

EXTRAORDINARY GENERAL MEETING

An EXTRAORDINARY GENERAL MEETING of the Railway Development Society Limited will be held at the Autumn Railfuture Conference in Oxford at The Assembly Room, Oxford Town Hall, St Aldate's, Oxford OX1 1BX on Saturday 2nd November 2013, at 14.00.

By Rail: Frequent trains from London Paddington (First Great Western) and many parts of the country (Cross Country Trains).

By Car: Use the Park and Ride services from Redbridge or Seacourt (A34), Thornhill (A40), Pear Tree (A34/A44) or Water Eaton (A4260). Frequent buses from all of them stop close to the Town Hall.

On foot: Oxford Town Hall is in the heart of Oxford with bus stops close by, about 10 minutes walk from the bus/coach station and 15 minutes walk from the railway station.

Accommodation: A wide range of accommodation is available in Oxford but for budget accommodation nearby towns such as Didcot or Bicester offer better value.

For more information please see:

<http://www.oxford.gov.uk/PageRender/decTH/HowToFindOxfordTownHall.htm>

Proxies

Any member entitled to attend and vote may appoint a proxy to attend and vote on their behalf. A recommended form of proxy is enclosed with this notice. A proxy need not also be a member of the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of
The Railway Development Society Limited will be held at
The Assembly Room, Oxford Town Hall, St Aldate's, Oxford OX1 1BX
on Saturday 2nd November 2013, at 14.00.

(All Papers (including copies of the current and a full draft of the amended Memorandum and Articles of Association) are available at <http://www.railfuture.org.uk/EGM2013>)

AGENDA

14.00.

1. Chairman's welcome
2. Explanation of the changes proposed to the Memorandum and Articles of Association
3. Questions and answers
4. Vote on Special Resolution to amend the Memorandum and Articles of Association
5. Announcement of proxies cast
6. Result
7. Close of EGM (approx. 14.10.)

By Order of the Board
Lloyd Butler, Company Secretary
24 Chedworth Place, Tattingstone, Suffolk IP9 2ND
1st September 2013

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

EGM SPECIAL RESOLUTION

‘That the Members of the Railway Development Society Limited approve the First Stage Amendments to the Memorandum and Articles of Association to establish the means for electronic communications and electronic balloting in addition to existing paper-based communications and ballots, and instruct the Board to implement them.’

Summary

The Memorandum and Articles of Association of the Society (MMArts) were last amended in May 2010. There is now an urgent need to completely revise and update the MMArts.

However, at this stage the Board is proposing only a ‘First Stage’ updating to allow for electronic communications and electronic voting, in addition to conventional paper-based communications and ballots, and consequent changes. In order to allow for this to be implemented in time for the elections in May 2014, the changes need to be approved by an EGM of the Society before the end of this year.

Detail

In order to allow for electronic communications, electronic ballots and consequent changes, it is necessary to alter the wording of the MMArts to provide for such. There is absolutely **no** intention of discontinuing paper-based communications or ballots, and paper-based communications and ballots **will remain the default**. Members can then choose if they so wish, to **‘opt in’** to receiving electronic communications and to participate in electronic ballots.

It is the view of the Board that using paper-based ballots, with consequent cost of postage, etc., could act as a disincentive to some members to participate in the democratic process. Thus, offering a choice will broaden the level of participation in society affairs.

The changes needed are listed as follows and include some textual corrections that became obvious during Board scrutiny:

Page 3 1.

Add new sentence at the end:

‘Electronic form’ has the meaning given in section 1168 of the Companies Act 2006.

Page 4 11(f).

Delete the ‘s’ at the end ‘ballots’ to become ‘ballot’.

Page 4 15(c).

Delete the sixth word ‘postal’.

Page 5 18.

Delete the second word ‘postal’ and the seventh word ‘printed’ from the last line of the paragraph.

Page 5 24.

First line, delete the words ‘....by post or at a General Meeting....’.
Last line, delete the tenth word ‘he’ and substitute ‘be’.

Page 6 29(a).

Delete the sixteenth word ‘postal’.

Page 6 29(c).

Delete the fifteenth word 'postal'.

Page 6 33.

Second sentence, after Ballot papers add '(printed or electronic)'.

Page 6 34.

Add the following new sentence after the existing sentence: 'The Board shall have the power to establish mechanisms to permit electronic voting and, if it deems it appropriate, to engage an agent to undertake the detailed operation of the ballot.'

Page 9 58.

In the sentence beginning 'The meeting shall.....', delete the thirteenth word 'postal' and substitute 'electronic/printed'.

Page 9 61-64 inclusive.

Delete the Section Title 'NOTICES' and substitute 'MEANS OF COMMUNICATION TO BE USED'

Delete existing 61 – 64 inclusive and substitute the following:

61. Subject to the Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

62. Any notice to be given to or by any person pursuant to the Articles:
a. Must be in writing; or
b. Must be given in electronic form.

63. A member whose registered address is not within the United Kingdom shall only be entitled to receive notices in writing if that member provides an address within the United Kingdom to which notices may be sent.

64. The company may give any notice to a Member either:
a. Personally; or
b. By sending it by post in a prepaid envelope addressed to the Member at his or her address; or
c. By leaving it at the address of the Member; or
d. By giving it in electronic form to the Member's address.

65. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive a notice shall not invalidate the proceedings of that meeting provided the number of members so affected does not exceed ten per cent of the members. A member present at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, the purposes for which it was called.

66. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

67. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

68. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
a. 72 hours after the envelope containing it was posted; or
b. In the case of an electronic form of communication, 72 hours after it was sent.

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Renumber existing 65 – 72 inclusive as 69 – 76.

Who's Who in Railfuture 2013-2014

President: Christian Wolmar

Senior Vice-President: Mike Crowhurst

Vice-Presidents:

The Rt. Hon. the Lord Adonis PC
Prof. David Begg DSc BA
The Rt. Hon. the Lord Berkeley
OBE MICE
David Bertram
George Boyle
Ian Brown CBE

Dr. Michael Caton
Rhodri Clarke
The Rt. Hon. the Lord Deben of
Winston PC
Barry Doe FCILT
Roger Ford
Chris Green
Stanley Hall MBE FCILT

Christopher Irwin
Peter Lawrence
Dr. Caroline Lucas MP
Stewart Palmer
Peter Rayner OBE
Adrian Shooter CBE
Brian Simpson MEP
The Rt. Hon. the Lord Snape

The Rt. Hon. the Lord Tyler
CBE DL
S F Wilkinson MinstTA
Alan Williams

The President and Vice Presidents are appointed annually by the membership at the annual general meeting. The Chairman is elected annually by the membership. The Directors appoint the Vice-chairman annually from within their number. Directors are elected by the membership to serve for a period of three years.

National Board of Directors:

Chairman: Dr. David Berman, david.berman@railfuture.org.uk

Vice-Chairman & Finance Director: Jerry Alderson, Cambridge (*Retires 2014*) jerry.alderson@railfuture.org.uk

Other directors: Roger Blake, London (*Retires 2016*) roger.blake@railfuture.org.uk
Allison Cosgrove, East Lothian (*retires 2016*) allison.cosgrove@railfuturescotland.org.uk
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Christopher Hyomes, West Yorkshire (*Retires 2016*) christopher.hyomes@railfuture.org.uk
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Chris Page, Berkshire (*Retires 2015*) chris.page@railfuture.org.uk
Philip Shelton, Devon (*Retires 2015*) philip.shelton@railfuture.org.uk

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