

# Memo to Members for AGM

Coupled with the 2011 AGM was an additional Extraordinary General Meeting convened to bring about certain modifications to the RPSI Memorandum and Articles of Association. An advance memo to the membership explained what was proposed and put this in the context of what we described as our present relationship with both the Northern and Southern railway companies and the ever-increasing bureaucratic regulation we face in both jurisdictions. Part of our concern was prompted by current legal and health and safety requirements as to competence.

This is even more important now, by reason of the RPSI's new status as an independent train operator in its own right.

What was put to the 2011 meetings and agreed by the members was that Board positions should cease to be linked to technical and other functions. In this way the Board would assume its real legal function of being responsible for the running of the Company, the various technical and other functions being carried out by persons appointed by the Board, having regard to their suitability and qualification for the respective posts.

Accordingly, at the 2012 AGM, the position established last year will continue - the membership will not be electing persons to specific technical and other posts, but will be electing persons solely to the Board of Directors of the Company.

The only designated positions other than ordinary members of the Board will be the three statutory 'office holders' required by Company law - namely, the Chairman, Secretary and Treasurer - and, because we believe that the proper progression from Vice-Chairman to Chairman is important, a Vice-Chairman will be offered for election - as has always been our practice.

At present the Company is operating on the basis of there being twelve Board members, over and above the three statutory office-holders. It is possible, however, that in the light of developing experience this number may reduce.

At the AGM, if the total number proposed for election does not exceed fifteen, all will be deemed elected without a vote. In the event of more than fifteen candidates standing for election the votes cast will be counted by two scrutineers, in accordance with normal company practice. The Board will initially recommend two persons to act as scrutineers and will offer those names to the Meeting for approval prior to the vote being taken.

In 2011 the further practice was introduced, again in order to meet current requirements as to probity and suitability, that all new nominations to the Board of Directors should be in writing and accompanied by a short completed questionnaire as to details of the candidate. This practice will be continued, the nomination form is included with this notice.