MINUTES OF THE ANNUAL GENERAL MEETING - 2021

The 85th Annual General Meeting held via Video Conferencing (Zoom) on Saturday 19th June 2021 commencing at 14.00

The meeting was called and held as the fourth of the Society as a Charitable Incorporated Organisation, registered number 1169995.

The meeting host, David Jackman, advised that the meeting was being recorded. Society Chairman Callum MacLeod then welcomed everyone to the Meeting.

Present: All the Society Trustees, including co-opted members, were present together with other members, giving a maximum total of 115. A quorum was therefore present. However, this stated number did vary slightly during the proceedings, due no doubt to technical difficulties with Zoom interfaces.

1. <u>Apologies for Absence:</u>

Six members had submitted their apologies and these had been noted by the Society Secretary and will be filed with the record of the meeting.

2. <u>Confirmation of the Minutes of the 84th Annual General Meeting held via Video Conferencing (Zoom) on 24th October 2020 and matters arising therefrom:</u>

These Minutes had appeared in the March 2021 *RO.* The Chairman reminded the meeting that the 2020 AGM was a particularly important one, when agreement was given to new Rules on the governance of the Society and the adoption of the B5 Size *RO*. No objections were raised nor matters arising, so the Minutes were adopted, with Ian Baird (17814) proposing and James Milne (23069) seconding, and no one against.

3. <u>Address by the Society Chairman – Callum MacLeod:</u>

"Good afternoon again and many thanks for joining the 85th Annual General Meeting of the RCTS. As already announced at the start, we are recording this session solely to assist our secretary who will delete the recording as soon as he has completed his drafting of the Minutes. A feature of Zoom is that it only records whoever is talking or making a loud noise so, if you don't want to appear, please click on the mute button.

I now have an apology to make because there are going to be two last-minute changes to the agenda. The first is a nice one – our President, who admits to not being very savvy with computers, is today the guest of Bristol Branch Treasurer Stewart Jolly and, by using Stewart's computer facilities, has asked to say a few words to supplement his 'Address' in the June *RO.* I have, therefore, added this as Item 3a, to immediately follow myself.

The second change is, from my point of view, not so good because Roger Sandford, one of our candidates to stand for appointment as a Trustee under Item 7, has advised that, for personal reasons, he wishes to withdraw his candidacy and also to resign as the Society's Publicity Officer. If considered necessary, the BoT may be able to allocate the 12th available place amongst the Trustees by co-option – but the position of Publicity Officer will be harder to fill and I would welcome anybody interested in taking on this role and thereby helping us to keep the Society's name to the fore amongst all rail enthusiasts. I should say, however, that Roger has kindly agreed to continue as chairman of the Chichester branch.

In the various reports which are coming up for consideration under item 4 on the agenda, there is mention of the many tragic losses in 2020 within our membership – some as a result of the Covid pandemic, some through other illnesses or old age. All will be greatly missed. Sadly, I have to report a more recent death, that of my former Management Committee colleague and, until last December, a fellow Editor in the shape of Peter Robinson who passed away last month following a long battle with prostate cancer. My tribute to him will be appearing in the July *RO* which is currently with the team of proof-readers.

Another member to mention is our former, longest-serving President Hugh Gould who is not very well at present and has spent a considerable amount of time recently in hospital. He is now back home in Ilford receiving palliative care, but we are quite worried about him and have sent him our very best wishes.

Finally, Geoff Adams and I have already been notified of several AOB items and no more can now be accepted under Item 11 of the agenda. If you want to raise a question about our activities last year, please do so under Items 4a and 4b when I offer the various reports for examination by those of you here today. Otherwise, please wait until next year's AGM – or drop me an email after this meeting and I'll see what I can do to respond to your points.

Thank you for your attention and I'd now like to hand over to our President, the Reverend Canon Brian Arman."

3a. <u>Supplementary Address by the Society President – Reverend Canon Brian Arman:</u>

The President thanked the Chairman for the opportunity to say a few words and apologised for his lack of availability of late, but he was now well on the road to recovery following his recent heart attack. He had been impressed with the way the Society had responded to the pandemic, with the *RO* keeping going – he had received two copies whilst in hospital, which was a bit of a lifeline.

Thanks were due to the Society Trustees for fulfilling their roles with considerable aplomb, especially as we had a new Chairman and Secretary. He was looking forward to the resumption of face-to-face meetings in the autumn and thanked those for organising the zoom meetings.

Finally on a personal note, Brian said he had received over 100 cards and messages whilst in hospital, for which he was really grateful, and he was looking forward to resuming Branch visits again soon.

4. <u>Adoption of Reports</u>:

These reports had appeared in the AGM Supplement, which appeared with the June *RO*. The Chairman apologised for an error that appeared on page 13 of the Supplement, whereby the reference to Peter Clark retiring should have read Peter Robinson; Peter Clark remained as Nostalgia Editor.

4a <u>Adoption of the Reports of the Group Leaders and Officers (other than Financial):</u>

There were no questions on these reports and their adoption was proposed by David Collins (22565) and seconded by Tom Kolisch (22316) and agreed no one against.

4b. <u>Adoption of the Financial Report for the year ending 31/10/2020:</u>

The Chairman screen-shared a pre-notified question from Robin Gibbons (22755) concerning Publication Sales: "The Treasurer's report refers exclusively (I think) to sales of Society published books with a Publication Sales figure of £6,353 appearing in both the report and the accounts. To the extent that Branches sell second-hand books, where would sales of those be recorded (I appreciate that such sales will have been very much reduced by the lack of physical meetings for much of 2020)?

In response, the Treasurer stated that "The figures in the Society Accounts relate only to books sold and accounted for centrally.

For Society titles, Branch sales are included as they are accounted for from Branch quarterly returns. For other Branch Sales, e.g. second-hand books, the proceeds of these are wholly retained within the Branches and are not included in the national accounts. The value included in the Society Accounts for Society book sales by Branches is the sales revenue, less the Branch sales commission. A pilot scheme for five Branches is in operation where these Branches "buy" their Society titles when they acquire their stock; other Branches hold their stock on the behalf of the national Society and account for sales as they take place".

As a follow up, Robin Gibbons enquired as to why Branch figures weren't captured in the national accounts and the Treasurer (Reg Wood) stated that the time that would be taken to consolidate the figures from 29 Branches into the national accounts, would mean the figures not being ready within the required timescales. For monies deposited by Branches centrally, these amounts are shown in our national bank account and also under creditors, with a separate line for 'Branch investments'. The amount from East Midlands had been received too late to appear in the figures presented here, but would appear in subsequent years. With Assistant Treasurer (Branch Finances), Eric Rattray, Reg Wood confirmed he kept a close eye on Branch accounts, especially in regard to VAT and by routing those figures centrally, it enabled him to refund the VAT Branches paid out, invariably more than incurred from their sales.

Stuart Hicks (17568) enquired as to why part of the shared screen was obscured but the Chairman stated that he was aware of this Zoom problem, hence his reading out what the screen said and each member would need to adjust their own screens.

There were no further questions and adoption of the Financial Report, for the year ending 31/10/2020, was proposed by Stuart Hicks (17568) and seconded by Roger Hawes (11728) and agreed, with no one against.

5. **Proposal to amend the Rules of the Society:**

It was proposed by the Trustees that Rule 3d should be corrected to read: "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 may be conducted through the medium of electronic communication. The branch AGM should be a face-to-face meeting unless it is not possible to hold a physical meeting". This proposal was seconded by James Crowe (21086) and with no one objecting, the Rule change was agreed.

6. **Membership discussion on a potential future change to the Society Constitution, whereby Trustees can also benefit from AVR, in line with all Society members:**

Constitution Clause 6d provides that a majority of Trustees should not benefit and the suggested proposal is that this clause be amended by adding the following at the end of the existing wording: "with the exception (only) of Active Volunteer Recognition which, if awarded to any or all of the Trustees, must not be at a rate different to that granted to any other member of the CIO." Any amendment to Clause 6d will need approval, in writing, from the Charity Commission before it can take effect and will then be put to the membership again for final approval.

The Chairman explained that, with his PLM, he was completely unbiased in this matter, and we were merely seeking membership approval to approach the Charity Commission. The old 'free' membership scheme was lost when we became a CIO. Stuart Hicks (17568) queried why the Trustees were doing this and was advised that currently the Trustees had to pay the full subscription for the benefit of running the Society. Richard Morris (14278) suggested that the old scheme be referred to as the Annual Honorary Membership, rather than 'free'. Tom Kolisch (22316) asked about the position of Trustees who also held a Branch position and was advised that there would be no need for a Branch to nominate anyone who was also a Trustee. Trustee David Bird also pointed out that he was an HLM, thus reducing further the number of Trustees who may be considered for AVR.

The Trustees were proposing this and with both Ian Baird (17814) and Eric Rattray (21162) seconding, the proposal was agreed unanimously.

7. **Trustee Appointments:**

The following were standing to be appointed for a period of three years, background resumes had appeared in section AG3 of the AGM Supplement:

James Milne (23069), currently Acting Development Officer: Proposed by Callum MacLeod (12817), seconded by Irene Rabbitts (20072), James Milne was unanimously appointed.

Matthew Shaw (24770), had recently taken over as Webmaster: Proposed by Mike Robinson (10606), seconded by David Kelso (4827), Matthew Shaw was also unanimously appointed.

8. **Trustee Re-appointments:**

The following were standing to be reappointed for a further period of three years:

David Goddard (21347), Membership Officer: Proposed by Bob Green (20772), seconded by Geoff Adams (18785), David Goddard was unanimously re-appointed.

Irene Rabbitts (20072), Branch Liaison Officer: Proposed by Steve Ollive (14617), seconded by Tom Kolisch (22316) Irene Rabbitts, was unanimously re-appointed.

John Redgate (13470), Trustee: Proposed by Tony Skinner (13596), seconded by Rodney Lissenden (6478), John Redgate was unanimously re-appointed.

9. **Appointment of Independent Examiners:**

The Board of Trustees recommended that R. S. Porter & Co. be re-appointed as the Society's Independent Examiners. The Chairman noted that a discussion had taken place at the last AGM about possibly changing the Independent Examiners and this had been looked at by the BoT but it was decided to remain with Porter & Co. for the time being. The Treasurer advised that this Company were registered with various Government bodies as Independent Examiners and that the staff examining the Society accounts were regularly rotated. The recommendation was seconded by Eric Rattray (21162) and R. S. Porter and Co. were duly unanimously re-appointed as the Society's Independent Examiners.

10. **To Confirm the Date and Venue for the 2022 AGM:**

It was being suggested that the next AGM be held on Saturday the 23rd of April, 2022, and as a face-to-face meeting at the Welcome Centre in Coventry.

11. **Any Other Business:**

01. National Meetings question[1] from Tom Kolisch (22316): Tom spoke to his question concerning the plans and future of National Meetings, and a slide noting his points was shared, via zoom, with the membership. The Chairman advised, after discussion with the Development Officer, that the three experimental 'National Meetings' will be reviewed and refined as necessary and we already have useful statistics on attendance levels (numbers, not names) at all RCTS Zoom meetings The dates for these were all set for dates that did not appear to have been selected by any Branch for their own Zoom meetings and attracted members and visitors from across the country and were helping to plug the gap as around 14 Branches were not making use of Zoom. They were arranged to test potential demand and offered something for members who might otherwise miss out for various reasons, and nostalgic topics were deliberately chosen. Tom's views would be considered as part of the review of the future of National Meetings.

02. Conduct of Zoom meetings question[1] also from Tom Kolisch: Tom suggested that: any media representative, if known, made known to the speaker; no recording unless written consent from the speaker; and participants should follow the Chatham House Rule ("participants are free to use the information received, but neither the identity nor the affiliation of the speaker nor that of any other participant may be revealed)." These were followed in Tom's Surrey Branch. The Chairman's response advised that this AGM will be recorded solely for the benefit of the Secretary (in preparing the minutes) and this was in accordance with the updated Privacy Policy and in accordance with UK Law, the Constitution and Rules of the Society. Branches could establish their own policies provided they did not breach these principles. James Milne added that a speaker at a physical meeting should also be asked if they were happy, or not, to be recorded, on say a mobile phone, and permission also to be sought for an entry in, say, Branch News or the *RO*.

Richard Whitehead (23103) added that Tom's points were under discussion in a sub-committee of the Strategy Group and that the National Meetings had attracted new members from outside the normal Branch footprint.

03 Update for Branches on Newsletter 204 from the Society Chairman: This Newsletter provided guidance to Branches on the possible resumption of meetings, but this was now delayed until 19th July, maybe later. Branches should not plan for resumption of indoor meetings until the early autumn and continue to monitor government decisions and advice. The Scottish and South Wales Branches will need to follow the guidance from their devolved administrations. The Branch Liaison Officer will issue another Newsletter when any new information is known.

04 <u>News on power car 43014 *The Railway Observer* (by the Society Chairman):</u> 43014 had been unveiled by Vice President Eric Palmer on 14/06/2014. Sir Peter Hendy, Network Rail Chairman, had recently contacted Callum to say that he wanted to bestow an "appropriate" name on to 43014 in September but that he had spoken to John Smith of GBRf, who had instead agreed that our name could be carried on one of its Class 66 locomotives. NR would pay for the casting of a new, larger nameplate and lay on an unveiling ceremony. The BoT had been consulted and thought this was very generous of both companies and had given the Society Chairman authority to indicate agreement to this proposal. Further details will appear in the *RO* in due course.

05 <u>'Amazonsmile' Charity Initiative (by the Society Chairman):</u> At short notice, the RCTS had been given the opportunity to register (free of charge) as a charity which will benefit financially from all Amazon Prime purchases made by its 'supporters', who could nominate a charity which will receive 0.5% of the amount spent by that customer at any time; this would rise to 5% on the Monday and Tuesday (only) of the next week. To select the Society as your chosen Charity, log-in to Amazon Prime and enter 'Railway Correspondence' – not RCTS on its own. For this initiative, the Society is registered in Bognor Regis - please tell your friends! Details will also appear in the *RO.*

There being no further business, the Society Chairman declared the AGM closed at 15.10.

[1] *Copies of the slides used by the Chairman to support AOB questions 01 & 02, showing the questions and responses in full, are not reproduced in the Minutes to save space, but are held by the Secretary who will forward as an email attachment, if possible, to any member requesting them.*

[2] *Similarly, copies of the slides used by the Chairman for AOB items 03, 04 & 05 are also available on application to the Secretary.*