



-SINCE-
1923

2025 Annual General Meeting



boundless
by CSMA

Message from the Association Chair



Gerard O'Sullivan

Association Chair

Dear fellow members,

As always, I look forward to meeting as many of you as possible at this year's AGM on 15 October 2025.

I am also particularly delighted that we are combining this year's AGM with our Volunteer Awards event.

We value and thank all our volunteers and will continue to support and recognise their efforts at every level of the Association. My board colleagues and I always value the opportunity to meet and speak directly to members at our AGMs, and every year we learn more from them.

Last year I spoke about the challenging macroeconomic environment. There has been little change in 2024. Our teams have been working hard to ensure that

our business remains resilient, that our members stay with us and that we provide value to all our members.

The continuing severity of inflationary pressure has required diligence in the way we manage our day-to-day operations and it is pleasing that our business is responding to the challenge with continued investment in propositions that deliver unique experiences and savings to our members.

Our strategy to maintain momentum is based on a concurrent three-horizon model. In Horizon 1, we look to optimise our core business by being as efficient as we can as we seek value for our members. Our operating marketplace continues to be very competitive, with new entrants to the market emerging

every year. Our challenge as we optimise our core business in Horizon 1 is to remain relevant, distinctive and valuable to our members, to continue to attract more new members, to retain our existing members and to provide unique experiences that can be enjoyed by all members and their families.

We continue to work hard to source experiences that can be enjoyed across all our membership geography and, in 2024, we agreed a new partnership with the National Trust for Scotland as an example of our ambition to be relevant to all our members. We will continue to work to find partnerships that can be enjoyed by all our members across all regions.

In Horizon 2, we are building on existing partnerships and sourcing new partnerships and technology that will develop and strengthen our core proposition to our members.

In Horizon 3, we look to the longer-term ambitions for our Association as we continue to seek opportunities to offer unique and diverse experiences underpinned by developments in platform-based technology.

My thanks go to everyone at Britannia House, Parliament Hill and throughout our leisure properties, our valued volunteers, my fellow directors and our

Governors for your continued commitment, energy and dedication in making Boundless the success it is for our members.

The Board and I are all very proud of the progress the Association has made over the last 12 months, with notable achievements including our new membership tier, Boundless Plus, and the emergence of our new partners who provide exciting, unique experiences to be enjoyed by our members.

I look forward to meeting you at our AGM.

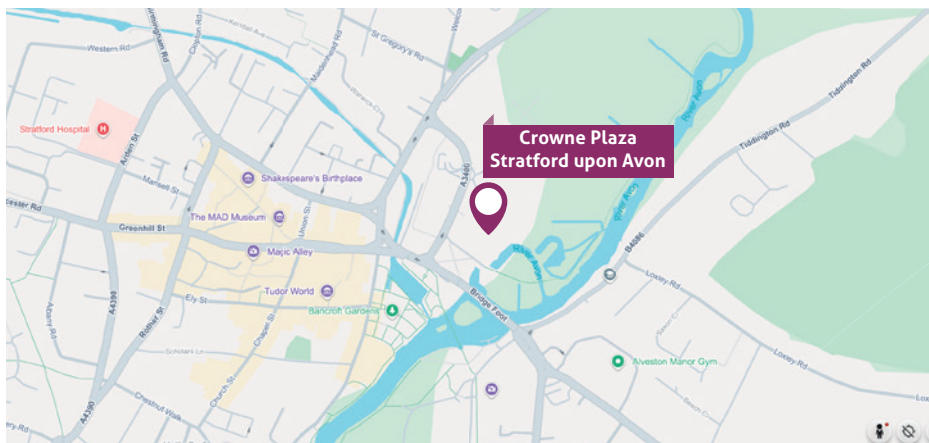
A handwritten signature in black ink, appearing to read 'Gerald', with a long horizontal stroke extending to the right.

Agenda of 2025 Annual General Meeting

Notice is hereby given that the ninety-fifth Annual General Meeting of the Association will be held at Crowne Plaza Stratford upon Avon, Bridgefoot, Stratford-upon-Avon, CV37 6YR in Charlecote & Harewood meeting rooms on Wednesday 15 October 2025 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-fourth Annual General Meeting held on Thursday 31 October 2024.
3. To receive the Annual Report and Accounts for the year ended 31 December 2024.
4. To announce the results for the election of a Vice 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 consider and if thought fit pass 3 Special Resolutions that have been proposed by the Board of Directors.
8. To receive the Governors' Report.



Minutes of 2024 AGM

Minutes of the ninety-fourth Annual General Meeting of the Civil Service Motoring Association held at The Clermont Hotel, Strand, London on Thursday 31 October 2024, commencing at 2.30pm.

Present – 27 Members, 25 Voting Members and 2 Honorary Members.

In the chair – Mr Gerard O’Sullivan, Association Chair

1. Presentation from the Association Chair

The Association Chair, Mr Gerard O’Sullivan, presented an update on the Association’s performance over the past year. He began by emphasising the Association’s purpose, to foster strong social connections and bring members together. Mr O’Sullivan explained that his presentation would focus on three key areas: strategy, member participation, and financial performance.

Mr O’Sullivan outlined the focus for the strategy for the past three years has been on three core elements, providing unique experiences for members, raising awareness of these offerings through marketing and branding and simplifying the joining process to encourage new sign-ups. He reported positive results, noting substantial growth in new memberships and a strong annual retention rate of 89%, indicating that members remain engaged. He also highlighted the strong participation in the past year with over 350 in-person events and 23 online events.

Mr O’Sullivan provided an update on the financial performance of the Association,

by explaining revenue rose by 8.1% to £19.8 million in the past year, with £60,000 donated to the four foundation charities, which are the Air Ambulance, the Civil Service Retirement Fellowship, the Civil Service Charity and Education Support.

Mr O’Sullivan concluded his presentation by highlighting a number of achievements that were accomplished throughout the past year, including the launch of Boundless Plus as a premium membership tier which has 33% of members enrolled enjoying the benefits of the added partners. Marketing Success, National TV ads and brand campaigns have boosted visibility, contributing to new member growth.

Boundless received the IPA Brands Award for effective marketing, and was recognized as a “Great Place to Work,” attracting talent and enhancing partnerships.

Mr O’Sullivan invited questions, none of which were raised.



Minutes of 2024 AGM (continued)

2. The Minutes of the 93rd Annual General Meeting held on 1st November 2023.

Mr O'Sullivan proposed that the minutes of the 93rd Annual General Meeting be taken as read. There being no questions, Dave Farris 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 93rd Annual General Meeting.

3. The Annual Report and Accounts for the Year ended 31 December 2023

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 an Independent Council Member

The Association Chair announced that with 55.09% of the votes cast Mr Mike Harrison was duly elected as the Independent Council Member for a two-year term of office. Mr O'Sullivan also thanked Bob Felton for his nomination for the role.

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

Mr O'Sullivan introduced the proposal to

re-appoint Moore (South) as the Association's auditors. 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

Mr O'Sullivan introduced the three Special Resolutions to be brought before the meeting.

Special Resolution 1 related to changes in the Articles relating to the Governors, to include a reduction in the maximum number of Governors from 11 to 8. To specify a Governor normally serves two 5-year terms. To include a requirement that no one can become a Governor unless they have been a member for at least 10 years. To remove the reference to a Club Council assessment panel for the identification of candidates for appointment as Governors and to increase the quorum for Governor meetings.

Special Resolution 2 related to changes in the Articles relating to the Club Council. They included a change to broaden the pool of candidates who can stand for appointment as Club Leader and Club Treasurer. They proposed the title of "Deputy Club Leader" should be changed to "Chair of the Club Council". It was also proposed the role of the Social Group Leader should be deleted, as this work is now completed by Head Office staff.

Special Resolution 3 proposed some

minor drafting amendments to the Articles, including changing references to “he/she” in the Articles to “they”.

The Chair explained the process for the completion of the voting forms and a poll was carried out on each of the proposed resolutions.

7. Annual Report from the Governors

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

He began by sharing the sad news of Peter Denny’s passing that morning. Peter Denny was a long-standing member, Governor, former chairman of several committees, and a valued board member.

Mr Rood advised the current Governors, (Brian Comber, Bev Cooper, Peter Denny, Dave Farris, John Herington, Geoff Lockwood, and himself) had met twice since the last AGM.

The meetings were held to monitor the Association’s committees and ensure the organisation’s operations align with its Articles of Association and values. Association leaders, including the Chair, Vice-Chair, and CEO, attended these meetings, which Mr Rood chaired. The Governors confirmed satisfaction with the Association's conduct over the past year.

The Governors completed a review of the Association’s Articles, presenting

proposed changes to the AGM. They also expressed support for developing a strategy to archive the Association’s history.

Mr O’Sullivan thanked the Governors for their work and extended condolences to Peter Denny's family. thanked Mr Rood for the report and the Association Governors.

The meeting adjourned for a 10-minute break to allow time for vote counting on the Special Resolutions, with refreshments available for attendees.

8. Results of the Special Resolutions

Following the brief adjournment to allow the voting papers to be counted, Mr O’Sullivan announced the results of the Special Resolutions as follows:

Special Resolution 1 passed with 88% in favour

Special Resolution 2 passed with 91% in favour

Special Resolution 3 passed with 78% in favour

In closing the meeting, Mr O’Sullivan thanked the Stenographer and the Association Solicitor for attending the meeting and the reception team for administering the meeting.

The Association Chair declared the meeting closed at 3.23pm.



Election of Association Roles

Vice Chair 2025

This is an uncontested post therefore no ballot is required



Geoff Gaunt

I am grateful to Gerard and Madeleine for nominating me for the position of Vice Chair. In support of that nomination, I have prepared the following short synopsis of my relevant skills and experience and what I would hope to bring if appointed to the role.

I have been member of the Association since the early 1980s and a keen participant in Club Activity since 1998. My first governance role was as a Local Group Treasurer, a position I held for over 20 years. Alongside this I have previously served as an Office Representative, Regional Secretary and spent many years on the Club Council. I have particularly enjoyed the last eighteen months serving as Club Leader, where my focus has been on reinvigorating the Club Council to deliver its role as the driver of the strategic direction of the Club. Alongside this, I have now spent more than two and a half years on the board as a Non-Executive Director (NED). Through all this experience I have built a detailed understanding of the Association, its purpose and ethos and, most importantly, a passion for the continued success of the Association.

Throughout my tenure on the Board, I have taken a keen interest in the future strategic direction of the Association and I have enjoyed learning about the business objectives, successes and challenges from both the Executive and fellow NEDs. I have also learned a great deal about the financial and risk management of the Association as a member of the Audit and Risk Committee throughout this time.

My working career was in the Civil Service in a number of roles in Defra and its Executive Agencies, most of that time spent in senior HR management. I am a Chartered Fellow of the Institute of Personnel and Development. My leadership style tends to be collaborative and supportive. That said, I also regard myself as analytical and someone who will not shy away from offering and accepting challenge. I am tactful, encouraging and aim to be a good listener. In dealing with any conflict, I try to weigh up the arguments and voice my recommendations, whilst at the same time trying to act objectively and impartially to reach a consensus decision.

I am keen to now use all my accumulated skills and experience to support Gerard and the Executive Team and the Board. As a senior NED, I understand that my role is primarily to facilitate liaison between the directors and chair. I also look forward to

Independent Club Council Member 2025

taking on specific tasks as directed by the chair and to help him to ensure that:

- We are operating effectively as an organisation for the benefit of our members.
- We exercise appropriate governance and that we prioritise Health & Safety and transparency.
- We engage regularly & appropriately with all our stakeholders.
- The Board supports and challenges our executive team to deliver our strategy and purpose.
- We foster a culture of innovation and delivery for all our members, our employees and our partners.

I would be pleased to be given the opportunity to take on the role of Vice Chair and to support Gerard, the Board and the Association on the journeys that lie ahead.

Members are invited to vote for one member to be elected as an Independent Council Member for a two-year term of office. There are three candidates standing for election, Richard Ashcroft, Mark Brumwell and Trevor Warren.



**Richard
Ashcroft**

.....

I joined Boundless in 1995 and have been involved with the Motorcycle Group since 2011. I have been the Motorcycle leader, and I am currently the group's treasurer. I have enjoyed creating great ride-outs and socials for members. Although my main passion is motorcycling, I have taken part in Karting, Classic vehicle, Motorsport and Thames Valley Group events.

At 55 I have been working at the MOD procurement organisation for 30 years. I have also been involved in CSSC where I held a variety of positions from Chairman of the local Huntingdon Group to the regional Comms position for the Southwest back in 2015, while also sitting on the Defence Sports Recreation Association (DSRA) Council for 8 years.

I have previously been part of the Club Council, so I am hoping to bring my experience and knowledge of the groups to the Club Council if selected for this position.



**Mark
Brumwell**

.....

I have been a member of Boundless by CSMA for many years and am on the committee of the North West London Group. I have wide ranging interests and am an active participant in several of the Boundless Community groups. I am particularly involved and interested in the Boundless Motorsports, Classic Vehicle, Aviation, Camping & Caravanning and Photography groups.

I have 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 with the Environment Agency and Ofwat. 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. I would offer all this experience as an Independent Council Member.

Recognising that the club relies upon the valuable contributions of each and every one of the Boundless volunteers, I know that it will be essential to approach any issue on the Club Council in a friendly, diplomatic and supportive way,

respecting the value of every opinion shared. I have thoroughly enjoyed every aspect of my time in the club and now that I have recently retired from my main professional role, I want to offer more of my time to the club.



**Trevor
Warren**

.....

I have been a member of Boundless by CSMA for over ten years. I am actively involved in the Portsmouth Local Group hosting several popular camping and caravanning rallies as well as supporting as a Social Breaks host. I regularly volunteer at the very popular Member Days across the country. Both have allowed me to meet many members over the years and given me a great opportunity to listen to their wants and needs.

I have been an Independent Council Member for the past two years and have enjoyed taking an active part in Club Council meetings. Sharing the views of members, suggesting ideas for improvements and raising items members would like to see changed.

I would like to continue the work I have started on the council supporting all the groups, local, interest and online. Thank you for your support in the past, and I look forward to your support in the forthcoming election.

Three special Resolutions for consideration at the 2025 AGM

Special Resolution 1 Membership

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 2 Quorum

That Article 20 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 3 President, Governors & Fellows

That Part E of the Association's Articles of Association and the corresponding part of the Index 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 Resolutions

Explanatory Notes

Special Resolution 1 Membership

It is proposed to amend the wording in the Articles about Associate Members to enable the subscriptions payable in respect of Associate Members to vary depending upon the partner organisation they come from. (By way of reminder, Associate Members are individuals who are granted access to certain Boundless benefits as part of an arrangement between the Association and a partner organisation of which the individuals are members or for whom they work. Associate Members are non-voting.)

Special Resolution 2 Quorum

It is proposed that the quorum provision shall be amended so that members present by proxy are counted for quorum purposes. It is common for a company's constitution to provide for this. (The National Trust's rules provide for this.)

Special Resolution 3 President, Governors & Fellows

The changes to be made by Special Resolution 3 are as follows:

- It is proposed to delete the role of President because the Association no longer has such a person and AGMs are now normally chaired by the Association Chair.
- It is proposed to amend the wording in the Articles about Fellows to reflect the fact that there are two categories of Fellows, i.e. Fellows of the Association and Fellows of the Club.
- It is proposed to delete references to Vice-Presidents in the Articles. If Special Resolution 3 is passed: (a) Vice-Presidents who have been directors of the Association at any time will be invited to become Fellows of the Association; and (b) other Vice-Presidents will be invited to become Fellows of the Club.

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

Ballot for election of an Independent Council Member

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

Appointing a proxy

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

Ballot and proxy forms

Members can complete the ballot and proxy forms 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.

Further AGM Information (continued)

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.

Forms must be lodged with the Company Secretary at the registered office of the Association by post or online by 9.00am on Friday 10 October 2025.

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

Registered Number
00252734 England

2025 AGM – Ballot & Proxy Form

Member details

Name (capitals):

Signature: Membership Number: Date:

Ballot for election of an Independent Council Member

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

Richard Ashcroft

Mark Brumwell

Trevor Warren

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 Wednesday 15 October 2025 and at any adjournment thereof.

In the case of the Special Resolutions (Agenda item 7), 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 7 - Special Resolutions proposed by the Board of Directors | For | Against | Abstain |
|--|-----|---------|---------|
| Special Resolution 1: Membership | | | |
| Special Resolution 2: Quorum | | | |
| Special Resolution 3: President, Governors & Fellows | | | |

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

