



Promoting
Britain's
Railway for
Passengers
and Freight

ANNUAL GENERAL MEETING 2016

The 12th Annual General Meeting of the Railway Development Society Limited
will be held at
Jurys Inn Hotel, Midsummer Blvd, MILTON KEYNES MK9 2HP
on Saturday 21 May 2016, starting at 11.00
(registration from 10.10 onwards)

The JURYS INN HOTEL is an excellent hotel ideally suited to conferences. It is fully accessible and close to the station. Their web-site is <http://www.jurysinns.com/hotels/milton-keynes>. They can be contacted by telephone on 01908 843700 and by e-mail: jurysinmiltonkeynes@jurysinns.com. A map of the venue is available at <https://www.jurysinns.com/hotels/milton-keynes/map>.

The hotel is 10 minutes' walk from Milton Keynes Railway station. Leave the station by the main entrance and keep walking straight ahead along Midsummer Boulevard until you reach the hotel, which is on the right-hand side.

A bus stop is located just outside the hotel. Car parking is immediately adjacent to the hotel.

Important notice regarding lunch: This year we will not be providing any lunches. You are welcome to buy lunch at the hotel; however, adjacent to the hotel there is a Wetherspoon's public house, which will be good value. For those arriving early it will be an ideal place to also have breakfast. The hotel does not allow people to eat food in their premises that has been brought from outside and this is a strict rule.

Confirming your attendance and proxy voting

The sheet sent with this notice contains an attendance form on one side and a proxy form on the reverse.

Tea and coffee will be provided free during Registration (10:00-11:00). However, it has become increasingly difficult in recent years to predict the number of people likely to attend the AGM and thus how many servings of tea/coffee to order (and pay for). If you are planning to come please do take the trouble to say you will be attending so that we can avoid over (or under) catering.

Any member entitled to attend and vote may appoint a proxy to attend and, upon a vote, vote on their behalf. The proxy can be the chairman of the meeting. A proxy need not be a member of the Company.

The board of directors are recommending that you vote in favour of some small but important changes to the Articles of Association – these are listed on page four of this notice – if you are not attending please complete the proxy form.

You can respond by one of the following three methods (completing online is easy and quick):

- a) post the combined attendance/proxy forms sent with this notice
 - b) e-mail the Company Secretary at lloyd.butler@railfuture.org.uk
 - c) complete the form at www.railfuture.org.uk/member - you will need your membership number and PIN
- Your co-operation is much appreciated.

Ballot for election to the board of directors

There is only one nomination for Chairman. There are more candidates for director (four) than the number of vacancies (three) so there will be an election this year. A ballot paper is included with this notice. The results will be announced at the AGM, in *Railwatch* magazine and on <http://www.railfuture.co.uk/elections>.

www.railfuture.org.uk www.railfuturescotland.org.uk www.railfuturewales.org.uk www.railwatch.org.uk

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of
The Railway Development Society Limited will be held at
Jurys Inn Hotel, Midsummer Blvd, Milton Keynes MK9 2HP
at **11:00** on **Saturday 21 May 2016**

AGENDA

10.00-11.00 Registration (Tea and coffee available from 10.00)

11.00 Morning session

1. Chairman's welcome
2. Welcome by Councillor Steve Coventry, Mayor for Milton Keynes
3. Apologies for absence
4. Guest speakers:
 - Iain Stewart MP for Milton Keynes South, Chair of the East West Rail Parliamentary group
 - A rail-industry speaker will talk about the latest developments in East-West Rail.

12.45 – 14.00 LUNCH (MAKE YOUR OWN ARRANGEMENTS – PLEASE DO **NOT** CONSUME YOUR OWN FOOD ON PREMISES)

14.00 Afternoon Session

1. Welcome
2. To agree the standing orders for this and future company meetings.
These will be available from reception or can be downloaded at www.railfuture.org.uk/DL1216
3. To read and approve the minutes of the 11th Annual General Meeting of the Railway Development Society Ltd held on Saturday 16 May 2015
4. Matters arising from the minutes
5. President's address
6. Chairman's report
7. To receive the Annual Report and Financial Statements for the period ended 31 December 2015
8. Reporting Accountant's report
9. Appointment of Reporting Accountant
10. To note the single nomination for Chairman and the results of the election ballot for Directors
11. Appointment of President and Vice-presidents
12. Railfuture presentation
13. Special Resolution – Amendment to the Articles of Association
14. Motions – to consider motions on Railfuture policy, strategy and organisation. These will be distributed at registration. Advance copies can be obtained (see booking form). Amendments should be given in writing, with the names of the proposer and seconder, to the Chairman
15. Chairman – review of the meeting and looking forward to the year ahead.

By Order of the Board

Lloyd Butler, Company Secretary

24 Chedworth Place, Tattingstone, Suffolk IP9 2ND.

1 December 2015

Accounts sent to members for 2016 onwards: Many organisations avoid unnecessary costs and take the green option of posting to members just the most important figures in the accounts, providing free copies of the full accounts upon request. We intend to adopt this practice in future.

Our mission is to be the number one advocate for the railway and rail users

Visit www.railfuture.org.uk/conferences for details of Railfuture's upcoming national conferences and to book online using your credit/debit card or PayPal account using PayPal's payment service. More than 60% of attendees at Railfuture's conferences now book online.

AGM Motions

The Annual General Meeting is an opportunity to discuss and assess what we have done over the past twelve months. You may therefore comment on, or raise questions about, the reports submitted. If the question is a very detailed one, it would be best to submit it in advance, in writing.

The AGM is also an occasion to look ahead and guide us all in our campaigning over the coming year. This is one reason why motions are submitted. Motions for discussion must be sent to the **Company Secretary at 24 Chedworth Place, Tattingsstone, Suffolk IP9 2ND** to arrive by **7 May** with the signature of proposer and seconder, who must be current members. They should be posted in typed format or e-mailed to loyd.butler@railfuture.org.uk. For legal reasons motions sent to a different recipient cannot be considered.

Amendments to motions should be sent in writing or by email, with proposer's and seconder's name, before the day of the meeting. At the chairman's discretion, further written amendments may be accepted by 12:45 on the day. You should also check the policy folders on our website, which set out our existing policies – see www.railfuture.org.uk/Policy.

The chairman has the right to send, before the meeting, copies of any motion(s) to any branch, directorate, group or officer whose work it may affect. This is purely to ensure well-informed discussion at the meeting.

Motions on local issues should normally be debated at branch AGMs but may also, in exceptional cases, be put to the national AGM. Emergency motions may be put to the meeting at the chairman's discretion. To allow PowerPoint slides to be produced containing the emergency motion they need to arrive at least three days prior to the AGM.

Motions should be CONCISE (preferably not more than 100 words). A motion will be considered only if the proposer or seconder attends the AGM in person to speak on them (three minutes is allowed) and/or answer questions. Motions without a seconder will not be accepted. Any member proposing two or more motions must indicate order of priority (motions other than his/her first one will be put only if time allows).

Railfuture Directorate/Group/Branch Structure

Railfuture is structured as three national directorates below the Board of Directors

- **Policy Directorate** – *What Railfuture campaigns for*
 - *Ian Brown, Director of Policy* – ian.brown@railfuture.org.uk
 - Passenger Group
 - Specialist passenger sub-groups cover relevant campaigning topics:*
 - Cycling issues, Disability issues, Rolling Stock Design panel*
 - Freight Group
 - Infrastructure & Networks Group
- International Best Practice is considered throughout Railfuture's campaigning. Some topics cross groups, such as High-Speed Rail, Rail Industry Finance, Research
- **Operations Directorate** – *Delivery of campaigning and services to members*
 - *Chris Page, Director of Operations* – chris.page@railfuture.org.uk
 - 12 branches in England; Railfuture Scotland; Railfuture Cymru/Wales
 - Railwatch Editorial Group
 - Media, Marketing and Communications Group
- **Finance and Corporate Governance Directorate** – *Running RDS Ltd*
 - *Jerry Alderson, Director of Finance and Corp. Gov.* – jerry.alderson@railfuture.org.uk

All directors are unpaid. Any member interested in serving on any of these Directorates/Groups should e-mail the relevant director (e-mail address above) as soon as possible.

AGM SPECIAL RESOLUTION

The special resolution asks members of the Railway Development Society Limited to approve amendments to the Memorandum and Articles of Association for the reasons set out below.

These relate to item 13 on the AGM agenda and item 3 on the proxy form.

Summary

The present Articles of Association (see www.railfuture.org.uk/DL219 or request a printed copy) originated in 2004 when the Railway Development Society Limited was created from the Railway Development Society. Amendments were made in 2007, 2010 and 2013 to enable us to plan over a longer term, attract people with professional experience, protect the financial interests of members, reduce administration costs, allow members to increase their involvement (e.g. voting electronically in our elections) and conform to changes imposed by the Companies Act 2006.

Society is changing and it is important that we reflect it. The standards that we expect in public life, and within organisations such as Railfuture, have increased as well. A Governance Review Sub-group has been set-up involving two directors and two branch representatives with expert advice from the Director of Finance & Corporate Governance when requested. They have unanimously proposed some further minor changes to the Articles of Association, which the Board of Directors has accepted and now presents to the members for adoption. These aim to:

1. Take account of changes in society and to avoid discriminating against members on the basis of their age or household composition
2. Take account of the introduction in March 2014 of a formal and mandatory code of conduct for directors (based on principles from the Nolan committee on standards in public life)
3. Reverse a mistake inadvertently created in 2007 when three-year terms for directors and co-option of directors were introduced, and correct some out-of-date terminology.

Wording changes to the Articles of Association

Only clauses numbered are proposed to change.

1. Clause 4b) delete existing and insert "Joint, 2 adults (aged 16 plus) living at the same address" and receiving one copy of material dispatched".
2. Clause 10, delete "Family" and insert "Joint"
3. Clause 11, delete "Family" and insert "Joint"
4. Clause 11, delete "If aged 18 or over" and insert "If aged 16 or over".
5. Clause 11, delete "h) to stand for appointment to the Specialist and Sub-committees" and insert "h) to stand for appointment to the Specialist and Sub-groups".
6. Clause 24, delete "aged 18 or over" and insert "aged 16 or over".
7. Clause 24, delete "Family" and insert "Joint"
8. Clause 29, delete Clause a) and revise Clause b) to read "A Chair and Vice-Chair, who shall already be Directors of the Company, shall be appointed by the Board from among their members."
9. Clause 29, revise existing clause d). Delete "elected" from sub clause (i), (ii) and (iii) and insert "appointed".
10. Clause 29, renumber clauses to reflect the above changes, i.e. clauses b) to e) become a) to d).
11. Clause 30, Delete clause and insert "A Director shall cease to hold office if he or she fails to attend any of the Board meetings within a period of 12 months without permission of the Board and without good cause. The Board will resolve that his/her position be vacated and that individual shall not be allowed to stand for re-election."
12. Clause 36, delete "Article 29c" and insert "Article 29b"
13. Clause 36, add ",is removed," between "who resigns.....or becomes ineligible".
14. Clause 36, add at the end of the clause, "The Board may appoint a non-Director to chair all or part of a Board meeting if the majority of Directors present agree".
15. Clause 40, add new clause f) "the Board remove a Director by a vote of two thirds of those Directors present at a Board meeting."

END