

Risborough & District Model Railway Club

Minutes of the Extraordinary General Meeting held on Friday 7 April 2017 at the Risborough Community Centre.

Present: Tim Peacock President
 Paul Wright Chairman
 Richard Neil Secretary
 James Aitken Treasurer
 Plus 34 Senior, 1 Associate and 1 Junior members.

1. Adoption of Agenda

The agenda was adopted without dissent.

2. Apologies for Absence

Apologies for absence had been received from Graham Bucknell, Barry Cossins, David Essex, Jon Hill, Roger Noble, David Richardson and Bernard Smith.

3. Minutes of 2016 AGM

There were no corrections to the minutes of the 2016 AGM. They were proposed by Rob Thompson, seconded by Phil Baxendale and duly approved by the members.

4. Proxy Voting

There were no objections to the resolution to accept proxy voting. The resolution was proposed by Phil Baxendale, seconded by Ian Gearing and approved by the members.

5. Future Club Premises

The proposed new clubroom plans were presented by the project team.

Pre-planning advice had been sought from Wycombe District Council, as agreed at the 2016 AGM, and the only issue identified was that the building should complement the surrounding buildings. This will probably require cladding in red bricks which can be installed after erection of the building. Under planning laws, a four year period will be permitted to complete the construction. Subject to approval at this meeting a search for potential buildings will commence. One building had been identified however it was smaller than desired (14m x 10m vs. 16m x 12m).

The £30,000 building budget includes cranes, transport and erection. There was potential for savings, for example the water connection, and a ten percent contingency on costs. An arboriculture survey would be required however there are no specimen trees and the project team confirmed they had contacts should an ecological survey also be required. The building will include an internal staircase and external fire exits. A stair lift could be installed, depending on planning requirements. If a foul sewage connection is not possible a septic tank will be required, £2000 had been allowed for sewage. Pad foundations will be sufficient, some of which would be virtually at ground level due to the slope. Heating in this type of building is usually by convector heaters and air conditioning may be installed. They are well insulated with a grade 'V' value. A new building would have a 60 year design life. Brick cladding requires less maintenance than painting and will not need to be the insulated type.

All significant running costs had been identified and also those for the current clubroom for comparison. The rent would be set at £2500 per year. The rates had been estimated, pending a valuation, and a discount of 80 percent would be available if the club converts to a charity. High Wycombe & District Model Railway Society currently

gets 100% even though they are not a charity because WDC had given a waiver. Electricity cost was based on a calculation of usage and the power rating of the heating and air-conditioning systems can be confirmed when the buildings are examined. Air-conditioning was not expected to use much. From discussions with the school, it is proposed that the club will connect to their supply, with a meter, and pay them, since they get a favourable rate. It was anticipated their business manager reviewed energy supplier regularly. Water usage was expected to be limited to drinks and toilets. Insurance costs were based on the club's current insurer, Magnet Insurance, however other building and content policy costs will be investigated. There will be some minimum security requirements and an alarm, which can be linked to the school system, maintenance and running costs for this were included. If conversion to a Charitable Incorporated Organisation is successful then the trustees can become liable and allowance for insurance to indemnify them has been included. The internet budget may need to be increased to provide access at the clubroom. Fit out includes furniture however it didn't necessarily need to be new or all purchased at once. A priority list was being drawn up and it may be possible to obtain grants. It was thought water usage wouldn't be high enough to justify water harvesting and potentially solar panels could be installed on the roof later on.

Based on the current membership the subscription rate was estimated to be £110 per year. The treasurer was looking into the possibility of monthly or quarterly payments, which would have less impact on the members and smooth the club's cash flow. Direct Debit was considered too difficult and Standing Order a preferred method of payment. The members were asked whether any would be put off by a doubling in the subscriptions and none indicated they would leave. It was noted that there were stage gate controls on the project and if the costs increased significantly the members would be consulted again. It was reiterated that subscriptions must cover the running costs and exhibition income not be relied upon.

The draft school agreement provides, in theory, access at all times, however special arrangements may need to be made during school time. The intention was not to require Disclosure and Barring Service checks for the members. The area is fenced off but there was access for car parking. The lease expiry would be coterminous with the school's lease which has approximately 100 years to run. The break notice period would be a year either way, with a fixed 5 years suggested at commencement. Rent reviews will be based on the Consumer Price Inflation index, which is the lower of the Government's two measures. The school was willing to consider buying the building if something unforeseen occurs, for example the club goes bust, and would be given the first option. The parties will lay out the key requirements and then engage a lawyer to draft the contract. The rent would not start to be charged until the building was erected, provided it wasn't too long from construction of the foundation pads. Outstanding issues included rubbish disposal and border hedge maintenance.

Withdrawal from the current Risborough Community Centre Carrington Room hire requires 12 months notice of termination and it was likely there would be some overlap. It will be possible to negotiate with RCC over release from the hire by offering the storeroom. It was confirmed there would be plenty of space in the new clubroom for talks and the school was willing to hire rooms. Other groups, such as Model Electronic Railway Group or Gauge O Guild, could also make use of the clubroom. It was felt Risex should continue to be held at the Risborough Community Centre, rather than the school, because the location is more central.

It was advised there were a number of milestones, including the charity application and the planning application vs. finding a building dilemma, before a completion date could be confirmed. A realistic timetable would be 12 months and the earliest this year. WDC

were noted to be better at processing planning applications and waiving rates than certain other local authorities. If a favourable ruling is granted on the rates, then the building and charity status can be separated. It was thought that it wasn't necessary to agree the usage of the floor space at this stage. The project team were intending to visit a building in Somerset to gauge what was available for the money. Clive White, a founder member, thought the presentation team had done an excellent job and handed over a Model Engineer magazine article about a club who had done likewise.

The resolution was proposed was proposed by David Powell and seconded by James Aitken. There were no objections and one abstention, due to an expected move from the area in the next eighteen months.

6. New Club Constitution

An overview of the reasons presented for becoming a CIO included:

- Limiting members' liability to £10;
- Rates and other tax benefits;
- Potential, in the long term, for gift aid; and
- Grants for purchasing the new clubroom building.

The constitution was based on the Warley Model Railway Club and Charity Commission models. A minimum of three trustees, with no maximum, is required. It was proposed the existing Chairman, Secretary, Treasurer and four members' representatives become trustees until the AGM in November 2017. There was confidence that the public benefit could be demonstrated. Changing the subscription year was related to the new clubroom rent not the CIO. It was confirmed that as a CIO it was not a requirement for Railex, or other events, to be run under a Limited Company however, if it presents significant risk then this could be decided upon in future. It would involve a little more administration for the treasurer. It was confirmed there were no benefits of becoming a society over a club, the new Objects dictated the purpose. It was suggested that a charity would not have to pay VAT on building work and it was agreed that this will be investigated. It was advised that if the club is unsuccessful in seeking charity status then a Company Limited by Guarantee would be investigated.

The first resolution, that the club becomes a CIO, was proposed by Phil Baxendale and seconded by Mick Moignard. All members supported the resolution with no objections or abstentions.

The second resolution, that the committee become the first trustees, was proposed by Jennifer Chybalski and seconded by John Hipwell. All members supported the resolution with no objections or abstentions.

7. Any Other Business

John Clarke noted the enormous amount of work and impressive level of competency shown, and wanted the appreciation of the club put on record.

Tim Peacock
President

Richard J Neil
Secretary