

## MIDDLETON RAILWAY TRUST

Minutes of the Annual General Meeting of the Middleton Railway Trust, held at Cockburn High School, Burton Road, Leeds 11, on Saturday 17th March 1973, commencing at 14.40.

Present: Mr. J.K. Lee (in the Chair) and 39 other members.

1. Apologies for Absence: had been received from Lord Garnock and from Messrs. R. Bareham, W. Barraclough, N. Brampton, M. Oakley, A. Thorndike, and for delayed arrival from Mr. A. Bowman.
2. Approval of the Minutes of the Annual General Meeting held on Saturday 26th February 1972: the Minutes had been circulated to members after that Meeting, and a few copies were available at the present Meeting. They were taken as read, and, there being no amendments to be made, it was proposed by the Reverend Heap, seconded by Mr. S.J. Roberts

"That these Minutes be accepted as a true and accurate record."

3. Matters arising from the above Minutes: none.

### 4. Officers' Reports

A. Treasurer: Copies of Mr. Ware's Report and Balance Sheets were available at the Meeting. There had been a pleasing surplus from Sales and Traffic Receipts. Expenditure had been kept to a minimum, but publicity spending was being increased. The Trust had been granted Income Tax relief. Dr. Barnett asked if Covenant forms were being exploited yet, and Mr. Ware explained that this could only happen after registration of the Trust as a charity and that this had only recently been confirmed. Mr. Bushell asked what would happen regarding the Deeds of Covenant forms issued a few years ago. Mr. Ashurst said that he had passed these to Mr. J.D. Carr, who said he would hand these over for processing although some were perhaps missing. Mr. Ware said that the Inland Revenue would only accept claims on Deeds of Covenant dating from after the Trust's registration as a charity, and that Mr. Carr's forms would therefore be invalid. Mr. S.J. Roberts remarked on the 100% increase in operating costs, and Mr. Ware said this was caused by there being 3 deliveries of coal as opposed to 2 deliveries in 1971. Mr. J.D. Carr asked if the decline in freight receipts would lead to British Rail ceasing to handle scrap traffic, but Dr. Crapper said it seemed likely to continue and that B.R. would like to get back the Clayton's traffic. Mr. Lee pointed out that there was an increase in income of about 50p per tonne on scrap sent out by road.

B. Secretary: Mr. Edwards' Report had been circulated to members, and there were no questions from the Meeting.

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C. Publicity Officer: the Publicity Report had been circulated to members. Help was needed in the distribution of posters, which were available at the Meeting. Expenditure had been low during the last year due to stocks of publicity material being available from previous years. Stock was now being renewed, and expenditure would accordingly rise. Information was available at the Meeting regarding a rail/road/canal event on the 7th and 8th April.

D. Old Run Editor: as production had continued in the established manner, expenditure was now down. Mr. Leah thanked all helpers and contributors, and pointed out that the "deadline" date for the following issue's copy was printed on page 2 of each issue, and asked that future contributors try to keep to this date.

E. Mechanical Engineer: Mr. Lodge's progress reports had appeared in The Old Run. Mr. S.J. Roberts asked if any major expenditure would be required in the foreseeable future, and Mr. Lodge said that some retubing might possibly be required. Mr. Coles asked if Scottish Boiler Insurance had reduced pressure on any of the Trust's locomotive boilers, and Mr. Lodge said no. Mr. Leah mentioned the Association of Minor Railways Report regarding the acquisition of tubes, but Mr. Lodge said these were longer than we required as they were for mainline locomotives. Mr. Ware asked when the recently acquired Peckett locomotive would be in service, and was told that it was serviceable and might be used for the 7th/8th April event.

F. Membership Secretary: Mr. Ashurst's Report had been circulated to members. There were now 320 members including Family Corporate, M.R.A. and Honorary members, with additionally 75 renewals to come in still. Mr. Ashurst had arranged for a series of 6 membership advertisements in the Industrial Railway Record, commencing the following month. Answering Mr. J.D. Carr, Mr. Ashurst said there were about 240 full members of the Trust. Mr. Carr also wished to know if Family Corporate members were entitled to income tax relief on their whole amount paid or only on the first member's subscription, and Mr. Ware said tax relief could be claimed on

MIDDLETON RAILWAY TRUST

Garnet Road, Leeds LS11 5JY.

5th October, 1973.

NOTICE OF SPECIAL GENERAL MEETING

Notice is hereby given that a Special General Meeting of the Trust will be held on Saturday 17th November 1973 at 2.30p.m. at Cockburn High School, Burton Road, Leeds 11, in order to transact the following business:

1. To amend the present Constitution of the Trust by adding to Clause 13 the following words:  
"Provided that this clause shall not be applicable to a dissolution of the Trust following upon a transfer of its assets to a company formed for the purpose of carrying out its aims, and the Trust may make a transfer of its assets to such a company."
2. To announce the dissolution of the Trust and authorize the transfer of assets to the Company.
3. To approve certain amendments to the Memorandum and Articles of Association of the Company.
4. To receive a report on progress towards the construction of a depot and to consider further action.

By order of the Committee,

John D. Edwards,

Secretary.

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Explanatory note: Items 1, 2 and 3: the Charity Commission and the tax authorities have now approved the Memorandum and Articles of Association of the Company, subject to certain minor amendments.

However, the Commission considers that the existing Constitution of the Trust needs to be amended in order to give powers to dissolve the Trust so as to transfer the Trust's assets to the Company rather than to the National Trust.

Having made these amendments, we will then at last be able to submit the Memorandum and Articles of Association to the Department of Trade and Industry for registration of the Company.

Copies of the Memorandum and Articles of Association, and the amendments thereto, will be available at the S.G.M., and will be sent beforehand on request. (Please write to the Trust at Garnet Road, Leeds LS11 5JY, and enclose a large self-addressed envelope.)

John D. Edwards.

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To reach Cockburn High School: arriving via the M1, join the South-East Leeds Urban Motorway at the Stourton Interchange and leave it about 1½ miles later at the first exit road (45): turn left at the end of the exit road: then take the first turn right and left again: ~~the~~ the school is about 150 yards along, on the right. Using the Dewsbury Road - 1. travelling north into Leeds, take the next turn right after the second set of traffic lights from the Leeds boundary; 2. travelling south out of Leeds, take the fourth turn to the left after the second set of traffic lights from Leeds Bridge - the school is immediately on the left hand side of the road. Cockburn High School is a large Victorian building, made conspicuous by the green domes on its towers.



the whole amount. Mr. Lee asked if there was a deadline date for renewal, and was told that there was none officially at the moment, but that a 3 months deadline was stipulated in the company Articles.

G. Civil Engineer: Mr. Cowling's Report had been circulated to members. Mr. Lee asked if the Meeting would consider a "clean-up" weekend again at the line as in 1971. Mr. Cowling said the section between Parkside Bridge and Middleton Park Halt was badly littered with paper from the Beatwaste tip and needed cleaning. It was proposed by Mr. Apperley, seconded by Miss Young, that such a "clean-up" be arranged. The weekend before Easter was considered, but Mr. Bushell asked if the weekend before the canal event could be chosen. This was agreed by the Meeting.

H. Traffic Manager: Dr. Crapper's written Report was available at the Meeting. There had been a decline in freight traffic, but the Visitors' Service had expanded, particularly with school visits. Mr. Hirst said that all schools were again being circulated with advertising material. In answer to a question regarding the nature of the scrap freight, Dr. Crapper said there was an increase in heavier metal. Mr. Lee answered a question as to whether the decrease in freight was due to scrap trade recession or increase in volume going by road by saying that there was a better price for road transported scrap and that the scrap trade was good at the moment.

I. Chairman: Mr. Lee's written Report was available at the Meeting. He wished to emphasise the word "participation" used in his Report, and would like to see many more members at the line if only visiting.

#### 5. Report on Middleton Railway Association activities

The M.R.A. Secretary, Mr. I.B. Smith, had sent a letter to the Meeting asking that M.R.A. members be allowed to vote at this A.G.M. (The letter was not read out to the Meeting, but asked for the vote as, according to their own Constitution, M.R.A. members apparently remained in the M.R.T. until the date of incorporation of the Trust.) Mr. Bushell said that when the M.R.A. Constitution had been set out, it had been thought that the Trust would be incorporated by the date of the present A.G.M., and he proposed

"That the M.R.A. members present be allowed to vote at this A.G.M."

This was amended on Mr. Lodge's recommendation to "at any General Meeting until incorporation of the Trust".

Mr. Ware seconded the amended proposal and it was carried.

Mr. J. Bushell, as Chairman of the M.R.A., had prepared a Report to the Meeting: three visits had already taken place and another was planned, and evening talk and slide meetings had been held. The M.R.A. had launched an appeal for a road sign for near the Halt, and had its own section of 'The Old Run', an invitation to send an observer to M.R.T. Committee meetings, and its own noticeboard at the line.



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Mr. Edwards proposed and Mr. Apperley seconded that these Reports be accepted. Carried.

Mr. Ware reminded the Meeting that the accounts had not been formally accepted.

Mr. Carr proposed and Mr. Hebden seconded that the accounts be accepted. Carried.

6. Depot Working Party Little had changed since last year's Report. Tender forms had been sent out but only one firm quote had been received and this was not for exactly the design of building requested. The building was now planned for storage only; a 100ft. x 40ft. 2-line loco shed with accommodation for 8 locos, but with no workshop facilities. The quote received was for £4,000, but the building needed to be higher, and the quote did not include tracks or foundations. Mr. Bushell asked if the diagram sent with the tender forms was accurate and Mr. Lodge replied that it was so, subject to final authorisation by Leeds Corporation, and this could not be sought until a tender was finally settled. The position shown was planned to allow room to expand in the future. It was considered that tenders must be sought and plans put to the Corporation as soon as possible. Mr. Ware said that the Appeal Account now stood at £450 due to various efforts, and he proposed putting these moneys into a Depot Appeal Account. Mr. Ware had found that it was possible to apply for a grant up to 50% towards the cost of buildings etc. for organisations such as the Middleton Railway, obtainable from the local Department of Education and Science. The grant, if made, would not be obtainable until the year beginning April 1974. Mr. Ware proposed:

"That depot building tenders be collated without delay, and that the Committee be authorised to make application to the Department of Education and Science for a maximum grant for the year commencing April 1974."

Asked if there were any "strings" attached, Mr. Ware said that the grant had to be repaid if the receiving organisation went defunct. Mr. Bushell now seconded the motion, and it was carried.

Mr. Coles asked if the Trust could obtain bank help as the Department grant was a year ahead at least. Mr. Ware replied that we could not place a contract until the Local Authority had authorised a grant, and we could then ask for a bank loan. It was suggested that in the intervening time the members could try to get money together themselves. Mr. Apperley mentioned that there already was a scheme amongst some members, started by Mr. Nettleton. Mr. Nettleton explained that the scheme involved saving 25p a week which could be given or sent to him weekly or monthly. The scheme would already result in £185 a year being added to the Depot Appeal Account, and he would welcome more participants. Mr. Leah asked if we could consider a second-hand depot of tin or asbestos, but it was pointed out that it would be difficult to move such a building to our site, and that it would not be acceptable to the Corporation.

7. Subscriptions  
Railway Trust:

It was proposed by the Committee of the Middleton

"That the Trust's subscription should be raised to £1.50p: that each additional Family Corporate subscription should be 25p: that Life Membership should cost £25."

Family Corporate subscriptions would be credited to the M.R.A. whether they were juniors or not. Such Family Corporate members would not be allowed to vote at Trust meetings, but would still have the other privileges of membership. It was considered that there was a great need for the proposed increase, with costs rising - particularly postage. The Committee's proposal was now put to the vote and carried.

Mr. Midgely asked if magazines for the operating staff etc. could come to the Yard and thereby save postage, but Mr. Bushell thought that posting would be more reliable. Concerning Life Membership, now costing £25, it was suggested that a 10-year membership might be considered in the future or payment of the £25 by 5 annual subscriptions of £5 each.

It was thought to be impracticable to renew memberships on the exact anniversaries of the original applications, instead of the present system of renewals being due at the end of June or December.

## 8. Incorporation

Mr. Edwards outlined the aims of the proposed incorporation of the Trust as a limited company: to limit members' liability to £1 in case of serious accident claims, or the financial failure of the Trust. It was pointed out that the A.R.P.S. were against railways operating passenger services outside incorporation. It was proposed to form a company limited by guarantee, with no shareholders, and with a £1 liability. The Trust Committee was very grateful to Mr. Hellewell for his work in helping to formulate the legal documents. The proposed Memorandum and Articles of Association were placed before the Meeting, and questions were invited. Mr. Bowman asked how long incorporation would now take, and Mr. Edwards explained that the format approved by the Meeting would have to be sent to the Charity Commissioners, then to the Inland Revenue: if both these bodies approved the ~~xxxx~~ Articles, they could then be sent to the Department of Trade and Industry. Mr. Hellewell thought the formalities would take about 6 months at most. Mr. Edwards suggested that the Trustees should take all necessary steps to hand over all assets to the limited company, in accordance with the intention at the time of their election.

Suggested changes: a) Article 25: Mr. Hellewell thought there should be provision for the appointment of proxies in the event of a poll. He said it was usual, though not required by law. Mr. Carr thought that this would introduce unnecessary pressures of work on the Company's Secretary and with our limited number of members would not really be necessary. Any member could demand a poll to be held if he did not agree with a decision made at a general meeting. Mr. Bowman was in favour of proxy voting over major issues only. After further discussion ~~ix~~ it was proposed ~~that~~ by Mr. Edwards, seconded by Mr. Lodge

"That Mr. Hellewell rephrase Article 25 to make provision for a postal ballot to be carried out as demanded at a general meeting." Carried.

It was also proposed by Mr. Lodge, seconded by Mr. Hebden:

"That the number of members demanding the poll be increased to 5." Carried.

b) Memorandum Clause 4: Mr. Hellewell proposed and Mr. Edwards seconded:

"That there be deleted 'two percent per annum above the current bank rate for the time being' and substituted 'three per cent per annum above the base rate for the time being of the bankers to the Trust!.'" Carried.

c) Article 2: as the current membership was 240, it was proposed by Mr. Edwards, seconded by Mr. Hellewell:

"That there be deleted '150' and substituted '300'." Carried.

d) Article 54: Mr. Edwards proposed and Mr. Hellewell seconded:

"That there be deleted 'The provisions of sections 177 and 179 of the Act shall apply and be observed'." Carried.



Mr. Lee offered the Meeting's thanks to Messrs. Edwards and Hellewell.

Mr. Edwards now proposed:

"That the Memorandum and Articles of Association be adopted subject to any further amendments which may be required by the Charity Commissioners, the Commissioners for Inland Revenue, or the Department of Trade and Industry, in order to effect the registration of the Trust as a company maintaining its present charitable status, such amendments to be acceptable to the Committee."

Mr. Lee seconded the proposal and it was carried.

It was now proposed by Mr. Edwards:

"That the Trustees are requested that, upon the incorporation of the Trust as a company ~~ix~~ with charitable status, they shall take all necessary steps to hand over to the company all the assets of ~~ix~~ the present Trust."

This was seconded by Mr. Bowman and was carried.

Dr. Barnett asked if this was included in the deed signed by the Trustees at their inception. Mr. Hellewell said their inception had primarily been for the purpose of signing the N.C.B. agreement. Answering a question from Mr. Bowman, Mr. Edwards said that Clause 3 of the Memorandum stated that the Company would take over all the assets and liabilities of the old Trust. Mr. Carr asked if the Articles of Association should not be available for all members as the old constitution had been. He wondered if a commentary could be prepared on the references to the Companies Acts mentioned in the Memorandum and Articles, on points regarding the running of the Trust. Mr. Carr also pointed out that according to the Articles, an A.G.M. need not be held for 12 months after registration, and he proposed:

"That the Meeting put on record that, regardless of incorporation, we call an Annual General Meeting in Leeds within 15 months of the present Meeting."

The proposal was seconded by Mr. Edwards and was carried.

Returning to the subject of the Articles of Association, Mr. Edwards said he had prepared some extracts, which could be made available with the Memorandum and Articles. The Articles themselves were written out as ~~xxxx~~ concisely as possible, and they would be difficult to abridge.

9. Election of Officers President - Lord Garnock was willing to stand for re-election, and had arranged to pay a visit to the Railway the following Wednesday. There were no other nominations. Elected.  
Vice-Presidents - the Bishop of Wakefield, Mr. J. Alcock and Dr. R.C. Lawrence were also all willing to stand for re-election. There were no other nominations. Elected.

The following Committee nominations had been made:

Chairman	-	Joseph K. Lee
Deputy Chairman	-	Thomas W.J. Apperley
Secretary	-	John D. Edwards
Treasurer	-	C. David Ware
Membership Secretary	-	Brian W. Ashurst
Committee Secretary	-	Sheila Young
Publicity Officer	-	Clive Hirst
Traffic Manager	-	Gordon D. Crapper
Mechanical Engineer	-	James A. Lodge
Civil Engineer	-	Anthony J. Cowling
Committee Members	-	David J. Hebden
		William E. Holliday
		Peter Nettleton

There was a vacancy for a further Committee Member. Mr. D. Plummer had been asked but had declined. Mrs. Margaret Apperley was proposed by Mr. Ware and seconded by Miss Young.

There being no further nominations, the above were elected.

Mr. Ware wished mention to be made of the fact that Mr. J. Bushell was standing down after many years serving on the Committee.

10. Nomination of signatories to the Memorandum and Articles of Association. Clause 42 stipulated that not more than 20 people could be nominated. The documents made no provision for President or Vice-Presidents, and it was suggested that they might have their offices transferred to the M.R.A. Mr. Edwards asked if Mr. Hellewell and Dr. Barnett would accept nomination as signatories. Mr. Hellewell said he would prefer not to as he had many commitments already, but Dr. Barnett accepted. Mr. J.D. Carr seconded the nomination of Dr. Barnett and suggested the other Trustees be asked also. Mr. Edwards seconded this suggestion and the motion was carried. Mr. Edwards proposed and Mr. Apperley seconded:

"That all the officers of the Trust be the signatories to the Memorandum and Articles of Association."

Carried.

11. Appointment of Auditors Mr. Ware proposed and Dr. Crapper seconded:  
"That Messrs. Volans, Leach and Schofield be retained as the Trust's auditors."  
Carried.

The thanks of the Meeting were noted, for Mr. Smart's kindness in clearing the books without charging for his clerk's time.

12. Any other business

i) Peckett 2003 The agreement governing the joint ownership of the Peckett locomotive No. 2003 was formally signed by Miss Young and Mr. Lee, witnessed by Mr. Edwards.

ii) Mr. Cole praised the efforts of "the blackgang", who kept going the railway of which his memories covered many years. He also thanked the "professional men" who gave their services to the Trust.

iii) Steam Power Trust Mr. Cockerill regretted that Y7 had not been in steam in 1972, but had hopes of this happening before too long. He also spoke of the Steam Power Trust's prolonged negotiations for buying the Danish locomotive, and its subsequent arrival in the autumn of 1972. He offered the Steam Power Trust's thanks for help and use of facilities at Middleton.

iv) Minor Railways Tickets Mr. Leah had attended the meeting of the Association of Minor Railways in Birmingham, at which had been discussed the British Tourist Authority/A.M.R. proposal to sell "open railway tickets" for use at any preserved railway included in the scheme. The scheme would probably be started in 1974, and would be particularly for foreign visitors. Ticket money would be apportioned between member railways according to annual passenger figures so Middleton would receive only a small amount, but the publicity would be very valuable.

v) Protection against commitment by minorities Miss Young was concerned about the fact that the Trust had apparently no protection against individuals or minorities committing the Trust to action or expenditure. She had been told by Mr. Edwards that the Meeting could only rule for the Trust and its Committee, and that the Company and Council would have to consider the problem for itself. It was proposed by Miss Young and seconded by Mr. Lodge:

"That no member of the Trust or its Committee shall commit the Trust to any project or policy or to any change of project or policy, particularly if such action would be liable to involve the Trust in expenditure of risk of its finances, personal efforts, or other resources, without first having solicited the opinions of at least 75% of all Committee members, and by this action having gained the consent of more than 50% of all Committee members: such consent to be in writing if not given at a properly convened Committee meeting. This procedure only to be waived in the case of an officer or member having been specifically authorised or delegated to so commit the Trust." Carried.



specifically authorised or delegated to do so. vi) Open days Mr. Cockerill asked if open days with traction engines etc. would be held again at the Railway. Mr. Lee said the possibility could be discussed, but they had ceased previously when Clayton's field had been taken for the Motorway and it was difficult to find a new site. Mr. Bushell added that the vehicles on show had to be in a secure place where people could not see them without paying.

vii) Disposal of Avonside 1569 Mr. Lee said that the Avonside had not moved for a long time, was unsightly to have on show in the yard, and could be turned into an asset by being disposed of. Mr. J.D. Carr mentioned that Mr. Pearce-Higgins had expressed a wish to be informed of any such proposals, and given a chance to give his opinion as he was instrumental in bringing the Avonside to Middleton. Mr. Bushell was concerned that the Trust might acquire an even worse "scrap" image, following the Swansea and Mumbles tram and other locomotives disposed of. Mr. Lee asked if sufficient time had not elapsed to allow anyone who showed interest in it to enquire about purchasing, but Mr. Lodge reminded the Meeting that there was a statutory waiting time laid down by the A.R.P.S. and said that we would have to allow ~~xx~~ till the end of 1973 for offers before scrapping if there were none. Mr. Ashurst suggested removing all removeable parts and using the shell as an outside exhibit at the Halt, but Mr. Lodge said this would be impracticable and might also result in claims against the Trust if children fell off the locomotive or otherwise injured themselves on it. Mr. Leah asked about the original purchasers and was told they went into ~~ing~~ liquidation some time ago. Mr. Cockerill was of the opinion that working engines were better than a statue on a plinth and that the Trust should look after the "living". Mr. Cockerill seconded the proposal:

"That the Avonside locomotive be disposed of to the highest bidder, but not until 31st December 1973." Mr. Ware added the proviso "that there must be suitable liason with the donor", and the motion was carried.

Mr. Cole asked if we could consider keeping the loco until we had the opportunity to run it on rollers to show the gears in motion as an exhibition.

viii) Water Supply Mr. S. Roberts asked if it was possible to replace the old water column at Moor Road. He was told that the supply came from an old pipe which it would be illegal to use. It might be possible to consider the idea of a water-tank when the depot was built.

ix) A.G.M. Reports Mr. Roberts also commented on the fact that the Articles of Association had not been available until the Meeting, and asked if it was possible for all reports etc. to be sent to members with the A.G.M. notice. Mr. Carr explained that this was usually impossible, particularly in the case of financial reports, owing to the A.G.M. usually being held very soon after the end of the financial year.

x) V.A.T. Mr. Coles asked what our situation was regarding V.A.T., and Mr. Ware replied that the Trust remained unregistered for this year. Mr. Ashurst asked if being unregistered would enable us to sell goods cheaper than in shops, but Mr. Ware pointed out that we made more profit by selling at recommended prices.

There being no further business to transact, the Meeting closed at 17.30.

Minutes recorded by Sheila Young, Committee Secretary.