
17th ANNUAL GENERAL MEETING OF RAILFUTURE LTD

St Michael's Centre, The Green, Stoke Gifford, Bristol BS34 8PD

on Saturday 16 July 2021, starting at 11.00

(Registration from 10.00, free refreshments from 10.30)

St Michael's Centre, which is a short walk from Bristol Parkway station, was the venue for Railfuture's 'Every Passenger Matters' Annual National Conference in September 2019. This is a modern conference centre and the feedback Railfuture received about the facilities was very positive. Refreshments upon arrival are provided free of charge. To help us plan catering and avoid unnecessary costs, it would be appreciated if anyone planning to attend can record their attendance by Friday 8 July — see attendance form, which also has details of how to do so via the website at www.raillfuture.org.uk/member/ (you will need your Railfuture Number and PIN – a reminder can be sent by email; or complete and return the form).

A map of how to reach the venue from Bristol Parkway is shown on page 3 of this flyer (note: St Michael's Centre is a short distance from St Michael's Church). A buffet lunch will be provided at a cost of £10 (this is the price the supplier charges Railfuture). This must be purchased in advance by Friday 8 July (either online at www.raillfuture.org.uk/conferences/ via PayPal or by sending a cheque – see postal details on the 'feedback form'). An alternative lunch venue is the nearby Beaufort Arms public house. Please do not bring your own lunch into the venue, however, you can eat on the Green outside.

The formal Annual General Meeting (AGM), which will be held prior to lunch, is open to fully paid-up members or the proxy that they have registered at least 48 hours before the event. There will be no admission for members whose subscription is not current, and no payments will be taken on the door.

The afternoon session begins with presentation of Railfuture's annual Rail User Group Awards (please see www.raillfuture.org.uk/RUG-Awards). As some of the winners will already be present — and to make the AGM distinctive from Railfuture's Annual National Conference in Leeds on Thursday 15 September 2022 — afternoon speakers will be representatives from these Rail User Groups (and other campaign groups).

PLEASE HELP TO KEEP COSTS DOWN – USE EMAIL

We would appreciate knowing your email address - please email renewals@raillfuture.org.uk.

Most members receive Railwatch by post. If you prefer to read it online, please send an email to the above address (or change your preference using www.raillfuture.org.uk/selfcare - it will display a large green button to click after you login if you currently receive Railwatch or your branch newsletter by post) and you will be sent a link to the Railwatch website at the same time as it arrives through letter boxes. The email will also include attachments, such as this AGM notice.

WE NEED HELP

We need more active volunteers both within Railfuture's 14 branches (see map, campaigns and other details at www.raillfuture.org.uk/branches) and at national level. There is plenty that we would like to do but do not have enough volunteers. We need help with social media, event management, finance, marketing, editorial/design, video making, IT (PowerPoint and PhotoShop) and much more. Contact details can be found at www.raillfuture.org.uk/Contact+Us

ENCOURAGE FAMILY AND FRIENDS TO JOIN

It is important that Railfuture has a large and diverse a membership as possible. Please encourage others to join. Details at www.raillfuture.org.uk/join.

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

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of **Railfuture Limited** will be held at **11.00** on **Saturday 16 July 2022** at **St Michael's Centre, The Green, Stoke Gifford, Bristol BS34 8PD**

AGENDA

10.00-11.00 Registration (Tea and coffee available from 10.30)

11.00 Morning session (currently paid-up members and proxies only)

1. Welcome (with apologies for absence)
2. Remind attendees of the standing orders adopted at the 2016 AGM.
These will be available from reception or can be viewed at www.railfuture.org.uk/display1216
3. To read and approve the minutes of the 16th Annual General Meeting of Railfuture Limited held on Saturday 17 July 2021 in Birmingham - www.railfuture.org.uk/display2961 (for public version) or www.railfuture.org.uk/display2964 (for private version - must login to read).
4. Matters arising from the minutes
5. Honorary President's address (Christian Wolmar – invited and will attend if he is available)
6. National Chair's report (Chris Page)
7. To receive the Annual Report and Financial Statements for the year ending 31 December 2021 (Jerry Alderson, Director of Finance & IT and/or Trevor Davies, Company Accountant)
The Independent Examiner's report is contained within the summarised and full accounts
8. Re-appointment of the Independent Examiner (Newsham Hanson, based in North Somerset)
9. To record that there was no election for Directors owing to insufficient candidates
10. Appointment of Honorary President and Vice-presidents
11. Special Resolution to revise the Articles of Association
12. Motions from members
13. 'Campaigner of the Year' Presentation – organised by Wendy Thorne, Railfuture Director
14. Chair – review of the meeting and looking forward to the year ahead

By Order of the Board,

Date 05/03/2022, Trevor Davies, Company Secretary

Correspondence address: 14 Ghent Field Circle, Thurston, Suffolk IP31 3UP

Registered office: Edinbrough House, 1-5 Bellevue Road, Clevedon, North Somerset BS21 7NP (legal correspondence only)

12.45 – 13.30 Lunch — This is provided at the venue for those who paid for it in advance. If you have brought your own lunch then please consume it outside.

13.30 Afternoon Session (open to the public)

1. Welcome
2. Rail User Group Awards – organised by Roger Blake, Railfuture Director
3. Speakers from some of the successful RUGs (and other campaign organisations) to talk about their group's work and successes

15.30 Thanks and closing remarks

AGM PACK INCLUDED WITH RAILWATCH / SUMMARY ACCOUNTS

In addition to this four-page notice you should have received a two-page feedback form including proxy voting (page 1) and attendance form (page 2) – both can be completed online (you can repeat this if your intentions change). Please complete this if you plan to attend.

You should also receive the four-page summary accounts for 2021. These can also be viewed on the website at www.railfuture.org.uk/display2962 with the full 'statutory' accounts that are sent to Companies House at www.railfuture.org.uk/display2963.

ELECTIONS

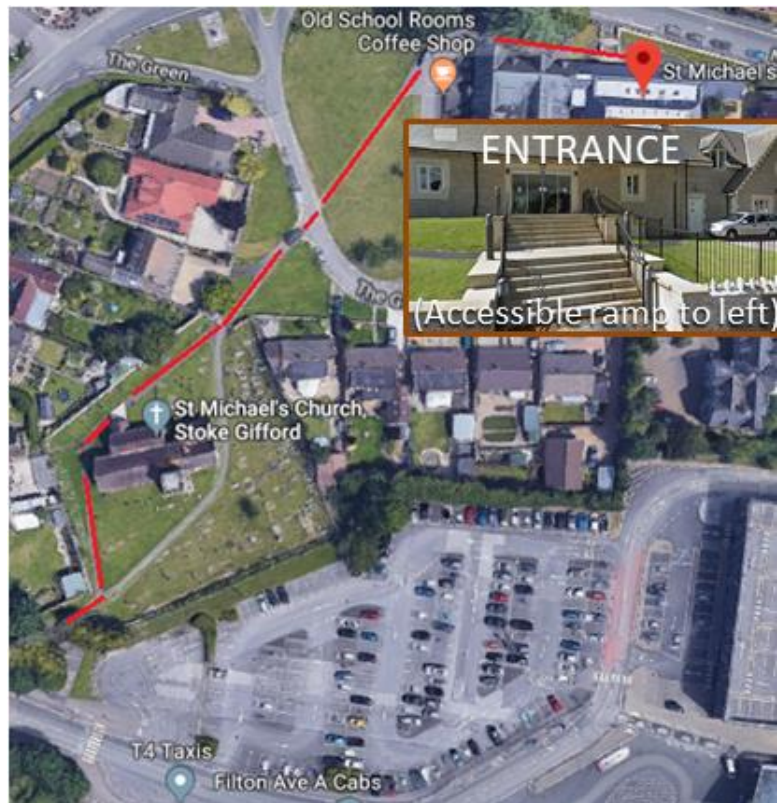
The board of directors wish to express their disappointment that no new candidates chose to stand for election this year. All three retiring directors chose to stand again, which means the board is unchanged from last year. Their election statements are on the website at www.railfuture.org.uk/display2965. Members with suitable skills and experience are encouraged to consider standing next year and enquire via the national Chair, Chris Page – see www.railfuture.org.uk/elections for more about the election process.

Location of ST MICHAEL'S CENTRE - The Green, Stoke Gifford, Bristol BS34 8PD

See <https://www.stmichaelsvenuehire.co.uk/location> for details of how to get there.
The venue is very close to **Bristol Parkway Station**. Allow 10 minutes to walk from there.



Exit the station and walk through the car park until you almost reach a 'T' junction. On your right is a blue sign marked "Stoke Gifford". Take this footpath which leads through the Churchyard and veers left round the church to reach a Green. The Church centre will be ahead of you.



Do not use the café entrance, which is the older part of the building, but instead walk past around the building where you will find a small car park and the entrance to the main centre (North Road). There will be a reception desk by the door. The Google map and satellite images (above) show where the venue is.

More information can be found at <https://www.railfuture.org.uk/conferences/>

If you have any queries, where the answer cannot be found on the website, please contact Lloyd Butler by email at lloyd.butler@railfuture.org.uk or at **14 Ghent Field Circle, Thurston, Suffolk IP31 3UP**

Photographs: Railfuture has an official photographer for the AGM and will publish photos of attendees only with their consent. No other photographs should be taken on the premises without approval in advance and individuals should be asked for permission before being photographed.

Literature: only Railfuture's own literature is to be displayed in or around the AGM venue.

SPECIAL RESOLUTION TO AMEND ARTICLES OF ASSOCIATION – CLARIFICATION AND LEGISLATION

The Railfuture Governance Group reports to the Board of Directors. It has proposed some small changes to the Articles of Association to clarify what Railfuture does, and also to refer to the latest legislation where it has changed (there were references to superseded legislation). Some issues were spotted when discussing the company's revised insurance policy with a new broker in 2021.

Special Resolution to be presented: "Members are asked to approve the proposed changes to The Company Memorandum and Articles listed in the notice of this Annual General Meeting of Railfuture Ltd."

Supporting Rationale

The scope of the proposed changes to The Articles are minor and centre around three areas.

- i) To reflect the current legislation relevant to the operation of The Articles.
- ii) To clarify the geographical scope of the operation of Railfuture.
- iii) To correct a number of minor typographical errors.

Items i) and iii) are really self-explanatory. The Board considers that the current Articles are ambiguous in respect of the scope of Railfuture's activities, and the changes are designed to make clear that Railfuture's prime focus is in England, Wales and Scotland and that Northern Ireland, whilst part of the United Kingdom has no direct connection with the national rail network and is far more associated with the Irish Republic's rail system. In addition, whilst there are six members living in Northern Ireland, there is no Branch in the Province. The changes are also designed to clarify the extent to which Railfuture will be involved with activities in mainland Europe and Ireland. Railfuture will remain a member of the European Passenger Federation (EPF) for as long as deemed necessary and engages actively with cross-Channel rail operators via TOC liaison representatives and the European Passenger Group (EPG), a sub-group of the Railfuture Passenger Group.

The current Memorandum and Articles of Association are online at <https://www.railfuture.org.uk/display219>.

- At top of both Memorandum and Articles of Association, change "The Companies Acts 1985 to 1989" to "**The Companies Act 2006**", and also in clause 1 of the Articles (referring to the definition of 'the Act').
- Clause 3 of the Memorandum, change "The objects of the company are:" to "The objects of the company **within England, Wales and Scotland are:**"
- Clause 3c of the Memorandum insert the word "relevant" to become "to promote investment in and improvement of national, local and **relevant** international rail networks..."
- Clause 3j of the Memorandum, correct the grammatical error "objective's" to become "the aims and objectives of the Company".
- Clause 5 of the Memorandum, to remove "or €1.50 (one euro 50 cents)" so that a member's liability becomes "which shall not exceed £1.00 (one pound)".
- Clause 15d of the Articles, insert a missing comma, to become "To appoint one or more Auditors, Scrutineers or Examiners for that year".
- Clause 18 of the Articles, change 250 to 300 to become: "Candidates, who must be paid up members of the Company, may submit an election address of up to **300** words and may also submit personal details of up to 50 words with nominations for all elected Members of the Board". This reflects current practice.
- Clause 24b of the Articles, add "(or signal if unable to stand)" for accessibility compliance to become "25 members stand **(or signal if unable to stand)** and request a ballot when the Chair must direct a ballot."
- Clause 40 c) i) of the Articles to change dates 1983 and 1960 and add "(as amended in 2015)" to become "is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act **2007** or, in Scotland, an application for admission under the Mental Health Act (Scotland) **2003 (as amended in 2015)**"
- Clause 54 of the Articles to insert "in England, Wales and Scotland" to become "Branches may be set up **in England, Wales and Scotland** with the approval of the Board where concentration of membership makes this desirable and possible. Branches shall be subject to such regulations as may be prescribed by the Board."
- Clause 68 of the Articles to replace 72 hours to 48 hours and add the exclusion in brackets to become:
48 hours after the envelope containing it was posted **(excluding Saturdays, Sundays and Bank Holidays)**; or
In the case of an electronic form of communication, **48** hours after it was sent.

AGM MOTIONS FROM MEMBERS

The AGM is an opportunity to discuss and assess what we have done over the past 12 months, focusing on Railfuture's *policy, strategy and organisation*, and to look ahead and guide our rail campaigning over the coming year.

Motions for possible discussion must be sent to **Chris Page, Chair**, chris.page@railfuture.org.uk or by post to '**Clara Vale**', **Thibet Road, Sandhurst, Berkshire GU47 9AR** to arrive by **2 July 2022** with the signature of the proposer and seconder, who must both be current members. They should be in typed format. 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 Chair's discretion, further written amendments may be accepted by 10:45 on the day. You should also check Railfuture's current campaigns on our website, which set out our existing policies – see www.railfuture.org.uk/campaigns.

The Chair has the right to send, before the meeting, copies of any motion(s) to any branch, group or officer whose work it may affect. 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 Chair's discretion. To allow PowerPoint slides to be produced containing the emergency motion they should arrive at least three days before 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).

A Motions Committee will review all motions received prior to the AGM. If the substance of the motion can be achieved to the proposer and seconder's satisfaction, then it will not be discussed at the AGM. A statement from the Motions Committee will be read out at the AGM detailing the decisions reached.