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2024 Annual General Meeting



boundless
BY
CSMA

Message from the Association Chair



Gerard O'Sullivan

Association Chair

Dear Fellow Members

I look forward to meeting as many of you as possible at this year's AGM on Thursday 31 October 2024.

My thanks first, to all our volunteers, to everyone at Britannia House, to everyone at Parliament Hill and to everyone throughout our leisure properties, and as well to my fellow directors, for your dedication and your hard work, to make Boundless the success it is for our members.

As we know, it continues to be a challenging economic climate for us all. We have continued cost of living pressures and, we are seeing the continued effects of the high inflation of recent years and the general volatility of events across the world. It is as important as ever that our members see and understand the benefits that being with Boundless can bring.

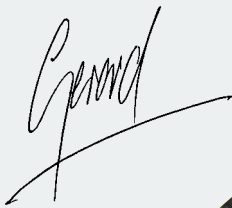
We continue to work on our members behalf, to ensure that we can provide opportunities for memorable experiences and for building lasting friendships, all at great value.

We have joined up with highly regarded partners to offer unique access to great experiences, products and services for our members, and we will continue to work on your behalf to bring more partners on board.

Evidence that our strategy to offer unique access to experiences and products is working, can be seen in the number of existing members who stay with us every year, and the numbers of new members who now join us and stay with us. We are also seeing a growing number of new commercial partners who proactively seek us out to work with us.

It is as always terrific to see so many of our 'Boundless lanyards' at member events, to speak with and meet so many of our existing and new members at our clubs and events.

I look forward to seeing as many as possible of you at the AGM.

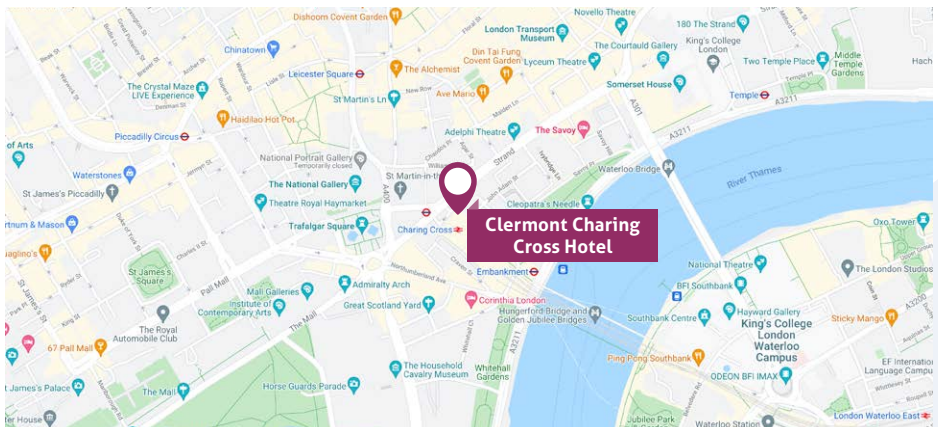


Agenda of Annual General Meeting 2024

Notice is hereby given that the ninety-fourth Annual General Meeting of the Association will be held at The Clermont Charing Cross, The Strand, London, WC2N 5HX on Thursday 31 October 2024 at 2.30pm to transact the following business:

Agenda

1. To receive an update presentation on the Association.
2. To approve the Minutes of the Ninety-Second Annual General Meeting held on Wednesday 1 November 2023.
3. To receive the Annual Report and Accounts for the year ended 31 December 2023
4. To announce the results of the postal ballot for the election of an Independent Council Member.
5. To re-appoint Moore-South as the Association's auditors and to authorise the Board of Directors to fix their remuneration.
6. To consider and if thought fit pass the three Special Resolutions that have been proposed by the Board of Directors.
7. To receive the Governors' Report.



Minutes of 2023 AGM

Minutes of the ninety-third Annual General Meeting of the Civil Service Motoring Association held at The Clermont Hotel, Strand, London on Wednesday 1 November 2023, commencing at 2.30pm.

Present – 32 Members

In the chair – Mrs Heather Glanville, Association Chair

1. Presentation from the Association Chair

The Association Chair, Mrs Heather Glanville and the Chief Executive Officer, Mr Colin Slinn, presented an update on the Association's performance during 2022 outlining the successes and challenges facing the organisation.

The Association Chair began by outlining the accomplishments of the Member Communities groups post-pandemic, as they re-introduced more in-person activities whilst maintaining the online participation that had served them so well during the periods of enforced closure. Mrs Glanville explained that the strengths of the Groups vary considerably across the country, with some groups thriving, whilst others struggle. Mrs Glanville also reflected on the 100th Anniversary celebrations held during the year and the hugely successful series of Member Days held across the UK during 2023.

The Chief Executive Officer then provided a detailed breakdown of the Association's encouraging performance during 2022 and how this has continued in 2023. Mr Slinn explained that the launch of the new membership proposition focussed on 4 key strategic partners, had resulted in Membership recruitment more than doubling in the past 12 months, whilst also maintaining exception levels of member retention. Mr Slinn also outlined the successes within our Leisure businesses, particularly Whitemead Forest Park which achieved over £1m in profit in 2022.

Mr Slinn continued to outline the Marketing strategies being employed to help raise the profile of Boundless within our eligible audience and the successes of our TV advertising in raising awareness of Boundless.



Minutes of 2023 AGM (continued)

Mr Slinn concluded his presentation by outlining the CSMA Board's vision for the future, where Boundless now sits within the marketplace of membership organisations, and how a secure, sustainable future for the Association can be safeguarded.

Mr Slinn then responded to questions from the floor regarding issues such as our partnership with LV insurance and the investments being made in our Leisure properties.

2. The Minutes of the 91st Annual General Meeting held on 25 November 2021

The Association Chair proposed that the minutes of the 92nd Annual General Meeting be taken as read. There being no questions, Mr Allan Goddard proposed (seconded by Mr Dave Farris) that the Minutes be approved. This proposal was agreed on a show of hands.

3. The Annual Report and Accounts for the Year ended 31 December 2022

The Annual Report and Accounts for 2022 were submitted to the meeting. There being no questions, the Accounts were duly accepted by the meeting.

4. Election of an Independent Council Member

The Association Chair announced that Mr Trevor Warren had been elected as an Independent Council Member for a two-year term of office. Mrs Glanville thanked the 4 candidates for their nominations.

5. The re-appointment of Moore (South) as the Association's auditors

The Chief Financial Officer, Mrs Lisa Parrott introduced the proposal to re-appoint Moore (South) as the Association's auditors. This proposal was agreed on a show of hands.

6. Annual Report from the Governors

Mr Graham Rood, Association Governor gave a verbal report from the Association Governors since the last Annual General Meeting.

Mr Rood reported that the Association has had seven Governors during this period who had met on two occasions since the last AGM and had been kept apprised of developments within the Association by the Association Vice-Chair, Chief Finance Officer, and Chief Executive Officer. Through those updates the Governors were able to satisfy

themselves and confirm that the Association's affairs had continued to be conducted in accordance with its Memorandum and Articles and in the collective interests of Members.

The Association Chair thanked Mr Rood for the report and the Association Governors for their invaluable work and the support they gave the Association.

In closing the meeting, the Association Chair (on behalf of the Board) thanked the Stenographer and the Association Solicitor's representative for attending the meeting and the reception team for administering the meeting.

Mrs Glanville also explained that for personal reasons she would be stepping down as Association Chair at the end of the AGM and announced that the current Association Vice Chair, Mr Gerard O'Sullivan had been appointed by the CSMA Board to the role of Association Chair until the end of the 2025 AGM. Mrs Glanville also explained that Mrs Madeleine Grubb, the previous Club Leader, had also been appointed to the vacated role of Association Vice Chair. Mrs Glanville wished both Mr O'Sullivan and Mrs Grubb her best wishes in their new roles.

The Association Chair declared the meeting closed at 3.12pm.



Election of an Independent Club Council Member 2024

Members are invited to vote for one candidate to be elected as an Independent Council Member for a two-year term of office. There are two candidates standing for election, Mike Harrison and Bob Felton.



**Mike
Harrison**

I was born in 1955, and I am married to Ann.

I was a qualified Architect and became a director and shareholder of a practice that specialised in Independent School work in the late 80's. We designed and built everything and anything to do with schools, ranging from toilet refurbishments to sports halls and swimming pools, boarding houses, teaching blocks, theatres and whole new schools. I took over as managing director in 2016 and recently retired at the end of August this year.

I was a governor at my children's primary school for over 12 years and was the Chair

of Governors for 10 of these.

I was treasurer and then chair at my children's Scout group before stepping into uniform to take over Explorers. This section deals with 14 to 18-year-olds and I ran the section for over 17 years, taking them abroad to such places as Switzerland, Croatia, France, Belgium and Austria. I am now the district commissioner responsible for over 1000 young people and adult volunteers in the District of Hillingdon West.

I first joined the CSMA in the early eighties and have been an active member of the North West London Group ever since, taking part in road rallies navigating for my twin brother Doug. We took part on numerous CB Rallies right up until it stopped running and we were once part of the NWL winning team in 1995. Doug and I currently rally his HS Chervette on the HRCR Historic Rally Championship.

I have a 1967 Austin Healy Sprite which I have owned since 1977, which I then

restored between 2005 – 2008 and I currently track day it and take into classic vehicle events. Ann and I also use it to take part in Classic Car runs and have taken part in The Retro Run for the last four years.

With regard to NWL Group, I was treasurer for a short time before taking on the role of Chairman which I have held now for very nearly 30 years. I am an active member of the Classic Vehicle Group and an active committee member of the Motorsports Group and now secretary to the recently formed new Aviation Group.

I believe that I can bring management and organisational skills to the Club Council together with a keen knowledge of both motoring in general as well as considerable building and estate experience and management skills should these be required. My various volunteer roles over many years have also given me considerable experience of working with other volunteers at all levels of responsibilities.



**Bob
Felton**

I have been a member of CSMA/ Boundless since 1962 and worked in the Ministry of Defence for 36 years.

I am on the Portsmouth Group Committee, and I was on the Camping and Caravanning Group Committee as Treasurer and Committee member until I resigned in 2023.

Previously I was on the Southern Region Committee as Camping and Caravanning Co-Ordinator and Chairperson before the Regions were disbanded, and I was also the Southern Region Representative on the Regional Activities Panel. I have also served on the Essex and South East London Group Committees.

I have been Rally Marshal and Assistant Marshal on Portsmouth group Camping and Caravanning Rallies, and I have Assisted on many of the Club Special Events as well as on many Continental Rallies.

At the present time I also arrange the Club Rally Areas at the Warner's Motorhome and Campervan Shows.

I would now like to use the knowledge I have of the Club to become an Independent Council Member for the good of all Members.



Special Resolutions for consideration at the 2024 AGM

Special Resolution 1 Governors

That Part E of the Association's Articles of Association shall be and is hereby amended as shown in the marked-up copy of the Articles of Association that has been made available to members on the Association's website for not less than 21 days prior to the date of this meeting (a print of which has been initialled for identification purposes by the Chair of the Association).

Special Resolution 2 The Club Council

That (a) Part F of the Association's Articles of Association; and (b) the Index to the said Articles shall be and are hereby amended as shown in the marked-up copy of the Articles of Association that has been made available to members on the Association's website for not less than 21 days prior to the date of this meeting (a print of which has been initialled for identification purposes by the Chair of the Association).

Special Resolution 3 Minor changes

That (a) references to the male or feminine gender in the Association's Articles of Association ("the Articles") shall be and are hereby amended (together with related drafting changes) as shown in the marked-up copy of the Articles that has been made available to members on the Association's website for not less than 21 days prior to the date of this meeting (a print of which has been initialled for identification purposes by the Chair of the Association); (b) the index in the Articles shall be updated as shown in the marked-up copy mentioned above; (c) the heading above Article C20 in the Articles shall be and is hereby amended to read "Quorum for General Meetings"; and (d) references in the Articles to "general meeting" (with lower case first letters) shall be and are hereby amended to "General Meeting" (with upper case first letters).

Special Resolutions Explanatory Notes

At the 2024 AGM three Special Resolutions to amend the Association's Articles of Association ("the Articles") will be considered.

Special Resolution 1 Governors

The Governors wish certain amendments to be made to Part E of the Articles (which relates to the Governors). The changes are: (a) to reduce the maximum number of Governors from 11 to 8; (b) to specify that a Governor normally serves two 5-year terms; (c) to make it a requirement that a person may not become a Governor unless they have been a member of the Association for at least 10 years; (d) to remove the reference to a Club Council assessment panel for the identification of candidates for appointment as Governors; and (e) to increase the quorum for Governor meetings from one half of their number to one half of their number plus one (then rounded up to the nearest whole number).

Special Resolution 2 Club Council

After a consultation process involving the Club Council and Governors, certain changes to Part F of the Articles (which relates to the Club Council) are proposed:

- **Club Leader and Club Treasurer:** It is felt that it would be a good idea to expand the pool of potential candidates for appointment as Club Leader and Club Treasurer (who are currently appointed by the Club Council from amongst their own number). It is proposed that the Articles should be changed so that an individual who is not already a member of Club Council may stand for election as Club Leader or Treasurer provided: (a) they have volunteered in club activities to a material extent in the previous 5 years; and (b) their candidacy is approved by the Association Chair or by the existing Club Leader or Treasurer. The second requirement is intended to be an initial screening process to ensure that all potential candidates who wish stand in the election are suitable for appointment.
- **Deputy Club Leader:** It is proposed that the title of "Deputy Club Leader" should be changed to "Chair of the Club Council". It is felt that the proposed new title will be more accurate because the key responsibility of the Deputy Club Leader is to chair meetings of the Club Council.

Special Resolutions

Explanatory Notes (continued)

- **Social Group:** It is proposed that references to the Social Group and the Social Group Leader should be deleted because the work previously done by the Social Group is now done in-house by Association staff.

Special Resolution 3 Minor changes

The Board considers that it is timely for modern terminology to be adopted in the

Articles of Association in relation to gender, i.e. to refer to an individual as “they” rather than “he/she”.

It is proposed to change all gender references in the Articles accordingly. This resolution also includes the updating of the index to the articles, 5a change to one heading and a change to capitalised first letters in relation to the term “General Meeting”.



Further AGM Information

Annual report and Accounts

As you may be aware, the Association's Annual Report and Accounts is available to the members on the Association's website here:

www.boundless.co.uk/accounts

Members may request that they be sent a copy of the Annual Reports and Accounts by post. If you would like to receive a paper copy by post, please telephone **0800 669944** or send an email to **info@boundless.co.uk** quoting your Boundless by CSMA membership number.

Ballot for election of an Independent Council Member

Members are invited to complete the ballot form in respect of the election for an Independent Council Member. Full details of the candidates are included within this pack. Please indicate your chosen candidate by placing an X in the box alongside their name.

Appointing a proxy

If you are unable to attend the meeting in person, you can appoint a proxy to vote (on your behalf) in respect of matters that are put to a poll at the meeting. The three special resolutions, to amend the articles of the association, will be put to a poll at the meeting.

A proxy form is provided within this pack and online.

If you do not know anyone who is attending personally, you may nominate an officer (e.g. the Association Chair, Vice Chair or Club Leader) as your proxy.

Further AGM Information (continued)

Ballot & Proxy Forms

Members can complete the ballot and proxy forms online by visiting our website at www.boundless.co.uk/AGM.

Alternatively, you can complete paper copies and send them to the Association by post.

Please note:

- If filling out the forms online, please ensure you are duly logged in.
- Please provide your name and membership number on the form.
- If sending in paper copies, please ensure you sign and date them. Failure to do so would render the forms void.
- If the person you appoint as your proxy cannot be identified at the meeting, they will not be able to vote on your behalf at the meeting.
- Whilst the number of abstentions will be noted, an abstention has no actual effect in company law terms and is not taken into account when votes are counted.

If you would like to receive a paper copy of this pack by post, please telephone **0800 669944** or send an email to info@boundless.co.uk quoting your Boundless by CSMA membership.

Forms must be lodged with the Company Secretary at the registered office of the Association by post or online by 9.00am on Saturday 26 October 2024.

Civil Service Motoring Association Ltd
Registered Office
Britannia House
21 Station Street
Brighton
BN1 4DE
Registered Number
00252734 England

2024 AGM - Ballot & Proxy Form

Member details

Name (capitals):

Signature: Membership Number: Date:

Ballot for election of an Independent Council Member

Please mark an X in the box alongside your chosen candidate (one vote only).

Mike Harrison

Bob Felton

Proxy Form Please complete if you are not attending the AGM.

I appoint the person named below (a Voting Member of the Association) as my proxy to vote and act for me and on my behalf at the Annual General Meeting of the Association to be held on Thursday 31 October 2024 and at any adjournment thereof.

In the case of the Special Resolutions (Agenda item 6), I request that my proxy votes on my behalf as I have indicated in the Voting Wishes section below. I understand that my proxy will be informed of my wishes but ultimately has the discretion to vote as they see fit.

Name of Proxy:

Note: In the space above, insert the name of your chosen proxy or - if you wish - state "Association Chair", "Association Vice-Chair" or "Club Leader"

Membership number of Proxy:

Note: A membership number is not required for officers, i.e Chair, Club Leader etc.

My Voting Wishes

Agenda item 6 - Special Resolutions proposed by the Board of Directors	For	Against	Abstain
Special Resolution 1: Governors			
Special Resolution 2: The Club Council			
Special Resolution 3: Minor Changes			

Please use the enclosed stamped addressed envelope to return your postal vote to:
Boundless, Britannia House, 21 Station Street, Brighton, BN1 4DE.



