

BLUEBELL RAILWAY PRESERVATION SOCIETY

Sheffield Park Station, Sheffield Park, Uckfield, East Sussex TN22 3QL

Dear Member

NOTICE OF THE 2017 ANNUAL GENERAL MEETING

On the following pages you will find the formal notice of the Annual General Meeting to be held on Saturday 20th May 2017 at the Burgess Hill Academy – a change of name, not of location.

At last year's AGM, the composite motion asked the Society Trustees to look at the format of the AGM so as to make it, apparently, less boring and to investigate the scope for postal voting. This motion was passed by a narrow majority. The Trustees were asked to report to the 2017 AGM and if necessary table the necessary rule amendments. The Society Committee formed two small sub-committees to look at these issues and have now reported their findings.

Structure & format of the AGM: As an unincorporated association, the formal business of the AGM – approval of last year's minutes, adoption of the annual accounts and re-appointment of the auditors – is an indispensable part of the meeting and certainly not as time consuming as the motion insinuated, taking around ten minutes in total. It is believed that Members also like to hear the highlights of the company's trading activities during the year and to have the opportunity to question the Finance Director about the results for the year. The rest of the meeting is taken up with reports and presentations, addresses by the President and Chairman, presentation of awards, election results and general questions from the floor as well as a twenty or thirty minute break to give Members the opportunity to visit the various stands, take refreshments and socialise using the opportunity to see old friends.

The sub-committee looking at this aspect recommended that more reports should be published in the AGM document instead of being presented at the meeting and members could then be given an opportunity to ask questions on those reports. The Agenda could also be re-structured so as to make the presentation of awards much earlier in the meeting and include in the AGM document a brief summary of what the person concerned has done on the railway. The names of deceased members could also be published in the AGM booklet, though there would be an earlier cut-off date for inclusion in the list. We have also agreed that 9F Club members will give an illustrated presentation of their activity during the year.

The Society Committee has decided that the Agenda for the 2017 AGM will adopt these recommendations. Elections will continue to be run in the same way as at present, with the ballot box closing 30 minutes after the start of the AGM but we will aim to announce the results as soon as they are available.

Postal Voting and other matters: Postal voting was allowed until 1971 when concerns over vote rigging at what was a difficult time for the Society led to its abolition. Postal voting was last discussed at the 2002 AGM when the meeting overwhelmingly rejected a proposal to allow postal voting for those who lived more than 35 miles from the railway.

The Society Rules are very prescriptive on the AGM and stipulate that:

- It must be held in April or May;
- It must be held at a location not more than 15 miles from Sheffield Park;
- The Notice inviting nominations and motions and giving notice of any motions to be proposed by the Committee must be given at least 49 days before the proposed date;
- Nominations, motions for debate and amendments to any motion proposed by the Committee must be received by the General Secretary at least 35 days before the proposed date;

- The Agenda, including motions for debate and amendments to be debated, Annual Accounts, voting forms and proxy voting forms (where required), must be sent at least 14 days before the proposed date; and
- The duly audited Company accounts are also circulated to members in time for the AGM.

The sub-committee looking at this aspect of the motion considered what impact a change to postal voting would have on the AGM. Average attendance is around 220 and postal voting could reduce attendance below the 200 member threshold for the meeting to be quorate. If that were to happen, the meeting and elections would be void and the meeting would have to be re-called, at considerable expense. So any proposal to introduce postal voting would also have to lower the threshold. A lower quorum threshold would also result in decisions being made at the AGM by fewer members.

A further complication is that the current timetable in the rules for calling an AGM does not give sufficient time for postal votes to be received in time for the meeting. The final set of accounts are often not approved until the third week of April, leaving little time to print and mail the AGM documents by the 14 day deadline. Bulk mailing facilities are used to minimise postage costs, but this extends the delivery time by a few days, resulting in most members only receiving the AGM document five to seven days before the meeting and reducing the likelihood of their postal vote being received in time to be counted at the AGM. The AGM could be held a week later, but would invariably fall on the Spring Bank Holiday weekend and likely as not, would reduce attendance. The alternative is to move the AGM to June but that would require a rule change and a probable change of venue as the Academy Hall is unlikely to be available due to exams.

The sub-committee looked at other options for postal voting including using the services of the Electoral Preference Service for up to 10 voting items. This would allow members to vote electronically or by post and the votes would be counted independently, providing the assurance that all votes would be treated equally. The current annual cost for this service is around £11,400 including VAT (which we cannot claim back as we are not VAT registered), which includes their attendance at the AGM.

A move to postal voting would therefore require a substantial revision of the rules governing the arrangements for the AGM and have a significant cost.

As a result of the Governance Review, it is likely that at the 2018 AGM (or at an earlier EGM), the Society Committee will be advancing proposals for a change in the status of the Society from an unincorporated body to a limited company. This in itself will require a comprehensive restructure of the rules and their incorporation into the Articles of Association for the company. That will most likely require a change in the voting arrangements and entitlement and thus the Society Committee do not propose to make any changes to the voting arrangements at this time.

Gavin Bennett
General Secretary

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Notice of the 57th Annual General Meeting and Request for Nominations and Motions

In accordance with Rule 24(c), notice is hereby given that the Annual General Meeting of the Society will be held on **Saturday 20th May 2017** at the Burgess Hill Academy (was Oakmeeds Community College), Burgess Hill, West Sussex, commencing at 7pm.

Members wishing to submit motions for debate at the Annual General Meeting must do so by 6pm on **Friday 17th March 2017**. Motions should be succinct and make a substantive proposal. Composite motions which seek to achieve two different objectives will not be accepted. Submitted motions **must** be clearly addressed to the General Secretary at Sheffield Park Station.

Nominations are invited for Trustees (four to be elected) and one Society representative to the Bluebell Railway Trust. The closing date for all nominations is **Friday 17th March 2017**.

Eligibility for office

Candidates for election must be adult members of the Society not in default and must show a minimum of three years continuous paid up membership of the Society. In accordance with Rule 13(b), they must also declare any financial interest in Bluebell Railway plc, whether as a shareholder, employee, contractor, supplier or commercial customer.

In addition, the successful candidate for election as a Society Representative to the Bluebell Railway Trust **must** certify that he/she is a 'fit and proper person' in the eyes of Her Majesty's Revenue and Customs. Details can be found on the HMRC website and downloading the guidance and model declaration at https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/392977/model-dec-ff-persons.pdf

All nominations shall be proposed and seconded by adult members not in default and shall carry the candidate's written consent that they are willing to stand for election or re-election, together with the financial interest declaration.

As provided for in Rule 14(c), candidates can choose to provide an election statement of not more than 200 words. **The words used in the financial interest declaration do not count towards the 200 word limit.** Candidates are also invited to provide a passport sized photograph of themselves for inclusion alongside their written statement. Any statements and/or photographs must be submitted, by **17th March 2016** please, to the General Secretary either by post to the General Secretary, Sheffield Park Station, Sheffield Park, UCKFIELD, East Sussex, TN22 3QL or by email to <gavin.bennett@bluebell-railway.co.uk>.

Trustees (four to be elected).

In accordance with Rule 14(a), Mr Roger Garman, Mr Robert Hayward, Mr Charles Hudson MBE and Mr Chris Hunford retire by rotation. Having served as a Trustee since 1962, Charles Hudson is not seeking re-election. Roger Garman, Robert Hayward and Chris Hunford, being eligible, offer themselves for re-election.

