



West Somerset Railway Association

Minutes of the 24th Annual General Meeting held at Crowcombe Village Hall on Saturday 13 April 2019 at 1400

1. Chairman's Welcome

The Chairman welcomed 84 members to the meeting. He introduced the current Trustees, and explained that Jack Baird was not eligible for election as he had not yet achieved a year's membership. He hoped the Board would co-opt him again at a future meeting.

2. Apologies for Absence and note of confirmed proxies

Apologies had been received from 8 members. The Chairman held 215 proxies.

3. Minutes of the 23rd AGM held on Saturday 7 July 2018

These were accepted.

4. Chairman's Report

2018 was the year we were able to move forward. The **Hinkley Point Community Fund** awarded the Association £95,700 in November 2018, to deliver a Community Engagement Project, by strengthening the railway's links with the local community, in order to facilitate personal well-being, community cohesion and the training and improving the skills of people living in the area surrounding Hinkley Point. The Board is very grateful to Andy Norman who as a very committed volunteer took this application through to a successful conclusion. **Catherine Dance was appointed as Community Engagement Officer** in January 2019 and is developing contacts and links for the project.

This is the first significant grant which the Association has bid for, but it will not be the last. Of course we shall need to demonstrate that we can deliver what we have promised, but nothing succeeds like success. We need to do far more of this and have therefore appointed **Kate Williams**, who has a proven track record in fundraising, for 15 hours per week to make applications to trusts and foundations (including the Lottery funds, of which there are several).

The **Locomotive Restoration Fund** was established to secure the long term security of locomotives operating on the WSR, through the refurbishment of two locomotives owned by the Association, Small Prairie 4561 and Manor Class 7821, *Ditchheat Manor*. Nearly £27,000 was raised for this fund, which stood at just under £66,000 at the end of the year. Thanks to a donation from the Swire Trust (Kate

Williams showing her worth) we're now over one third the way there at £80,000. Work has started on the first phase of restoration of Small Prairie 4561, planned to achieve a rolling chassis.

We continued our efforts to recover the Association's shares in **Four One Six O Limited**.

If we receive money for projects the Plc wish to undertake, we can claim **Gift Aid**, which increases donations by 25%. But we have to ensure that these projects fit into our charitable objects. There has been much misunderstanding about what we can and cannot do. Our charitable objects are "*... to promote education in the heritage of the railway from Taunton to Minehead by restoring, preserving and displaying railway locomotives, carriages, wagons and other artefacts (including documents, drawings, photographs, recordings and films) of historical interest and the buildings connected therewith.*"

The railway has many costs, some of which we cannot fund, but others we can. For example, if the Plc has to replace a bridge, the most cost effective option would probably be to do so with a modern structure. We can fund the additional expenditure required to restore the bridge to its original form. Similarly we can fund the restoration of locomotives, carriages and wagons, because they are of historical interest.

The installation of flat bottomed track is without doubt the best way to reduce both purchase and maintenance costs. That's fine where people can't see the track, but in stations bullhead is necessary and we can help with the additional costs involved to ensure the railway still projects a 1950s appearance wherever possible.

This is why we need to be part of the Plc's planning for inward investment so that we maximise our opportunities through fundraising from members and the general public. The railway as a whole has made few grant applications and there are significant opportunities which we should seize.

The Association could not function without volunteers. In 2018 we had four main areas:

- a. Administration: nearly 2,000 hours;
- b. Steam Fayre and Vintage Vehicle Rally: at least 2,400 hours for the setting up, running and dismantling without attempting to count the organising and planning;
- c. Shop: over 9,400 hours; and
- d. Work for WSRestoration, the engineering arm of the charity's trading company, including maintenance of the Association's rolling stock: over 3,700 hours.

Many people are now realising that if they have a project which could be funded by the Association, they just need to ask. We shall do our best to find the funds to support it. You can read elsewhere about what we have been doing, and I am glad to say that there are other applications in the pipeline.

Membership continued to reduce, albeit at a slower rate, but overall income from this source was £60,000.

The Plc had indicated that it would like to purchase the shop, and possibly the whole of WSRA (Promotions) Limited. Trustees are well aware of their fiduciary duty to obtain a fair price for this business and discussions are continuing.

5. Financial Report and Annual Accounts for 2018

A poll was called for and it was resolved, 297 For, 0 Against, 2 Abstentions that the Annual Report and Accounts for 2018 be accepted.

6. Appointment of Independent Examiners

A poll was called for and it was resolved 296 For, 0 Against, 3 Abstentions that Godfrey Wilson Limited be reappointed as independent examiners, and that the Board be authorised to agree their remuneration.

7. Election of Directors

Following the retirement by rotation of John Glover and Mike Sherwood there were four vacancies on the Board. In addition to the retiring Trustees one valid nomination had been received, for Mike Lea. A poll was called for and all were elected as follows:

- a. John Glover (295 For, 3 Against, 1 Abstention)
- b. Mike Lea (294 For, 3 Against, 2 Abstentions)
- c. Mike Sherwood (296 For, 1 Against, 2 Abstentions)

The Meeting closed at 1440.

Question and Answer Session

There followed a discussion which is reported separately.

Retiring Collection

Members donated £331 for bullhead rail.

AGM Discussion

Members asked a variety of questions which were answered by the Chairman except where stated below.

4160 Shares

The Trustees now possessed expert valuations of both locomotives owned by Four One Six O Limited in July 2015, and an expert valuation of the whole company. The two purchasers of these shares had been offered a full refund of the price they paid in 2016, and this offer had recently been reiterated. If they failed to engage in dialogue Trustees would issue proceedings, after which costs would start to run against them.

4561 Progress

Mike Sherwood told members we were progressing cylinder work at Harco. As soon as 9351 is complete 4561 will be the next priority. Its cylinders need to be re-assembled into frames, the frame alignment needs to be checked and then we need to re-wheel the chassis, fit the motion and get the valve timing right etc. Once this is done the boiler is the next step followed by the host of finishing jobs. Funding permitting (we need a further £120k) about a further 30 months of work from when we start.

7821 Progress

Mike Sherwood told members that Ditcheat will be the next target locomotive, as soon as 4561 is finished. We will need at least £400k to complete the restoration. It's currently on display in Swindon (he hoped we'd need to find the shopping centre a new exhibit in a few years time). Jacquie Green and Paul Conibeare were that advertising / promotional boards were needed for the Association and the Plc.

Sale of Promotions

The Association has agreed with the Plc that it would concentrate on fundraising and withdraw from commercial activities, and the Plc for its part would concentrate on raising revenue from the fare-box and other sales. There was an agreement in principle to sell Promotions, the Association's trading company, to the Plc, but it was necessary to agree the details of staff transfers in order to comply with the requirements of the Transfer of Undertakings (Protection of Employment) Regulations (TUPE). Once that had been done it was hoped that the sale could take place at the end of the Association's financial year (31st December 2019). Trustees would have to obtain a fair price for the company in accordance with charity law, but once there was no need for the working capital required by the company it should be possible to make a substantial donation towards the Plc's heritage needs.

Quantock Belle (QB)

Mike Sherwood reminded members that the QB was owned by the Association (them) and operated by the Plc. In line with our charitable objects our aspirations for all WSRA rolling stock was that the WSR Plc maintained it in good condition. It was not our intent to make a profit from our rolling stock.

Standard of Staff Accommodation at Bishops Lydeard

The former camping coach used by volunteers for overnight accommodation had deteriorated to the extent it was no longer economical to repair. The Chairman undertook to see what might be done to improve the standard and quantity of volunteer accommodation.

Possible Change of name of the Association

Trustees had considered how it might be possible in due course to reduce the number of charities on the railway. It was not formal Association policy but a significant number of Trustees thought that this would be a substantial benefit. If that were to happen a new name would be required

and The West Somerset Railway Trust had been suggested. Any decision on this matter had to be for a future General Meeting of members.

Members Travel Benefits

The new member benefits regime had been agreed with Mark Smith, a Director of the Plc, and everyone involved, including him, honestly believed he had authority to make that agreement. It turned out that he didn't. At the AGM the Chairman apologised for this error without mentioning his name, but he was man enough to stand up and make a personal apology himself.

9351 Completion

The meeting ended with the good news that the Association had met the fundraising target to put bring GWR locomotive 9351 back into service in time for the Summer Season. The Plc for help in January and in just over two months more than £18,000 was raised from supporters to enable the work, including some complex engineering, to be completed at WSRestoration at Williton in time for 9351 to be back in traffic by the end of May 2019.