

# THE COMPANIES ACTS 1985 AND 1989

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

### ARTICLES OF ASSOCIATION

as adopted by resolution on 23 October 2002  
amended by resolution on 17 February 2003  
amended by resolution on 6 October 2006

OF

### ROAD SAFETY FOUNDATION (previously FOUNDATION FOR ROAD SAFETY RESEARCH; and AUTOMOBILE ASSOCIATION FOUNDATION FOR ROAD SAFETY RESEARCH)

FRIDAY



A52 \*A4LOMMC7\* 190  
19/01/2007  
COMPANIES HOUSE

### INTERPRETATION

1. In these Articles and the Memorandum:

|                  |                                                                                                                                                                                             |
|------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| "the Act"        | means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;                                                                      |
| "the Articles"   | means these Articles of Association of the Foundation;                                                                                                                                      |
| "the Council"    | means the Council of management of the Foundation as such council shall be established from time to time;                                                                                   |
| "clear days"     | in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect; |
| "executed"       | includes any mode of execution;                                                                                                                                                             |
| "the Foundation" | means the above-named company;                                                                                                                                                              |

|                      |                                                                                                                                               |
|----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|
| "Members"            | means the members of the Foundation having the right to vote at General Meetings;                                                             |
| "the Memorandum"     | means the Memorandum of Association of the Foundation;                                                                                        |
| "month"              | means a calendar month;                                                                                                                       |
| "Office"             | means the registered office of the Foundation;                                                                                                |
| "these presents"     | means the Articles and the regulations of the Foundation from time to time in force;                                                          |
| "the seal"           | means the common seal of the Foundation if it has one;                                                                                        |
| "Secretary"          | means the company secretary of the Foundation or any other person appointed to perform the duties of the company secretary of the Foundation; |
| "Trustee"            | means a member of the Council;                                                                                                                |
| "the United Kingdom" | means Great Britain and Northern Ireland;                                                                                                     |

words importing the singular number only shall include the plural number and vice versa; words importing the one gender shall include all genders and words importing persons shall include corporations.

Subject to the preceding provisions of this Article and unless the context requires otherwise, words or expressions defined in the Act (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Foundation) shall bear the same meaning in the Articles.

### **MEMBERSHIP OF THE COMPANY**

2. The number of Members with which the Foundation proposes to be registered is unlimited.
3. The first Members shall be the subscribers to the Memorandum and such other persons as shall from time to time be Trustees.
4. Membership shall not be transferable and a Member shall cease to be a Member:-
  - (1) on death or insolvency;
  - (2) on ceasing to be a Trustee;

- (3) if by notice in writing to the Secretary the Member resigns. The Member is deemed to have resigned when the letter of resignation is received at the Office;
- (4) by unanimous vote of the Council or, if there shall be more than six Trustees, by resolution of the Council passed by a majority of not less than 3/4ths of the Trustees present and voting at the meeting of the Council convened for the purpose. A resolution to terminate a Member's membership of the Foundation shall not be passed unless the Member has been given not less than 14 days' notice in writing of the meeting of the Council at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by or of making a written representation to the Council prior to the Council voting the resolution.

### **GENERAL MEETINGS**

5. The Foundation shall in each year hold an Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Foundation and that of the next. Annual General Meetings shall be held at such times and places as the Council shall determine.
6. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Council may call General Meetings and, on the requisition of Members in accordance with the provisions of the Act, shall within 21 days from the date of the deposit of the requisition convene an Extraordinary General Meeting for a date not later than eight weeks after the deposit of the requisition.

### **NOTICE OF GENERAL MEETINGS**

7. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or for appointing a person as a Trustee shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed;
  - (1) in the case of an Annual General Meeting, by all the Members entitled to attend and vote at such meeting; and
  - (2) in the case of any other meeting by a majority in number of Members having a right to attend and vote at such a meeting, being a majority together holding not less than 95 percent of the total voting rights at that meeting of all the Members.
8. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General

Meeting, shall specify the meeting as such. The notice shall be given to all Members, Trustees and the Auditors.

### **PROCEEDINGS AT GENERAL MEETINGS**

9. No business shall be transacted at any General Meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a Member shall constitute a quorum, save that where the Foundation has only one Member, one Member present in person or by proxy shall be a quorum.
10. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council may determine.
11. The Chairman, if any, of the Council shall preside as chairman of the meeting, but if the Chairman (if any) is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the other Trustees present shall elect one of their number to be chairman.
12. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (1) by the chairman; or
  - (2) by any Member present in person or by proxy; or
  - (3) by a Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
17. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
19. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at any General Meetings shall be as valid and effective as if the same had been passed at a meeting of the Foundation convened and held. If a resolution in writing is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

### **VOTES OF MEMBERS**

20. Subject as hereinafter provided, every Member shall have one vote.
21. Subject to such disclosure as is required by Section 317 of the Act and the Council, a Trustee may vote as a Trustee in regard to any contract, matter or arrangement in which he or the Foundation is interested, whether or not the Trustee or the Foundation is a party to the same and if he shall so vote his vote shall be counted in a quorum when any such contract, matter or arrangement is under consideration.
22. Any Member of the Foundation entitled to attend and vote at any meeting of the Foundation shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote (by show of hands or poll) instead of him. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act.
23. The instrument appointing a proxy shall be in writing signed by the Appointor or his attorney duly authorised in writing and shall be in the following form or

as near to it as circumstances admit, or in any other form which is usual or which the Council may approve.

### **AUTOMOBILE ASSOCIATION FOUNDATION FOR ROAD SAFETY RESEARCH**

I [Member's name and address] being a Member of the above-named company hereby appoint

[name and address of proxy holder] or failing him/her,

[name and address of substitute] as my/our proxy to vote on my/our behalf at the [Annual/Extraordinary/Adjourned] General Meeting of the Foundation to be held on the ..... day of ..... and any adjournment thereof.

Signed [..name..] this ..... day of ..... ..

24. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 36 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
25. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
26. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
27. A vote given or poll demanded by the duly authorised representative of a Member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Foundation at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
28. A vote given or poll demanded in accordance with the terms of an 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 the death, insanity or revocation of the Member shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used or the poll demanded or (in the case of a poll taken otherwise and on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

### **COUNCIL OF MANAGEMENT**

29. The minimum number of Trustees shall be three save for circumstances where a charity (as defined by s96 of the Charities Act 1993) is appointed as a Trustee, in which case it may serve as a sole Trustee of the Foundation. There shall be no maximum number (unless otherwise determined by Ordinary Resolution).

### **POWERS OF THE COUNCIL**

30. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the Foundation shall be managed by the Council who may exercise all the powers of the Foundation and do on behalf of the Foundation all such acts as may be exercised and done by the Foundation and are not by statute or by these presents required to be exercised by the *Foundation in General Meeting*. No alteration to the Memorandum or the Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council.
31. The Council may, by power of attorney or otherwise, appoint any person to be the agent of the Foundation for such purposes and on such conditions as they determine.
32. The Council shall have power from time to time to make such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Foundation and the affairs thereof; as to prescribing classes of and conditions of membership and the rights and privileges of Members; as to the duties of any officers or servants of the Foundation; as to the conduct of the business of the Foundation by the Council or any committee or sub-committee and as to any of the matters or things within the power or under the control of the Council provided that the same shall not be inconsistent with the Articles.
33. The Council and the Foundation in General Meeting shall have power to repeal or alter or add to any regulations and the Council shall adopt such means as they think sufficient to bring to the notice of Members all such regulations which shall be binding on Members.

## APPOINTMENT AND RETIREMENT OF TRUSTEES

34. No person shall be appointed or reappointed a Trustee at any General Meeting:
- (1) unless he has attained the age of 18 years (but for the avoidance of doubt, there shall be no maximum age);
  - (2) in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of **Article 39**;
  - (3) unless either:-
    - (a) he is recommended by the Council; or
    - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, a notice signed by a Member has been given to the Foundation of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Foundation's register of members of the Council together with a notice signed by that person of his willingness to be appointed or reappointed.
35. Council members shall be appointed for a fixed terms of three years which on approval of the members, may be renewed for a further term or terms of up to three years. Save as otherwise determined by the Council where there is a sole Trustee, there shall be no fixed term of office and no maximum period of office. The Trustees shall not be subject to retirement from office by rotation.
36. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a General Meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is recommended by the Council for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Foundation of the intention to propose him at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Foundation's register of the members of Council.
37. Subject as aforesaid, the Foundation may from time to time in General Meeting increase or reduce the number of Trustees and may make the appointments necessary for effecting any such increase.
38. The Council may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment would not cause the number of Trustees to exceed the number fixed by or in accordance with the Articles as the maximum number of Trustees or be reduced below the minimum number fixed in accordance with the Articles as the minimum number of Trustees. A Trustee so appointed shall hold office



only until the next following Annual General Meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion of that meeting.

### **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

39. A Trustee shall cease to hold office if he:-

- (1) ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision) or is otherwise prohibited by law from being a Trustee;
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) resigns his office by notice to the Foundation (but only if at least two Trustees will remain in office when the notice of resignation is to take effect save for circumstances where a charity – as defined by s96 of the Charities Act 1993 – is appointed as a Trustee, in which case it may serve as a sole Trustee of the Foundation); or
- (4) is absent without the permission of the Council from all their meetings held within a period of six months and the Council resolve that his office be vacated;
- (5) in the case of a Nominated Trustee, if his nomination is withdrawn by the appropriate Nominating Body.

40. In addition and without prejudice to the provisions of Section 303 and 304 of the Act, the Foundation may by Extraordinary Resolution remove any Trustee before the expiration of his period of office and may by an Ordinary Resolution appoint another qualified Member in his stead but any person so appointed shall retain his office so long only as the Trustee in whose place he is appointed would have held the same if he had not been removed.

### **PROCEEDINGS OF THE BOARD**

41. Subject to the provisions of the Articles, the Council may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Any Trustees may and the Secretary at the request of any Trustee shall call a meeting of the Council. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.

42. Where there is only a single Trustee, the quorum for the transaction of the business of the Council shall be one. In all other cases the quorum may be fixed by the Council and unless so fixed shall be two.

43. The Council may act notwithstanding any vacancies but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting.
44. The Council shall from time to time elect a Chairman from amongst their number. Unless he is unwilling to do so, the Chairman shall preside at every meeting of Council at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be Chairman of the meeting.
45. The Council may delegate any of its powers or the implementation of any of its resolutions to any committee provided that:-
- (1) the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
  - (2) the composition of any such committee shall be entirely in the discretion of the Council and may comprise such of their number (if any) as the resolution may specify;
  - (3) the deliberations of any such committee shall be reported regularly to the Council and any resolution passed or decision taken by any such committee shall be reported forthwith to the Council and for that purpose every committee shall appoint a secretary;
  - (4) all delegations under this Article shall be revocable at any time;
  - (5) the Council may make such regulations and impose such terms of conditions and give such mandates to any such committee as it may from time to time think fit;
  - (6) for the avoidance of doubt, the Council may delegate all financial matters to any committee and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time provided that the signature of at least one Trustee shall be required.
46. All acts done by a meeting of the Council, or a committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or member of the committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee or a member of the committee (as the case may be) and had been entitled to vote.

47. A resolution in writing, signed by all the Trustees for the time being or any committee shall be as valid and effective as if it had been passed at a meeting of the Council or (as the case may be) such committee duly convened and held.
48. Trustees and members of any committee may participate in or hold a meeting of the Council or any committee (as the case may be) by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Council or a committee (as the case may be) duly convened and held with such persons physically present.

### **SECRETARY**

49. The Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them.

### **MINUTES**

50. The Council shall keep minutes in books kept for the purpose:-
- (1) of all appointments of officers made by the Council; and
  - (2) of all proceedings at meetings of the Foundation and of the Council and of committees and sub-committees of the Council including the names of those present at each such meeting.

### **THE SEAL**

51. The seal shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

### **BANK ACCOUNTS**

52. Any bank account in which any part of the assets of the Foundation is deposited shall indicate the name of the Foundation.

### **ACCOUNTS**

53. Accounting records sufficient to show and explain the transactions and assets and liabilities of the Foundation and otherwise complying with the Act shall be kept at the Office or such other place within the United Kingdom as the Council think fit.

54. Subject to the requirements of the Act, the Foundation may at a General Meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Foundation may be inspected by Members and subject to those restrictions the books and accounts shall be opened to inspection by Members at all reasonable times during usual business hours.
55. The Council shall lay before the Annual General Meeting of the Foundation in each year an income and expenditure account for the period since the last preceding account (or in the case of the first account since incorporation of the Foundation) together with a balance sheet made up as at the same date. Such accounts and balance sheet shall be accompanied by a report of the Council as to the state of affairs of the Foundation and a report of the Auditors and shall comply with the provisions of the Act. Copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached to them shall, not less than 21 clear days before the date of the meeting before which the same have to be laid, be sent to all persons entitled to receive notices of General Meetings of the Foundation.

#### **AUDIT**

56. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### **ANNUAL REPORT AND ANNUAL RETURN**

57. The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and an annual return and their transmission to the Commissioners.

#### **NOTICES**

58. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.
59. The Foundation may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by suitable electronic means. A Member whose registered address is not within the United Kingdom and who gives to the Foundation an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Foundation.
60. A Member present in person at any meeting of the Foundation shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

61. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given 48 hours after the envelope containing it was posted.
62. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting.

#### **WINDING-UP**

63. The provisions of **Clauses 8 and 9** of the Memorandum relating to the winding-up or dissolution of the Foundation shall have effect and be observed as if the same were repeated in these Articles.