

# **EAST ANGLIAN RAILWAY MUSEUM**

## **Minutes of the Annual General Meetings of East Anglian Railway Museum**

**Registered Charity No, 1001579**

**&**

## **East Anglian Railway Museum (Trading) Ltd**

At the Thompson Centre, East Anglian Railway Museum

Saturday 26<sup>th</sup> May 2018

The meeting was opened at 11hrs with a welcome by Chairman Peter Martin

### **1. Election of Chairman for the Meeting**

A proposal by Mike Stanbury, seconded by David Reeve that Peter Martin take the chair was agreed nem.con.

### **2. Apologies for Absence**

The Chairman had received apologies from Nick Ridgway, Andrew Cullum and Rob Boyce. From the floor, Derek Fox, Chris Johnson and Geoff King. The Secretary had received apologies from Brian Alderman, Les Russell, and David Petterson.

### **3. Address from Museum Chairman Peter Martin**

Peter welcomed members and President Sir Bob Russell to the meeting, and reminded members that this was for the Museum year 2016 -2017. He mentioned the project for the new running shed, and that we would now have a period of consolidation and he welcomed those who had stepped forward to enhance forthcoming changes. He reminded members that it was not his Museum, it is our Museum, and he looked forward to carrying it on to the future.

### **4. Brief address by Honorary President Sir Bob Russell**

Sir Bob thanked the Chairman and Trustees for keeping the Museum going, and remarked that there appeared to be a majority of members with grey hair, and very few female members, and he mentioned the problems of getting younger members and helpers involved. These were challenging times, but he was encouraged by the magazine, which he read from cover to cover, and the Trustees Report. He thought that being open 363 days per year was a remarkable achievement and he could not think of another museum that could equal that. He understood it was the 50<sup>th</sup> Anniversary of the founding, and he gave thanks for being invited to this milestone and looked forward to the Diamond Jubilee celebrations only ten years away.

Greeted with applause and thanks from the Chairman.

## **5. To Approve and Adopt the Trading Company's Accounts.**

The Chairman took the opportunity of thanking Mark Fogg-Elliot for taking over the accounts and enabling us to have a clear understanding of our current position. Mark was able to distribute a few copies of the latest balance sheet, which showed we were in a very good state of health. The Secretary stated that this was provisional with our Financial Inspectors having difficulty in calculating the opening balance from the previous year's accounts, but they would be approved at a shareholders' meeting in due course.

Retail Manager Mark Cornell informed the meeting that Trading covered a number of key income streams including premises hire, which has seen good numbers coming through publishing and pub income. The front-of-house team including Marketing Manager Catherine Harrison continue to explore new income streams especially now the Thompson Centre is complete with new touches of WiFi and the kitchen. Retail sales have been targeted at specific events with several new house products including N7 mugs and coasters. The pub has been opened on a regular basis by Linda Robinson and used on one occasion by a hiring party, so that will be investigated as it may be a good income.

Over the last few months Trading has been run with Mike Stanbury as Secretary with himself responsible for all income streams. This is unsustainable in the long term, and we need to cover specific channels such as catering and locomotive hire, particularly catering with forthcoming events needing liaison with Jam Tartz catering. And with the return to service of Toby the Tram Engine and likelihood of hire we need someone to deal with locomotive hire and the benefit of its income.

The Chairman thanked both Marks and emphasised the need for additional help. He mentioned The hire of Thomas to the Dutch National Railway Museum in Utrecht, with a team of himself, Mark Fogg-Elliot and Michael Sanders, one of several visits to this venue but this one with Thomas straight out of hire to the North Norfolk Railway with no time for service, and missing the North Sea boat, but It did get there on time.

The Motion for Adoption of Accounts was left on the table until Certified Accounts were available.

## **6. Special Resolution under S168 of the Companies Act for the dismissal of Ian Reed as a Director of the Trading Company.**

The Secretary explained that several requests had been made to Ian Reed to resign as a director of the Trading Company and the Museum, but despite letters from our solicitors he had failed to respond, and advice from our solicitors was to implement this Special Resolution. All shareholders in the Trading Company should have yellow voting slips, and a proposal was made. However, there was an interruption from shareholder Gordon Adams who complained that Ian Reed had not had notice of this meeting, but the Secretary had written to him and proof was available. This was disputed by the claimant who went on to extol Ian Reed's virtues in his excess of 40 years with the Museum, and asked why this motion was on the table. He was told it was because of Ian Reed's behaviour. He demanded to know what behaviour, but was told by Mark House that anything we said was liable to legal action by Ian Reed.

This was agreed by comments from Allan Robinson and Nick Proud endorsing the actions of the Trustees. Gordon Adams continued his tirade, stating that the proceedings of the meeting were illegal, and demanding an explanation of Ian Reed's behaviour. The Secretary explained we were under a legal undertaking not to discuss the matter, but the tirade continued and the meeting was asked by the Secretary, through the Chair, whether the members wished to cease the discussion. On a majority show of hands, agreement was made and the Secretary continued with the proposal, and a vote from the Trading Company shareholders, resulted in 5 in favour, 1 against and 1 abstention. The Special Proposal was therefore carried.

**7. To appoint Community 360 as the Financial Inspectors of the Trading Company**

It was proposed by Mark Fogg-Elliot and seconded by Nick Proud that Community 360 be appointed Financial Inspectors to the Trading Company. On a vote by Trading shareholders present the motion was carried.

**8. To discuss any other business of the Trading Company**

The Secretary stated that because of a shortage of directors it was intended to co-opt Trustees onto the Board of Directors of the Trading Company as it had been very difficult for the remaining directors of himself and Mark Cornell to administer the Company, so the co-option would be ratified at the next Annual General Meeting.

**9. To adopt the Trustees Report and Accounts of the East Anglian Railway Museum**

Treasurer Mark Fogg-Elliot explained certain aspects of the balance sheet, with particular emphasis on the contributions from the Beerfests and bequests, then on some aspects of expenditure, particularly on wages for which he felt that we were very well served by our employees. He was concerned over the use and cost of electricity which he hoped to work on to bring down a bit. He felt satisfied with the situation, with us generating more money than we were spending. Some questions from the floor were satisfactorily answered, and he was thanked by the Chairman for his efforts. On a proposal and seconding from the floor, the Trustees Report and accounts were accepted by a majority.

**10. To appoint Community 360 as Financial Inspectors to the Museum.**

The motion was proposed and seconded with a majority in favour.

**11. To Elect Peter Robinson as a Trustee of the Museum**

Voting papers were circulated. The Chairman explained that Peter had been co-opted as a Trustee in 2017, a welcome new face and a welcome younger member. He had been working hard at the Museum, and has had input into the new Running Shed with redesign after the original concept showed faults in many aspects.

**12. Election of a Trustee Retiring by Rotation**

The only Trustee retiring by rotation was Ian Reed. The Secretary explained that no notification had been received from Ian Reed that he wished to be re-elected, and he therefore forfeits his post. Gordon Adams again claimed that Ian Reed had received no notification, but the Chairman confirmed that he had been written to but to which he had not responded. No motion was therefore needed.

**13. Special Resolution under Section 168 of the Companies Act 2006**

To dismiss Ian Reed as a director of the East Anglian Railway Museum. Voting papers were circulated.

Corrine Sermons and Margaret Nutbeem were appointed as Tellers.

**14. To Elect the Officers of the Museum**

The Secretary stated that all those named were willing to stand for re-election, no other nominations had been received, and on request there were none from the floor. There was no reason therefore why they should not be re-elected en bloc. The motion was proposed and seconded and was carried with one against and one abstention.

**15. To transact Any Other Business which might properly be dealt with at an AGM.**

Nick Proud mentioned the suggestion of Nick Ridgway that there should be a Volunteer Liaison Officer listed and David Reeve also mentioned there should be a post of Magazine Editor. The Chairman said there were suggestions from Museum Consultant Sam Hunt for other posts which would assist us in the future, and there were numerous holes we needed to fill to be explained under Item 16 on the agenda. Mark Cornell pointed out this applied to the Trading Company as well.

The Chairman mentioned that Phil Ainsley had been keeping up communications with his Newsletter and we would be looking at David Reeve and Darren Johnson to continue with the magazine, but a Volunteer Liaison Officer is an urgently needed post, for which Jack Plumb volunteered, to be thanked by the Chairman. Phil Ainsley Complained that requests for these posts had been publicised in the Newsletter some 3 months ago, with a suggestion they should be within the Constitution but here we were at an AGM with no action being taken. The Secretary stated this omission was due solely to pressure of work.

At this stage the Chairman announced the result of the ballots on items 11 & 13, with Peter Robinson being elected as a Trustee, and Ian Reed dismissed as a director.

**16. Future Plans**

The Chairman stated that much had already been said on this subject so he would hand over to Peter Robinson, who said that whilst we had met all the conditions for the New Shed, it may be asked why we hadn't started. Apart from the weather, which had prevented us from doing any groundworks, there was the question of finance, the groundworks using all available reserves, which would have been in breach of our financial reserves policy, thus putting us at risk, and with other forthcoming works we had to reconsider.

As a start, a quote had been received for the set-down area at £28,000, being a prerequisite before any work could be started on the shed. This arises the question of what do we really want? The main objective is more covered accommodation, but the original aims must be considered in the light of loss of the Heritage Centre in 2021, and costs are being looked at for improvement to the Restoration Shed by way of new roofing and insulated walls, but we have to consider all plans and whether this is the right way to go. He went on to mention the Running Shed construction which was to be built on No.1 (westward) siding and would form part of our displays. Details were available if required. The Station Buildings also needed attention. The Chairman then mentioned the course held by Essex County Council in Heritage Bricklaying when improvements were made to the front of the station, and a course to be held in October using the Thompson Centre.

The Chairman continued that other work was needed including replacing the canopy on the stairway for which plans were available, and said the station buildings were the main entrance to the Museum, and it is no use spending money elsewhere if the front door is falling down.

Peter Robinson then mentioned other plans in hand, including the reconstruction of the Chelmsford Water Tower headed up by Mike Stanbury where grant opportunities have already been offered and more to be sought. A further development which must be considered is the construction of the new miniature railway which will be an enhanced experience for our visitors.

But this work could not be done without new roles, and whilst appreciating all those who undertake work for the Museum we had sorted out a revised structure of management where we need volunteers to respond to specific things like planning and future planning and we are really struggling to complete our responsibilities as a Board, for which we need volunteers, and for other posts throughout the management of the Museum. To this end he had prepared an organisational favourite, a corporate chart which can be looked at and discussed with adding of names to vacant posts if volunteers are present. We were looking to increase the number of Trustees to twelve, including business planning, future planning and work needed around communications, marketing and grant applications. It would go on line after the meeting and can be changed or modified, and he would welcome comments.

Peter was thanked by the Chairman to applause, and invited questions. He was asked regarding the state of the main station buildings which he said were suffering water ingress downstairs into the shop, and in the waiting room, and the brickwork was spalling, which was one reason for installing the canopy over the staircase. All this work is under investigation,, including work on the old gents toilet and the ladies room and lamp room.

Phil Ainsley made a request for more information so he could get items into the Newsletter. and the Chairman gave an example of the railbus being taken for its first test run, a fact remaining largely unknown. Nick Proud felt that something like that should be more widely publicised, which help to raising the profile of the Museum. The Chairman stated that the long awaited return of the 04 from Derbyshire was expected shortly, the first job being to make it presentable.

Nick Proud stated we should keep in mind the prospect of extending our running line to either north or south extent and to that extent we should ensure that our reserves are sufficient to fund that if the opportunity arises. What he wanted was an assurance that the Trustees were aware of this possibility and prepared for it. The Chairman mentioned the stock of track panels stored north of Spring Gardens Bridge. There had been talk of developments on the branch to store Greater Anglia's new rolling stock but these had come to nothing.

## **17. Closure of Meeting**

The Chairman thanked members and Sir Bob Russell for their attendance, and declared the meeting closed, but once again Gordon Adams raised the question of Ian Reed and declared his disgust in the way he had been treated and not being allowed to speak at the meeting. but was again told that a legal undertaking had been given on this subject. He then stated that in his will he had been prepared to leave the Museum a considerable bequest, but in view of the conduct of this matter this would no longer be the case.

The meeting closed at 1305hrs,