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2026 Annual General Meeting

Civil Service Motoring Association Ltd

Message from the Association Chair

Gerard O'Sullivan
Association Chair

Dear fellow members,

The great Irish poet Seamus Heaney once wrote, "Believe that a further shore is reachable from here." Those words have stayed with me because they speak of hope, possibility and the confidence to look beyond the horizon while remaining grounded in who we are.

One of the greatest privileges of being Chair of Boundless is meeting our members and hearing your stories. Whether at events, leisure locations or volunteer activities, I am constantly reminded that Boundless is about much more than benefits and experiences. It is about people, friendships and a sense of belonging.

In a world that often feels increasingly busy and disconnected, organisations like Boundless matter more than ever. We create opportunities for people to come together, share experiences and make connections that enrich our lives.

One conversation with a member this year has stayed with me. What began as a discussion about an event quickly became a conversation about friendship, confidence and belonging. It reminded me that while experiences may bring people together, it is the connections we create that leave the lasting impression.

My sincere thanks to our colleagues, volunteers, governors, directors and, above all, our members. Your support, commitment and enthusiasm are what make Boundless special.

My hope is that you will continue to play an active part in our Association's future. Whether by attending events, sharing ideas, volunteering your time or simply enjoying all that membership offers, every member helps shape the story of Boundless.

As we look ahead, I believe, like Heaney, that a further shore is reachable from here. Not because of any strategy or plan alone, but because of the people who bring Boundless to life every day.

With best wishes,

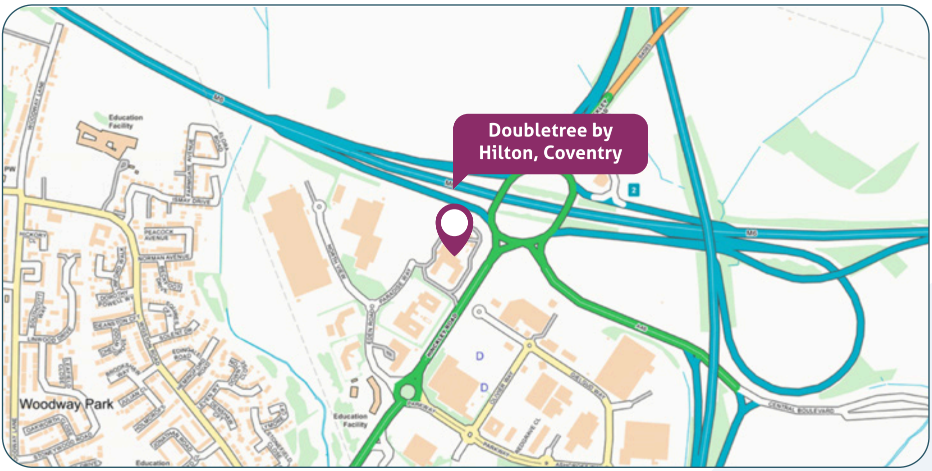
Gerard

Agenda of 2026 Annual General Meeting

Notice is hereby given that the ninety-sixth Annual General Meeting of the Association will be held on Tuesday 6 October 2026 in the Minster Suite at DoubleTree by Hilton, Paradise Way, Walsgrave Triangle, Coventry CV2 2ST. Refreshments will be available from 1pm with the meeting commencing at 2.00pm to transact the following business:

Agenda

1. To receive an update presentation on the Association.
2. To approve the Minutes of the Ninety-fifth Annual General Meeting held on Wednesday 15th October 2025.
3. To receive the Annual Report and Accounts for the year ended 31 December 2025. The Annual accounts can be found separately to this pack.
4. To announce the results for the election of the Association Chair.
5. To announce the results for the election of an Independent Council Member.
6. To re-appoint Moore (South) LLP as the Association's auditors and to authorise the Board of Directors to fix their remuneration.
7. To receive the Governors' Report.
8. To consider and if thought fit pass the Special Resolution to amend the Articles of Association, which has been proposed by the Board of Directors.



Minutes of 2025 AGM

Minutes of the ninety-fifth Annual General Meeting of the Civil Service Motoring Association held at Crowne Plaza Stratford upon Avon, Bridgefoot, Stratford-upon-Avon on Wednesday 15 October 2025 commencing at 2.00pm.

Present – 57 Members of the Association (including voting members)
In the chair – Mr Gerard O'Sullivan, Association Chair

1. Presentation from the Association Chair

The Association Chair, Mr Gerard O'Sullivan, gave a presentation updating members on the Association's performance over the past year. He reflected on the conclusion of the current strategic cycle and highlighted progress against three core areas of focus: enhancing the member proposition through experiences, improving awareness and distribution, and simplifying the joining and engagement journey.

Mr O'Sullivan reported continued strong member engagement, high retention levels, growth in Boundless Plus membership, and increased participation in member events and communities. He also outlined ongoing investment in technology, including digital platforms, to support member experience and operational efficiency.

The Chair and Chief Executive Officer, Mr Colin Slinn, provided an overview of the Association's financial performance, noting a strong financial position, continued profitability, sustained investment in marketing and propositions, and donations to the Association's four charity partners.

Questions were taken from members and responses were provided by the Chair, Chief Executive Officer and Executive Team.

2. The Minutes of the Ninety Fourth Annual General Meeting held on 31 October 2024

The Chair proposed that the minutes of the Ninety Fourth Annual General Meeting be taken as read. There being no questions, Phil Pallent proposed (seconded by Mr Graham Davis) that the Minutes be approved. This proposal was agreed on a show of hands. Mr O'Sullivan signed the Minutes of the 94th Annual General Meeting.

Minutes of 2025 AGM (continued)

3. The Annual Report and Accounts for the year ended 31 December 2024

The Annual Report and Accounts for 2023 were submitted to the meeting. There being no questions, the Accounts were duly accepted by the meeting.

4. Election of Vice Chair

The Association Chair announced that the position of Vice Chair was uncontested and formally approved by the CSMA Board and, as such, Mr Geoff Gaunt had been duly elected as Vice Chair for a three year term of office.

5. Election of an Independent Council Member

The Association Chair announced that, following a ballot with 37% of the votes cast, Mr Richard Ashcroft was duly elected as Independent Council Member for a two year term of office. Mr O'Sullivan thanked all other nominee's for their interest.

6. Re appointment of Auditors

It was proposed that Moore (South) LLP be re appointed as the Association's auditors and that the Board of Directors be authorised to fix their remuneration. This proposal was approved on a show of hands.

7. Special Resolutions

The Association Chair introduced three Special Resolutions proposed by the Board of Directors, relating to amendments to the Articles of Association.

Special Resolution 1 related to changes in the Articles relating to Membership enabling subscriptions payable in respect of Associate Members to vary depending upon the partner organisation they come from. (Associate Members are non-voting.)

Special Resolution 2 related to changes in the Articles relating to Quorum proposing that members present by proxy are counted for quorum purposes.

Special Resolution 3 changes in the Articles relating to President, Governors & Fellows proposing to:

- Delete the role of President as the Association no longer has such as position.
- Amend wording in the Articles about Fellows to reflect two categories of Fellows, i.e. Fellows of the Association and Fellows of the Club.
- Delete references to Vice Presidents in the Articles. If Special Resolution 3 is passed Vice-Presidents who have been directors of the Association at any time will be invited to become Fellows of the Association; and other Vice-Presidents will be invited to become Fellows of the Club.

The Chair invited and answered questions relating to the special resolutions. The Chair explained the process for the completion of the voting forms and a poll was carried out on each of the proposed resolutions.

8. Annual Report from the Governors

Mr John Herington presented a report on behalf of the Governors, noting changes to Governor membership during the year, including retirements at the end of term and the appointment of new Governors with effect from the conclusion of the meeting.

He confirmed that the Governors had met in accordance with the Articles of Association, had monitored the Association's governance and committee activity, had considered and approved the proposed amendments to the Articles, and had received reports on the archiving of the Association's history.

The Governors confirmed their satisfaction that, since the last AGM, the Association's affairs had been conducted in accordance with its Memorandum and Articles and in the collective interests of the membership. The Governors' report was received by the meeting.

9. Results of the Special Resolutions

Following discussion, a poll was conducted. The Chair later announced that:

- **Special Resolution 1** was passed with 88% of votes in favour.
- **Special Resolution 2** was passed with 90% of votes in favour.
- **Special Resolution 3** was passed with 88% of votes in favour.

Close of Meeting

The Association Chair thanked the Governors, Directors, Executive Team, colleagues, advisers and the stenographer for their support in administering the meeting. He also thanked members for their continued commitment to the Association.

The meeting was declared closed at 2.57pm.

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Election of Association Roles

Chair 2026

This is an uncontested post therefore no ballot is required. The Chair of the Association position will be appointed with a 3-year term of office.

Gerard O'Sullivan

As I approach the end of my first term as Chair, I am writing to express my desire to continue serving as Chair of Boundless and to set out, for all Association members, how I see the role of the Chair in supporting the Association, the Board, the executive team and, most importantly, our members.

The Chair does not run the organisation day to day; that responsibility sits with the executive team. My role is to provide leadership to the Board, support good governance, encourage open and constructive discussion, and help ensure that decisions are made in the long-term interests of the Association and its members. That means supporting and challenging in equal measure, helping the Board remain focused on the right priorities, and ensuring members' needs, expectations and experiences remain central to our work.

Reflecting on the past three years, the progress we have made—from navigating economic volatility to strengthening the way we operate—is a testament to our collective work. It has been a privilege to support a Board and an executive team so deeply committed to Boundless and to the people we exist to serve.

I have always believed that the role of a Chair is not to dictate, but to create the conditions in which others can contribute fully, challenge constructively, and do their best work on behalf of members.

Looking ahead, Boundless has an important opportunity to build on its heritage while continuing to adapt to the expectations of todays and tomorrow's members. My goal in seeking another term is to provide steady, consistent and member-focused leadership: maintaining the governance rigour we have developed, supporting the Board and executive team through the next phase of growth, and helping ensure that the Association remains relevant, resilient and purposeful.

In the coming years, I want to support the Association in the following areas:

Strengthening how we operate: We must continue to raise our standards, improve our effectiveness and ensure that the way we work enables the Association to deliver consistently for members.

Sharpening our strategic focus: I am committed to helping the Board concentrate on the priorities that matter most, ensuring that our time, resources and energy are directed towards strengthening the Association and delivering clear value for members.

Building sustainability and resilience: I will support the Board in ensuring Boundless remains financially strong, well governed and able to respond confidently to change, so that members can continue to rely on the Association for the long term.

Protecting our mutual heritage: As we modernise, I see my role as helping ensure that we remain rooted in the camaraderie, shared purpose and mutual support that have defined Boundless for a century.

Supporting effective leadership: I will continue to focus on governance that provides clarity, accountability and constructive support, enabling the executive team to lead effectively and deliver for members.

I view my tenure as Chair as a period of active stewardship: helping to care for the Association today while ensuring it is stronger, more resilient and better placed to serve future generations of members.

For me, that means listening carefully, supporting good decisions, encouraging constructive challenge and keeping the interests of members at the heart of the Board's work.

I am honoured and privileged by the trust placed in me, and I would be delighted to continue serving as Chair.

If reappointed, I will remain committed to supporting the Board and executive team, strengthening the Association, and ensuring Boundless continues to deliver value, connection and support for all members.

Thank you for your continued support.

Independent Club Council Member 2026

This is an uncontested post therefore no Ballot is required. The Independent Council Member position will be appointed with a 2-year term of office.

Mark Brumwell

I was delighted to be co-opted onto Club Council as an additional Independent Council Member in January 2026. I would like to continue to offer my expertise and experience to Club Council, by being formally elected for that role.

I am active in several of the club's community groups and am on the committees of the North West London Group and the Classic Vehicle Group. Recently, I was invited to join the committee of the Motorsports Group. I also attend events run by the Aviation and Camping & Caravanning groups.

I have brought fresh thinking and introduced new initiatives to each aspect of my involvement with the club. For example, for our community groups, I am running a new classic car tour in 2026 and, with my partner, I organised and ran a new and successful music quiz night earlier this year. I proposed rule change for the club's 12 car rally series, which helped to improve the entry numbers significantly for the 2025-26 season.

Before retiring in 2025, I worked as a solicitor for over forty years, initially in private practice where I was a partner in two large commercial law firms based in London, then latterly in senior posts in the public sector. These roles required an independent mind set, a willingness to challenge established viewpoints and an ability to review and analyse problems objectively to come up with workable solutions. That expresses my approach to the Independent Council Member role.

Governors Statement

The Governors are pleased to present their report to the AGM.

Following the 2025 AGM the governors were Brian Comber, Dave Farris, Madeleine Grubb, John Herington and Jeff Kenyon.

Following their retirement in 2025, previous governors Bev Cooper, Geoff Lockwood and Graham Rood were all appointed as Fellows of the Association in recognition of their outstanding service to the Association.

The governors have held two formal face-to-face meetings between the 2025 and 2026 AGMs as is required by the Articles of Association, both chaired by Madeleine Grubb. The governors held an informal face-to-face meeting to welcome their two newly appointed governors to the team and to discuss their role in monitoring the activities and management of the Association and the Club Council.

Outside of the two formal face-to-face meetings, the Governors have communicated by e-mail and telephone during the year whenever there is a matter that requires a timely discussion.

The governors continue to monitor the activities and management of the Association and Club Council as they receive records of meetings and regular written briefings. The CEO and Association Vice Chair regularly attend our formal meetings and a governor has been in attendance at each of the Club Council meetings.

The Governors also successfully participated in the networking sessions with members held following the 2025 AGM.

The Governors considered and approved the proposed changes to Articles of Association which have been considered at this AGM.

The Governors receive reports on the progress of the activities taking place to ensure the archiving of the 100 years of CSMA's history.

The Governors are pleased to confirm their satisfaction that since the last AGM, the Association's affairs have continued to be conducted in accordance with its Memorandum and Articles and its ethos and customs, in the collective interests of members.

Special Resolutions for Consideration at the 2026 AGM

Special Resolution

That Parts A and B of the Association's Articles of Association and the corresponding part of the Index 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 Explanatory Note

The Special Resolution that is being proposed at this year's Annual General Meeting (with the Club Council's approval) is intended to introduce greater flexibility in relation to the representation of Interest Groups and Local Groups on Club Council. On review, it was concluded that the existing wording (which refers to specific groups) is overly prescriptive and that simpler and more flexible wording would serve the Association better.

It is also proposed to include a new provision that will enable the Club Council (with the agreement of the Board) to appoint additional persons as members of the Club Council. It is thought this will be a useful power for the Club Council to have.

Further AGM Information

Annual Report and Accounts

As you may be aware, the Association's Annual Report and Accounts are available to members on the Association's website here: **boundless.co.uk/accounts**

Election of Association Roles

There was only one nomination received for the position of the Chair of the Association and Independent Council Member, therefore no Ballot is required.

Appointing a proxy

If you 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 vote 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.

Proxy forms

Members can complete the proxy form online by visiting our website at **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.
- 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 either the Annual Report and Accounts or of this pack by post, please telephone **0800 669944** or send an email to **info@boundless.co.uk** quoting your Boundless by CSMA membership.

Further AGM Information (continued)

Forms must be lodged with the Company Secretary at the registered office of the Association by post or online by 9.00am on Thursday 1 October 2026.

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

Registered Number
00252734 England

2026 AGM - Ballot & Proxy Form

Member details

Name (capitals): ....

Signature: .... **Membership Number:** .... **Date:** ....

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 Tuesday 6 October 2026 and at any adjournment thereof.

In the case of the Special Resolutions (Agenda item 8), 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 8 - Special Resolutions proposed by the Board of Directors (see page 12)	For	Against	Abstain
Club Council - representation of Interest and Local Groups			

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

2026
Annual General Meeting

Civil Service Motoring Association Ltd

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