

**Unapproved Minutes of the 19th Annual General Meeting of
Railfuture Limited
Held at Edinburgh Holyrood Hotel, 81 Holyrood Road, Edinburgh EH8 8AU
(also a hybrid meeting with non-voting online delegates via Zoom)
On Saturday 13th July 2024 – 11:00 to 12:45**

Lists of those present, apologies for absence, and proxies appointed, are tabled as appendices in the full version of these minutes. Seven of the nine directors were present – Chris Page (Chair), Allison Cosgrove (Vice Chair), Jerry Alderson (Finance & IT), Roger Blake (Infrastructure and Networks), Pete Myers, Neil Middleton (Communications) and Wendy Thorne (Membership). Christian Wolmar, Honorary President, joined remotely.

Including the directors listed above, there were 47 members and representatives present at the AGM (the vast majority of whom had recorded their attendance in advance), but not all were in the room all the time. All votes taken exceeded the quorum (25). There were also 24 members who observed via Zoom (although the Articles of Association allow remote voting this is discretionary upon the quality of the facilities available, and the notice of the AGM clearly stated that it would not be supported on this occasion and any members wishing to vote would need to attend in person or send a proxy on their behalf).

Morning Session

Note: The items below are as shown in the order of the published agenda.

1. National Chair's Welcome

Meeting opened at 11:00, by Chris Page (CP), where all were welcomed including those attending virtually via the Zoom Link.

- CP explained the systems for voting, and that those attending virtually would not be able to vote. They could however ask questions or make comments via the chat feature on Zoom.
- The domestic arrangements were explained, including the provision of lunch and the visit later that day on the recently reopened line to Leven (anyone travelling as part of the group had free travel, generously provided to Railfuture by ScotRail. [POST-MEETING NOTE: 12 members travelled to Leven.]
- CP thanked the organisers of the event, and everyone who assisted including on the registration desk
- 172 apologies were registered
- No motions had been registered for the AGM.

2. Procedures

CP explained the standing orders for the AGM, which were adopted at the 2016 AGM.

3. To read and approve the minutes of the 18th AGM held in London on 15 July 2023

The minutes of the 2023 AGM were put forward and no corrections were called for.

The minutes were proposed as an accurate record by Roger Blake and seconded by Allison Cosgrove. A vote took place, and the minutes were unanimously approved.

4. Matters arising from the minutes

CP took time to remember those Railfuture members and supporters who have passed away since the last AGM. In particular John Bigny, John Drake, Kevin Kidney, Madge Elliot and Charley Wallace. A minute's silence was held.

5. Honorary President's Address (This item was taken out of order because of IT issues)

The Honorary President, Christian Wolmar, could not be in attendance, but he did give an interesting address from home by Zoom. This covered many pertinent topics, not least post the recent General Election. These included:

- a. Sir Peter Hendy's appointment to Rail Minister, and the big job that he will have in 2024/25
- b. The need for Railfuture to build effective relationships with stakeholders
- c. Managing costs of the railway
- d. HS2 and what it is for
- e. The importance of a holistic view for rail
- f. The success of the Borders Railway could be a catalyst
- g. Generally, the 'feeling' of the new government for rail is positive, and a counterpoint to the somewhat anti-rail, pro car language in recent times.

Some questions were then put to Christian. These included:

- Are these optimistic times?
Christian felt that they were
- Will GBR be in the King's Speech?
Christian, said it may be, but equally the full Labour plans may be difficult without legislation being put in place first.
- Will Railfuture need to mark time while changes happen in the background?
Christian said yes, we will need to adapt to changing circumstances, but equally Sir Peter Hendy's views will prove important.

6. Railfuture National Chair's Report

CP then delivered his Chair's Report, which acknowledged the recent change of government and both the challenges and opportunities brought by it.

- The Railfuture ten-point action plan was seen as vital and this will be explained to politicians, especially those with an interest in rail.
 - i. Decide strategies for rail
 - ii. Decide the organisation for the industry
 - iii. Empower expert leaders in rail
 - iv. Set a budget for revenue support
 - v. Set targets to double rail freight
 - vi. Agree to commence actions on decarbonisation
 - vii. Define the HS2 Plan
 - viii. Publish investment plans
 - ix. Ticketing reform
 - x. Focus on the day job!
- Success has already been seen on the above, it was presented to the Shadow Rail Minister, where it was well received with six out of the ten points featuring in Labour's Plans for Rail.
- Other successes in the year included: the opening of six new stations, ticket office closures reversed, London one-day travel card saved, more trains for the Elizabeth Line, extensions to the Edinburgh and Blackpool tram systems.

7. To Receive the Annual Report and Financial Statements - year ending 31 December 2023

Jerry Alderson (JA), Director of Finance and IT, gave the Annual Report and Financial Statements. Before which he took time to thank the people involved in Railfuture's financial management, in particular: David Harby the Acting Finance Officer, Lloyd Butler for his sterling work on membership, Trevor Davies outgoing Company Accountant, Neil Middleton for his auditing work, Wendy Thorne who is vital when liaising with the banks

and external examiner, and Allison Cosgrove for her management of the Monthly Lottery, which turns a profit.

- JA then went on to explain the need for more volunteers, especially when dealing with finances, and the banks. Two volunteers have come forward since the plea at the last AGM [POST-MEETING NOTE: David Harby met both of them. Barry Pierce, took over as Management Accountant in autumn 2024 and has produced the company's accounts for 2024 and budget for 2025]
- Promoting the use of direct debit subscriptions using GoCardless was important as it offers savings to the company, reduces the effort of chasing members for payment (once set-up it is hassle free) and has become increasingly popular
- Railfuture uses a spreadsheet maintained by one person, but needs a multi-user financial system for business continuity and spreading the workload — this will be investigated when time allows

The accounts themselves were discussed with the following the main points of note:

- Several legacies have been received over the last year
- The accounts are now sent to members by email where possible, and only by post if not (no email provided or the email bounced) saving around £200
- Copyright issues have arisen over images on the website. Posters and suppliers of content were asked to ensure that ownership was assured before posting
- 10 photo licences have been purchased to avoid copyright risks
- The Tesco shares left to Railfuture in a legacy some years ago, have tied up capital and have been difficult to realise. However, they do provide dividends. [POST-MEETING NOTE: 4.25p and 9.45p per share declared in October 2024 and April 2025 respectively.]
- With the Allica Bank we are receiving 5.10% on savings, which was above inflation and exceptional for business accounts
- Operationally we are expecting a loss between £2K and £3K for 2024, although the finances are secure [POST-MEETING NOTE: actually, a loss of £4,243]
- Membership was discussed showing a number of 33 new members in 2024 so far. [POST-MEETING NOTE: a total of 50 for the year, so a slight slow-down in the second half of 2024.] The Scottish branch was seen as offering best practice in this regard with their active external recruiting at events such as model railway exhibitions.

The floor was thrown open for questions on the financial picture:

- Ralph Baker: As only three of the 14 branches now used a Railfuture bank account, he asked if there was any advantage of those branches continuing to do their own banking. JA said that using the company's central bank accounts made more sense (better to have the company name on the bank account rather than the branch, which is not a legal entity and could be seen as hiding the money from creditors) and the book-keeping is done centrally (by David Harby), making year-end accounting easier, and some branches no longer have a treasurer. However, directors did not want to force branches to transfer, until it became necessary either through lack of volunteers or banking regulations. The crucial thing is good communications between the branch and 'central finance' on subvention and payments.
- Dennis Fancett: Asked if members were more important than income, and whether a 'taster' subscription could be considered for new members, especially young people. JA said that good management meant Railfuture has substantial reserves so income will not be critical for several years. The West Midlands branch, for example, did do this but the membership tended to leave after their first year. The idea had merit, however, and would be looked at again. [POST-

MEETING NOTE: In June 2025 a £10 'paperless' membership using direct debit was introduced and up-take will be closely monitored; there are some concerns with this such as emails bouncing]

- Chris Robbins: Asked if membership could be gifted from one individual to another. The answer was that it could be currently although the issue is that person failing to renew after their first year (effort to set them up, chase their payment and lapse them)
- David Redgewell: Suggested that Railfuture should approach the National Council for Young People and universities to recruit new members. The answer was this is a good idea, but will need to be done by the branches, as there were no resources centrally to make it happen
- Roger Blake: Further emphasised the need for branches to lead on recruitment of new members. The issue was not money to spend but volunteer time — lots of ideas are suggested but there are too few people to make things happen: we need more active volunteers
- David Redgewell: Then countered, whether there should not be a Youth Officer appointed by Railfuture. He agreed to write an article for Railwatch. [POST-MEETING NOTE: no such article has been published up to July 2025]
- Wendy Thorne: Said that she and Christian Wolmar have attempted to recruit through universities. They have also tried the Young Rail Professionals (like Railfuture Ltd, a company limited by guarantee), but the results were mixed
- Andrew Burgess: Said that model railway groups would be a fertile ground for membership recruitment. Again, the Scottish branch's success in this field was stated.
- Via Zoom questions were asked whether a two-for-one deal could be considered for those signing a direct debit. This could have merit and would be considered.
- It was felt that Railfuture was not attractive to young people.
- A question was further asked whether a strong relationship with TOCs could not offer free tickets for members. It could be looked at a TOC-by-TOC basis.

The accounts thus presented were voted on for acceptance. Proposed by Ron McLean and seconded by David Redgewell. The vote returned a unanimous vote for acceptance.

8. Reappointment of Independent Examiner

JA then proposed that Railfuture's Independent Examiners (Newsham Hanson) be re-appointed. The intention was proposed by Wendy Thorne and seconded by Roger Blake; the proposition was carried unanimously. [POST-MEETING NOTE: the accountants are now known as Xeinadin but remain at the same premises with the same people.]

9. To record that there was no ballot for Board Directors

The Chair (CP) then dealt with the election of officers. Ian Brown and Chris Page were standing again, but sadly Wendy Thorne was standing down this time. No other nominees being presented there was no need for an election. Thanks was given to Wendy Thorne for her work as a director, and a request was made for new active directors for the organisation. There were now only eight of the nine positions filled. The directors would consider co-opting to fill the vacancy. [POST-MEETING NOTE: Mike Southgate from Wessex branch was co-opted at the Board meeting on 1 March 2025.]

Results of past elections can be found at www.railfuture.co.uk/elections/.

10. Member of the Year Award

The meeting ended with the Member of the Year presentation, which this year was given by Wendy Thorne to Ann Hindley from the Scunthorpe area, for her tireless campaigning and efforts locally. [POST-MEETING NOTE: Any Hindley has since become secretary of Yorkshire branch.]

11. Meeting Closure

Chris Page closed the AGM at 12:45 and thanked everyone who attended both in person and on-line.

Afternoon Session

There were two speakers.

Professor Scott Arthur MP, then Transport and Environment Convener, Edinburgh City Council. He talked about the City of Edinburgh transport transition plans with a focus on Edinburgh Trams including proposals to open a second line. [POST-MEETING NOTE: At the time it was expected that the public consultation on the new tram line would be held in 2024, but it is now scheduled for autumn 2025.]

Dr George Hazel OBE, Director, E-Rail. He talked about obtaining funding for rail schemes.

Both speakers presented PowerPoint slides, which are on the Railfuture website – click on '2024 Edinburgh (AGM)' on the <https://www.railfuture.org.uk/conferences/> page. This page also contains links to websites and social media.

The above presentations were followed by the Railfuture annual Rail User Group Awards for 2024 – see <https://www.railfuture.org.uk/RUG+Awards> and scroll down to '2024'. The six awards and two commendations awards were presented by Railfuture Vice-President Paul McLennan MSP. The Judge's Special Award and two of the four Gold Awards went to campaigns in Scotland. Representatives of most of the winners were present to receive their award.

The meeting ended at around 15:30.

Appendix A - Members & Visitors Present

Members:

There were 47 members attending in person and 24 members who joined remotely (unable to vote). The list of names is available only in the full minutes given to members.

Non-members: Scott Arthur MP, George Hazel, Paul McLennan MSP.

Appendix B - Apologies for Absence

There were 172 members who gave apologies (most of whom also submitted a proxy vote). The list of names is available only in the full minutes given to members.

Appendix D - Proxy Votes

There were 120 proxy forms submitted (up from 94 in 2023) of which 72 were electronic. Where members attended in person having submitted a proxy form, those proxy votes were not counted. The net number of proxies was 110. The list of names is available only in the full minutes given to members.

No named proxies were appointed who attended.

The full minutes can be viewed by logging into www.railfuture.org.uk/selfcare and viewing the 'private files', or by emailing renewals@railfuture.org.uk asking to be emailed the PDF or writing to the Martlesham address shown below enclosing an SAE.

The full minutes to be approved at the Railfuture Ltd AGM on 5 July 2025.
Last revision made on 29/06/2025 (JA)

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