

# Kew Bridge Engines Trust and Water Supply Museum Ltd

**2019 Annual General Meeting,  
Thursday 24<sup>th</sup> September 2020 at 7.00 pm**

## Explanatory note

Dear Member

As for all of us, 2020 has been an extraordinary year for the Trust and Museum, the first (and hopefully, the last) time in our history that we have had to navigate a global pandemic. You will see from the 2019-20 annual report that the Museum staff are to be congratulated for managing the situation with creativity and determination – especially in terms of the many successful fundraising and grant bids that are keeping us afloat financially.

Trustees have also continued to meet regularly, if remotely, to direct and support the work of the staff and to continue with much-needed business, such as the review of our governing document (of which more below).

The pandemic has had effects across the board and has forced us to review every aspect of our operations. It is against this background that the Board has decided to hold our AGM virtually this year. Our starting point has to be the safety of our members, and a virtual meeting means that members, and others, can be kept safe while also offering the opportunity to review our proposed new constitution and keep in touch with the latest Museum news. We are, of course, following government guidance by circulating documents well in advance and giving members a chance to comment on and ask questions about them. It is also important that a matter as significant as a change to the constitution should be open to a vote by all members.

We also have to bear in mind the pressure on staff. Delaying the AGM until we re-open our buildings will only increase their workload at an already intensive time; their priority has to be our financial sustainability. And there is, of course, no guarantee that things will be better later in the year – they may be worse.

I want to reassure members that holding our meeting remotely is both legal and practical. The [Corporate Insolvency and Governance Act 2020](#) temporarily overrides the general meeting requirements in our constitution, allowing us to hold a meeting “by phone / video or other electronic means, even if the governing document requires them to be held physically face-to-face”. We have also been guided by [advice from The Chartered Governance Institute](#).

In practical terms, the meeting will take place using Zoom video conferencing; a link and password for attending the meeting are given below. If you are unfamiliar with Zoom, and would like advice about how to access the meeting, please e-mail us using the general queries e-mail we have set up: [generalmeetings@waterandsteam.org.uk](mailto:generalmeetings@waterandsteam.org.uk).

Please feel free to use this e-mail for any other queries about the annual report, our financial situation and, especially, the proposed revised governing document. Among the papers for

the meeting, you find the full text of the revised Articles of Association, as well as a separate explanatory note about them. For those of you without easy access to e-mail, I am happy to answer any questions if you call me on 020 8222 8468 between 6 and 8 pm from Monday 24<sup>th</sup> to Thursday 27<sup>th</sup> August.

The Chartered Governance Institute advice suggests that, under the 2020 Act, companies can use their proxy voting procedures for voting on any resolutions proposed in general meeting. We have chosen to do this for the two resolutions that need your approval: the reappointment of our auditors and the adoption of the revised Articles. Note, however, that your votes will not be exercised by any proxy. We are asking everyone, irrespective of whether they plan to attend the virtual meeting or not, to vote in advance.

You will find in your packs full information about how to do so either via e-mail or by post. **We ask that votes are submitted at least 48 hours before the meeting to give us time to collate and count them.** Counting will be carried out by our company secretary, Freddie Hollom and our membership secretary, Rosmarie Matter. If voting by e-mail, please do so using the same e-mail address by which you received your papers, and send votes to the dedicated voting e-mail address: [voting@waterandsteam.org.uk](mailto:voting@waterandsteam.org.uk). Hard copy voting forms should be returned to the Museum using the stamped addressed envelope provided. The results of the vote will be announced at the meeting itself.

#### *The board and trustees*

The explanatory note on the revised governing document explains in more detail the arrangements proposed for the transition to a new board of trustees following its adoption.

Under both the current and future governing documents, nominations to the Board can put forward by a member of the general membership; any such nominations must be received by the company secretary, Freddie Hollom, either by e-mail ([fphollom@hotmail.co.uk](mailto:fphollom@hotmail.co.uk)) or in writing (via the Museum address), no later than 21 days prior to the date of the AGM.

We are clearly in uncharted waters at the moment. The Board and staff are doing everything we can to keep Trust and Museum operations going in unprecedented circumstances. I hope you will engage with us by using the procedures we've put in place to allow you to have your say in general meeting this year.

Best wishes,

Oliver Pearcey  
Chair, Kew Bridge Engines Trust

#### **Zoom meeting details and link:**

Zoom Meeting

<https://us02web.zoom.us/j/82123762804?pwd=L0JITIFEakw2ZWg0c1dReFNsbjRPQT09>

Meeting ID: 821 2376 2804 Passcode: 592773