

WEARDALE RAILWAY TRUST

Minutes of the management committee meeting held at Bishop Auckland Station on Tuesday 14th December 2010

The meeting started at 7:32 PM.

Those present

David Scott – Chair
Dr Mike Wood – Vice Chair
Trevor Hewitt – Treasurer
John Askwith
Brian Cox
Clive Elsdon
Gerry Mudd
Steve Raine
James Lynn – Secretary

1 Apologies for absence

David Bullows, Malcolm Simpson, Michael Wilkinson

2 Election of Officers

Chair – David Scott
Proposed Trevor Hewitt
Seconded Brian Cox

Vice Chair – Mike Wood
Proposed Brian Cox
Seconded Gerry Mudd

Treasurer – Trevor Hewitt
Proposed Gerry Mudd
Seconded Steve Raine

The Directors thanked, David, Mike and Trevor for all there efforts on behalf of the Trust during the past year.

3 Election of Officers to WRCIC Board

Gerry Mudd and Steve Raine agreed to remain as the Trust nominated Directors on the WRCIC board
Proposed David Scott
Seconded John Askwith

Third Trust Director nominated to serve on WRCIC board - Brian Cox
Proposed Gerry Mudd
Seconded Trevor Hewitt

4 Minutes of previous meeting

The minutes from the 12th October 2010 and 9th November 2010 were approved with corrections to the following items:

9th November minutes corrections to items 10 that not ta, Item 12a/12b 97% not 07% Item 13 20th January 2012 not 2011.

Minutes from the 12th October 2010 were approved
Proposed Brian Cox
Seconded Gerry Mudd

Minutes from the 9th November 2010 were approved
Proposed Trevor Hewitt
Seconded Gerry Mudd

5 Matters arising from the last meeting

12th October 2010 meeting Gun Barrel Shed – Consultants have been appointed (see 14)

9th November 2010 meeting Infrastructure – Mike Wood to report on chain saw classes

6 Identify other business.

6 items were identified:

Depot security – Trevor Hewitt (see 14)
NER DP post – Trevor Hewitt (see 14)
WR staff change – Trevor Hewitt (see 14)
Café – John Askwith (see 14)
Trust objectives (see 13f)
G5 bogie (see 14)

7 Declaration of Conflicts of Interest

None.

8 Chairman's Report

The Chairman and Directors discussed issues relating to the resignation of Malcolm Deans the railways General Manager. The Chairman further remarked about the shortage of volunteers and how this shortage had been covered by members of the Junior Club. The Directors agreed that the Junior Club was an asset to the Trust and railway. Mike Wood raised the issue of training of new volunteers so that they could become 'part of the group'. The Chairman has spoken to Michael Wilkinson about the need to induct new volunteers and will speak with David Million to get this issue resolved.

The Chairman's report was approved by the Directors.

Proposed – Mike Wood

Seconded – Steve Raine

7 Treasurer's report

The Treasurer gave a verbal summary of the financial activity during November. Expenditure for the month was £4500 of which £3300 was spent on number 40. Income was £4900, donations and subs £1000, Number 40 appeal £900, HMRC £828 (recovered VAT) and Number 40 hire charges £1600. Trevor reported that Arthur has secured a grant for £1000 and that he'd received a letter from County Durham confirming 100% rate relief for railway property leased by the Trust. Trevor also commenced that he'd received replacement DVDs from Peter Shields and 4 copies of Lost Lines have been sold. Steve Raine requested the return of his projector stand and screen for a family Xmas do.

The Treasurers report was approved by the Directors.

Proposed: Gerry Mudd

Seconded: Clive Elsdon

8 Secretary's report

No report was presented. The Secretary discussed the need to have on record a resolution passed by the Directors to cover changes to the M&As – even though these had been approved by the Charity Commission.

The Trust Council has the power per Clause 47 of the Trusts Memorandum and Articles of Association (M&As) to alter and revoke rules and regulations within the M&As of the Charity provided that no alteration is made to Clause 3 (Objects), Clause 7 (Dissolution) and Clause 47

At a Trust Council meeting of the Directors of the above named charity, duly convened and held at Bishop Auckland Station Bishop Auckland Co Durham on the 14th day of December 2010 it was resolved that the following clauses of the current Articles of Association be amended, deleted and replaced with the following:

- To alter Clause 37 Council of Management to change the number of elected members of the Council to be not less than 3 (currently 5) nor more than 12 (currently 17)
- To further alter Clause 37 Council of Management – Rotation of Directors to read as follows - at each subsequent annual general meeting one third of the Council or, if their number is not four or a multiple of four, the nearest number to one third must retire from office. If there is only one Director who is subject to retirement by rotation he or she must retire.

- Remove Clause 44 from the Trusts Articles of Association as this clause does not meet the requirements of the current Age Discrimination/Equality Legislation.
Clause 44 reads as follows - 'Section 293 of the Act shall be read as if the age therein mentioned was seventy-five, and therefore, no person shall be appointed a member of the Council of the Trust who has attained the age of eighty-five, and a Council Member shall vacate his office at the next Annual General Meeting after he attains the age of eighty-five, and in respect of such vacation of office no provision contained in these Articles for automatic re-appointment of retiring Council Members in default of other appointment shall apply but any such vacancy may be filled as a casual vacancy. Provided always that a person may be appointed a Council Member at any age and a Council Member may continue in office after attaining any age and shall not be required to retire upon attaining the age of eighty-five as aforesaid, if his appointment or continuance as a Council Member is approved by the Trust in General Meeting and special notice has been given of the resolution appointing him or approving his appointment and such notice to the Trust and by the Trust to its members has stated the age of the person to whom it applies.'
- Remove Clause 55 (F) Disqualification of Members of the Council and adopt the following clause from the Charity Commissions model Memorandum and Articles of Association for a Charitable Company (Charity Commission Clause 31(6))
Clause 55 (F) reads as follows - 'If he/she shall not attend any of six consecutive meetings of the Council shall otherwise determined to be deemed to have retired as a member of the Council and shall not be eligible to serve as a member of the Council for one year after retirement'.
The new clause 55(F) will read as follows - 'If he/she is absent without the permission of the Directors from four consecutive Council meetings and the Directors resolve that his/her office is vacated'.
- To alter Clause 61 Proceedings of the Council.
Clause 61 reads as follows - 'The Council shall meet together at least four times a year for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business which shall not be less than six. Matters for resolution arising at any meeting shall be decided by a majority of votes. In the case of equality of votes the Chairman shall have a second or casting vote. At least seven days notice of every Council meeting must be given to each Director'.
Clause 61 will be modified to read - 'The Council shall meet together at least four times a year for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business which shall not be less than 3 or the number nearest to one third of the total number of Directors, whichever is greater. Matters for resolution arising at any meeting shall be decided by a majority of votes. In the case of equality of votes the Chairman shall have a second or casting vote. At least seven days notice of every Council meeting must be given to each Director'.
- To remove the Audit and Accounts clauses in the Trusts M&As (Clauses 70 through to 75) and replace them with clauses 43(1), 43(2), 44(1) and 44(2) from the Charity Commissions model memorandum and Articles of Association for a Charitable Company in-order to bring the Trust accounts and reporting requirements to statutory bodies (such as Companies House and the Charity Commission) in line with the latest Statements of Recommended Practice as required by the Charities Act 2006, Companies Act 2006 and the charity accounting regulations.
- To add the following clause from the Charity Commissions model Memorandum and Articles of Association for a Charitable Company (Charity Commissions Clause 5c) to formalise loans made by Directors to the Trust.
The new clause in the Trusts Memorandum of Association will read as follows - 'A Director may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors'.
- Renumber M&A clauses as appropriate.

The Directors approved the resolution to amend the Trust M&As.

Proposed Trevor Hewitt
Seconded Gerry Mudd

9 **Number 40**

Gerry reported that Number 40 is performing well and will run a special 2 coach train to Bishop Auckland during the week. Number 40 Appeal - Wilf Hulme has donated £250 and £100 has been donated by Arthur Temple. Appeal fund has reached £5300 since May 2010. Mike Wood reported that the brake ejector is a bit feeble with the vacuum slow to recover however the steam heating is working well. Concerns were expressed about Number 40 operating down to Bishop Auckland on regular train services. It was reported that Malcolm Simpson believes that Number 40 is up to the task of running to Bishop Auckland and back with 2 coaches. Trevor reported that 12 new fire bars have been ordered.

10 Restoration activities

Carriage & Wagon – Trust coach – needs a contract similar to G5 coach contract. Steve Raine to send a copy to Trevor for review.

Wheel chair clamps – Clive Elsdon raised the issue of provision of wheel chair clamps.

Buffet/Griddle car – needs a bit of TLC selves needs cleaning up/repair. Work is planned during the New Year – Easter shut down.

Nina – Plaque has been received.

Infrastructure – Arthur Temple has made an application to Leader+ for funding for a platform at Witton le Wear. A developer may fund a platform at Witton Park.

11 Volunteering (Dave Million)

Volunteering – John Askwith asked if David Million was still the Volunteer Co-ordinator. David Scott to clarify the situation with David Million and Michael Wilkinson.

Weardale Railways CIC Reports

12a/12b Report from the Company Board meetings/ Report from Management Group meetings (Trust representatives)

Gerry Mudd updated the Trust Directors on confidential business information. Discussions covered operating revenues, freight operations, dispute with Wolsingham Steel and land encroachment issues. No decisions were made by the Directors.

Gun Barrel Shed – Consultant Phil Ball to be employed to work with the Trust on funding from the Heritage Lottery.

12c Report from the Marketing Group meeting (Wendy & Clive Elsdon with input from John Askwith)

No real marketing work was been undertaken due to the Santa Specials – 166 seats are still available A draft events list is being produced however the Directors discussed other events such as bus pass days, WRCIC website and the need for advanced publicity. Clive Elsdon reported that 1 train charter had been identified.

Postcard – John Askwith asked if this was a company purchase as this item was a good seller, cost from Linton's is £125 per 1000. Trevor to sort out costs revenue splits.

13 Other Reports from Trust Directors

13a Weekly Lottery/Fund raising (Arthur Temple)

£750 raised to date

13b Major Projects and Funding Sub Group – (Gerry Mudd/Arthur Temple)

Removed from agenda.

13c Educational Activities/Talks/Publications/Magazine – (John Askwith)

John Askwith reported the following: -

Talks: -

- a) 12th Jan 2011 R A Transport Group Darlington
- b) 10th Feb 2011 TBA

Publications: -

- a) Feb BTL to have Easter draw tickets cash prizes.
- b) Northern Rail timetable – page devoted to the Weardale Railway.
- c) BTL Contributions 20/1 despatch 4/2

13d Membership Secretary's Report (Frank Holmes/Trevor Hewitt)

No report from Frank.

13e New fund raising ideas

Mike Wood reported that the depot needs sorting before driver experience courses can start.

13f Role of the Trust

The Chairman will continue co-ordinating ideas with the Directors. A possible merger with DRPS is to be discussed in more detail.

14 Any other business.

Depot security – Trevor Hewitt commented that the depot has not been locked . Mike Wood requested that the train crew should be issued with a key. Gerry/Steve to take this up with WRCIC.

WRCIC staff changes – Trevor reported that 2 senior staff have left the company/BARS.

NER DP post – Trust has been offered a DP post . John Askwith suggested a location.

Café – John Askwith expressed concerns about the grubby state of the Café and remarked that there should be periodic deep clean. Secretary to write to ?

G5 bogie – now complete and currently displayed at Shildon Museum.

PTS training – deferred till next meeting.

Meeting closed at 22:14

15 Date/time of the next meeting is 11^h January 2011 7:30PM at Bishop Auckland Station.