

# Bluebell Railway Preservation Society

1<sup>st</sup> Company Annual General Meeting



# CONTENTS

How to get to the Burgess Hill Academy	2
Introduction	3
Agenda	4
In Memorium	6
Election of Chairman, Vice Chairman, Secretary and Trustees	7
Treasurers Report	8
Long Service Awards	9
General Secretary's Report	12
Minutes of the Extraordinary General Meeting held on 2 <sup>nd</sup> October 2021	13
Minutes of the Deferred 60 <sup>th</sup> Annual General Meeting held on 2 <sup>nd</sup> October 2021	15
Minutes of 61 <sup>st</sup> Annual General Meeting held on 2 <sup>nd</sup> October 2021	16
Proxy Voting Form (tear out)	23

## HOW TO GET TO THE BURGESS HILL ACADEMY (RH15 9EA)

The Burgess Hill Academy is accessed from Station Road and is about five minutes walk from Burgess Hill station. Those arriving by rail should turn left on leaving the station booking hall and following the main road round to the left (crossing over Wolstonbury Way and Queen's Crescent). Station Road bears to the left and the Academy entrance is on the left hand side.

For those arriving by road, follow the signs for Burgess Hill town centre. Station Road can be accessed either from the traffic lights at the junction of the B2036 London Road (former A273) or from Queen Elizabeth Avenue (B2113). There is ample parking at the Academy so please do not park in the neighbouring roads. If the car park is full, there are public car parks within walking distance and are free of charge after 6pm.

**Trains to and from Burgess Hill:** There are no planned engineering works on the Brighton Line on 28<sup>th</sup> May but anyone travelling by rail is **strongly advised** to check with National Rail in case there are last minute engineering works, timetable alterations or industrial action.

*Front Cover Photograph: 30925 Leamland 18 October 2021. ©Jon Bowers*

# **BLUEBELL RAILWAY PRESERVATION SOCIETY**

A Company Limited by Guarantee. Registered in England No 13745313

*President*

Gordon Pettitt OBE

*Vice-Presidents*

Bill Brophy, Graham Flight, Charles Hudson MBE, David Quarmby CBE, Roy Watts  
MBE

## **1<sup>ST</sup> COMPANY ANNUAL GENERAL MEETING**

to be held on Saturday 28<sup>th</sup> May 2022 commencing at 7pm

Dear Member

This document contains the agenda and supporting information for our first Company Annual General Meeting to be held on Saturday 28<sup>th</sup> May 2022 at the Burgess Hill Academy, Burgess Hill commencing at 7pm. Doors open at 6pm to give members time to sign in, to view the displays and to take refreshment. There will be a break for refreshments during the evening but we must finish by 10:30pm. We are grateful, as ever, to the “Horsted Gang” for providing refreshments. All proceeds will go to a restoration project. Apologies for absence may be sent or emailed to the Secretary at [gavin.bennett@bluebell-railway.co.uk](mailto:gavin.bennett@bluebell-railway.co.uk)

**All members must present their membership card when signing in and must declare any proxy votes they are holding for the Meeting.**

*Members under 18 years old are entitled to attend the meeting but do not have a vote on company matters or in elections*

## **PROXY VOTING**

In accordance with Article 15, members are hereby given formal notice that if any Adult member is unable to attend the meeting they are entitled to appoint a proxy, who need not be a member of the Company, who may attend the meeting on your behalf and to vote in your place. The form of proxy is enclosed with the AGM documents and **MUST** be returned to the Registered Office no later than 12 noon on Wednesday 25<sup>th</sup> May 2022 unless the proxy is attending the meeting on your behalf. The proxy form must include the name, address and membership number of the member concerned, the name of the person who is appointed as proxy and must be signed by or on behalf of the member appointing the proxy. The member may specify how the proxy is to vote or allow the proxy to use their discretion. If any member appoints a proxy and then attends the meeting, the proxy vote will not be counted.

# **BLUEBELL RAILWAY PRESERVATION SOCIETY**

A Company Limited by Guarantee. Registered in England No 13745313

## **AGENDA**

1. Welcome and Apologies for Absence
2. Remembrance of Society Members who have died since the last AGM
3. Approval of the minutes of the Extraordinary General Meeting, the deferred 60<sup>th</sup> Annual General Meeting and the 61<sup>st</sup> Annual General Meeting; all held on Saturday 2<sup>nd</sup> October 2021
4. Receive and adopt the Society accounts for the year ended 31<sup>st</sup> December 2021 (see page 8 for Treasurer's Report)
5. Authorise the Trustees to appoint Knill James as Auditors and to fix their remuneration
6. Consider and adopt the Special Resolutions to amend the Articles of Association (see below)
7. Any other formal business of the Company
8. Presentation of Awards
9. Presentation of the Bluebell Railway plc's accounts for 2021
10. Report from the Bluebell Railway Trust
11. Chairman's Address
12. Open forum – your chance to ask questions of the Board.

## **SPECIAL RESOLUTIONS**

These resolutions require a 75% majority to be adopted.

**Resolution 6.1: Article 10 (Membership Privileges):** That Article 10 should be amended to delete Articles 10.1.2 and 10.1.3 and replaced with the following amended and additional clauses

- 10.1.2 on production of a valid Membership card, privileges being, at the date of adoption of these Articles, as follows:
- (a) travel at reduced rates upon the Railway;
  - (b) entitlement of Life Members to free first class travel (or third class if first is not available);
  - (c) special terms negotiated by the Society on purchases made from the Railway's shops;
  - (d) free access to the public facilities at the Railway's stations when the Railway is open to the public,

the continuation and terms of Membership privileges shall at all times be subject to terms negotiated with Bluebell Railway Plc.

- 10.1.3 the travel benefits in Article 10.1.2 apply to all service trains with the exception of those services that have a global add-on service, such as food or entertainment, and on which such add-ons are applicable to all passengers on those services;
- 10.1.4 with the prior consent of the Society Trustees, the travel and admission benefits outlined in Article 10.1.2 may be suspended for a temporary period, the length of such period to be agreed by the Trustees, provided that at least thirty-five days' notice of this suspension has been given to the Society membership;
- 10.1.5 free access to the Railway's stations shall not apply when a third party organisation has hired the Railway for a private corporate event or filming;
- 10.1.6 Members shall be entitled to join in the activities of the various departments of the Railway, subject to their suitability and available vacancies. Members so engaged shall abide by the Bluebell Railway Plc Operating Rules and Bye-laws from time to time in force. Members working in any capacity on the Railway will be subject at all times to the authority of the Directors of Bluebell Railway Plc and their appointed managers, and must accept all reasonable instructions given by them or by any authorised representative of the Bluebell Railway Plc. They shall act at all times in a manner whereby the safety of persons and property and the interests of the Society shall not be jeopardised.

**Resolution 6.2. Article 18: (Trustees):** That Article 18.1.2 of the Articles of Association should be amended to substitute “nomination” for “standing” [ so that it reads ....immediately prior to nomination for office.]

**Resolution 6.3. Article 18 (Trustees)** This Society resolves to reinstate the Membership Secretary & Treasurer posts as Trustees (to be known as Membership Trustee and Finance Trustee respectively) and to amend Article 18.3 to delete “twelve” and insert “fourteen” , with the following consequential amendments to the Articles of Association:

- a) Article 11(General Meetings) : In Article 11.3.4, insert “Membership Trustee,” and “Finance Trustee” after “Secretary”
- b) Article 19 (Trustee Election and Retirement): In Article 19.1, insert “Membership Trustee,” and “Finance Trustee” after “Secretary”
- c) Article 21 (Appointment of Trustees): Replace Article 21.2 with “Elections for the post of Chairman, Vice Chairman, Secretary, Membership Trustee and Finance Trustee shall be separate from those for the post of Trustee.”

## IN MEMORIUM

The Members listed below have all passed away since the last AGM. May they all rest in peace.

William Allen	Michael Davies	Alex Leggat
Raymond Bellingham	Stephen Doerr	David Leggett
Grahame Berridge	Stuart Evans	John Mackett
Jeffrey Berry	James Evans	Robin Marsh
Guy Blaker	Patrick Fenlon	Dennis McDonald
Denise Botwright	Rodney Ffoulkes	John Meakings
Daphne Bridle	Roy Haines	Patrick Page
Ray Brown	Anthony Harris	Maurice Perthen
Martin Casterton	Frederick Hayward	Keith Porter
John Chalmers	John Hayward	Michael Priestley
E Chambers	Peter Henderson	Peter Rampton
Barbara Christie	Ian Hunter	Douglas Scorey
David Coates	Trefor Hunter	Michael Sharp
Geoffrey Cornell	Alan Hyde	John Sheppard
James Cripps	David Jones	Ruth Stoneham
Michael Cross	Richard Kent	Roy Sumpter
Anthony Dalrymple	Christopher Leather	Peter Williams
Graham Darwin	Michael Lee	Robert Wogan

**BLUEBELL RAILWAY PRESERVATION SOCIETY**

A Company Limited by Guarantee. Registered in England No 13745313

**ELECTION OF CHAIRMAN, VICE CHAIRMAN, SECRETARY AND TRUSTEES**

**Chairman**

Only one nomination for the post of Chairman was received and Mr Paul Churchman is duly elected

**Vice Chairman**

Only one nomination for the post of Chairman was received and Mr Neil Glaskin is duly elected

**Secretary**

Only one nomination was received for the post of Secretary and Mr Gavin Bennett is duly elected

**Trustees**

Regrettably, only six nominations were received for the nine Trustee posts and those nominees are duly elected. They are

Mr Laurie Anderson

Mr Richard Clark

Mr Mike Hopps

Mr Roger Kelly

Mr John Knight

Mr James Young

All the above will serve for a maximum period of three years. The Trustees are considering their options for bringing on board additional resources to cover the missing posts.

## **Treasurer's Report Year Ended December 31 2021**

Firstly, my apologies for not attending the AGM but my presence is required at my niece's wedding.

Financially it was a successful year for the society with an overall surplus of £157,222 (2020 £185,675). Subscriptions' income increased by some £20,000 in part due to an increase in life membership purchase. Don Brewer and his team are to be congratulated on increasing membership income in these difficult times. Donations over which we have little control were down by £10,000.

Expenditure was up by nearly £30,000 because of the one-off costs of: the governance review printing and distribution, and a donation of £20,000 to the 'Jewel in the Crown' appeal. It should be noted that in 2022 BRPS will bear the costs of the Bluebell News.

The Society at the year-end had total funds of £6,787,157.

During the year the Society increased its shareholding in Bluebell Railway Plc by £314,000 by conversion of loan (£300,000) and other purchases (£14,100). Also, at the year-end Bluebell Railway Plc has had advances from BRPS totalling £177,111. The creditors figure comprises the audit fee and other small sundry items.

I should like to thank Nigel Longdon for his patience in reluctantly handing over the role and also the staff at Bluebell Railway Plc for their assistance.

*Ian Watson, Treasurer*

## LONG SERVICE AWARDS 2022

The members listed below are eligible for their Long Service Awards. Biographical notes are included where these have been provided.

### 50 Year

#### **Gordon Callander – S&T Department**

Worked in the S&T Department on design, installation, some testing and even a touch of maintenance.

#### **Chris Majer – Operations Department / S&T**

I joined the Bluebell in January 1971 at the age of 18 and applied to the Signalling Inspector, David Wallace, to become a Trainee Signaller. I was already experienced at operating several BR Signal Boxes on an unofficial basis. After many Training Turns at Sheffield Park Signal Box, I was passed-out as a Signaller at Sheffield Park on August Bank Holiday 1971. Horsted Keynes Signal Box was restricted to Signallers with 5 years' experience (at that time) and I was passed-out as competent in 1976 to work Horsted Keynes Signal Box. In addition to my Signalling duties, I joined the S&T Department as a Technician, following retirement from Network Rail, in November 2009.

#### **Ray Oliver – S&T Department / Operations**

#### **Ian Wright – Locomotive Department**

The Railway that I joined 50 years ago was very different to today's version. The Loco Lobby was in a wooden platelayers hut with basic facilities and using Cottage No 3's outside toilet (no lock so we had to sing loudly). We were short of firemen so, after a few training turns, I passed out rapidly, progressing through the Grade of "Senior Fireman" becoming a Driver in 1980. I was Cleaners' Roster Clerk in the late seventies, becoming Fireman's Roster Clerk in 2004 and then Shed Master (Drivers' Roster Clerk), a position that I held until 2014. I also became an Inspector assessing Fork Lift drivers, Rules Tests and Footplate crew. I also helped with the restoration of 34023, 30096, the overhaul of the Dukedog and helped out in the workshop. I was elected to the Society's Management Committee in 1983 and was a Trustee from 1985 – 1991 until the management system changed. Having seen how much protection the "Dutch barn" running shed gave to the locos I started the Shed Wall Fund to complete the building and over the years, regular small donations help raise enough money to build the wall in two stages. I am now a little disappointed in the way that what was the running shed is being used.

### 40 Year

#### **Joanne Gurr – GN Saloon**

I was born and bred in Horsted village girl and in 1979, I joined Bluebell and the C&W at HK carriage sheds, volunteering during restoration of 6575, producing copious amounts of tea for the restoration team under the ever excellent leadership of the then C&W foreman Graham Ward. I then joined the Loco Department for a few years, enjoying the special camaraderie that Loco footplate work and engine

preparation brought. My special memory from time was the 1982 Bluebell Cavalcade event at Horsted and being on Maunsell U class 1618, with driver 'Chalky' White and fireman Steve Squires. In 1986 I ventured 'North' and became part of the 'Friends of Kingscote Team' helping to slowly change back the Kingscote site, from the then recently purchased private dwelling, to the rebuilt station we have today, in readiness for track and trains once more in 1994. Helping Roger 'Bumble' Barton and Martin 'Scratchers' Skrzetuszewski along with the enthusiastic 'Friends of Kingscote' volunteers to demolish of the unsightly "private house conservatory" that protruded onto the Up platform, is a particular lasting memory. I then became involved in the Great Northern Director's Saloon team back at HK, and for many years serving on board and encouraging in the winter upkeep of this very unique 1897 built vehicle that has been a stalwart of Special trains since its arrival at the Bluebell in October 1971. 40 wonderful years of Bluebell friendship and camaraderie.

### **Adrian Hopgood – Locomotive Department**

#### **Barry Jones – HK Carriage Shop**

Started in 1981 helping Mick Blackburn and Mike Tye with a sales stall at Tenterden (KESR) Steam Fair. I continued working in the Sheffield Park shop with Ralph Piper and then migrated to the kiosk at Horsted Keynes. In 1989, I opened the Carriage Shop at Horsted Keynes and continued to manage it until 2017 and still volunteer there. During the 1990's and 2000's, I took over the organisation of the Railway Collectors fair at Horsted Keynes, then a two-day event attracting over 50 traders from all over the UK, for about 15 years.

#### **Fred (Alan) Pragnall**

I mostly still have the most to do with the Great Northern Railway Director's saloon in the areas of maintenance and crewing on our running days. I also instigated the establishment of the Howlden Charitable Trust that now operates and funds it. But my days on the railway started in the late 70s when my sister worked for Mayfield catering at HK buffet and dragged me along one day to meet some of the people who worked there but mostly the C&W. So I found myself helping out in my limited way at the Carriage shed. Little did I know how this would influence what I did in the future. Most weekends and school holidays were spent there, as our farm was not too far from HK and I would cycle there unless I could get a lift. In the early 80s I was employed on the p/way which lasted for 7 years when I would be at the railway often 7 days a week. I continued volunteering on the GN saloon as needed and in 92 returned to play a part in the extension to Sharpthorne. In 94 I had some time at Stewarts Lane making myself useful there with work on what is now known as the British Pullman, and I am still doing that task mainly thanks to the experience that I acquired from my time in the C&W and the good friends that were made there some of whom still work with there. It also helps in cooperation between the companies on detailed information on Pullman projects. But most of all the Bluebell is an extended family that we grow up with and you meet extraordinary people who encourage you to go further than you thought you could.

## **25 Year**

### **Chris Bassett – S&T Department**

#### **Claire Emsley – Project 27 / Fenchurch Fund and Education Department**

A volunteer for the Project 27 / The Fenchurch Fund from 1996. More recently she has spent time working with the Education Department helping with school parties and other groups

#### **Clive Knight – Operations Department (Signalman)**

My first recollection of getting involved was talking to Trevor Bance in the signal box at Sheffield Park in the Summer of 1995 who put me in touch with Ted Goodman the signalman's inspector at the time. As I was working shifts at the time meant I was available mid-week and as they were short of mid-week signalmen I was quickly snapped up. I qualified to operate Sheffield Park box in about June 1996 and the then new box at Kingscote later the same year. Horsted Keynes took quite a lot longer due to the remodelling works there eventually qualifying there in 2003.

#### **Liz Groome – Locomotive Department and**

#### **Ruth Lee – Locomotive Department**

We joined the roster as cleaners in the mid to late 90s, following a few years of un-rostered working around the loco yard whenever my Dad was there for a turn or footplate course.

#### **Michael Mackie-Clark - Operations**

First started volunteering in 1989 in the C&W then with S&T and as a signalman from 92.

#### **Mick Sargeant – S&T Department**

## **General Secretary's Report**

The delayed AGM in October last year brought the Committee back up to full strength, if only for three months until the sad demise of Mike Priestley. We have met every month (except December) since then and held one Zoom meeting in January and other short meeting by Zoom in April. One of the first decisions of the new Chairman was to resurrect the dormant "Rule 15" sub-committees and Trustees were allocated to various roles. These sub-committees have now become Article 25 Policy Committees to support the development of the strategic policy for the Railway.

We have continued to see the minutes and supporting papers of the plc board meetings and to receive a verbal report on the last meeting.

This is my last report as "General Secretary" as I became the Secretary of the new Company on 1<sup>st</sup> January.

*Gavin Bennett*

## **BLUEBELL RAILWAY PRESERVATION SOCIETY**

### **Minutes of the Extraordinary General Meeting held on Saturday 2<sup>nd</sup> October 2021 at the Burgess Hill Academy, Burgess Hill, West Sussex commencing at 7:03pm**

**Present:** Bill Brophy, Charles Hudson MBE Roy Watts MBE (Vice-Presidents), Steve Bigg (Acting Chairman), Gavin Bennett (General Secretary), Don Brewer (Membership Secretary), Nigel Longdon (Acting Treasurer); Robert Hayward, Roger Kelly, John Knight, Chris Saunders and James Young (Trustees); and 140 members

**In attendance from the PLC Board:** Geoff Mee (Chairman), David Burch (Finance Director) Paul Lelew Retail & Commercial Director)

Apologies for absence were received from Gordon Pettitt (President), Mike Priestley (Trustee) and 27 members

#### **Welcome and Introductions**

The Acting Chairman welcomed everyone to these meetings which had been deferred due to the Covid pandemic and were the first General Meetings since 2019. He introduced and welcomed Geoff Mee, David Burch and Paul Lelew from the Plc. He explained that the purpose of this meeting was to obtain the Society's agreement to completing the process to convert the Society from an unincorporated association to Company Limited by Guarantee. Sadly Mike Priestley, as Chairman of the Governance Review Group could not be with us this evening and so Nigel Longdon, as the architect of the Articles of Association, would formally propose the two motions. He invited Mr Longdon to speak.

#### **Motion 1: Adoption of the Proposed Memorandum of Association and Articles of Association**

*This Society resolves to adopt the proposed Memorandum of Association and the Articles of Association for the Company Limited by Guarantee and authorises the Trustees to proceed with the conversion of the Society to a Company Limited by Guarantee within the 30 weeks stipulated in Rule 30(d).*

Mr Longdon reminded the meeting that we had agreed in 2019 to move towards incorporation of the Society subject to ratification of the Articles of Association at a further meeting. We had hoped to do this in 2020 but of course the pandemic intervened and general meetings of this sort were banned if more than 30 people were involved. In the intervening period, the Governance Review Group had been working behind the scenes reviewing the Articles of Association in the light of the helpful feedback we received following the publication of the draft Articles in 2019 and providing regular updates through *Bluebell News*. He explained that as an unincorporated association, Society members were not protected against any claims for liability. When the Society was formed, this did not really matter but we were in a different, more litigious, world now. In the event of an uninsured claim against the Plc, there was potential for Society members to be faced with a claim for personal liability as the Society was the majority shareholder in the Plc. Over the last few years, the Heritage Railway Association had been urging members to review their

governance to make them more appropriate for today's business environment and we were probably one of the last unincorporated associations in the heritage railway sector. Incorporation as a Company Limited by Guarantee would limit that liability to £1 per member and it was very unlikely that anyone would want to pursue a claim against thousands of members as the costs would be too high.

He said that if the Society agreed to adopt the proposed Articles, it was our intention to make the transition on 1<sup>st</sup> January 2022 as this coincided with the start of our financial year and would make the end of year accounting simpler. The Articles of Association would be a dynamic document and changes would be made from time to time; a change to Article 10 (Membership Privileges) was planned for 2022 to clarify the wording for Life Membership travel benefits. He formally moved the motion.

Questions from the floor raised the absence of any definition of Directors in Article 18.6 (defined in the Interpretations in Article 1) and whether there was any liability to the Society if the Plc were to go into liquidation (no different to any other shareholder in a company but the Plc's own articles required it, in that event, to transfer its assets at no cost to another like-minded body and with the same constraints).

Before putting the motion to a vote, the Acting Chairman declared that he was holding 133 proxy votes of which all but two were in favour of the two motions or left to his discretion. On a vote, the motion was passed, with 117 votes in favour (plus 131 proxies) and 2 against (plus 2 proxies). He thanked everyone for their support.

### **Motion 2: Amendment to Rule 30(b)**

*This Society resolves to amend Rule 30(b) to read: “(b) the first Directors shall be the current elected Officers and Trustees of the Society who will serve until the first Annual General Meeting of the Company to be held in 2022.*

The General Secretary explained that had the EGM taken place as planned in May 2020, a further meeting would have been held in October 2020 to elect the Trustees for the new Board who would take office from 1<sup>st</sup> January 2021. The delay in holding this meeting meant that this would not work and the Articles had been changed to allow the elected officers and Trustees to become the Trustees of the new Board and continue in office until May 2022 when all would stand for election. He proposed the motion on behalf of the Committee. On a vote, this was passed with 114 votes in favour (plus 130 proxies) and 2 against.

The meeting closed at 7:28pm

**Minutes of the Deferred 60<sup>th</sup> Annual General Meeting held on Saturday 2<sup>nd</sup> October 2021 at the Burgess Hill Academy, Burgess Hill, West Sussex commencing at 7:28pm**

**Present:** Bill Brophy, Charles Hudson MBE Roy Watts MBE (Vice-Presidents), Steve Bigg (Acting Chairman), Gavin Bennett (General Secretary), Don Brewer (Membership Secretary), Nigel Longdon (Acting Treasurer); Robert Hayward, Roger Kelly, John Knight, Chris Saunders and James Young (Trustees); and 160 members

**In attendance from the PLC Board:** Geoff Mee (Chairman), David Burch (Finance Director) Paul Lelew Retail & Commercial Director)

Apologies for absence were received from Gordon Pettitt (President), Mike Priestley (Trustee) and 27 members

**1. Welcome**

The Chairman explained that the 60<sup>th</sup> Annual General Meeting had originally been called for 23<sup>rd</sup> May 2020 but could not be held because of the Covid-19 lockdown. Although this was later eased, gatherings of more than 30 people were still banned for much of the year and legal advice had determined that the Rules did not allow a virtual meeting. This deferred meeting was purely to conduct the formal business.

**2. Minutes of the Extraordinary General Meeting held on Saturday 18<sup>th</sup> May 2019**

Adoption of these minutes was proposed by Mr Wright, seconded by Mr Mundy and agreed *nem con.* There were no matters arising

**3. Minutes of the Reconvened 58<sup>th</sup> Annual General Meeting held on Saturday 18<sup>th</sup> May 2019**

Adoption of these minutes was proposed by Mr Bee, seconded by Mr Arkell and agreed, *nem con.* There were no matters arising

**4. Minutes of the 59<sup>th</sup> Annual General Meeting held on Saturday 18<sup>th</sup> May 2019**

Adoption of these minutes was proposed by Mr Currah, seconded by Mr Wright and agreed *nem con.* There were no matters arising

**5. Society Accounts 2019**

Referring to the published accounts, Mr Longdon said that subscription income of £155k was higher due to increased membership fees and donations had also increased to £60k, The Land Purchase Fund now had fewer participants as some of them had died. The Diamond Anniversary Dinner was a Society sponsored event which made a small profit resulting in a gross income of £225k. On the expenditure side, we had incurred legal and professional fees of £5,617 for advice on the conversion to a CLG and Newsletter costs had fallen as fewer issues had been published. Total expenditure amounted to £36k, giving a surplus of £187k. The £183k shown as a debt was a loan to the Plc which would eventually be converted into shares. He proposed the adoption of the accounts. This was seconded by Mr Clark and agreed *nem con.*

The meeting closed at 7.40pm

## **Minutes of the 61<sup>st</sup> Annual General Meeting held on Saturday 2<sup>nd</sup> October 2021 at the Burgess Hill Academy, Burgess Hill, West Sussex commencing at 8.03pm**

**Present:** Bill Brophy, Charles Hudson MBE Roy Watts MBE (Vice-Presidents), Steve Bigg (Acting Chairman), Gavin Bennett (General Secretary), Don Brewer (Membership Secretary), Nigel Longdon (Acting Treasurer); Robert Hayward, Roger Kelly, John Knight, Chris Saunders and James Young (Trustees); and 160 members

**In attendance from the PLC Board:** Geoff Mee (Chairman), David Burch (Finance Director) Paul Lelew Retail & Commercial Director)

Apologies for absence were received from Gordon Pettitt (President), Mike Priestley (Trustee) and 27 members

Prior to the start of the meeting, in the interval between the 60<sup>th</sup> & 61<sup>st</sup> AGMs, Long Service Certificates were announced and presented to those recipients at the meeting:

### **60 Years**

Michael Blackburn, Bill Brophy, Chris Cooper, Tom Dobson and Chris Saunders

### **50 Years**

Roger Barton, Roger Cruse, David Foale, Tony Leaver, David Middleton, Roger Merry-Price, Philip Wilson and The Bulleid Society

### **40 Years**

Heidi Mowforth and John Lander

### **25 Years**

Nik Barton, Daphne Bond, Roy Bond, Deborah Carver, David Cockram, Roland Law, Pat Medhurst, Ray Medhurst, David Mills, Eric Mobbs and David Tutt.

### **10 Years**

Michael Cole, David Gooch, Alex Widdowson, Martin Widdowson, John Wigley and Pat Wigley

They were all congratulated and thanked for their dedication to the Railway.

## **1. Welcome & Remembrance**

The Acting Chairman welcomed everyone to the 61<sup>st</sup> Annual General Meeting. Before taking the first item on the Agenda, Members stood in silence to remember the 262 members who had died since the last AGM in May 2019. May they all rest in peace.

## **2. Society Accounts 2020**

Referring to the published accounts, Mr London said that subscription income of £135k was lower due to Covid19 and the Society was grateful to all those members who had continued to support the railway. Donations and Land Purchase Fund were also reduced, resulting a total income of £185k (£225k in 2019). Expenditure was considerably lower as we had not held an AGM in 2020 and the e-Newsletter had now been replaced by Bluebell Times. Legal advice had been taken on the possibility of holding a virtual AGM in 2020 and also on continuing work on the conversion to

a CLG, with total expenditure of £10k (£36k in 2019). The nett surplus was £176k (£190k in 2019). The £327k shown as a debt was a loan to the Plc but since the end of the year, £300k had been converted into shares, increasing our shareholding. He proposed the adoption of the accounts. Mr Bridle asked about the Land Purchase Fund and was told that hitherto, this had been used to help redeem the Courtland Wood loan, but he was unsure if this was still the case. In conclusion, he thanked all the Assistant Membership Secretaries for their hard work during the year and looked forward to handing over to his successor. Adoption of the accounts was proposed by Mr L Hutter, seconded by Mr Bridle and agreed *nem con*. The Chairman thanked Mr Longdon for stepping back in as Acting Treasurer and his contribution to the Society was much appreciated.

### **3. Re-appointment of Knill James as Auditors**

The re-appointment of Knill James was proposed by Mr Widdowson, seconded by Mr Oliver and agreed *nem con*.

### **4. Adoption of the 2019 Long Term Plan**

Mr Saunders referred to the much-delayed 2019 revision of the Long Term Plan and the accompanying explanatory note which had been circulated in May 2021. He was grateful to all those members who had contributed to the latest revision and noted that much had been achieved since the previous plan had been adopted in 2013. As was made clear in the explanatory note, the Society's was now focussed on setting a high-level strategic policy with delivery objectives for the Plc to incorporate into its business plans. Once this initial process was completed, attention would be turned to creating a new Long Term Plan that would have a significant role within the policy planning structure. It was however important to make clear that the plan had to be realistic and achievable with priority based evaluation of significant capital expenditure. Members would be updated on the scope and scale of the proposed changes. After a brief discussion adoption of the plan was proposed by Mr J Arkell, seconded by Mr L Hutter and agreed, with one vote against and one abstention.

### **5. Presentation of the PLC Accounts for 2020**

Mr Burch said he had joined the Board as Finance Director in December 2019 and was barely in post before the railway was closed down as a result of the Covid-19 pandemic and controls which came in from March and the railway did not re-open until August. Further shutdowns in November and after Christmas and into 2021 had a severe impact on the new Steamlights service but he was pleased to report that revenue for this new service had exceeded the planned budget. The railway had been reliant on grants from the Government, the Heritage Lottery Fund and the Cultural Recovery Fund as well as our own Covid appeal for funds and he was grateful for the way the members and public had responded to this. Referring to the accounts, he said that our reserves were now severely depleted and these needed to be rebuilt to ensure our future survival. The profit and loss account showed the reduction in turnover from £3.6m in 2019 to £1.4m in 2020, illustrating all too clearly the impact that Covid-19 had made to the railway, with an overall loss of £179k (£35k in 2019). On-board catering services had been depleted, with only pre-ordered food boxes available to the public. The shop had

also recorded a loss of £15k (profit of £48k in 2019) but had reduced the impact of the pandemic by increasing its online presence. In conclusion he said that continuing lockdown for the first half of the year had again impacted on our revenue and he hoped 2022 would be much better.

**Discussion session:** There then followed a question and answer session with input from David Burch and Paul Lelew. Main points as follows:

- Ted Oades asked about the number of employees, noting that the number of maintenance & production staff had fallen but management numbers had increased. David Burch confirmed there had been redundancies in 2020 and they had not wanted to do that but had no choice. The Covid appeal funds had been directed at retaining heritage skills staff but they would review the situation in 2022.
- Tom Brophy said volunteers used to be involved in Marketing and Promotions but had been excluded by more paid staff. Paul Lelew said that volunteers were crucial to the business and he would look at opportunities to involve more volunteers.
- Ben Dingley asked what we were doing to encourage ‘staycation’ visitors to come to the railway as overseas travel was likely to be restricted for some time and, in the same vein, Phil Barnes asked what we were doing to encourage coach companies to return. Paul Lelew agreed this was an opportunity as staycations were likely to continue into 2023. Midweek groups were very crucial to the railway as they helped to sustain the midweek train service. They were starting to come back but at a lower level than in 2019.
- Bill Brophy commented that we seemed to run a different timetable week in week out and asked for some consistency. He also pointed out that the midweek off-peak service meant visitors from the north could only spend 40 minutes at Sheffield Park and there wasn’t enough time for a meal. Paul Lelew said the timetable would be improved in 2022. David Burch agreed that we needed to avoid being Sheffield Park centric and should encourage visitors from north of East Grinstead.
- Both Roger Kelly and Howard Strongitharm made the point that we needed to tap into the London market and that there was zero publicity about the railway in the London area. Paul Lelew promised that there would be advertising campaign on Sky TV in the London area.
- Graham Aitken said we were often asked by visitors or potential visitors for information about the railway but we had nothing to give them and we were not engaging with our visitors. Paul Lelew said this was in the commercial Plan

## **6. Address by Geoff Mee, PLC Chairman**

Geoff Mee said he was delighted to have been appointed as PLC Chairman and to be invited to address the AGM. His first impressions were that we had an enviable reputation for brilliant standards of preservation, be it locomotives, carriages, wagons, stations and infrastructure. Despite Covid-19, we had seen OP4 nearing completion, a refurbished shop, the return of *Camelot* and the launch of the Jewel in the Crown

Appeal to restore Horsted Keynes. He was pleased that the Society, Trust and the Plc were working together as One Railway and the commitment to covering more of our operating and maintenance costs from income. They were working on a comprehensive plan for 2022 and a ten year asset management plan with a promise not to over-commit. We needed many more volunteers if we were to deliver on these plans. He saw our railway as a Living Museum but preservation was not just about restoring a valuable asset, the long term success needed a rigorous approach to maintenance, safety and reliable operations. We needed innovative marketing to attract more visitors. We had two excellent communications channels with Bluebell News and Bluebell Times as well as the web-pages and social media but it was all one-way. He wanted to set up a two-way communication process with the volunteers and staff and announced there would be a series of workshops in the winter shutdown after Christmas and Steamlights. He was delighted to report that Santa had already sold out and Steamlights was very close to being sold out. We needed more volunteers and the willingness to pass on the heritage skills and knowledge you have gained as a volunteer skills and he was considering the scope for volunteer apprenticeships. We needed to look at attracting more visitors especially from the London area and offer a more compelling reason to visit the railway **without** turning the railway into a theme park but emphasising our heritage experience as a living museum to educate and entertain. Just riding behind a steam train was not enough. The railway had invested a lot of money getting to East Grinstead and we had completely failed to exploit the opportunity. We needed a proper station at East Grinstead which looked more inviting to visitors arriving by train. He thanked the railway for giving him the opportunity to take the railway forward.

## **7. Acting Chairman's Report for 2020**

The Acting Chairman said much of his review of the extraordinary year which 2020 turned out to be was in his published report so he would concentrate on how the railway had emerged into the post pandemic period. It was an extremely challenging year which brought to mind the spaghetti western, *The Good, the Bad and the Ugly*. Taking these in reverse order, he said it was an 'ugly' prospect that the Government presented in March 2020 with a full lockdown at virtually no notice and no end date. The Railway's revenue streams were cut off at a stroke and an ugly prospect the railway had not faced in its 60 year history. The outfall from this was 'bad' for our Railway and we lost £2.2m of revenue in 2020 and in the end, we were allowed to operate for just 4 months of the year, on a very restricted basis which limited the number of visitors we could have at the railway.

He said he wanted to put the bad and the ugly behind us and focus on the 'good' elements which emerged from the situation we found ourselves in, such as:

- the development of better partnership working between the Society, Trust and Plc and an increasingly co-ordinated approach to strategic decision making;
- the adoption and implementation of the few remaining recommendations from the Governance Review;

- creation of a new Volunteer Coordinator role to work with the HR Manager to review all the aspects of recruiting and retaining volunteering on the railway;
- the work by the Society in collaboration with the Plc to develop strategic policies for the railway in compliance with the Society's objectives;
- the Society's support for the Plc's proposals to development revenue generation initiatives to supplement operating income;
- the success of the revamped shop at Sheffield Park and the new Steamlights service which was sold out; and
- the near completion of the Heritage Skills Centre at Horsted Keynes which provided vastly improved facilities and opportunities, together with the power supply upgrade to the site.

These achievements demonstrated what could be achieved in difficult circumstances and demonstrated the benefits of working in partnership, strategic planning and the development of alternative revenue streams. There was renewed focus on the core principles and on the need to engage with our important and valued volunteer workforce. Without their support, there would not be a Bluebell Railway.

Members might wonder why we were so focussed on business policies and performance. The railway had survived the last 60 years but in reality we were simply striving to survive. If we wanted the railway to develop and flourish, we needed to do more and adopt a more business-like approach to what we do, while not losing sight of our core aims and objectives and the preservation of railway heritage.

In conclusion, he said he looked forward to working with the new BRPS Chairman and a revived Committee as we worked towards taking the railway to its next level of development in partnership with the Board and the Trust. He thanked all his colleagues on the Committee, and in particular Roy Watts who had stepped in as Acting Vice-Chairman, for their support during the last eighteen months in his role as Acting Chairman.

On behalf of the Society, Roger Kelly proposed a vote of thanks to Steve Bigg for his leadership since March 2020 and this was met with applause.

### **8. Bluebell Railway Trust - Society Trust Governor's Report**

Before taking this item, Trevor Swainson, the Trust's Funding Governor announced the launch of the Jewel in the Crown appeal for the full restoration of Horsted Keynes Station. The project would spread over several phases with the first phase aimed at raising at least £500k so that work could start on the main station building and the Trust already had the benefit of a £240k legacy from Roger Williams for the restoration of the station. He urged Members to support the appeal so that work could start in the Spring.

Mr Tyson referred to the published accounts and said the Trust had benefitted from

18 legacies this year, including two very substantial legacies from Ray Tanner and Roger Williams. The Trust was very grateful for all these legacies as they allowed it to support its various projects on the railway. The Emergency Appeal launched in response to the Covid-19 lockdown raised around £410k including Gift Aid and this allowed the railway to secure its assets during the lockdown. The Trust's income for the year was £2.6m (£1.2m in 2019) of which just over £2m was restricted. Expenditure on grants was just over £1m (£975k in 2019), despite the railway being closed for around 5 months. £199k was used for track replacement, £35k for apprentices, £113k for *Sir Archibald Sinclair*, £48k for the Brighton Atlantic, £55k for Pullman Car 54, £101k for OP4 and the Heritage Skills Centre and £81k to secure access to Lywood Tunnel. The trust also funded the Museum and Archive at a cost of £18k. The Trust's assets included the H class & C class locomotives and a 40% share in the 80151 Locomotive Company Limited. Thus, it had been a very good year for the Trust but unrestricted funding remained tight and that limited its ability to fund other but worthwhile projects.

Mr Simcock was pleased that Horsted Keynes Station was going to be repaired and restored, a long overdue project. On OP4 he noted that the firewall between the two halves of the new shed still needed to be built. Mr Tyson said the OP4 appeal was still open. Comment was made that Mark 1 carriages were in OP4 which was not the purpose of the appeal, but it was claimed that this was temporary arrangement. Mr Jemmison pointed out that the carriage shed at Sheffield Park currently had the Class 33 and Class 09 diesels in it, not the carriages that were intended to be in there.

## 9. Message from the President

Roy Watts read a message from Gordon Pettitt, as follows:

*“I am sorry I cannot be with you this evening but I would like to thank everyone who has worked tirelessly to keep our railway running at every opportunity during the pandemic. This has not been easy but the task ahead is going to be even more difficult. Operational changes at short notice will be the order of the day in order to make sure we maximise the income needed to keep our railway going in the months ahead. The Giants of Steam Gala between 8<sup>th</sup> and 10<sup>th</sup> October is just one of the opportunities to make sure all our friends and family visit the railway before we shut down from the winter. You can make a huge difference by doing this. 2021 has not been the year of celebration we had planned but the work we do over the next few months can still make it one of the best in our long history.”*

## 10. Election Results

### **Chairman:**

Paul Churchman 117 votes - elected

Gordon Parry 91 votes

(The declared votes included second preferences in error)

<b>Trustees:</b>	Richard Clark	119 votes – elected	
	Roger Kelly	90 votes – elected	
	Laurie Anderson	86 votes – elected	
	Andrew Ellis	80 votes - elected	
	Reuben Smith	79 votes – elected	
	Mike Hopps	77 votes – elected	
	Robert Hayward	73 votes	not elected
	Howard Strongitharm	50 votes	
	Lawrence Hutter	40 votes	
	Robert Simpson	31 votes	

The new Chairman was invited to address the meeting. He thanked the Members for their support and set out his vision for the railway. The Acting Chairman recorded our congratulations to the successful candidates and the unsuccessful candidates were thanked for standing for election. Our thanks to Robert Hayward were recorded who was not re-elected, having been a Trustee since 2014.

**11. Any Other Business**

A question was raised about the decrepit state of the unrestored or out of service coaches at Horsted Keynes. Some of these were unique preservation items and we had allowed them to fall into a parlous state. In response, it was argued that not all of the coaches stored at Horsted Keynes had been purchased with the intention of restoration: some were intended to be donor vehicles, not intended for preservation and others were supposed to be stored in OP4.

The meeting closed at 10:30pm

**BLUEBELL RAILWAY PRESERVATION SOCIETY**

A Company Limited by Guarantee. Registered in England, N° 13745313.

**ANNUAL GENERAL MEETING 2022 PROXY VOTING FORM**

In accordance with Section 324 of the Companies Act 2006, a Member is entitled to appoint a proxy to exercise all or any of his rights to attend or to speak and vote at a meeting of the company. Article 15 of the Articles of Association sets out how the proxy is to be appointed and allows the Society to determine the format of the proxy form.

If you are unable to attend the Annual General Meeting to be held on Saturday 28<sup>th</sup> May 2022 at the Burgess Hill Academy, Burgess Hill commencing at 7pm, you may appoint a proxy to vote and speak on the resolutions set out overleaf.

- You must be a fully paid-up Member of the Society at the time the meeting takes place
- Joint Members or Adult Family Members are entitled to one vote each. You should have two forms
- Members under 18 years old are not entitled to vote on Company business
- The proxy form must be signed by you or on your behalf or authenticated by a legal representative.
- You can appoint a named proxy who should bring this form to the meeting and declare it when signing in, or you can appoint the Chairman of the meeting
- You can instruct your proxy how to vote on the resolutions set out below or you can leave it to their discretion

Your Details

Full Name & Address	Membership N°
---------------------	---------------

Declaration

I, ..... being unable to attend the AGM on Saturday 28<sup>th</sup> May 2022 hereby appoint either:

- (a) .....  
..... (name of proxy) or
- (b) The Chairman

to speak and vote on my behalf at the meeting on the resolutions set out overleaf

Signed..... Date .....

If you are appointing the Chairman as your proxy, this form **MUST** be delivered to the Membership Secretary, Sheffield Park Station, Sheffield Park, UCKFIELD, East Sussex TN22 3QL **no later than 5pm on Wednesday 25<sup>th</sup> May 2022.**

Signed and scanned copies will be accepted by email to:

[gavin.bennett@bluebell-railway.co.uk](mailto:gavin.bennett@bluebell-railway.co.uk) by the same date and time to allow time for validation and recording.

## RESOLUTIONS

Agenda Item		For	Against	Abstain
3	Adoption of the minutes of the Extraordinary General Meeting held on 2 <sup>nd</sup> October 2021			
3	Adoption of the minutes of the Deferred 60 <sup>th</sup> Annual General Meeting held on 2 <sup>nd</sup> October 2021			
3	Adoption of the minutes of the 61 <sup>st</sup> Annual General Meeting held on 2 <sup>nd</sup> October 2021			
4	Adoption of the Society Accounts for 2021			
5	Authorise the Trustees to re-appoint Knill James as Auditors and to fix their remuneration			
6	<b>SPECIAL RESOLUTIONS:</b>			
6.1	Amend Article 10 (Membership Privileges) to delete Articles 10.1.2 and 10.1.3 and replace with the amended and additional clauses shown on the Agenda			
6.2	Article 18 (Trustees) That Article 18.1.2 of the Articles of Association should be amended to substitute “nomination” for “standing” [ so that it reads ....immediately prior to nomination for office.].			
6.3	<p>Article 18(Trustees): This Society resolves to reinstate the Membership Secretary &amp; Treasurer posts as Trustees (to be known as Membership Trustee and Finance Trustee respectively) and to amend Article 18.3 to delete “twelve” and insert “fourteen” , with the following consequential amendments to the Articles of Association:</p> <ul style="list-style-type: none"> <li>a) Article 11(General Meetings) : In Article 11.3.4, insert “Membership Trustee,” and “Finance Trustee” after “Secretary”</li> <li>b) Article 19 (Trustee Election and Retirement): In Article 19.1, insert “Membership Trustee,” and “Finance Trustee” after “Secretary”</li> <li>c) Article 21 (Appointment of Trustees): Replace Article 21.2 with “Elections for the post of Chairman, Vice Chairman, Secretary, Membership Trustee and Finance Trustee shall be separate from those for the post of Trustee.”</li> </ul>			

A copy of this form is on the Society web pages