



The Gauge O Guild Limited

**ANNUAL REPORT
2023**



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NOTICE OF A MEETING

Notice is hereby given that the 32nd Annual General Meeting of the Gauge O Guild Limited (the 68th Annual General Meeting of the Gauge O Guild) will be held on Sunday 3rd September 2023 at 13.00 hours for the following purposes:

1. To receive apologies for absence.
2. To approve the minutes of the 31st Annual General Meeting Appendix 1. (Resolution 1) on page 12.
3. 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 13.00 hours Monday 28th August 2023).
4. To receive the Treasurer's Report, the Annual Accounts and Accountant's Report for the financial year 1st March 2022 to 31st December 2022 (See Appendix 2 on page 12).
5. To receive the Chairman's report for the year 2022/23. See page 4.
6. To receive the Directors' Reports. (See page 4).
7. To appoint the Reporting Accountants and authorise the Directors to fix their remuneration. (Resolution 2 on page 11).
8. To consider and if thought fit to pass amendment to Rule 3.3 (Resolution 3).
9. To consider and if thought fit to pass amendment to Rule 3.4 (Resolution 4).
10. To appoint the Guild Chairman as set out in Appendix 2. (Resolution 5).
11. To appoint the Chairman and Director of Events as set out in Appendix 2. (Resolution 6).
12. To appoint the Chairman and Director of IT as set out in Appendix 2. (Resolution 7)
13. To appoint the Regional Manager – South West as set out in Appendix 2. (Resolution 8).
14. To receive election results for Constituency Representatives as set out in Appendix 2.
15. To elect any nominated Honorary Members (Resolution 9) see page 12
16. To elect appoint Vice Presidents (Resolution 10) see page 12
17. To receive notification of the Management Committee's award of The Gauge O Guild Order of Merit see page 12.
18. To receive the President's address.
19. To consider any other business thought relevant by either the Chairman of the meeting or a majority of members present.



Guild Secretary. John Evans (13004), 52 Lordsfield Gardens, Overton, Hampshire, RG25 3EW

Members may vote electronically 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 1st September 2023**. 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 1st September 2023**.

ANNUAL REPORTS

DIRECTORS' ANNUAL REPORT

The Directors present their annual report with financial statements of the Company for the year ended 31st December 2022. (Please note that the financial year now runs from the 1st Jan to the 31st December.)

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 2022 to the date of this report.

| | |
|------------------|------------------------------|
| Charles Oldroyd | Appointed 27th January 2022 |
| Malcolm Hector | Appointed 30th August 2020 |
| Jackie Kneeshaw | Appointed 30th August 2020 |
| James Aitken | Appointed 30th August 2020 |
| Kevin Cartwright | Appointed 1st September 2019 |

RESIGNED DIRECTORS

| | |
|-----------------|-----------------------------|
| Geoffrey Goddin | Resigned 4th September 2022 |
| Robin Taylor | Resigned 4th September 2022 |
| Paul Honey | Resigned 4th September 2022 |
| Chris Fry | Resigned 4th September 2022 |

APPOINTED DIRECTORS

| | |
|--------------------------|------------------------------|
| Chairman Charles Oldroyd | Appointed 4th September 2022 |
| President, Martin Long | Appointed 4th September 2022 |
| Secretary, John Evans. | Appointed 4th September 2022 |
| Chris Fry | Appointed 4th September 2022 |
| Ken Gray | Appointed 4th September 2022 |
| Paul Stokes | Appointed 4th September 2022 |

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 31 December 2022 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 practising 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

Date: 24th January 2022

CHAIRMAN'S REPORT FOR THE YEAR 2022-23

When I agreed to step up to the Chair on a temporary basis following John Birch's resignation in January 2022, I hardly expected that I should still be occupying it almost 18 months later. I'm not a political animal and have never shared the interest in Guild politics that some of our members do. Neither have I ever seen them as an end in themselves. As far as I'm concerned, they exist only to facilitate the delivery of member services and benefits in a democratic, fair and accountable manner.

My first job was to implement changes recommended in the Strategy Plan, which was approved by both the MC and the membership. Details of five work streams designed to implement the Strategy Plan are published elsewhere in the current issue of *Guild News*. These include two new positions on the MC: IT Director and Sales & Income Director, which will replace the Chairs of Technical and Membership. This change ensures that all the core activities on which the Guild and its members depend are represented at a decision-making level. As it is now too late constitutionally to deal with the elections at this year's AGM, full details will be made available in good time for election in 2024.

Whilst I previously agreed to stand for a further 12 months, in the interests of implementing the Strategy Plan and also re-aligning the election back into sequence, I now offer to stand for the remainder of a normal 3 Year term, which is another two years. I consider myself fortunate to be supported by an excellent team whose contribution is exceptional. It would be remiss of me not to acknowledge and thank Jackie Kneeshaw especially for her work in the capacity of Vice Chairman and helping to share the load. Unfortunately, because of prior commitments, I shall be unable to attend Guildex this year and therefore, the AGM. The meeting will be conducted by the Vice-Chairman in my absence.

It is particularly pleasing that, at the time of writing, for the first time in a number of years, all the UK areas currently have a representative. Area Reps. are the eyes and ears of the Guild at local shows and are a touch point for members as well as an information source for those wanting to know more about 7mm modelling. With major manufacturers extending their ranges of RTR models, the future of O Gauge has never looked brighter.

Given that the Guild was originally set up to prevent it from disappearing completely, I think we can all afford to enjoy our success. Our challenge today is keeping the Guild relevant, attractive to modellers and forward looking. This will require agile management and a willingness to accept change not just within the Guild's committees, but also from the broad membership base.

Enjoy your hobby and your membership of the Gauge O Guild, the biggest single-gauge model railway organisation in the world!

Charles Oldroyd (15685)
Guild Chairman

TREASURER'S ANNUAL REPORT

The results show a surplus of £19,507 which is less than the budget but, taking into account the volatile financial background, it is a creditable performance. There were significant increases in printing and postage costs which were not reflected in the budget for the year. This was against a background of rising costs in all areas.

I am pleased to report our VAT issue with HMRC has been fully resolved with no penalties for a late submission. We are now completely up to date with our returns and the refunds due to the Guild have been paid by HMRC. This was a long and tedious exercise which was caused by a simple misunderstanding at the start of the registration process.

We ventured to encourage Dapol to produce some MOY wagons for us and the project, led by Ken Gray, was a success. Initially we were to produce 50 of each wagon at a break-even value but, after consultation, we increased the quantities to 100 of each version thus reducing the unit cost and making a small profit on each sale (as long as we sold all the wagons). The project proved to be a success and all the wagons have been sold and we are now embarking on producing some more re-liveried wagons from various parts of the UK.

This project was a team effort, and we should all recognise that without our sales department of Judy and Kevin, who did all the packing / postage / and show sales, this could not have happened.

Jackie and her team have been working hard to reduce the costs of our shows whilst increasing income. Overall, the shows show a deficit of £8,746. It's easy to look back and say ticket prices were too low, but an awful amount of effort has been put in by the show organisers to reach a break-even position and we should all recognise that this is dependent on the volunteers that give their time and knowledge to set things up.

On this subject the MC agreed to raise the mileage rate to 35p per mile. Since then, the price of fuel has peaked and fallen away again, as per the independent UK.GOV online price monitoring graph. This is one of the critical issues on our overall expenses cost and will be up for review, post the AGM, with 30p per mile now looking more realistic in my opinion. Clearly, I don't want to upset all those who drive many miles on Guild business, but reviewing this is part of our drive to look at new income streams, but whilst also ensuring we maintain our tight focus on the costs going out.

Delighted to answer any questions (preferably on the accounts), please do use the forum, or e-mail, or call me on 01983 652024.

Malcolm Hector (21265)
Guild Treasurer

SECRETARY'S ANNUAL REPORT

Since starting the role last year, I also retired from work in April this year. My assumption that retirement gives you loads of extra time was somewhat flawed, although I am certainly enjoying it. We have worked to speed up the information flow so when there are updates, notices or minutes posted for download in 'Latest News for Members' on the Website, we then flag that on the

Forum also. Stephen Wolstenholme has also been a big help in writing and posting News Bulletins, which are a new way of giving a snapshot of Management Committee meetings, prior to posting the more detailed minutes.

The big piece of work for me, after the preparation for the AGM, is implementation of the Strategy Plan and my focus on the fourth goal, which is to run an effective and resilient business.

Within that I am taking the lead in simplifying the language used generally but recognising that in certain areas, such as contracts, we must retain the correct legal format.

One thing I learned in the work environment in the last 10 years was the significant change in business style and thinking and the days of endless procedures, that are probably unachievable, has moved on. Now, in working processes, 'less is more' and keeping it simple, easy to understand and achievable is preferred. Flow charts and imagery are now becoming more the norm as it is more user friendly.

We are improving our support for volunteers to encourage them to join and develop and keeping a watchful eye to see if they need help, whilst also giving more freedom and space to develop as this brings in new skills and new ways of thinking.

We also need to do more to keep our Rules simple and to give us 'handrails' to work within, so we have the flexibility to work efficiently and avoid, inadvertently, lapsing into the old school style of not trusting people enough and edging into micro management. An example of simple handrails is in the MC Minutes 02/03 on Trading Strategy. That helped in our MOY wagon project.

Also, a key agreement this year is to look more closely at new Income Streams and build on Guild Sales as the wagon project and Dingham Auto couplers have given us examples of what we can do. With the right research, preparation, and business planning, we have shown we can successfully be less risk averse than we were. Well done to all on this.

Lastly, my thanks to our past Secretary Richard, who has given me a great handover and support, and to the many others who have also helped me on various things and to settle into changing from being Secretary of the Area Reps to Secretary of the Guild.

John Evans (13007)
Secretary

ANNUAL REPORTS OF COMMITTEE CHAIRMEN:

CHAIRMAN OF EVENTS

At the end of my last Annual Report we were looking forward to Guildex 2022 in a new venue at Stafford County Showground. Thank you to Steve Robinson Show Manager and everyone who helped make Guildex happen in 2022. Our members and traders were extremely pleased that our big two-day show was back for the first time since 2019. Inevitably there were some teething problems with a new venue, but all of these were discussed and solutions sought. At the time of writing, we are very much looking forward to our second year at this venue and we have where possible, responded to visitors' feedback. At Guildex 2023, in conjunction with Peco and some of our other traders, we also aim to bust the myth that building an O gauge layout requires a lot of space, a lot of time and lots of money. A team will build a layout during the weekend, using 'off the shelf' components to show that if you have your eye on a nice ready to run O gauge loco and want somewhere to run it at home, or in the shed, then building an O gauge layout can be fairly easy and relatively fast. It can even be made transportable, and you could start exhibiting it.

The other issue in the last Annual Report which has remained a major focus during 2023 and threatens to continue in 2024, is increasing expenditure. Every person in the UK and across the world is witnessing increasing prices. For us the increasing cost of venues, hotels and all of the extras required for events is still a

big concern. After consultation, we increased ticket prices at the beginning of 2023 and increased the stand fees for traders but, expenditure is still increasing beyond income received. That said, in 2023, we recognised that having events is a core members' service which we know is important to you so we have tried to sustain existing shows and support new events where possible. We have some reserves and the Management Committee agreed that the key things the Guild offers are excellent publications, a fabulous website and good events which all support and underpin O gauge railway modelling. These three focal areas should therefore all be continued through these difficult times to support our members.

The Spring Show at Kettering was a great success in March 2023 with more layouts than usual as requested by members. 918 tickets were purchased and I know several people had a partner, and/or, family members with them so it felt busy for most of the day. We also realised a small surplus which was most welcome.

May 2023 saw the introduction of a new show to meet requests from our members to have a Guild event in the south. Kempton Park Racecourse was the venue of choice in terms of location, the space afforded to us, ample free parking and access by road but, having its own railway station, was the icing on the cake. The show proved popular with traders taking larger stands and we made the decision to take on the second floor of the grandstand as well as the ground floor to make sure the traders, layouts and demonstrators were accommodated and to allow room for more exhibits in subsequent years.

With a new show in a new location, we decided to capture feedback as people left and the venue and event certainly proved very popular with visitors. 603 visitors purchased tickets and again, we know the total footfall was greater. Twelve visitors became full members of the Guild at the show and any teething problems associated with a new show can be addressed. Unfortunately, at the end of the day, there was a deficit but we know it takes a few years for shows to become established and we hope the footfall and consequent income will increase in future. Members are keen for us to do the event again in 2024.

The Summer Show in 2023 moved to a new venue at Barnsley Metrodome. On the day, there was a national rail strike which significantly reduced the footfall. Ticket sales were only 462 and footfall was circa 500; well below the 750 in 2022. A deficit was inevitable but, like Kempton, we hope footfall will increase in 2024 and any teething problems can be discussed with the venue and solutions found.

Throughout 2023 we have seen a continuation of virtual activities which have gone from strength to strength. The monthly 'An Evening With' seminars continue to be very popular and we have attendees from various parts of the world. Not only do virtual events reach viewers from overseas and those who, for whatever reason, cannot attend shows but they also enable distant members to share their skills and knowledge; anyone in the world with an IT device can participate. We can see layouts during the virtual show which cannot be brought to physical shows either due to distance or because the layout is built-in to a bedroom, shed or garden. We also have overseas members doing demonstrations by Zoom and traders sharing product development information.

During Covid we also had virtual meetings for members with special interests such as CAD or 3D Printing. These groups were member led and stopped meeting after Covid but we try to ensure that new technologies are covered at virtual and face to face events and the technical committee plan to ensure the 'Knowledge Base' carries lots of information to keep in step with these technologies as they develop.

A new initiative in 2023 will be our basic skills workshops. Starting in late 2023, we intend to hold tuition days where members come together to learn a new skill and leave with a

completed product. Examples will include building a wagon, making a tree or learning to solder. With the increase in ready to run products available, we see many new members joining the Guild and then asking 'how to'. We could even live stream these workshops or record them so that more members can gain from them too. The videography team have really worked hard at Events over 2023 by producing highlights videos of face to face shows and video recordings of the virtual activities. We can now reach many more members than ever before and this ability to facilitate learning and networking across the world is a major strength of the Guild.

There are three other points to make in this annual report.

Firstly, a huge thank you to our traders for their continued support. Some have retired and others have ceased trading but the majority have stuck with us and returned following Covid. Not only do traders attend our events but they also, provide sponsorship. Contributions have been made which support face to face workshops, production of flyers & show guides, prizes are supplied for various initiatives and sponsorship will continue to support new activities such as the live layout build at Guildex 2023 and new skills workshops. We are extremely grateful for their support and recognise that shows cannot happen without traders being present.

Secondly, our review of Guild Events continues. Kettering Leisure Village was facing closure but we have just heard that 'Compass' will continue their contract until September 2023 after which 'Phoenix Leisure' will maintain the Sports Arena, Balance Fitness Club & Pool and The Lighthouse theatre. The Spring Show can continue at Kettering Leisure Village but it is our intention to discuss where and when to hold the other one day shows in 2024 onwards.

As stated earlier, we would not want two shows so close together in future years so it is therefore timely to rethink when and where we hold one-day events and see what might work best. We intend to talk to traders and members and be mindful of other O gauge shows around the country. We have also been asked to consider another new show in the North West to replace the Leigh O Gauge and Wigan Finescale shows which did not resume after Covid so, we will continue to try and respond to different challenges as they arise.

Finally, our events do not 'just happen' on the day. A huge amount of planning and preparation takes place, we have to visit venues, try out different floor plans, invite exhibitors, get equipment delivered, hold the show, review the actual event outcomes, learn from them and do it all again. None of this can happen without our fabulous volunteers. Whether those volunteers are on the events committee, part of the wider event teams, on another committee or, attend as a steward on the day, we are extremely grateful. Your support needs to be acknowledged so, an enormous thankyou goes to everyone who make the Guild Shows happen.

Jackie Kneeshaw (18510)
Chairman, Events

CHAIRMAN OF PUBLICATIONS

The past year has been busy for Publications and has encompassed some changes to the team. The role of Trade Liaison Officer, which for the most part had become an editorial compiler of Trade News in the *Gazette*, has been separated out into two component parts. Firstly, we have a new compiler, Tim Barber, who has been working with Philip Willis on the *Gazette* for some time as a features editor. Tim has already proved himself more than capable of turning the sometimes cryptic contributions from traders into cohesive text and we welcome him into the role. Actual trade liaison - talking to traders about what they're up to, and acting as a go-between to prevent duplication of products - is now being done by Martin Wood who

has moved across to the Technical Committee. Bob Lawrence has stepped down from the publications team due to family illness and I'd like to take this opportunity to thank him for his input and wish him all the best for the future.

Sadly, there has been no activity with secondary publications since *Small Layouts Volume 3* was published as a result of me also filling the Guild Chairman's shoes. However, we have reprinted vol 2 twice and vol 3 once during the year, their popularity continuing unabated. Similarly, the new Welcome to O Gauge booklet, which highlights the benefits of modelling in the larger scale, has proved very popular with prospective members who are considering changing scale and has also had a reprint.

The move to convert the old video and slide library to a streaming platform is now complete whilst the content of the YouTube channel continues grow exponentially. If you're unfamiliar with this content, please take a look. Peter Reynolds has done a fantastic job in pulling this together and looking after it and I'd like to thank him for his excellent work.

Members may have noticed a move in the *Gazette* towards more photo-driven 'How to' articles and scenic construction features. We are mindful that not everyone is a scratch-builder or model engineer and, for many, creating a realistic scene for their models to run through is every bit as important as the trains themselves. Expect that trend to continue as the RTR offerings from the trade increase in number.

Under normal circumstances, I should have one more year to run as Chair of Publications from this year's AGM but it seems sensible to step back and offer the Chair of Publications to a new incumbent.

The last six years have simply flown by (I spent the first 9 months co-opted into the role) and, thanks to the enthusiasm of the team and the sterling support from Ade Haines and Kelly Davies at Artytype, the quality of our publications have improved immeasurably over that period. The *Gazette* is now a commercial-quality periodical and an enormous incentive for people to join the Guild. It is a pleasure to work with such a dedicated team of people whose contribution to the Guild is inestimable.

I'd like to finish with a big thank you to our two editors, Philip Willis (*Gazette*) and Nick Baines (*Guild News*), along with their editorial teams, who do a fantastic job throughout the year.

Charles Oldroyd (15685)
Chair of Publications

MEMBERSHIP DIRECTOR AND FORUM MANAGER

Guild Membership has fallen this year, with the majority of non-renewals stating the economic situation as the reason for not renewing. However, the majority of those also stated that they hoped to re-join the Guild in the future once their economic situation has eased.

The rolling year membership seems to be working well with an average of 40 new members a month joining the Guild. The one-month trial of members benefits still continues, which allows undecided but interested modellers the opportunity to view what the Guild can offer them. This offer does not include receiving the *Gazette* by post, access to Guild Shop Sales or discounted show tickets. Unfortunately, only about 25% convert to membership, and although we ask for feedback as for the reasons why, this is usually not forthcoming.

With the introduction of the new Posting Guide Lines to The Forum, the forum appears to be a much friendlier place. We now have 2,925 members who have signed up for Forum access, and I would urge any of you that haven't done so to give it a try as there is a wealth of information contained there and any question presented usually has an answer in a couple of days.

The team of Guild moderators carry out a sometimes

unappreciated role in administrating the forum; they are independent and impartial when dealing with reported posts, and always try to resolve disputes courteously. I thank David Magill, Mick Grantham, Steve Luck and Alan Rhodes for their continued hard work. Moderators would always appreciate more members joining them, so if you would like to lend a hand and would like to volunteer, please do not hesitate to contact me to learn more information about this role.

To conclude, please do visit the Guild forum to see what it offers.

Chris Fry (21666)
Membership and Forum

CHAIRMAN OF TECHNICAL & IT

The Technical team attended all the guild shows in the past year, including our new location at Stafford and the new southern show at Kempton Park. We talked to many members and helped answer questions related to our hobby.

There is a continuous flow of technical queries which are directed to us by Artytype. Most come from our members but quite a few are from non-members. I have generally tried to be helpful with non-member queries which hopefully puts the Guild in a good light.

The virtual show in November was very successful and uses the wiki style platform allowing members of the events team to create all the content.

The website was moved to a new server giving us a more stable platform. The old server was unreliable and suffered frequent outages. Small improvements have been made to the website as needed. What we have in the website has also been documented better, thus removing our reliance on individuals.

The knowledge base continues to grow and will do so in future as we have some new volunteers to create content for it.

James Aitken (9628)
Chairman Technical & IT

ANNUAL REPORTS OF REGIONAL MANAGERS:

Regional Manager North

This post is currently vacant, but the new Area Representatives within the region are keeping everything up to date and have the other Regional Managers and to call on if they need assistance.

Regional Manager Midlands

This is my 1st year as Midland Region Manager, I was not sure what the post entailed, and if I could do it justice, but with my first year over, and being voted in as constituent representative chairman at the first meeting since Chris Fry left the role, I hope I have managed the role satisfactory.

During the year I have covered Chris's old area 9 The Chilterns, as after he had completed his tenure nobody came forward to fill the roll but I can confirm that we have had a new nomination this year for area 9 and we can welcome Bob Taylor, who will take over the Chilterns after the AGM.

I would also like to thank the other representatives from my midlands area Richard Keighley who looks after area 6 the East midlands.

I have attended all the Guild shows and although I have helped man the Scale 7 Groups stand at each of the show I still managed to speak with a number of new and old members at Kettering, Kempton Park and Barnsley. We tried to continue with the Midland Regional Zoom Meetings, but the attendance reduced and, if I remember correctly, we only had about 3 people.

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

Paul Stokes (15787)
Regional manager Midlands

Regional Manager South West

The Guild Area Reps are reporting busy model railway shows across the whole of the country. This has also been my own experience of the shows I have exhibited at this year. This continues despite increases in entry prices and the cost of everything for sale.

It has also been noticed by myself, that there appears to be a more friendly and positive attitude among most members. I believe that this is due to the positive changes that the Guild Management have made and are still making and there is a definite feel good factor which I have not experienced before in my time as a Con Rep and Area Manager. I believe that this is due to the work done by us as volunteers to welcome new ideas into the Guild.

We do need to work harder in order to attract younger members. Maybe better marketing could help with this. My local groups are all very busy with planning local events, and new projects being undertaken.

There seems to be a steady flow of new members in my area.

Guild Sales

The online shop is continuing to run very well with the sales of Dingham couplings and various gauges boosting the sales. We also launched last year a limited edition run of Moy wagons which was very successful. On the back of this we have decided to do another limited edition run of wagons, the details of these will be announced shortly. Due to increased work pressures and expansion of the ranges of items for sales it has been decided that my wife Judith Cartwright is now the named Sales Manager.

Model Railway Estates

Is also running very well, clients are very pleased and appreciative of the new advisory service. Members are now getting to know how the new service via the Guild Magazine and the Guild website. This again is a steady workflow which I continue to manage. All Area Reps were given an update at the last RC meeting on how this system works so know to contact me should they be approached on this matter.

Kevin Cartwright (20850)
Regional Manager South West

Regional Manager South East

The South East Region has suffered from a lack of an Area Representative for the South East (10) Area. Someone has now been nominated for the post ready for election at the AGM.

A decision has been taken by the Management Committee to re-instate the London (8) Area. There is also a nominee for the Area 8 Representative for London. Hopefully, with two new Area Representatives Guild attendance at shows and club visits which has been missing or patchy we will recover to a better level.

In spite of the lack of an Area Representative, membership numbers have not suffered too much. There was plenty of interest in the Guild at the Alexandre Palace show which was a good sign.

Once the new Area Representatives are in place, they will review which shows to attend, due to the changes to shows that have taken place recently.

As a result of requests from the membership the first show at Kempton Park was held in May. The show is specifically targeted at the area South of London and London itself. The aim being to provide a specific Guild show for members and others that avoids them having to cross London or tackle too much of the M25. With a catchment area of around 15 million people it is believed that there is enough trade for both the Guild Kempton Park and the Guildford club's show which has recently moved from Reading to Guildford.

The full attendance and the financial results for the Kempton Park show are not available to me at the time of writing this report but will hopefully be in the Exhibition Managers annual report.

The Bury St Edmunds "get together" (mini show) took place again last year and is planned again for the 1st October this year. The show is viable due to a low cost venue being available. Is there anyone in Kent, Sussex, or south London that might be interested in trying to arrange something similar?

Ken Gray (14782)
Regional Manager South East

Appendix 1

MINUTES OF 2022 ANNUAL GENERAL MEETING

The minutes of the 31st Annual General Meeting of the Gauge O Guild Ltd (the 67th AGM of the Gauge O Guild). Held at the Stafford County Showground, Weston Road, Stafford. ST18 0BD, on Sunday 4th September 2022.

Present:

John Kneeshaw (5699) Guild President, **Charles Oldroyd (15685)** Guild Chairman & Chairman of the meeting, **Richard Clark (3448)** Company Secretary and **Malcolm Hector (21265)** Guild Treasurer.

The Guild Chairman welcomed everybody attending both in person and on the internet. He introduced the three named members and then went on to conduct the meeting agenda as on page 3 of the Annual Report.

AGM 01/22 To receive any apologies for absence.

The Secretary gave the following names to the meeting. 10154 B.J.M. Weatherall, 13147 Chris Simpson, 7135 Martin Darling, 18520 Jackie Kneeshaw.

AGM 02/22 To approve the minutes of the 2021 AGM (Resolution 1) Proposed by: R. Clark (3448)

For 341 Against 4 Abstained 42 Carried

AGM 03/22 Matters Arising

None had been received by the Secretary.

AGM 04/22 To receive the Treasurer's Annual Report and Accountants Report 2020/21

The annual accounts are in Appendix 3 of the Annual Report. The Treasurer pointed out an error of dates in the report which read as 28/2 and should have been 31/12 as this is now the end of the financial year. There were no further questions to the Treasurer from the floor.

AGM 05/22 To receive the Chairman's Report 2021/22

This has been published in the annual report. There were no questions to the Chairman on the report.

AGM 06/22 To receive the Directors Reports 2020/21

These have been published in the annual report. Steve Hoather (683) asked if a statement of membership numbers could appear in future reports. Geoffrey Goddin gave the current membership of the Guild as 5473. No other questions on the reports were raised.

AGM 07/22 Appointment of Accountants (Resolution 2)

To appoint the Reporting Accountants and authorise the

Directors to fix their remuneration. Kemps Accounting Services Proposed by Malcolm Hector (21265)

For 357 Against 7 Abstain 22 Carried

This also permitted the Directors to fix the accountants' remuneration.

AGM 08/22 To appoint the Guild President (Resolution 3)

Nigel Nelson (1299) **142 votes** Martin Long (2309) **227 votes**

Martin Long was duly appointed as the Guild President

AGM 09/22 To appoint the Chairman of the Guild (Resolution 4)

Charles Oldroyd (15685)

For 346 Against 19 Abstain 22 Carried

Charles Oldroyd was duly appointed as the Guild Chairman for a period of 12 months only.

AGM 10/22 To appoint the Company Secretary of the Guild (Resolution 5) John Evans (13004)

For 347 Against 8 Abstain 27 Carried

AGM 11/22

To appoint the Membership and Forum Director (Resolution 6)

Chris Fry (21666) **227 votes** Geoffrey Goddin (22066) **137 votes**

Chris Fry was duly appointed as the Membership and Forum Director

AGM 12/22

To appoint the Regional Manager Midlands (Resolution 7)

Paul Stokes (15787)

For 301 Against 6 Abstain 75 Carried

AGM 13/22

To appoint the Regional Manager South East (Resolution 8)

Kenneth Gray (14782)

For 305 Against 4 Abstain 72 Carried

AGM 14/22

To appoint an Honorary Member (Resolution 9)

John Kneeshaw (5699)

For 353 Against 12 Abstain 24 Carried

AGM 15/22

To receive the election results for Constituency Representatives

Area 1 J. Harry Dodd (14359) Area 2 Phil Garner (23042) Area 3 David Howlett (17435) Area 4 John Slater (3356)

The above were the only candidates standing in each area and are therefore duly elected as the Constituency Representatives. The Overseas Representative appointed by the Management Committee following Consultation with the Country Representatives. Area 14 Steve Lamb (21113)

AGM 16/22 To receive notification of the Management Committee's award of the Guild's Order of Merit.

This is an award to thank members who have given service to the Guild and to O gauge modelling. This award does not give any benefits other than a thank you for their service. Five members were listed in the Annual Report were:

Geoffrey Roberts (7242)

Colin and Margaret French (5182)

Julian Best (21139)

Peter Reynolds (22269)

Ian Allen (13694)

These members were recognised for the work they have done for the Guild over a number of years.

AGM 17/22 To amend the registered companies name to the The Gauge O Guild Limited (Resolution 10)

For 342 Against 12 Abstain 25 Carried

Chris Chinery (12778) asked the Chair to confirm the upper case letter O was correct in the title. The Chairman confirmed his understanding was correct.

AGM 18/22 To receive the President's address:

Good afternoon, ladies, and gentlemen.

In some ways today marks a sort of demob day for me. This is the last day on which I am the Guild President and after today I can revert to being a happy and contented ordinary Guild member.

Because of the strange things that happened in the last few years there has been a bit of a gap since I last spoke at an AGM. My last President's address was in 2019 at our last Telford Guildex and I talked about four things which were in my mind and appeared to be current at the time. What I spoke about were the pessimists who told me the Guild was about to die and the reasons that they suggested were going to be the cause of this. They were saying firstly that the Guild has an aging population, therefore we'll all die out and the Guild won't exist.

Secondly, they said the Guild was no longer relevant in an age of social media.

Thirdly they said that the advent of lots and lots of ready-to-run models will kill the hobby as we know it and it will all be transformed into people just opening boxes.

I also talked a little bit about something called human factors, which is all about people; how people behave and the things they do.

I think it is perhaps appropriate to review those things from the beginning of my period of being President to the end of my term of office, and to look at some of the things that have happened which none of us were expecting. My conclusion in 2019 was that most of those things being predicted were wrong and the Guild would carry on existing. 2022 seems a good time to look again and see how the predictions of impending doom have played out.

The first observation is that despite the doom mongers, we and the Guild are all still here. The number of members attending the AGM in person has always been relatively small, but there are many more in the exhibition hall, and plenty online. The total number of Guild members around the world (Geoffrey Goddin gave us the number earlier) is around 5500, and it's been 5500 for quite a number of years, and that number seems quite difficult to change. At one stage a few years ago John Hobden, when he was Membership Chairman, thought we could get it up to 6000, but it never quite got there. In the last 20 years there have never been fewer than 5300 members. This is despite people telling us we're all getting older we are all going to die off. It is true that individually you are all going to die off, and so am I, but it seems that there are new old men and women who are anxious to replace us and they're joining us in big numbers every year. We do have people who fall off the perch and we have some who think it's no longer relevant to their hobbies, but they are replaced by new members. We also live in this wonderful world where the 60-year-olds, 70-year-olds, and 80-year-olds that we represent are the fittest 60-year-olds, 70-year-olds, and 80-year-olds that have ever lived. We live longer and remain healthier than our parents' and grandparents' generations. So, we live longer, we stay in the Guild longer, and we spend money with the traders longer; the traders love it. My conclusion is that we remain safe from the predicted age-related extinction event.

So let's move on. I should speak about the stuff which has happened between then and now; the stuff which we weren't really expecting in 2020. The Covid pandemic led us into some big steps forward that we just hadn't anticipated. The Kettering Show in early March 2020 was the last face-to-face Guild meeting before bad things happened. At the time we had heard word of a respiratory virus which was spreading in the Far East and was appearing on cruise ships. We didn't let it trouble us too much because we had no knowledge or understanding of what was coming. But it did come, and it came in a big way. And a few weeks after that Kettering meeting, a chubby blonde man appeared on the television and told us to be frightened and to stay at home.

At that stage the Guild could have done one of two things. We could have all stayed at home and declared that the Guild was

in abeyance until this thing had gone away, or we could have done something different; and we did do something different. The Guild moved quite rapidly to a much more online organisation. We adopted teleconferencing with Zoom or Teams very, very quickly.

And then because our members suggested it, we created virtual shows. The first virtual show was in October 2020 and it was a proper show where you entered a virtual space and then you could look at live layouts and listen to live talks or join groups of people and interact with them. Then we moved on and started the program of 'Evenings With', a series of virtual seminars in which members could interact with people anywhere in the world who wanted to talk about track building, building structures, and soldering and all the other things I can't remember now. And this had an advantage that we hadn't expected; suddenly we had more interaction from people who wouldn't normally come to shows, people who live in distant parts of the world who can't easily visit Guild Shows like we can. The Guild's virtual presence let people in the Americas, in the Far East and in Oceania join in our events from their own living rooms. Also, members who are not very well or not very mobile could also join in our events from their own homes, and suddenly we had built a new and better connection with many of the members that we hadn't previously been able to connect with.

A further consequence was that as well as all this stuff happening live, we moved into a world where all this material is recorded. It was soon being made available on our YouTube channel so it could be watched by any of you at any time. This was done by the coordinated efforts of the Events team, the IT team, and the team we didn't really have until then, our media team. They are here at this meeting, recording sound and video for the members who cannot be here in person. Now who would have thought that the Guild, dear old boring stuffy men, would be streaming live video of shows and discussions of modelling topics.

I should add that despite the burgeoning of the Guild in its new electronic and virtual incarnation, there has been and there will be no reduction in our traditional activities; the printed *Gazette* and *Guild News* will still be delivered four times a year and our physical face-to-face events will carry on as long as members want them. But wow! Haven't we moved a long way in a short time?

This brings us to the second point I discussed in 2019, the viability of the Guild in the new age of social media. I started then by talking about the Guild website. I touched on static websites as opposed to dynamic media. I remember saying that our website was lovely, but it was pages of information which you can go and look at, but at that stage in 2019 it wasn't very interactive. At that time, we wanted the Guild to move into more dynamic, interactive stuff but it hadn't been used yet. But now it has happened; we developed the area of interactive media, where you can talk to real people. This makes us a much more dynamic organisation and a much more interesting organisation. There is an interesting comparison to be made here which makes us look quite good. Look at other big modelling hobby organizations and ask how many of them have embraced this in the way that this organization (often perceived as old fashioned and staid) actually has? The answer is quite surprising, no other model railway organisation has done what we have. We should be quite proud of ourselves as a group of people who managed to embrace these new ways of working and adopt new technologies to move forward in difficult times.

When I spoke in 2019, three of us has just set up the Guild's Facebook group, and that in itself was news. Now our Facebook group has two and a half thousand members, and it's one of the fastest growing O gauge groups accessible through UK Facebook. The Guild now has an Instagram page. In terms of other media, we've still got a lovely online forum, and the online forum is represented by a couple of people in the room; our Forum Manager is here and one of the members who helps to moderate is here. If you are seeking specific railway or modelling

information, there is nothing better than our forum. You can ask almost any question about any railway related topic and get an authoritative answer very quickly. You also get information on traffic problems on the A34 in the same thread about your quest for information, but if you can filter some of that out, the forum is a wonderful thing. The Guild has moved into dynamic and social media.

Let's move to the ready-to-run (RTR) issue. I think we discussed and pretty much dealt with the claim that it would be the end of the Guild in 2019. A few people are still worried about it changing the hobby but if you look what's happening now there is more and more RTR on the market. The products are good, and they are encouraging people into O gauge. The growth of RTR is not limiting our membership, it is encouraging our membership. It has encouraged a lot of people who are making the transition from the smaller scales, be it N gauge or OO. The availability of models in boxes, which they can start with before they modify or build a layout has also helped us recruit members. In recent times some of the more go-ahead RTR producers and distributors have joined together with the Guild, and the Guild is helping them in the development of new products.

Indeed, some manufacturers have been helpful and forward-looking by offering encouragement to modellers and providing prizes for our competitions thus promoting themselves and the Guild. The Guild tries to look after the trade that supports us, and the traders are looking after us. I think there are some excellent partnerships being built in this area.

The last thing I talked about in my previous address was human factors and the way folk behave. I can't move on without a passing reference to the period in 2020 and the little bit of disruption that occurred within the Guild when a small group of people attempted to disrupt and take over the Guild. As we all know, the electorate chose not to vote for the disruptors. The MC elections that year had the biggest ever turnout and the Guild membership chose what sort of people they wanted to run the Guild and that put us firmly on our current course. In a world where we have five and a half thousand widely scattered members it is no surprise to find that we're all different. There will always be some members who think they know better than the people who have been elected to run the organisation. Some of those individuals occasionally get a bit cross with each other about their differences. Some will get so excited that they want to get into a fight about it. We should recognise that this doesn't reflect a major issue for the Guild. We frequently see such disputes in the wider world of social media. Sometimes people get themselves into deeply entrenched positions saying, "I am right and you're wrong and I'm going to fight you about it". Generally, these little spats don't make too much difference to the world or to the Guild, so be careful we don't let a small amount of noise seem more important than it is. We are a very big model railway club and as such we have a common interest, so there is always going to be much more that unites us than is ever going to divide us. I've had some interesting political conversations with one or two members over the weekend where we clearly disagree horribly about our politics, but we do agree completely about model railways. We are wise to remember that we are here for railway modelling. That's what we like and that's why we like each other.

Let me now summarise what I have said. Firstly, I think we can safely say that the Guild is not going to expire because we are getting older.

Secondly, COVID has made the Guild do several things it wouldn't otherwise have done. In many ways COVID was a sort of catalyst which moved us into a more modern, interactive and online world. We might in the future be slightly grateful to COVID for hurrying a change which was probably imminent anyway. The change was coming, but the circumstances pushed it faster and I think that's important. We can also look around and be a proud of our achievements because other model railway organisations have not all adapted at all well. Some of those other organisations would very much like your subscription money,

but I'm not sure they are delivering for their members in the way that the Guild does.

My third conclusion is the same as my conclusion in 2019. I know it's only my opinion, but RTR is no threat; RTR is good not bad.

Finally, not all people are the same. Human nature will often surprise us and not everybody will interact well. Very often a small number of people can make a very large noise. That noise will often be way out of proportion to its significance and sometimes the noise means very little. Those of you familiar with Shakespeare will recall Macbeth says "It is a tale told by an idiot, full of sound and fury, signifying nothing." We would be well advised when hearing odd noises to make sure that we do not make them appear important by responding in an even noisier way.

Martin Long is not here this weekend, but I would like to take this opportunity to wish him well as he becomes the new Guild President. I hope that he values the honour as much as I have.

John Kneeshaw

AGM 19/22 Any other business

M. Bloxson (1444) Thanked the organisers of the event and gave his good wishes to all those running the organisation.

M. Doolan (24306) spoke about the Guild's estate advisory service and some of the difficulties that he had in bringing items from an estate from Ireland for sale. These included foreign exchange and recent custom changes. Also difficulties in posting items when selling or buying through the Guilds Sales and Wants online. He thanked Kevin Cartwright for his fantastic help in making it possible to bring items over to sell on the Guild Bring and Buy stand this year. He asked how the Guild could help future widows and orphans and would it be better to use professional people or go to the previous Guild Executor Service as disposal of estates will be harder in the future?

The Chairman replied that the Guild had spent a considerable amount of time without success to find someone to take on the Executor Service. The advisory service does provide information on professional services that are available to estates should they

wish to use these in the disposal of items from estates. Finding volunteers to take on time consuming jobs is difficult. We will continue to review the service we provide and he would put it on the agenda for the next M. C. meeting.

Steve Hoather (683) As a former member of the Service for Executors reported that Kerry Baylis had spent three days per week on the service and had done a lot of driving in running the service. This was more time than others were prepared to give to run the service as it had been in the past.

J. Clements (7302) As the Irish Republic representative for the Guild was grateful for the assistance to overcome the problems outlined. He asked if in the interest of widows of members a better system could be devised as Ireland might not be the only country with these difficulties.

Kevin Cartwright (20850) The current incumbent running the estates service explained to the meeting that he currently spends two days per week on providing the service which takes both time and effort.

Chris Chinery (12778) complimented the Guild *Gazette* and commented that he would not like to see it condensed in the future. The Chairman, as the current Chairman of Publications, confirmed that there was no intention to reducing the size of the current publication and that it would continue to be produced in printed format while this was the wish of the membership.

There being no further business the Chairman gave a vote of thanks to those standing down particularly John Kneeshaw (President) and Richard Clark (Secretary) as well as Geoffrey Goddin, Robin Taylor and Paul Honey. He went on to thank the Tellers for their part in making the meeting run smoothly. He then closed the meeting at 14.10 hours.



Signed: **Charles Oldroyd** Meeting Chairman
Date: 26 September 2022

Resolutions

Resolution 1 To approve the minutes of the 31st Annual General Meeting Appendix 1

Resolution 2 To appoint the Reporting Accountants and authorise the Directors to fix their remuneration.

Resolution 3 To consider, and if thought fit to pass, the amendment to Rule 3.3.

Why is the change requested?

Following a unanimous vote by the Management Committee it is their recommendation that we should align the requirements for tenure in position of any, and all, voting directors to be equal with the others and with no distinction between them.

What is the change?

Currently most of the elected voting directors are appointed for a 3 year period and eligible for reappointment for a period of three years. However, Regional Managers are appointed for a period of three years and are NOT eligible for reappointment for a period of three years.

Under this proposal they would now all be appointed for a 3 year period and be eligible for reappointment for a period of three years. The new text within the Rules would then read as below:

3. APPOINTMENT OF DIRECTORS AND DURATION OF APPOINTMENT

3.2 Each person to be appointed as a Director shall be subject to the prior approval of the Management Committee and shall be appointed by ordinary resolution passed at an Annual General Meeting.

3.3 Subject to the provisions of Rule 3.4 the respective periods for which each Director shall be appointed and may be reappointed shall be as follows:

3.3.1 the President shall be appointed for a period of three years and shall not be eligible for a consecutive reappointment;

3.3.2 the Chairman, the Secretary, the Treasurer, each Chairman of a Committee and the Regional Managers shall be appointed for a period of three years and shall be eligible for reappointment for one further consecutive period of three years;

3.3.3 other Directors shall be appointed for a period of three years and shall be eligible for reappointment for one further consecutive period of three years;

3.3.4 any Director co-opted in terms of Rule 3.1.5 shall hold office only until the first Annual General Meeting following the date of his co-option.

Resolution 4 To consider, and if thought fit to pass, this further amendment to Rule 3.3.

Why is the change requested?

Following discussion by the Management committee it was noted that whilst there is currently the option to retain the services of an individual Director whose appointment is about to come to an end and who would not otherwise be eligible for reappointment, it only allows that extension to be for a period of one year by special resolution at the AGM.

What is the change?

The requested change is to allow that to be more than one year if, and only if, there are no other nominations available. This is only to ensure that a position can always be filled. There would always be a requirement for an annual special resolution at the AGM.

Under this proposal, if no other nomination for a position is available, then the current Director can be retained for more than one year.

The new text within the Rules would then read as below.

3.4 If it is deemed by the Management Committee to be in the interest of the Company to retain the services of an individual Director whose appointment has or is about to come to an end and who would not otherwise be eligible for reappointment, such individual may be reappointed for a further period of one year, on a rolling basis, passed by special resolution at each Annual General Meeting, if no other nomination is available to ensure positions can be filled.

Resolution 5: To appoint the Guild Chairman as set out in Appendix 2.

Resolution 6: To appoint the Guild Treasurer as set out in Appendix 2.

Resolution 7: To appoint the Chairman & Director of Events as set out in Appendix 2.

Resolution 8: To appoint the Chairman & Director of Technical and IT as set out in Appendix 2.

Resolution 9: To appoint the Regional Manager & Director – South West as set out in Appendix 2.

Resolution 10: To elect any nominated Honorary Members. There has been one nomination received:

Richard Clark proposed by Charles Oldroyd (15685) seconded by John Evans (13004) *Richard has been a member of the Guild since 1977 during which time his contribution has been enormous. He has been a Trade Liaison Officer (5 years), Vice-Chairman (2 years), Guild Chairman (twice), Chairman of Events and Guild Secretary from 2016-2022. He has also assisted with Bring and Buy at shows since 2000 and supported John Evans through his first year as Guild Secretary. The number of hours he has devoted to the Guild over the past 45 years is without number and I believe this award is well deserved.*

Resolution 11: To elect any nominated Vice Presidents. **Please note there have been no nominations received.**

Note: Whilst not requiring Resolution, there are five who have been awarded the **Guild Order of Merit** by the Management Committee. They are:

Andy Duncan proposed by Jackie Kneeshaw (10125) seconded by John Evans (13004)

Andy Duncan has been a Trade Representative for the Gauge O Guild Events Committee for nearly 15 years and was Chief Steward for nearly 10 years until 2022 when this was handed over to Richard Mills. Andy is now Assistant Trade Manager for Events and although he considered himself to be a Luddite where IT technology is concerned, he has contributed to the virtual events since their inception and has been a speaker at virtual shows and during the 'Evening With' Seminars on Zoom. We want to thank Andy for all of the work he has done to date for Guild Events and look forward to his on-going support.

Dave Edwards (9877) proposed by Bob Bishop (17329) seconded by Nigel Smith (9571)

For as long as we can remember, Dave Edwards has been the Lead

Electrician of the Gauge O Guild and Warley Club. He ensure that floor plans were done showing the cabling required for each event, he identified which cables, of which length and power rating were required and, prepared these cables for each event. Dave then ensured that they were ready to be transferred to the venue in a timely manner. At each event he worked with fellow Guild Electricians to install cabling, deal with any in-event problems, de-cable and then return the cables to the Warley stock. With plans afoot to move to a new home in Cornwall, he handed over the role of Lead Electrician to Rob Bishop in 2021, but he continues to help with the electrical CAD drawings for events, identifying the cabling required and guiding others to select it for the logistics team. His contribution to Events has been considerable and deserves to be recognised.

Chris Fry (21666) proposed by John Evans (13004) seconded by Kevin Cartwright (20850)

Chris Fry was serving as the Chilterns Area Rep when, in 2019, he was elected as the first Midlands Regional Manager and he also stepped up to be the Chair of the Representatives Committee. This position was held until 2022, when Chris became the new Director of Membership and Forum where he continues to work closely with the moderators and also assists in mentoring newcomers in to voluntary positions and is well deserving of the Order of Merit.

Tony Kell (10215) proposed by Jackie Kneeshaw (18510) seconded by Charles Oldroyd (15685)

Tony Kell was the Summer Show Manager from the days of Cleckheaton and he then continued to organise a successful show in Doncaster up until 2021 when he handed over to Kevin Day. He is an exceptionally organised person who pays attention to detail and he has been our Vice Chairman for three years, Events Finance Assistant for two years, has taken a leading role in virtual events and has managed the layout directory for many years, recently working with Julian Best to improve the latter. Being an expert on the Draftsight CAD programme we use, he has drawn up the plans for more shows, in more venues than the rest of us put together and he is an excellent teacher. Tony would have been a great Chairman of Events had time permitted and we want to acknowledge the amazing contribution he has made to the Gauge O Guild Events. Thank you Tony (June 2023).

Dave Smith (4570) proposed by Jackie Kneeshaw (10215) seconded by Nigel Smith (9571)

Dave Smith joined the Events Team nearly 10 years ago. He became a Trade Representative for the Gauge O Guild in 2014 and became Kettering Show Manager in 2016; a position he still holds. Dave is now retiring formally as a trader although we may still see him selling some remaining items when time permits. He is therefore doing less of the Trade Representative role but we need to acknowledge all of the work he has done with traders and his ongoing commitment to the Spring Show where ever that might take him. David is also a key member of the Virtual Events Team and was instrumental in getting video and live demonstrations organised for the virtual shows including demonstrators from overseas. He continues to work on virtual events as well as the Spring Show and we are most grateful for his previous and ongoing contribution to events

Appendix 2

Appointment of Directors

Chairman - Resolution 5

There has only been one nomination received for the position of Chairman and that is for the re-election of **Charles Oldroyd** (15685). Proposed by Jackie Kneeshaw (18510) and seconded by John Evans (13004) that he be elected as Chairman of the Guild.

Chairman – Statement of Intent

My professional background started with teaching English in a secondary school for eight years, then into IT training and consultancy with electronic publishing. Along the way, I learned how to program AI into database systems, became an accredited project manager and a lead instructor for IBM business intelligence software. I also developed and ran an IT equipment recycling project and have had my own limited company for the past twenty or so years.

I returned to the hobby with OO some 25 years ago but was

struck by the amount of detail it was possible to incorporate in O gauge and moved to the larger scale. I now model pre-group northern railways, US logging in On30 and the Rocky Mountain Colorado D&RGW lines in On3.

I have been a Guild member for around 20 years and have been involved in helping to run the organisation for around the last ten. Initially, I volunteered to be a Trade Liaison Officer, then stepped up to the Chair of Publications on John Kneeshaw's retirement and finally, was co-opted into the Guild Chair in February 2022.

One of my first actions was to chair the Guild Strategy Group which produced a set of recommendations, accepted by the Management Committee and the membership in 2022. This is now at the implementation stage and my aim is to put as much of the plan into action as I can.

Details of the plan can be found on the website, but this broadly involves developing the Guild's input to modelling and support for members, maintaining our support for the Trade, hosting commercial quality events on a financial break-even basis and bringing our IT infrastructure business systems up to date whilst keeping administrative expenditure to a minimum. The expertise within the Management Committee will be key to achieving these aims and I look forward to working with the team over the next two years.

Charles Oldroyd

Committee Chairman and Director of Events - Resolution 6

There has only been one nomination received for the position of Chairman of Events and that is for the re-election of **Jackie Kneeshaw**.

Proposed by Charles Oldroyd (15685) and seconded by John Evans (13004) that she be elected as Chairman of Events.

Chairman Events – Statement of Intent

I have been Chairman of Events since September 2020 and prior to that, I was Trade Manager for 3 years; a role I still continue to hold in addition to that of Chairman of Events. To this end, I have a very good relationship with our traders and continue to recruit new ones for events.

During the last 3 years of office, I have been instrumental in introducing virtual shows and seminars by Zoom which supported members during the Covid lock-down periods. These will continue at the request of members and provide stronger involvement for overseas, and house bound members who cannot travel to face to face shows.

I led a survey of all members in 2021 about what they wanted from their Guild Events and, following the results of that, we have introduced new seminars at Guildex, in a new, less expensive venue in Stafford.

I led the introduction of a new Southern Show, at the request of members earlier this year, and started using a more cost effective venue for the summer show in 2023.

We are being asked to explore a new show in the North West to replace the Leigh Show and Wigan Finescale Show, so I am happy to see what is possible.

I have overseen the introduction of better financial forecasting systems for Guild Events and try to ensure detailed and transparent reporting after each event.

I would be very pleased to continue in this role and further review the success and financial viability of the events we organise for members.

Jackie Kneeshaw

Committee Chairman and Director of Technical and IT - Resolution 7

There has only been one nomination received for the position of Chairman of Technical and IT and that is for the re-election of **James Aitken**.

Proposed by Kevin Cartwright (20850) and seconded by John Evans (13004) that he be elected as Chairman of Technical and IT.

I've been a member of the Guild for more years than I care to remember, having joined initially as a teenager. As a professional computer programmer, I first volunteered to help develop the guild website and created a number of pages for it. I was then asked if I'd consider being a con rep and took the position for 9 years looking after the Chilterns.

I model the Southern Railway in the late 40s, and use many up to date techniques to assist my modelling. I use 2D CAD to design items for cutting on a laser cutter, which I do not own but I host my local club's cutter in my shed - very handy! I have a 3D printer and am learning to use the advanced techniques in Fusion 360. I always felt that I could offer the technical team some knowledge and joined the technical committee early in 2020, only to find that I'd been nominated to take the chair position later that year. I have been able to use my IT knowledge to introduce the Knowledge Base to the website, and used this same code base for the virtual shows which have been amazingly successful.

I'm passionate about sharing my knowledge, not only in the Guild but in my local club and at model railway shows, as well as helping others share theirs. I love learning new things, and have just designed my very first etched parts. I have written articles for the *Gazette* and *MRJ*.

James Aitken

Regional Manager South West - Resolution 10

Two nominations have been received for the position of Regional Manager South West and they are **Kevin Cartwright** and **Geoffrey Goddin**.

Kevin Cartwright proposed by Chris Fry (21666) and seconded by John Evans (13004) that he be elected as Regional Manager South West

Geoffrey Goddin proposed by M.F Barcy (13370) and seconded by I.C. Hewett (16077) that he be elected as Regional Manager South West.

Regional Manager South West – Kevin Cartwright

Since being elected as the Regional Manager in 2020 I have been busy in my area and on the Management committee. In addition to that, I have been working the Guild Sales and the sales of the Dingham Auto Coupler, various gauges and we also launched the limited edition run of Moy wagons, working with Ken Gray, which was very successful.

There is another run to follow, which is covered in my Regional Manager's Annual Report and with the increase in work with the expansion of the ranges of items for sales, it has been decided that my wife Judith Cartwright, is now Sales Manager.

In addition to the above, Model Railway Estates is a steady workflow which I continue to manage as a separate volunteer position in parallel with the Regional Manager's role and Guild Sales.

For those of you who can make it to our Events, events, I look forward to you meeting me and Judith at the sales tables.

Kevin Cartwright (20850)
Regional Manager South West

Regional Manager South West – Geoffrey Goddin

I took over area 11, 'Wessex' in 2016, unfortunately the post had been unfilled for a while. My first objective was to get our Guild recruitment stand into local 7mm shows, see my *Guild News* reports 2016-2019, then get invites to major local mixed gauge shows, in my case Tolworth Showtrain, and the Easter Alexandra Palace show, they wanted us but had lost our contact names. Covid co-incided with my joining the Guild MC, taking on a 'difficult' situation in our forum, along with membership, the former required crafting the 'code of behaviour' instead of 'rules', the for latter rolling membership, and the free one month 'taster', both of which helped grow membership during the pandemic.

I have now returned to representing area 11, and re-establishing our presence at area shows, again see my area reports in *Guild News*. Regional manager Southwest requires co-ordination of Wessex, South West and Wales Colleagues, these are large areas with many Guild members, apart from channelling member and club feedback to Management, The flexibility to work as a mutual team, to cover as many relevant shows as possible I think important for recruitment. The new Guild Kempton Park show gets the Guild into new geographies, to our advantage, shortly after 20th May I was notified of a dozen new local members, brilliant!

Notification of the Appointment of Area (Constituency) Representatives

In accordance with the Rules, as there were no other nominations for the posts listed below, the following will serve as Area (Constituency) Representative until 2026:

| Area No | Area name | Representative |
|---------|-------------|-------------------------|
| 9 | Chilterns | Bob Taylor (24596) |
| 10 | South East | Andy Sparkes (24159) |
| 11 | Wessex | Geoffrey Goddin (22066) |
| 12 | South Wales | Fred Lewis (12674) |

Appendix 3

INCOME STATEMENT FOR YEAR ENDED 31 DECEMBER 2022

| | Notes | Year Ended 31.12.2022 £ | Period 1.3.21 to 31.12.21 £ |
|--|-------|-------------------------------|-----------------------------------|
| TURNOVER | | 249,113 | 154,610 |
| Cost of sales | | 228,221 | 106,345 |
| GROSS SURPLUS | | <u>20,892</u> | <u>48,265</u> |
| Administrative expenses | | 1,810 | 3,025 |
| OPERATING SURPLUS | | <u>19,082</u> | <u>45,240</u> |
| Interest receivable and similar income | | 489 | 6 |
| SURPLUS BEFORE TAXATION | | <u>19,571</u> | <u>45,246</u> |
| Tax on surplus | 4 | 64 | 1 |
| SURPLUS FOR THE FINANCIAL YEAR | | <u><u>19,507</u></u> | <u><u>45,245</u></u> |

BALANCE SHEET 31 DECEMBER 2022

| | Notes | £ | £ | £ | £ |
|--|-------|----------------|----------------|----------------|----------------|
| FIXED ASSETS | | | | | |
| Tangible assets | 5 | | 2 | | 2 |
| Investments | 6 | | <u>1</u> | | <u>1</u> |
| | | | 3 | | 3 |
| CURRENT ASSETS | | | | | |
| Stocks | | 4,199 | | 1,819 | |
| Debtors | 7 | 27,985 | | 16,901 | |
| Cash at bank and in hand | | <u>227,445</u> | | <u>222,880</u> | |
| | | 259,629 | | 241,600 | |
| CREDITORS | | | | | |
| Amounts falling due within one year | 8 | <u>38,027</u> | | <u>39,505</u> | |
| NET CURRENT ASSETS | | 221,602 | | | 202,095 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | | <u>221,605</u> | | <u>202,098</u> |
| RESERVES | | | | | |
| Income and expenditure account | 9 | | <u>221,605</u> | | <u>202,098</u> |
| | | | <u>221,605</u> | | <u>202,098</u> |

The company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the period ended 31 December 2022.

The members have not required the company to obtain an audit of its financial statements for the period ended 31 December 2022 in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:

- ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- 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 23 June 2023 and were signed on its behalf by:

Malcolm Hector - Director

INCOME & EXPENDITURE FOR YEAR ENDED 31 DECEMBER 2022

| | | Year Ended 31.12.2022 | Year Ended 31.12.2022 | Period 1.3.21 to 31.12.21 | |
|-------------------------------|---|--------------------------|--------------------------|------------------------------|---|
| Notes | £ | £ | £ | £ | £ |
| Turnover | | | | | |
| Membership subscriptions | | 140,387 | | 124,883 | |
| Gazette advertising | | 31,914 | | 22,798 | |
| Goods | | 12,669 | | 731 | |
| Spring Show | | 15,186 | | 2,218 | |
| Summer Show | | 10,797 | | - | |
| Guildex/Stafford | | 35,014 | | - | |
| Clothing sales | | 645 | | 687 | |
| Donations | | 1,164 | | 1,290 | |
| Autumn shows | | - | | 2,003 | |
| Other shows including virtual | | 1,337 | | - | |
| | | <u>249,113</u> | | <u>154,610</u> | |
| Cost of sales | | | | | |
| Opening stock | | 1,819 | | 2,355 | |
| Other costs | | 230,601 | | 105,809 | |
| | | <u>232,420</u> | | <u>108,164</u> | |
| Closing stock | | (4,199) | | (1,819) | |
| | | <u>228,221</u> | | <u>106,345</u> | |
| GROSS SURPLUS | | 20,892 | | 48,265 | |
| Other income | | | | | |
| Deposit account interest | | 489 | | 6 | |
| | | <u>21,381</u> | | <u>48,271</u> | |
| Expenditure | | | | | |
| Accountancy | | 1,810 | | 1,580 | |
| Bookkeeping fees | | - | | 1,445 | |
| | | <u>1,810</u> | | <u>3,025</u> | |
| NET SURPLUS | | 19,571 | | 45,246 | |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 2022

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 period 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 (2021 - NIL).

4. TAXATION

Analysis of the tax charge

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

| | Year Ended 31.12.22 | Period 1.3.21-31.12.21 |
|--------------------------|---------------------|------------------------|
| Current tax: | £ | £ |
| UK corporation tax | 64 | 1 |
| Tax on surplus/(deficit) | <u>64</u> | <u>1</u> |

5. TANGIBLE FIXED ASSETS

| | Fixtures and fittings £ | Computer equipment £ | Totals £ |
|--|----------------------------|-------------------------|---------------|
| COST | | | |
| At 1 January 2022 and 31 December 2022 | <u>5,217</u> | <u>11,015</u> | <u>16,232</u> |
| DEPRECIATION | | | |
| At 1 January 2022 and at 31 December 2022 | <u>5,216</u> | <u>11,014</u> | <u>16,230</u> |
| NET BOOK VALUE | | | |
| At 31 December 2022 | <u>1</u> | <u>1</u> | <u>2</u> |
| At 31 December 2021 | <u>1</u> | <u>1</u> | <u>2</u> |

£

6. FIXED ASSET INVESTMENTS

| | Shares in group undertakings £ |
|--|-----------------------------------|
| COST | |
| At 1 March 2021 and at 31 December 2021 | <u>1</u> |
| NET BOOK VALUE | |
| At 31 December 2021 | <u>1</u> |
| At 28 February 2021 | <u>1</u> |

7. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | 31.12.22 £ | 31.12.21 £ |
|---------------|---------------|---------------|
| Trade debtors | 7,482 | 4,385 |
| VAT | 15,913 | 6,364 |
| Prepayments | 4,590 | 6,152 |
| | <u>27,985</u> | <u>16,901</u> |

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | 31.12.22 £ | 31.12.21 £ |
|------------------------------------|---------------|---------------|
| Trade creditors | - | 3,919 |
| Amounts owed to group undertakings | 1 | 1 |
| Tax | 103 | 39 |
| Subscriptions in advance | 32,746 | 27,019 |
| Income in advance: shows | 3,417 | 6,925 |
| Accrued expenses | <u>1,760</u> | <u>1,602</u> |
| | <u>38,027</u> | <u>39,505</u> |

10. RESERVES

| | Income and expenditure account £ |
|----------------------|-------------------------------------|
| At 1 January 2022 | 202,098 |
| Surplus for the year | <u>19,507</u> |
| At 31 December 2022 | <u>221,605</u> |

Appendix 4

Guild Honours (current)

The honour's list this year contains only members & former members who are still alive who had been honoured in some way for their services to the Guild. The lists may contain errors if anyone can suggest any omissions or corrections, please contact the Secretary.

Honorary Members

| Name | Number | | | | |
|----------------|---------------|-----------------|-------|-----------------|-------|
| Allen Richard | 53 | Keen Nelson | 3934 | Gorski Sandy | 5350 |
| Bevan Peter | 3266 | Kneeshaw John | 5699 | Green Mike | 3125 |
| Birch John | 2928 | Marritt Mike | 3837 | Hargreaves John | |
| Bowen KJ | 56 | Mackie RI | 1142 | Hollom Jim | 3921 |
| Doggett RH | 6928 | Mundy Derek | 8765 | Honeybone Peter | 6777 |
| Evans John | 1657 | Nelson Nigel | 1299 | Hooper Lionel | 2214 |
| Gorski Sandy | 5350 | Pinchbeck Bruce | 14201 | Howe Geoffrey | 10758 |
| Hollom Jim | 3921 | Saville JF | 690 | Kell Tony | 10215 |
| Hutchinson DJ | 15 | Simpson Chris | 13147 | Lamb Stephen | 21113 |
| Kneeshaw John | 5699 | Smith Nigel | 9571 | Lewis Fred | 12674 |
| Neale DH | 9 | Stanley Mike L | 1255 | Long Martin | 2309 |
| Nelson Nigel | 1299 | Trigwell Peter | 8993 | Marrit Mike | 3837 |
| Peacock D | 1772 | Wood Les | 2744 | Matthys Peter | 14856 |
| Taylor PJA | 64 | | | Mclay Robert | |
| Thomas RG | 27 | | | Owen Noel | 10015 |
| Williams Sarah | 18552 | | | Redgwick Alan | 10622 |

Guild Order of Merit (Including those to be awarded at the AGM)

| Name | Number | | | | |
|--------------------|---------------|--|--|----------------------|-------|
| Allen, Ian | 13694 | | | Reynolds Peter | 22269 |
| Baylis Kerry | 15131 | | | Roberts Geoffrey | 7242 |
| Barnes Bill | 5361 | | | Simpson Chris | 13147 |
| Bell Alan | 15544 | | | Smith David | 4570 |
| Best Julian | 21139 | | | Thorne Chris & Janet | 13641 |
| Birch John | 2928 | | | Thomas Douglas | 1818 |
| Bloxsom Martin | 1444 | | | Thomas Mike | 1964 |
| Bradley Hugh | 7104 | | | Tiplady Keith | 11222 |
| Cheshire Martin | 474 | | | Towler Rod | 6940 |
| Clerk Richard | 3448 | | | Weir Charles | 5249 |
| Duncan Andy | 17263 | | | Williams Gethin | 11195 |
| Edwards Dave | 9877 | | | Williams Mike | 7862 |
| Edwards John | 11333 | | | Williams Sarah | 8552 |
| Evans Lyn | 1657 | | | Walls Barry | 1966 |
| French Colin | 5182 | | | Webb David W | 2174 |
| French Margret | | | | | |
| Fry Chris | 21666 | | | | |
| Glading Dan & Jean | 2755 | | | | |
| Gledhill Shirley | | | | | |

Vice Presidents

| Name | Number |
|----------------|---------------|
| Bevan Peter | 3266 |
| Birch John | 2928 |
| Bradley Cecil | 8730 |
| Brown Joe | 339 |
| Clark Richard | 3448 |
| Davies Richard | 5479 |
| Dredge Philip | 6745 |
| Evans John | 1657 |
| Gorski Sandy | 5350 |
| Glading Dan | 2755 |
| Harper Sandy | 12013 |
| Hobden John | 20762 |
| Hoather Steve | 683 |
| Hooper Lionel | 2214 |
| Jones Paul | 7351 |

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 overleaf) as my proxy to vote on my behalf at the Annual General Meeting of the Company to be held on **3rd September 2023 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 overleaf.

Or I do not wish to direct my proxy and in so doing leave the appropriate box or boxes blank. Please see note 5 overleaf.

| | <i>Item</i> | <i>Vote</i> |
|-----------|--|--|
| 1 | To approve the minutes of the Annual General Meeting held on 4th September 2022. | 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 | Consider and, if thought fit, to pass the amendment to Rule 3.3. | For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/> |
| 4. | Consider and, if thought fit, to pass, the amendment to Rule 3.4. | For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/> |
| 5 | To appoint the Guild Chairman, for a period of two years, as set out in Appendix 3. Charles Oldroyd proposed by Jackie Kneeshaw 18510 seconded by John Evans (13004) | For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/> |
| 6 | To appoint the Treasurer as set out in Appendix 2. Malcolm Hector proposed by Charles Oldroyd (15685) and seconded by Jackie Kneeshaw (18510) | For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/> |
| 7 | To appoint the Chairman and Director of Events as set out in Appendix 2. Jackie Kneeshaw proposed by Charles Oldroyd (15685) and seconded by John Evans (13004) | For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/> |
| 8 | To appoint the Chairman and Director of Technical and IT as set out in Appendix 2. James Aitken proposed by xxxx seconded by John Evans (13004) | For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/> |
| 9 | To appoint the Regional Manager – South West as set out in Appendix 2. a) Kevin Cartwright proposed by Chris Fry (21666) seconded by John Evans (13004) b) Geoffrey Goddin proposed by M.F. Barcy (13370) seconded by I.C. Hewett (16077) Note: The eligibility for Kevin Cartwright to stand for re-election as Regional Manager South West is subject to the proposals above to change Rules 3.3. Were that not passed, then there would be only one nominee. | For <input type="checkbox"/> For <input type="checkbox"/> |
| 10 | To elect any nominated Honorary Members. There has been one nomination received: Richard Clark proposed by Charles Oldroyd (15685) seconded by John Evans (13004) | For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/> |

Important information overleaf

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 Collecting Address: Care of: **Mr N.Nelson (Gauge O Guild), Orchardleigh, Beach Road, Frimley Green, Camberley, Surrey, GU16 6LQ**, or by using the pre-paid envelope provided;
 - **Received by the Returning Officer no later than Friday 1st September 2023.**
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 1st September 2023.**
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.