



Railfuture Ltd

Standing Orders

These Standing Orders are for the conduct of business at Annual General Meetings (AGMs) or Extraordinary General Meetings (EGMs) of Railfuture Ltd (hereinafter referred to as “the Company”).

1. Chair, Board Members and Agenda

- 1.1. The Chair of the Board, or in his/her absence the Vice-Chair, shall take the Chair at all General Meetings of the Company. If they are not present within five minutes of the time for which the meeting has been called, the Board members present may elect a Chair for the meeting from amongst themselves.
- 1.2. The Chair, the Company Secretary and at least one other Board member shall decide the order, competence and relevance of items submitted to the Agenda in advance of the meeting, following the deadline for receipt of Motions before the meeting, as noted at Item 3.1 below. A Standing Orders Report, including reference to any Motions not accepted on the Agenda, shall be made by the Board at the start of each AGM, EGM, or Conference to which Motions are admitted.
- 1.3 Any person or Branch who has submitted a Motion that is not included on the Agenda shall be advised of this by the Company Secretary in advance of the Meeting, and the reasons for its non-inclusion shall also be provided. Should the person or Branch be aggrieved at a proposed Motion not being included on the Agenda they shall have the opportunity to discuss this with the Chair, the Company Secretary and relevant Board members up to 48 hours before the start of the meeting. Should a member or Branch be offered this facility and decline to take it up or fail to agree with the Chair and Board members, any further discussion during the meeting will not be permitted.
- 1.4 Should such a discussion result in an addition to the Order of Business, the meeting will be notified at the start of business.
- 1.5 During the course of a meeting, if the Chair stands up, any discussion by members shall cease immediately.

2. Observers and Guests

- 2.1. The Chair may with the approval of the members present allow persons who are not members of the Company (or of the Board) to attend meetings of the Company (or the Board) and to address such meetings. No such person shall have the right to vote on any matter of Company business.

3 Presence of Proxy Voters and their Duties

- 3.1 Proxy voters can substitute for members at a meeting of the Company. Members will be advised in the Notice of Meeting if this is the case. Members appointing proxies must do so on the approved form in advance of the meeting.

4. Notices of Motion and Amendment

- 4.1. Notices of Motion intended for inclusion in the Agenda for a meeting of the Company shall be submitted in writing to the Company Secretary fourteen days in advance of the meeting. This shall include electronically submitted Motions. Such Motions may only be considered for inclusion if they are relevant to current Company business and in competent written form. They must not exceed 300 words in length.
- 4.2. A Motion may be submitted by any member of the Company, the Board, a Branch or an Affiliated Organisation. Branch Motions must be signed by the Chair and Secretary of the Branch, individual Motions must be seconded by another individual member, and Motions from an Affiliated Organisation by two of the officers of that organisation.
- 4.3. A Motion or amendment, other than one moved by the Board, a Branch or Affiliated Organisation, shall not be open to discussion until it has been seconded. If such a Motion or amendment fails to find a seconder the Motion or amendment shall fall, and the meeting shall proceed to next business.
- 4.4. If a Motion of which notice has been given is not moved by the member who has given notice or, where applicable, by a member of the Board, a Branch or Affiliated Organisation, it shall fall and the meeting shall proceed to next business.
- 4.5. Any amendment to a Motion can be submitted to the Company Secretary no less than seven days prior to the meeting. Any such amendment must be seconded if submitted by an individual member, if from a Branch must be signed by the Chair and Secretary of the Branch, and if from an Affiliated Organisation by two officers of the organisation.

Amendments shall be included on the Agenda if they are submitted in a competent written form and relevant to the business of the Company.

- 4.6. A request for precedence to be given to any Motion or business on the Agenda must be discussed with the Chair, Company Secretary and relevant Board members at least one hour prior to the meeting, and their decision will be final. Such procedure will also apply to any request for withdrawal of a Motion or Amendment already on the Agenda, and these will be announced at the start of the meeting.

An amendment shall not be competent where it is a direct negative of the Motion.

5. Order of Debate

- 5.1. The mover of a Motion will have three minutes to move the Motion, and subsequent speakers will have two minutes each to speak for or against the Motion. The mover will have two minutes for a Right of Reply at the end of the debate. These timings can be adjusted on the instigation of the Chair and with the approval of the members present by a show of hands.

A member shall not speak more than once to the same Motion or amendment with the exception of a Right of Reply as noted above.

A Right of Reply must relate to the written points in the Motion or amendment and shall not introduce any new additions to the Motion or amendment. Should the mover attempt to do so, the Chair can direct that any additional material should not be considered by members present.

- 5.2 If an amendment to a Motion be moved and, where appropriate, seconded, a further amendment shall not be moved until the first amendment is disposed of. Whenever an amendment to a Motion is declared to be carried, the Motion as so amended will thereupon become the substantive Motion to which any further amendment may be moved.

6. Procedural Motions

- 6.1. The following Motions may be moved without previous notice:

- a) That the question now be put ;
- b) A request for a point of order

- 6.2. A member may at any time during debate request that the question now be put, i.e. members shall make a decision to take a vote on the subject under discussion, and put an end to further discussion. The Chair is at liberty to point out that insufficient discussion may have taken place, if he/she considers this to be the case, but the decision on whether or not a vote shall take place rests with the members. A simple majority vote is sufficient for this purpose before taking a vote on the actual Motion.

- 6.3. A member may at any time make a point of order relating in some way to the procedure or relevance of the Motion or amendment under discussion, or may request the Chair to seek clarification of any matter under discussion. The Chair may refuse this request if he/she considers it irrelevant or vexatious.

7. Emergency Motions

- 7.1 An Emergency Motion may be submitted to a Meeting of the Company without prior notice with the consent of the Chair, as long as the mover had no opportunity to submit at an earlier date, or if information in such a Motion was not known at an earlier stage. The consent of the Chair is final in all such submissions and no public debate at the meeting will be undertaken for or against such a request.

8. Tellers

- 8.1. At each General Meeting tellers are to be appointed who shall, if necessary, count the votes cast on any Motion and shall be subject to the direction of a member of the Board.

9. Motion Contrary to Previous Decisions.

- 9.1. No Motion to rescind any decision passed within the preceding twelve months and no Motion or amendment to the same effect as one which has been negated within the preceding twelve months shall be proposed unless such a motion bears the names of at least 50 members of the Company (or two officers and four other members of the Board).

- 9.2. When any such Motion has been disposed of by a meeting (either of the Company or of the Board) it shall not be open to any member to propose a similar Motion within a further period of twelve months.

10. Distribution of Materials

- 10.1 Any materials intended for distribution at any meeting must be submitted to the Company Secretary no later than seven days prior to the meeting accompanied by a request for distribution and the reasons for doing so.

Any material distributed without the consent of the Board will be removed and destroyed by the tellers.

Use of the Company's logo and headings is not permitted at any time on materials for personal or public distribution without the prior agreement of the Chair. Should a member contravene this Standing Order, they may be subject to a disciplinary investigation which may result in the removal of their membership.

11. Standing Orders

- 11.1. Any one or more of these Standing Orders may be suspended at any meeting provided the consent of at least two-thirds of the members present and voting is secured.
- 11.2 Revisions to these Standing Orders may be made at any future meeting of the Company provided the consent of at least two-thirds of the members present and voting is secured.