



West Somerset Railway Association

**Minutes of the 21st Annual General Meeting
held at Bishops Lydeard Village Hall
on Saturday 22 October 2016 at 1400**

1. Chairman's Welcome

Before the Chairman welcomed everyone to the 21st Annual General Meeting of the Association Robin White on behalf of members thanked all who had stepped forward to take on the responsibility for restoring good governance to the Association, and to those who had put themselves forward as trustees for the coming year. She also remarked on how pleasant it was to be in a meeting full of goodwill. Members showed their approval of this sentiment.

2. Apologies for Absence and note of confirmed proxies

Apologies had been received from a number of members. 158 members were present and 389 confirmed proxies had been received.

3. Minutes of the 20th AGM held on Saturday 25 July 2015

These were accepted.

4. Chairman's Report

The Chairman reported on how the trustees had dealt with the situation they had found on taking office earlier in the year, in particular the sad state of the accounting records and expressed his thanks to all who had worked hard to rectify this situation, particularly Nigel Adams and Jacquie Green.

Paul Whitehouse explained the position on the monies outstanding from the former trustees and company secretary in respect of the sale of shares in Four One Six O Limited and the overpayment of legal fees. Brian Fraser asked for a show of hands on whether these losses should be recovered and members demonstrated overwhelming support for this course of action. Paul Whitehouse also reported that over £17,000 had been paid away from the Association's account with Lloyds Bank without authority. Fortunately Lloyds Bank had refunded this money and made an additional payment of £500 by way of recompense. This matter was now in the hands of the police.

The chairman went on to explain the reasoning behind the Development Plan* which had been based on the responses to the consultation and intended to demonstrate the Association's determination to work in support of the whole railway. John Irven spoke as both as a member of the Association and as Chair of the WSR plc*. He was delighted to report that the Association and the plc were now working collaboratively for the good of the railway. He welcomed the return of the Association to its role as the railway's principal support organisation. He also announced that he had recently signed an agreement* with the Somerset County Council that if the freehold should become available it should be offered to the

railway through the Partnership Development Group (PDG). This demonstrated how matters had improved.

Michael Rowe spoke to the Business Plan* and pointed out that the income from the Steam Fayre and the Ballast would in future be shown in the charity's accounts rather than those of the trading company. This would mean a substantial change in the Promotions Business Plan. He had no doubt that the way ahead was fundraising. In response to a question from a member Robin White reminded those present that life membership, which had been a very useful fundraising tool in the past, had been withdrawn at a General Meeting some five years ago, something she was sure would be carefully considered by the new trustees.

5. Financial Report and Annual Accounts for 2015

Proposed by Nigel Adams*, seconded by John Tabor and resolved 529 votes to 1 with 8 abstentions that the Annual Report and Accounts for 2015 be accepted.

6. Appointment of Auditors

The Secretary reported that Albert Goodman LLP, auditors to the Association for at least the last ten years, had agreed that in accordance with both the recommendation of their own professional institute and with Charity Commission best practice it would be best if they resigned, which they had done on 21 October 2016. In accordance with the Companies Act 2006, the Board is therefore empowered to appoint the auditors, which they propose to do by competitive tender.

7. Election of Directors

In order to ensure legitimacy of the candidates a poll was held and the votes were as follows:

| | For | Against | Abstentions |
|-----------------|-----|---------|-------------|
| Magda Davies | 507 | 10 | 16 |
| Will Foster | 516 | 4 | 13 |
| John Glover | 518 | 3 | 11 |
| Frank Houlding | 526 | 0 | 10 |
| William Knell | 498 | 8 | 27 |
| Nigel Power | 509 | 8 | 18 |
| Mike Sherwood | 517 | 3 | 17 |
| Simon Stretton | 518 | 11 | 9 |
| Paul Whitehouse | 515 | 10 | 10 |

8. Development Plan

Proposed by Frank Courtney, seconded by Rodney Greenway and resolved without objection that the Development Plan be approved.

It was noted that since the plan was published some members had raised with the trustees their concerns about aspects of Paragraph 7.1 of the Plan (the development of West Somerset Restorations). In an ideal world further work would have been done on this but as the document had been sent to all members, and those not present had not been aware of these concerns, it had not been possible to amend the Plan or the Resolution. All the newly elected trustees are aware of these concerns and undertake to ensure that they are resolved as a matter of the highest priority.

9. Resolution: Charitable Status

Proposed by Frank Courtney, seconded by Michael Rowe and resolved without objection that:

*See the Association's [website](#) for copies of presentations, press releases &c

The Association shall continue to be a charity, and the following shall, for working purposes, define the WSRA:

a. Mission: The Mission of the WSRA is to be the primary membership organisation supporting the West Somerset Railway.

b. Aims

1. To enable individuals and external corporate organisations to have a supportive and interactive role with the West Somerset Railway;
2. To channel the support of those individuals and external corporate organisations, so that it is beneficial to the development of the West Somerset Railway;
3. To promote the historical and heritage aspects of the West Somerset Railway, including appropriate support to allow continued running of heritage trains on the line;
4. To engage with young people, and to educate people of all ages, in the potential and excitement of active involvement in a heritage railway;
5. To raise funds, through the members, through appeals, through grant applications and in any other appropriate way to support the development and sustainability of the West Somerset Railway;
6. To work collaboratively, and in a mutually supportive and open way with all other organisations supporting the West Somerset Railway, and in particular the West Somerset Railway PLC, and through the Partnership Development Group together with any other appropriate forum.

c. Objectives

1. To grow the membership, including through corporate membership;
2. To identify pro-active ways of working with young people, and of promoting engagement of new individuals in active participation in the railway;
3. To increase “non-membership” income;
4. To determine, guide and monitor the future role and strategy of WSRA (Promotions) Ltd;
5. To ensure there is a continuous process for monitoring the nature and role of assets owned by the Association and to ensure that their ownership and development contributes to the aims of the organisation;
6. To improve all working business practices, including all financial procedures, to make them fit for the purpose of supporting the aims;
7. To ensure that the members are kept fully informed and involved in decision making, in accordance with industry best practice;
8. To ensure that the trustees fully understand their responsibilities and to ensure that there are procedures and protocols in place to ensure that they practice them;
9. To ensure that there is in place a coherent communications strategy which contributes effectively to the achievement of the aims;
10. To ensure that the paid staff are supported in a fully professional fashion, and that where necessary, the roles and functions of staff are regularly reviewed so that they are enabled to make the maximum contribution to the achievement of the WSRA aims.

10.Resolution: Sale of Vehicles

Proposed by Frank Courtney, seconded by Magda Davies and resolved by substantial majority that:

- a. Neither of the two currently owned locomotives (GW 2-6-2T 4561 and 4-6-0 7821 *Ditcheat Manor*) shall be sold or otherwise disposed of.
- b. No rolling stock owned either by the Association shall be sold or otherwise disposed of, unless by agreement of the members, normally at an AGM. At an AGM it may be possible to include vehicles on a “disposal list”, where ownership is not safeguarded in perpetuity.

11.Resolution: Land

Proposed by Frank Courtney, seconded by Richard Symonds and resolved without objection that:

- a. Ownership of the freehold of land at Norton Fitzwarren, and the land known as the Roughmoor Strip at Williton, shall be passed to a new Company Limited by Guarantee with Charitable status (the “WSRA Land Trust”), having the following membership: WSRA (2 shares), PLC (2 shares) and West Somerset Steam Railway Trust (1 share).
- b. The Association shall take no further action concerning acquisition of the railway freehold, except in discussions in the WSR Partnership Development Group (PDG).

The Chairman thanked

- Richard Barnes for acting as scrutineer for the meeting;
- Jacque Green, Keith Sandford, Kate Beard, Ray Waldron and all his team for the tremendous help they had given the trustees during the transition;
- All the trustees for their help both at and between meetings;
- Mary Randle and Susan Bulley for their help with the accounts;
- Paul Whitehouse for his work as Company Secretary;
- Michael Rowe for being a very supportive Vice-Chairman; and
- The members for their support during his term of office.

Michael Rowe thanked Frank Courtney for his work as Chair.

The meeting closed at 1615.

There followed a question and answer session in which the following matters were raised:

- Trustees were aware of the historic nature of one of the vehicles under consideration for sale at Williton.
- Projects such as the Kentsford loop are a matter for the WSR plc.
- The trustees will consider bringing forward proposals to the next Annual General Meeting for the reintroduction of life membership.
- The trustees need to make membership of the Association worthwhile so that all working volunteers would want to join.
- The date for the 22nd AGM would depend on the audit timetable, but could be as early as late May. It would need to be fixed to minimise effect on the railway’s operations.