

DARJEELING HIMALAYAN RAILWAY SOCIETY

Minutes of the Eleventh Annual General Meeting held at 12 noon at the Milan Indian Cuisine Restaurant, 93 Newhall Street, Birmingham, B3 1LH, on Saturday 6 June 2009.

Present:

Committee: David Barrie, Chairman
Eddie Lang, Secretary
Michael Melbourne, Treasurer and Web Master
David Charlesworth, Editor
Peter Jordan, Tours
David Mead, Correspondence Secretary, DRCS
Representative and Engineering Advisor
Sarah Thompson, Exhibitions and Sales.

In addition to the Committee (all of whom were Members), 41 other Members were present. (A full list of these other Members is held by the Secretary and filed with the Minutes.)

1. Welcome and Apologies

The Chairman, David Barrie, welcomed those present to the Eleventh Annual General Meeting of the Society. In particular, he welcomed Chris Greaves, the Society's Auditor to the meeting. He called the meeting to order and advised that due notice to Members had been given by the Notice of Meeting published in the February 2009 issue of the Darjeeling Mail.

The Secretary, Eddie Lang, reported that apologies had been received from 11 Members, including Paul Whittle, Vice-Chairman and Public Relations Officer. (A full list of these Members is held by the Secretary and filed with the Minutes.)

2. Minutes of Tenth Annual General Meeting

The Chairman advised that the Minutes of the Tenth Annual General Meeting, held on Saturday 17th May 2008, had been circulated to Members in the February 2009 issue of the Darjeeling Mail.

The Resolution to approve the Minutes was proposed by Hugh Smith, seconded by Philip Power and carried unanimously.

The Minutes were then signed by the Chairman as a correct record of the proceedings.

3. Receive and adopt the Committee Report for 2008

The Chairman advised that the Committee Report for 2008 had been published in the May 2009 issue of the Darjeeling Mail. He pointed out that, as a Committee, the aim was to be completely transparent in its activities. Accordingly, the Report was very detailed and included, it was believed for the first time, the reports of the Society's Officers.

The Chairman drew attention to the principal points in his Report. He then called upon the several Committee Members and Society Officers to present their respective Reports.

The Committee Members and Society Officers presented their Reports.

(These Reports are not given in detail as they have already been published.)

During the presentations, the following matters were recorded:

Treasurer

Replying to a question by Lionel Price, Mick Melbourne said that sales for 2008 were down largely as a result of there being no new major items.

Terry Martin said that Iron Sherpa II should be available for sale by Christmas 2009.

Tours: Re Gorkhaland

Peter Jordan said that the term "Gorkhaland" had been used by the BJP/Morcha political party to describe the area for which it wanted independence from West Bengal (but not from India).

Sarah Thompson said that recently the Morcha had threatened to interrupt the DHR by strike action. The Head of the India Support Group, Rajendra Baid, had written to Morcha explaining that the strike would prevent tourists from travelling to Darjeeling. As a result, the strike had been cancelled. This showed that, by communicating in a positive way, the Society could make a difference.

Tours: Capitation Fees

Replying to a further question from Lionel Price, Peter Jordan said that the Society and Darjeeling Tours Co. Ltd. were two entirely separate bodies. However, each year Darjeeling Tours paid to the Society a capitation fee of £10 per head for all participants on the tours. In addition, these participants were offered free Membership of the Society

for one year. As many subsequently renewed their subscription in the following years, this helped boost membership numbers.

Mick Melbourne said that Darjeeling Tours had paid £1,420 to the Society in 2008 and this had been treated as a donation. Lionel Price recommended that the capitation income be shown as a separate item in the Accounts.

Sales and Exhibitions

Peter Jordan stressed that more volunteers were required to man the Society's sales stand. In particular, it would be good to extend the Society's presence to events in northern England.

Archivist and Bibliographer

Terry Martin requested that any queries on archive material received by Committee or other Members be referred direct to him.

Technical and Modelling

Lionel Price suggested that, if help were given to members of the public on modelling queries, they be asked to provide a donation to the Society.

The Resolution to receive and adopt the Committee Report for 2008 was proposed by Moo Barrie, seconded by Tim Hadfield and carried unanimously.

The Chairman placed on record his appreciation of the support and assistance given to him by Committee Members and the Society's Officers.

4. Approve the Accounts for 2008 and receive the Auditor's Report thereon

The Chairman advised that the Accounts for the year ended 31 December 2008 and the Auditor's Report thereon had been published in the May 2009 issue of the Darjeeling Mail.

The Resolution to approve the Accounts for the year ended 31 December 2008 and to receive the Auditor's Report thereon was proposed by Cedric Lodge, seconded by Tony Hopkins and carried unanimously.

5. Appointment of Auditor

The Chairman reported that the Society's Auditor, Chris Greaves, had stated that he was willing to be re-appointed as Auditor to the Society.

The Resolution to re-appoint Chris Greaves as Auditor to the Society to serve until the conclusion of the next Annual General Meeting was proposed by Hugh Smith, seconded by John Clemmens and carried unanimously.

The Chairman placed on record his deep appreciation, and that of the Committee, for the work done by Chris Greaves as Auditor to the Society.

6. Election of Committee Members

The Chairman pointed out that Clause 9 of the Society's Constitution provided that "two members shall retire each year and may offer themselves for re-appointment". This year it was the turn of Peter Jordan and Michael Melbourne to retire. They had both offered themselves for re-election.

Eddie Lang confirmed that no other nominations to the Committee had been received.

The Resolution to re-elect Peter Jordan was proposed by Eddie Lang, seconded by Paul Whittle and carried unanimously.

The Resolution to re-elect Mick Melbourne was proposed by Paul Whittle, seconded by Eddie Lang and carried unanimously.

7. New Constitution

The Chairman addressed the meeting as follows:

"We now come to perhaps the most important item on today's Agenda, namely the future organisation of the Society.

"At present, your Society is an unincorporated body with a short – two pages – Constitution. This Constitution, which has been in force since 1998, has served the Society well. In its current form, however, it contains anomalies.

"At the 2008 AGM, it was reported that your Committee would give careful consideration to a new Constitution for the Society. This matter was discussed in detail over several Committee meetings, resulting in the Resolution now before the meeting.

"The advantages of the Society becoming a company limited by guarantee are explained in the "Explanatory Note on New Constitution". This Note was attached to the Notice of the Annual General Meeting and published as an insert in the February 2009 issue of the Darjeeling Mail.

"I consider it worthwhile to reiterate these advantages:

- a. The liability of individual Members would be limited to the sum (say £10) stated in the Memorandum.
- b. The Society would have a separate legal persona. It would be capable of entering into contracts and owning property in its own name.
- c. Being incorporated carried more “clout” than an organisation that was not incorporated. This might be an advantage in obtaining grant aid.

“It is also worth noting that many – if not all – railway preservation Societies in the United Kingdom are incorporated as companies limited by guarantee.

“Subject to Members approving the Resolution, the draft Memorandum and Articles of Association will be circulated for Members’ comments. After your Committee has considered these comments, the Memorandum and Articles of Association will be submitted for formal approval at a future meeting.

“A view has been expressed by a very small number of Members that they feel pressured by the proposed Resolution. If any Member present today does feel pressured, now is his or her opportunity to speak out. I would hope, however, that the procedure I have outlined for approving the Memorandum and Articles of Association should allay their fears. All Members will have the opportunity to comment on the Memorandum and Articles of Association.”

A detailed discussion ensued during which the following points were recorded:

In reply to a question from David Powell, Peter Jordan explained that incorporation of the Society as a limited company should not result in any change in exposure to taxation.

Tim Hadfield asked whether incorporation as a company would result in additional costs. In reply Eddie Lang said that the only additional cost should be the filing fee of £15 for the Annual Return submitted to Companies House.

In response to several Members, Peter Jordan explained the principle of “limited liability”, namely that in the event of the winding-up of a company, the liability of Members was limited to the amount stated in the Memorandum.

Terry Martin asked whether a draft of the Memorandum and Articles of Association existed. In reply, Eddie Lang said that a complete draft was not currently available but was being prepared. He stressed that, as pointed out by the Chairman, all Members would have the opportunity to comment on the complete Memorandum and Articles of Association.

Cedric Lodge noted that the Charity Commission had a model set of Memorandum and Articles of Association on its website.

Terry Martin asked whether, in the event that application for charitable status were rejected, the Memorandum and Articles of Association (which had been based on such application), would prove workable. In reply, Eddie Lang said that they would be workable. He added that it was essential to draft the Memorandum and Articles of Association to facilitate application in due course for charitable status (if it were then found feasible and to the advantage of the Society).

Benedict Cadbury suggested that application for charitable status be dealt with separately to that of incorporation as a company limited by guarantee.

Terry Martin recommended that the Resolution be reworded to provide for Members' approval before any application were made for charitable status. Eddie Lang said that he had no objection to this recommendation and proposed the following amended Resolution (amendment in bold):

“THAT, subject to Members approving the draft Memorandum and Articles of Association, the Society be incorporated as a company limited by guarantee and that, subsequent to such incorporation and if found feasible and to the advantage of the Society **and subject to approval by Members**, application be made to the Charity Commission for registration as a charity in England and Wales.”

The amended Resolution was proposed by Hugh Smith, seconded by Cedric Lodge and carried unanimously.

The meeting adjourned for lunch at 1.45 pm and reconvened at 2.50 pm.

The Chairman opened the reconvened meeting by asking whether any Members present had any questions to ask the Committee.

No questions were raised by Members.

8. Other Business

8.1 Vote of Thanks

Hugh Smith proposed a vote of thanks to the Committee for its work on behalf of the Society. This was endorsed by all Members present.

8.2 Insurances

Arising from the discussion on “limited liability” (refer Minute 7), David Powell undertook to provide Mick Melbourne with details of the insurances maintained by the Colonel Stephens Society.

8.3 Letter from Indian Railways

The Chairman said that he had received a letter from the new Secretary to the Board of Indian Railways stressing the Board's continued support for the Memorandum of Understanding with the Society. The Board also placed on record its appreciation of the work of the Society and stated that it hoped to discuss future projects with the Society.

8.4 Event at Launceston

The Chairman reported that Adrian Shooter's B Class would be at Launceston during the two weeks preceding the Bank Holiday weekend on 29/30 August. It was hoped to have a Society presence at this event for two days within the period 18 to 21 August.

The Chairman asked any Member, who could attend and assist, to contact him.

8.5 Sarah Thompson

The Chairman said that Sarah would be resigning from her post as Exhibitions and Sales Officer on the Committee immediately after the meeting. He thanked Sarah for her service on the Committee and for her work, in conjunction with her husband, Clive, in taking the Society's sales stand to events around the country.

Members enthusiastically endorsed the Chairman's comments.

8.6 Raffle

The Chairman announced that £112 had been collected from the raffle and thanked John Clemmens for providing the first prize.

There being no further business, the meeting closed at 3.00 pm.

(Following closure of the meeting, Peter Jordan gave a slide presentation, based on the Photographic Tour arranged by Darjeeling Tours earlier that year.)