

# RAILFUTURE LTD AGM 2018

## SPECIAL RESOLUTION / FEEDBACK FORMS

Please read these two pages before completing your response either online or by detaching the final two pages and sending them to the Company Secretary.

### Proposed change to the Articles of Association

The Board of Directors proposes a change to the Articles of Association to increase Railfuture's ability to attract more members to Railfuture and to retain existing members.

It would allow directors to reduce rates for existing membership types and to introduce new types (such as a cheaper rate for online communication only). It would also allow a financial incentive to renew for multiple years. If passed, directors expect to reduce the full membership rate to avoid the confusion of the discount rate. There was consistent feedback from the Branches and Groups Away Day in late 2017 that having two non-concessionary prices made it unclear which price branches should promote. Directors have recently asked a freelance marketing consultant to advise on how to make Railfuture more attractive, and this change could be an important part of that.

The present Articles of Association are available at [www.railfuture.org.uk/DL219](http://www.railfuture.org.uk/DL219) or request a printed copy.

### Special Resolution – Membership Types and Membership Rates

#### **Background**

Many people in Railfuture recognise that the long-term survival of the organisation depends on recruiting younger members who reflect modern British society. At present the organisation is severely constrained in what it can do in terms of the type and cost of membership as a result of The Articles of Association, specifically Article 4 and Article 10. The present wording is set out in the resolution below. If Railfuture is to respond in a much more commercially agile way to attract new and retain existing members, there has to be flexibility to offer incentives and other inducements to potential and present members. There is, for example, no mechanism in practice to offer any type of discount, or to create a bespoke category of membership, to attract a specific group of individuals. At present it can take anything up to 18 months to change membership rates or types of membership. No modern organisation which wants to attract new members can afford to be so constrained.

#### **Proposal**

The Board proposes that The Articles be revised to create a much more flexible arrangement to permit the creation of new classes of membership and to be able to offer different rates of membership for specific periods. The Board recognises that this power must not be used to raise existing membership rates without recourse to a General Meeting, as now, and the revised Articles reflect this potential concern. The Board is able to provide a breakdown of the membership numbers by type of membership and subscription rate at each General Meeting if requested.

#### **Existing Article 4**

Membership of the Company shall be open to those who support the aims and objectives of the Company.

The categories of membership shall be:

- a) Ordinary (individuals aged 16 or over);
- b) Joint, 2 adults (aged 16 plus) living at the same address and receiving one copy of material dispatched;
- c) Corporate Body;
- d) Affiliated Organisation;
- e) Concessionary (individuals of the age for receiving a state pension, individuals under the age of 16, students in full time education or individuals who are unwaged).

## Proposed change to Article 4

The present Article is unchanged except to add the following additional clause at the end of the Article:

f) Other categories as the Board may approve

## Existing Article 10

Membership subscriptions for each class of membership shall be proposed from time to time by the Board. Changes in the subscription rate for Ordinary, Joint and Concessionary members require approval of a General Meeting. If exceptionally the financial affairs of the Company require the Board to increase the subscription between General Meetings they must obtain the approval of a subsequent General Meeting.

## Proposed Article 10

The present Article is unchanged except to delete the word "Changes" at the start of the second sentence and insert the word "Increases".

**The membership is asked to APPROVE the changes to Article 4 and 10 as proposed above.**

## Feedback form page 1 of 2 Appoint a Proxy at the AGM

Every member has the right to appoint a proxy to represent them at the AGM. You may still attend and vote even if you have appointed a proxy. The Companies Act 2006 allows you to appoint any person you choose. The form defaults to the chair at the AGM (this is the only person guaranteed to be present and therefore represent you). You may replace the chair by another person who will be attending. Where you have directed the proxy on how to vote then, by law, that vote must be counted.

Railfuture belongs to you so please take the trouble to use your vote.

## Feedback form page 2 of 2 Attendance at the AGM

Please inform us whether you will or will not be attending the AGM. This is very helpful as it allows us to estimate the number of teas and coffees to provide, avoiding wastage and unnecessary expense.

***Thank you for taking the time to respond to this AGM Special Resolution and Feedback Form***

***Use the same website page to give consent to Railfuture to stay in touch with you, please!***

The following screenshot shows how to do this **online**.

Go to [www.railfuture.org.uk/member](http://www.railfuture.org.uk/member) and select "meeting" (circled here) in the red box. Then complete the boxes that it displays and click "submit".

**Member Services**  
Edinburgh AGM on 12/05/2018 at Holyrood Hotel

Click **meeting** to record your attendance/give apologies, and/or appoint a proxy or vote by proxy.  
Click **Edinburgh** for more information about the meeting, including venue address.

**Update Your Details, Consents and Interests**  
Click **Update** to amend your details (e.g. name, address, phone, email address), give consent for Railfuture to communicate with you and opt-in to receive bulletins such as **Rail Action** and **Rail User Express** and information about specific campaigns (such as Ox-Cam and Uckfield-Lewes).

Railfuture Number:  (Mandatory)  
PIN Code:  (Mandatory)  
Member Name:  (Mandatory)  
Your name (if different):  (If RUG/Corporate member)  
E-mail address (main):  (If confirmation wanted)  
E-mail address (other):  (Optional)  
Year of birth (if person):  (Optional - useful for our records)

**Presence at the Railfuture meeting**

I do not know yet  
 I (or my proxy) will be attending  
 Please record my apologies  
 I will not be attending but do not record my apologies

**Request for further information**

Please email me a copy of the full version of the 2017 AGM Minutes  
 Please email me a copy of the Motions for this meeting

**Record your proxy votes or appoint a proxy**  
*This section is optional and is only used if a proxy is named at the bottom.*  
If you leave a line blank then the chairman or your proxy may vote or abstain as he/she thinks fit.

To receive the Annual Report and Financial Statements for the period ended 31st December 2017:  
FOR:  AGAINST:  ABSTAIN:

To allow Directors to appoint an Independent Examiner and fix their remuneration (if any):  
FOR:  AGAINST:  ABSTAIN:

Special Resolution - Articles of Association - Membership Types and Membership Rates:  
FOR:  AGAINST:  ABSTAIN:

For my named proxy (otherwise the chairman) to vote at his discretion on any motions on Railfuture policy, strategy and organisation:  
YES:  NO:

Name of your proxy:  (Blank out this field if proxy not wanted)

# RAILFUTURE LTD AGM 2018

## FEEDBACK PAGE 1 OF 2 – PROXY VOTING FORM

Proxy Voting Form for use by members of Railfuture Limited at the Annual General Meeting to be held on 12 May 2018

You can complete both parts of this two-page form online at [www.railfuture.org.uk/member](http://www.railfuture.org.uk/member). You will need to enter your membership number and PIN (found on the inside of the Railwatch white cover sheet) or by completing both sides of the form below and posting it.

Please ensure you submit a proxy form only once. If you attend in person then your proxy form will not be used.

I, \_\_\_\_\_ of \_\_\_\_\_  
(Please insert your Full Name and Address in BLOCK CAPITALS)

as a Member of Railfuture Limited, I hereby appoint the CHAIR of the Meeting  
or (see note 1)

\_\_\_\_\_ of \_\_\_\_\_  
(Please insert your proxy's Full Name and Address in BLOCK CAPITALS)

to vote for me and on my behalf at the Annual General Meeting to be held on 12 May 2018 and at every adjournment thereof and to vote as follows on the following Resolutions which will be proposed at the meeting:

To help complete our records, please supply your year of birth: \_\_\_\_\_

	For	Against	Abstain
1 To receive the Annual Report and Financial Statements for the period ended 31 December 2017			
2 To allow Directors to appoint an Independent Examiner and fix their remuneration (if any)			
3 Special Resolution - Amend the Articles of Association as defined in "Membership Types and Membership Rates" attached to this form			
4 And to vote at his/her discretion on any motions on Railfuture policy, strategy and organisation. (see note 3) (delete as appropriate)	YES	NO	

Signed \_\_\_\_\_ Date \_\_\_\_\_ day of \_\_\_\_\_ 2018

- Notes:
- 1 If you wish to appoint someone other than the chairman of the meeting as your proxy please delete the words "the CHAIR of the meeting" and insert the name of the person you wish to appoint. A proxy need not be a member of the Company. Proxies have the same rights as members at the meeting and are allowed to speak.
  - 2 Please indicate with an 'X' how you wish the proxy to vote. Unless so instructed, the proxy will vote or abstain as he/she thinks fit.
  - 3 The proxy will have to exercise his/her discretion on motions on Railfuture policy, strategy and organisation as motions on these subjects are accepted up to 14 days before the AGM i.e. 28 April 2018.
  - 4 Proxy forms must be received at Railfuture, 24 Chedworth Place, Tattingstone, Suffolk IP9 2ND **no later than 48 hours before the date and time of the meeting** failing which your Proxy will not count. Allowance will not be made for proxy forms delayed or lost in the post. Completion of this form will not prevent you from attending and voting in person at the meeting.

Additional copies of this two-page form (in case of spoiling the paper) can be obtained from [www.railfuture.org.uk/DL1675](http://www.railfuture.org.uk/DL1675).

# RAILFUTURE LTD AGM 2018

## FEEDBACK PAGE 2 OF 2 - ATTENDANCE FORM

Macdonald Holyrood Hotel, 81 Holyrood Road, Edinburgh EH8 8AU  
on Saturday 12 May 2018, starting at 11:00

You can complete both parts of this two-page form online at [www.railfuture.org.uk/member](http://www.railfuture.org.uk/member). You will need to enter your membership number and PIN (found on the inside of the Railwatch white cover sheet) or by completing both sides of the form below and posting it.

(PLEASE READ CAREFULLY BEFORE COMPLETION)

If you are coming to the AGM, or wish to send your apologies, please complete this side of the form in **BLOCK CAPITALS**

NAME: \_\_\_\_\_

ADDRESS: \_\_\_\_\_

\_\_\_\_\_ POSTCODE: \_\_\_\_\_

EMAIL ADDRESS: \_\_\_\_\_

Please **tick** as appropriate:

I will be coming to the AGM in Edinburgh on Saturday 12 May 2018

I will not be coming. Please record my apologies

Please email me a copy of the **full** draft 2017 AGM Minutes

Please email me a copy of the Motions for this meeting

Please post me a copy of the **full** draft 2017 AGM Minutes

( please enclose a )

Please post me a copy of the Motions for this meeting

( large letter/A4 envelope with )

( a minimum of a 76p stamp )

Copies of the **public** version (i.e. without attendee list) of the draft 2017 AGM Minutes are also available for download from the Railfuture website [www.railfuture.org.uk/DL1673](http://www.railfuture.org.uk/DL1673).

### ELECTRONIC BOOKING:

Please use the [www.railfuture.org.uk/member](http://www.railfuture.org.uk/member) web-site page where possible as it reduces the administration time. However, confirmations, apologies and other AGM notifications may also be emailed to the Company Secretary at [loyd.butler@railfuture.org.uk](mailto:loyd.butler@railfuture.org.uk).

### POSTAL BOOKING:

The legal deadline for proxies is defined on Feedback Form Page 1. However, to help estimate catering numbers please post this sheet to arrive **by FRIDAY 4 MAY 2018 IF POSSIBLE**, to the Railfuture Company Secretary at:

**Lloyd Butler (Railfuture AGM)**  
**24 Chedworth Place, Tattingstone, Suffolk IP9 2ND**