

STANDING FOR RAILFUTURE BOARD OF DIRECTORS - NOMINATION PAPER 2024

All *Railfuture* members are encouraged to take part in Railfuture activities, including standing as a director and voting for directors. Nominations open on 1 January 2024 and close on 1 February 2024.

A summary of directors' responsibilities and skills to fill, including current roles, can be read page 1 of the last candidates statements sent to members - see <https://www.railfuture.org.uk/display3241>.

There are nine elected positions on the Board. Each director retires at the AGM after completing their three-year term and may stand again (there is no maximum time they may serve). The candidates with the three highest votes will be elected for three years from the date of the AGM. Directors who resign before their term expires are not usually replaced until the next AGM – if they are it would be done through co-option based on the skills and experience needed; losing candidates from the last election do not have priority or right to be co-opted. Any co-opted director's term will only last until the next AGM. If resignations have occurred, then other candidates will fill the remaining terms in descending order of votes. For example, if directors with one- and two-year terms remaining had resigned then the 4th placed candidate would be elected for two years and the 5th placed for one year.

Railfuture has a small electorate scattered across Britain (and a few live abroad). Its elections cannot operate like a general or local election where candidates face intense scrutiny from voters, journalists, and their rivals. In lieu of this the independent Electoral Returning Officer (ERO) is appointed by the Board to ensure fairness to candidates and voters.

Railfuture aims to hold friendly elections. It has a strict rule that the only opportunity for candidates to canvass is through an accurate, truthful and verifiable election statement (in the opinion of the ERO) supplied on this nomination form that accompanies the voting papers sent to all members.

Election statements should state what the candidate can offer *Railfuture* **NOW AND IN THE FUTURE** with examples of their experience and abilities. Candidates should not overstate past contributions.

Important Notes:

1. Please write CLEARLY & LEGIBLY throughout.
2. Nominee, Proposer and Secunder must, at the time of submission, be fully paid up Members of Railfuture Ltd.
3. Complete fully and return, **TO ARRIVE NO LATER THAN 1 FEBRUARY 2024** [see last page] to:
Railfuture Returning Officer, Birch Rise, Swan Lane, Great Bourton, Banbury OX17 1QR, or email a scanned copy to the ERO at chris.bates@railfuture.org.uk from the email address already registered with Railfuture (it will be listed on the back of the Railwatch cover sheet).
4. Nomination papers received after this date will not be accepted. Acknowledgements will be by email. No acknowledgement by post will be sent unless an SAE is provided.
5. **All nominees must read the equal opportunities statement at the top of the next page, and the declaration and notes overleaf and then sign to acknowledge their understanding of, and agreement to be bound by them and to confirm their wish to be nominated.**

We wish to nominate: (name) _____ Membership No *: _____

of: (address) _____ Postcode: _____

Telephone Number: _____ Email: _____

(* if known)	<u>PROPOSER</u>	<u>SECONDER</u>
Name:	_____	_____
Signature:	_____	_____
Post code:	_____	_____
Membership No *:	_____	_____
Telephone Number:	_____	_____
Email:	_____	_____

EQUAL OPPORTUNITIES STATEMENT

RAILFUTURE WELCOMES NOMINATIONS FROM CANDIDATES REGARDLESS OF GENDER, ETHNIC GROUP, RELIGIOUS BELIEF, AGE, DISABILITY OR SEXUAL ORIENTATION.

PLEASE ALSO COMPLETE & RETURN THE ATTACHED EQUAL OPPORTUNITIES MONITORING FORM.

CANDIDATE'S DECLARATION

In addition to declaring their willingness to stand for election, and in order to comply with our Insurer's criteria for providing Insurance, a prospective Director must be able to sign the following declaration:

I confirm that I have not:

- been convicted or charged (but not yet tried) with a criminal offence (other than a motoring offence),
- received an official caution for a criminal offence within the last three years (other than a motoring offence),
- ever been declared bankrupt and/or been a director of a Company which has gone into liquidation, administration or receivership,
- ever knowingly failed to conform to legislation pertaining to Health & Safety at Work activities,
- been disqualified from acting as a director.

Also, no Insurer has ever:

- declined a proposal,
- not invited a renewal,
- cancelled or refused to renew a policy,
- imposed special conditions or requested extra precautions to be taken by me or any partner or director or officer in my business.

I confirm that I will advise the Company Secretary if, during my tenure of office, I become subject to any of the above provisions. I understand that I will be expected to complete a declaration of interests form in order to take up my elected position and that I must follow the prevailing code of conduct for directors and officers of Railfuture Ltd in order to continue occupying it.

NOTES ON ROLE OF THE ELECTORAL RETURNING OFFICER, PERSONAL DETAILS AND ELECTION ADDRESS OF CANDIDATE:

In an effort to assist Members to better know and more easily compare the candidates and their relevant experience and attributes, these details should be submitted in a standardised format as answers to the eight specific questions shown below. They must be typed or word processed and, if sent by post, supplied on a separate sheet of paper.

The Board of Directors authorises the Electoral Returning Officer, independently, and at his complete discretion, to reject or edit:

- submissions that contain defamatory remarks about Railfuture Members or Officers (whether specifically named or not),
- statements that might be deemed not to be in the best interests of Railfuture to appear in print (e.g. relating to current legal proceedings),
- retrospective claims or observations regarding internal events long ago,
- claims that cannot be verified because they may relate to matters not wholly in the public domain.

Candidates must not attempt to gain an unfair advantage by directly communicating with members on the subject of their candidacy. Any candidate who independently initiates or sends to members (especially but not exclusively using personal inside knowledge of email or postal addresses), any

form of electioneering, election material, comments on other candidates or comments on or about the conduct of the election, whether by letter, statement (including verbal) or any form of electronic or printed publication (including email, SMS text or social media), may be disqualified by the Board from the election. Candidates may *individually* respond to questions sent to them by a member.

Please provide the following *brief* information about the candidate. Depending on available space on the ballot literature the ERO may choose not to publish one or more items, but the same set of items will be shown for all candidates. The directors reserve the right to include a statement about the suitability of a candidate. Directors standing for re-election will take no part in any such decision.

- (1) Length of membership of Railfuture
- (2) Current and previous Railfuture branch committee service
- (3) Current and previous Railfuture national group/sub-group service
- (4) Relevant qualifications and work experience
- (5) Current and previous membership of other relevant organisations with details of positions held
- (6) Participation in other organisations as a Railfuture representative
- (7) Nature and duration of association with a Rail User Group (whether or not affiliated to Railfuture)

Election Address (Maximum of 300 words)

Any submission that exceeds this maximum will be returned to the candidate for resubmission (if time permits) or will be truncated/edited by the Electoral Returning Officer.

I confirm that I have read and fully understood:

- a) **the role, duties and responsibilities of the Electoral Returning Officer in the conduct of elections**
- b) **the content of the Equal Opportunities Statement, the Candidate's Declaration and the Notes on Candidate's Personal Details & Election Address, and that I agree to be bound by them and consent to my nomination to stand for election**
- c) **the code of conduct required of directors (published at www.railfuture.org.uk/DL753) especially collective responsibility.**

I further acknowledge and confirm that If elected I am bound by the decision of the Board that all directors' expenses (claimed and/or waived) will be published in full on the website at the end of each Financial Year.

Signature: _____

Name: _____

Date: _____

Please see next page about the opportunity to discuss the role after submitting nomination form.

Railfuture Limited is a (not for profit) Company Limited by Guarantee. Registered in England and Wales No. 05011634.
Registered Office: Edinburgh House, 1-5 Bellevue Road, Clevedon, North Somerset BS21 7NP (for legal correspondence only)
All other correspondence to 14 Ghent Field Circle, Thurston, Suffolk IP31 3UP

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

follow us on X/Twitter: @Railfuture / @Railwatch and on Instagram: Railfuture

LATE NOMINATIONS

The Article of Association allow for late nominations to be *considered for acceptance* where insufficient nominations were received the deadline. There is a tight deadline between the closure date and producing the paperwork to go out with Railwatch. A decision whether to accept a nomination that arrived a few days after the deadline will be decided by the ERO and directors.

OPPORTUNITY TO DISCUSS THE ROLE AFTER SUBMITTING NOMINATION

It is important that any person taking up the role of director understands what is required of them. All candidates (regardless of whether they are currently a serving director, have been in the past or are standing for the first time) will be invited to an informal meeting with a panel (usually two) of impartial Railfuture representatives to understand more about the role. This will last no more than one hour and will be held in February. This allows a candidate to withdraw, if they decide the role is not appropriate for them, prior to the ballot papers and other election materials being produced.

To allow the membership to make an informed decision, the ERO may include a sentence after a candidate's elections statement to state that they did not attend the meeting.

BANKING AND INSURANCE REGULATIONS

All Railfuture's banks and insurers require us to notify them of any change of director (regardless of whether that director has any authority to use the bank account). From time-to-time they may require proof of identity and residence for all, or any, director. This may require a visit to a bank branch.

Banks have the powers to suspend Railfuture's bank accounts if they have any concerns about one or more directors. Likewise, our insurers may suspend or terminate our insurance cover. In the event that this cannot be resolved the Board may have no choice but to remove the director.

For information, there have been recent instances where banks have threatened to close accounts owing to the political, rather than criminal, activities of a director etc. where these activities have nothing to do with the organisation. Press reports suggest it mainly relates to individuals who have attracted the interest of security services in UK or USA.

Directors will be required to familiarise themselves with the conditions in the policies and be aware of the Insurance Act 2015 and other legislation.

INFORMATION TO BE SUBMITTED TO COMPANIES HOUSE

All directors of the company need to be registered with Companies House. It is Railfuture practice that they also become directors of all its non-trading subsidiary companies (currently just Railwatch Ltd).

Directors will need to submit personal information to the Company Secretary, who will register them at Companies House. This is done electronically without using the director's signature. In order to do this 'personal proof of identity' information will be required, although this will only be used to access the Companies House online portal and will not appear in public.

A new director's term of office commences when they are announced at the Company AGM but they cannot take up their duties until they have been registered with Companies House. Election candidates are not normally informed of the results of the election until the AGM or the day before it (to allow for email address groups to be changed). Therefore, to speed up the Companies House registration this information may be requested by the Company Secretary prior to the AGM, including for candidates who are not elected. In the latter situation the information would be destroyed.

Railfuture has no control over the information about directors that Companies House will put into the public domain. This is generally limited to full name, address and year of birth. On some, but not all, public records part of the date of birth may be anonymised to reduce the risk of identity theft.

MEMBERSHIP OF RAILFUTURE LTD

To comply with both the Articles of Association and insurance, all directors of the company must be current members. It is their obligation to ensure that their membership is renewed promptly.

JA/2023-10-21.