



The Gauge O Guild Limited

**ANNUAL REPORT
2021**



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NOTICE OF A MEETING

Notice is hereby given that the 30th Annual General Meeting of the Gauge O Guild Limited (the 66th Annual General Meeting of the Gauge O Guild) on Sunday 5th September 2021 at 1300 hours for the following purposes:

1. To approve the minutes of the 29th Annual General Meeting Appendix 1. (Resolution 1) on page 16
2. Matters arising from the minutes of the meeting referred to in paragraph 2. (Such matters must be notified to the Secretary in writing not less than 7 days prior to the meeting i.e., by 1300 hours Monday 30th August 2021).
3. To receive the Treasurer's Report, the Annual Accounts and Accountant's Report for the year 2020/21 See Appendix 1 on page 12.
4. To receive the Chairman's report for the year 2020/21. See page 4.
5. To receive the Directors' Reports. See page 5.
6. To appoint the Reporting Accountants and authorise the Directors to fix their remuneration. Resolution 2 on page 8.
7. To appoint the Chairman of Publications as set out in Appendix 3. (Resolution 3). See page 17
8. To appoint the Regional Manager - North as set out in Appendix 3. (Resolution 4). See page 17
9. To elect any nominated Vice Presidents (Resolutions 5a, 5b and 5c). See page 7
10. To receive election results for Constituency Representatives.
11. To receive notification of the Management Committee's award of The Gauge O Guild Order of Merit see page 8.
12. To consider and if thought fit to adopt the Code of Behaviour Policy (Resolution 6) see page 8
13. To consider and if thought fit to pass changes to Rule 14 (Resolution 7) see page 10
14. To Consider and if thought fit to pass changes to Rule 17 (Resolution 8) see page 11
15. To Consider and if thought fit to pass changes to Rule 11.2 (Resolution 9) see page 11
16. To Consider and if thought fit to pass changes to Rule 13. & 13.1 (Resolution 10) see page 11



**Guild Secretary. Richard Clark (3448), Ruby Wood, Common Hill, West Chiltington,
West Sussex, RH20 2NR**

Members may vote by electronic means by going to the Gauge O Guild website and following the instructions on the electronic voting page. Electronic voting will close at 13.00 hours on Friday 3rd September 2021.

Any member is entitled to appoint a proxy, who must be a member, to vote on his or her behalf and a form for this purpose is provided at the end of this document.

To be valid any form appointing a proxy (together with evidence of the authority of the signatory where the form is not signed by the member personally) must be received by the Returning Officer at the address on the return envelope provided not later than 48 hours prior to the proposed time of the meeting, i.e., by 13.00 hours on Friday 3rd September 2021. All voting will be by poll vote at this meeting.

ANNUAL REPORTS

DIRECTORS' ANNUAL REPORT

The Directors present their annual report with financial statements of the Company for the year ended 29th February 2020.

PRINCIPAL ACTIVITIES

The principal activities of the company in the year under review were those of promotion and advancement of railway modelling in scales and gauges associated with the designation O.

DIRECTORS

The Directors shown below have held office during the whole of the period from 1st March 2020 to the date of this report.

President, John Kneeshaw	Appointed 1st September 2019
Secretary, Richard Clark	Appointed 4th September 2016
Charles Oldroyd	Appointed 2nd September 2018
Chris Fry	Appointed 1st September 2019
Paul Honey	Appointed 1st September 2019
Keven Cartwright	Appointed 1st September 2019

RESIGNED DIRECTORS

John Hobden	Appointed 8th September 2013 <i>Resigned 19th October 2019</i>
Tommy Day	Appointed 4th September 2016 <i>Resigned 14th May 2020</i>
Mike Bragg	Appointed 1st November 2018 <i>Resigned 7th March 2019</i>
Geoffrey Roberts	Appointed 3rd September 2017 <i>Resigned 30th August 2020</i>
Alan Redgwick	Appointed 7th September 2014 <i>Resigned 30th August 2020</i>
Interim Chairman, Tim Humphreys	Co-opted 19th May 2020 <i>Resigned 30th August 2020</i>
Derek Mundy	Appointed 1st September 2019 <i>Resigned 14th December 2020</i>

APPOINTED DIRECTORS

Chairman, John Birch	Appointed 30th August 2020
Treasurer, Malcolm Hector	Appointed 30th August 2020
Geoffrey Goddin	Appointed 30th August 2020
Jackie Kneeshaw	Appointed 30th August 2020
James Aitken	Appointed 30th August 2020

CHARTERED ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE UNAUDITED FINANCIAL STATEMENTS OF THE GAUGE O GUILD LIMITED

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of The Gauge O Guild Limited for the year ended 28 February 2021 which comprise the Income Statement, Balance Sheet and the related notes from the company's accounting records and from information and explanations you have given us. As a practicing member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed within the ICAEW's regulations and guidance at <http://www.icaew.com/en/membership/regulations-standards-and-guidance>. This report is made solely to the Board of Directors of the Gauge O Guild Limited, as a body, in accordance with our terms of engagement. Our work has been undertaken solely to prepare for your approval the financial statements of The Gauge O Guild Limited and state those matters that we have agreed to state to the Board of Directors of The Gauge O Guild Limited, as a body, in this report in accordance with ICAEW Technical Release 07/16AAF. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than The Gauge O Guild Limited and its Board of Directors, as a body, for our work or for this report. It is your duty to ensure that The Gauge O Guild Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position, and profit of The Gauge O Guild Limited. You consider that The Gauge O Guild Limited is exempt from the statutory audit requirement for the year. We have not been instructed to carry out an audit or a review of the financial statements of The Gauge O Guild Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us, and we do not, therefore, express any opinion on the statutory financial statements.

Kemps Accounting Solutions Limited

Chartered Accountants, 42A High Street, Broadstairs, Kent.
CT10 1JT
19 April 2021

CHAIRMAN'S REPORT FOR THE YEAR 2020-21

Four new members of the Management Committee were elected in 2020, including myself. Together with the existing members, I believe we now have a very strong team to take the Guild forward, and to cope with the issues created by the Covid-19 pandemic.

Malcolm Hector became treasurer and has had a major impact on our accounting function while also finding areas of significant cost savings which do not impact on our service to members. Having accurate management accounts and budgets allows us to manage the Guild far more effectively from a financial perspective.

Jackie Kneeshaw has taken the lead of the Events team and has been elected Vice-Chairman by the MC. While it has not been possible to hold live events yet during her tenure, she and her team have been creating virtual online events to keep many of us enthused and inspired. Virtual events will continue to be a part of the Guild's future service. Many of our overseas members

have told us how they feel more included by these events. I hope Guildex 2021 will be the last show we have to cancel due to the ongoing pandemic. Despite the cancellation of shows, you have clearly been busy, as the traders report record sales levels.

As a previous Guild treasurer, I was able to assist Malcolm in producing a report on the financial results of our events held in 2019, about which there had been much controversy. The amount of detail we were able to assemble has given Jackie and her team a sound basis on which to plan future events. I will continue to be a second pair of eyes on financial matters.

James Aitken was elected as chairman of the Technical Committee, of which he has been a member for a number of years. However, we are fortunate that in addition, James has spent his whole career in I.T., for much of that time running his own software company. Our I.T. capability is much strengthened as a result, an important factor as our website grows. James and the team have already established the online shop and the wiki.

The publications team have continued to produce the *Gazette* to the high standard we have come to expect, and they have introduced *Gazette Extra* on the website, which allows Philip Willis, the editor, to add extra material, especially photographs, to the articles in the *Gazette* itself. For layout articles in particular, this allows us to see much more of our fellow members' work.

We hope we might have the Executor and Trustee service operating again before the end of the year and there is still much else to do. I am now leading a strategy group which is looking at our future, and I hope you will want to have your say. Please send us your ideas to ideas@gaugeoguild.com; all will be considered.

The past year has seen much improvement and innovation, thanks to all the hard work of our many volunteers. I can only apologise to those I have not mentioned; their contribution is equally valued.

Sadly, with the cancellation of Guildex 2021, it will be a little longer until I can meet many of you in person.

**John Birch (2928).
Guild Chairman.**

TREASURER'S ANNUAL REPORT

On the date of my appointment the bookkeeping was some 6 months in arrears and the accountants appointed to perform the audit had yet to start their work. Members probably wouldn't appreciate that they then request details of all the major transactions and expect to find an audit trail. The systems in use at that time often lacked a direct link between income and allocation in account codes. The report by the auditors was published on receipt and although it pointed out a number of areas for improvement there were no errors or omissions that would have rendered the accounts unsatisfactory from a Companies Act point of view. To get us into that position took a considerable amount of work, but also gave me a good insight into the Guild Accounts.

Things have improved. A number of opportunities to save cost have been identified and action taken to bring these savings about. Thanks to the help of our bookkeeper our accounts are now up to date; by which I mean that on a Monday morning all transactions to the previous Friday have been entered and reconciled (excepting when I am on holiday as I now do most of the bookkeeping). I have also created a number of new cost codes so that it's easier to identify and match income with expenditure under various headings. Two other directors now have direct access to the accounts online; thus, should I not be available they can see all accounting transactions. Artytype also have access to create / manage invoices for sales of advertising and stands at shows.

I have also introduced annual budgets, so we have much greater control over our accounts. In the year I am reporting on we made a surplus of £32,579. I have posted detailed

Management Accounts on the Guild website. The financial accounts are in the format required by the Companies Acts, which is the version presented at the AGM and circulated in this document. The Management accounts show the information recorded in our accounts but many of the account headings were merged with other accounts. Where I have had the information, I allocate the costs appropriately but there may well be, indeed there almost certainly is, a degree of misallocation. Administration costs is a prime example where there is insufficient information to make a sensible allocation. I am working on this issue.

Finally, there are a large number of credits due to cancelled shows, some have been used to pay for advertising, but many remain and will not be fully reconciled until we have a show. I believe that all are accurate, but this is just another complication in our accounts. Looking forward this financial year will be ten months to move the year end to 31st December, and away from the Kettering show so that the accounts can be finalised when there is little financial activity.

**Malcolm Hector (21265)
Guild Treasurer**

ANNUAL REPORTS OF COMMITTEE CHAIRMEN: CHAIRMAN OF EVENTS

2020 started as usual with the Spring Show in Kettering on March 7th. We had an abundance of tissues and hand sanitiser available, but we certainly had not predicted that only two weeks later, the country would be locked down. With regular shows cancelled, the Virtual Events Team was formed. Some of the Events Committee teamed up with members of the technical, IT, publications, and membership teams, to take forward the idea of a virtual exhibition. The story continues with further virtual events, and this has enabled us to reach out across the world and enjoy layouts and demonstrations from members in several different countries. Members who have never attended an event before can either participate live via Zoom or watch a video of the event afterwards.

The virtual exhibitions have proved to be a huge success leading to requests for something every month. *An Evening With* was born and we now have modelling sessions held by Zoom every month. These modelling sessions led to the request for Special Interest Groups so that specific topics could be discussed on a regular basis and our Events Survey is bringing forth more ideas about what you would like included in the future.

Face to face events will not resume until 2022 but the covid journey has provided a number of unexpected opportunities and I would like to thank the Events Committee, the virtual events team and you the members for embracing virtual activities. They will continue and will run alongside the face-to-face exhibitions in the future.

Alan Redgwick's term of office came to an end after the 2020 AGM. He gave a long and varied service to the Guild for which we are very grateful. John Edwards who was Events Secretary from 2006 to 2020 and Fred Lewis who worked with the events team for a long time and served as a Constituency Representative are no longer on the Committee, but we are pleased to keep them both as part of our logistics team and they are continuing with the loco clinic. We have also welcomed some new members to the Committee. Kevin Day, is now Doncaster Show Manager and hopes that he will finally get started in 2022. The Bring & Buy team has come under the Events umbrella, so Nigel Nelson has joined the Committee, Rob Bishop has also joined us as Lead Electrician and Malcolm Hector has been invited to attend all Committee meetings. The new systems we have put into practice with

Malcolm will ensure accurate financial planning and ongoing budget management which is very welcome. Volunteers are hard to come by and all the main Committee members now have at least two jobs and I want to acknowledge the wider team of volunteers who help with the door, finance, logistics, stewarding, left luggage and electrical planning and installations. I know they have missed the face-to-face interaction with the members this year but we will be back.

My final point is to acknowledge what a pleasure it has been to work more closely with members this year. I have been part of the Code of Behaviour Group, talked to so many of you during virtual events and I now Chair the Communications and Engagement Group. Your contributions and ideas are so important, please keep them coming and I look forward to meeting more of you next year.

Jackie Kneeshaw (18510)
Chairman, Events

CHAIRMAN OF PUBLICATIONS

The past year has been a busy one for Publications with the COVID situation presenting several uncertainties and challenges. With regard to the quarterly magazines, we were unable to depend with any certainty that normal print schedules would be maintained which resulted in us bringing the whole production process forward. In the event, our printers worked to their normal timescales, and this enabled us to ship two issues a little early which many members enduring lockdown appreciated. Ade Haines and all the team at Artytype have provided sterling service during this period and without their consistent input, things might have been very different.

Philip Wills, the *Gazette* Editor, is now supported by three assistants: Mike Clutterbuck, Tim Barber and Steve Weston who proof read and prepare articles for publication. During the year, Arun Sharma stepped down from his role as a Trade Liaison Officer and was replaced by Bob Lawrence. He and Keith Tiplady collate and produce the Trade News section of the magazine which is always popular. I'd like to thank all the current team members for their efforts in producing a first-class magazine to professional standards.

The move to produce *Guild News* in colour starting with the May 2021 issue has been warmly received by readers and contributors alike. We have taken the opportunity to tidy up the layout as well and should now be able to do justice to photographs sent in by contributors. Nick Baines continues to do an excellent job of putting Management Committee reports and other news items into a coherent jigsaw, ably assisted by Brian Malyon who produces the group reports section.

The move to convert the old video library to a streaming platform is now almost complete with 130 videos and slide sets available. In the past year this has had over 4,000 views from around 1,000 unique users. Our YouTube channel continues to soar in popularity with a whopping 95,122 views this year from over 579 subscribers (762 in total). There are now 266 videos to view with the top 5 being: Love Lane (4,276), Soldering Demonstration (2,477), Monksbury (2145), Soldering White Metal (1,702) and Crook Street 2021 Show Video (1,520). Peter Reynolds leads the charge on this with assistance from Ian Allen and, if you haven't used either of these resources yet, they are certainly worth a look.

Book sales took off with the publication of *Small Layouts Vol 3* last spring and we have subsequently also done two of 100 copy reprints of Vol 2. Helped by the online purchase facility on the website, publications generated almost £10,500 of income in the last financial year. This includes a significant number of sales in Europe and Torsten Freyer, our overseas

rep for Germany, Austria and Switzerland is to be congratulated on his success in this regard.

Regional newsletters are now being produced on a semi-regular basis by David Hillary in New Zealand and by Phil Harding and Paul Plowman in Australia. These are targeted at members living in those countries and are focused on their activities, but they are also posted on the website for general viewing at: https://www.gaugeoguild.com/general/overseas_news.aspx. This is a welcome addition to the global *Guild News* and interest from other overseas reps is invited if they wish to do the same for their regional members.

The latest initiative, which should be printed by the time this report appears, is a replacement *Welcome to O Gauge* booklet. This is a 16-page A4 colour booklet discussing the benefits of O gauge and will be supplied to all new members as part of their welcome pack. It will also be available to Constituency Representatives for use at any multi-gauge shows or other events they attend. As well as an introduction to the Guild, it contains several specially commissioned articles on topics such as small layout design, radio control, building a wagon kit and figure painting which are targeted at potential scale-changers.

I'd like to finish by saying what a pleasure it is to work with such a dedicated team of people whose contribution to the Guild is inestimable.

Charles Oldroyd (15685)
Chairman, Publications

MEMBERSHIP DIRECTOR'S REPORT

This is my first full year of Guild responsibilities, for membership, UK and overseas, and the forum.

As I write membership stands at 5310, apart from renewals, the Guild attracts new members at its own shows, and other model railway exhibitions and club meetings that our network of Area Representatives attend with their Guild stands. With shows cancelled, and club activities in limbo we have lost this potential for new recruits. Instead I have focused on recruitment activity as part of the Guild Virtual shows replacing Guildex and Kettering, and this year's series of 'Evening with' zoom presentations offered on the 26th of each month, these events have the advantage of being much more accessible to 7mm modellers overseas, and recruitment of new members has been quite noticeable. I intend to use our next Virtual show, 6th November, to recruit a fresh wave of new members with a video presentation, and a timely offer of a '16 for 12 months' subscription not renewing until 1st March 2023. The worthwhile economies in operating costs achieved by our Treasurer have made possible the reduction of the UK adult subscription to £28 pa, an aid to renewals as well as recruiting, and apart from the Virtual events noted above, the online Guild website is continually improved, growing our membership is a virtuous circle as economies of scale benefit the printed quarterly *Gazette*, as well as Guild show attendance. A new Guild introductory leaflet will shortly be available. As membership Chair I have dealt with members wishing to contact other members, (subject to GDPR process) and occasionally trader-member contacts.

When I became Forum manager, last spring, I hoped that much forum activity would be self-policed for Guild members, by Guild members, my aspiration is ongoing, and our Forum is noticeably more about modelling advice and information requesting. New sections have been created for CAD and 3D modelling, help for new modellers, and electronics with DCC. The moderators and I consult and work together closely to resolve any issues behind the scenes, to improve the tone for all guild users. We would like to add one or two new trained moderators to our team and have placed

publicity on the Guild talk forum section, the Guild volunteer section of the homepage, and in *Guild News*, please consider whether you would like to join us. The new Code of Behaviour proposals, if adopted, will encourage engaging with positive and desirable behaviours, rather than 'Do not' rules.

The Guild overseas representative, Ian Allen, has proactively improved the Guilds EU coverage by grouping together countries, and fostered a New Zealand group local Guild newsletter.

For the Guild I have chaired the Working Party developing the Code of Behaviour proposals, and thank them all for their considerable assistance, the Chairman and myself have worked up proposals for a Regionalised Executor and Trustee service available to Guild member's families, we are taking active steps to launch this shortly, I have also assisted the Chairman's Guild strategy group. All in all, an active year.

Geoffrey Goddin (22066)
Membership Director

CHAIRMAN OF TECHNICAL & IT

The tech committee attended the Guild show at Kettering in early March 2020 with a stand demonstrating loco building, rolling stock construction, and CAD for 2D and 3D. The stand was kept busy all day with many members coming along to talk to us and ask questions.

When lockdown occurred in late March, the team met via Zoom on a few occasions to keep up to date. During this period Tommy Day who was the chair of the team resigned, and James Aitken stood for election at the September AGM. Votes were cast electronically.

The main thrust of our work since the election was to implement a Wiki, which is a form of online library of information, contributed by members for members. This went live in Feb 2021 and now contains over 600 pages of information. A team of 14 people have helped put the information into the Wiki.

The team have also been looking at new products, namely track gauges, for the guild to sell and have now produced drawings of these for manufacture.

James Aitken (9628)
Chairman Technical & IT

ACTING REGIONAL MANAGER - NORTH

Yes, I am sure many will refer to lockdown and the Covid-19 situation making this a difficult year however we must all bear in mind despite many clubs and groups having to put face to face meetings on hold it has led to us all finding ways to stay in contact. Most groups have started regular Zoom meetings, distributed occasional internal newsletters, or simply kept in touch by telephone.

The Guild in return has listened to members providing much praised online services from virtual events to the 'An evening with' programs these certainly in my areas have increased membership including a large proportion of people who were members in the past and have since re-joined.

Certainly, in conversation with groups I know it has made us stronger. We are now starting to arrange meetings once more and members are bringing along their lockdown projects whether completed or not this not only increases our personal model collection but shares skills and benefits our traders who have in some cases struggled to keep up with demand.

The future looks bright to me, and I am already contacting groups to visit and look forward to listening to more direct feedback from our greatest asset our local groups. Any groups who have dates available are encouraged to make contact with me for future visits.

We are still seeking new area representatives for areas two and four, anyone interested is encouraged to contact me for an informal chat, it is a welcome social position and can be most rewarding but important in providing valued feedback between local members and Guild management.

Many thanks to you all on behalf of not only me personally but the Guild management for your support over recent months.

Robin Taylor (3356)
Chairman Technical & IT Acting Regional Manager - North

REGIONAL MANAGER - MIDLANDS

What can one say after the torrid year we have all just been through?

No shows have taken place in the last twelve months other than virtually, however, these have contributed towards the 60 new members in the region to have joined since last November. I hope to be able to speak with any member that wishes to, at the next virtual show on the 6th November, during the meet the Con Reps session or in person at next year's Kettering Show on the 5th March 2022 when you will find me on the members desk located in the main hall.

We have held two Midland Region Meet the Reps Evenings so far this year and a third is planned for the 15th September. As before all members in the region will be invited by e-mail to see if they wish to attend. These are informal chats between members talking about various topics, in the same way that we would if we were meeting at a local club. The last meeting covered thoughts on E & T service and the best way to insure your models and equipment.

If you want to ask me anything or have a query that you would like answered please feel free to e-mail me on - ChrisFryGOG@outlook.com .

Chris Fry (21666)
Regional Manager – Midlands

REGIONAL MANAGER – SOUTH WEST.

As I write the P.M. has just extended restrictions until 19th July. I hope things will have improved by the time you are reading this.

Here in the South West O gauge groups and modellers seem to have been very industrious with their lockdown projects and modelling. My own group Exgog especially so, even though our July 1st meeting will now be postponed sadly. Many thanks to them and all of the other O gauge groups in the South West for regularly submitting their quarterly reports for the Guild News.

From my personal point of view, I feel that we modellers have fared better than most during this awful time as we have had our wonderful hobby and projects to keep us occupied and interested.

I am proud to be a member of the Management Committee of the Guild when I have received many favourable comments to pass on to the relevant people involved in the Virtual Shows and the 'An evening with' sessions. All credit goes to the Events team and their merry band of helpers who set these events up and keep us all occupied.

Unfortunately, Guildex is cancelled again this year. I'm sure this is the right decision with Covid cases on the rise again and so many people being cautious about attending large events. Perhaps we will be lucky next year.

At the time of writing, it is still on the cards for Taunton all scale Show to go ahead on 23/24th Oct. I hope to see some of you there. I will have a display of all things O gauge and the Guild stand so do come and say hello. Fingers crossed it will go ahead.

Kevin Cartwright (20850)
Regional Manager – South West

REGIONAL MANAGER - SOUTH EAST.

Unfortunately there have been no shows to report and precious few meetings. Those we hoped to arrange had to be cancelled, but we are looking forward to the Bexhill show, fingers crossed, where we are still booked to have a guild stand. The East Kent group has had a monthly newsletter throughout thanks to David Grimwood. Fortunately there has been a steady flow of new members joining, 40 in the South East area and 27 in the Eastern Counties.

East Kent O Gauge Group have recommenced meetings, the

first one was held outside in good weather. The second is scheduled for 7th July and will be also held outside weather permitting and from the 21st July normal meetings will resume on the first and third Wednesdays and the fourth Saturday of the month.

As the ability to buy stock and bits and pieces at shows dried up buying on line continued to keep the hobby going thanks to all the traders adapting to the new conditions. The Gazette and Guild News has kept up flagging spirits.

Paul Honey (16682)
Regional Manager – South East

RESOLUTIONS

RESOLUTION 2

APPOINTMENT OF THE REPORTING ACCOUNTANTS

That the Directors re-appoints the Accountants Kemp's Accounting Solutions Limited for another year.

Proposed by **Malcolm Hector (21265)**, Seconded **R. Clark (3448)**.

RESOLUTION 5

APPOINTMENT OF VICE PRESIDENTS

Resolution 5A

Proposed by **Sandy Harper (12013)** and seconded by **Ian Tomas Day (8469)** that **Chris Simpson (13147)** be made a Vice President of the Guild.

Chris has been a long-standing member of the Guild and in recent years, as well as carrying out a term as our President he has been responsible for the running of the Guild Sales and Video Library.

When Chris took on the task his first job was to convert the slides and tapes to digital format, a huge task but one that he singlehandedly accomplished making the contents of the library available to many of our members.

He then set out to modernise and add to the library by producing new content, filming, and editing members' layouts as well as encouraging others to assist and add constructional topics, for the benefit of members.

Chris has been a regular contributor to the forum offering advice and encouragement to both new and established modellers.

During his time as our resident his experience of being a magistrate, after he left full-time work, allowed him to be able to give valuable advice and guidance to the Board of the Guild, as it was then, in their deliberations and dealings with Guild matters.

I am extremely happy to propose Chris for the position of Vice president.

Sandy Harper (12013)

Resolution 5B

Proposed by **John Parry (15311)** and seconded by **Paul Jones (7351)** that **Nigel Smith (9571)** be made a Vice President of the Guild.

Nigel joined the Guild in 1985 and in 1990 joined the loco clinic also helping with logistics in moving equipment for shows.

In 2004 he was elected as the Constituency Representative for the West Midlands, a post he held until 2006 when he was elected as Chairman of Events at the AGM.

Nigel retired as the Chairman of Events following Guildex 2014 but continued to serve as Kettering Show manager, Events Trade Manager and served on the marketing team.

In 2015 he was elected as the Guild Chairman while continuing to serve on the logistics for shows and as a member of the marketing team. He retired as Guild Chairman in November 2018 following discussions with the other Principal Officers, to take over as Warley National Exhibition Manager so avoiding any conflict of interest.

In 2018 he remained a member of the Events team as Logistics

Manager and Assistant Trade Manager and giving help the marketing team with planning and strategy.

Nigel joined Warley MRC in 1984 and has been actively involved in all activities since, including the organisation of the Warley Show and the promotion of the club's O gauge group.

Paul Jones (7351)

Resolution 5C

Proposed by **M. J. Long (2309)** and seconded by **John Kneeshaw (5699)** that **John Hobden (20762)** be made a Vice President of the Guild.

John has served the Guild in many roles latterly as the Director of Membership for six years and before that as the Constituency Representative for East Anglia (Area7) for a further six-year period.

He has always had the best interest of the Guild at heart and freely given of his time and talent to the Events team and other areas where his expertise proved valuable.

He is also a highly competent modeller and has an extensive layout which has mainly hand built items thereon and he welcomes modellers for running sessions regularly.

His influence on the Guild has been entirely positive.

Martin Long (2309)

NOTIFICATION OF THE MANAGEMENT COMMITTEE'S AWARD OF THE GUILD'S ORDER OF MERIT

The Management Committee's awards for 2021 go to:-

Alan Redgwick (10622) for his work as a Constituency Rep and Events Chairman.

Kerry Baylis (15131) for his work as the E & T Manager for 9 years

John Edwards (11333) for his work as Secretary of the Event Committee over many years.

Fred Lewis (12674) for his work as a Constituency Rep. and assisting on the Loco Clinic Stand.

RESOLUTION 6 CODE OF BEHAVIOUR

To consider and if thought fit to approve the Code of Behaviour policy to replace the Disciplinary and Grievance Policy currently in place. Please note the associated rule changes to implement the Code are in resolution 7 and 8.

The Code of Behaviour below will, if adopted, replace the existing Disciplinary and Grievance Policy. The Code has been prepared by a Working Party of members; it incorporates many comments and suggestions from members who responded to the consultation earlier this year.

The vote for or against the adoption of the Code of Behaviour is item 12 (Resolution 6) of the AGM agenda. The adoption of the Code of Behaviour will necessitate some changes to 'The Rules of the Gauge O Guild Limited'.

The vote on the relevant Rule changes are items 13 (Resolution 7), and 14 (Resolution 8) of the AGM agenda.

The Code of Behaviour Working Party

Draft - Code of Behaviour (Resolution 6)

For the Annual General Meeting of 5th September 2021

(Intended to supersede the existing Disciplinary and Grievance Policy)

The Gauge O Guild aims to advance the hobby of railway modelling in scales and gauges associated with the designation O. In order to make the most of the opportunities the Guild provides, all members, including those who have committee or voluntary roles are expected to participate in its activities in a spirit of friendship. We should treat each other with dignity and respect regardless of modelling interests, knowledge, age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex or sexual orientation.

Members should be polite in all their interactions whether face to face, in print or via social media, treating others as they would wish to be treated themselves. As we do not know what is happening in the lives of others, we need to be considerate in all of our interactions, ensuring that expressions of opinion and exchanges of advice or feedback are constructive, non-judgmental and not made on the basis of rumour, supposition or malice. We must not discriminate against or harass fellow members nor place unrealistic expectations on them. Each member is an ambassador for the Guild and should not act in ways which bring it into disrepute. Members are encouraged to challenge inappropriate behaviour if they see or experience it.

The Management Committee is elected by Guild members

and has a moral and legal duty to members and to the Guild as a company. This Code of Behaviour is one of the ways in which the Management Committee fulfils its responsibilities to promote positive behaviours, ensure that all members are treated with dignity and, respect and outline the action they can take where this does not happen. Where members' behaviours or actions do not meet these standards, we have a procedure which allows concerns to be raised, investigated and if necessary acted upon in a fair and transparent way. This is set out in Appendix 1. It is expected that most issues will be resolved using this process.

In the rare instance when the Management Committee becomes aware of serious allegations or evidence of unacceptable actions or behaviours, that have not been raised through this process, then it may deal with these in line with Rule 14.2.5 of 'The Rules of the Gauge O Guild Limited'.

The Guild hosts a members' Forum on its website and this document will replace relevant Forum Rules with the current moderation process continuing. There are some specific issues relating to postings on the Forum which cannot be covered in this document. These need to remain in place and, for information, are outlined in Appendix 2.

Code of Behaviour Appendix 1 - Dealing with Members' Concerns

Informal Resolution

In the vast majority of cases inappropriate behaviour may occur in the heat of a moment or something might be interpreted differently to the way it was meant. It is therefore most likely that concerns about the behaviour of another member can be discussed privately and an outcome reached that is acceptable to both members. A personal apology may be the solution, or a third party might be asked to give their opinion on the matter if appropriate. We are sure that all members will wish to resolve concerns informally by whatever means are appropriate before taking the matter further.

Where informal resolution is not possible, members will be expected to seek resolution via the formal process set out below.

Formal Process

Concern raised by a member against another member

A member who wishes to raise a formal concern about another member should do so in writing to the Secretary who will appoint two impartial investigators drawn from the list of Guild investigators.

Concern raised by a member about a Director or Directors

A member who wishes to raise a formal concern about an individual Director or Directors should do so in writing to the Guild President. The President will appoint two impartial investigators drawn from the list of Guild investigators

N.B. The list of Guild investigators/adjudicators is made up of Directors and Vice Presidents/other Guild officers plus member volunteers who have agreed to be on the list having completed relevant training.

Process for Resolving a Formal Concern

The investigators will arrange a meeting without unreasonable delay. This meeting may be face to face, by phone or video conference. A record will be kept of any meetings by the investigators.

The investigators will seek to understand the concern or complaint, identify any witnesses, identify and pursue areas for further investigation (including access to content of Forum posts, messages, Wiki and other Guild information systems) and explore the complainant's desired outcome with the aim of achieving a fair and equitable resolution. The investigators will

ensure that the subject of any complaint is given a fair hearing. All evidence will be made available to all parties involved.

Confidentiality must be maintained by all parties during all parts of the process. Any breach of this would be regarded as gross misconduct.

Record Keeping - Records of any active investigations/misconduct reviews will be stored securely with restricted access. All investigation records will be destroyed after an outcome is reached and the appeal deadline has passed. The record of the final outcome is kept until the sanction is spent. Thereafter, that record will also be destroyed. The Guild secretary is responsible for destroying all records.

Members asked to attend meetings as part of the investigation may be accompanied by another member and confidentiality must be maintained. If either party does not know another member but would like support at meetings, their Constituency Representative should be contacted. This Representative can attend if they are impartial, or they can recommend another suitable member.

Potential Outcomes following an Investigation

The investigators will decide one of the following outcomes and confirm this in writing.

1. Genuine concern, not upheld.

The investigators may conclude that the allegation cannot be upheld because of lack of evidence but accepts that the member raising the concern felt genuine distress. The member will have a right to appeal against this outcome and should submit their appeal in writing to the Guild President within 14 calendar days of receiving the outcome, setting out the grounds for their appeal. (see appeals process)

2. Inappropriate behaviour that breaches the Code

The investigators may conclude that there are reasonable grounds to believe that misconduct which breaches the Code has taken place and will refer the matter to a misconduct review.

3. Malicious or Diversionary concern

The investigators may conclude that the concern was raised

maliciously or raised as a distraction or diversion and will refer the complainant to a misconduct review.

Misconduct Review

For allegations made by one member against another the Secretary will appoint three adjudicators from the Guild list who have not been part of the investigation to undertake a misconduct review.

Where an allegation has been made against a Director, The President will appoint three adjudicators from the Guild list who have not been part of the investigation.

The appointed panel of three adjudicators will have access to all documents from the initial investigation and will be free to seek further information or interview witnesses as necessary before taking a final decision.

Where the investigation concludes that misconduct has taken place, in all cases, any of the following sanctions, may be applied depending on the gravity of the misconduct:

• **Apology - copy of letter to be held for three months**

The member who has breached the code is required to make a written apology to the complainant, copy to be provided as evidence of issuance, to be returned after agreed term. A further breach or refusal to issue a letter of apology may result in another sanction being applied.

• **Letter of censure - to remain active for three months.**

The letter will confirm that unacceptable behaviour has taken

place. Any further breach of the code within the life of the sanction may result in temporary suspension of membership.

• **Temporary suspension of membership - to remain active for six months.**

Any further breach of the code within six months of reinstatement may result in termination or non-renewal of membership.

• **Termination or non-renewal of membership**

To be applied in the most serious cases of breach of the code or where multiple breaches of the code have occurred.

In the exceptional case when a Misconduct Review concludes that the gravity of misconduct requires the sanction of, either suspension of membership or, termination of membership, this will be escalated to the Management Committee to review as outlined in Rule 14 of 'The Rules of the Gauge O Guild Limited'.

Appeals Process

Any member who is found to have breached the code and had a sanction applied has a right to appeal against the decision. An appeal should be submitted to the President within 14 calendar days setting out the grounds for the appeal. The President will normally hear all appeals but can appoint an impartial vice president if there is a clear conflict of interest or other constraint.

Code of Behaviour Appendix 2 - Forum posts and the Code of Behaviour

The Code of Behaviour replaces many of the relevant Forum rules.

Forum process

- If someone believes that a Forum post is inappropriate and breaches the code of behaviour, they use the report function.
- The Forum Moderators will receive any reports made.
- The post will be hidden to prevent any further upset or comments.
- The Forum moderators will inform affected members of their moderating actions.
- All decisions made by a Forum moderator are final and no correspondence will be entered into either on the Forum or by other means.
- If a member is not satisfied by the moderating actions they can be referred to the Forum Manager who will have been advised of the actions taken. Should the matter still not be able to be resolved, then the complaint can be investigated using the Formal Process, as detailed in Appendix 1.

The Forum User Compliance Requirements standalone from the Code and are a condition of access to the Forum:

- The Forum is open only to members aged 16 and over.
- Posting of images of minors (under 16s) is only acceptable if **all three** of the following requirements are met:

- The minor's full name is not used.
- There is no way to identify where the minor lives.
- Prior permission to post the image has been obtained from the parent or guardian. You must state that such permission has been granted. *N.B. (A separate Safeguarding Policy and Image Consent form is available).*
- Material posted must not infringe copyright. It is the responsibility of the poster to obtain reproduction permission before posting and to confirm that this has been obtained.
- Members must not allow their account to be used by any other member.
- The trade announcements category is for presentation of factual information about commercially available goods and services. Traders may direct members to websites and other sources of information about pricing and other offers.

Working Party Team

- Tony Andrews – Guild Member
- Geoffrey Goddin Membership Director
- Ken Gray – Constituency Representative
- David Hill – Guild Member
- Jackie Kneeshaw – Vice Chairman & Chairman of Events
- Jacqueline Oldroyd – Professional Advisor for whom thanks must go for her pro bono advice
- Alan Rhodes – Forum Moderator

RESOLUTION 7 - RULE 14 CHANGE

To consider and if thought fit to pass the following (Resolution 7). That the Company's Rule 14, Termination of Membership be amended by the deletion of Rule 14, and the substitution therefore of the following new Rule. 14 Termination & Suspension of Membership in line with the Code of Behaviour policy above. The changes to Rule 14 have been made italic..

14 Suspension & Termination of Membership

14.1 SUSPENSION OF A MEMBER

14.1.1 *In the event that the sanction of temporary suspension of a Member's membership is recommended by the panel of adjudicators (appointed in accordance with the Company's Code of Behaviour) as part of a misconduct review due to a Member's*

breach or breaches of the Code of Behaviour, then the Directors shall consider the matter at a Directors meeting.

14.1.2 *If, in the reasonable opinion of such a meeting of Directors, from which the President shall be excluded, the Directors agree with the proposed sanction of temporary suspension of a Member's membership, then the Directors shall cause to be given to such Member written notice stating that their membership will be suspended on a specified date.*

14.1.3 *If, as a result of the Directors meeting, the Directors do not agree with the proposed sanction of temporary suspension of a Member's membership, then the Directors shall refer the matter back to the panel of adjudicators, setting out the reasons why the Directors shall not issue a notice of suspension of membership to the Member and the Directors shall invite the panel of adjudicators to re-consider the sanction, if any, to be applied to that Member.*

14.14 In the event that the Directors resolve to serve written notice on a Member stating that their membership is to be temporarily suspended, then the Member in question shall have the right to appeal the decision in accordance with the procedure set out in the Company's Code of Behaviour.

14.15 Subject to the outcome of an appeal pursuant to Rule 14.1.4, a Member whose membership is temporarily suspended shall not be entitled to a refund of any subscription monies paid by him or her to the Company but shall remain liable for all sums due by him or her to the Company.

14.2 TERMINATION OF MEMBERSHIP

14.2.1 In the event that the sanction of termination or non-renewal of a Member's membership is recommended by the panel of adjudicators (appointed in accordance with the Company's Code of Behaviour) as part of a misconduct review due to a Member's serious breach or breaches of the Code of Behaviour, then the Directors shall consider the matter at a Directors meeting.

14.2.2 If, in the reasonable opinion of such a meeting of Directors, from which the President shall be excluded, the Directors agree with the proposed sanction of termination or non-renewal of a Member's membership, then the Directors shall cause to be given to such Member written notice stating that their membership will be terminated on a specified date or that such membership shall not be renewed.

14.2.3 If, as a result of the Directors meeting, the Directors do not agree with the proposed sanction of termination or non-renewal of a Member's membership, then the Directors shall refer the matter back to the panel of adjudicators, setting out the reasons why the Directors shall not issue a notice of termination or non-renewal of membership to the Member and the Directors shall invite the panel of adjudicators to re-consider the sanction, if any, to be applied to that Member.

14.2.4 In the event that the Directors resolve to serve written notice on a Member stating that their membership is to be terminated or that it shall not be renewed, then the Member in question shall have the right to appeal the decision in accordance with the procedure set out in the Company's Code of Behaviour.

14.2.5 The Company acting by way of its Directors, shall retain the ability to terminate a Member's membership irrespective of whether the Directors have first received a recommendation from the panel of adjudicators appointed as part of a Member's misconduct review pursuant to the Code of Behaviour. If, in the reasonable opinion of a meeting of the Directors, from which the President shall be excluded, any Member:

- (a) is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of its Members into disrepute; or
- (b) has acted or has threatened to act in a manner which is contrary to the interest of the Company as a whole; or
- (c) has breached, to a material extent, the terms of the Articles or any rules made under Articles 5.10 or 5.11; or
- (d) is guilty of committing a further breach of the Company's Code of Behaviour, upon reinstatement as a Member following receipt of a sanction of temporary suspension of membership pursuant to Rule 14.1; or
- (e) is found to have committed a further breach or continues to be in breach of the Company's Code of Behaviour during the Member's period of temporary suspension as may be imposed pursuant to Rule 14.1;

they shall cause to be given to such Member written notice stating that his or her membership will be terminated on a specified date or that it will not be renewed unless that Member shall intimate to the Company his or her desire to make representations against the proposed termination or non-renewal by being heard in person by a meeting of the Directors. On receipt of such intimation there shall be convened a meeting of the Directors and the Member shall be given not less than 7 days' notice of the date, time and

place of such meeting, which will be chaired by the Chairman of the Guild or in his absence by the Vice Chairman appointed by those present. For the avoidance of doubt, those Directors who were present at the meeting at which it was resolved to terminate or not renew the membership of such Member may attend and speak at any such meeting to be convened at which the Member is present.

14.2.6 Further to any meeting at which a Member makes representations to the Directors in accordance with Rule 14.2.5, the Directors shall give due consideration to the representations made by such Member and the Directors shall decide whether or not the Member's membership should be terminated or not be renewed and the Directors shall inform the Member of their decision.

14.2.7 A Member, on receiving the decision of the Directors pursuant to Rule 14.2.6, shall have the right to appeal the decision by submitting their appeal to the Company's President within 14 days of the date of the decision issued by the Directors, setting out the grounds for his or her appeal. The President will normally hear all appeals but can appoint an impartial Vice President if there is clear conflict of interest or other constraint.

14.2.8 The membership of a Member shall be terminated or will not be renewed pursuant to Rule 14.2.5:

- (a) where no intimation of a desire to make representation against the proposed termination or non-renewal is given by the Member under Rule 14.2.5 by the date specified in the notice given to him or her, on the date specified in the written notice provided;
- (b) where the Member, without due cause, fails to attend the meeting of the Directors convened under Rule 14.2.5, on the day after the date the meeting between the Member and the Directors was scheduled to take place; or
- (c) when such a meeting of the Directors so decides, on the date of that decision pending any appeal pursuant to Rule 14.2.7.

14.2.9 On any termination of a Member's membership pursuant to Rule 14.2, the Member shall not be entitled to any refund or any other monies paid by him or her to the Company, but shall remain liable for all sums due by him or her to the Company.

RESOLUTION 8 - RULE 17 CHANGE

To consider and if thought fit to pass the following (Resolution 8) that the Company's Rule 17 is changed to read;

Any disciplinarys or grievances shall be dealt with in accordance with the Company's Code of Behaviour procedures as may be adopted from time to time, a copy of which is available on the Company's website or by request to the Company secretary.

RESOLUTION 9 - RULE 11.2 CHANGE

To consider and if thought fit to pass the following (Resolution 9) that the Company's Rule

11.2 is changed to read; Any person whose membership of the Company has been terminated under Rule 13.1 for non-payment of the annual subscription within *one month* of it becoming due shall be entitled to have their membership reinstated by making payment of such subscription within a further period of *one month*.

RESOLUTION 10 - RULE 13 & 13.1 CHANGE

13. To consider and if thought fit to pass the following (Resolution 10)

that the title of Rule 13 is changed to read: *CESSATION OF MEMBERSHIP*

13.1 is changed to read; In the event of failure by the Member to make a payment of the annual subscription within *one calendar month* of it falling due; or...

Appendix 1

The Gauge O Guild Limited

(REGISTERED NUMBER: 02640556)

Management Accounts for the Year ended 28th February 2021

Account	Admin	Gazette	Guild Sales	Kettering	Doncaster	Stafford	Other	E & T Shows	Total £
Subscriptions	147,693								147,693
Donations	2,039								2,039
Sales publications			10,468						10,468
Sales Clothing			990						990
Sales Advertising in Gazette		29,950	22						29,972
Sales Videos and DVD's									
Ticket Sales				5,523					5,523
Trade Stands				5,848					5,848
Bring & Buy Commission				1,426				4,437	5,863
Interest Income	42								42
	149,774	29,950	11,487	12,797	0	0	0	4,437	208,445
Cost of publications		59,456	4,757						64,213
Venue Costs					5,884				5,884
Hotel Costs	485				645				1,130
Meals					1,160				1,160
Refreshment Costs					75				75
Advertising & Marketing	765								765
Administration - Artytype	22,164	2,052	100						24,316
Administration - Guild				1463	575				2,038
Motor Vehicle Expenses	127								127
Postage	46	40,156	1,312						41,515
General Expenses	557								557
Printing & Stationery	4,169								4,169
Rent	3,243								3,243
Telephone & Internet	1,009								1,009
Travel	3,469								3,469
Insurance	871								871
Legal Expenses	3,719								3,719
Audit & Accountancy	7,025								7,025
IT Software and Consumables	2,453								2,453
Merchant Account Fees	5,898								5,898
Bank Fees	2,128								2,128
Depreciation	95								95
Interest	0								0
Corporation Tax	8								8
	55,851	101,664	6,169	7,764	0	1,463	575	0	175,866
	93,923	-71,714	5,318	5,033	0	-1,463	-575	4,437	32,579

INCOME STATEMENT FOR THE YEAR ENDED 28 FEBRUARY 2021

	Notes	28.2.21 £	29.2.20 as restated £
TURNOVER		208,404	264,111
Cost of sales		168,739	253,375
GROSS SURPLUS		<u>39,665</u>	<u>10,736</u>
Administrative expenses		7,120	12,003
OPERATING SURPLUS/(DEFICIT)	4	<u>32,545</u>	<u>(1,267)</u>
Interest receivable and similar income		42	107
SURPLUS/(DEFICIT) BEFORE TAXATION		<u>32,587</u>	<u>(1,160)</u>
Tax on surplus/(deficit)	5	8	20
SURPLUS/(DEFICIT) FOR THE FINANCIAL YEAR		<u><u>32,579</u></u>	<u><u>(1,180)</u></u>

The notes form part of these financial statements

BALANCE SHEET 28 FEBRUARY 2021

	Notes	28.2.21		29.2.20 as restated	
		£	£	£	£
FIXED ASSETS					
Tangible assets	7		2		97
Investments	8		<u>1</u>		<u>1</u>
			3		98
CURRENT ASSETS					
Stocks		2,355		2,355	
Debtors	9	26,876		15,530	
Cash at bank and in hand		178,722		171,940	
		<u>207,953</u>		<u>189,825</u>	
CREDITORS					
Amounts falling due within one year	10	51,103		65,649	
NET CURRENT ASSETS			<u>156,850</u>		<u>124,176</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u><u>156,853</u></u>		<u><u>124,274</u></u>
RESERVES					
Income and expenditure account	11		<u>156,853</u>		<u>124,274</u>
			<u><u>156,853</u></u>		<u><u>124,274</u></u>

The company is entitled to exemption 28 February 2021 from audit under Section 477 of the Companies Act 2006 for the year ended 28 February 2021.

The members have not required the company to obtain an audit of its financial statements for the year ended 28 February 2021 in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:

(a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and

(b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each

financial year and of its surplus or deficit for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the Board of Directors and authorised for issue on 19 April 2021 and were signed on its behalf by:

R Clark - Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2021

1. STATUTORY INFORMATION

The Gauge O Guild Limited is a private company, limited by guarantee, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" including the provisions of Section 1A "Small Entities" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Turnover

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Fixtures and Fittings - 25% on cost

Computer equipment - 33% on cost

Investments in subsidiaries

Investments in subsidiary undertakings are recognised at cost.

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

3. EMPLOYEES AND DIRECTORS

The average number of employees during the year was NIL (2020 - NIL).

4. OPERATING SURPLUS/(DEFICIT)

The operating surplus (2020 - operating deficit) is stated after charging:

	28.2.21	29.2.20 as restated
	£	£
Depreciation - owned assets	<u>95</u>	<u>209</u>

5. TAXATION

Analysis of the tax charge

The tax charge on the surplus for the year was as follows:

	28.2.21	29.2.20 as restated
Current tax:	£	
UK corporation tax	<u>8</u>	<u>20</u>
Tax on surplus/(deficit)	<u>8</u>	<u>20</u>

6. PRIOR YEAR ADJUSTMENT

1. The Guildex deposit of £10,605 was written off last year as the show was cancelled and the deposit was lost, however later in the year the deposit was refunded but not included in the 2020 accounts.

2. The 2020 prepayments were overstated by £3,095 as these costs related to the 2020 show.

3. The 2020 closing stock was overstated by £5,145

7. TANGIBLE FIXED ASSETS

	Fixtures and fittings £	Computer equipment £	Totals £
COST			
At 1 March 2020 and 28 February 2021	5,217	11,015	16,232
DEPRECIATION			
At 1 March 2020	5,216	10,919	16,135
Charge for year	-	95	95
At 28 February 2021	<u>5,216</u>	<u>11,014</u>	<u>16,230</u>
NET BOOK VALUE			
At 28 February 2021	<u>1</u>	<u>1</u>	<u>2</u>
At 29 February 2020	<u>1</u>	<u>96</u>	<u>97</u>

8. FIXED ASSET INVESTMENTS

	Shares in group undertakings £
COST	
At 1 March 2020 and 28 February 2021	1
NET BOOK VALUE	
At 28 February 2021	1
At 29 February 2020	1

9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	28.2.21	29.2.20 as restated £
Trade debtors	7,115	7,063
VAT	14,132	-
Prepayments	5,629	8,467
	<u>26,876</u>	<u>15,530</u>

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	28.2.21	29.2.20 as restated £
Bank loans and overdrafts	-	4,045
Trade creditors	13,946	(2,932)
Amounts owed to group undertakings	1	1
Tax	38	30
VAT	-	1,639
Subscriptions in advance	24,177	35,973
Income in advance: shows	11,149	21,753
Due to widows	223	-
Accrued expenses	1,569	5,140
	<u>51,103</u>	<u>65,649</u>

11. RESERVES

	Income and expenditure account £
At 1 March 2020	121,910
Prior year adjustment	2,364
Surplus for the year	<u>124,274</u> 32,579
At 28 February 2021	<u>156,853</u>

Appendix 2

MINUTES OF 2020 ANNUAL GENERAL MEETING

The minutes of the 29th Annual General Meeting of the Gauge O Guild Ltd (the 65th AGM of the Gauge O Guild). Held by a closed meeting via the internet, on Sunday 30th August 2020.

Present: John Kneeshaw (5699)	President
Tim Humphreys (11002)	Chairman
Richard Clark (3448)	Secretary

The Chairman declared the meeting open at 1300 hours. He gave a warm welcome to all who would watch the video recording and he introduced the three members present at this the 29th AGM. He then summarised the votes received. A total of 943 votes were received; 528 electronic, 382 directed proxies, 27 undirected proxies and six spoilt forms. There were therefore 937 valid votes. This was a significant increase on last year's voting.

The 27 undirected proxies were given to the Chairman. He cast 50% of these votes to each candidate in the contested positions. Therefore, the undirected proxies did not affect the overall results.

AGM 01/20 To approve the minutes of the 2019 AGM

(Resolution 1) Proposed by: R. Clark (3448)

For 691 Against 10 Abstained 219 Carried

AGM 02/20 Matters Arising. None had been received by the Secretary.

AGM 03/20 To receive the Treasurer's Annual Report and Accountants Report 2019/20

The Treasurer's report had been presented. No questions had been received.

AGM 04/20 To receive the Chairman's Report 2019/20

AGM 05/20 To receive the Directors Reports 2019/20

These were as published in the annual report.

AGM 06/20 Appointment of Accountants (Resolution 2)

To appoint the Accountant and authorise the Directors to fix his or her remuneration.

Kemps Accounting Services Proposed by G. Roberts (7242)

For 763 Against 40 Abstain 117 Carried

The Directors were authorised to fix their remuneration.

AGM 07/20 To appoint the Chairman of the Guild

(Resolution 3)

John Birch (2928)	513 Votes
-------------------	-----------

David Rae (17432)	410 Votes
-------------------	-----------

John Birch was elected Chairman of the Guild

AGM 08/20 To appoint the Treasurer of the Guild

(Resolution 4)

Malcolm Hector (21265)	572 Votes
------------------------	-----------

Richard Williamson (16287)	347 Votes
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Malcolm Hector was appointed Treasurer of the Guild

AGM 09/20 To appoint the Secretary of the Guild

(Resolution 5)

Richard Clark (3448)	553 Votes
----------------------	-----------

James Snowdon (11210)	370 Votes
-----------------------	-----------

Richard Clark was appointed Secretary of the Guild

AGM 10/20 To appoint the Technical Committee Chairman

(Resolution 6)

James Aitken (6928)	463 Votes
---------------------	-----------

Chris Baston (5253)	458 Votes
---------------------	-----------

James Aitken was appointed Technical Committee Chairman

AGM 11/20 To appoint the Events Committee Chairman (Resolution 7)

Jackie Kneeshaw (18510)

For 898 Against 11 Abstain 18

Jackie Kneeshaw was appointed Events Committee Chairman

AGM 12/20 To appoint the Membership and IT Director (Resolution 8)

Geoffrey Goddin (22066)

For 861 Against 20 Abstain 41

Geoffrey Goddin was appointed Membership and IT Director

AGM 13/20 To receive the results of the Constituency Representative elections.

Area 5 Midlands	Paul Stokes (15787)	unopposed
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Area 6 East Midlands	Richard Keighley (18561)	unopposed
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Area 10 South East	Paul Honey (16682)	unopposed
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Area 11 Wessex	John Evans (13004)	unopposed
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Area 13 South West	Kevin Cartwright (20850)	unopposed
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Area 14 Overseas	Ian Allan (13694)	elected
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The overseas representative was elected by vote of the MC following consultation with the Country Reps.

AGM 14/20 To appoint Jim Hollom (3921) an Honorary Member of the Guild. (Resolution 9).

For 747 Against 26 Abstain 146 Elected

AGM 15/20 To receive notification of the award of the Order of Merit

Steve Lamb (21113) is award the Order of Merit for his contribution and service to the Guild. Having served 9 years as a Constituency Representative, Chairman of the Representatives Committee and Chairman of the Management Review Team 2017/19.

AGM 16/20 To consider and if thought fit to pass the following Resolution (Resolution 10). The resolution was for an external audit of the Companies accounts for the year 2018/19.

For 557 Against 252 Abstain 107 Carried

The Chairman then passed the meeting to the President who congratulated those who had been appointed to any position within the Guild. In particular those that had been elected to the Management Committee. He thanked all those who had stood for election but were unsuccessful. The President said that he felt it was important that there is a choice when we are deciding which of the volunteers are going to run the organisation. He said he hoped that some members of the newly formed Management Committee would be talking to those not elected because there may be some ideas which should not be lost.

On a matter of fact, the President reported that the audit referred to in resolution (10) had already begun.

The President continued. "Because we have elected new volunteers, we are losing some of people from the Management Committee. I would like to take the opportunity to thank Geoffrey Roberts who is standing down as Treasurer. He deserves our thanks for bravely taking on that task when no other volunteers came forward. Thank you to Alan Redgwick who has been part the Events Committee for some time and who has done an excellent job in maintaining our Events. Also thanks to Tim Humphreys our interim Guild Chairman. Tim arrived and has done a very good job in providing impartial leadership for us at a time when that was required. We have had our difficulties, but Tim has done an excellent job to help us through that period.

"I also think it is important that these elections have had the biggest elector turnout that we have ever seen; 943 votes as opposed to the usual 300 votes. This is undoubtedly due to the excellent, efficient, and easy to use, online voting scheme that has been developed. I am very grateful for the larger turnout. It gives more confidence to those elected to know that a larger number of members have been involved in their election.

"I must thank our returning officer Nigel Nelson. He has been completely impartial and he put in an awful lot of work on

recounting the close vote to ensure it was correct."

The Chairman closed the meeting saying "We can now conclude this year's AGM and hopefully next year it will be in better circumstances, where we can meet face to face and enjoy playing trains. Thank you and goodbye."

There being no further business the Chairman closed the meeting at 13:20 hours.

Tim Humphreys
Chairman

Appendix 3

Appointment of Directors

There being no other nominees for this position, the following is unopposed and willing to be reappointed:

Resolution 3 Chairman of Publications Committee
Charles Oldroyd (15685)

Resolution 4 Regional Manager – North
Robin Taylor (3356)

Proposed by **J. Tennant (15106)** and seconded by **P. Scarborough (24293)** that Robin Taylor be elected as Regional Manager – North.

Having in the mid-1970s left modelling in N gauge I had become interested in O gauge after operating and working on John Bevan's public exhibition layout in Vine St then Skeldergate in York and Bruce Clarke's garden railway at Ben Rydding near Ilkley both of which publicized O gauge in the Yorkshire area.

I joined the budding Keighley MRC who had at that time no 7mm scale section. Starting the now well-known Keighley 7mm group we toured throughout the north with our early attempts of mainly plastic conversions to produce highly scenic exhibition layouts.

Naturally as time went by I learnt to solder making more appropriate prototypes possible. My working in the North East led me to members in that area including John Burnard who also had a common interest in scenic modelling instead of test track style layouts that the larger scales seemed to be known for.

We built and toured exhibitions throughout the UK but also overseas with our various scenic layouts enjoying the hospitality of many clubs and groups winning many accolades and making lifelong friends along the way.

As time went by exhibition attendances often featured demonstrating skills encouraging keeping things simple and basic to encourage newer modellers.

The time came, I felt, to return something to the hobby so when the position of area representative became vacant I was happy to fill it. Having toured for so long with my group's layouts I was already known to many groups and clubs so visiting was a pleasure and conversations easy taking ideas forward within the Guild management.

In time I was invited by Tommy Day to join the Technical Committee my personal perspective on this being to encourage more beginners, as I once was. Hopefully my presentations on the recent virtual events have promoted this having received much positive feedback from members.

Northern Area Manager seems a natural progression having had many years' experience within the Guild organisation.

We must all remember the Guilds direction must be from its membership through local representation that can promote the needs of that area.

Robin Taylor 3356

NOTIFICATION OF THE APPOINTMENT OF CONSTITUENCY REPRESENTATIVES

In accordance with the Rules, as there were no other nominations for the posts listed below, the following will serve as Constituency Representative until 2024:

Area No:	Area name	Representative
9	Chilterns	Chris Fry (21666)

Appendix 4

Guild Honours

At the 2012 AGM, George Davidson proposed that all those members past and present who had been honoured in some way for their services to the Guild be listed and published for posterity. The following lists are known to be incomplete and, in some cases, probably incorrect. If anyone can add to the lists or make corrections, please contact the Secretary. (Entries in italics denote that the member is deceased.)

Honorary member:			<i>Hinchcliffe</i>	<i>George D</i>	42	Lamb	Stephen	21113
<i>Alderman</i>	<i>Bob</i>	9513	Hoather	Steve	683	Long	Martin	2309
Allen	Richard	53	Hooper	Lionel	2214	Marritt	Mike	3837
<i>Beeson</i>	<i>JS</i>		<i>Horn</i>	<i>CF</i>	2376	Matthys	Peter	14856
Bevan	Peter	3266	<i>Jackson</i>	<i>RG</i>	27	Mclay	Robert	
Birch	John	2928	<i>Jones</i>	<i>TL</i>	287	<i>Morls</i>	<i>Walter</i>	
<i>Boosie</i>	<i>Peter</i>	871	Jones	Paul	7351	<i>Norris</i>	<i>Malcolm</i>	2699
<i>Booty</i>	<i>CS</i>	731	Keen	Nelson	3934	Owen	Noel	10015
Bowen	KJ	56	Kneeshaw	John	5699	<i>Ray</i>	<i>Jack L</i>	21
<i>Davidson</i>	<i>George A</i>	577	<i>Lucas</i>	<i>DPH</i>	292	<i>Sheale</i>	<i>Ken</i>	1661
Doggett	RH	6928	Marritt	Mike	3837	Simpson	Chris	13147
Evans	John	1657	Mackie	RI	1142	<i>Smith</i>	<i>David LO</i>	
<i>Farrants</i>	<i>Dick</i>	8	<i>Mumford</i>	<i>Major J</i>	50	Sutcliffe	Michael	6866
Gorski	Sandy	5350	Mundy	Derek	8765	Thorne	Chris & Janet	13641
<i>Hinchcliffe</i>	<i>George D</i>	42	Nelson	Nigel	1299	Thomas	Douglas	1818
Hollom	Jim	3921	Pinchbeck	Bruce	14201	Thomas	Mike	1964
Hutchinson	DJ	15	<i>Ray</i>	<i>Jack L</i>	21	Tiplady	Keith	11222
<i>Jackson</i>	<i>RG</i>	520	<i>Rice</i>	<i>GF</i>	600	Towler	Rod	6940
<i>Keen</i>	<i>Mrs A</i>	4016	<i>Rush</i>	<i>FN</i>	74	Weir	Charles	5249
<i>Lindsay</i>	<i>Thomas</i>	80	Saville	JF	690	Williams	Gethin	11195
<i>Mackenzie</i>	<i>MG</i>	18	<i>Sheale</i>	<i>Ken FM</i>	1661	Williams	Mike	7862
<i>Maskelyne</i>	<i>JN</i>	255	Stanley	Mike L	1255	Williams	Sarah	18552
Neale	DH	9	<i>Strike</i>	<i>Janet</i>	5217	<i>Walker</i>	<i>Peter</i>	7312
Nelson	Nigel	1299	Trigwell	Peter	8993	Walls	Barry	1966
<i>Norfolk</i>	<i>TE</i>	41	<i>Turner</i>	<i>Roy G</i>	1039	Webb	David W	2174
<i>Oates</i>	<i>Maxwell</i>	24	<i>Vincent</i>	<i>Mike L</i>	2242	Past Presidents		
Peacock	D	1772	<i>Walker</i>	<i>Peter</i>	7312	Bevan	Peter	3266
<i>Ray</i>	<i>Jack L</i>	21	<i>Walley</i>	<i>Raymond</i>	12840	<i>Boosie</i>	<i>Peter G</i>	871
<i>Sheale</i>	<i>Ken FM</i>	1661	<i>Wilson</i>	<i>TM</i>	422	<i>Booty</i>	<i>CS</i>	731
Stanley	Mike	1255	Wood	Les	2744	Bradley	Cecil	8730
Taylor	PJA	64	Guild Order of Merit			<i>Davis</i>	<i>Roy</i>	2580
Thomas	RG	27	<i>Alderman</i>	<i>Bob</i>	9513	<i>Farrants</i>	<i>RGS</i>	8
Williams	Sarah	18552	Barnes	Bill	5361	Gorski	Sandy	5350
Vice Presidents			Bell	Alan	15544	<i>Grandfield</i>	<i>G</i>	300
Bevan	Peter	3266	Birch	John	2928	<i>Harper</i>	<i>Sandy</i>	12013
Birch	John	2928	<i>Bizley</i>	<i>John</i>	13376	<i>Hinchcliffe</i>	<i>George D</i>	42
<i>Boosie</i>	<i>Peter</i>	871	Bloxsom	Martin	1444	<i>Horn</i>	<i>C</i>	2376
<i>Booty</i>	<i>CS</i>	731	Bradley	Hugh	7104	<i>Jones</i>	<i>TL</i>	287
<i>Bower</i>	<i>Harold</i>	2	Cheshire	Martin	474	Keen	Nelson	3934
Bradley	Cecil	8730	<i>Cook</i>	<i>Mike</i>	15080	<i>Lucas</i>	<i>DPH</i>	292
<i>Briggs</i>	<i>FJ</i>	6	<i>Cooper</i>	<i>Bill</i>	120	Marritt	Mike	3837
Brown	Joe	339	Curtiss	Colin	10140	<i>Mayhew</i>	<i>W</i>	72
<i>Cattell</i>	<i>HT</i>	10	Evans	Lyn	1657	<i>Mumford</i>	<i>Major, John</i>	50
Clark	Richard	3448	<i>Featherstone</i>	<i>Deryck</i>	228	Mundy	Derek	8765
Davies	Richard	5479	Glading	Dan & Jean	2755	Nelson	Nigel	1299
<i>Davis</i>	<i>Roy</i>	2580	<i>Gledhill</i>	<i>Philip</i>	6717	<i>Ray</i>	<i>Jack L</i>	21
Dredge	Philip	6745	Gledhill	Shirley		<i>Rush</i>	<i>FN</i>	74
Evans	John	1657	Gorski	Sandy	5350	Simpson	Chris	13147
<i>Farrants</i>	<i>RGS</i>	8	Green	Mike	3125	Smith	DOL	?
<i>Girod-Emery</i>	<i>H</i>	988	Hargreaves	John		Stanley	Mike	1255
Gorski	Sandy	5350	Hollom	Jim	3921	<i>Turner</i>	<i>R G</i>	1039
<i>Grandfield</i>	<i>GC</i>	300	Honeybone	Peter	6777	<i>Vincent</i>	<i>Mike</i>	2242
Glading	Dan	2755	Hooper	Lionel	2214	<i>Walker</i>	<i>Peter</i>	
Harper	Sandy	12013	Howe	Geoffrey	10758	<i>Wilson</i>	<i>TL</i>	422

Appendix 5

Annual General Meeting Form of Proxy

The Gauge O Guild Limited

I Membership No
 [FULL NAME IN BLOCK CAPITALS] [Guild Membership Number]

ADDRESS

being a member of the Company appoint:-

NAME [Guild Membership Number]

Or the Chairman of the meeting or (see note 3) as my proxy to vote on my behalf at the Annual General Meeting of the Company to be held on 5th September 2021 at 1pm and at any adjournment of the meeting.

I direct my proxy to vote on the following resolutions as I have indicated by marking the appropriate box with an 'X'. Please see note [4] below. Or I do not wish to direct my proxy and in so doing leave the appropriate box or boxes blank. Please see note [5]

All resolutions at this year's AGM will be conducted as Poll Votes. Please see note [6]

	<i>Item</i>	<i>Vote</i>
1	To approve the minutes of the Annual General Meeting held on 30th August 2020.	For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>
2	To appoint the Reporting Accountant and authorise the Directors to fix their remuneration.	For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>
3	Continuing Charles Oldroyd (15685) as Chairman of Publications,	For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>
4	Regional Manager – North, appointment of Robin Taylor (3356) Proposed by J. Tennant (15106) and seconded by P. Scarborough (24293)	For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>
5	5a To appoint Chris Simpson (13147) as a Vice President. Proposed by Sandy Harper (12013) seconded by Ian Tommy Day (8469).	For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>
	5b To appoint Nigel Smith (9571) as a Vice President. Proposed by John Barry (15311) seconded by Paul Jones (7351)	For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>
	5c To appoint John Hobden (20762) as a Vice President. Proposed by M. J. Long (2309) seconded by John Kneeshaw (5699)	For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>
6	To adopt the Code of Behaviour policy as set out on page 9	For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>
7	Rule. 14 Termination & Suspension of Membership in line with the Code of Behaviour policy. As set out on page 11 <i>Note: This rule change is required to adopt the above Code of Behaviour policy</i>	For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>
8	Rule 17 Discipline & Grievance Policy is changed to the Code of Behaviour Policy. As set out on page 11 <i>Note: This rule change is required to adopt the above Code of Behaviour policy.</i>	For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>
9	Rule 11.2 To change the to allow a one month period to renew from the membership year end as set out on page 12	For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>

Continued over

10	Rule 13 & 13.2 To be amended to change the title of the rule to Cessation of Membership and the period to make renewal of 1 month as set out on page 12	For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>
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It is mandatory to complete this section of the form below:-

Signature:

Date:

Guild Number:

NOTES

FORM OF PROXY

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to vote at this year's general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.

APPOINTMENT

2. A proxy does need to be a member of the Company to represent you. If you wish to appoint a proxy other than the chairman of the meeting, insert their full name in the box and membership number. If you leave this space blank, the chairman of the meeting will be appointed your proxy.

VOTING DIRECTIONS

3. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at their discretion.
4. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other resolution not directed, which is put before the meeting.
5. There are no other resolutions or special resolutions other than those above, a poll vote will be taken on all resolutions. Your proxy vote will be counted in the decision of the meeting and towards the meeting quorum.

RETURNING YOUR FORM OF PROXY

6. To appoint a proxy using this form, the form must be:
 - Completed and signed.
 - Sent or delivered to the Returning Officer: Mr. N. Nelson CEng., Orchardleigh, Beech Road, Frimley Green, Camberley, Surrey, GU16 6LQ or by using the pre-paid envelope provided;
 - Received by the Returning Officer no later than Friday 3rd September 2021.
7. As an alternative (for Non-UK based members only) to completing this hard-copy proxy form, you can appoint a proxy electronically by email to membermail@gaugeoguild.com For an electronic proxy appointment to be valid, your proxy must be received by the Company's Returning Officer no later than 13.00hrs Friday 3rd September 2021.
8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.