

40th ANNUAL GENERAL MEETING of the Cotswold Canals Trust

Saturday 10th October 2015
Stroud District Council, Ebley, Stroud

1. Apologies for absence

The meeting opened at 10.30 am and 79 members attended.

The Vice-Chairman Jim White welcomed everyone. The following apologies for absence have been received: Malcolm Perring, John Newton, Anna Watts, Alan Watts, Robin Payne, Alan Jones, Martin & Sue Turner, John Preece, Raymond Burgin, Jill & Clive Field.

2. To receive and approve the Minutes of the 39th Annual General Meeting held on Saturday 25th October 2014

The Vice Chairman asked if there were any corrections. There were none.

Then the minutes of the 39th Annual General Meeting were accepted by those attending the meeting as being an accurate and correct record.

Proposed: Mike Reynolds

Seconded: Mike Hynd

All in favour

These were signed by the Chairman accordingly.

3. To receive the Report of the Council of Management of the Cotswold Canals Trust for the year 2014/15

Questions:

Martin Gray: Can we please have a report from the individual directors on their particular area. Jack Telling (JT) pointed out that not all directors have executive positions and this will lengthen the report. This may be more appropriate for the TROW or our website. To be discussed at the next Council meeting.

Ron Kerby added that we are now a much larger organisation and moving forward he felt that the directors should produce a report on what they have achieved during the year.

Liz Payne: Why are the many talks given throughout the year not included in the report? JT apologised and agreed they had been missed out and will ensure they are included next year. They come under the newly branded 'Promotion & Presentation Team'.

Proposed: Theo Stenning

Seconded: Val Kirby

All in favour

4. To receive the Accounts and Auditor's Report for the year 2014/15

Trudy Ayre (TA) introduced herself and referred everyone to the accounts in the lemon booklet. She reminded everyone that these refer to activities up to 31st March 2015.

The accounts have, once again, been drawn up by Peter Martin and audited by Little & Company of Gloucester. She was pleased to report that we have a 'clean set' of accounts.

She also thanked all the members for their support to the Restoration Appeal which currently stands at £320K. This is greatly appreciated and will be included in the 2015/16 accounts.

TA summarised the accounts and referred everyone to the slides and the accounts in the lemon booklet. The Trust looks strong going forward into the Phase 1B Bid. The logging income has been excellent, so thank you to the Team. Our membership is very strong and the Gift Aid also brought in an excellent amount. The Trading Company has improved this year which includes an excellent season for the Trip Boats, so again thanks to all involved. The Trading Company is the public face of the Trust and brings in countless new members every year which we could not do without.

The balance due on Phase 1A has now been paid to Stroud District Council with a small retention held. Our general fund is healthy and has to be maintained well, we must be mindful how we spend it.

The Trust goes from strength to strength which is down to the numerous volunteers, who give their time, commitment and expertise, so thanks to them and also our employees.

Questions:

- **Terry Williamson:** Why have we spent £10k on Ocean Railway Bridge? KBu-This is in preparation for work on 1B. In order to get the £15 million HLF funding we must reduce as many risks as possible. This is the most problematic of all our 1B projects and Network Rail need a £10k Purchase Order before they will even start looking at it. This has been paid to SVCC but they have only billed SVCC £700. We are now urgently pushing them to tell us what the bridge will cost. The IWA have given us a £4k grant which we can claim when negotiations begin.
- **Nigel Cross:** Could we have some diagrams in graphical forms please? We will investigate this.
- **Ken Bailey:** Are Stroud District Council covering most of Ham Mill costs? Next year, the Directors Report will cover Ham Mill in more detail. Stroud District Council (SDC) are picking up most of the Ham Mill costs and CCT expects to re-charge expenditure it has incurred on the project.
- **Ron Kerby:** asked why the value of volunteer time was not included in the Report or Accounts? TA responded that it is not possible to include the value of volunteer time in the Accounts but next year's report will include this.
- **Trudy Ayre reported that she had received an e-mail question:**
Malcolm Perring: Where does the income from the Hydro sit? TA has e-mailed that this sits in the SVCC accounts.

There being no further questions Jack Telling thanked Trudy Ayre for all her hard work as Treasurer and the meeting was asked to accept the accounts:

Proposed: Ken Bailey

Seconded: Liz Payne

All in favour

5. To appoint Auditors for the year 2015/16 and to authorise Council to agree the remuneration

Trudy Ayre confirmed that the Treasurer is happy to continue with the services provided by Little & Co. and that they have kept their costs to a low level and offer excellent value (1B may have an impact if successful).

Proposed: Martin Gary

Seconded: Mike Hynd

All in favour

6. To elect Members of the Council of Management of The Cotswold Canals Trust

i) Members retiring by rotation in accordance with Article 42 of the Articles of Association:

Trudy Ayre, Mike Hynd & Steve Pickover offer themselves for re-election. Their pen portraits are on the website and in the foyer.

Trudy Ayre-willing to stand again

Proposed: Polly Fothergill Seconded: Ron Kerby All in favour

Mike Hynd-willing to stand again

Proposed: Liz Payne Seconded: Pat Swift All in favour

Steve Pickover-willing to stand again

Proposed: Mike Hynd Seconded: Polly Fothergill All in favour

ii) Co-opted Candidates seeking election in accordance with Article 38 of the Articles of Association. Their pen portraits are on the website and in the foyer:

Alan Jones

Proposed: Steve Pickover Seconded: Mike Reynolds All in favour

Val Kirby

Proposed: Mike Hynd Seconded: Ron Kerby All in favour

John Newton

Proposed: Mike Hynd Seconded: Polly Fothergill All in favour

Pat Swift

Proposed: Val Kirby Seconded: Martin Gray All in favour

iii) Nominated Candidates seeking election to Trust Council in accordance with Article 45 of the Articles of Association: None

7. Vice-Chairman's Address

Jim White (JW) apologised in case he overlooked thanking anyone. He would like to thank all loyal members, volunteers, partners, Dave Marshall, Jon Pontefract and Paul Weller from SDC, Local & Parish Councilors, COPSN, SVCC, IWA, WRG. Also all involved in the Trading Company run by Clive & Jill Field, all the Trustees and Directors, Ken Burgin, Val Kirby, Justine Hopkins, Sarah Fesel and Karen Bingle.

Our membership figure currently stands at 7882 and, since the sad death of Des Pinnock in December 2014, membership has been administered from the Trust Office on a new Access database system.

He thanked the numerous volunteers on which the Trust depends and sends his grateful thanks to all the groups working on various restoration projects. Now we are working on so many different projects it is difficult to communicate effectively with everyone so apologies if communications are not getting through to all.

We are delighted to have recently won the top award for the Restoration and Historic Environment Category of the 2015 Living Waterways Awards and the award is on show at the front of the meeting room.

We now have an exciting time ahead with the 1B Bid which VK will present to you shortly.

8. Any Other Business & Close

- **A Member asked:** Will the canal go through or around an area by Chalford Hill Cottage where there is a hole/dovecote on the bank of the pond? Ken Burgin (KBu)- At the A419 crossing the bridge has a corrugated tube which opens out into the original bridge hole. The route will follow its original route.
- **Ron Kerby asked:** 1) Bearing in mind that CCT has been without a Chairman for a year can a charity go more than a year without one? And 2) Can the AGM appoint a Chairman?

1) Jack Telling (JT) explained that the Memorandum & Articles of Association (CCT's constitution) set out the Trust's powers and how it should be governed. At the first meeting of Council, after an AGM, Council should seek to elect a Chairman. However at the Meeting in November 2014 no nominations were forthcoming. A vacancy for Chairman was, therefore, declared.

The Chairman has two roles (i) To chair meetings of Trust Council which is dealt with in the Articles (ii) To act as Trust Chairman which is a much wider role and is a matter of expectation rather than governance. In terms of trust governance (i) is the important role and the Articles provide for Council to elect a Chairman at the beginning of each meeting so that business can proceed. During the year Jim White was elected to Chair most meetings and Jack Telling the others but Val Kirby chaired a Special Meeting to discuss the Phase 1B bid.

JT assured the AGM that Council had conducted its business in accordance with Charity & Company law. He also pointed out the annual Audit is not just concerned with financial matters. The governance of the Trust is an important aspect of the Audit and if there had been any concerns the Auditors would have raised it in their Report.

JT also said that he did not know of any law that restricted the amount of time a charity could be without a Trust Chairman. He knew of another canal society that had been without a Trust Chairman for at least 2 years. He acknowledged, however, that it is very desirable that a Trust Chairman is in place as soon as possible and that this is particularly important in the context of the Phase 1B bid to HLF.

JT also pointed out that a period of time in which a vacancy exists (an interregnum) is not necessarily detrimental to the Trust. Council has used the interregnum a) to strengthen Council and b) to define the key roles of Trustee, Chairman, Vice-Chairman, Chief Executive, Treasurer and Company Secretary.

2) JT explained that the Articles empowered Council to appoint its Chairman. To change the Articles a proposal would have to be put before an Extraordinary Meeting of the Trust. JT expressed the view that electing a Chairman at the AGM would not be a good idea as it is very important that the Chairman has the full confidence of Council.

Ron Kerby then asked another question. Do we not need a Chairman for the CEO to report to?

JT responded that this is not a matter for the Articles but for Council to determine from time to time and currently the CEO reports to the Company Secretary (Jack Telling) and the Administrators to the Treasurer (Trudy Ayre).

Mike Reynolds a past Member of Council and Responsible Officer said that it is clear that Council elects its Chairman who has two roles 1) Chairman of Council and 2) Chairman of the Trust.

- **A Member asked** (1) What if members do not agree with Council's choice of Chairman? And 2) Will a Chairman be elected this year? JT responded (1) The AGM elects members of Council to take decisions on their behalf and (2) It is not possible

to pre-empt a decision of Council but he is confident that Members of Council are giving the matter a great deal of thought

- **A Member asked:** Does the new Charities law ref cold calling affect us? No we do not cold call.
- **A Member asked:** Whilst walking Sapperton Tunnel I noticed a number of air shafts are open, who is responsible for safety? KBU-Not CCT most probably Earl Bathurst.

Jim White thanked everyone for coming and handed over to Val Kirby for the Phase 1B Bid Update.

Val then handed over to Ken Burgin who presented his Restoration and Bid Update.

Jim White then put in a formal vote of thanks to Val Kirby without who there would not be a bid and also formally thanked Ken Burgin. The meeting closed at 1pm and was followed by a boat trip on Endeavour and/or visits to Ham Mill Lock and/or Bowbridge Lock.