons he provided to the February MC meeting when that body first discussed a complaint received from Mr. Coxon. So far, 98 other members had had their images published in this year's *RO*. With this evidence, the Trustees reject the allegation of 'hugely disproportionate personal representation' which is incorporated in this question and do not consider that any 'Conflict of Interest' has been exhibited by the Managing Editor.

  The letter submitted for publication by Mr. Coxon was far too long and contained too many unproven allegations to be fit for publication in any responsible magazine. In any event, the Trustees respect the Managing Editor's right to determine the content of each issue of the *RO* and to omit any item he considers unsuitable.

  As announced in the June *RO*, the Management Committee was suspended following the April 2020 Trustee meeting and so cannot be party to this or any of the subsequent three responses".

[The Chairman added that Mr Coxon's letter had contained 21 paragraphs. He did not intend taking any comments or questions, as these are an interim response and they are being taken forward to be discussed at the next Trustee meeting]

- "2. If not, how do the Chairman, the Trustees, and the Management Committee Members, objectively and factually justify their individual and collective opinions that the Managing Editor is not conflicted, and that he has not unreasonably abused his position to preferentially select his own images for publication, to poorly crop and badly electronically manipulate Members' images, and to suppress, from printing, reasonable, constructive, and topical correspondence from Members?"

  *Interim response by the Chairman and Trustees: "*Nothing the Managing Editor has done on behalf of the RCTS has been a 'Conflict of Interest', the nature of which is clearly defined in the CIO's Constitution Clause 7.

  The specific example provided earlier to support Mr. Coxon's claim that an image has been poorly cropped and electronically manipulated is the one that appeared on the back cover of the February

RO. As Mr. Coxon could have determined from reading the corresponding caption, this particular image was provided by our Imaging Editor David Kelso who had taken it when a young man with a rather basic camera. In his capacity as the editor responsible for how the *RO* images appear, David had done all the work necessary to convert the former landscape picture to instead be suitable to fit the A5 'portrait' format needed for anything that appears on the back cover. He tells us that he was very happy with the result and that the Managing Editor used it without any further amendment.

Mr. Coxon has not supplied any specific evidence to support the other allegations made in this question and the Trustees cannot consider this aspect until he does so in writing or by email to our Secretary."

- "3. Why does the RCTS, as a responsible Society, not least one which is a Charitable Incorporated Organisation, not have a Formal Complaints Process administered with probity?"

  Interim response by the Chairman and Trustees: **"**The supplement provided with the March *RO* clearly demonstrates that the absence of such a policy had been recognised before this complaint was received. Such a policy was incorporated in the proposed new 'Rules of the Society' which were considered under Agenda Item 6 of this AGM.

  If the new Rules have been accepted by 75% of those present and voting at today's meeting, then they will become effective from 25th November and, of course, all will be administered with probity by the Board of Trustees."

[The Chairman confirmed that the new Rules had been accepted earlier by 75% of those present and voting]

- "4. If it does have one, what is it, and why has the RCTS not responded with probity to any, and all Formal Complaints made to it's Chairman, and Secretary, in 2020?"

  Interim response by the Chairman and Trustees: "Due to an oversight, it appears that the Rules adopted at the 2016 AGM omitted the former grievance procedure but, as shown in the response to the previous question, this has now been corrected.

  As already stated, the earlier complaint made by Mr. Coxon was considered at the February MC meeting and it was understood that a response would be made by the appropriate officers. Following a fresh complaint, it is possible that this may not have been done and an apology has been provided by our Acting Secretary. Our Acting Chairman then responded to the complaints but Mr Coxon has rejected all the explanations given to him.

  The Trustees will be reconsidering his complaints at the next full meeting of the Trustees, scheduled to be held on-line in a few weeks' time."

[The Chairman added that was all we were prepared to say on the matter.]

The Chairman then moved on to make 'An Important Announcement', also shown on slides, the verbatim wording of which is reproduced here:

- A member, who does not wish to be identified, has notified the Acting Secretary that a complaint has been made about the RCTS to the Charity Commission.
- We are aware from the Charity Commission website of what factors might trigger an investigation by the Commission and we don't believe our CIO is in breach of any of them.
- The member who has made this complaint demanded that we advise this meeting of that member's actions. We will also inform the wider RCTS membership in the next available edition of the *RO*.
- However, we await contact with the Charity Commission and, until we know which, if any, of the issues which have been raised will be investigated, it would be inappropriate to comment further at this stage. To do so unnecessarily could bring the Society into disrepute, without justification.

At this juncture, the Chairman finished showing slides via screen sharing.

Prior to the closing of the AGM, Christopher Coxon asked if there was the opportunity to ask a constructive question, to which the Chairman agreed. Mr. Coxon wished to congratulate those involved in running this meeting electronically, the first large Zoom one he had attended, though he noted that only one other member

from his MCNW branch was in attendance, which was disappointing. He also wondered if increasing the size of the *RO* was similar to rearranging the deckchairs on the Titanic, given falling membership numbers, and wondered if the days of 'hard copy' are numbered; was the Society becoming an anachronism, why did we not have our own YouTube channel for example? His suggestions were an attempt to attract younger members, of both sexes. In thanking him for his comments, the Chairman did point out that whilst the Development Committee were looking at ideas, finding volunteers to run things such as YouTube was a problem.
William Shelford added that the Industrial Railways Society produce a quarterly magazine but also an extended on-line version, with additional photographs and interactive links, too large for inclusion in the printed version – something to perhaps consider.
The final question was from Tom Kolisch who asked if the movement of the AGM to June 2021 was to be permanent and he was assured by the Chairman that the ambition, in future years, was to return to AGMs in April, as per the Constitution, and again in Coventry.

The Chairman reminded attendees not to sign-out as, after a 10 minute break, David Jackman would make a presentation of photographs from the Society's Photographic Archive.
He declared the AGM closed at 1640hours

G. T. Adams
Society Secretary
January, 2021

Appendices:

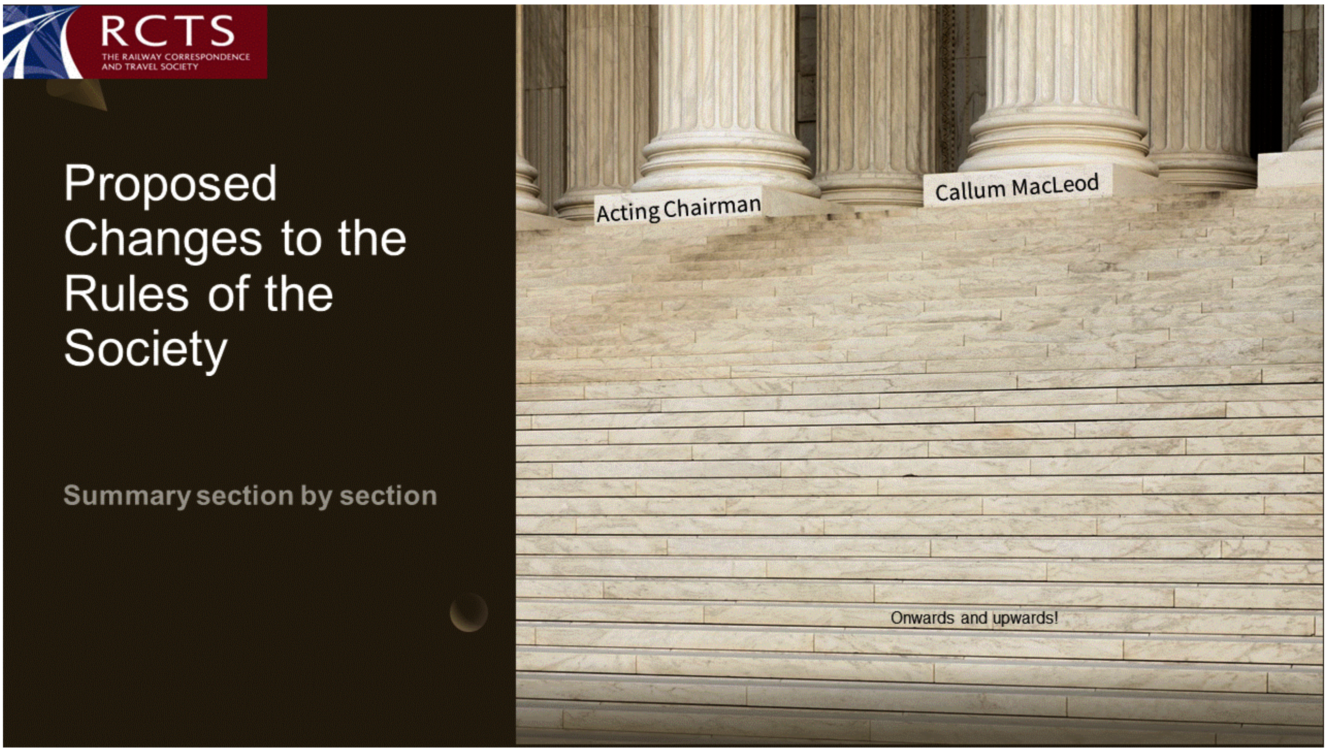
1. Slides used to support Agenda Item 5 (14 slides)

2. Slides used to support Agenda Item 7 (8 slides)

Due to space constraints, the two Appendices noted above are not being reproduced in the *RO* but will be filed with the official AGM papers. Any member wishing to see them should contact the Secretary, who will forward as an email attachment, if possible.
Please note: the content of all the other slides used by the Chairman during this AGM have been included, in their entirety, within the body of these Minutes.

GTA

Appendix 1

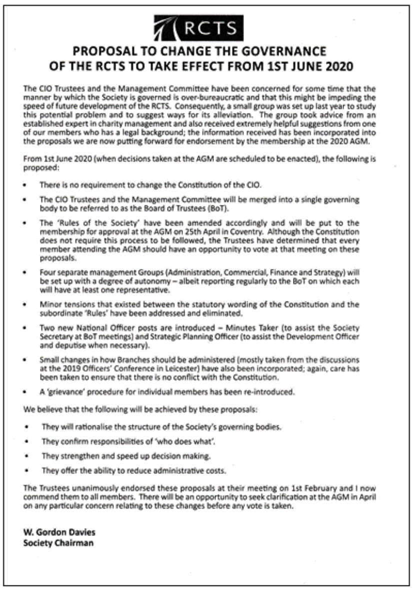


Proposed changes to the Rules of the Society

WHY DO WE NEED TO CHANGE THE RULES?

The reasons can be found on the front cover of the special supplement which accompanied the March 2020 *Railway Observer*.

For more than a year a governance sub-committee carefully considered what was needed to improve the management of the Society and this is the result. Its members were Geoff Adams, Brian Arman, David Bird, Callum MacLeod, John Redgate and Mike Robinson.



RCTS

PROPOSAL TO CHANGE THE GOVERNANCE OF THE RCTS TO TAKE EFFECT FROM 1ST JUNE 2020

The CIO Trustees and the Management Committee have been concerned for some time that the manner by which the Society is governed is over-bureaucratic and that this might be impeding the speed of future development of the RCTS. Consequently, a small group was set up last year to study this potential problem and to suggest ways for its alleviation. The group took advice from an established expert in charity management and also received extremely helpful suggestions from one of our members who has a legal background; the information received has been incorporated into the proposals we are now putting forward for endorsement by the membership at the 2020 AGM.

From 1st June 2020 (when decisions taken at the AGM are scheduled to be enacted), the following is proposed:

- There is no requirement to change the Constitution of the CIO.
- The CIO Trustees and the Management Committee will be merged into a single governing body to be referred to as the Board of Trustees (BoT).
- The 'Rules of the Society' have been amended accordingly and will be put to the membership for approval at the AGM on 25th April in Coventry. Although the Constitution does not require this process to be followed, the Trustees have determined that every member attending the AGM should have an opportunity to vote at that meeting on these proposals.
- Four separate management Groups (Administration, Commercial, Finance and Strategy) will be set up with a degree of autonomy – albeit reporting regularly to the BoT on which each will have at least one representative.
- Minor tensions that existed between the statutory wording of the Constitution and the subordinate 'Rules' have been addressed and eliminated.
- Two new National Officer posts are introduced – Minutes Taker (to assist the Society Secretary at BoT meetings) and Strategic Planning Officer (to assist the Development Officer and deputise when necessary).
- Small changes in how Branches should be administered (mostly taken from the discussions at the 2019 Officers' Conference in Leicester) have also been incorporated; again, care has been taken to ensure that there is no conflict with the Constitution.
- A 'grievance' procedure for individual members has been re-introduced.

We believe that the following will be achieved by these proposals:

- They will rationalise the structure of the Society's governing bodies.
- They confirm responsibilities of 'who does what'.
- They strengthen and speed up decision making.
- They offer the ability to reduce administrative costs.

The Trustees unanimously endorsed these proposals at their meeting on 1st February and I now commend them to all members. There will be an opportunity to seek clarification at the AGM in April on any particular concern relating to these changes before any vote is taken.

W. Gordon Davies
Society Chairman

Proposed changes to the Rules of the Society

1. RULES OF THE SOCIETY – INTERPRETATION, AUTHORITY AND COMMENCEMENT

Clause a) This lists specific definitions, mostly of abbreviations used subsequently within the Rules. There are not many changes here, but the new term 'Board of Trustees' is introduced for the governing body of the Society.

Clause b) Gives the date when the Rules were first adopted in their present form (16th April 2016) and now will need to be adapted to show today's date if this meeting agrees to the changes plus the implementation date (25th November).

Clause c) Unchanged – continues to emphasise that the Constitution takes precedence over the Rules.

Clause d) Corrects the earlier wording to remove a 'conflict' with Clause 26 of the Constitution which says that the Rules need only be made by the Trustees, whereas we have always wanted them to be accepted and adopted by members at an AGM. The Trustees, therefore, have made just one 'Rule' under Clause 26 which is to direct that all other Rule changes must come before this and future AGMs, as appropriate, for approval by those attending.

Proposed changes to the Rules of the Society

2. BOARD OF TRUSTEES *(Previous title "Management Committee")*

Clause a) Defines the maximum size of the Board (12) and the automatic membership of six of these – namely the Chairman and the Branch Liaison Officer, plus the Secretary (also Leader of the Administration Group), the Treasurer (Leader of the Finance Group), the Commercial Officer (Leader of the Commercial Group) and the Development Officer (Leader of the Strategy Group). The remaining members of the BoT must be members of the Society.

Clause b) This is 'new' and confirms how the requirements of two Clauses in the Constitution will be met in respect of appointing a Chairman for its meetings, together with how a Deputy or another Trustee might take over in the Chairman's absence.

Clause c) Replaces former Rule 2d and removes a 'conflict' with the Constitution. It deals with the term of office for each Trustee and how re-appointments (at an AGM) should be 'rotated'.

Clause d) Replaces former Rule 2b and deals with co-options (to fill vacancies, but not to exceed 12 BoT members) to the Board of Trustees.

Clause e) Replaces former Rule 2c. Deals with the notice for each BoT meeting and how many will form a quorum.

Clause f) This is new and requires the BoT to meet at least three times each year.

Clause g) This is new and allows BoT meetings to be conducted by electronic communication, but only if ALL Trustees (plus the Minutes Secretary) are able to participate using this medium.

Clause h) This is new and requires the BoT to direct the creation and maintenance of a Risk Register.

Clause i) Replaces former Rule 2f and emphasises that all BoT decisions are final!

Proposed changes to the Rules of the Society

3. FORMATION AND RUNNING OF BRANCHES

Clause b) *Changed at the request of those branch representatives attending the 2019 Officers' Conference in Leicester*. Sets out more clearly the posts required and maximum size for each elected branch committee.

Clause c) Wording changed to reflect the titles of both the Branch Liaison Officer and the "Officers Handbook".

Clause d) *Another change following last year's Officers' Conference*. Now only necessary for a branch committee to meet three times a year as a minimum – but can, of course, meet more frequently if desired. Our original plan was to allow up to two of these meetings (but not the Branch AGM) to use electronic communication – but events this year have demonstrated that we should now permit ALL committee meetings to be held via electronic communication, if appropriate, plus the Branch AGM if that is unavoidable.

Clause e) Changed to remove 'for the benefit of members' as that conflicts with the Constitution. Otherwise unaltered.

Clause f) This is new and requires all branch activities to be risk-assessed (with the conclusions documented) in accordance with the guidelines in the "Officers Handbook".

Clause g) This is also new and imposes restrictions on branches entering into potentially onerous contracts which might invalidate the RCTS's insurance policy.

Clause h) Replaces former Rule 3f *(dealing with participation in branch events)* but is otherwise unchanged.

Proposed changes to the Rules of the Society

4. ROLES OF NATIONAL OFFICERS, GROUP LEADERS & OTHER OFFICERS *(Previous title "Roles of National Officers")*

Note: This entire 'Rule' has been re-written and bears only scant resemblance to its predecessor!

Clause a) Sets out the responsibilities of the Chairman, Secretary and Treasurer. It also defines how the Deputy Chairman can be selected.

Clause b) Refers to the direction by the Trustees (under Clause 18(2) of the Constitution) that the day-to-day management of the Society shall henceforth be undertaken by four Groups – Administration (always led by the Secretary), Financial (always led by the Treasurer), Commercial (led by whoever is so chosen from amongst its members) and Strategy (ditto). It also lists which officers shall be members of each Group (and two new ones will be required – a 'Minutes Taker' and a 'Strategic Planning Officer').

Clause c) Gives each Group Leader the authority on how to manage their respective Groups – but also requires progress reports to be submitted to the BoT.

Clause d) Prevents the Society Chairman from leading any of these Groups but does allow him or her to be a member of any Group.

Clause e) Prevents any Group Leader from leading another Group but does allow him or her to be a member of that Group, other than the role of 'Minutes Taker' (because the latter post cannot be held by a Trustee).

Clause f) Allows any BoT member who is not the Society Chairman nor a Group Leader to serve on any of the Groups in one of the other designated capacities – again, other than the role of 'Minutes Taker'.

Clause g) Allows the Trustees to appoint other Officers as required, including the President and any Vice Presidents.

Proposed changes to the Rules of the Society

5. FINANCE

Clause a) *(Control of national finances)*. 'MC' is replaced by 'BoT' but is otherwise unchanged.

Clause c) *(Treasurer's responsibilities).* Unchanged, except that we now need to change 'audited' to 'examined'.

Clause d) *(Appointment of Independent Examiners).* Unchanged, except that 'Auditors' needs to be replaced by 'Independent Examiners' and we also need to change 'audit' to 'examine'.

Proposed changes to the Rules of the Society

6. MEMBERSHIP

Clause b) *(Application to join the RCTS).* 'Membership Secretary' is replaced by 'Membership Officer', but is otherwise unchanged.

Clauses c, e & f) *(Membership & magazine fee; life membership; Honorary Life Membership).* 'MC' is replaced by 'BoT' but each is otherwise unchanged.

Clause d) 'MC' is replaced by 'BoT' and the clause has been expanded to prevent someone joining under a special offer then resigning and attempting to rejoin under another offer until twelve months has elapsed.

Clause g) This is new and 'legalises' the new Active Volunteer Recognition (AVR) classification introduced last year and described under Item 7 of last year's AGM Minutes.

Clause h) We now wish to remove this new Rule because of a possible future change to the Constitution which might be granted by the Charity Commission (based on earlier precedence).

Clause i) This is new but will need to be renumbered to **6h** if the previous clause is removed. This reintroduces a 'grievance procedure' for members to follow in strict confidence.

7. CHANGE OF ADDRESS

This Rule is unchanged.

8. MISUSE OF THE NAME OF THE SOCIETY

This Rule is mostly unchanged, but now contains reference to these Rules as well as to the Constitution.

9. VISITS

This Rule is unchanged, except 'MC' has been replaced by 'BoT'.

RCTS THE RAILWAY CORRESPONDENCE AND TRAVEL SOCIETY

Proposed changes to the Rules of the Society

Former Rule 10 – "The Railway Observer"

This was never a 'rule', just a statement of fact, so it has been removed. Reference to the *RO* has been incorporated in the new Rule 10 which is:

10. SOCIETY COPYRIGHT

This Rule replaces former Rule 11.

Clause a) *(Copyright of* RO*).* Part of former Rule 10 now opens this clause. The only other change is that 'BoT' replaces 'MC'.

Clause b) *(Copyright of other Society publications).* 'Publications Officer' replaces 'Publications Committee Chairman' and 'BoT' replaces 'MC', but otherwise unchanged.

Clause d) *(Copyright of photographs).* Removed because it was a legally dubious statement! Copyright may or may not be claimed by the photographer or the owner of each image, but they are protected by law without the need for the Society to intervene.

Proposed changes to the Rules of the Society

11. ALTERATION OF RULES

This Rule replaces former Rule 12.

Opening Statement) Part of former Rule 10 now opens this clause. The only other change is that 'BoT' replaces 'MC'.

Clause d) *(Possible ballot of all members following a Rule Change at an AGM).* '12c' has been replaced by '11c' and 'MC' has been replaced by 'BoT', but otherwise unchanged.

Clause e) *(Earliest date when a Rule change can be implemented).* '12d' has been replaced by '11d', but otherwise unchanged.

Clause f) *(Specific reference to today's proposed Rule changes).* This is new and now requires '1st June 2020' to be replaced by '25th November 2020' to reflect today's postponed AGM.

Proposed changes to the Rules of the Society

12. GENERAL

This Rule replaces former Rule 13.

Clause a) Now makes the 'Membership Year' and the 'Administrative Year' the same, reflecting what we have been doing for some considerable time! 1st January to 31st December are the relevant dates.

Clause b) Now makes 1st June the date both for starting new appointments to the BoT voted for at an AGM as well as implementing decisions taken at that AGM – however, the Trustees have ruled that the date this year will be 25th November and they reserve the right to make reasonable changes in future years depending on any national emergency or other problems that may have arisen (this will be in accordance with the Constitution).

Appendix 2

Railway Observer Relaunch

Objective.

- To produce a larger more readable magazine combining enhanced reproduction of member supplied images with a larger typeface to improve overall legibility of the magazine for the membership.
- To establish the Railway Observer as a byword for high quality railway photography and enable the RO to act as a key element in the RCTS recruitment campaign for new members.
- To further improve RO photographic presentation quality, encourage membership by many more active photographers, and popularise the concept of the RO as ***the*** UK's leading monthly purveyor of high quality railway photography.

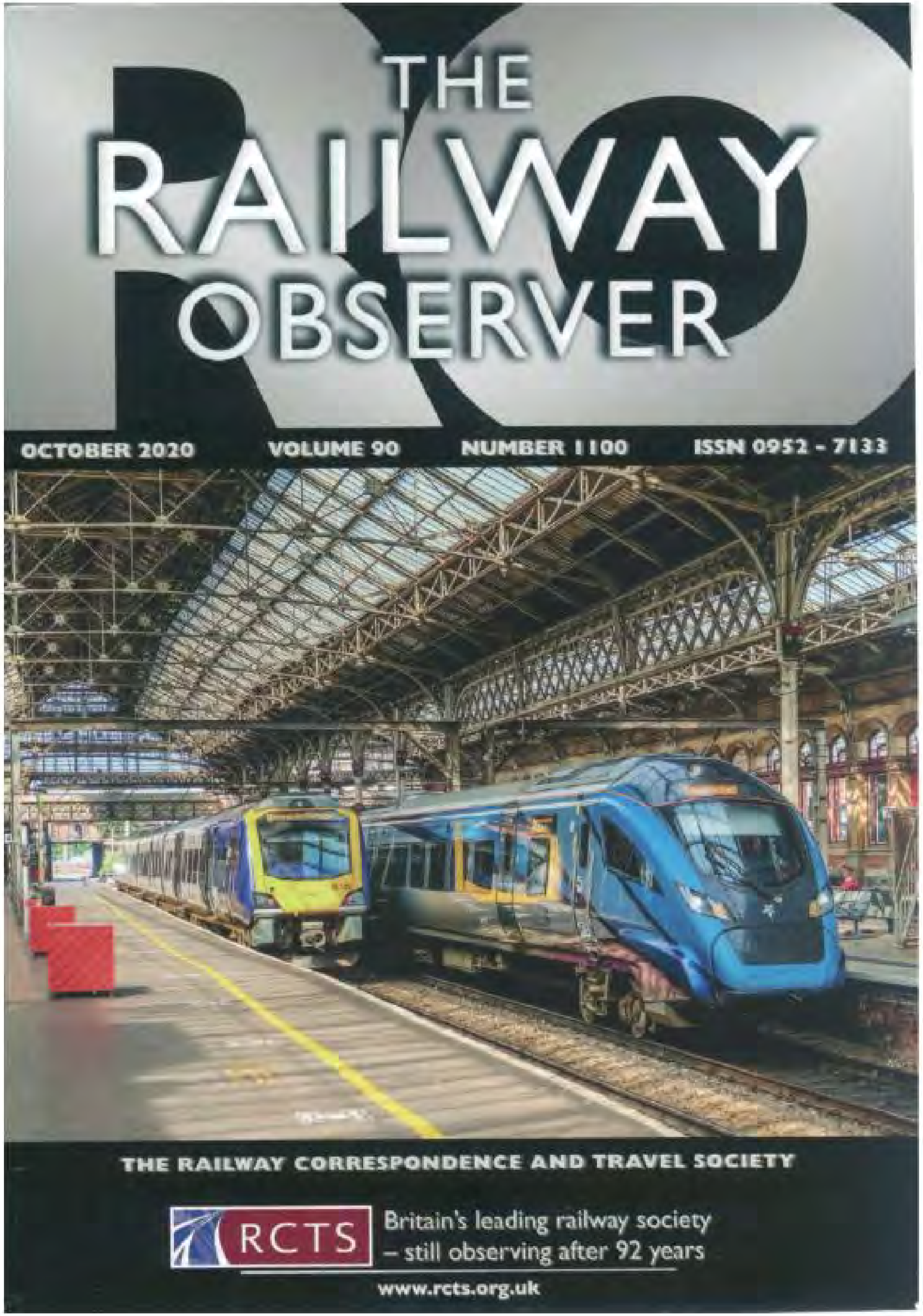
Railway Observer Relaunch

Methodology

- Increase the base size of the Railway Observer from its present A5 size to the 15% larger B5 format.

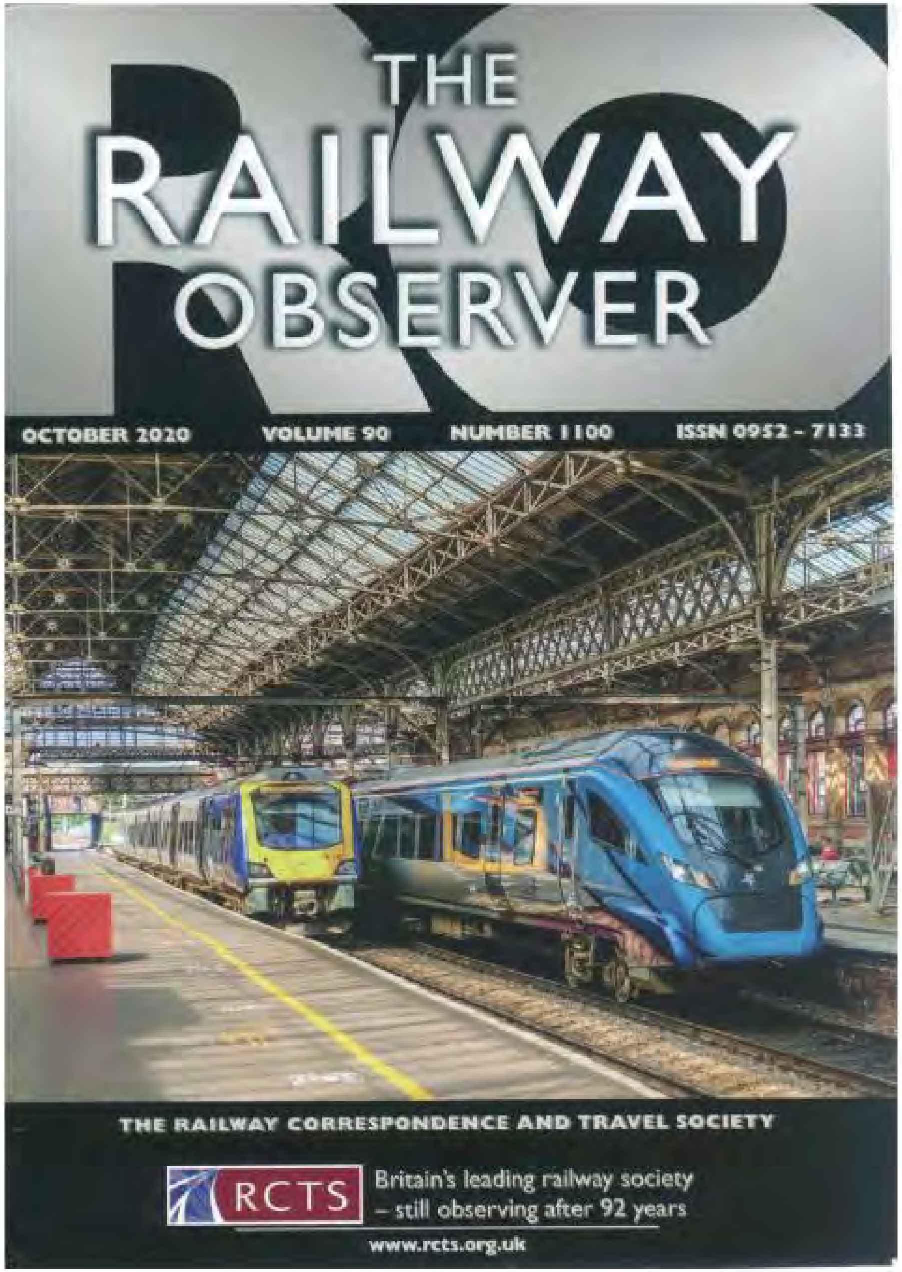
- To continue developing our internal photo technical process working with our print suppliers to achieve the best possible reproduction of material for the RO publication in both printed and digital formats.

- To incorporate in the RO, subject to volunteer support, some of the more popular ideas emerging from the recent member survey – for example including more emphasis on freight movements.



Railway Observer

Relaunch



THE RAILWAY OBSERVER

OCTOBER 2020 VOLUME 90 NUMBER 1100

MEMORY THRO' THE LENS

Ex-L&Y 0-4-0ST 'Pug' 51218 at Dyffryn Yard shed, Port Talbot – 1st March 1963

In the course of several visits to Agecroft shed during late 1962 and early 1963, I built up a friendly relationship with one of the shed foremen with the intention of photographing as many as possible of the allocation of ex-L&Y 0-4-0ST Pugs. I was confident of achieving this aim until one day during February 1963, when on arrival at the shed, I learned that 51218 had unexpectedly been transferred to Swansea for use in the docks.

I decided to act! Rail travel and a leave pass were swiftly arranged and the evening of 28th February 1963 found myself enjoying a pint of beer in the famed buffet at Stalybridge station prior to joining the York to Swansea 'mail'. Fortunately the passenger portion was fairly empty so that I was able to enjoy a compartment to myself and a renewed acquaintance with 'old haunts' from days then long past, along the Central Wales Line.

Dawn was breaking as the train arrived at Pantyffynnon and no sign of a Pug among the occupants of the shed yard. The same on arrival at Swansea Victoria where occupants could be scrutinised from the station platform before a very tasty full Welsh breakfast in a café outside the station and a walk out to Danygraig, including a call into East Dock. Foremen at both sheds were very helpful but unable to comment on the whereabouts of the Pug, and it was the same again at Neath.

It was St David's Day and the overcast sky was brightening as I walked up the road from Port Talbot station to Duffryn Yard shed. As I approached the gate , the sun appeared and illuminated the wanted Pug, sitting forlornly just inside. The foreman told me that it had been towed in after running hot at the western edge of Cardiff – and that I was welcome to take a photograph!

Some time afterwards, the late Rowland Pittard confirmed that, after its sojourn at Duffryn Yard, the Pug had reached Swansea in due time. But I have never seen any photographs or records of it in use or action whilst it was there. I wonder, do any exist?

John Benson

RCTS ANNUAL GENERAL MEETING 2020

As announced in the September *RO* this year's RCTS Annual General Meeting takes place as a video-based event on 24th October. Full details of how to participate in the meeting were included in the September edition of *The Railway Observer* and are also summarised in the AGM supplement included in this *RO* package. The Supplement, which is also available as a downloadable PDF and an e-mag on the Society website – *www.rcts.org.uk* – provides the Agenda, and includes Society Officer operational reports for the year up to April 2020. The 'Programme for the Day' can be found on page 702 of this issue.

Railway Observer

Relaunch

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649

Railway Observer

Relaunch

Railway Observer Relaunch
Why not A4?

Composition - Not suitable for a monthly volunteer publication and require major process change.

Cost - Increases costs by over 30% and hence unaffordable.

Size - Reduces number of RO pages to around 56 from 76.

Market - RO is mail only and does not need to fight for attention against commercial mags on store magazine racks

Railway Observer Relaunch

Process and Operational Considerations

Technical.

Builds on proven editorial process developments of recent years. Feasibility of larger format RO already proved within both editorial and print processes.

Financial.

Whilst the larger RO will incur a cost increase of around 6.5% in RO production costs, the Trustees have as part of their annual financial planning, already determined that the resizing will not result in any increase in membership fees.

Annual Binders.

B5 size binders will be available for sale shortly after adoption of the larger size RO.

Railway Observer Relaunch

And Finally :-

As an unrepeatable offer to members with remaining unbound years of the A5 RO, A5 binders purchased before the end of January 2021 will, *subject to stock availability and a limit of 5 per member*, be sold at a special post paid rate of £5 per binder.