



West Somerset Railway Association

Minutes of the 22nd Annual General Meeting
held at Bishops Lydeard Village Hall
on Saturday 30 September 2017 at 1400

1. Chairman's Welcome

The Chairman welcomed 89 members to the meeting and read a message from Alan Nicholson, Company Chairman:

Hi everyone I am sorry not to be with you at your AGM today but I am currently on vacation to celebrate my 70th birthday. It is also allowing me to recharge my batteries after our very successful Flying Scotsman Event which was an incredible team effort by so many people and a credit to the entire WSR family. I believe the Event has helped to restore our pride in the railway after a difficult period in past years but most importantly it has clearly shown that we can all work and pull together across Departments and across our family of organisations to provide a first class experience for all our passengers.

As the new Chairman of the Company I have stated many times now that I am a one railway person. We are a people organisation in which good communications are vital up, down and across. Without all our volunteers and staff we could not operate in any area of our work. So in addition to my duties with the Company Board I intend when I can to continue to work on platform duties at BL to keep in communication with as many people as possible.

I am also realistic in recognizing that there are areas that need to be sorted. We need to make sure we can all work together without duplication and that we can do so effectively and efficiently within our respective areas of responsibility for the railway's mutual benefit in the competitive heritage and tourism business we are in.

Your Chairman and I are keen to make sure that happens and I hope by the time of your next AGM we will be able to report good progress. My thanks to the Trustees and members of the WSRA.

2. Apologies for Absence and note of confirmed proxies

Apologies had been received from 20 members. The Chairman held 331 proxies and seven others were held by members present.

3. Minutes of the 21st AGM held on Saturday 22 October 2016

These were accepted.

4. Chairman's Report

a. Actions Against Former Trustees

The Chairman reported that he had discussed the matter with Counsel during September. Counsel's opinion was that in respect of the claim for repayment of the legal fees which should have been claimed from the insurers, there was a good case,

but that the approval of the Charity Commission would be required. Counsel would be drafting an opinion for sending to the Commission to seek their approval, but he had warned that they might consider the cost of pursuing the former trustees and company secretary might be disproportionate. The Association's insurance broker had also indicated he wished to discuss this before any final decision was made. The Board would be considering the next steps when they had received this information and would of course balance the risks against the rewards.

Counsel also advised that the question of the shares in Four One Six O Limited was more clearcut. The court could be asked to make an order to void the transactions, on the grounds that both the purchasers would have been aware that the Association was a charity and therefore required to obtain proper value for the shares. Such an action would lie only against Messrs Crees and Johnson. Counsel would draft a letter to be sent to them.

b. Development Plan

The Chairman reported on progress against the Development Plan. The website continued to improve. Online joining and direct debits were now available. A Fundraising Plan had been adopted but not yet fully implemented.

c. Locomotive Restoration

Mike Sherwood reported on progress* with restoring the Association's locomotive 4561. He explained the problems which had been discovered and the plan to rectify them. He also made the point that work would not start until it was clear that there were sufficient funds to enable it to continue, since stopping and starting was more costly.

d. Norton Land & Rolling Stock

The Chairman reported that he had sought legal advice on putting the Association's land at Norton into a separate trust in order to protect it from future trustees. Bates Wells Braithwaite, a respected national charity specialist, had recommended that placing a covenant on the land, to prevent it being disposed of without the company's approval, would achieve the same object at lower cost, with the additional benefit that it would remove the need to find more trustees. Similarly to protect the Association's rolling stock from disposal the Board proposed to give formal first refusal to the company.

e. Journal

The chairman recorded his thanks to Richard Jones for editing *The Journal* for over a year. From now on Ian Coleby would be Managing Editor, Keith Smith his deputy and Nigel Kendall, a new member, will work towards taking over the design work from January.

5. Financial Report and Annual Accounts for 2016

Proposed by Will Foster*, seconded by Steve Roberts and resolved that the Annual Report and Accounts for 2016 be accepted.

6. Appointment of Auditors

The Treasurer reported that following a competitive tender Godfrey Wilson Limited had been appointed auditors to the Association. Proposed by Peter Crosland, seconded by Derek Head and resolved that Godfrey Wilson Limited be reappointed as auditors, and that the Board be authorised to agree their remuneration.

7. Election of Directors

Following the retirements of Magda Davies, Will Foster and Mike Sherwood and the resignation of Bill Knell there were four vacancies on the Board. Two valid nominations had been received, for Mike Sherwood who was retiring by rotation and for Rodney Greenway. They were both elected.

8. Special Resolution – New Articles

Proposed by Paul Whitehouse, seconded by Roger Anscombe and resolved that the Articles of Association marked A be adopted.

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

9. Resolution: Sale of Rolling Stock

Proposed by John Glover, seconded by Frank Courtney, and resolved that the Board be authorised to dispose of FO3131, two Southern vans, and the BG.

10. Membership Discussion

The Chairman presented* some facts and ideas about Membership, and there followed a discussion in which the following points were made:

- ◆ Could there be a reduced subscription for Life Members?
- ◆ We need to remember that the nostalgia factor, which had attracted so many current members, might not work for younger people.
- ◆ Selling draw tickets on trains not only helped raise funds but was good publicity for the Association.
- ◆ There should be visits to schools to encourage children to become involved.
- ◆ When we seek funds (including subscriptions) from volunteers we should remember that many volunteers already spend significant sums to get to work.
- ◆ Direct debits should be encouraged from existing members.
- ◆ Would a questionnaire in *The Journal* help?
- ◆ At the 2016 AGM there had been a special train to Williton to enable members, many of whom had travelled a long way, to see something of the Association's work. Should something special be arranged for AGM days? The Chairman of the Steam Trust said he would support such a move. On a show of hands the majority indicated they were not bothered.

The Chairman said that the Board would consider all the points made, and publish their proposals for comment before making a final decision.

11. Thanks

Frank Courtney thanked the Trustees for their efforts over the past year and this was acclaimed by the meeting.

The meeting closed at 1545.

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