

NTA (1963) Ltd.

ANNUAL GENERAL MEETING

Notice is hereby given that the Forty-fourth Annual General Meeting of NTA (1963) Ltd (incorporating the National Trolleybus Association) will be held at the Model Railway Club, 4 Calshot Street, LONDON, N1, on Wednesday 21st August 2013 commencing at 16.15hours

AGENDA

1. Apologies for absence.
2. To approve the Minutes of the Forty-third Annual General Meeting.
3. Matters arising.
4. To receive the Report of the Directors for the year ended 30th September 2012**.
5. To receive Reports from Officers.
6. To receive the Annual Accounts for the year ended 30th September 2012**.
7. To consider and, if thought fit, pass the six Ordinary Resolutions set out below.
8. To re-elect Mr Ashley R. Bruce as a Director of the Company.
9. To re-elect Mr Jonathan H. Ward as a Director of the Company.
10. To elect Mr David B. Pearson as a Director of the Company.
11. To elect Mr Michael J. Russell as a Director of the Company.
12. To re-appoint Mr Andrew Dinkenor as Independent Examiner of the Company's accounts.

** - the Report of the Directors and Annual Accounts for the year ended 30th September 2012 can be accessed online at www.trolleybus.co.uk/nta/association/html Hard copies will be available to members attending the Meeting.

At the rise of the formal Meeting, there will be an opportunity for an informal discussion between Members of the Company and the Directors.

The AGM will be followed at 19.00hours by the August 2013 NTA London meeting (subject: members' slides and digital images).

ORDINARY RESOLUTIONS

Under Agenda item 5, the Board will move the following six Ordinary Resolutions to give effect to changes in the Company's Articles of Association:

ORDINARY RESOLUTION No. 1. In Article 10 (2), to substitute the words "eighteen months" for "three years and three months". (See *Explanatory Note A below*).

ORDINARY RESOLUTION No. 2. To add the following new Article 19B:

"Appointment of Scrutineers in respect of Proxy Votes:

The Board shall appoint two real persons who are Members of the charity and present at a General Meeting to act as Scrutineers in respect of the counting of proxy votes correctly delivered in accordance with Article 19A. The Scrutineers shall not be current directors nor persons submitting themselves for election to the Board nor any persons with a pecuniary interest in any matter to be considered under the Agenda for the General Meeting at which they are to act as Scrutineers." (See *Explanatory Note B below*).

ORDINARY RESOLUTION No. 3. In Article 29, to delete the second and third sentences and substitute the following words: "One third of the Directors shall retire at each General Meeting. Where the product of this formula is other than a whole number, the nearest whole number of directors above or below this number shall retire. The retiring directors shall be those who have been longest in office since their last election, but as between those elected on the same day those who received the fewest votes at such elections shall retire first. In the event of there being equal votes both shall retire." (See Explanatory Note C below).

ORDINARY RESOLUTION No. 4. In Article 32 (1), to substitute the word "election" for "re-election". (See Explanatory Note D below).

ORDINARY RESOLUTION No. 5. In Article 32 (2), to substitute the words "twenty-eight nor more than forty-nine" for "fourteen nor more than thirty-five". (See Explanatory Note E below).

ORDINARY RESOLUTION No. 6. In Article 53 (2), to delete the words "or who registers only an address that is not within the United Kingdom". (See Explanatory Note F below).

EXPLANATORY NOTES (these notes are provided for the guidance of Members and do not form part of the formal Resolutions).

NOTE A: The present Articles provide that up to 39 months may elapse between General Meetings. Your Board considers that this is far too long for a charity that is also a Company Limited by Guarantee. To redress this democratic deficit yet provide an element of flexibility, your Board is proposing a maximum interval of 18 months between General Meetings. It is, however, your Board's intention to continue to hold General Meetings after the close of each Financial Year.

NOTE B: The current Articles are silent on the procedure for the appointment of Scrutineers to count proxy votes. As an interim measure, arrangements will be undertaken under the provisions of Article 57. To regularise the position for the future, however, it is considered that an additional Article needs to be interposed.

NOTE C: The present Article requires directors to retire after only eighteen months' service; in extremis this could result in the entire Board having to be re-elected at the same General Meeting. The proposed wording reverts to a system of "retirement by thirds" at each General Meeting, this being a well-tested system that provides for an element of continuity in governance without frustrating the encouragement of new blood.

NOTE D: This is to correct what is thought to be a drafting error in the present Articles. As currently written, the Article is otiose.

NOTE E: The amended Article resolves anomalies regarding timescales and notice periods in the present Articles, and brings forward the period in which nominations for Board Membership may be submitted before each AGM, to eliminate additional costs to the Company which would result from the need for a second mailing. Although the time period is advanced, the Board has maintained the 21-day window of opportunity contained in the present Article.

NOTE F: A conflict exists between the provisions of Article 12 (4) and those of Article 53 (2), regarding the serving of Notice of General Meetings. With a significant number of Company Members overseas (approximately 30% of the total membership), your Board considers it wrong to disenfranchise them in the way that is currently the case under Article 53 (2). Deletion of the words concerned will clarify that Notice must be served on *all* Members. Although this proposal will result initially in increased costs to the Company, it is intended to minimise these by encouraging all overseas Members to notify e-mail addresses so that Notices can be served electronically.