

Company Number: 391957

FREIGHT TRANSPORT ASSOCIATION LIMITED

MEMORANDUM AND ARTICLES OF ASSOCIATION

30 April 1996

**Bristows Cooke & Carpmael
10 Lincoln's Inn Fields
London WC2A 3BP**

18995112



Certificate of Incorporation

No. 391957

I HEREBY CERTIFY THAT TRADERS' ROAD TRANSPORT ASSOCIATION LIMITED is this day Incorporated under the Companies Act 1929 and that the Company is Limited.

Given under my hand at Llandudno this eighteenth day of December One thousand nine hundred and forty-four.

F.S. TREDINNICK

Assistant Registrar of Companies

Certificate of Incorporation **on change of name**

No. 391957

WHEREAS TRADERS' ROAD TRANSPORT ASSOCIATION LIMITED was incorporated as a limited company under the Companies Act 1929, on the 18th December 1944.

AND WHEREAS by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of FREIGHT TRANSPORT ASSOCIATION LIMITED.

Given under my hand at London the 1st January 1969.

F.L. KNIGHT

Assistant Registrar of Companies

**The Companies Act 1929
and
The Companies Acts 1948 to 1983**

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
OF
FREIGHT TRANSPORT ASSOCIATION LIMITED**

**(As altered by Special Resolutions passed 17th December 1968, 27th November 1973,
26th April 1988 and 30th April 1996)**

1. The name of the Company (hereinafter referred to as "the Association") is "TRADERS' ROAD TRANSPORT ASSOCIATION LIMITED" ^{*}
2. The registered offices of the Association will be situate in England.
3. The objects for which the Association is established are:
 - (a) To watch over and protect the general interests of persons, firms or bodies corporate or unincorporate, engaged, concerned or interested in the transport of goods or freight by road, rail, sea, air, or any other means, and to promote the consideration and discussion of all questions affecting such interests.
 - (b) To advise, assist and inform Members in respect of any questions or difficulties which may arise concerning the transport of goods or freight and to give members advice, assistance and information in negotiation and dealing with any such matters generally and in particular those which fall within the jurisdiction of any International, National or Local Government body or department and to make representation to such bodies or departments on behalf of Members individually or collectively.
 - (c) To monitor all directives and regulations of the EC, legislation, statutory instruments, Orders in Council and byelaws affecting Members and others or affecting the handling, carriage, transport, distribution, warehousing, docking and other treatment of merchandise in the interests of Members and

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By a Special Resolution passed on 17 December 1968 the name of the Association was changed to "Freight Transport Association Limited".

others, and to consider, originate and promote improvements in the laws and other regulations affecting Members, and to consider alterations thereto and to oppose or support the same to effect improvements in administration and practice and for the purposes aforesaid to take such steps and proceedings as may be deemed expedient to give information, advice and assistance to Members in connection with the aforesaid objects.

- (d) To consider, originate and promote measures for the protection of Members. To give information, advice and so far as allowed by law, assistance to or to become a member of or to subscribe to and generally to co-operate with any other lawful association whether incorporated or not whose objects are all together or in part similar to those of this Association and to procure from and to communicate to any such association such information as may be likely to forward the objects of it and of this Association.
- (e) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars, reports and all other documents relating to the objects of the Association.
- (f) To examine, audit and report upon Members' accounts with public, national or other transport companies.
- (g) To raise the standard of technical and general knowledge of Members and their employees and with a view thereto to assist technical and other schools and to provide for the delivery of lectures and the holding of classes, training courses, conferences and seminars, and to test by examination or otherwise the competence of such persons and to award certificates, diplomas and distinctions and to institute and establish scholarships, grants rewards and other benefactions.
- (h) To foster good industrial relations and in particular to negotiate on all matters relating to Members interests at a national or local level with the Trades Unions or Associations to which employees of Members belong and to promote the settlement of disputes by conciliation or arbitration and to assist in the formation, development and maintenance of boards of conciliation or arbitration.
- (i) To provide for Members and Associates technical, financial, management and other services, advice and assistance of any description.
- (j) To encourage the discovery of and to investigate and make known the nature and merits of inventions which may seem advantageous in the construction and use of vehicles, aircraft, ships or other means of transport, and to acquire any patents or licences relating to any of such inventions and to spend money in conducting research work, experiments and tests which

may seem beneficial or otherwise conducive to the objects of the Association.

- (k) To establish, subsidise, promote, amalgamate, co-operate or affiliate with, receive into union, become a member of, act as or appoint trustees, agents or delegates for control, manage, superintend, afford monetary assistance to or assist in any other manner any bodies, associations and institutions whether corporate or unincorporate with objects altogether or in part similar to those of the Association.
- (l) To establish, undertake, superintend, administer and contribute to any charitable or benevolent institution or fund whose objects are to assist deserving persons who may be or have been engaged in the transport industry or the dependants of such persons and to contribute towards or otherwise assist any other charitable or benevolent institutions or undertakings.
- (m) To undertake and execute any charitable or other trusts which may seem to the Association conducive to any of its objects and to collect, receive and hold funds and other property, voluntary contributions, subscriptions, gifts and legacies for the objects of the Association or any of them as the donors may direct.
- (n) To establish, form and maintain a library and collection of models, designs, drawings and other articles of interest in connection with the development and improvement of all forms of transport used for commercial purposes.
- (o) To provide facilities for social intercourse between the Members of the Association and their friends.
- (p) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges necessary or convenient for the purposes of the Association and to construct, alter and maintain any buildings required for the purposes of the Association.
- (q) To collect and receive entrance fees and subscriptions and contributions of and to borrow or raise any money that may be required for the purposes of the Association and to secure the payment of money borrowed on such terms and on such security as may be deemed advisable.
- (r) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of the Association.
- (s) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

- (t) To invest the moneys of the Association not immediately required for the purposes of the Association in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (u) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them:

Provided that:

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

- 4. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portions thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, howsoever by way of profit, to the Members of the Association except upon the winding-up or

dissolution of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding six per cent per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association, but so that no Member of the National Council or other the Governing Body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any Member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; Provided that the provision last aforesaid shall not apply to any payment to any company of which a Member of the National Council or other the Governing Body may be a member or any other company in which such Member shall not hold more than one hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the Members is limited.
6. Every Member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year afterwards for payment of the debts and liabilities of the Association contracted before he ceases to be a Member, and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding twenty five pence.

WE, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

ARTHUR JERRETT

Min-yr-Afon, Overton Bridge, Nr Wrexham
Controller of Transport

JOHN JANES

The Chilterns, Ridge Lane, Watford
Commercial Vehicle Sales

CHRISTOPHER SMITH

"Kyndwr", 8 Hide Road, Harrow, Middlesex
Transport Manager

STEPHEN SMITH ROBSON

"The Grove", Underhill Road, Cleadon, Sunderland
Coal and Coke Merchant

REGINALD EASTWOOD CLOUGH

103 Stanningley Road, Leeds, 12
Transport Manager

THOMAS GARLAND

Ravelston, Gt. Western Road, Glasgow, W2
Factory Manager

FREDERICK GEORGE BRISTOW

146 New Bond Street, W1
Barrister at Law

Dated the 12th day of December 1944
Witness to the above signatures:

HORACE NORMAN LETTS

Solicitor,
55/61, Moorgate
London, EC2

The Companies Acts 1985 and 1989

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

**NEW ARTICLES OF ASSOCIATION
OF
FREIGHT TRANSPORT ASSOCIATION LIMITED**

(Adopted by Special Resolution passed on 30th April 1996)

PRELIMINARY

1. These Articles shall be construed with reference to the provisions of the Companies Acts 1985 and 1989, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in those Acts.

2. In these Articles, unless there is something in the subject or context inconsistent therewith:

“the Act” means the Companies Act 1985;

“the Statutes” means the Companies Acts 1985 and 1989 and every statutory modification or re-enactment thereof for the time being in force;

“these Articles” means these Articles of Association or any other articles of association of the Association from time to time in force;

“the Association” means the above-named Association;

“the Bye-laws” means the Bye-laws of the National Council for the time being in force;

“the Director General” means the Director General of the Association for the time being holding office pursuant to Article 24;

“Committee” means any committee constituted pursuant to the Bye-laws which represents a section of the Participants determined, inter alia, according to their geographical location (excluding any committee which represents Participants nationally);

“the Office” means the registered office for the time being of the Association;

"the President" means the President of the Association for the time being holding office pursuant to Article 29;

"the Secretary" means the Secretary of the Association for the time being holding office pursuant to Article 67;

"the Seal" means the common seal of the Association;

"in Writing" and "written" include printing, lithography, typewriting and any other modes of representing or reproducing words in a visible form.

Words importing the singular number only include the plural number and vice versa.

Words importing persons include corporations.

3. The Association is established for the purposes expressed in the Memorandum of Association.
4. The Office shall be at such place in England as the National Executive Board shall from time to time appoint.

MEMBERS

5. The number of members of the Association is declared to be unlimited.
6. Membership of the Association shall be open to any Company, firm or person who or which operates commercial road transport or uses any form of transport for freight and shall entitle the member to all services of the Association and to receive notices of and to attend and vote at General Meetings of the Association.
7. In addition the National Council shall have power to admit to certain of the privileges of the Association additional classes of members whose rights shall be prescribed by Bye-laws made by the National Council. Save as determined as aforesaid from time to time by the National Council such other classes of members shall not be entitled to any of the rights or privileges or be subject to any of the obligations or liabilities of membership and the expression "Member" used in these Articles shall save where the context so requires exclude such other classes of members. The expression "Participant" used in these Articles shall include all the Members and all such other classes of members for the time being.
8. (a) Any body corporate, which is a Member, may from time to time appoint one or more of its directors or persons in its permanent employ at the time of such appointment and engaged in the management or in assisting in the management of its business or any branch thereof to act as its representative and may from time to time remove any such representative. Any such appointment or removal shall be in writing sent to the Office of the Association and shall take effect as from the time of the receipt thereof.

Every such representative may as between himself and the Association exercise the rights and privileges of the Member appointing him (including the right of voting at General Meetings of the Association and appointing proxies but not to receive notices which shall continue to be given to the Member in accordance with the Articles) so long as he shall continue to represent such Member as aforesaid. Provided that only one representative of any Member shall be entitled to attend and vote on behalf of such Member at any one time and that if a vote shall be tendered or sought to be tendered on behalf of a corporation by some proxy or representative as well as by a representative appointed under this Article or (on a poll) by a proxy appointed by a representative appointed under this Article the vote of such latter mentioned representative or proxy shall be accepted to the exclusion of any other vote.

- (b) A body unincorporate including partners qualified to be admitted to membership shall nominate an individual who shall be admitted to membership on its behalf and as representing it. Such nominee shall at the request in writing of the nominating body be removed from membership and another nominee appointed in his place. All voting powers under these Articles shall be exercisable by the nominee so from time to time appointed a Member whose address in the Register shall be that of the nominating body. Save as aforesaid the nominating body shall be reckoned as a Member for the purposes of these Articles where the context admits.
- 9. The accidental omission to give notice to or the non-receipt of such notice by any Participant shall not invalidate any resolution passed or any proceeding at any General Meeting.
 - 10. The National Executive Board may, if it thinks fit, require the payment of an entrance fee from any person becoming a Participant (including any such person registering a branch of the Association in accordance with the Bye-laws) and may in its discretion from time to time discontinue or reimpose such entrance fees, and any such entrance fees shall be of such amounts as the National Executive Board shall from time to time fix, and may be of varying amounts at the discretion of the National Executive Board and shall be payable on the day on which the applicant becomes a Participant.
 - 11. Every Participant shall pay such periodical subscription to the Association as may be determined from time to time by the National Executive Board. Subject to this Article each Participant's first subscription and each subsequent subscription shall be paid on such dates as the National Executive Board shall require. The National Executive Board may in its discretion reduce or remit the subscription or the arrears of the subscription of any Participant.
 - 12. Any person, firm or corporation who desires to be admitted as a Participant of the Association must sign and deliver or cause to be signed and delivered to the Association an application for admission framed in such terms as the National

Executive Board shall require. The National Executive Board shall have full discretion to admit or without assigning any reason to refuse to admit any candidate for membership.

13. The rights of any Participant shall not (except as provided by Article 8(b)) be transferable and shall cease:
 - (a) on the death of such Participant, or in the case of a body corporate upon an effective resolution being passed or order made for its liquidation or upon its ceasing without any liquidation to have a legal existence, or in the case of a body unincorporate upon its winding up or dissolution;
 - (b) on the resignation of such Participant as provided in Article 14;
 - (c) on notice in writing given at any time by the Association (following consultation where appropriate with the appropriate Committee), requiring such Participant to withdraw from the Association, pursuant to a resolution of the National Executive Board who shall be at liberty to pass such resolution and to cause such notice to be given to any Participant (following such consultation as aforesaid). Any such resolution shall be final and binding.
 - (d) if the Participant's subscription shall be in arrear and unpaid for three months after the same shall have become due and a resolution for the removal of such Participant shall have been passed by a Committee representing the geographical area in which such Participant has a registered address or its principal place of business. Any Participant in respect of whom any such resolution is passed shall *ipso facto* and immediately cease to be a Participant and shall not be entitled to claim a return of any money paid by such Participant to the Association by way of subscription, call or donation.
14.
 - (a) Any Participant wishing to resign shall give notice thereof in writing to the Secretary by sending the same by first class pre-paid post to any office of the Association at least one month prior to the date of renewal of subscription.
 - (b) In the absence of proper notice under 14(a) above, the subscription for the ensuing year shall be payable in full.
15. Every Participant shall advise the Secretary in writing of such details as the National Executive Board may reasonably require and shall, if required by the National Executive Board, adduce such evidence as it may reasonably require of the correctness or accuracy of such details.

NATIONAL COUNCIL

16. The National Council shall have power to determine the policy of the Association and the areas and aspects of the Association's objects in which the Association shall from time to time operate and shall in addition to the exercise of the powers and functions specifically conferred upon it by these Articles and the Bye-laws supervise in a consultative capacity only the operation of the National Executive Board provided that the day to day management and administration of the Association shall be carried out by the National Executive Board.
17. The National Council may at any time or times at its discretion appoint to its body persons of eminence (in these Articles called "additional Members") who need not be Members of the Association and who by their knowledge or capabilities should, in the opinion of the National Council, be able to make valuable contributions to the work and objects of the Association, but any such person so appointed shall have no voting power and may at any time be removed from membership of the National Council.
18. Every Member of the National Council other than a Member appointed under Article 17 must be a Member of the Association or a representative or nominee (duly appointed under Article 8(a) or Article 8(b) respectively) of a Member of the Association.
19. The National Council as at the date of adoption of these Articles shall consist of those persons who immediately prior to adoption of these Articles were Members of the "National Council" as constituted pursuant to the Articles of Association of the Association for which these Articles have been substituted.
20. Without prejudice to its general powers, the National Council may by resolution ("Bye-law Resolution") from time to time, and it shall be its duty as circumstances shall require to, make, vary and repeal Bye-laws relating to the matters provided by these Articles to be dealt with by Bye-laws and such other affairs of the Association, its officers and servants and the National Council's own structure, composition and manner of conducting business which can conveniently and appropriately be dealt with in such manner, provided that any such Bye-law Resolution shall have been passed by a majority of the Members present and voting at a meeting of the National Council in respect of which seven days' notice shall have been given of the intention to propose the Bye-law Resolution to all Members of the National Council entitled to attend and vote, and PROVIDED ALWAYS that the Bye-laws shall not in any way affect, vary or alter the provisions of these Articles and if there is any inconsistency between the provisions of the Bye-laws and the provisions of these Articles, the provisions of these Articles shall prevail.

THE NATIONAL EXECUTIVE BOARD

21. Subject to the provisions of the Act, the Association's Memorandum of Association, these Articles and the Bye-laws and to any direction given by special

resolution of the Association in General Meeting, the general management of the affairs of the Association shall be entrusted to the National Executive Board. No alteration of the Memorandum or of these Articles or of the Bye-laws and no direction as aforesaid shall invalidate any prior act of the National Executive Board which would have been valid if that alteration had not been made or that direction had not been given.

22. Every Member of the National Executive Board must be a Member of the Association or a representative or nominee (duly appointed under Article 8(a) or Article 8(b) respectively) of a Member of the Association.
23. The National Council shall have the power to make Bye-laws under which it may (subject to Article 22) directly appoint Members of the National Executive Board and/or otherwise regulate the appointment of Members of the National Executive Board and, in addition, regulate the number of such Members (subject to there being a minimum of one Member of the National Executive Board), the term of membership that may be served by Members of the National Executive Board and their eligibility for re-election upon the expiry of such term. In addition, and without prejudice to the right of Members to remove a director pursuant to Section 303 of the Act, the National Council shall have the power to pass Bye-laws governing the removal of Members of the National Executive Board.
24. The National Executive Board shall make such arrangements for the conduct of the executive, secretarial and other administrative acts and work of the Association as it shall from time to time consider desirable. The National Executive Board shall appoint a Director General and such officers as it may think fit to act under the direction of the National Executive Board and such Boards and Committees to whom the National Executive Board may from time to time delegate any of its powers. The National Executive Board or the appropriate Board or Committee thereof shall assign to each officer so appointed such duties as it may deem proper, and may from time to time divide or sub-divide the duties of any officer or conjoin or combine the duties of two or more officers in such manner as it may consider desirable.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE NATIONAL COUNCIL OR THE NATIONAL EXECUTIVE BOARD

25. A Member of the National Executive Board shall *ipso facto* vacate office:
 - (a) if by notice in writing to the National Executive Board he resigns his office;
 - (b) if being a representative of a body corporate appointed under Article 8(a), or a nominee of a body unincorporate appointed under Article 8(b), he ceases to be such a representative or nominee (as the case may be) and is not, within one month after so ceasing admitted as a Member of the Association or a representative or nominee of another Member duly appointed under Article 8(a) or Article 8(b) respectively;

- (c) if he becomes bankrupt or makes any arrangement or composition with his creditors;
 - (d) if he be found or becomes of unsound mind;
 - (e) if he or the body corporate which he represents under Article 8(a) or the body unincorporate in respect of which he is a nominee under Article 8(b) ceases to have the rights of a Member of the Association;
 - (f) if he is requested to resign by a resolution passed by a majority of not less than three-fourths of those present and voting at a meeting of the National Council;
 - (g) if he ceases to hold office by reason of any disqualification order made under the Company Directors Disqualification Act 1986.
26. The Association may by ordinary resolution remove from office any Member of the National Executive Board or National Council before the expiration of his period of office.
27. Any Member of the National Council or National Executive Board ceasing to hold office by virtue of any provision of either of the last two preceding Articles (other than Sub-clauses (a) and (b) of the first of those Articles) shall not thereafter be eligible for office as a Member of the National Council or National Executive Board unless his appointment or nomination is approved or confirmed by the National Council.

PROCEEDINGS OF NATIONAL EXECUTIVE BOARD AND THE NATIONAL COUNCIL

28. Except as provided by these Articles or the Bye-laws, the National Executive Board or the National Council as the case may be (in Articles 32, 34 and 35 called "the body concerned") may meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Until otherwise determined one-fourth of the total members of the National Executive Board shall be a quorum. Except as otherwise provided in these Articles questions arising at any meeting of the National Executive Board shall be determined by a majority of votes and voting shall be by show of hands. Each member present at a meeting of the National Executive Board shall on a show of hands have one vote.
29. (a) At its last meeting before the Annual General Meeting in every year the National Executive Board shall in accordance with the Bye-laws elect from amongst individuals who are to serve as its Members immediately following that Annual General Meeting a President of the Association (unless the last President shall still be serving his term as President in accordance with this

Article 29) who shall also be Chairman of the National Executive Board and such other office holders as National Council shall by Bye-law determine.

- (b) The President so elected shall hold office until the conclusion of the third Annual General Meeting following his election, subject to his remaining a Member of the National Executive Board for that period. The persons so elected to any other office referred to in paragraph (a) hereof shall hold office until the conclusion of the second Annual General Meeting next following their election subject, in each case, to their remaining Members of the National Executive Board. The President and such other persons as aforesaid shall be eligible for re-election at the end of their respective terms of office.
 - (c) In the event of any person who shall have been duly elected to one of the offices mentioned in paragraph (a) hereof ceasing for any reason to hold such office, the National Executive Board shall have power to elect at any time any one of its Members not (subject as hereinafter provided) already holding one of such offices to hold the office which has so fallen vacant, and such Member shall thereupon hold such office until he shall retire at the same time as the person so ceasing to hold such office as aforesaid would otherwise have retired in accordance with paragraph (b) hereof.
 - (d) The individuals holding office immediately prior to the adoption of these Articles pursuant to Article 41 of the Articles of Association for which these Articles have been substituted shall, subject to their remaining Members of the National Executive Board, remain in office until the conclusion of the first Annual General Meeting following the date of adoption of these Articles, when they shall immediately cease to hold such offices.
30. (a) The President for the time being shall be Chairman of the National Council.
- (b) The chairman at a meeting of the National Executive Board shall have a second or casting vote.
31. The Chairman of the National Executive Board or in his absence a Vice-Chairman if any shall take the Chair at every meeting of the National Executive Board. If at any meeting neither the Chairman nor any Vice-Chairman shall be present within fifteen minutes after the time appointed for holding the same, the Members of the National Executive Board present shall choose one of their number to be Chairman of the meeting.
32. A meeting of the Members of the body concerned for the time being at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Association for the time being vested in the body concerned generally.

33. The National Executive Board may delegate any of its powers to such Committee or Committees consisting of such Members of the National Executive Board and other Members of the Association as it thinks fit. Every Committee so formed shall in the exercise of the powers delegated to it be governed by any regulations that may from time to time be made by the National Executive Board and it may (subject to any terms and conditions on which any such Committee is formed) dissolve or vary the constitution of any such Committee as it may think fit.
34. The meetings and proceedings of every Committee of the body concerned shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the body concerned so far as the same are applicable thereto and are not superseded by any regulations made by the National Executive Board under the last preceding Article.
35. All acts bona fide done by any meeting of the Members of the body concerned or of any Committee of the body concerned or by any person acting as a Member of the body concerned shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be and was a Member of the body concerned.

LOCAL ORGANISATION

36. National Council shall make Bye-laws for the regulation of the local organisation of the Association.

UNION WITH OTHER ASSOCIATIONS

37. The National Council may arrange for the union alliance or incorporation with the Association of any organisation with objects similar to any of the objects of the Association.

GENERAL MEETINGS

38. A General Meeting of the Association shall be held every year and such meetings shall be called "Annual General Meetings". All other General Meetings of the Association shall be called "Extraordinary General Meetings".
39. Any Member wishing to bring forward any motion dealing with special business at an Annual General Meeting shall give to the Secretary at least sixty days' notice in writing of his intention so to do and such notice must be accompanied by a notice or notices in writing signed by not less than twenty other Members and indicating their intention to support the motion.
40. The National Council may whenever it thinks fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on the

requisition of not less than fifty Members of the Association stating the objects of the meeting and deposited at the Office of the Association.

41. Subject to the provisions of Section 378 of the Act relating to Special Resolutions, twenty-one days notice at the least of an Annual General Meeting and fourteen days notice at the least of an Extraordinary General Meeting (exclusive in either case of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place, day and hour of meeting, and in the case of special business the general nature of such business shall be given in manner hereinafter mentioned to such persons as are under these Articles entitled to receive such notices from the Association.
42. The accidental omission to give any notice of a meeting to or the non-receipt of notice of a meeting by any Member entitled to receive such notice shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

43. All business shall be deemed special that is transacted at an Extraordinary Meeting and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet and the ordinary reports of the National Executive Board and of the Auditor, and the election of an Auditor and the fixing of his remuneration.
44. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as in these Articles otherwise provided thirty Members of whom ten are present in person and the remainder either in person or by proxy shall be a quorum.
45. The President or in his absence a Vice-Chairman if any shall take the chair at every General Meeting. If neither the President nor a Vice-Chairman be present within fifteen minutes after the time appointed for holding the meeting or if present, be unwilling to act, then the Members of the National Council present shall choose one of their number as Chairman of the meeting, and if no Member of the National Council be present or, if present be unwilling to act, then the Members present shall choose one of their number to be Chairman of the meeting.
46. If within one half-hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened upon a requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and place or such other place as the Chairman shall determine and if at such adjourned meeting a quorum is not present those Members who are present shall be a quorum and may transact the business for which the meeting was called.
47. The Chairman of a General Meeting at which a quorum is present may, with the consent of that meeting, adjourn the same from time to time and from place to

place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give to Members notice of any adjourned meeting.

48. At all General Meetings a resolution put to the vote of the meeting shall be decided by a show of hands unless before or upon the declaration of the result of the show of hands a poll is demanded by the Chairman or by not less than five Members present in person and entitled to vote or by not less than one tenth of the Members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive and an entry to that effect in the Minute Book of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
49. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of such poll shall be deemed to be the resolution of the meeting. Provided that a poll demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.
50. The Chairman of the meeting shall on a show of hands or on a poll be entitled to a second or casting vote.
51. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS AT GENERAL MEETINGS

52. Subject to the provisions of these Articles on a show of hands and a poll at General Meetings every Member shall have one vote.
53. On a show of hands votes must be given personally, save that a corporation may vote by its representative appointed under Article 8(a) or by its representative duly authorised under Section 375 of the Act.
54. On a poll votes may be given either personally or by proxy.
55. The instrument appointing a proxy shall be in writing under the hand of an appointor or of his attorney, or if the appointor is a corporation under the hand of its Secretary or some other officer duly authorised in that behalf or under its common seal. No person shall be appointed a proxy who is not a Member, but a representative of a Member appointed in accordance with Article 8(a) may be appointed a proxy.

56. The instrument appointing a proxy and the power of attorney (if any) under which it is signed shall be deposited at the Office not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be at which the person named in such instrument proposes to vote.
57. A vote given in accordance with the terms of any instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed Provided that no intimation in writing of such death, insanity or revocation shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
58. An instrument appointing a proxy may be in the usual common form or any other form which the National Executive Board shall approve.

MINUTES AND RETURNS

59. The National Council and the National Executive Board shall cause minutes to be duly entered in books provided for the purpose:
 - (a) of all appointments of officers and Members of the National Council or the National Executive Board as the case may be;
 - (b) of all orders and Bye-laws made by the National Council or the National Executive Board as the case may be or any Committee appointed by either of them;
 - (c) of all resolutions and proceedings of General Meetings of the Association and of the National Council or the National Executive Board as the case may be and of every such Committee as aforesaid.
60. Any such minutes of any such meeting as aforesaid, if purported to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting of the same body shall be conclusive evidence without further proof of the matters stated in such minutes.
61. The National Executive Board shall cause a proper register to be kept in accordance with Sections 352 and 353 of the Act of all the Members of the Association.
62. The National Executive Board shall cause a proper register to be kept in accordance with Section 407 of the Act of all mortgages and charges specifically affecting property of the Association and shall cause the prescribed particulars of every mortgage or charge in respect of which such particulars are required by the Act to be duly filed accordingly and a copy of the Certificate of Registration to be endorsed thereon, and a copy of every instrument creating any such mortgage or charge to be made and kept at the Office. The fee for the inspection of the said

register by every person other than a Member or creditor of the Association shall be five pence for each inspection.

63. The National Executive Board shall cause to be kept at the Office a register containing the names, addresses and occupations of the members of the National Executive Board.

THE SEAL

64. The National Executive Board shall provide for the safe custody of the Common Seal of the Association which shall be used only with the authority of the National Executive Board or of a Committee of the National Executive Board having power under the terms of its appointment to authorise the affixing of the seal.
65. Every instrument to which the Common Seal of the Association is affixed shall be signed by a Member of the National Executive Board and counter-signed by the Secretary or by some other person appointed for the purpose by the National Executive Board.
66. Where the Act so permits, any instrument signed, with the authority of a resolution of the National Executive Board or of a committee of the National Executive Board, by one member of the National Executive Board and the Secretary or by two members of the National Executive Board and expressed to be executed by the Association as a deed shall have the same effect as if executed under the Common Seal, provided that no instrument which makes it clear on its face that it is intended by the persons making it to have effect as a deed shall be signed without the authority of the National Executive Board.

SECRETARY

67. There shall be a Secretary of the Association who shall be appointed by the National Executive Board for such time, for such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them at any time.

FINANCE AND ACCOUNTS

68. The National Executive Board shall at all times cause to be kept proper books of accounts, showing:
 - (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
 - (b) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

The financial year of the association shall end on the 31st December in each year, and at each Annual General Meeting the National Executive Board shall lay before the Members an income and expenditure account for the last financial year together with a balance sheet made up as at the close of such financial year. Every such balance sheet shall be accompanied by a report of the National Executive Board as to the state of the affairs of the Association and a report of the Auditor and a copy of such balance sheet and reports shall be sent with the notice of the Annual General Meeting to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

69. It shall be the duty of the Director General, subject to the directions of the National Executive Board, to receive and give effectual discharges for all sums of money which may be due and payable to the Association, and to disburse all sums of money which may be due from or payable by the Association, and he shall be responsible to the National Executive Board for the proper keeping of the accounts.
70. The books of accounts shall be kept at the Office or at such other place or places as the National Executive Board think fit.

AUDIT

71. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more chartered accountants as the National Executive Board may from time to time determine.
72. Auditors shall be appointed and their duties regulated in accordance with the Statutes, the National Executive Board being treated as the Directors mentioned in the Statutes.
73. Every account of the National Executive Board when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error shall be discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

NOTICES

74. A notice may be given by the Association to any Participant either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Participant at his registered address or by advertisement.

75. Every Participant whose registered address is not in the United Kingdom but who shall from time to time notify in writing to the Association an address in the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address but, save as aforesaid no Participant other than a Participant whose registered address is in the United Kingdom shall be entitled to receive any notice from the Association.
76. Any notice sent by post shall be deemed to have been served on the second day following that on which the envelope or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the post office as a prepaid letter.
77. Any notice required to be given by the Association to the Participants, or any of them, and not expressly provided for by these Articles, shall be sufficiently given if given by advertisement.
78. Any notice required to be or which may be given by advertisement, shall be deemed to have been validly given if it is advertised once in the Association's journal.

LEGAL PROCEEDINGS

79. In furtherance of the objects of the Association the National Executive Board may from time to time make such general arrangements as it may think fit for the provision of assistance, whether by providing monetary assistance or defraying legal expenses or otherwise, in enforcing or resisting any claim or action or proceedings, civil or criminal, or licensing or otherwise, for its Members, their officers, servants and agents or any section or group or class thereof. Except for matters coming within such general arrangements no legal proceedings by or against any Member shall be adopted by the Association unless approved by the National Council and then only on such conditions and subject to such guarantee as the National Council may think desirable.

INDEMNITY

80. Subject to the provisions of Section 310 of the Act, every Member of the National Executive Board and every officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the National Executive Board, out of the funds of the Association, to pay all costs, losses and expenses which any such Member of the National Executive Board, officer or servant may be authorised to incur or become liable to by reason of any contract entered into or act or thing done by him as such Member of the National Executive Board, officer or servant as aforesaid, or in any way in the discharge of his duties including all necessary and reasonable travelling expenses.
81. Subject to the provisions of Section 310 of the Act, no Member of the National Executive Board, or officer of the Association, shall be liable for the acts, receipts,

neglects or defaults of any other Member of the National Executive Board, or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the National Executive Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgment or for any other loss, damage or misfortune whatsoever which shall happen in the execution of or in relation to his duties unless the same shall happen through his own dishonesty or misconduct.

WINDING UP

82. If the company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Insolvency Act 1986, divide among the Participants in specie the whole or any part of the assets of the Company and shall, for that purpose, value any assets and determine how the division shall be carried out as between the Participants on a fair and equitable basis.