



# West Somerset Railway Association

Registered Office: The Railway Station, Bishops Lydeard,  
Taunton, Somerset, TA4 3BX

Company Limited by Guarantee No. 296 8284 Registered Charity No. 1041901

## Minutes of the 17th Annual General Meeting held on Saturday 9th July 2011 at the Village Hall, Bishops Lydeard at 14.00.

### Present:

Chairman – S Roberts	
WSR Association trustees D Bishop P Conibeare G Cross M Davies P Gardiner B Lee D Randall W Turner D Williams	WSRA Promotions director S Kaufman

Amongst the audience of a further 92 members were:

M Randle – Financial manager

K Sandford – Administrator

### Item

The Chairman warmly welcomed all members to their meeting and took a moment to introduce himself as the recently elected Chairman of the Trustees.

Member Ken Davidge requested insertion of extra business in the Agenda, particularly relating to matters which were likely to come up in the informal Q&A session after the close of the formal part of the AGM, so that they would form part of the official AGM business and be minuted. The Secretary explained that all members must be notified of the totality of business of general meetings, and at appropriate notice. To introduce additional AGM business at this stage would represent a disenfranchisement of the absentees amongst the 6906 members on the electoral roll. A suggestion by the member for a consequent adjournment of the meeting was not taken forward.

#### 1 **Absence and proxies**

Apologies for absence had been received from WSR Plc chairman Humphrey Davies, auditor Paul Hake and three members in addition to the apologies received from a further 81 members via their proxy notices, two of which were to be exercised by Ian Aldridge and the remainder by the Chairman.

#### 2 **Minutes of the last meeting**

The minutes of the 16th Annual General Meeting held on Saturday 10th July 2010, having been published on the Association website and circulated to all members attending the meeting today, were taken as read. No amendments being required, their acceptance as a true record of the previous meeting was proposed by Lionel Jones, seconded by Geoff Evens and agreed unanimously by a show of hands of the members present.

**3 WSRA Chairman's report**

The Chairman opened by thanking the members for coming and for the support that they had given the Association in the past year. In reporting that the WSRA had come through the year in better shape than forecast this time last year, he paid tribute to the stewardship of the Association by David Holmes.

Much of the success was due to careful and constant attention to income streams, but most was due to the hard work, dedication and loyalty of the members, volunteers and staff alike, to whom the Chairman offered the gratitude of the Trustees. He noted particularly the income from trading arm Promotions, net of the new management charge of which members would hear more later, exceeded that of 2009 – a real achievement in the current economic climate.

The 2010 accounts presented in the Annual Report and Financial Statements had benefited from procedural improvements, and the Chairman noted the Trustees appreciation of timely monthly management information, in addition to a more rigorous approach to allocating costs leading to the introduction of an inter-company management charge.

The Association group employs staff in its trading activities where, the Chairman noted, the staffing levels are directly proportional to the work output. Volunteers, stretched by rising costs, diminishing income and more demanding workloads, were simply not coming forward in the numbers needed.

The Association group also employs three staff to look after the day to day activities of communication, membership matters, accounting, management, personnel issues. The Chairman noted that, as activity had grown and the consequent workload increased, the Association's professional advisors had regularly warned the Trustees of the risks of operating with such light levels of management where staff costs represented less than 4% of the financial activity – a level of overhead many organisations would regard with considerable envy. The Chairman asked members to acknowledge the incredible service and value the Association receives from its staff.

The detail of the Association Group's financial performance would be expanded shortly by Association Manager Susan Kaufman but in summary the Chairman noted that the membership and donations income remained strong for which he thanked the members, in particular for their loyalty and assistance in difficult and uncertain financial circumstances.

Noting volunteers involvement in every facet of Association activities, and their vital contributions to the continued success of the West Somerset Railway, the Chairman went on to remind members of the purpose of the West Somerset Railway Association as defined in its Articles of Association and its Charitable Object which is to promote the education of the public in the heritage aspects of a typical Great Western Railway branch line, in particular the West Somerset Railway, restore, preserve and display locomotives and associated equipment, buildings, landscapes, memorabilia and documentation and further the development of associated heritage engineering skills.

Charities being now required by law to make a statement of public benefit, the Chairman pointed out to members that part of the Annual Report which described free public access to the Gauge Museum, and to Williton Restorations workshop at Galas as well as to station restoration projects and educational projects.

Turning now to the Association's objectives for 2011 and achievements in 2010, the Chairman noted particularly the Trustees support for the 'All One Railway' philosophy. The Gauge Museum continued to host WSSRT's GWR sleeping car and locomotive 4561 was being assessed for restoration at Williton where an apprentice had been taken on. Norton Triangle was very close to completion, surplus ballast sales were improving and Norton Fields hosted the August Rally. RAMS had completed the Stogumber waiting room and the Association Permanent Way gang had reached a milestone 500 sleeper changes. The Chairman also took

this opportunity to thank donors and the estates from which legacies had been received.

Outlining the support for heritage projects along the line, the Chairman mentioned assistance given to Watchet to restore toilet facilities, to Crowcombe for a lighting project and Stogumber for the waiting room.

Concluding his address, the Chairman said that despite difficult economic times 2010 had been another successful year for the Association. He thanked all of the Association's members, volunteers, officers, directors, and trustees for this success, in particular retiring trustees Penny Gardiner and Geoff Cross, and especially Dave Randall for his work over many years since the early days of the Railway. 2011 had continued to be successful and the Chairman was looking forward to it continuing through the rest of the year. In particular he was looking forward to the Association working more closely with the Company to further the "One Railway" philosophy.

#### 4 **WSRA Financial report**

Now the turn of Association Manager Susan Kaufman with a Powerpoint™ presentation, she began her presentation by thanking the Finance and Membership Sub Group, Penny Gardiner, Mary Randle, Keith Sandford and Peter Warren, for their assistance and support throughout the year.

First we would see a review of 2010 priorities followed by a review of income and trends, and then an analysis of aspects of the 2010 financial report and a 2011 update.

Of the priorities for 2010, a Locomotive Officer had been appointed although the Treasurer post was still vacant. A new impetus had been given to volunteer recruiting led by Geoff Cross and new volunteer recruitment co-ordinator Mel Hillman. The restoration of locomotive 4561 was in active assessment, locomotive 7821 was on display at STEAM and work had begun on TSO4419.

The number and value of membership subscriptions eased during the year to 5052 bringing in £76k. The migration to senior memberships continues as would be expected for an ageing population, and the rise in subscriptions due in January 2011 would have deterred a number of members from renewing. It is clear from analysis that some memberships are converting from joint to single to retain contact but reduce financial exposure.

The draw income was steady after changes to the type of licence required, going local rather than national and accepting the rules which limit the amount of tickets for each draw leading to the need for multiple smaller draws rather than one large draw. 2011 would see more, four draws rather than the three draws of 2010. The 1000 Club income appeared to have reduced but this reflected a presentational issue rather than a loss of member support.

In Promotions, the shop profit had risen to another high of £71.9k, a tribute to the work of that team, but the Quantock Belle had seen a decline in fortunes due to a lesser number of services, inclement December weather leading to a cancellation and a light early-season loading. Volunteer acquisition continued to be a problem.

WS Restoration had turned in a good year with a modest profit and the Steam Fayre had had a glorious year due to the hard work of the Rally volunteers, improving knowledge of the event amongst the exhibitors and the public, fortunate weather and the meeting of conditions for VAT free admissions. Ballast sales were flat due to recession in the construction industry.

All in all, Susan Kaufman was delighted to report that an ambitious business plan target of £166k had been not only met but exceeded by almost 11%.

Turning to the Annual Report, Susan noted that whilst the incoming resources had significantly decreased, so had the outgoings leading to a creditable £101k surplus being added to reserves. An analysis of incoming resources showed an apparent drop in Gift Aid recovery and a reduction in legacies and donations. Gift Aid claims are recognised when received not when due so the apparent disparity reflected a pattern of activity which had been affected by

tightening of Gift Aid deadlines. The next slide split out legacies from donations and showed that financial stringencies notwithstanding, the Association members continued to donate with their subscriptions at the rate of over £30k per year, a reassuring indicator of the members' loyalty for which they are thanked.

The commercial activity of Promotions had reduced by 4.4% but the corresponding expenditure had reduced also, by 18%, and despite the introduction of a management charge, necessary to clearly separate the charity from trading which it is not allowed to do, the profits paid to the Association under Gift Aid, or covenant as many will know it, had increased from £102k in 2009 to £128k in 2010 and was the highest for 4 years.

Susan now explained some differences between the reporting in 2009 and that of 2010 where, on the advice of auditors, costs had been more rigorously allocated to activities, resulting in a reallocation between governance and charitable activities. Anyone comparing the 2009 figures with the 2009 comparatives to 2010 would therefore see a difference, not of totals but of allocations. She concluded her presentation by noting that the balance sheet had grown in value by 5.6%, a pleasing result in a difficult period.

Questions followed which Susan answered. In particular, member Ken Davidge commented that the Association was "sliding downhill" and that the income of 2007, which was prior to her employment, had been considerably higher. The Secretary consulted the 2007 accounts which she had with her and advised members that the Association had been the recipient in 2007 of a very large legacy which might account for much of the perceived difference.

## 6 Resolutions

The Secretary led this section of the meeting where resolutions notified to members in the formal notice of the meeting were presented for voting to take place:

1. Noting that the Annual Accounts and Report had been agreed, as would be normal, at a board meeting earlier in the year, the Secretary requested a proposer and seconder for the resolution that the members "receive the Annual Report and Accounts for the year ended 31 December 2010". Andrew Chatwin proposed, seconded Peter Triggs, 81 proxies voted for and with a show of hands in the room, there were no abstentions or votes against and the resolution was passed unanimously.
2. The members were asked to vote on the Resolution that "Albert Goodman be reappointed the auditors of the Company and that the Committee be authorised to agree their remuneration." The resolution was proposed by Derek Head, seconded by Christine Ridler and by a show of hands and proxy votes was agreed unanimously.
3. The Secretary having inadvertently failed to record a raise in the Senior rate of subscription at the 2010 AGM, the members were now asked to vote on the resolution for a new Senior annual subscription rate to be raised to £16 with effect from 1 January 2012. The Secretary confirmed to a questioner that the rate for two Seniors in the same household would remain as agreed last year. The resolution was proposed by Beryl Ayres and seconded by Ken Barker. With 12 proxy votes and 6 votes in the room against the resolution and no abstentions, the remainder voted for the resolution which was passed by a good majority.
4. David Williams (member 4265), current trustee standing for re-election by rotation by recommendation of the board, was re-elected by a unanimous show of hands and proxies.
5. Brian Lee (member 4285), a current trustee standing for confirmatory election by the members had been proposed by Susan Kaufman (member 8196) and seconded by Nick Nicholls (member 13190). Brian introduced himself and described his three areas of responsibility at present. These were the ongoing overhaul of 4561 which had been stripped down at Williton for evaluation to determine the scope of work required during its forthcoming overhaul; the most important element of this was the scale of

work needed following a main frame extension failure back in 1994. The second project in which he was involved was coach TSO 4419 which, although he had been told its state of repair was not too bad was, in fact, in a quite appalling condition at the toilet end. His third area of responsibility was maintenance of the Quantock Belle dining set. The proxies being unanimously for Brian Lee's election as were the votes in the room bar one abstention, the resolution was passed.

6. Wendy Turner (5637), a current trustee standing for confirmatory election by the members had been proposed by Arthur Turner (member 177) and seconded by John Glover (member 1915). The proxies being unanimously for Wendy Turner's election as were the votes in the room, the resolution was passed.
7. Mike Buttel had withdrawn his nomination for election as a trustee prior to the meeting.
8. Michael Thomas 'Nick' Nicholls (member 13190) had been proposed for election by Ian Aldridge (member 7149) and Ray Waldron (member 13960). Ken Davidge spoke from the floor and mentioned that Nick Nicholls had been a Trustee on the Association Board and a Director of Promotions and asked why he had left before. The Secretary replied that Nick Nicholls had not been a Trustee on the main WSRA Board, but had previously been a director of WSRA (Promotions) Limited and he had not rejoined that Board at the end of his last period of office. Ken Davidge mentioned animosity between Mr Nicholls and the previous chairman David Holmes, and wanted to know if that was true and, if it was, what had caused this situation. The Secretary replied that David Holmes was no longer a member of the Board, and the question was not relevant. A vote was now taken from which it became clear that a closer count would be required as there seemed to be similar numbers both for and against the resolution and a large number of abstentions. After two counts it was determined that there were 21 votes in the room for the resolution and 18 votes against the resolution the rest being abstentions. The Secretary confirmed that this was a quorate vote, the quorum being 20, and that with the proxy votes (57 for, 0 against, 24 abstained) Nick Nicholls was duly elected as a trustee of the Association.

**12** There being no other business to be transacted at the meeting, the Chairman closed the formal business of the Annual General meeting at 15:05.

In response to Ken Davidge's earlier request to introduce new business so that it could be minuted, a request which had been refused, the Secretary suggested that although the question and answer session to follow could not be part of the official business of the AGM, it might achieve a suitable compromise if notes were taken and published which Mr Davidge accepted that it would.

The floor was then thrown open for the draw for the prizes in the Spring Draw followed by a presentation by Paul Conibeare, WSR General Manager and an informal Q&A session.

Chairman's Signature

Date