

boundless  
BY  
CSMA

2019  
Annual General  
Meeting

Civil Service Motoring Association Ltd  
Registered Office: Britannia House, 21 Station Street, Brighton BN1 4DE  
Registered Number 252734 England

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# Message from the Association Chair

## Heather Glanville

Association Chair

I am delighted to be able to invite you to the Association's ninetieth AGM on Thursday 27 June 2019. We will once again be returning to the AMBA Charing Cross Hotel, The Strand, commencing at 2.30pm.

Following my appointment by the CSMA Board in March of this year it will be my very first AGM as Association Chair. Having been the Club Leader and a CSMA Board Director for nearly five years I am now delighted to be leading the Association as it continues to evolve to meet the challenges our ever-changing world demands. I've been increasingly pleased with the focus we have shown, and continue to show, in providing improved benefits for our members.

I would like to take this opportunity to thank, not only our teams in both Britannia House and our properties for everything they do for our members, but also to thank Martin Hunter, our previous Chair, for his sterling work and commitment to our organisation over many years. We wish him well for the future.

As the Association moves forward, I am filled with enthusiasm and excitement. I am optimistic for our future together.

I hope to see many of you on 27 June.

Heather Glanville



# Agenda and Voting Pack



The 2019 Annual General Meeting of the Association is to be held on Thursday 27 June at the AMBA Charing Cross Hotel, The Strand, London WC2N 5HX commencing at 2.30pm.

This is an important meeting where statutory items (including receipt of the annual report and accounts for the year ended 31 December 2018) will be dealt with.

## ACCOUNTS – PAPER COPY

As you may be aware, the Association's Articles now permit the Association to provide corporate documentation (including its Annual Report and Accounts) to its members via the website or by email. Members may, however, request that they be sent paper copies by post.

The 2018 Annual Report and Accounts will be placed on the Association's website on the 1 June 2019 at <https://www.boundless.co.uk/pages/annual-reports-and-accounts>. If you would like to receive a paper copy by post, please telephone 0800 669944 or send an email to [info@boundless.co.uk](mailto:info@boundless.co.uk) quoting your Boundless by CSMA membership number.

## VOTING

As with last year, you can now vote online by visiting our website at [boundless.co.uk/AGMvoting](https://www.boundless.co.uk/AGMvoting). Alternatively, you can still use the attached voting form to vote by post as before.

## POST AND ONLINE BALLOT

Please note that, on the voting form provided within this pack and on our website, you are invited to complete the ballot form in respect of the election of the Member Director. 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. You are also invited to vote on the two proposed Special Resolutions to amend the Articles of the Association. Explanatory notes in relation to the Special Resolutions are included within this pack.

## PROXY FORM

A proxy form is provided within this pack and online. You should complete and return this if you cannot attend the Annual General Meeting personally and wish to appoint someone who will be attending to act as your proxy. If you do not know anyone who is attending personally, you may nominate an officer, such as the Association Chair or Club Captain, as your proxy. Please note that proxies only count in the event of a poll being called in the meeting and not on a show of hands.

**Voting forms must be lodged with the Secretary at the registered office of the Association by 9am on Sunday 23 June 2019.**

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Brighton BN1 4DE  
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# Agenda of Annual General Meeting



Notice is hereby given that the Annual General Meeting of the Association will be held at AMBA Charing Cross, The Strand, London, WC2N 5HX on Thursday 27 June 2019 at 2.30pm to transact the following business:

## AGENDA

1. To receive a presentation on the Association's business during 2018.
2. To receive and adopt the Minutes of the eighty-ninth Annual General Meeting held on 28 June 2018.
3. To receive and adopt the Annual Report and Accounts for the year ended 31 December 2018.
4. To announce the results of the Postal Ballot for the Member Director.
5. To re-appoint Moore Stephens 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 following Special Resolutions that have been proposed by the Board of Directors.

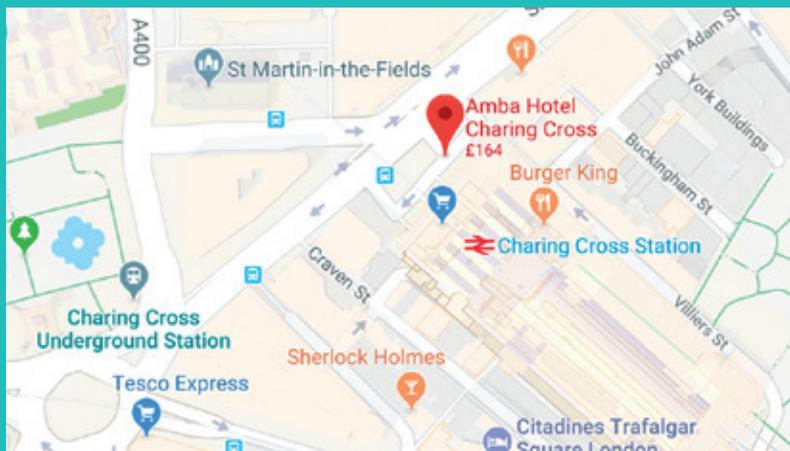
### Special Resolution 1: President and Governors:

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 (including Independent Council Members):

That: (a) Part F 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); and (b) the definition of the 2015 Special Resolution shall be deleted from Article A1 of the Association's Articles of Association.

7. To receive an Annual Report from the Governors.
8. To announce the election of the Independent Council Member.



# Explanatory Notes



The business to be transacted at this year's Annual General Meeting includes the consideration of the following Special Resolutions to amend the Articles of Association of the CSMA.

## **SPECIAL RESOLUTION 1**

The proposed resolution changes provisions in the Articles relating to the President and Governors of the Association. Regarding the President, the Articles provide for the Association always to have a President. At the moment the Association does not have a President. It is therefore proposed to change the Articles to accommodate the possibility of the Association not having a President. Regarding the Governors, there is a desire to have more flexibility as to how long Governors may serve and therefore it is proposed to remove the reference about their normal term of office.

## **SPECIAL RESOLUTION 2**

The proposed resolution would remove Article F9, which prevents someone standing for election as an Independent Council Member if at any time during the previous two years they have held any of the following offices within the Association: Board member, member of the Club Council, Governor, Club Captain, Vice-President of the Association, Interest Group committee member or member of one of the Association's previous Specialist Committees. The Club Council recommends this change to widen the pool of potential candidates for election. The resolution also updates the Articles by removing references to historic transitional arrangements, which are no longer relevant.

# Minutes



Minutes of the **eighty-ninth Annual General Meeting** of the Civil Service Motoring Association held at the AMBA Charing Cross Hotel, The Strand, London on Thursday 28 June 2018, commencing at 2.30 pm.

Present – 36 Members.

In the chair – Mr Martin Hunter, Association Chairman

## **1. PRESENTATION FROM THE CHIEF EXECUTIVE OFFICER**

The Association's Chief Executive Officer presented an update on the Association's performance during 2017 and the successes achieved in overcoming the challenges the Association faced. He then outlined the future strategy to move the Association forward over the next three years.

## **2. THE MINUTES OF THE EIGHTY-EIGHTH ANNUAL GENERAL MEETING HELD ON 29 JUNE 2017**

The Chairman proposed that the minutes of the eighty-eighth Annual General Meeting be taken as read. There being no questions, Mr Graham Davis proposed (seconded by Mr Brian Comber) that the minutes be approved. This proposal was agreed on a show of hands.

## **3. THE ANNUAL REPORT AND ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 2017**

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

## **4. ELECTION OF THE CHAIR AND VICE-CHAIR OF THE ASSOCIATION**

The Chairman stated that, as there was only one candidate standing for each of the positions of Chair and Vice-Chair of the Association (pursuant to Article D24(l) of the Association's Articles), he would be automatically re-appointed to the position of Chair of the Association and Mr Alan Thurbon would be automatically re-appointed to the position of Vice-Chair of the Association (without the need for a postal ballot).

## **5. THE RE-APPOINTMENT OF MOORE STEPHENS AS THE ASSOCIATION'S AUDITORS**

The Group Finance Director introduced the proposal to re-appoint Moore Stephens as the Association's auditors. Following a query as to the length of time Moore Stephens had been the Association's auditors, the Chairman then asked the meeting's approval to reappoint Moore Stephens. This proposal was agreed on a show of hands.

## **6. TO CONSIDER AND IF THOUGHT FIT TO PASS THE THREE SPECIAL RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS**

The Chairman introduced the three Special Resolutions to be brought before the meeting. Special Resolution 1 related to the extension of membership eligibility to members of approved organisations. Special Resolution 2 related to the extension of membership eligibility to persons to whom the Association or one of its subsidiaries had supplied goods or services. Special Resolution 3 related to the proposal to increase the number of members required to raise a members' resolution from the current 10 members to 50 members.

A number of questions were received from the floor regarding the proposed Special Resolutions, including the types of organisations to which membership eligibility would be extended and the risks attached to opening up eligibility too widely. Comments, both for and against, were also made regarding the proposal to increase to 50 the number of members required to raise a members' resolution. The Chairman responded to each of the questions before a poll was carried out on each of the proposed resolutions.



## 7. ANNUAL REPORT FROM THE GOVERNORS

Mr Bev Cooper, Chair of Governors, gave a verbal report of the work done by the Governors since the last Annual General Meeting. Mr Cooper reported that the six Governors had met on three occasions during the year and had been kept apprised of developments within the Association by the Association's Vice-Chairman and Finance Director, including draft outlines of the Board's proposed motions for the AGM. Those processes had enabled the Governors 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 Chairman thanked Mr Cooper for the report and the Board of Governors for their invaluable work and the support they gave the Association.

## 8. CLUB POSTS (INDEPENDENT COUNCIL MEMBER AND CLUB CAPTAIN)

The Chairman announced the results of the postal ballot for the election of an Independent Council Member:

Martin Fearn 838 Votes  
Gerard O'Sullivan 380 votes  
Alan Wakeman 765 votes

The Chairman confirmed that Mr Fearn was duly elected as an Independent Council Member.

*Addendum to the Minutes - re Club Captain Mr Allan Goddard has been re-appointed as Club Captain. Mr Goddard was the sole candidate standing for election as Club Captain and (by virtue of Article F35 of the Association's Articles) has been automatically re-appointed without the need for a postal ballot.*

Following a brief adjournment to allow the voting papers to be counted, the Chairman announced the results of the Special Resolutions:

Special Resolution 1 passed with 94% in favour  
Special Resolution 2 passed with 88% in favour  
Special Resolution 3 passed with 89% in favour

In closing the meeting, the Chairman (on behalf of the Board) thanked the stenographer and the Association Solicitor for attending the meeting and the reception team for administering the meeting.

The Chairman declared the meeting closed at 3.15pm.

# Nominations



# Independent Council Member

This is an uncontested post therefore no ballot is required.

## Gerard O'Sullivan

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I recently attended my first Club Networking meeting in Bournemouth in my current role as an Independent Council Member, I learned first hand the importance and value of the Club Ethos.

Co-hosting a discussion table at the event, I met many Boundless members over the two days. The importance of Club Council, its communities and positive social impacts it brings, were clearly articulated to me.

To ensure that Club Council continues to be of value to Boundless members, we need to continue to prioritise and improve communications, succession planning and talent management amongst other priorities.

I have been a member of Boundless for over 20 years, although I admit I was very inactive during that time, just usually taking advantage of the value and offers, particularly the Ireland-Ferry savings..!

Having had an initial 12 month term as a co-opted Independent Council Member, I am enthused by the role that Boundless can play in the lives of people and the role of Club Council in that. I am now working on a Club Council project to review the governance and operations of Club Council. The project will look to present recommendations and action plans later in 2019.

As well as being involved in Club Council, I am also a Non-Executive Director on a Scottish Government non-departmental public body called Zero Waste Scotland. Previously, I was the Chief Operating officer with a UK Local Authority and also a Management Consultant with a UK FTSE-100 Technology business.

# Nominations

## Member Director



You may vote for one candidate using the form provided within this pack, or on our website [boundless.co.uk/AGMvoting](https://boundless.co.uk/AGMvoting).

Candidates were asked to outline information about themselves they felt relevant to the Member Director position, plus addressing the following specific points:

- Their understanding of the requirements for being a company director
- Their knowledge and understanding of the Association and the needs of the members
- How they have demonstrated a commitment to the Association

### Peter Baverstock

I live in Cranleigh, Surrey with my family, I am semi-retired and have various interests including classic cars, climbing and mountaineering and travel generally. We have visited over thirty countries around the world.

I served an apprenticeship as a toolmaker in a small company in the Midlands that specialised in making small components for aircraft and race cars. This provided me with an engineering qualification. I moved on into the construction industry for most of the rest of my working life, my roles, included Technical Sales, Estimating, Business Development, Project Management, Health & Safety and Finance in various scaffolding and access companies. For the last ten years of my full time working life I was Business Development Director for SGB whose contracting operation turned over approximately £40m per annum. This role gave me all the responsibilities, knowledge and experience required of a Company Director.

I now work part time offering advice and support to two companies in the industry.

I own a 1970 MGB Roadster with which I take part in various touring rallies all over the UK and some parts of Europe and have been a CSMA member for about five years. I have a keen interest in motoring and travel of all sorts, I am a member of the MG Owners Club, Brooklands Museum Auto Club Eclance in France and The Climbers Club.

I am also an active member of Cranleigh & District Lions Club which is part of the International Lions Clubs who raise money through various activities for those less fortunate than ourselves.

Any club is completely reliant on the support of its membership, this support can only be forthcoming and sustained if the club offers a wide range of activities, offers and events that are attractive and value for money to the members. It is also important that the offers keep pace with changes and the developments of time. I am very keen to be a part of this and offer any expertise I have in this regard.

I very much look forward to the challenge that this role would give me.

### Chris Bowes

I am keen to be a Member Director on the CSMA Board as this will allow me to combine my passion for cars with my experience of being a Company Director.

I have been a company director on the board of an engineering consultancy practice for over 12 years. Being a company director means that I understand the roles, responsibilities and legal requirements of a director on the CSMA board. Having visited the headquarters and met with some of the board members I am confident that I could become a successful and useful member of the team. I have just reduced my hours in my current post so I would have ample time to devote to the Member Director post. I feel that I would be able to represent the members by providing constructive challenge and strategic guidance as well as offering specialist advice and holding the management to account.

The Association has changed over the years and it is important to appreciate how it has moved from being a motoring club to more of a leisure club – I am sure it will need to continually refine itself as standing still is not an option. When members use the services offered by the club they want to be sure they :-

- Feel it is a brand they can rely on for quality
- Are getting value for money
- Have a positive, enjoyable experience
- Are confident all legal and Health and Safety requirements have been met

I have been a member of CSMA for 39 years, have used a number of its facilities and have witnessed how the organisation has changed over the years. My father was a member of CSMA as was my grandfather from 1931.

I enjoy cars and motor sport. I currently have both a modern sports car and a 32 year old Citroen 2CV which I am in the process of restoring. I am also a caravanner and enjoy holidays in the UK and Europe. I feel that my experience would be of value in developing the club for the future.

In conclusion I feel I have skills to help the Association develop, have experience of being a company director and would aim to ensure that the club offers the best service possible to its diverse and growing membership.

## Ian Chell

I started my career as a medical engineer, spending the first half as an x-ray engineer with Siemens, moving onto Government from industry, to spend the other half as a medical device specialist and finishing as a Whitehall policy lead for radiation in the Department of Health. I have extensive experience at senior government level of chairing high-level national meetings and using top experts to determine national policies and, to review and change as necessary, UK regulations or guidance. This role also required strong leadership and management of government scientific committees. It also taught me how to use stakeholders to determine the best outcomes – these skills are invaluable for this particular role. I retired slightly early in 2017 (VE) and now have my own part time training venture on medical electrical installations. I'm also a voluntary Director of the service management company for my local housing estate.

Motoring and holidays are a key passion in my life and I enjoy sharing views with other enthusiasts. I am still a fan of old school six cylinder plus engines but also realise the value of modern thrifty engines and hybrids for everyday travel where you can't exercise your driving skills. I think these factors should be a new area for topics delivered in style for non-technical enthusiasts. I think a strong debate on alternatives to internal combustion engines or a mix, is required to help members understand current choices. We are on our second plug-in hybrid as the runabout vehicle and I believe there is a lot for drivers to be made aware of.

In my younger days as a motorbike enthusiast, I was an advanced motorcycle instructor when I lived in Stoke-on-Trent and I also participated in a local voluntary ground-breaking scheme in the 70s and was a forerunner to the current compulsory CBT. I have also been a marshal at Brands Hatch. I currently drive a Golf R purchased through the CSMA and now looking for a two seater "toy" – hopefully with more than 4 pistons. With respect to travel, my regular winter break is in Tenerife along with other braver trips often informed by the Boundless magazine.

If elected as a Member Director, I would certainly explore how the CSMA could attract new younger members. Government has recently been significantly refreshed with much younger staff in post in Whitehall. I think that without changing the main aims, it would be worth looking into how the CSMA could attract this cohort who are also unlikely to own a vehicle. This would also tie in with exploring how the CSMA would communicate articles with the younger generation on a national level (who will have a vehicle), and even target the NHS where my "Health" experience would help. Engagement with current membership would also be a key priority. I have a strong "finisher" skill and have many examples of completing difficult and sensitive issues - so you can be assured that I would not be a passive Member Director.

## Richard Cooper

Please vote so that I can represent you and encourage Boundless to continue offering even more 5-star services at 3-star prices. I have been an active member for over 30 years and have used many of the products and services on offer including insurance (car, breakdown, home and travel), holiday discounts, camping and caravanning, car purchase and special events.

About me:

I left a senior role in BT over a year ago and recently I have taken up roles that have included non-executive Board Director roles in the NHS (Cambridgeshire Community Services Trust) and Department of Health & Social Care (Health Research Authority). I have also chaired a Council remuneration panel and later this year will take up a role as Lay Member on the Regulatory Board of the Association of Chartered Certified Accountants. I therefore have a good understanding of the important legal duties, responsibilities and liabilities that being a Board Director entails. These roles take up a total of about five days per month, leaving me with the time to dedicate to this important Member Director role. I like to keep things simple (hence, I have kept this statement short!). Throughout my career I have been responsible for leading big projects and championing the needs of customers.

Family:

I live with my wife (a Community Nurse) in Suffolk. Our daughter graduated last year and has started working as a Primary School teacher in Essex. She is also a young Boundless member!

As your Member Director:

I would be your champion on the Board. I hope that Boundless can expand the services it offers and grow the membership base to include more younger people, whilst not losing focus on the needs of the existing members. I have the energy, interest, time and enthusiasm to undertake this important role for you.

## Richard Favier OBE

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I think Boundless is a brilliant organisation and we are very privileged to have it! I very much doubt the Civil Servants who set it up, not long after the First World War, ever thought it would morph into what we have now.

I have been a member of the CSMA (now Boundless) for most of my career and benefited greatly from what it has to offer. e.g. from being rescued from the roadside years ago, to car insurance and other discounts, to staying at Whitemead Forest Park and Ghyll Manor and to using the free uninsured loss service only a few months ago. And then there is the magazine, which has loads of interesting and useful articles. Why would people not want to belong to an organisation, which offers so much! Especially, when it is not sitting on its laurels and is striving to offer more and more for members. As the elected Member Director, I would be focused on helping Boundless to do more for you all, as well as ensuring the good stewardship of our organisation.

All my working life (I am now semi retired – doing consultancy work) I have been engaged in the area of insolvency and restructuring (dealing with bust or nearly bust companies – you will have read in the press of the ills which have befallen many of the companies I have been involved with - especially recently!). The responsibilities placed on those dealing with a company in dire financial straits are particularly onerous and demanding. As a former Official Receiver it was part of my job to go to court and prosecute and disqualify directors whose conduct fell short (often well short!) of what was required of them by the law. I am therefore only too well aware that the legal responsibilities imposed by the law, on directors, are many and varied - from environmental to pensions to health and safety etc as well as company law itself. The standards demanded of directors are high and I hope you will consider my experience demonstrates that I should be well equipped to fulfil the demanding and responsible role of the member elected director.

Now that I have a little more time on my hands, I would very much welcome the opportunity to give something back to our organisation. I suspect I will be able offer more to Boundless in this role than any other. As an elected non-executive member I would be focused on making sure that the board continues to strive to make Boundless even better for you all as members!

Thank you for reading my statement in support of my being put forward for election and I hope you will feel able to vote for me. I will do my best to serve you well!

## Elizabeth FitzGerald

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In applying for this Member (non-executive) Director role I am aware that it has two sides: the first is to listen to and advocate for the needs of the Members – CSMA's lifeblood.

These days, Members work harder than ever: leisure time, especially with friends and family, is all the more valuable. Obtaining value for money, enjoyment and satisfaction from every break taken, attraction visited, or service purchased - your dividends as CSMA Club Members - is important. If elected, I undertake to represent the interests of all Members, to ensure your membership 'dividends' are both maintained and enhanced.

I am also keen to ensure that the interests of disabled and elderly Members and of their families are promoted and safeguarded, together with the interests of solo members.

The second side of this role is to understand the many complex legal and regulatory issues facing the company. My years of experience as a barrister in the civil service and latterly, as a director, head of legal, compliance and company secretary in the private sector, working for City based major financial institutions, well position me to grapple with such issues, including issues linked to pensions, investments and the regulation not the same. Professionally, I have had to deal with the police and courts at all levels, with national and international legal and regulatory bodies and for years I was a director of my Apartment block's management company, dealing with a wide range of commercial, legal and regulatory and health and safety issues. Very little phases me.

With over thirty years of professional experience, I am also able to bring a woman's perspective to the boardroom.

If you place your trust in me, I will work to safeguard your interests and those of your company. I undertake to check that value for money, enjoyment and satisfaction are maintained and enhanced across all CSMA Club offerings – these are your member dividends: the stronger and healthier your Club is both internally and externally, the more sustainable and enhanced your dividends will be.

Briefly, on your behalf I will;

- Advocate for your interests without fear or favour;
- Support efforts to increase membership numbers – CSMA's lifeblood;
- Scrutinise leisure retreats identified for acquisition: the Board is in acquisition mode having recently acquired another hotel;
- Review benefits to see if they may be enhanced or extended
- Review leisure breaks, including national attractions, exhibitions and entertainments, on a value for money, location and content basis, and to check whether such offerings contain something for all Members and their families, including the disabled, the elderly and solo Members;
- I shall, of course, bring the female perspective to the table, thus increasing diversity

I shall be honoured to serve your interests if you place your trust in me.

## Stephen Hill

I would be delighted to be chosen for this position as I can offer both Boundless and their members the professional qualities required, my knowledge and experience along with my individual personal qualities. I have been a member of Boundless/CSMA for over twenty-eight years, and participated in many group and individual activities, plus stayed at some of the many leisure locations. I have a passionate love of all motor vehicles. I am confident I possess the appropriate level of skills and experience to be an excellent director of the Association, having the correct consideration of the interest of the members, ensuring continued development and value for money.

During my career I have worked from an apprentice to senior manager, managed large and small groups, dealt with customers and people at every level. To further enhance my understanding of business and director management practises I have a Diploma in Management and an MBA from the University of Nottingham, where I graduated in 2001.

I have retired from BT and now participate in a number of business activities, including an active director of GEM Management Company. During my career with BT I have experienced many aspects of business, mainly within Information and Communications Technologies (ICT), with corporations and enterprises of all sizes and have therefore gained invaluable operational and financial experience.

As the Member Director I would focus on board matters that are important to the company and its members, thus providing an independent view of the company that is removed from the day-to-day running. I hope to bring to the board the following values ensuring the current ethos continues:

- impartiality
- independence
- wide experience
- personal qualities
- specialist knowledge
- risk management and mitigation

There is no legal distinction between executive and non-executive directors. Consequently, if elected I would have the same legal duties, responsibilities and potential liabilities as my executive counterparts. While I am sure it is appreciated this is a part time role it is important that I share the same commitment and determination to Boundless success as my executive colleagues. It follows that I would be subject to the codified duties of directors contained in the Companies Act 2006.

Of the utmost importance is my independence of the company management and any of its 'interested parties'. This means I can bring a degree of objectivity to the board's deliberations and play a valuable role in monitoring executive management discussions, especially with regard to the progress made towards achieving the determined company performance, strategy and objectives, including fiduciary duties.

I will provide a creative and informed contribution and to act as a constructive critic in looking at the objectives and plans devised by the Chief Executive and the Executive team. I bring an open mind and enthusiasm to new ideas to ensure the club continues to expand, not just in membership but interesting, exciting activities that offer both lifestyle and financial benefits to all members. I would be honoured to serve as your Member Director to achieve these goals.

## Kier Hopley

I have been a member of the CSMA/Boundless for over 35 years. It was one of the organisations that I joined when I first became a civil servant in 1983, along with the FDA and the Civil Service Sports Council.

Although I have never before sought before to become involved in the governance of the Association, I have always been glad to be a member and very grateful for the benefits membership brings. Over the years, I have saved lots of money through discounted insurance with Frizzell/LV (home and travel as well as motor), breakdown cover with Britannia Rescue, and discounted airport parking and car hire through Holiday Extras. Members will only remain members if they perceive that the benefits the Association brings them are worth the price of their membership. If elected, my principal aims would be to ensure that the Association continued to be well run and that members were provided with an excellent range of benefits that made them keen to continue their membership.

Professionally, I spent 33 years in the Civil Service, the last 15 of them in the Senior Civil Service in the Home Office and the Ministry of Justice. A range of senior posts – including being on the first Board of the National Probation Service – has, I believe, given me the skills that would enable me to be an effective Board member for the CSMA. I was a policy and legislation specialist so am well versed in dealing with large quantities of information, sifting through to work out what is important, and making informed recommendations and decisions. I worked closely with a number of Secretaries of State and also with people involved in the criminal justice system at all levels, including police officers, prison governors, judges, magistrates and prosecutors, so I am used to dealing with a range of people and understanding different points of view.

I took voluntary exit from the civil service in 2016 and now do some part-time consultancy through my own one-man consultancy company. Owning and being the sole director of the company gives me knowledge of the various requirements of company law and the duties and obligations of directors. Whilst the CSMA is on a much larger scale than my own company, the skills I have learned are directly transferable.

Outside work, I have been involved in cricket for many years, umpiring to county second eleven level and sitting on many Boards and Committees in the cricket world, including on Boards of small companies. Again, this, gives me additional experience to discharge effectively the role of a CSMA director were I to be elected.

I now have the time to give something to the Association of which I have been a member for well over half my lifetime; and the professional skills and knowledge to do it effectively. If elected, I promise to do my utmost to maintain and enhance the services provided to members.

## Tim Ingram

My name's Tim Ingram, I joined the CSMA over 40 years ago at my induction as a young Civil Servant, recognising that the considerable number of benefits and opportunities for involvement would be a great contribution to my young family's life.

My motivation to represent you as Member Director is to ensure that these benefits, within a culture of friendship continue to support families and individuals for many years to come.

Experience throughout my subsequent career I believe, supports my candidacy and provides a great insight into supporting you all as your Member Director.

Having left the Civil Service after 14 years, I was fortunate enough to join CSMA as the Membership Department Manager. My role was to ensure good service to members; advising, guiding and introducing them to all of the benefits our club had to offer. During this period, I spoke, and met with many of you, learning more of our club culture and sense of belonging from members up and down the country.

Ten years later I was responsible for introducing an IT system into the CSMA club structure, ground breaking at the time. Over a two-year period I visited many local groups and their officials helping them to install and utilise the systems and technology the CSMA Club was to rely on to progress and grow. At the completion of the project I had the fullest possible knowledge of the culture that supports our great club.

With the IT project complete, I took the role of senior manager responsible for all operations within the CSMA Club and its democratic processes as well as overseeing the Club's varied programme of National Events.

Retiring in 2015, I had 40 years' experience of CSMA as a; beneficiary, employee and custodian of our Club structure.

I am passionate that the CSMA (Boundless) is, and remains, a unique membership association and as your Member Director I will strive to ensure that all of what Boundless by CSMA represents to so many of us is preserved for not only ourselves but for future members and their families.

In uncertain times Boundless by CSMA still provides the value and comfort levels that encouraged me to join over 40 years ago as a rookie Civil Servant. My mission as your Member Director will be to ensure this level of value and comfort continues.

## Keith Jago, HNC, BSc, DMS, PGCE, MSc, Cert TEFL.

As a long-standing & committed Boundless member I am pleased to seek your support for my nomination as non-executive Member Director. Thank you for reading this.

Joining CSMA Club in 1987, for me Boundless membership represents excellent value-for-money. Uninsured motoring legal cover alone exceeds the Boundless membership fee & I believe the vast range of benefits, services & facilities for members is unbeatable – from legal advice & representation, hotels, holidays & properties, travel, financial services, motoring, lifestyle & health, local clubs, & the lively Boundless magazine make Boundless a club to be proud of. I consider in the increasingly globalised, interconnected C21st world, the decision to rename CSMA Club in 2016 as "Boundless" was inspired. Boundless allows for endless expansion – in membership numbers, in the facilities & services for members & for new partnerships & ventures.

Boundless Strategic Directions:

The future strategic direction for Boundless should focus on three main areas, I consider:

- Firstly, remaining competitive. Effective cost control is essential for business success. Understanding, monitoring & controlling costs is vital.
- Secondly, membership expansion and growth. I am pleased to have personally suggested the "Recommend a Friend" scheme which was adopted by CSMA Club. Boundless must be expansive in its focus. With membership exceeding 230,000, Boundless is substantial – but Boundless must identify & recruit new members - especially young people, as our traditional membership base grows older. New social media have a crucial role in achieving this.
- Thirdly, in providing innovative services & partnerships with reliable, high-quality approved partners delivering benefits which Boundless members want & value.

Personal Transport & the Environment:

The environmental framework facing Boundless is challenging & uncertain. Personal travel must surely change as the UK Government intends to eliminate petrol & diesel cars by 2040. Already Honda & Nissan are reviewing car-making in the UK; others manufacturers will follow. A strong, longer term focus on alternative means of personal transport is needed, including driverless vehicles. Climate change & human pollution threaten the environmental future for our children & grandchildren. Boundless must be part of the change necessary to address these developing disasters facing humanity.

About Me:

Personally, I value participation & involvement & was previously a company director, company secretary, charity trustee, school governor, election candidate, press officer, branch chair, branch secretary, branch treasurer, health & safety representative. As a retired electronics & telecommunications engineer, marketing & project manager, university researcher, teacher & lecturer, means I bring a range of skills & experience to the role of Member Director

Non-executive Director Responsibilities:

With Company Director & Company Secretary experience, I understand the legal requirement of the role. Essentially this requires acting in good faith, promoting company success, exercising independent judgement, exercising due skill & care & avoiding conflicts of interest.

## Kim Jelleyman

I have recently retired after 44 years in the civil service, having worked in the MOD, DSS, Inland Revenue and HMRC.

I am aware of the responsibilities of a company director. I have seen at first-hand what can befall directors and their company's if they fail to maintain high standards and particularly if they have a cavalier attitude towards laws and regulations.

I have been a member of CSMA since 1976. The CSMA ethos has always been to provide a quality service to its members. Britannia Rescue set up in 1982 was typical of this approach. CSMA sold Britannia Rescue to Liverpool Victoria in 2007, but this quality breakdown service remains available to members at a reduced rate.

I wish to see this quality approach continued in the future. In 2023 we will be celebrating our centenary and need to continue to grow our membership so that we can be justly proud of the achievements of Boundless when we reach that milestone. Looking at our last annual report for 2017 our income is split into approximately a third each from membership subscriptions, advertising revenue, and the cottage rental/leisure business. We need to maintain and build on these diversified sources of income.

The major assets of our organisation are its members, its employees, and its property assets. In 2016/17 the membership declined by around 10,000. I know that the Board have made efforts to reverse this decline. When I first joined the civil service, most offices had members who actively promoted the benefits of joining CSMA/Boundless. That is a healthy way to grow our membership and one of my aims, if you elect me will be to continue with the rest of the Board to look at ways to promote and increase our membership.

We have excellent facilities but we do not always promote them fully. For example, most holiday cottage sites make it clear that they have a selection of dog friendly cottages. Our site does not display this information prominently, and therefore it may not be apparent that dogs are welcomed at many of our properties.

I would also like to focus on the presentation of our annual accounts using a format that provides members with a better snapshot of progression towards our targets.

We are now open to other parts of the public sector outside our traditional membership of central government departments. I want us to look at the number of members from each broad sector, and then consider how best to promote membership growth in those sectors. No organisation can stand still, and we need to actively increase our membership and services. If I become a board member I will enthusiastically assist the Board to meet the many challenges that face Boundless.

Besides Boundless my interests include walking, helping young people develop through the Scout Association, gardening, my family, my dog and driving.

If elected I will always promote the interests of members whilst ensuring that our business continues to thrive.

## Tom Lewis

I originally joined many years ago to take advantage of the special deals on insurance and breakdown cover. I soon came to realise that the Association offers so much more, from the magazine to the holiday properties, to the specialist groups. It would be a great honour to serve the members as your Member Director.

I can offer over 15 years' experience in senior roles (as well as being a member myself) within a membership organisation that has many similarities with CSMA, and which represents members mainly with a public sector employment background. This is CIPFA (the Chartered Institute of Public Finance and Accountancy), which represents accountants and accountancy students from across the public sector, in the UK and internationally. My various member facing roles at CIPFA have included producing publications and training events and overseeing CIPFA's own internal governance and supporting its managing Board and Council.

The success of a membership organisation depends not only on meeting the needs of its members, but also ensuring that members feel engaged and valued, and are strongly encouraged to become active supporters of the organisation. It is this perspective that I would expect to bring to the CSMA Board if you elect me.

In addition to my time at CIPFA, I have plenty of experience at Board level covering both public and private sectors. I served on the Board of a major surveying company, NAI Gooch Webster, where I was both Finance Director and Company Secretary. I also served in voluntary roles, as a main Board director of Redbridge Homes (a housing company spun off from a London Borough) from its inception and was subsequently elected Chair of the Board. I also chaired the Borough's Audit Committee, as a volunteer.

I plan to retire from CIPFA in the near future, and if I am elected, will be able to prioritise the role of Member Director.

## Robert Lidster

I have been a member of Boundless by CSMA for over 13 years, having joined whilst employed by the Office for National Statistics where I worked on the International Passenger survey for 14 years. During my time as a member of Boundless, I have taken a great amount of interest in the Association and have enjoyed holidaying with my family at CSMA properties and visiting the Cotswold Motoring Museum in Bourton-on-the-Water. I have also contributed to the Boundless magazine and maintained continual membership.

I feel that I have gained numerous skills and obtained a vast amount of experience over a long and varied 45-year career, a career which takes in both the private and public sector. I feel that my past work experience, in retail sales and marketing, has adequately equipped me with excellent managerial skills and the ability to work effectively, both alone and as a team member. My time spent in the travel and leisure industry has also equipped me with both knowledge of, and a passion for, travel and leisure. I, therefore, believe that I would make a competent and effective Member Director.

As Member Director, I would strive to uphold the ethos that has successfully sustained the Association for almost 100 years. I would also wish to strongly and fairly represent the interests of the entire membership, with the intention of ensuring the successful progression of the Association, whilst maintaining continuity and stability. I fully appreciate how important the Association is to its members and how much the members appreciate the benefits of belonging to such a unique association, and the enjoyment they gain from the numerous clubs and events provided by Boundless.

As a former Director of a company, selling and marketing cruise holidays, I am fully aware of the responsibilities of the position of Director and I would carry out my responsibilities fairly, honestly and to the best of my ability, whilst always showing care, due diligence and respect for the position. Having worked in the travel and leisure industry for some 12 years now, I am also able to bring relevant skills to the position. With a very keen interest in motoring and travel, I feel the position of Member Director on the board of Boundless is the perfect platform for me to utilize this knowledge and passion to help drive the Association forward.

On a more personal note, I have been married for 41 years and I live with my wife on the east coast of Essex. We have a grown-up son who lives in Germany, which means frequent visits to Europe, clocking up many motoring miles! Besides my passion for motoring and travel, my hobbies also include reading, writing, music, and gardening.

## Sean McGreevy

You might wonder what previously working on the Channel Tunnel has to do with my application to become your elected representative in the role of Member Director of Boundless by CSMA. It taught me that everyone has a place in the organisation and not just hearing, but really listening to each other, is what makes any organisation successful. From helping to join England to France so many years ago, I moved to my great loves, working with people and motoring. For a while I worked for the Ford Motor Company but in July 1994 I discovered and joined a fantastic organisation, called the CSMA.

In the following 23 years working as the motoring editor for Boundless magazine, much of my time was devoted to working with members, to listening to your views and what you want from your organisation. Some of you will have attended fantastic strategic events like those we held at Brands Hatch, Silverstone and Donington or perhaps you won a promotion and we trailed across Europe together trying out all the latest cars. Maybe you wrote in for advice on your vehicle or a driving matter and I was able to help you. Even if it was none of these things and you simply enjoy being a member for the many benefits it brings to you, I want to help to add to your overall experience as a member.

My role will be representing the interests of members and to put you at the heart of all I do, whether that is influencing decisions made on your behalf at Board level or to challenge the Board to learn from the past and look to the future. I want to help to energise the organisation, to build upon its strengths but to learn from our members, responding to your needs and wishes. I will ensure that your views are incorporated into the organisation's strategic objectives and policies and will continue to monitor these on your behalf. Without members like you, there is no Boundless. I want to bring my experience and expertise, gained over 23 years with Boundless to support you and to help the Board to translate your needs into actions.

My aim will always be to exceed your expectations. You are paying a membership fee and I want to make sure that you get good value for your money, whether you are a new member or one who joined us many years ago. Values such as honesty, loyalty and integrity are dear to my heart. I would make sure that these values are employed if I represent you on the Board.

Now in its 96th year, the future is exciting and as we approach the 100th anniversary, this unique organisation needs to be cherished and to grow. We can only do that by nurturing your views and making them count.

As your elected representative, it would be my great privilege and honour to be your voice on the Board as a Member Director.

## John Mitchell

My knowledge of the CSMA began when I was around 5-6 years old as my father's current membership began in the 1950's. I used to look at the pictures of the cars and later on read the magazines. I think that is where my passion for vehicles first began. In the mid 1970's as a family, we went to watch a stage of the Lombard RAC Rally, which we would not have known about without having read the magazine.

I became a member of the CSMA myself in the early 1980's and took advantage of Frizzells insurance, through which I insured my first car. My father had a sailing yacht which was moored at a CSMA sailing club in Hampshire. I regularly volunteered to be a member of a work party there, where we carried out maintenance jobs over the winter months to the club house and grounds.

Boundless provides endless advantages which I believe are invaluable to the member: It opens up extensive vehicle reviews and offers, as well as benefits on leisure retreats. My wife and I, of nearly 31 years, have recently purchased a caravan. Being a member means we can spend weekends away with our two lively Labradors, exploring this lovely country more by using many of the Boundless associated sites.

My entire working life has been involved within the banking, motor and finance sectors and, prior to running my own businesses, I worked for household names such as Lombard (was North Central), PSA (Peugeot Citroen) and Ford, together with doing consultancy work for Fiat/Alfa/Chrysler/Jeep.

In 1999 I took a huge leap and decided to start my own business. I had gained a vast amount of knowledge and decided it was time to branch out with my own Ltd Company. It was a vehicle supply and finance business. In 2006 I was approached by an AIM listed insurance plc and they acquired the business with me staying on as a Director. In 2009 I founded my current vehicle supply and finance company and at the same time, purchased a vehicle rental franchise which I have expanded to include a fleet of motorhomes. I am on the Practical Car & Van Rental Franchisee forum, representing the Franchise network with the Practical board.

My business is regulated by the Financial Conduct Authority and by the Information Commissioner (for Data Protection) and I am up to date with the legal responsibilities and regulation around financial services and GDPR. We are regularly audited and as such, I need to be abreast of legislative requirements and changes. My business is also a voluntary member of the British Vehicle Rental and Leasing Association; demonstrating my commitment to quality.

Having been in the motor trade for 30 years and blessed with 2 sons, it's a little ironic they have continued in the motor industry too; one of whom works in my business and the other works for a local motor factor. It would seem my passion has rubbed off on them too.

## William Ramsey

I went to school in High Wycombe at The Royal Grammar School, studied Economics and Politics at university and joined Morgan Grenfell as a graduate entrant in 1979. I moved to NM Rothschild in 1986 and whilst at Rothschild I was a non-executive member of the Occupational Pensions Board, the Government's watchdog on the pensions industry for eight years from 1989 to 1997. I joined EFG in 1998, where my last executive role was head of regulatory compliance for the international group before retiring in 2017, aged 61.

The greatest contribution I would strive to make on your behalf would be to help Boundless maintain its strong financial controls and its clear strategic objectives; to provide good value breaks and holidays for you and your families, as well as a range of offers on car insurance and car purchase set out in its excellent magazine, where you also have news of car events and rallies, and timely reviews on new models rolling off the production line. Boundless is indeed aptly named in terms of the range of services it offers!

No institution, however excellent can stand still and a good way of taking Boundless further forward would be to seek your views on how its services could be further improved and then respond to them. Younger members may have particular views on how you would like to see the holiday sites enhanced whilst retaining much of their homely charm, and also on making information available in a more IT oriented way to cater for the demands of busy young families.

I am myself a keen motorist and a less keen mechanic. I am fortunate enough to own two unusual but unflashy cars, a Chrysler Sebring Convertible and a VW Beetle. So, I can empathise and more especially sympathise with those motoring aficionados amongst you and your long-suffering families!

I am largely retired these days and would therefore have ample time to give to you. I do still act as a non-executive director of an investment management company and in making most of my time available to the wider community like to think of myself as 're-tyred' to use a motoring friendly term rather than retired!

I have found that the role of a non-executive director is a challenging one in acting as a watchful sounding board to executives and in making oneself available for any counsel they may require. This particular role encompasses the other requirement of acting as a sounding board for you, taking up such issues as you present to me with executives. It would be the greatest privilege to do so on your behalf ensuring that the board is fully informed of your views and acts upon them wherever possible.

## Dr Philip Rhoden

I am excited by the opportunity to represent the interests of the broader membership at board level.

### Summary

- CSMA member for over 20 years.
- Committed to working hard to help the board maintain and develop further the special 'Boundless by CSMA' experience.
- Dedicated to understanding the interests of members and promoting them at board level, whilst providing support and appropriate challenge to the board.
- Over 15 years' company director experience.
- Chartered accountant.
- Relevant financial services background.
- Varied professional and commercial skills and experience.

### Understanding company director requirements:

My director experience spans more than 15 years across a number of different private limited companies. My experiences include all aspects of running a company including: start up; change; demerger; and acquisitions. I am also a partnership governor at a large secondary school. I cofounded a successful regulated financial services business with clients living throughout the UK, providing a relevant insight for the regulated business of the Association's subsidiary. Following the recent sale of this business I now have the time, energy, focus and enthusiasm to tackle the Member Director role. As an ICAEW Chartered Accountant (FCA), I appreciate company law requirements, and I am equipped to understand financial and commercial aspects, and exercise the independence needed. I undertake continuing professional development, and I am bound by the ICAEW's code of ethics based on the five fundamental principles of: integrity; objectivity; professional competence and due care; confidentiality; and professional behaviour.

### Commitment, the Association, and needs of members:

The Association has always been part of my life, my dad having become a member before I was born, and I have been a member myself for over 20 years. I regard membership as a privilege and something I would never relinquish. The Association is a complex organisation with substantial assets. A sustainable business is needed to provide the means to meet the needs of members. The Association supports member community activities and events, provides members with benefits and experiences of quality and value, and helps members make the most of their spare time. I recognise the importance of the Association continuing to adapt and evolve whilst retaining its unique and special character and ethos. I would adopt an open approach to understanding the needs of members on a continuing basis by actively 'listening' and seeking opportunities to get feedback from sources including: the Association's staff; information coming to the board; Governors; the Club Council; Interest and Local Groups; and the wider membership.

### About me:

I was fortunate to attend a grammar school and went on to an MA (Natural Sciences) and a PhD from Cambridge University. I have a keen interest in motoring, including having built a kit car and been a member of the university automobile club. After leaving university my work has also included a variety of areas of accountancy practice and internal audit within local government. I currently enjoy family life with my wife and three young children.

## Mark Wigston

If you are anything like me, when you buy goods or services, you are looking for value for money, quality and a great customer experience. If things ever go wrong, you expect the company to sort it out quickly and efficiently.

When you join a club however, you expect so much more. An organisation such as Boundless, is a company, but it is also a club. In fact, it is your club. If I am elected as Member Director, I will be asking all kinds of questions, so as to ascertain how we can make the club work best for you as a member. When I met with the Association Chairman and Company Secretary recently, it was unlike a normal interview, in that I asked most of the questions. Here are some of the questions that we discussed:

- What makes the difference between a normal company and our club Boundless?
- How do we measure success at Boundless?
- How many of our members are engaging in the club?
- What are the biggest challenges facing Boundless at present?

I am 51 years old and am a people person. I am a team player and also work well under my own initiative, having many transferable skills that I can bring to Boundless. At present, I am the pastor of a church. As team leader, I am dealing with all kinds of situations, on a daily basis. We have children, teenagers, families, single adults and older folk too. We also work with local schools and care homes, and organise community events such as barn dances, lunch clubs and parties.

Prior to my present role, I worked as clubs' coordinator in Eastern Europe with various organisations, working with children, teenagers, young adults and families. Before that, I worked with a homeless charity, directly with the clients and also raising awareness of the charity within the local community. Earlier in my career, however, I worked in retail management, field sales, quality control, and hostel management. There was also time for some relaxation too, which also demonstrated initiative: when I was 20 years old, a friend and I planned our own road trip round Europe for 2 months, in an old VW campervan, living on beaches, in forests and some remote, amazing places.

I have been aware of CSMA for as long as I can remember. My father was a keen member during my childhood, reading his club magazine when he got a quiet moment. My wife and I love Boundless. We get our car insurance through the club, constantly buy discount shopping cards and we took my mum on holiday to the Cotswolds, staying in the lovely Stepping Stones Cottage, making numerous visits to the Motor Museum too.

If you are looking for a Member Director to represent your interests as club members, then surely you need someone who understands people, understands business, understands clubs and understands fun, as well as understanding the responsibility involved. I look forward to serving you in this way.

# Voting Instructions

## Instructions for completing the **Postal Ballot Form** (Member Director)

**1** Please ensure that you write your name and membership number clearly at the top of the form and sign and date it.

**2** Please complete the Postal Ballot Form and indicate your chosen candidate by marking an X in the box alongside their name.

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## Instructions for completing the **Proxy Form**

Please complete the Proxy Form opposite if you cannot attend the Annual General Meeting personally and wish to appoint someone who will be attending to act as your proxy. Please note that proxies only vote on a poll.

**A poll may be demanded by:**

- a. the person chairing the meeting;
- b. five Voting Members present in person or by proxy; or
- c. the Board of Directors.

**1** Please write your name and membership number on the form and indicate who you wish to appoint to act on your behalf at the Annual General Meeting.

**2** Please sign and date the form. Failure to do so would render the form void.

**3** Please follow the folding and sealing instructions before posting your form. You do not need to put a stamp on the form as the postage is pre paid.

Once completed, tear along the perforated line, fold and seal using the gum strip provided and return to the address overleaf.

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## Instructions for **Online Voting**

You can now vote online by visiting our website at [boundless.co.uk/AGMvoting](http://boundless.co.uk/AGMvoting). Alternatively you can still use the attached voting form to vote by post as before.

**Please note that the Postal Ballot/Proxy Form, and Online votes, must be received at our registered office by 9.00am on Sunday 23rd June 2019.**

## Member details

Name (capitals): .....

Signature: .....

Membership Number: ..... Date: .....

## Postal Ballot Form Member Director

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

Peter Baverstock <input type="checkbox"/>	Elizabeth FitzGerald <input type="checkbox"/>	Kim Jelleyman <input type="checkbox"/>	William Ramsey <input type="checkbox"/>
Chris Bowes <input type="checkbox"/>	Stephen Hill <input type="checkbox"/>	Tom Lewis <input type="checkbox"/>	Dr Philip Rhoden <input type="checkbox"/>
Ian Chell <input type="checkbox"/>	Kier Hopley <input type="checkbox"/>	Robert Lidster <input type="checkbox"/>	Mark Wigston <input type="checkbox"/>
Richard Cooper <input type="checkbox"/>	Tim Ingram <input type="checkbox"/>	Sean McGreevy <input type="checkbox"/>	
Richard Favier <input type="checkbox"/>	Keith Jago <input type="checkbox"/>	John Mitchell <input type="checkbox"/>	

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

I, .....[name in block letters]

being member number ..... of the Civil Service Motoring Association Limited

appoint ..... [name - **this is a required field**]

of .....

..... [address] (a Voting Member of the Association) or,

failing him/her ..... [name - **this is a required field**]

of .....

..... [address] (a Voting Member of the Association)

as my proxy to vote and act for me and on my behalf at the General Meeting of the Association to be held on 28 June 2018 and at any adjournment thereof.

In the case of the Agenda item 6 I direct that if there is a poll my proxy should vote as indicated by an 'X' in the appropriate box below, unless I have put an X in the Proxy column in which case I leave my proxy to decide how he/she casts my vote.

Agenda item 6 - Special Resolutions proposed by the Board of Directors	For	Against	Abstain	Proxy
Special Resolution 1: President & Governors				
Special Resolution 2: The Club Council (including Independent Council Members)				

An abstention has no effect in company law terms and is not taken into account when votes are counted.

Business Reply  
Licence Number  
RTKA-YRBX-JUST



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