

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 Geldards LLP, The Arc, Enterprise Way, Nottingham, NG2 1EN on 21st June 2017 at 12.00 to transact the following business:

Resolution 1

The election and re-election of directors to the Board in accordance with Appendix 1 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

26 May 2017

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 Elaine Clark on 01332 593550 or email at elaineclark@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:

* 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.
* By sending an e-mail to elaineclark@midlandsrail.co.uk.

In either case, the revocation notice must be received by the Company no later than 20th June 2017

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 Elaine Clark on elaineclark@midlandsrail.co.uk.

**APPENDIX 1**

**BOARD VOTING**

The current structure of our Board is as follows:

Stakeholder members

Derbyshire County Council

East Midlands Councils

D2N2

UKTi

UNITE – The Union

Individual appointment

Rupert Brennan Brown – Rail PR

President

Colin S Walton

Rail Companies (Directors)

3 large companies (250 or more employees);

* Network Rail Infrastructure Limited,
* East Midlands Trains Limited,
* Bombardier Transportation UK Limited.

3 medium companies (50-249 employees);

* Porterbrook Leasing Company Limited,
* Collis Engineering Limited,
* Resonate Group Limited.

4 small companies (1-49 employees);

* Datum Pattern & Model Makers Limited,
* Geldards LLP.
* Inside Out (Europe) Limited.

The Board members standing for election this year are:

* Peter Roberts - Collis Engineering Limited
* David Taylor - Datum Pattern & Model Makers Limited
* Michelle Craven-Faulkner – Geldards LLP

The remaining Board members have agreed to stand in their respective categories but a resignation does mean that we now have one position open for nomination in the category of Small Company ie with 1-49 employees.

We therefore call on the membership to nominate candidates to the Board and to confirm the re-election of those Board members listed above.

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

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 positions, then please forward your nominations by completing the blank sections on the email back form attached (please return to elaineclark@midlandsrail.co.uk).

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:

5th June Deadline for nominations

9th June Members to vote for candidates

13th June Results counted

14th June Candidates informed of results

21st June New Executive announced and accepted formally at AGM

**ANNEX TO APPENDIX 1**

**CONFIDENTIAL**

To: [CONTACT NAME] From:

Email: [email address] Organisation:

Date: Tel:

Subject: Rail Forum East Midlands

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We would like to nominate the following alternative person/s to stand for election on the Rail Forum East Midlands Board. *Please note that any nominations received after 5th June 2017 will not be included within the vote.*

|  |  |  |
| --- | --- | --- |
| Seat | Name | Company |
| 150-249 Employees |  |  |
| 21-49 Employees |  |  |
| 31-49 Employees |  |  |
| 41-49 Employees |  |  |

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

Signed: ­­­­­­­­­­­­­­­­­­\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**APPENDIX 2**

**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 [DATE] and at any adjournment thereof.

Signed on [DATE]

**Part 2 – Instruction Proxy**

[COMPANY NAME]

I/we [NAME] of [ADDRESS] being the nominated representative of a member of the above names 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 [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

\*Strike out whichever is not desired

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

Signed on [DATE]