

THNSW AGM 2021 MINUTES

The eighth Annual General Meeting (AGM) of Transport Heritage NSW Limited was held on Tuesday 30 November 2021, via Redback online webinar.

Meeting opened at 5:50pm.

Chair: Rob Mason

Attendees – THNSW Board

Rob Mason	Chair
Alex Claassens	Elected Director, Deputy Chair
Dale Budd OBE	Elected Director
Howard Collins OBE	Appointed Director
Brett Fitzpatrick	Elected Director
David Ireland	Elected Director
Andrea Plawutsky	Appointed Director (Non-Voting Member)
Deanna Varga	Appointed Director
Peter Watters	V/Company Secretary

Attendees – Voting Members

More than 44 voting members were in attendance at the commencement of the meeting, noting that those eligible to vote members in attendance who had already directly pre voted or submitted a proxy would not be able to participate in the live voting conducted as part of the AGM.

Attendees – Non-Voting Members

Andrew Moritz CEO

Attendees – Non-members

Wayne Price, Director, Castletons Auditing Services and Chartered Accountants, and THNSW Auditor for EoFY 2020/21

Members of the THNSW Management Team and Support Personnel

Apologies

Nil

1. Welcome & Apologies

The Chair opened the meeting with an Acknowledgement of Country, an acknowledgement of those THNSW Members who have been formally honoured either here in Australia or the United Kingdom and our own THNSW Life Members.

The Chair apologised for the delay to the start of the meeting due to technical issues experienced at Redback.

The Chair thanked those in attendance, particularly those joining for the first time and those attending from interstate and overseas thanks to the technology. The Chair called for any apologies. No apologies were received.

The Chair advised the meeting that a total of 43 proxies had been received and that as Chair of the meeting he held 42 of those proxies. Where the members have pre voted and/or proxyholders directed on how to vote, these results had already been counted and will be displayed on the screen at the appropriate agenda items. Where the member has given their proxyholder discretion in how they vote, those individuals have been contacted and have provided their direction as to voting. The Chair declared that where the member appointing him as proxy had given him discretion as to how to vote, he had voted in favour of all the motions being put to the members as recommended to them by the Board. These votes have also been included in the tallied results that will be shown on the screen at the time of each motion.

The Chair reminded members that if they had already pre voted online or cast their vote by proxy and were in attendance then they could not vote again, and they would not see the online polls appear during the meeting.

The Chair sought confirmation that there was a quorum for the meeting – minimum of 25 eligible to vote members – which was confirmed by the V/Company Secretary, Peter Watters, and a quorum was declared.

The Chair reminded those present that this was a meeting of financial members. Non-members were welcome however were not entitled to be heard or vote. The Chair also reminded members that if they wished to raise a “Point of Order”, they should clearly state “Point of Order” in the online chat function, and that it will be read to the meeting. Given this is an online meeting, we will not be calling for movers and seconders from the general membership floor for each motion. All motions are being moved by the Board as per the Notice of AGM agenda items already provided to Voting Members.

2. Minutes of the Annual General Meeting 2020

To confirm the Minutes of the Seventh (7th) THNSW Annual General Meeting (AGM) held on 28 November 2020.

The V/Company Secretary, Peter Watters, called for any corrections to the Minutes.

There were no corrections to the Minutes.

The motion was put to a vote. Direct pre votes and proxy votes were displayed on the screen.

Motion: **Carried**, by majority.

The Company Secretary declared the Minutes of the Seventh (7th) Annual General Meeting held on 28 November 2020 confirmed.

3. Reports

To receive the Annual Report including the Directors’ Report, Financial Statements and Auditor’s Report for the financial year ended 30 June 2021.

The Chair spoke briefly to the Directors’ Report and the Annual Report and highlighted the many achievements of the organisation in the FY 2020/21. The highlight of the year was undoubtedly the relaunch of Locomotive 3801 in March 2021 and the two regional tours we were able to take in April and June where over 14,500 people travelled behind the legend of steam, Locomotive 3801. Despite all the challenges, the Board is proud of what our team of volunteers and staff had achieved throughout what has been another truly ‘unprecedented’ year.

A short video of the year’s highlights was played.

The Auditor, Wayne Price, spoke briefly to the Financial Statements and Auditor’s Report, and commented in relation to the inclusion of the valuation of THNSW-owned rolling stock assets in the financial statements. Wayne also commended the organisation on the work done to address and

minimise the financial impacts of the Coronavirus and noted the small surplus achieved despite the very difficult environment.

There were no questions for the Auditor.

The Chair declared the Annual Report, including the Directors' Report, and the Financial Statements and Auditors Report for the financial year ended 30 June 2021 received.

4. Appointment of Auditor

To approve the recommendation of the Board for the appointment of Castletons Auditing Services as THNSW's Auditor.

The Chair of the Finance Risk & Audit Committee (FR&AC), Deanna Varga, acknowledged Wayne Price from Castletons and thanked Wayne and his team for their work to date in providing auditing services to THNSW.

The motion was put to a vote. Direct pre votes and proxy votes were displayed on the screen.

Motion: **Carried**, by majority.

The Chair of the FR&AC declared the appointment of Castletons Auditing Services as THNSW's Auditor.

5. Life Membership

To approve the recommendation of the Board that Life Membership be granted to (listed in alphabetical order by surname):

Gary Marshall

Geoffrey (Geoff) Olsen

The Chair called for a vote in relation to each nominee individually, and gave a brief summary of each individuals contribution to the organisation. Direct pre votes and proxy votes were displayed on the screen.

Each nomination was **Carried**, by majority.

The Chair declared the granting of Life Membership of Transport Heritage NSW to Gary Marshall and Geoffrey (Geoff) Olsen.

The Chair congratulated both new Life Members.

All new Life Members will receive a framed certificate, gold-plated Life Membership badge, gold-coloured perpetual Life Membership card and a THNSW 2022 calendar.

6. Election of Directors.

Before announcing the results of the ballot for the election of an elected Director, the Chair acknowledged and thanked Director David Ireland who was stepping down from the Board after eight years. David was an inaugural Director of Transport Heritage NSW.

The Chair advised the meeting that there were two (2) nominations for the one (1) elected Director vacancy on the Board and announced the results of the Ballot.

Colin Pursehouse 142 votes

Duncan MacAuslan 53 votes

The Chair declared Colin Pursehouse duly elected as a Director of THNSW for the period 2021-2024 and congratulated him. The Chair thanked Duncan MacAuslan for his candidacy.

7. Appointment of Non-Elected, Appointed Directors

The Chair advised that one (1) Non-elected, Appointed Director position fell vacant at this AGM.

In accordance with the Constitution the nominating panel convened and determined to re-appoint Deanna Varga to the position of Non-elected, Appointed Director for the period 2021-2024.

The Chair congratulated Deanna Varga.

8. Special Resolution

To approve by special resolution the recommendation of the Board for the adoption of the updated Constitution of Transport Heritage NSW Limited in substitution for and to the exclusion of the existing Constitution of the Company with effect from the close of the meeting.

The V/Company Secretary addressed the rationale and reasons for the changes to the THNSW Constitution and called for any last questions regarding the proposed changes.

No questions were received prior to the meeting or via the online chat.

The V/Company Secretary informed the meeting that as a special resolution it required a vote of 75% or more in favour to pass and hence a detailed count of the poll and proxy votes received would be conducted and recorded.

The motion was put to a vote. Direct pre votes and proxy votes were displayed on the screen.

The results were as follows:

	For	Against	Abstain	Total
Direct Pre Votes	59	25	5	89
Proxy Votes	41	1	1	43
Live In Studio	-	-	-	-
Online Live Poll	5	-	-	5
Total	105	26	6	137
% of Total	76.6%	19.0%	4.4%	100.0%

Motion: **Carried**, in accordance with the requirements of a special resolution.

The V/Company Secretary declared the approval by special resolution for the adoption of the updated Constitution of Transport Heritage NSW Limited in substitution for and to the exclusion of the existing Constitution of the Company with effect from the close of the meeting.

10. General Business

To reply to any questions on written notice received by the V/Company Secretary on or before 5:00pm Wednesday 10 November 2021.

Seventeen (17) questions were received from four (4) individual members.

Member Ken Rouvray asked about:

The location of THNSW's Head Office - The Chair advised THNSW Head Office is now located at the Powerhouse Museum. The Chair acknowledged and thanked the Museum of Applied Arts and Sciences for their support of our organisation and making office space available for us to lease.

Reporting Membership Numbers – will the Chair disclose current membership numbers and current NSW Rail Museum annual passholder numbers in the Chair's Board Wrap, plus a list of new members in each issue of Roundhouse?

The Chair confirmed that current membership numbers would continue to be reported in the Chair's Board wrap from time to time during the year, however not in every wrap, and would also include NSW Rail Museum annual passholder numbers at the same time. The Chair noted that given we have a rolling membership year these numbers will fluctuate throughout the year.

New members names will not be published in Roundhouse; this previous practice was phased out several years ago now in response to changes and concerns relating to privacy.

Member Bruce Saunders has asked the following questions:

Virtual vs Face to face meetings - and whether we will see a return to face-to-face meetings once COVID is no longer a health threat. Bruce also asked why this AGM is being held virtually and was not changed

to face-to-face or a combination of face-to-face and virtual with the easing of some of the COVID restrictions.

The V/Company Secretary responded that the Board does intend to hold hybrid MIFs and AGMs, i.e., in person and online, for the benefit of members in the future so that we bring back in person meetings whilst not losing the participation of those who otherwise wouldn't be able to join in.

Regarding today's AGM, at last year's AGM the Board committed to returning to in-person attendance and had every intention of doing so for this year's AGM. However, at the time the date, time and format of the AGM had to be locked in, the sufficient easing of COVID lockdown and prolonged restrictions to allow in person attendance could not be guaranteed. Hence, the Board took the decision to again hold a virtual AGM for 2021.

Electronic Voting - why the Board did not ensure that all members were prepared for electronic voting this year, noting that many older members can have difficulty using computers, understanding new systems and can find it confusing.

The V/Company Secretary responded that Members were made aware of the uptake of online voting last year when changes to the THNSW Constitution were adopted by special resolution. The Notice of AGM for this year's meeting also made it clear. THNSW used the same online voting platform last year and the Notice of AGM clearly directed any members experiencing difficulties in voting to contact AUSTELECT (the Independent Returning Officer) and he was aware a number of members did so.

Funding Stream 2 and Funding Stream 3 - please provide an explanation of the use of Funding Stream 2 and Funding Stream 3, how much money has been spent in the year and for what purposes, who authorises and whether any of these monies were used for purposes other than under their respective funding streams.

The FR&AC Chair responded that an explanation of Funding Stream 2 and Funding Stream 3 is provided each year in the Annual Report – both in the front section and also in the audited financial statements section. The allocation of funding from either of these funding streams is undertaken by the Independent Funding & Advisory Panel and must be approved by TfNSW.

IFAP members are appointed by TfNSW and the allocation of funding is in accordance with the guidelines and purpose outlined for the respective funding stream.

Movement of funding between the funding streams is approved by Transport for NSW and is reported in the Audited Financial Statements for members' information.

Departmental Budgets - does THNSW have departmental budgets, are these adhered to and will these budgets be published for members' information?

The FR&AC Chair responded that the THNSW Board approves a budget each year. Performance against budget is regularly reviewed by the FR&AC and the Board. The budget is adjusted where necessary and as circumstances require throughout the year by way of reforecasting to End of Financial Year.

Annual results are published for members' and other stakeholders' information in the audited annual financial statements section of the THNSW Annual Report each year.

In addition to those questions responded to verbally the Chair noted there was also a very specific question received in relation to our ACNC reporting and another regarding the Silver City Comet by Member Ken Rouvray. Ken has been provided a response already to these questions. Both of these questions and the responses given to Ken are to be included in the minutes of this meeting (see below) however in the interests of time we would not go through them verbally now.

The other questions on notice that were received from individual members were very specific to the member asking the question and hence those individual members have already been responded to directly outside of this meeting.

10. Meeting Closure

The Chair confirmed that there was no further business for the AGM that could not be better covered in the MIF immediately following the AGM.

The Chair therefore declared the Annual General Meeting 2021 closed at 6:30pm.

Rob Mason
Chair

Alex Claassens
Deputy Chair

Peter Watters
V/Company Secretary

Questions on Notice from Member Ken Rouvray. (Not discussed during the Meeting)

Australian Charities and Not-for-Profits Commission (ACNC) Reporting - THNSW reported to the ACNC in March 2021 for the year ended 30/6/2020 Employee Expenses \$3,903,984 whilst the Annual Statutory Accounts for 30/6/2020 show Employee benefits expense as \$2,933,000. This is, close to a \$1 million difference. Is there an explanation to reconcile the difference.

Thank you for pointing this out. The figure previously shown by the ACNC report was incorrect and has been corrected. The correct figure is \$3,446,984.

This figure is different to the \$2,933,000 figure shown in the audited annual financial statements due to the way in which the figures are aggregated and presented in the different reports with different reporting emphasises and requirements. That is, the totals reported in both the ACNC reporting and in the audited annual financial statements are the same, noting however that their categorisation is different. The amount shown in the ACNC report for employee costs is higher as it also includes employee costs incurred from special project funds. Within the audited annual financial statements for the year, Government Funding Streams 2, 3 and Special Purpose Funds expenditure of \$2.8m includes employee benefits for those non ongoing project staff engaged for projects funded from special purpose funds.

Again, it is disappointing to see the Glasgow Bequest balance of \$611,000 sitting on the balance sheet in Equity / Retained earnings. The Glasgow Bequest in 2016 was given to THNSW to be spent on projects, not left to bolster the Balance Sheet.

Question, will the Board direct Management to consider spending this money on a project to bring the 3 remaining iconic Silver City Comet Cars at Thirlmere to operational standard for at least Loop Line operations. I understand some small improvements in appearance have been made and congratulations to those volunteers who saw an issue and were allowed to proceed. Just visualise the fully operational Silver City Comet, as an attraction for museum visitors to ride, as the first air conditioned train in Australia that opened up western inland NSW.

As noted in the Annual Report, the THNSW Board had allocated the remaining Glasgow Bequest funds to restoration of the DUB set to operate on the Loop Line. However, this project did not commence in FY 2020/21 due to the COVID-19 pandemic and inability to find appropriately skilled labour.

With the announcement of the Loop Line Upgrade Project (LLUP) extending the Line to Colo Vale, the Board has recently undertaken a review of the Loop Line Operating Fleet Strategy and determined to discontinue returning the DUB set to operation and pursue alternative rolling stock options which better serve the planned future Loop Line operations.

The DUB set will remain a collection item at the NSW Rail Museum.

A similar question with respect to returning the Silver City Comet to operation was asked and answered in 2020 - see Q18 from the 2020 QoN's.

The Board has no plans to return the Silver City Comet to operational status for the foreseeable future.