

Tarka Valley Railway Group (TVRG)

Minutes of the General Meeting for Members Held at Torridge Vale Social Club, South Street, Torrington on Monday 9th & Tuesday 10th January 2017

Chaired by invitation: David Morgan and Mark Smith of the Heritage Railway Association (HRA)

Present: 32 people

The meeting commenced at 15.00 on 9th January

Mark Smith introduced both himself and David Morgan. David then gave an outline of how business will be transacted over the two days of this meeting, including the voting procedures. He requested to know who would not be present on the second day and gave the voting procedures for these people. David then restated the contents of the letter from the HRA announcing the meeting, and gave his opinion that poor legal advice had previously been given about the transfer from the TVRG to the CIO. He then explained what was on the ballot paper i.e. why the resolutions had been put forward and that the transfer had not been carried out correctly but that this meeting (and part of the following Tarka Valley Railway CIO AGM) are an attempt to put this right. David then berated the attempt by the people calling themselves 'concerned members' to undermine these proceedings.

Member Mike Durkin asked who owns the money. David said that the bank had transferred the money to the CIO. Asked about the assets, David said that he had seen the carriage owned by Phil Simkin and it was clear that a lot of work needs doing to it. He had spoken to Phil Simkin and the wishes of the TVRG/ CIO need to be sought over the items he claims to own. David said that the results of the votes will establish who will own the assets; if the TVRG owns assets then all members will be responsible for anything that happens concerning the assets. The CIO constitution makes it clear that no member has liability.

Mac Head said that some assets are third party owned, and therefore ownership needs to be established before they can be transferred. Mark Smith said that this will be the job of those elected; they will need to get assets and liabilities sorted out and agreements put in place.

Member Mike Durkin asked two questions about minutes of a meeting on 25th June 2015 not having been circulated and whether life members would be included in the transfer. Mark Smith said that minutes will be checked by himself and sent out under his name. David Morgan said that life memberships will be transferred.

Member Cliff Smith asked whether his understanding was correct in that the CIO would be able to get the lease it required, but the TVRG would be unable to secure

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this. David Morgan answered that the TVRG would need a deed of trust as an unincorporated association, but that Devon County Council (DCC) might not countenance this. DCC was awaiting a call from himself and the position turns on a positive outcome from this meeting.

Member Jon Brindsmead asked if there was any upside to remaining as an unincorporated association. David Morgan said that he could not think of any advantages, as it would not be a separate legal entity and would be unlikely to obtain grants if not a charity. An unincorporated association does not have to file accounts, but this is not necessarily a benefit as the production of accounts is good practice to show transparency. Mark Smith said that the objects of the CIO are wide enough to enable the railway to do exactly what it plans to do. A CIO has all the advantages of a charity but without onerous restrictions.

Member John Puddy suggested that there was no other way forward than being a CIO.

David Morgan invited the candidates for election to the committee to say a few words about themselves.

Rod Garner outlined his role with the railway to date.

Phil Tarry outlined his extensive involvement with heritage railways, his particular involvement with the Ecclesbourne Railway and his Network Rail career. He related how he obtained his professional qualification to enable him to be an Independent Qualified Person for railways.

Colin Clifton said that he will bring his resume in tomorrow.

Richard Deane said that his long term wish is to see the railway put back eventually to Barnstaple.

Mac Head gave negative comments only and said that he was withdrawing his nomination for a Trustee of the CIO but was still willing to stand as a TVRG committee member. David Morgan asked him if he would vote in favour of the transfer, and he answered in the affirmative. David asked him. In the light of the email he had sent round, what he did not understand about the voting papers. He said that he thought they were not clear.

Aubrey McKenzie said that he lives locally, has previously volunteered on the West Somerset Railway and wants to see a more rounded organisation with better systems.

David Morgan summarised his legal and railway background, and said that he wants to see the transfer and winding-up of the group. Member Richard Deane asked whether David could not be chairman without being a member, to which David replied that the chairman really needs to be a member, as the group's committee will elect its chairman.

Mark Smith said that he first saw the site in its early days and could see the potential. He would like to help with the clarification of the assets and liabilities, help the railway grow and 'get off the ground'.

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Member Alan Wright asked if the Group would disappear if the vote is in favour. David Morgan said yes, and again explained the resolutions on the TVRG meeting notice. Alan asked if the CIO would then decide its own organisation. Again the answer was yes and David said that doing the right thing was the prime consideration; doing the thing right was procedural but is an 'operational' concern.

Member John Puddy asked if there were any existing Trustees of the CIO which were not standing for election at tomorrow's AGM. David Morgan confirmed there were, but it is not normal practice to list them in the AGM notice. David invited these other Trustees to say something about themselves if they wished. Martin Wilson and Janet Welch said a few words about their background and involvement with the Railway.

Member Michael Sampson said that he was vice chairman of the TVRG but was standing down from involvement with the administrative side.

Member Chris Hassell asked for clarification of the voting procedures, in particular do resolutions 3 and 4 mean that the committee will decide whether to go ahead with the transfer and winding-up. David Morgan said that it should be clear that by authorising the committee to act, then it *will* act. David added that there is a clear need to leave the internecine warfare behind as there is no way forward otherwise.

Member Sue Scrutton asked about the number of candidates one could vote for, to which David replied that any and all on the voting slip could be voted for.

Member Michael Sampson said that he would be voting for a team to take the railway forward.

Member John Puddy asked about the voting for tomorrow's AGM and Mark Smith outlined the voting procedure for tomorrow and confirmed that there are two forms, one for today's voting and one for tomorrow.

The meeting then concluded at around 16.30 and resumed on the following day, 10th January at 11.13.

Mark Smith introduced the meeting and the voting procedure.

David Morgan summarised the sentiment of the meeting yesterday as a wish to move forward with the CIO. David explained the proposed amendments to the TVRG constitution (resolution 1), and why the 66% majority was chosen for clause 16. He said that Janet Welch, as Treasurer, should be co-opted by the committee. He reiterated yesterday's message that if resolutions 19 and 20 are carried, then the committee *will* do as asked.

Member Mike Durkin said that he thought that resolution 20 should be dealt with at another general meeting, and that it should then say how the assets etc. are to be distributed. Member Anita Garner said that she was now confused, and David Morgan said that perhaps the resolution should be re-worded to state 'distributed to a like-minded body'; likewise clause 20 should perhaps have 'at a general meeting' inserted. The reason for selecting a new committee is so that it is an elected committee that can deal with the business of the TVRG

Colin Clifton's address as a candidate was then read out by Aubrey McKenzie. David Morgan questioned Colin Clifton's motive for standing as a candidate. Colin Clifton

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said that he only wanted to serve if he liked the other people on the committee. Member John Puddy said that it was essential to have 100% commitment from people in authority.

Aubrey McKenzie attempted to clarify Colin Clifton's position but David Morgan would have none of it.

Mark Smith criticised Colin Clifton's previous refusal to comply with safety instructions, and fill out forms he was asked to complete, as railway safety is paramount.

David Morgan said that the HRA will be counting the votes, although the proxies will be verified by an independent person if necessary. In answer to a question, David said that the voting slips will be kept in a sealed envelope to be verified at a later date if necessary.

Member Mike Durkin said that another alternative might be to utilise a member of the Town Council to do the verification.

David Morgan said that resolution 3 is the ratification of the committee's decision in 2015, and suggested that 'authorised' should be changed to 'directed'. In the same way, resolution 4 should be amended from 'empowered' to 'directed'.

Member Mike Durkin said that it should be left as it is as proxy voters have seen it in its original form.

Member Richard Deane said that resolutions 3 and 4 should be left open to interpretation by members. David Morgan replied that that is the whole point of today.

Another member said that is it not the point of the resolutions to order the committee to do what it says?

Mark Smith wrapped this up by saying that the proxy votes should be respected as they are so the resolutions should be left as they are then, after voting, resolutions 3 and 4 should be clarified by a simple show of hands.

Member Mike Durkin then withdrew his previous comments about clause 20.

Member Richard Deane then tried to make some more comments, but David Morgan took him to task for nit-picking. Mark Smith said that resolutions 3 and 4 reflect the discussions David and he had had with the two groups of people, i.e. CIO and 'concerned members' representatives.

Aubrey McKenzie asked if four months was long enough to deal with the assets issue, to which a chorus of members replied 'of course it is'. End of discussion.

David Morgan then said that we will now move on to collecting the votes, and asked if everyone is happy for member Mike Durkin to scrutinise the counting of votes. This was agreed on a show of hands. Also agreed on a show of hands was the change to clause 20 to include the words 'a general meeting' and for resolutions 3 and 4 to have 'directed' rather than 'authorised' and 'empowered'.

There was then a break from 12.15 to 12.52 while the votes were counted.

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Immediately after the break Aubrey McKenzie attempted to explain what Mac Head's email about not filling the voting forms had meant. Member Alec Pickersgill said that there had been breaches of the Data Protection Act as he had been emailed without any authorisation to use his email address. David Morgan said that he regarded the email as gross misconduct. Member Richard Deane said that he had used an email list that he had, and that he took responsibility for sending it out. Member Alec Pickersgill said that as he appears to have admitted it, will he now delete his name. David Morgan said that as Richard Deane was in breach of the Data Protection Act that he should desist from using the list forthwith. Richard Deane agreed to do so.

Aubrey raised an issue about voting procedures for members, but it appeared that he had misunderstood what David Morgan had said earlier.

Mark Smith then read out the results of the today's ballot as follows:

resolution			for	against	neither
1	Amendments		32	0	
2	Elections	Garner	24	8	1
		Tarry	28	2	
		Wilson	29	2	
		Clifton	11	17	
		Deane	10	13	
		Head	6	21	
		McKenzie	11	16	
		Morgan	31	0	1
		Smith	32	0	
3	Transfer		28	3	
4	Dissolution		27	2	

Then the proxies were read out as follows:

resolution			for	against	neither
1	Amendments		28	0	
2	Elections	Garner	34	0	
		Tarry	30	0	
		Wilson	30	0	
		Clifton	2	27	
		Deane	2	24	
		Head	2	25	

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		McKenzie	3	23	
		Morgan	31	0	
		Smith	31	0	
3	Transfer		31	0	
4	Dissolution		27	3	

The cumulative results were therefore:

resolution			for	against	neither
1	Amendments		60	0	
2	Elections	Garner	58	8	1
		Tarry	58	2	
		Wilson	59	2	
		Clifton	13	44	
		Deane	12	37	
		Head	8	46	
		McKenzie	14	39	
		Morgan	62	0	1
		Smith	63	0	
3	Transfer		59	3	
4	Dissolution		54	5	

It was therefore declared that resolutions 1,3 & 4 were carried and that those elected were Rodney Garner, Philip Tarry, Martin Wilson, David Morgan and Mark Smith.

The meeting then closed.

These minutes agreed and signed by David Morgan and Mark Smith on 02/02/2017