



## ANNUAL GENERAL MEETING

Held on 24 March 2019 at the Tyseley Working Men's Club, Tyseley

### MINUTES

Item No.	Subject
1.	<p><b>APOLOGIES</b></p> <p>John Arms, Dave Atkin, Brian Davis, Keith Gabb, Alan Homer, Martin Frayn, Peter and Rosemary Hyde, Philip Jones, Keith and Geraldine Kent, Graham Mapp, Rob Milburn, Richard Moreton, Michael Nailer, Colin Owen, Vincent Philips, John Ridgway, Jane Smee, Gill Smith, Al Wallace, Brian Wildman, Brian Wilson</p> <p>55 members were in attendance and the Secretary confirmed that a quorum was present.</p>
2.	<p><b>CHAIRMAN'S WELCOME</b></p> <p>In his capacity as Chairman, Chris Schroeder welcomed all members to the 18<sup>h</sup> AGM of the Society. Mr Schroeder thanked everyone for attending the meeting on a Sunday and hoped it had not caused any domestic problems. He noted that the meeting was being held at Tyseley Working Men's Club as the LMRCA Club had closed later in 2018.</p>
3.	<p><b>MINUTES OF THE MEETING HELD ON 25 MARCH 2018</b></p> <p>The Minutes, circulated ahead of the meeting, were taken as read. No matters were raised and the Minutes of the meeting held on 25 March 2018, were accepted as a true record of the meeting.</p> <p><i>Proposed: Mike Revel, Seconded: Tony Albutt. Approved</i></p>
4.	<p><b>CHAIRMAN'S REPORT</b></p> <p>Launch of the Vintage Trains Limited as a Train Operating company: VTS has pledged a small but not insignificant amount of £5,000 contribution to purchase shares in the Community Benefit Scheme. It was good to see steam trains running again under our own steam! The Polar Express season had carried over 22,000 passengers and VTS members and volunteers performed a variety of tasks supporting this initiative, from stuffing envelopes, selling merchandise, stewarding, admin support – volunteers help make it happen.</p> <p>The Chairman asked if any Member who would like to volunteer in the future, to contact the Volunteer Liaison Officer, Tim Evans.</p> <p>In view of the new Train Operating venture, the Committee had taken the opportunity of review the future of the Society which in the past had been a source of volunteers and fundraising. With the appointment of a Volunteer Liaison Officer the responsibility for managing this resource had moved away from VTS. Therefore the aim will now focus on continued awareness and support, holding social events which would also be open to the public to help encourage</p>

membership and if anyone had any suggestions to help grow this initiative to let the Committee know. VTL are in negotiation to take over the running of the LMRCA and this may be a venue for future social events – we would welcome anyone with any social club experience to help in this initiative.

Mr Schroeder thanked the members of the Committee and the members of the Society for their continued support.

## 5. TREASURER'S REPORT

The Treasurer, Bernard Wright, presented the financial report for the period 1 January 2018 to 31 December 2018.

The key factors were that cash resources had reduced significantly in 2018 from a balance of £20,758 at the end of 2017 to £14,219 at the end of the year under review. This was due to some large expenditure.

Income is primarily from members' subscriptions and this had dropped from £5,821 in 2017 to £4,916 in 2018. This is as a result of a spike in the 5-year membership phase. Bank interest is disappointing at £22 on a balance of £20k.

£277 income from souvenir sales (£1,141 in 2017) but without any trains running the opportunity to sell had been restricted to Open Days.

Total income £4,200, down from £8,400 in previous year.

### **Expenditure**

A significant donation of £3,000 had been made towards the *Clun Castle* refurbishment.

The cost for *Steam in Trust* had increased and represented c.£1k for each issue but it was felt it was a much better magazine under Mark Smee's editorship.

A sum of £5k had been made to purchase shares in the Vintage Trains Community Benefit Share issue.

One of the volunteer projects was the restoration of the hand crane. To date £700 has been spent on this project which is looking magnificent.

### **Summary:**

Total expenditure: £12,746

Income: £6,207

Cash deficit: £6,539

Bank Balance: £14,219

A question was asked from the floor regarding the value of owning shares as they do not have any value and therefore should be regarded as a nil value.

In response, if the TOC is profitable then there may be a buy-back in the future but currently it is not possible to trade CBS shares and this will only happen when and if there are suitable funds.

*Proposed: Les Ross, Seconded: Chris Schroeder. Approved*

## 6. CONSTITUTION

The Constitution gives the name of the Vintage Trains Society and there has been some confusion with the name of the VTL Community Benefit Society. Consideration has there been given to changing the name to 'Friends of Vintage Trains' to better reflect the Society of the future.

A question from the floor asked if there would be any costs incurred in changing the name. The Chairman reported that no expense had been incurred so far and the only foreseeable cost was in the re-printing of the membership form but as an increase in subscriptions was also to be discussed at the meeting and, if approved, then the leaflet would need to be printed anyway so this did not represent a cost of the name change. A new logo had been designed, without charge to the Society, and incorporates the word 'Friends' above the Vintage Trains logo. This ties into the Vintage Trains family.

The name had been considered for change by the Committee in 2017 but it was only since the TOC had been launched that there had been any evidence of confusion.

*Proposed: Dave Martin, Seconded: Dave Collings.*

Approved by a majority show of hands.

**The proposed change of name was duly adopted**

Other changes to the Constitution affected how we support TLW/VTL.

Article 7.8: This article specified that membership would not be open to corporate members. This has been amended so that in the future when appropriate we may be able to accommodate approaches from any interested bodies on the basis of one vote per body, for instance, if a company like Jaguar Land Rover became a corporate member they would only have one vote, not 40,000! We will need to make sure the Constitution reflects this.

Article 10.5: This related to a member of the Vintage Trains board attending the Committee. This has never been taken up and therefore can be deleted.

*Proposed: Geoff Middleton, Jeff Robinson*

**The amendments to the Constitution were unanimously approved.**

## 7. ELECTION OF COMMITTEE

The incumbent Committee members had confirmed they would all be willing to stand for election – Peter Brown, Robin Coombes, Neil Ewart, Paul Hatton, Dave Martin, Mary McCullough, Geoff Middleton, Jeff Robinson, Chris Schroeder, and Sharon Salter. Bernard Wright was co-opted to the Committee in his specialist role as Treasurer.

These Committee Members were duly elected on a show of hands.

## 8. APPOINTMENT OF COMMITTEE OFFICERS

Chairman – Chris Schroeder

Deputy Chairman – Neil Ewart

Treasurer – Bernard Wright

Secretary – Mary McCullough

*Proposed: Fiona Smee, seconded Tony Albutt. Approved*

These Officers were duly elected on a show of hands.

## 9. APPOINTMENT OF AUDITOR

Proposed to appoint Kevin McCullough to act in the capacity of Auditor. Mr McCullough is not a member and therefore will act in an independent capacity.

*Proposed: Sharon Salter, Seconded Les Ross. Approved*

## 10. CHANGE IN SUBSCRIPTION RATES

The membership fees had remained unchanged since 2015 but now there are significant increase in costs, Steam in Trust, for instance, equates to £1,000 per issue.

Following a review of equivalent bodies i.e. National Railway Museum, Severn Valley Railway, etc. the Committee proposed the following subscription levels:

- Juniors, remains at £8. No change in order to try and encourage younger members
- Adults - from £16 to £20
- Partners – from £26 to £32
- Family – from £29 to £36
- Seniors – from £12 to £15

### **Five year subscriptions:**

- Juniors – remains at £35
- Adults – from £70 to £90
- Partners – from £115 to £145
- Family – from £127 to £157
- Senior - £43 to £52
- Senior Partners – from £80 to £100

They are significant increases but we need to make these changes to meet increasing costs.

Mr Schroeder noted that every pound subscribed is used for tools and equipment, donations, administration. An example of upcoming costs is that we need to replace angle grinders as, for safety reasons, the workshop is moving from 240v which have been banned, to 110v in the future and the Volunteer tools will need to be replaced.

Where member subscriptions include a donation these are gratefully received.

*Proposed: Dave Martin, Seconded, Les Ross. Unanimously accepted*

## 11. ANY OTHER BUSINESS

### **Social Events**

Without the trains running last year it was difficult to encourage members and grow the Society. There was a proposal from the Committee to hold some social events throughout the year with guest speakers, film shows, quiz, etc. and the Committee would like to gauge the feeling of the members towards this idea. A programme would need to be planned and a show of hands was in favour of this initiative with the feeling that the Tyseley Working Men's Club would be a good location with the majority in favour of a weekday evening.

Following the AGM Cath Bellamy gave a presentation talking about her background and how she saw the TOC moving forward. Meeting concluded at 2.50pm.