

THE KENT & EAST SUSSEX RAILWAY COMPANY LIMITED
ANNUAL GENERAL MEETING 2023 - NOTICE OF MEETING

Notice is hereby given that the 52nd Annual General Meeting of the Company will be held St Mildred's Church, Church Road, Tenterden, Kent, on Saturday 4th November 2023 at 1.30 pm for the following purposes:

1. To approve the Minutes of the Annual General Meeting held on 12th November 2022.
2. To receive and adopt the Annual Report of the Directors and the Audited Accounts for the year ended 31st October 2022. An abridged version of the Accounts is sent with this notice. Full versions are upon request from the Company Secretary by post e-mail and on the HOPS website. **Requests for full versions of the Accounts and other Meeting documents including blank Proxy Forms should be sent to Tenterden Station FAO the Company Secretary or by e-mail to jcobbett@kesr.org.uk**
3. To authorise the Directors to appoint Auditors to the Company for the year ending 31st October 2023 and to fix their remuneration.
4. To hold an election of Directors.

Under the Articles of Association, Simon Marsh, Geoffrey Crouch, and Ian Legg retire but being eligible offer themselves for re-election.

Other Nominations for the Board of Directors should be received not less than fourteen nor more than thirty clear days before the date of the meeting. Any nomination must be supported by six members who are entitled to vote, contain the details needed for Companies if elected, and a statement from the nominee that he or she would be prepared to serve. Nomination forms can be obtained from the Company Secretary.

5. Safety Matters relating to the Railway.
6. Any other formal business pre-notified to the Company Secretary.
7. Following the completion of the formal business of the Meeting there will be the customary information session and open forum.

NOTES:

Only Annual Members, Life Members, Joint Life Members, Family Group Members over 18 years of age and Honorary Members of the Company are entitled to attend and vote at this meeting. (Joint Life Members and Family Group Members over 18 years of age have one vote only, to be exercised by the first name on the application form). Any such member may appoint a proxy to attend and, on a poll, to vote in his or her place. Forms of proxy are provided for the use of members who are unable to attend the meeting. A proxy need not be a member of the Company. To be valid, the instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed, or a notarily certified copy of that power, shall be deposited at the Registered Office of the Company not less than forty-eight hours before the start of the Meeting.

An audio recording may be made of the proceedings for the purposes of assisting the Company Secretaries to prepare the Meeting Minutes.

The KESR Meeting will be preceded by the Annual General Meetings of the following companies associated with the Kent and East Sussex Railway Limited and this document should be regarded as the formal Notice of these Meetings:

Tenterden Railway Company Limited at 10.30am
Colonel Stephens Railway Enterprises Limited at 11am
Robertsbridge 20/20 Limited at 11,30am
6619 Limited at 12.00pm

Copies of the Accounts and other Meeting papers are available upon request by email or in printed form by post for the shareholders and directors of these companies upon request from the Company Secretary.

By Order of the Board

John Cobbett
Company Secretary,
Kent & East Sussex Railway Ltd.,
Tenterden Town Station,
Tenterden,
Kent.
TN30 6HE

E-Mail: jcobbett@kesr.org.uk

July 2023

AFTER THE AGM THERE WILL BE A BONFIRE NIGHT FIREWORKS PARTY FOR MEMBERS BY THE STATION.

From the Finance Director

You have to go back to the accounts for the year ended 31 October 2019 to see a set of figures that are unaffected by the global pandemic.

Over the three financial years since then there are important points to note, specifically:

- We have substantially reduced our borrowing – in Oct 2019 our loans outstanding stood at £391.0k (principally our term loan with CAF Bank taken out in connection with the Bodiam extension), by Oct 2022 these had reduced to £297.1k. Your Board has taken a firm position that this has not been the time to increase indebtedness.
- Our net cash has substantially increased – cash held less outstanding borrowing stood at £270.8k in Oct 2019, by Oct 2022 this had increased to £505.6k. Cash is the lifeblood of any business and our cash at bank was actually higher at the end of the three-year period than before the pandemic began.
- We generated a surplus over the period – across the three years a surplus has been created of £209.5k, adding to the net assets of the charity by the same amount.

The year ended 31 October 2022 was the most challenging period in financial terms. A more normal life was returning and the railway was set up to maximise the return of visitors to levels near to those we saw before the pandemic began. As it turned out, a new set of challenges were presented due to the situation in Ukraine. We rightly cancelled our popular 1940s event impacting visitor numbers and therefore income. Prices increased for both the Railway and its visitors, pushing up costs for us and squeezing affordability for potential passengers. On top of this, a stifling peak summer period was a deterrent for visitors and meant hiring an additional diesel when steam traction was withdrawn because of unacceptable fire risk.

The final analysis shows that passenger numbers recovered in the year, but not to pre-Covid levels. We were not alone in this; the Association of Leading Visitor Attractions has described the same trend across the industry as ‘experiencing the tourism equivalent of “long Covid”’.

A financial deficit of (£384.9k) was recorded in the year. Cash balances fell by £317.0k. It’s important to note, however, that £201.5k of that reduction was a result of investing in the infrastructure of the railway: our rolling stock, permanent way, buildings, etc.

For the financial year that commenced on 1 November 2022, our plans have been adjusted to recognise that we are unlikely to return to 2019 visitor levels any time soon. No business can sustain continued deficits such as that recorded in the year to October 2022 and we have had to cut our cloth accordingly to stabilise the finances.

I am pleased to report that as I write this, progress has been satisfactory. Led by our General Manager, Robin Coombes, and his management team, we have seen a promising increase in passengers. After 7 months, we are meeting our financial goals despite making an emergency investment of some £80k in Northiam level crossing. The 1940s event returned and was successful. The ‘Steam Up’ gala event made a positive financial contribution and we have achieved much helpful publicity and custom from the visit of 257 Squadron. The important summer period still lies ahead, we must collectively do everything in our power to make it a success.

Perhaps as a member you feel that you cannot influence the numbers reported here. The reverse is true. The collective effort of our members sustains the railway. Please recommend a visit to your friends and family. Please continue with your valuable volunteering efforts which enable us to provide memorable experiences to those who visit. Please continue your generous support for our financial appeals when they are made. Together, we have the power to sustain the Railway for many years to come.

Geoff Crouch

The Kent and East Sussex Railway Company Limited
(A company limited by guarantee)

Consolidated Statement of financial activities (incorporating income and expenditure account)
for the year ended 31 October 2022

	Unrestricted funds 2022 £	Restricted funds 2022 £	Total funds 2022 £	Total funds 2021 £
Income from:				
Donations and legacies	249,280	62,387	311,667	551,207
Charitable activities	1,106,820	-	1,106,820	600,600
Government grants	-	-	-	466,221
Other grants	20,867	-	20,867	70,408
Other trading activities	577,965	-	577,965	364,645
Share of associate net income	1,433	-	1,433	5
Total income	<u>1,956,365</u>	<u>62,387</u>	<u>2,018,752</u>	<u>2,053,086</u>
Expenditure on:				
Raising funds	350,122	-	350,122	182,637
Charitable activities	1,997,123	56,380	2,053,503	1,331,132
Total expenditure	<u>2,347,245</u>	<u>56,380</u>	<u>2,403,625</u>	<u>1,513,769</u>
Net income/(expenditure)	<u>(390,880)</u>	<u>6,007</u>	<u>(384,873)</u>	<u>539,317</u>
Transfers between funds	73,867	(73,867)	-	-
Net movement in funds	<u>(317,013)</u>	<u>(67,860)</u>	<u>(384,873)</u>	<u>539,317</u>
Reconciliation of funds:				
Total funds brought forward	1,998,624	1,583,645	3,582,269	3,042,975
Net movement in funds attributable to the parent company	(317,019)	(67,860)	(384,879)	539,294
Total funds	<u>1,681,605</u>	<u>1,515,785</u>	<u>3,197,390</u>	<u>3,582,269</u>
Non-controlling interest brought forward	(122,552)	-	(122,552)	(122,575)
Non-controlling interest movement in the year	6	-	6	23
	<u>1,559,059</u>	<u>1,515,785</u>	<u>3,074,844</u>	<u>3,459,717</u>

The Kent and East Sussex Railway Company Limited
(A company limited by guarantee)
Registered number: 01007871

Consolidated balance sheet
as at 31 October 2022

	2022 £	2021 £
Fixed assets		
Intangible assets	1,663	3,324
Tangible assets	3,307,318	3,249,299
Heritage assets	16,511	16,511
Investments	12,799	11,366
	<u>3,338,291</u>	<u>3,280,500</u>
Current assets		
Stocks	32,729	22,753
Debtors	134,606	155,664
Cash at bank and in hand	802,684	1,119,680
	<u>970,019</u>	<u>1,298,097</u>
Creditors: amounts falling due within one year	<u>(862,469)</u>	<u>(709,106)</u>
Net current assets	<u>107,550</u>	<u>588,991</u>
Total assets less current liabilities	3,445,841	3,869,491
Creditors: amounts falling due after more than one year	(248,451)	(287,222)
Net assets	<u>3,197,390</u>	<u>3,582,269</u>
Charity funds		
Restricted funds	1,515,785	1,583,645
Unrestricted funds	1,559,059	1,876,072
Total funds	<u>3,074,844</u>	<u>3,459,717</u>
Non-controlling interests	122,546	122,552
	<u>3,197,390</u>	<u>3,582,269</u>