

18th ANNUAL GENERAL MEETING OF RAILFUTURE LTD

Senate House, University of London, Malet Street, London WC1E 7HU
(held in the Woburn Suite) on Saturday 15 July 2023, starting at 11.00
(Registration from 10.00, free refreshments from 10.30)

Raillfuture has chosen the venue for its easy access from stations. The Senate House is five minutes' walk from Russell Square Underground station (there's an entrance off Russell Square), 12 minutes' walk from Euston Square Underground, 16 minutes' walk from Euston Station and 18 minutes from King's Cross.

The photo shows the building. We have booked the **Woburn Suite** which holds around up to 100 people.

Registration is not mandatory but if you hope to attend it will be helpful if you can register on the website (preferably — you will need your Raillfuture Number and PIN, a reminder of your PIN can be sent by email) or by completing and posting the attached form. You can also change your mind.

Raillfuture will provide free refreshments before the AGM starts. To help us plan catering and avoid unnecessary costs, it would be appreciated if we know approximately the numbers by Friday 7 July.



A map of the area is shown on page 3 of this flyer. A buffet lunch will be provided at a cost of **£10** (this should be good value as Raillfuture will be subsidising it). This must be purchased in advance by Friday 7 July (either online at www.raillfuture.org.uk/conferences/ with a Debit/Credit Card or PayPal or by sending a cheque – see postal details on the 'feedback form'). Food can also be purchased at nearby cafés (e.g. close to the British Museum or Tottenham Court Rd). Please do not consume your own lunch at the venue.

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.

We are planning to provide remote viewing of the AGM via Zoom. This can be technically tricky to manage, and we cannot guarantee the quality; there is a very small risk of total failure. There may be an opportunity for those watching remotely to ask questions, but the company's current Articles of Association do not allow any remote voting. As you will see on the agenda, the directors seek approval from members to change the Articles to allow this to be conducted in future once we are confident that it will be satisfactory.

The afternoon session begins with presentation of Raillfuture's annual Rail User Group Awards (please see www.raillfuture.org.uk/RUG-Awards). As some representatives of the winning user groups are likely to be present, they will be asked to talk about their achievements and successes.

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). When you switch to email, 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.

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of **Railfuture Limited** will be held at **11.00** on **Saturday 15 July 2023** at **Senate House, University of London, Malet Street, London WC1E 7HU**

AGENDA

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

11.00-12.30 AGM Formal Business (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 17th Annual General Meeting of Railfuture Limited held on Saturday 16 July 2022 in Bristol — www.railfuture.org.uk/display3250 (public version) or log into Self-Care on the website using your Railfuture number and PIN to view full version
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 2022 (Jerry Alderson, Director of Finance & IT and/or Trevor Davies, accountant in 2022)
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 ballot for Board Directors as the number of candidates matched the number of vacancies
10. Appointment of Honorary President and Vice-presidents
11. Special Resolution to revise the Articles of Association (see page 4)
12. Motions from members
13. Chair – review of the meeting and looking forward to the year ahead

By Order of the Board,

Date 05/03/2023, Trevor Davies, Company Secretary

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

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

12.30-12.45 Member of the Year presentation – organised by Wendy Thorne, Railfuture Director.

12.45-13.45 Lunch — This is provided at the venue for those who paid £10 for it in advance. If you have brought your own lunch, then please consume it outside.

13.45 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 Chair's closing remarks

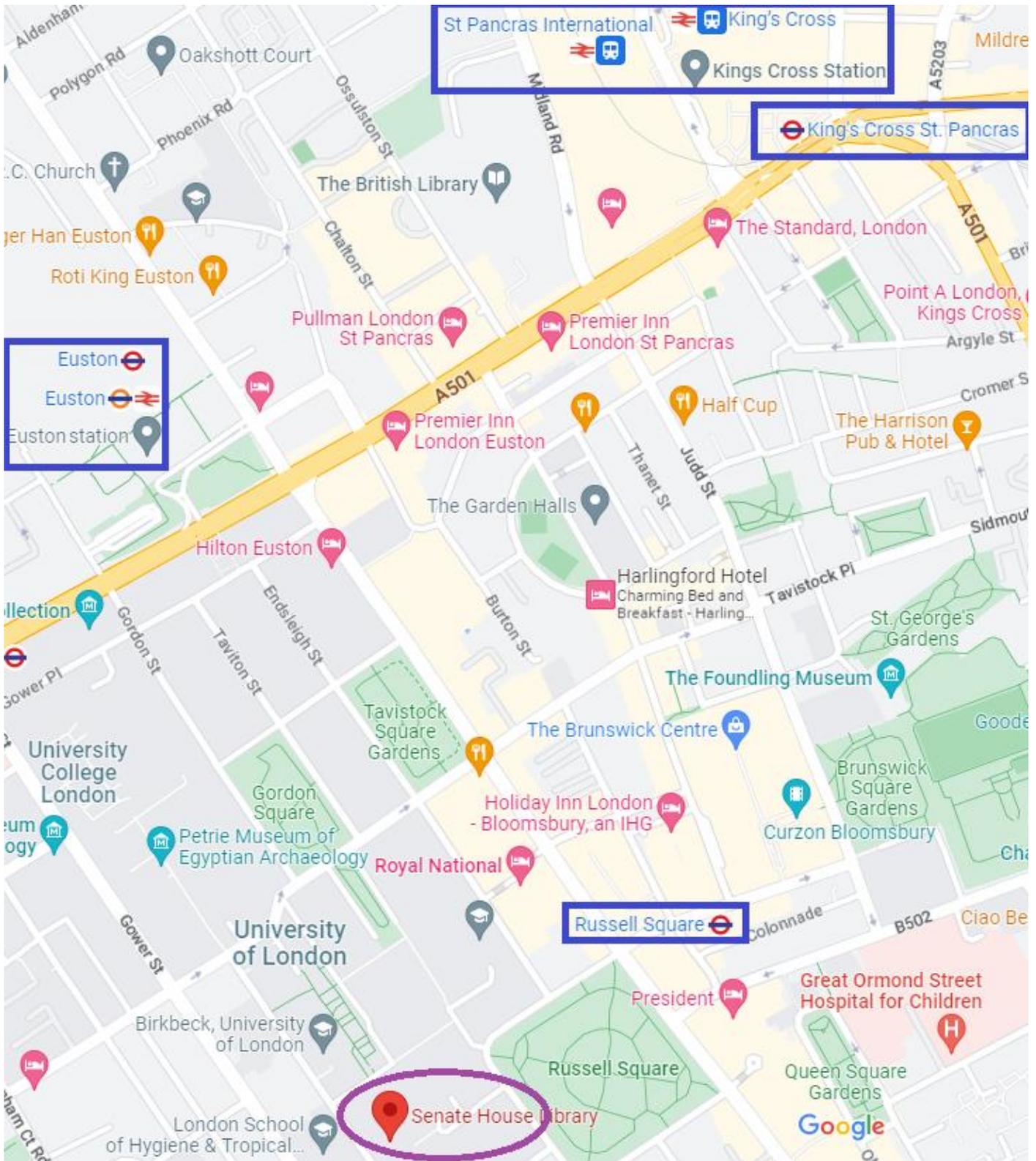
AGM PACK INCLUDED WITH RAILWATCH / SUMMARY ACCOUNTS

In addition to this six-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.

The 2022 accounts have been prepared and are now with the Independent Examiner, after which the directors will approve them. You should receive the four-page summary accounts with the July 2023 issue of Railwatch. From April the summary can be viewed on the website at www.railfuture.org.uk/display3254 with the full 'statutory' accounts that are sent to Companies House at www.railfuture.org.uk/display3255.

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

Location of University Of London Senate House, Malet Street, London WC1E 7HU



The Google map shows the University of London Senate House at the bottom, Russell Square Underground station just above it, with Euston, St Pancras and King's Cross stations at the top of the map.

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 TO ENABLE REMOTE VOTING AT COMPANY MEETINGS

The existing Railfuture Ltd Articles of Association require that for members to vote at any General Meeting of Railfuture, including at the AGM, the member must be present at the meeting for their vote to count. If they cannot attend in person, they are allowed to nominate a person to act as their proxy who must be in physical attendance. Normally the proxy is either the Chair of the meeting, or any other Railfuture member who is attending, but legally that person can be anybody, subject to a validation procedure. The provisions in the Railfuture Articles of Association reflect what is standard practice under UK company law.

The Covid pandemic prevented the physical gathering of people for a whole variety of reasons, including holding Company General Meetings. Although now it is not a legal requirement for a company to hold an AGM, the Railfuture Articles do require an AGM to take place. The government allowed for AGMs to be postponed in 2020 but by 2021 the situation had not significantly improved and so the government issued regulations that allowed the holding of General Meetings by a combination of restricted numbers of physical attendees and also by presence on-line. Large organisations adopted various different approaches, but of course the growth of video conferencing and the rapid advance of the associated technology demonstrated that it was possible to run meetings in such a manner.

Railfuture did use video technology as part of the 2022 AGM held at Stoke Gifford, Bristol. If one is frank, it was not an unalloyed success. The system was not intended to allow for voting remotely, but it has got the Board to consider how we can move forward. Members should be realistic about the cost and level of technical support that is required to run such meetings in a professional way.

The big advantage is, of course, that members could join such a meeting from a remote location nearer to their home or indeed from home direct. This will widen the involvement of members in the business of the company and improve member engagement.

The Board therefore propose a two-stage approach to this problem:

1. Revise the Articles of Association at the 2023 AGM. These changes are drafted in a way that would permit the use of video attendance and voting at a future date, subject to suitable technical and cost considerations. It is not proposed to remove the option of physical attendance at General Meetings.
2. Consider how technology could be used to change the format of future General Meetings (potentially from 2024) and develop and publish such proposals as part of the normal AGM advice process. These will include a registration process to ensure all attendees (whether actual or virtual) are eligible to vote.

The **proposed changes**, as shown below, are based on the current Articles (as amended by the special resolution passed at the AGM on 16th July 2022 – see <https://www.railfuture.org.uk/display219>)

1. Add a new definition to clause 1 “Video conference facility means a visual and verbal two-way link between two or more remote locations using any appropriate technology.”
2. Revise clause 11a) to read “attend General Meetings of the Company either in person or via a video conference facility”.
3. Revise Clause 14 to read “An Annual General Meeting shall be held in May, June or July of each year. Not less than 56 days’ notice of the meeting shall be given to members. The notice will indicate whether video conference facilities will be available”.
4. Revise clause 25 to read “Twenty-five members personally present, or present via video conference facility, shall form a quorum at all General Meetings”. Then as printed.

Member considerations:

These changes are what one might call an “enabler”. At present the Articles prevent members exercising their rights under Clause 11 of the Articles unless they or their proxy physically attend a General Meeting.

These changes will make it possible to implement a different format without a further twelve-month delay.

Technology in this area is changing rapidly and the changes to the Articles are designed to be generic so they can cover any reasonably foreseeable circumstance. In other words, they do not set out a detailed description of how the process will operate but will permit such changes when and if the Board consider that this can be done reliably at reasonable cost.

There should be no expectation that change will happen in a set timescale. Changes will only be made when the technology and the processes are sufficiently developed and tested to provide a reliable and secure identification and participation platform at an acceptable cost.

Recommendation: The Board asks that members support the proposed changes both for the good of the company but also for the long- term benefit of members.

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 **1 July 2023** 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.

ELECTIONS TO THE BOARD

The board of directors are pleased that two new candidates have chosen to stand for election this year (Pete Myers [currently co-opted] and Owen O'Neill). They fill the positions held by Mike Rose who sadly died in 2022 and Stewart Palmer who has chosen not to stand again. William Whiting was planning to stand to re-join the Board but tragically he died before nominations closed. This means that there are only three nominations for three places so no ballot will be held in 2023.

In the interests of openness, the election statements of the three candidates can be read on the website at www.railfuture.org.uk/display3241. This document lists the current directors and also explains their responsibilities.

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.

RAILFUTURE NEEDS YOUR HELP

We need more active volunteers both within Railfuture's 14 branches (see map, campaigns and other details at www.railfuture.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.railfuture.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.railfuture.org.uk/join.

RENEWING YOUR MEMBERSHIP BY DIRECT DEBIT

In March 2022 Railfuture introduced direct debits (using GoCardless to manage payments). It has been both successful and popular. More information can be read at www.railfuture.org.uk/renewal/.

RAILFUTURE NEWS ~ DID YOU MISS?

You've received this flyer as part of our quarterly Railwatch mail out – either by post or by email as you have chosen. Railwatch's production cycle is for print, so there can be breaking news between the 'emergency copy date' and arrival through your letter box / into your email inbox – and there is always news well before the copy date as well.

The website

So, our analysis and opinion often appears here first. Did you see the following?

George Bradshaw address responses. On 7 February Mark Harper, the Secretary of State for Transport, gave this address and set out the Government's vision for the railway in Britain, including confirmation that Great British Railways (GBR) is still to be created. Railfuture put on the website:

- On 8 February, we published a briefing on the Bradshaw address from our Policy Director – adding context and implications. Visit www.railfuture.org.uk/article1902 to read it.
- On 9 February, we issued a Press Release 'Rail reform - where are the actions to make improvements now?'. Visit www.railfuture.org.uk/Press-release-9th-February-2023 to read it.
- On 16 February we wrote to the Rail Minister, Huw Merriman setting out three areas where we think action is required now. Visit www.railfuture.org.uk/display3256 to read it.

The 2023 Fares Rise. When the Government announced the 2023 fares rise in December 2022 we responded with a Press Release – 'The 2023 Fare Rise and Deckchairs' – wanting to make the point that a reliable railway is the essential bedrock on which any fare rise can be justified – something that we don't get at the moment. Visit www.railfuture.org.uk/article1900-The-2023-Fare-Rise-and-Deckchairs to read it.

The future of Ticket Offices. This is a topic that has had plenty of coverage in Railwatch in recent editions; in this case the differentiator for the website is speed of update. As this page is written, Railfuture is expecting the topic to come back to life; and it will be the website where the 'breaking news' of our opinions and recommendations will first appear.

Rail Events & Dates. We publish both a set of Rail Events (www.railfuture.org.uk/Events) including Branch meetings, Rail User Groups and other rail centred meetings and Rail Dates (www.railfuture.org.uk/Rail-dates) which details upcoming consultation and other dates.

Social media

Social media tends to get used to publicise website content, including Press Releases and sometimes to publicise events, rather than as being our breaking news channel, although we have experimented with using the national Facebook page (www.facebook.com/Railfuture) as a way to make more informal commentary; this is not intended to replace the website.

RECEIVING UPDATES FROM RAILFUTURE

Membership includes a quarterly Railwatch (in print form or by email) and many branches send out regular newsletters, often email only, but sometimes with a print option as well. We're happy to send you as many branch newsletters as you want by email, but there is a limit of one Branch newsletter per member in paper form. We also send out other occasional updates by email.

You can update most preferences via the website self-care page <http://www.railfuture.org.uk/selfcare>

– then select the Self-Care option in the middle of the page. On the

page that then displays you can specify what you are interested in and how to receive them (including a mix of paper and email content. Opt-in to 'Aims' by Email to receive occasional national updates. To receive more than one Branch newsletter email renewals@railfuture.org.uk, itemising the branches.

Self-Care: Update Your Details, Consents and Interests

Click **Self-Care** to 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).

Click **Why we need your consent** for more information on why it is important that you give Railfuture consent to contact you.

We do know that some members really appreciate getting Railwatch and Branch newsletters in paper form; on such occasions we do not look for a change to receipt by email. But if you are happy to receive Railwatch and branch newsletters by email, then please opt in to this (note: two separate tick boxes) as this offers a meaningful saving to Railfuture, as well as offering environment benefits.