



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("**Meeting**") of Rail Forum East Midlands ("**Company**") will be held at the offices Bombardier Transportation, Litchurch Lane, Derby, DE24 8AD on Wednesday 31 August 2016 at 10.00 a.m. to transact the following business:

RESOLUTION 1 AMENDMENT OF ARTICLES OF ASSOCIATION

Under resolution 1, the Company is proposing to amend its articles of association to restructure and expand its board of directors to demonstrate a broader spread of representatives from the rail industry and local stakeholders. The full text of the new articles are set out in Appendix 1 to this notice of meeting.

The proposed new articles of association will also be available for inspection at the annual general meeting at least 15 minutes prior to the start of the meeting and up until the close of the meeting.

RESOLUTION 2 ADOPTION OF NEW ARTICLES OF ASSOCIATION

Under resolution 2, the Company is proposing to adopt new articles of association in substitution for the existing articles of association. The principal changes introduced by the new articles of association are as summarised above.

RESOLUTION 3 APPOINTMENT OF RAIL FORUM PRESIDENT

Under resolution 3, the Company proposes to appoint Colin Stafford Walton as President of the Company for a 3 year term with a remit of providing advice and ad hoc support to the new Chairman and representing the Company at occasional industry forums. At the expiration of this period it may be renewed by approval of the members.

RESOLUTION 4 APPOINTMENT OF RAIL FORUM CHAIRMAN

Under resolution 4, and in accordance with Article 16.4, the Company proposes to appoint Paul Andrew Francis as Chairman of the Company for a 2 year term commencing on the date of the Company's annual general meeting. Such appointment shall continue in accordance with the requirements of the articles.

RESOLUTION 5 APPOINTMENT OF STAKEHOLDER BOARD MEMBERS

Under resolution 5, the Company hereby appoints the following entities as stakeholder board members; Derbyshire County Council, East Midlands Councils, D2N2, UKTi, UNITE – The Union. Such board members shall not be directors of the Company but shall be entitled to appoint one individual as a representative to attend directors' meetings. The attendance of a representative from a stakeholder board member shall not be deemed to affect the quorum of any such meeting. Where any such stakeholder entities cease to be members of the Company, or is acquired by a third party, whether a member or otherwise, that stakeholder board member's right to attend board meetings shall cease.

RESOLUTION 6 APPOINTMENT OF RAIL PR

Under resolution 6 and in accordance with Article 13.3, the directors hereby appoint Simon Rupert Francis Brennan Brown as a director of the Company for a 2 year term, commencing on the date of the Company's annual general meeting, for the purposes of providing ad hoc advice and support on Company communication issues. Such appointment shall continue in accordance with the requirements of the articles.

RESOLUTION 7 NUMBER OF DIRECTORS

Under resolution 7, the maximum number of directors of the Company shall be increased to 12. This extends the number of directors to be appointed to the Board in accordance with Appendix 2 to this notice of meeting.

By order of the Board

MICHELLE CRAVEN-FAULKNER
DIRECTOR

Rail Forum East Midlands
St Helen's House King Street, Derby, DE1 3EE

10 AUGUST 2016

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Appointment of proxies

As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and your proxy form is attached as Appendix 3 to this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

A proxy does not need to be a member of the Company but must attend the Meeting to represent you.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Sue Dean on 01332 593550 or sue@midlandsrail.co.uk.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

Part 1. By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Rail Forum East Midlands, Lonsdale House, Quaker Way, Derby, DE1 3HB. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

Part 2. By sending an e-mail to sue@midlandsrail.co.uk.

In either case, the revocation notice must be received by the Company no later than 30 August 2016.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Communication

Except as provided above, members who have general queries about the Meeting should contact Sue Dean (sue@midlandsrail.co.uk)

APPENDIX 1

THE COMPANIES ACTS 1985 AND 2006 COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF RAIL FORUM EAST MIDLANDS

1. Preliminary

The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of incorporation of the Company will not apply to the Company and these Articles alone will constitute the regulations of the Company.

2. Interpretation

In these Articles the following expressions have the following meanings unless inconsistent with the context:

"the Act"	the Companies Act 1985 including any statutory modification or reenactment thereof for the time being in force and (except in the case of a reference to a particular section of that Act) any provisions of the Companies Act 2006 for the time being in force
"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"communication"	the same meaning as in the Electronic Communications Act 2000
"the directors"	the directors for the time being of the Company or (as the context requires) any of them acting as the board of directors of the Company
"executed"	includes any mode of execution
"office"	the registered office of the Company
"person"	includes a body corporate, unincorporated association or partnership
"the seal"	the common seal of the Company (if any)
"secretary"	the secretary of the Company or any other person appointed to perform the duties of the

secretary of the Company, including a joint, assistant or deputy secretary

"the United Kingdom"

Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles will bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

3. Members

- 3.1 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles will be members of the Company. No person will be admitted as a member of the Company unless he is approved by the directors. Every person who wishes to become a member will deliver to the Company an application for membership in such form as the directors require to be executed by him agreeing to be bound by the Memorandum and Articles of Association of the Company and, being so admitted, his name will be entered in the register of members of the Company.
- 3.2 The Board may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 3.3 The directors may require to be provided to them such evidence as they think fit that any qualification for or condition of membership is duly satisfied, whether on application for membership or at any time after admission.
- 3.4 Any question whether a person is qualified for admission to membership or continued membership will be settled by the directors, whose decision will be final. Subject to the foregoing, the directors will have an absolute discretion in determining whether to accept or reject any application for membership or to terminate membership pursuant to **Article 3.10.4** and will not be bound to assign any reason for their decision, but nothing in these Articles will entitle the directors to discriminate in any way between applicants for membership by reason of race, colour, sex, sexual orientation, age, religion or disability.
- 3.5 If any member transfers its business or activities to a person which is not already a member of the Company, the transferee may with the approval of the directors (in their absolute discretion), subject to such evidence as to due qualification as the directors may require, be admitted as a member in place of the transferor (which will then cease to be a member), and any subscription fee paid by the transferor in respect of a period not then ended will be treated as if paid by the transferee.
- 3.6 The membership of a partnership or unincorporated association will not be treated as affected by any change in its constitution, so long as it otherwise remains duly qualified for membership. All the members for the time being of such partnership or association will be deemed jointly to constitute a single member of the Company.
- 3.7 Each member which is not an individual will, upon admittance to membership, nominate an individual to act on its behalf as its representative and may from time to time withdraw such nomination and substitute another in its place. Each such nomination, or withdrawal of a nomination, will be made by notice in writing to the Company and will take effect on receipt at the office. The Company will be entitled to treat any individual so nominated as being the person entitled to receive notices of meetings, and to exercise all voting and other rights, on behalf of the member nominating him.

- 3.8 The secretary will keep a register of all members and (where applicable) their nominated representatives.
- 3.9 A member may at any time withdraw from the Company by giving at least thirty clear days' notice in writing to the Company provided that after such retirement the number of members remaining is not less than one. Membership will not (subject to **Article 3.5**) be transferable.
- 3.10 A member will cease to be a member of the Company immediately on notice to that effect being given to him by the directors in any of the following circumstances:
- 3.10.1 if, being a body corporate or incorporate, an order is made or effective resolution passed for winding up;
- 3.10.2 if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 3.10.3 if such member neglects or refuses to comply with any Articles of Association and/or bye-laws of the Company (including, without limitation, those relating to subscription fees) after written notice has been sent to him on the instructions of the directors directing his attention to such neglect or refusal; or
- 3.10.4 if, in the opinion of the directors, such member has ceased to satisfy the qualifications for membership provided for in **Article 3.2**.

4. Subscription fees

- 4.1 Each member will pay to the Company, as an annual subscription fee, such amount as is determined from time to time by the directors. The directors will be entitled in their absolute discretion to charge different amounts (or no amount) for different members or categories of members, on the basis of such criteria (including, for the avoidance of doubt, criteria for determining categories of members) as the directors from time to time determine.
- 4.2 Where a member ceases to be a member, he will (subject to **Article 3.5**) not be entitled to any refund of any subscription fee paid by him.
- 4.3 If any member fails to pay a subscription fee within thirty days after being requested so to do, he will not be entitled to any of the privileges of membership so long as such subscription is in arrears.
- 4.4 The rights and advantages of a member conferred by payment of the subscription fee will, in addition to those conferred by these Articles, be such (for example, rights to attend events organised by the Company and/or to receive any other benefits) as are determined by the directors in their absolute discretion from time to time.

5. General meetings

- 5.1 The Company will in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and will specify the meeting as such in the notice calling it; and not more than eighteen months will elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting will be held at such time and place as the directors appoint. All general meetings other than annual general meetings will be called extraordinary general meetings.
- 5.2 The directors may call general meetings.
- 5.3 If at any time there are not within the United Kingdom sufficient directors capable of acting to call a general meeting, any director or any two members of the Company may

convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

6. Notice of general meetings

- 6.1 A general meeting will be called by at least fourteen clear days' notice. The notice will specify the time and place of the meeting and the general nature of the business to be transacted, in case of special business.
- 6.2 All business will be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the profit and loss account, balance sheet, and the reports of the directors and auditors (if applicable), the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors (if applicable).
- 6.3 Subject to the provisions of these Articles notice of general meetings will be given to all members, to all directors and to the auditors.
- 6.4 Notwithstanding the foregoing provisions of these Articles a general meeting may be called by shorter notice if it is so agreed in accordance with section 307 of the Companies Act 2006.
- 6.5 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 notice will not invalidate the proceedings at that meeting.
- 6.6 Notwithstanding that the Company does not have a share capital, every notice convening a general meeting will comply with the provisions of section 325 of the Companies Act 2006 as to giving information to members in regard to their right to appoint proxies.

7. Proceedings at general meetings

- 7.1 No business will be transacted at any general meeting unless a quorum of members is present. Save as herein otherwise provided, such number of members who, or whose nominated representatives, are personally present at the meeting equals at least ten per cent of the total number of members of the Company as at the date of the meeting (rounded down to the nearest whole number) will be a quorum. If within half an hour from the time appointed for the general meeting a quorum is not present the general meeting will stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by nominated representative or by proxy will constitute a quorum and will have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
- 7.2 The chair, if any, of the directors will preside as chair at every general meeting of the Company, or if there is no such chair, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present will elect one of their number to be chair of the meeting.
- 7.3 If at any meeting no director is willing to act as chair or if no director is present within fifteen minutes after the time appointed for holding the general meeting, the members present will choose one of their number to be chair of the meeting.
- 7.4 A director will, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

- 7.5 The chair may, with the consent of any meeting at which a quorum is present (and will if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting will be given as in the case of an original meeting. Save as aforesaid it will not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 7.6 At any general meeting a resolution put to the vote of the meeting will be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- 7.6.1 by the chair; or
- 7.6.2 by at least two members having the right to vote at the meeting; or
- 7.6.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting,
- and a demand by a person as a proxy for a member will be the same as a demand by the member.
- 7.7 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting of the Company will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 7.8 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn will not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 7.9 A poll will be taken as the chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.
- 7.10 A poll demanded on the election of a chair or on a question of adjournment will be taken forthwith. A poll demanded on any other question will be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll will not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting will continue as if the demand had not been made.
- 7.11 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice will be given specifying the time and place at which the poll is to be taken.
- 7.12 The provisions of Part 13 of the Companies Act 2006 will apply to written resolutions.

8. Votes of members

- 8.1 On a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by

proxy, unless the proxy (in either case) or representative is himself a member entitled to vote, will have one vote and, on a poll, every member will have one vote.

8.2 No objection will be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting will be valid. Any objection made in due time will be referred to the chair whose decision will be final and conclusive.

8.3 A member will not be entitled to appoint more than one proxy to attend on the same occasion. Any such proxy will be entitled to cast the votes to which he is entitled in different ways.

8.4 An instrument appointing a proxy will be in writing, executed by or on behalf of the appointor, and will be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

"[COMPANY NAME].

I/We [NAME] of [SPECIFY] being [the nominated representative, appointed in accordance with the Company's Articles of Association, of] a member of the above named Company, hereby appoint [NAME] of [SPECIFY] or failing him [NAME] of [SPECIFY] as my/our proxy to exercise all or any of my/our rights to attend and to speak at and to vote for me/us in my/our name and on my/our behalf at the [*annual*] [*extraordinary*] general meeting of the Company to be held on [DATE], and at any adjournment thereof.

Signed on [DATE]."

8.5 Where it is desired to afford members an opportunity of instructing the proxy how he will act, the instrument appointing a proxy will be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

"[COMPANY NAME].

I/We [NAME] of [SPECIFY] being [the nominated representative, appointed in accordance with the Company's Articles of Association, of] a member of the above named Company, hereby appoint [NAME] of [SPECIFY] or failing him [NAME] of [SPECIFY] as my/our proxy to exercise all or any of my/our rights to attend and to speak at and to vote for me/us in my/our name and on my/our behalf at the [*annual*] [*extraordinary*] general meeting of the Company to be held on [DATE], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:
Resolution No 1 *for *against *abstain Resolution No 2 *for *against *abstain * Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on [DATE]."

8.6 The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.

8.7 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority notarially or in some other way approved by the directors may:

8.7.1 be deposited, at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting,

not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

8.7.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

8.7.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair of that meeting or to the secretary or to any director,

and an instrument of proxy which is not deposited or delivered in a manner so permitted will be invalid.

8.8 A vote given or poll demanded by or on behalf of a member will be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

9. Number of directors

9.1 The number of directors will not be more than twelve.

9.2 The minimum number of directors will be five. If at any time the number of directors falls below five, the remaining directors may act only for the purposes of appointing or co-opting an additional director or directors or convening a general meeting.

10. Alternate directors

A director will not be entitled to appoint an alternate director.

11. Powers of directors

11.1 Subject to the provisions of the Act, the Memorandum of Association of the Company and these Articles and to any directions given by special resolution, the business of the Company will be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum of Association or of these Articles and no such direction will invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this **Article 11.1** will not be limited by any special power given to the directors by these Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

11.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, will be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors determine from time to time.

11.3 The directors may appoint a person to carry on the day to day management of the business of the Company for such term at such remuneration and upon such conditions as the directors may think fit. Such person so appointed will not be a director and may be removed by the directors in their absolute discretion. Any such person will be entitled to attend and speak at meetings of the directors (other than any meeting at which the removal of such person, or the term, remuneration and conditions of such person's appointment are considered or discussed) but will not be entitled to vote or count towards the quorum at such meeting.

11.4 Each of the following will, if and so long as it is a member of the Company, be entitled at any time, and from time to time, to appoint one individual as a Stakeholder Board Member and to remove from office any such appointee: Derbyshire County Council, East Midlands Councils, D2N2, UKTi and UNITE – the Union. Any such appointment or removal will be made by notice in writing to the Company signed by a duly authorised officer on its behalf and will take effect upon lodgment of such notice at the office. Provided that, in the event that any of the members ceases to be a member, or is acquired (or its holding company is acquired) by another such member (or its holding company), its right of appointment will cease and the Stakeholder Board Member's right to attend directors' meetings shall cease. A Stakeholder Board Member shall not be a director of the Company, nor shall attendance of a Stakeholder Board Member contribute to a quorum.

12. Delegation of directors' powers

12.1 The directors may delegate any of their powers to any committee consisting of two or more directors and such other persons (if any) not being directors co-opted on to such committee as the directors think fit. Any such delegation may be made subject to any conditions the directors may impose and may be collateral to their own powers and may be revoked or altered. Subject to any such conditions the proceedings of a committee with two or more members will be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

12.2 If the chair of any such committee is not a director, he will (unless the directors decide otherwise) be entitled to attend and speak at meetings of the directors at which the business of such committee is to be discussed but will not be entitled to vote or count towards the quorum at such meeting.

13. Appointment and retirement of directors

13.1 ¹Not Used

13.2 Directors will be elected or appointed in accordance with the following provisions:

13.2.1 In this **Article 13.2**, references to a "director" or "directors" are to an individual or individuals elected or appointed in accordance with this **Article 13.2**; but references to "**the board**" are to all of the directors of the Company.

13.2.2 Elections of the directors will be by members of the Company other than those named in **Article 11.4**. No such members as named in Article 11.4 will (notwithstanding any other provisions of these Articles) be entitled to vote or in any other way participate in such election.

13.1.1 A director must be an individual nominated by a member of the Company and must be (i) an officer or employee of a member, (ii) in the case of a member which is a firm or unincorporated association, a member or employee thereof or (iii) otherwise currently connected with a member in a manner approved (at its discretion) by the board. If any person so nominated ceases to be so connected with a member, whether before or after his election or appointment as a director, or if such member ceases to be a member, then such person will cease to be eligible for election or appointment or (as the case may be) will forthwith cease to be a director.

13.1.2 If at any time the number of directors is or falls below 5, the remaining directors may appoint an individual who is willing to act (and who is nominated in accordance with **Article 13.2.3**) to be a director to fill the vacancy. A director so

¹ Not used.

appointed will hold office only until the next following annual general meeting, but will then be eligible for election.

- 13.1.3 At every annual general meeting, at least 25% (rounded down to the nearest whole number) ("**the Number**") of the directors will retire from office. The directors so to retire will be (i) those whose appointments terminate in accordance with **Article 13.2.4**, (ii) any director who was not elected at the previous year's annual general meeting and (iii) if the numbers retiring in accordance with the foregoing paragraphs (i) and (ii) total less than the Number, such number of other directors as will bring the total to the Number. The directors to retire pursuant to the foregoing paragraph (iii) will be those who have been longest in office since their last election, but as between persons who became or were last elected directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.
- 13.1.4 No person other than a director retiring at that meeting will be elected a director at any general meeting unless (i) he is recommended by the directors or (ii) not less than six weeks before the date appointed for the meeting, notice signed by a member has been given to the Company of the intention to propose that person for election stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice signed by that person of his willingness to be elected.
- 13.1.1 Each person standing for election as a director will be entitled to provide the Company, not later than four weeks before the date appointed for the meeting, with an election address of not more than 500 words which will (provided it is not in the opinion of the directors vexatious, frivolous, defamatory or liable to bring the Company into disrepute) be circulated by the Company with (or as soon as practical after) the notice of meeting.
- 13.1.2 If on the election of directors there are more candidates than vacancies to be filled by the election, each member entitled to vote will have one vote in respect of every vacancy but cannot be required to cast all or any of his votes. If there are not more candidates than vacancies to be filled by the election (i) each member entitled to vote will have one vote in respect of any candidate, but cannot be required to cast all or any of his votes, (ii) each vote will be capable of being cast either for or against the candidate concerned and (iii) the candidate will be elected if, and only if, more votes are cast for him than against him.
- 13.1.3 The board may in its absolute discretion from time to time decide on additional criteria and/or rules relating to the election or appointment of directors, designed better to achieve broad or broader representation of the interests of different categories of members (as determined by the board). In that event, the board will notify members of such criteria and/or rules and the resulting additions or modifications to the procedures for electing or appointing directors.
- 13.3 The directors may appoint additional individuals (not necessarily representing members) as directors, provided that the number of such directors will not at any time exceed two. Each such appointment will be for such period, not exceeding two years, as the directors determine (but subject to **Article 14.6**); at the expiration of such period it may be renewed.

14. Disqualification and removal of directors

The office of a director will be vacated if:

- 14.1 he ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director; or

- 14.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 14.3 he is, or may be, suffering from mental disorder and either:
- 14.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
- 14.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- 14.4 he resigns his office by notice to the Company; or
- 14.5 he is for more than six consecutive months absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or
- 14.6 being a director co-opted pursuant to Article 13.3, he is removed by resolution of the directors.

15. Directors' expenses

The directors may be paid all travelling, hotel and other expenses properly and reasonably incurred by them in connection with their attendance at meetings of directors or general meetings or otherwise in connection with the discharge of their duties.

16. Proceedings of the directors

- 16.1 Subject to the provisions of these Articles, the directors may regulate their meetings as they think fit. A director may, and the secretary at the request of a director will, call a meeting of the directors. Questions arising at a meeting will be decided by a majority of votes. In the case of an equality of votes, the chair will have a second or casting vote. Notice of every meeting of the directors will be given to each director including directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service.
- 16.2 Any director may participate in a meeting of the directors or a committee constituted pursuant to **Article 12** of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner will be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, will be entitled to vote and be counted in a quorum accordingly. Such a meeting will be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting then is.
- 16.3 The quorum for the transaction of the business of the directors will be five.
- 16.4 The directors may appoint one of their number to be the chair of the board of directors and may remove him from that office. Unless he is unwilling to do so, the director so appointed will preside at every meeting of the directors at which he is present; but, if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chair of the meeting.
- 16.5 All acts done by any meeting of the directors or of a committee constituted pursuant to **Article 12**, or by any person acting as a director, will notwithstanding that it be afterwards discovered that there was some defect in the appointment of any director or person acting as aforesaid, or that they or any of them were disqualified from holding office or had

vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

- 16.6 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of directors or of a committee constituted pursuant to Article 12, will be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) such a committee duly convened and held and may consist of several documents in the like form each signed by one or more directors or members of the committee (as the case may be).
- 16.7 The directors shall be entitled to appoint one of their number to be president of the Company for the purpose of providing advice and ad hoc support to the chair and representing the Company at occasional industry forums, such role may be held for a period of three years subject to the provisions of **Article 14**.

17. Secretary

- 17.1 Subject to the provisions of the Act, the secretary will be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them; provided always that no director may hold office as secretary where such office is remunerated.
- 17.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the secretary will not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

18. Directors' interests

- 18.1 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:
- 18.1.1 may vote and count in the quorum on a matter of material interest to him; and
- 18.1.2 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested; and/or
- 18.1.3 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and/or
- 18.1.4 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 18.2 For the purposes of this **Article 18**:
- 18.2.1 a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- 18.2.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

19. Registers and minutes

The directors will cause registers and minutes to be made in books kept for the purposes:

- 19.1 of recording the names and addresses of all members and their nominated representatives; and
- 19.2 of all appointments of officers made by the directors; and
- 19.3 of all proceedings at meetings of the Company and of the directors and of committees constituted pursuant to **Article 12** including the names of directors and members (as appropriate) present at each such meeting.

20. The seal

If the Company has a seal it will only be used with the authority of the directors or of a committee constituted pursuant to **Article 12** which is comprised entirely of directors. The directors may determine who will sign any instrument to which the seal is affixed and, unless otherwise so determined, every instrument to which the seal is affixed will be signed by one director and by the secretary or another director.

21. Accounts

No member will (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.

22. Service of notices and documents

- 22.1 Any notice or document may be served on, or delivered to, any member by the Company (i) personally, or (ii) by post addressed to the member at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notices or documents, or (iii) (subject to **Article 22.2**) by electronic communication.

If a notice or other document is sent by post, it will be deemed to be served or delivered 24 hours after posting as first class post or 48 hours after posting as second class post. In proving service or delivery it will be sufficient to prove that the cover containing the notice or document was properly addressed, stamped and posted.

Any notice or document sent by electronic communication will be deemed to be served 48 hours after the time it was sent. Proof that a notice or other document sent by electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators will be conclusive evidence that notice was given.

- 22.2 Where these Articles require the Company to send, circulate or despatch notices or documents to its members, the Company will be deemed to have complied with that requirement in relation to any member if either:

- 22.2.1 the Company and the member have agreed to use electronic communication to send such notices or documents; the notices or documents are notices or documents to which the agreement applies; and copies of the notices or documents are sent by electronic communication to the address, number or other location notified by the member to the Company for that purpose; or

- 22.2.2 the Company and the member have agreed to the member having access to notices or documents on a website, and (i) the notices or documents are notices or documents to which the agreement applies; and (ii) the member is notified of

the publication of the notices or documents on the website, the address of the website, the place on the website where the notices or documents can be accessed and how they can be accessed, and the period of time for which the notices or documents will be available on the website. Such period of time must not be less than 21 days from the date of notification or, if later, until the conclusion of any general meeting to which the notices or documents relate; provided that, if the notices or documents are published on the website for a part only of such period of time, they will be treated as being published throughout the period if the failure to publish throughout that period is wholly attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid.

- 22.3 Where the Company sends notices or documents to members by electronic communication in accordance with **Article 22.2** it must also make the notices or documents available to members in printed form and free of charge on request during normal business hours for a period of not less than 21 days from the date of communication or notification or, if later, until the conclusion of any general meeting to which the notices or documents relate.

23. Winding up

Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company will have effect as if the provisions thereof were repeated in these Articles.

24. Indemnity

- 24.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer of the Company (other than any person, whether an officer or not, engaged by the Company as auditor) will be indemnified out of the assets of the Company against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, provided that this Article will be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act or otherwise under the Companies Acts.
- 24.2 The directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is or was a director or other officer of the Company (other than any person, whether an officer or not, engaged by the Company as auditor) indemnifying and keeping him indemnified against liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against by the Company.

25. Rules or bye-laws

- 25.1 The directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company provided, nevertheless, that no rule or bye-law will be inconsistent with, or will affect or repeal anything contained in, the Memorandum of Association of the Company or these Articles.
- 25.2 The Company will have power to alter or repeal the rules or bye-laws referred to in **Article 25.1** and to make additions thereto. The directors will adopt such means as they deem sufficient to bring to the notice of members all such rules or bye-laws made pursuant to this **Article 25** which, so long as they will be in force, will be binding on all members.

APPENDIX 2

BOARD VOTING

In light of the proposed changes to our Board of Directors we are proposing a wide scale change to the structure.

The current structure of our Board is as follows:

Rail Companies

Colin Walton – CS Walton Consulting Limited (Chairman)
Dennis Moss - Bombardier Transportation (now Matt Colclough)
Steve Hughes – Network Rail (now Gary Walsh)
Peter Roberts, Collis Engineering
Paul Francis, Porterbrook Leasing
Jake Kelly, East Midlands Trains (now Lawrence Bowman)
Michelle Craven-Faulkner, Geldards LLP (Vice-Chairman)
David Taylor, Datum Pattern & Model Makers Limited

Non Rail Companies

Kevin Hepworth - Unite The Union
Martin Rawson - Derby City Council
Paul Dunn - Derbyshire County Council
Kevin Williams - Derbyshire County Council

The proposed changes to the Board are as follows;

Stakeholder members

Derbyshire County Council
East Midlands Councils
D2N2
UKTi
UNITE – The Union

Individual appointment

Rupert Brennan Brown

President

Colin S Walton

Rail Companies (Directors)

3 large companies (250 or more employees)
3 medium companies (50-249 employees)
4 small companies (1-49 employees)

At present we have Directors from member companies who fall into the following categories:

Large Companies – Network Rail, East Midlands Trains, Bombardier

Medium Companies – Porterbrook Leasing, Collis Engineering

Small Companies – Datum Pattern & Model Makers Limited, Geldards LLP

Given the changes in Rail Forum East Midlands personnel during the year, Board members standing for election this year are:

- Matt Colclough
- Gary Walsh
- Lawrence Bowman

The remaining Board members have agreed to stand in their respective categories.

In light of the above there are now 3 positions open for nomination as follows:

- 0 Large companies (250 or more employees)
- 1 Medium Company (50-249 employees)
- 2 Small Companies (1-49 employees)

We therefore call on the membership to nominate candidates to the Board.

Please note that only members based within the East Midlands region are eligible to stand for the Executive.

Voting Instructions

Attached is a reply email form for your ease of nominating any additional candidates. You are entitled to one vote in each category. If you wish to nominate yourself/another person to stand for any of the 3 positions, then please forward your nominations by completing the blank sections on the email back form attached.

Once all nominations have been received, a notification of all candidates standing will be circulated to all members for the final voting process.

For your ease of reference the Election programme is as follows:

15 August	Deadline for nominations
19 August	Members to vote for candidates
23 August	Results counted
24 August	Candidates informed of results
31 August	New Executive announced and accepted formally at AGM

ANNEX TO APPENDIX 2

CONFIDENTIAL

To: Sue Dean

From:

Email: sue@midlandsrail.co.uk

Organisation:

Date:

Tel:

Subject: Rail Forum East Midlands

We would like to nominate the following alternative person/s to stand for election on the Rail Forum East Midlands Executive. *Please note that any nominations received after 15 August will not be included within the vote.*

Seat	Name	Company
1 50-249 Employees		
2 1-49 Employees		
3 1-49 Employees		

I understand that once all nominations have been received, a notification will be circulated to all members for the final selection of the Executive to the Rail Forum East Midlands.

Signed: _____ Date: _____

**APPENDIX 3
PROXY VOTING FORM**

Part 1 – Standard Proxy

Company Name: _____

I/we [NAME] of [ADDRESS] being the nominated representative of a member of the above named Company, hereby appoint [NAME] of [ADDRESS] or failing him/her [NAME] of [ADDRESS] as my/our proxy to exercise all or any of my/our rights to attend and to speak at and to vote for me/us in my/our name and on my/our behalf at the annual general meeting of the Company to be held on 31 August 2016 and at any adjournment thereof.

Signed: _____ Date: _____

Part 2 – Instruction Proxy

Company Name: _____

I/we [NAME] of [ADDRESS] being the nominated representative of a member of the above named Company, hereby appoint [NAME] of [ADDRESS] or failing him/her [NAME] of [ADDRESS] as my/our proxy to exercise all or any of my/our rights to attend and to speak at and to vote for me/us in my/our name and on my/our behalf at the annual general meeting of the Company to be held on 31 August 2016 and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

- Resolution No 1 *for *against *abstain
- Resolution No 2 *for *against *abstain
- Resolution No 3 *for *against *abstain
- Resolution No 4 *for *against *abstain
- Resolution No 5 *for *against *abstain
- Resolution No 6 *for *against *abstain
- Resolution No 7 *for *against *abstain

*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed: _____ Date: _____