

The Companies Act 1929
and
The Companies Acts 1948 to 1983

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

MEMORANDUM

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

AND NEW

ARTICLES OF ASSOCIATION

*(Adopted by Special Resolution passed 31st January 1984 and altered by Special Resolutions
passed 26th April 1988 and 27th April 1993)*

OF

FREIGHT TRANSPORT ASSOCIATION LIMITED

INCORPORATED THE 18TH DAY OF DECEMBER 1944



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
and 26th April 1988)*

- 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 representations to such bodies or departments on behalf of Members individually or collectively.

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

- 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 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. 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.
- 7 If upon the winding-up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

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 DESCRIPTIONS 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 Act, 1929
and
The Companies Acts 1948 to 1983

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

NEW ARTICLES OF ASSOCIATION

OF

FREIGHT TRANSPORT ASSOCIATION LIMITED

*(Adopted by Special Resolution passed 31st January 1984 and altered by Special Resolutions
passed 26th April 1988 and 27th April 1993)*

PRELIMINARY

- 1 These Articles shall be construed with reference to the provisions of the Companies Acts 1948 to 1983, 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 1948.
 - 'The Statutes' means the Companies Acts 1948 to 1983 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 Association for the time being in force.
 - 'The Office' means the registered office for the time being of the Association.
 - 'The Secretary' means the National Secretary of the Association for the time being appointed pursuant to Regulation 89.
 - '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 the following two classes:
 - a NON-VOTING MEMBERS; which may be drawn from such categories of corporations, companies, firms, associations (whether incorporated or not), bodies and persons as the National Council may from time to time decide and shall be entitled to such services of the Association as the National Council shall from time to time decide. Non-voting Members shall have the right to receive notices of and to attend General Meetings of the Association, but shall not be entitled to any vote thereat.
 - b HONORARY MEMBERS; that is persons who in the opinion of the National Council are eligible for that position. Honorary Members shall have the right to receive notices of and to attend General Meetings of the Association, but shall not be entitled to any vote thereat.

Save as determined as aforesaid from time to time by the National Council Non-voting Members and Honorary 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 Non-voting Members and Honorary Members. The expression 'Participant' used in these Articles shall include all the Members and all the Non-voting 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 Members 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 had 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 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;
- b on the resignation of such Participant as provided in Article 14;
- c on notice in writing given at any time by the Association (by agreement with the appropriate Divisional 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 (by agreement as aforesaid) and to cause such notice to be given to any Participant.

Provided that no such resolution shall be passed without affording the Participant concerned a reasonable opportunity of attending before the National Executive Board and dealing with the matters upon which the demand for such Participant's withdrawal is based, but so that any such resolution passed after such opportunity has been afforded shall be final and conclusive. Following upon the Meeting of the National Executive Board written notice of the decision of the National Executive Board shall be given to the Participant concerned within seven days after the Meeting:

- 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 the Divisional Committee of the Division in which such Participant is a member. 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 the office of the Association serving the Division in which such Participant is a member, 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.

ORGANISATION

- 16 The Association shall be organised in Divisions of which the number and geographical extent shall from time to time be prescribed by the National Council upon the recommendation of the National Executive Board.
- 17 Every Member of the Association shall *ipso facto* be a member of the Division within which such Member's registered address or principal place of business is situated.
- 18 If any Member shall have a branch or branches registered in the Association and shall have paid the appropriate branch registration fee in respect thereof such branch representatives of such Member shall be eligible to serve on the respective Divisional Committee in respect of the Division in which such branch is situate and shall be entitled to exercise all rights of voting in respect of such Division, but except with the previous consent of three-fourths majority of a meeting of the National Council of those voting or entitled to vote (of which notice has been given to the members of the National Council) not more than two representatives of any one Member shall be entitled to hold office on the National Council and in no case shall two representatives of any Member be eligible for election as Divisional representatives of the same Division. The National Council may at its discretion extend branch representation to other classes of Members.
- 19 Subject to these Articles and the Bye-laws, the general management of the affairs of the Association shall be entrusted to the National Executive Board and there shall be established for the purpose of dealing with sectional and local matters for each Division of the Association a Divisional Committee, such Committee to be appointed from among Members in that Division in manner hereinafter provided.
- 20 The Divisional Committee in each Division shall be elected from the representatives of Members within that Division, and shall comprise such numbers as the National Council shall from time to time prescribe.
- 21 The Members of the Divisional Committees nominated or elected under the preceding Articles shall hold office as provided by Article 50 and the affairs of their Committees shall be regulated as provided by Articles 49 to 55.

NATIONAL COUNCIL

- 22 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 regulations 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.

- 23 a Without prejudice to the powers of the National Executive Board, the National Council shall also have power to appoint and dissolve such committees as it shall from time to time deem expedient and which shall be known as National Committees.
- b The National Council shall also have power to determine all matters relating to the organisation, functions, conduct and powers of the National Committees and may delegate such functions to such Committees as it shall think fit.
- 24 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 and the National Council shall have power to appoint an additional Member in the place of an additional Member thus removed.
- 25 Every Member of the National Council other than a Member appointed under Article 24 must be a Member of the Association or a representative appointed under Article 8(a) of a body corporate which is a Member of the Association.
- 26 The National Council in addition to any persons appointed pursuant to Article 24 shall consist of the following persons who shall not be more than sixty in number:
- a Thirty-six (or such greater number as the National Council may from time to time determine). Members elected by the Divisional Committees.
- b The Members of the National Executive Board.
- c One Member being the Member who last held office as President of the Association in the year of office immediately preceding that of the President of the Association for the time being.
- d Such other persons (not exceeding eleven in number) as the National Council shall from time to time determine, to secure the widest representation of trade and industry.
- 27 a The number of Divisional Representatives on the National Council shall be determined from time to time by the National Council and the Divisions shall be notified accordingly. Provided always that the number of representatives (exclusive of additional representatives elected under the provisions of paragraph (d) hereof) from any Division serving on the National Council shall not at any time exceed four but at no time shall two or more representatives from any Division (inclusive of additional representatives elected under the provisions of paragraph (d) hereof) represent the same Member and provided further that each Divisional Committee shall have at least one representative on the National Council (exclusive of additional representatives as aforesaid).

- b On receipt of such notification as aforesaid and not less than one week before the Annual General Meeting next following such receipt each Divisional Committee shall elect such number of representatives as may be notified as aforesaid.
 - c All Divisional Representatives so elected shall commence to hold office from the close of the Annual General Meeting next following their election and at each ensuing Annual General Meeting all of the representatives (exclusive of additional representatives as aforesaid) elected by each Divisional Committee shall retire.
 - d In the event of a Divisional Representative being elected to hold office as a Member of the National Executive Board (as hereinafter defined) in accordance with the provisions contained in these Articles the Divisional Committee concerned shall elect an additional representative to the National Council in place of each representative who shall have been elected a Member of such National Executive Board.
 - e Additional Divisional Representatives elected in accordance with Article 27 (d) as aforesaid shall hold office from the date on which notice of the election of such additional representatives is received from the Divisional Committee by the Secretary until the close of the Annual General Meeting next following the receipt of such notice.
- 28 Members of the National Council retiring or ceasing to hold office shall be eligible for re-election.
- 29 If any representatives shall die or cease to hold office in the interval between two Annual General Meetings, the Divisional Committee concerned may appoint a Divisional Representative or an additional Divisional Representative as the case may be in his place to hold office for the same period as the representative for whom he is substituted.
- 30 a In the event of prolonged illness or incapacity or other special and unforeseen circumstances preventing the attendance of any Member of the National Council at meetings of the National Council, the National Council may by the vote of at least one-half of its Members present and entitled to vote, permit the body that elected that particular Member to the National Council to appoint a deputy to act on his behalf for such period as the National Council shall determine.
- b Each Division shall be permitted to nominate not more than two persons who are Members of the particular Divisional Committee to attend meetings of the National Council in the absence owing to illness or other unavoidable cause of the duly accredited representative or representatives elected by the Divisional Committee in manner hereinbefore provided and written notice of any such nominations specifying the full name, address and description of the parties nominated shall be given to the Secretary within forty-eight hours of the nomination having been made.
 - c Any person or persons attending meetings of the National Council as a nominee under sub-clauses (a) and (b) hereof shall exercise and discharge all the duties, powers and functions of the Member or Members of the

National Council for whom he or they shall be acting as deputy and shall, whilst so acting, be subject to all the obligations and disabilities to which a person acting as a Member of the National Council is subject and any such person or persons shall also be subject in all other respects to the rules and regulations, terms and conditions of the Association regarding Members of the National Council. At its discretion the National Council may also allow persons to deputise for other Members of the National Council and may prescribe the manner by which such deputies shall be appointed .

- d Notwithstanding the nomination of any such persons as aforesaid pursuant to the foregoing provision, it shall not be obligatory upon the Association to send notices of the meetings of the National Council to any such nominees, but it shall be the duty of the Member of the National Council for whom any such person is to deputise to make all necessary arrangements for the attendance of any such nominee and to furnish him with all relevant documents, memoranda, data and information.

- 31 Without prejudice to its general powers the National Council may by Resolution from time to time and it shall be its duty as circumstances shall require, to make, vary and repeal Bye-laws and regulations relating to the matters of these Articles provided to be dealt with by Bye-laws and other affairs of the Association, its officers and servants which can conveniently be dealt with in such manner provided that such Resolution shall have been passed by a majority of the Members present and voting at a meeting of the National Council at which seven days' notice shall have been given of the intention to propose the Resolution, and also provided that no Bye-law or regulations shall be made inconsistent with these Articles. Any new Bye-law and any variation or repeal of any existing Bye-law shall take effect twenty-eight days after the same shall have been made or on such later date as the National Council shall determine.

THE NATIONAL EXECUTIVE BOARD

- 32 a The National Executive Board shall consist of not more than twelve members.
 - b Nine members shall be elected annually by the National Council and at least six of these shall be chosen from amongst the persons elected to the National Council by the Divisional Committees.
 - c In addition up to three members of the National Executive Board may be co-opted annually by the National Executive Board.
- 33 a Members of the National Executive Board retiring each year shall be eligible to serve as Members of the National Executive Board during the succeeding year provided that when such Member has served on the National Executive Board for four consecutive years he shall be ineligible to be elected to the National Executive Board until at least two years after he ceases to be a Member.

- b Notwithstanding the proviso contained in paragraph (a) of this regulation the President for the time being of the Association shall always be eligible to be a Member of the National Executive Board.
- 34 The National Executive Board shall be appointed at the first meeting of the National Council after each Annual General Meeting and shall hold office from the conclusion of the meeting of the National Council at which it is appointed until the conclusion of the meeting of the next succeeding Annual General Meeting.
- 35 The National Executive Board may in addition to the powers and authorities by these Articles expressly conferred upon it, exercise all the powers and do all the acts and things which expressly or by implication may be exercised or done by the Association and which are not hereby or by statute expressly directed or required to be exercised or done by the Association in General Meeting or by the National Council, but subject nevertheless to the provisions of any statute and of these Articles and to any regulations being not inconsistent with such provisions from time to time made by the Association in General Meeting provided that no regulation so made shall invalidate any prior act of the National Executive Board which would have been valid if such regulations had not been made.
- 36 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 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.

DISQUALIFICATIONS OF MEMBERS OF THE NATIONAL COUNCIL OR THE NATIONAL EXECUTIVE BOARD

- 37 A Member of the National Council or the National Executive Board shall *ipso facto* vacate office:
- a if by notice in writing to the National Council or the National Executive Board he resigns his office;
 - b if being a representative of a body corporate appointed under Article 8(i), he ceases to be such a representative and is not, within one month after so ceasing elected a Member of the Association or at any time after so ceasing is elected an Honorary Member of the Association;
 - 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) ceases to have the rights of a Member of the Association;
 - f if he accepts an appointment as a paid official of the Association;
 - g 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;
 - h if in the case only of a Member of the National Executive Board he ceases to hold office by reason of any order made under Section 188 of the Act.
- 38** The Association may by Extraordinary Resolution remove from office any Member of the National Executive Board or National Council before the expiration of his period of office.
- 39** 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 and by the appropriate Divisional Committee or Functional Group of which such Member shall be an accredited representative.

PROCEEDINGS OF NATIONAL EXECUTIVE BOARD AND THE NATIONAL COUNCIL

- 40** Except as by these Articles provided the National Executive Board or the National Council as the case may be (in these Articles 40 to 48 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 body concerned shall be a quorum. Except as otherwise provided in these Articles questions arising at any meeting shall be determined by a majority of votes and voting shall be by show of hands. Each member present other than an additional member appointed under the provisions of Article 24 shall on a show of hands have one vote.
- 41 a** At its first meeting after the Annual General Meeting in every year the National Executive Board shall elect from amongst its Members:
- i a President of the Association who shall also be Chairman of the National Executive Board;
 - ii not more than two Vice-Chairmen of the Association; and
 - iii a Treasurer.

- b The persons so elected shall hold office until the Annual General Meeting next following their election, and shall be eligible for re-election, subject to the provisions of Article 33.
 - 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.
- 42 a The Members of the National Council may elect and remove a chairman and determine the period for which he is to hold office.
- b The chairman at a meeting of the body concerned shall have a second or casting vote.
- 43 The Secretary shall upon the request of the Chairman of the National Council or of not less than one-tenth of the Members of the National Council convene a meeting of the National Council by notice to the several Members of the National Council.
- 44 The Chairman of the body concerned or in his absence one of the Vice-Chairmen shall take the Chair at every meeting of the body concerned. If at any meeting neither the Chairman of the body concerned nor any Vice-Chairman shall be present within fifteen minutes after the time appointed for holding the same, the Members of the body concerned present shall choose one of their number to be Chairman of the meeting.
- 45 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.
- 46 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.
- 47 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.
- 48 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 after-

wards 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

- 49 Every Member of a Divisional Committee must be either a Member of the Association or its representative appointed or nominated pursuant to Article 8.
- 50 A Member of any such Committee shall *ipso facto* vacate office:
- a if by notice in writing to such Committee he resigns his office;
 - b if being a representative of a Member as defined in Article 49 he ceases to be such a representative and is not within one month after so ceasing elected a Member of the Association;
 - c if he becomes bankrupt or makes any arrangement or composition with his creditors;
 - d if he is found or becomes of unsound mind;
 - e if the Member whom he represents under Article 49 ceases to have the rights of a Member;
 - f if he accepts an appointment as a paid official of the Association;
 - g if being a Member of the National Council or the National Executive Board he vacates or is removed from that office by virtue of any provisions of Articles 37 and 38;
 - h if being a Member of the Executive Board he ceases to be such a Member by reason of any order made under Section 188 of the Act.
- 51 The National Council shall make Bye-laws in accordance with Article 31 for regulating the extent of each Division and for regulating the numbers, mode of election and period of office of Chairmen and members of the Committees of such Divisions and generally all matters relating to the organisation, functions, conduct and the powers of such Committees.
- 52 Each Divisional Committee shall consist of such number of Members in the Division as the National Council shall approve but at no time without the approval of the National Council shall more than two representatives of any one Member be elected to the same Divisional Committee. Such Members shall be elected and retire by rotation in accordance with the Bye-laws. In the event of any dispute arising as to the validity, pursuant to these Articles or any bye-law made thereunder, of the election of any Divisional Committee the decision of the National Executive Board shall be final.
- 53 The functions of the Divisional Committees shall from time to time be determined by the National Council who, subject to these Articles and to the Bye-laws shall permit to each Division the fullest measure of autonomy in local matters consistent with the maintenance of a national policy. All national

matters coming to the attention of a Divisional Committee shall be referred forthwith to the National Council.

- 54 Subject to the Bye-laws or direction of the National Council each Divisional Committee shall have power to make regulations for the government of its proceedings.
- 55 Each Divisional Committee shall elect annually from amongst its members a Chairman and not more than three Vice-Chairmen who may hold office for one year and shall be eligible for re-election.

REGIONAL CO-ORDINATING COMMITTEES

- 56 The Divisions shall be grouped into regions of which the number and composition shall be determined by the National Council.
- 57 The Divisional Committees in each Region shall elect a Regional Co-ordinating Committee.
- 58 The composition and functions of the Regional Co-ordinating Committees shall be determined by the National Council.

FUNCTIONAL REPRESENTATION

- 59 a The National Council may organise into groups (herein called 'Functional Groups') those Members of the Association who are concerned with special interests and shall frame Bye-laws, rules and regulations with regard to the qualification, organisation, sub-division and generally with regard to the Management and powers of such groups.
- b Such Bye-laws, rules and regulations shall in particular provide (if in the opinion of the National Council it be necessary) for the organisation of each Group into Divisions and for the power of each group to determine subject to the approval of the National Council the amount of additional fee or subscription (if any) to be payable in any particular case by Members joining any Functional Group.

UNION WITH OTHER ASSOCIATIONS

- 60 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

- 61 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'.

- 62 Any Member wishing to bring forward any motion dealing with special business at an Annual General Meeting shall give to the Secretary at least twenty-one 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.
- 63 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.
- 64 Subject to the provisions of Section 141 (2) 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 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.
- 65 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

- 66 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 (if any).
- 67 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 fifteen Members of whom five are present in person and the remainder either in person or by proxy shall be a quorum.
- 68 The President or in his absence a Vice-Chairman 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.

- 69 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.
- 70 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.
- 71 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 at least twenty per cent 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.
- 72 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.
- 73 The Chairman of the meeting shall on a show of hands or on a poll be entitled to a second or casting vote.
- 74 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

- 75 Subject to the provisions of these Articles on a show of hands and a poll every Member shall have one vote.
- 76 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 139 of the Act.
- 77 On a poll votes may be given either personally or by proxy.

- 78 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.
- 79 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.
- 80 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.
- 81 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

- 82 The National Council and the National Executive Board shall cause minutes to be duly entered in book, 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.
- 83 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.
- 84 The National Executive Board shall cause a proper register to be kept in accordance with Section 110 of the Act of all the Members of the Association.
- 85 The National Executive Board shall cause a proper register to be kept in accordance with Section 104 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 Section 95 of 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.

- 86 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

- 87 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.
- 88 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 appointed for the purpose by the National Executive Board.

SECRETARY

- 89 The Secretary shall be appointed by the National Executive Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The National Executive Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

FINANCE AND ACCOUNTS

- 90 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 (in the case of the first account beginning from the date of

incorporation of the Association and ending on the 31st December last previous to the meeting) 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.

- 91 It shall be the duty of the Secretary, 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.
- 92 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

- 93 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.
- 94 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.
- 95 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

- 96 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.
- 97 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.

- 98 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.
- 99 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.
- 100 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

- 101 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

- 102 Subject to the provisions of Section 205 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.
- 103 Subject to the provisions of Section 205 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

- 104 The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.