



Road Haulage Association Limited

Memorandum, Rules, Code of Conduct and Articles

April 2018

The Companies Act 1929 and The Companies Acts 1948 to 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION OF ROAD HAULAGE ASSOCIATION LIMITED
(Amended by Special Resolution, 25 May 2006)

1. The name of the Company (hereinafter referred to as "the Association" is "ROAD HAULAGE ASSOCIATION LIMITED".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:
 - (A) To provide and arrange the provision of services which are or may be in the opinion of Board of Directors of the Association calculated or intended to be available to and for the benefit of Members of the Association generally (whether or such services are actually taken up by all Members).
 - (B) To give the legislature, public authorities and other bodies facilities for conferring with and ascertaining the views of persons engaged in the Industry as regards matters directly or indirectly affecting their interests.
 - (C) To originate, promote and support improvements in the law and regulations directly or indirectly affecting persons engaged in the Industry and in particular to promote and support the passage through Parliament of any Bill or Bills in furtherance of the objects of the Association; to enter into any arrangements with any authority, national, municipal, local or otherwise, and to secure such rights, privileges or concessions as may be conducive to the objects of the Association.
 - (D) To take such steps as may be desirable by promoting Bills in Parliament, provisional orders or other measures, or otherwise to procure any legislation or regulations likely to be beneficial to persons engaged in the Industry, and to oppose any Bills, orders or other measures likely to be injurious to them.
 - (E) To advise Members and to undertake or assist financially or otherwise the institution, prosecution, promotion of or defence or opposition to litigation in any cases affecting the interests of persons engaged in the Industry and of their officers, servants and agents so far as may be legally done, and to take such steps as may from time to time appear to the Association to be necessary in the interests of such Members.
 - (F) To collect and diffuse among Members and the public, and particularly among persons engaged in the Industry, statistics and other information on all matters affecting or concerning the Industry to print, publish, issue and circulate such papers, periodicals, books, circulars and other literary matters as may seem conducive to any of these objects.
 - (G) To raise the standard of technical and general knowledge of persons engaged in or about to engage in the Industry 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, and to test by examination or otherwise the competence of such persons, and to award certificates and distinctions, and to institute and establish scholarships, grants, rewards and other benefactions; provided that the Association shall not grant diplomas or titles and that every certificate and distinction shall on the face of it express that it is only stating the results of an examination on behalf of the Association and has no statutory effect or government sanction.
 - (H) 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 promote just and honourable practice in the conduct of business and by all just means to suppress malpractice and unfair competition.

- (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, and to acquire any patents or licences relating to any such inventions, and to expend 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, to become a member of, act as or appoint trustees, agents or delegates to control, manage, superintend, afford monetary assistance to, or assist in any other manner, any bodies, associations and institutions, whether corporate or unincorporated, with objects altogether or in part similar to those of the Association.
- (L) To promote good relations between employers and work-people in the Industry and to assist and advise Members in the regulation of their relations with their work-people and to negotiate and to make with trade unions and other bodies representing work-people agreements and arrangements in respect of remuneration and conditions of employment in the Industry.
- (M) 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 Industry, or the dependants of such persons, and to contribute towards or otherwise assist any other charitable or benevolent institutions or undertakings.
- (N) To undertake and execute any 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.
- (O) 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 vehicles used for commercial purposes.
- (P) To provide facilities for social intercourse between the Members of the Association and their friends.
- (Q) 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.
- (R) 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.
- (S) 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.
- (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.
- (U) 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.
- (V) To do all such other lawful things as are incidental or conducive to the attainment of the above objects, provided that it shall not be lawful for the Association to impose on its Members, or to support with its funds or otherwise, or to attempt to procure the observance of, by its Members or otherwise, any regulation, restriction or condition which, if an object of the Association, would make it a trade union.



4. The income and property of the Association, howsoever 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 provision or arrangement of the provision of services to or for the benefit of Members as provided in Clause 3(A)(ii) of this Memorandum of Association, nor prevent the payment of interest at a rate not exceeding five per cent per annum, or in the event of the bank rate exceeding four per cent any higher rate not exceeding one and one half per cent per annum above bank rate for the time being, on money lent, or reasonable and proper rent for premises demised or let by an Member to the Association, but so that no Member of the Board of Directors of the Association or other the governing body of the Association shall I 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 Board 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 Jet to the Association; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a Member of the Board of Directors of the Association or other the governing body may be a member of any other company in which such Member shall I not hold more than one hundred-and-twentieth 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 them 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 on the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property or assets, such property or assets shall be returned to the Members of the Association (including any former Member which shall have resigned during the five years immediately preceding such winding up or dissolution) in a reasonable proportion to their contribution to such surplus.



CONFIDENTIAL

The Rules of the Road Haulage Association Limited

Approved for use by the Board of Directors 25 March 2004 and amended by the Board 26 January 2006, 23 February 2006, 27 May 2010, 29 September 2011, 26 May 2016

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Introduction

These Rules are made by the Board of Directors (the Board) of the Road Haulage Association Ltd in exercise of the powers conferred on them in ARTICES 34 and 35 and all other Articles conferring powers to make Rules, of the Articles of Association of the Road Haulage Association Ltd. Expressions used in the Rules shall have the same meaning as they have in the Articles, in conjunction with which they must be read.

Part A Membership

A.1 Qualifications for Membership

The qualifications for Membership of the RHA shall from time to time be determined by the Board. Members may be individuals, partnerships, or bodies corporate directly or through others engaged in a business, one of whose objects is the movement of goods by road for hire- or-reward.

A.2 Honorary Membership

The Board has the power to grant Honorary Membership to any person who has given outstanding service to the industry. Honorary Members have the right to receive copies of the Annual Report & Accounts, receive copies of the Association journal, and to attend appropriate Association social functions.

A.3 Life Membership

The Board has the power to elect as a Life Member any current serving member, past Member and any person who in the past has represented a Member who has given outstanding service to the Association. Life Members have the right to receive copies of the Annual Report & Accounts, receive copies of the Association journal, and to attend appropriate Association social functions.

A.4 Holding Companies

Companies in Membership with a fleet size as the Board may from time to time decide shall be known as Holding Companies.

A.5 Associates Membership

The Board has the power to elect as an Associate Member any individual, partnership or body corporate not otherwise eligible for Membership, but whose business or professional activities are considered to be relevant and of benefit to the Association and its Members. The board has the power to exclude a member / refuse an application for membership from a business whose services conflict with that of the RHA's or its approved / partnered suppliers. Associate Members have the right to receive copies of the Association journal, attend appropriate Association social functions, and join Groups within the Association. They are not eligible for service on the Board, or for service on Regional Councils other than in accordance with Appendix 2(e).

A.6 Membership Fees

Every individual, partnership or body corporate becoming a Member or Associate Member shall pay to the Association such Entrance Fee and Annual Subscription Fee as the Board may from time to time decide, and accordingly published on the Annual Membership Subscription Rates form.

A.7 Code of Conduct

All Members of the Association shall abide by the RHA Code of Conduct. (See Part H and Appendix 10.)



A.8 Admission of Members

- (a) The Membership Application form and Certificate of Membership shall be as the Board may from time to time prescribe. The application form shall be submitted to the Regional Office of the region in which the applicant conducts its main business, and a copy sent forthwith to the registered office.
- (b) The Board's discretion in respect of Membership shall, subject to ARTICLE 10 and to this Rule, be exercised on its behalf by the Regional Councils.
- (c) If a Regional Council decides that an applicant qualifies for Membership under Rules A.1 or A.5, then that applicant shall be accepted into Membership.
- (d) If a Regional Council fails to reach a decision under Rule A.8(c) within four months of receipt of an application, that application shall be accepted unless the decision is referred to the Board for consideration, in which case the period may be extended at the discretion of the Board.
- (e) The refusal of an application for Membership by a Regional Council shall be referred to the Board for confirmation forthwith. That application shall be accepted unless it is found that the financial standing of the applicant is inadequate, or that the conduct of any trade or business in which the applicant (or in the case of a body corporate any director thereof) engages is unsatisfactory, or that the activities of the applicant are not of relevance to the industry or likely to be of benefit to the Membership.
- (f) If the Board is in doubt regarding the suitability of any applicant for Membership, it may admit such applicant for a limited period as a probationer. If no adverse evidence is available to the Board by the end of that period then the applicant shall be accepted into Membership (and ARTICLE 11.9 shall not apply).
- (g) All applicants for Membership shall supply such information as may reasonably be necessary to determine the suitability of the application and the level of subscription to be paid.
- (h) Any former Member whose Membership has lapsed due to non-payment of fees and who applies for re-admittance may, at the discretion of the Regional Council, be exempted from paying a fresh entrance fee.

A.9 Cessation of Membership

- (a) A Membership is not transferable.
- (b) Membership shall cease upon the death, bankruptcy or loss of appropriate qualifications of a Member, upon the dissolving of a partnership or body corporate, upon the persistent non-payment of fees, or for any other reason given under ARTICLE 11.
- (c) A Regional Council may recommend to the Board that a Membership be terminated for any breach(es) of the RHA Code of Conduct (see part H).
- (d) No return of monies paid to the Association shall be made to any person, partnership or body corporate whose Membership has ceased or been terminated.
- (e) Any Member may resign by giving one month's notice in writing to the Relevant Director.



Part B Regional Organisation

B.1 Regions

All Members of the Association are, in accordance with ARTICLE 17, members of the Region in which their main business is deemed to be conducted, except Holding Companies who may elect not to belong to a Region. The Regions of the Association are as determined by the Board and geographically illustrated in Appendix 1.

B.2 Regional Councils

(a) Members of Regional Councils

Each Region shall have a Regional Council consisting of such numbers of Members, as defined in ARTICLE 19, as the Board may from time to time determine, elected by secret ballot of the Membership of that Region, the next such ballot to take place in January and February 2004 and every two years thereafter. National Groups shall, not later than 1 February 2004 and every two years thereafter, nominate one representative to each of two Regional Councils of their choice. Holding Companies may nominate a representative to one or to each of two Regional Councils depending upon fleet size as notified by the Board. Holding Company nominations should be made to the Relevant Director not later than 1 February 2004 and every two years thereafter. Deputies for Holding Company representatives may be appointed.

(b) Officers of Regional Councils

Each Regional Council shall annually elect a Chairman and not more than three Vice-Chairmen in accordance with ARTICLE 22. Officers may serve for a consecutive years term if so selected, but may not stand for a further term without the unanimous approval of the Regional Council and the consent of the Board.

(c) Size of Regional Councils

The number of elected Members and (where appropriate) co-opted members on all Regional Councils shall not exceed 30.

B.3 Regional Council Terms of Reference

The Terms of Reference of Regional Councils are given in Appendix 2.

B.4 Regional Council Meetings

The frequency of Regional Council meetings are to be determined by The Regional Council with the approval of the Board of Directors.

B.5 Attendance at Regional Council Meetings

Each Regional Council member shall attend a minimum of four meetings in a year, with the exception of the S & NI members who are expected to attend 3. Failing to meet this minimum attendance will be deemed as resignation from the Council, and the member so notified. In exceptional circumstances, a Regional Council may defer such notice while enquiries are made as to reasons for absence.

B.6 Vacation of Office

A member of a Regional Council shall vacate office if he ceases to be a Member of the Association, or in accordance with the provisions of ARTICLE 21.

B.7 Relevant Directors

Relevant Directors are responsible, in consultation with their Regional Council, to the Chief Executive for the local executive, administrative and secretarial functions and work of that region, and for guiding and supervising the Association's paid staff and honorary officials in the Region. Relevant Directors report and are responsible to the Chief Executive, and may not either be employed or dismissed by a Regional Council.



B.8 National Matters in the Regions

Any national matter coming to the attention of a Regional Director or a Regional Council shall be referred forthwith to the Chief Executive or whichever national official is responsible for the kind of matter concerned.

Part C National Organisation

C.1 Board of Directors

The Association shall have a Board of Directors in accordance with ARTICLES 25,26,27,28,29 and 30.

C.2 Board of Directors

The Terms of Reference of the Board of Directors are given in Appendix 3.

C.3 Composition of the Board of Directors

Not later than 1 April 2004 and every second year thereafter each Regional Council shall elect three representatives from amongst its numbers to be Members of the Board of Directors. In Scotland & Northern Ireland, at least one Board member is to be elected from Northern Ireland or that post remain vacant. Brief biographical details of newly elected Board Members are to be sent to the Regional Director as soon as possible.

C.4 Election of the Officers of the Board of Directors.

The Board shall meet prior to the Annual General Meeting in each year, specifically to appoint a National Chairman and not more than two vice-Chairmen (to be known as a Senior and a Junior), in accordance with ARTICLE 30. The retiring Chairman shall then preside over the AGM at the conclusion of which he will announce the appointments for the following year. If there is more than one nomination for the post of Chairman there shall be held a secret ballot of the Board Members present after which the unsuccessful candidate will automatically be considered for appointment as vice-Chairman, if he or she so desires. In the same way, if there are more than two nominations for the posts of vice-Chairmen, a secret ballot will be held of those present. Nominations for the post of National Chairman and vice-Chairmen are to be made, on forms supplied for the purpose, to the Chief Executive the day of the Board meeting at which the officers are to be appointed. In the event that no nominations for a post are received, the existing office holder(s) will remain in post for a further 12 months, if they so consent and with the unanimous approval of the Board.

C.5 Disqualification from the Board

A Director shall vacate his place on the Board in accordance with ARTICLE 31, or as allowed for in ARTICLE 32.

C.6 Meetings of the Board

The Board shall normally meet on the last Thursday in each second month, commencing in May each year, but may meet at any other time for which it is convened in accordance with the Articles.



Part D Group Organisation

D.1 RHA Groups

The Groups of the Association are given in Appendix 5. These may be formed both at regional and national level.

D.2 Group - Terms of Reference

The Terms of Reference of the Groups is given in Appendix 6.

D.3 Formation of New Groups

If fifty or such other number of Members as the Board may allow inform the Chief Executive that they carry out a specialised and identifiable function not covered by an existing Group, and that accordingly they wish to form a new RHA Group, the Chief Executive may, with the concurrence of the Board, cause to be formed a steering committee to draft a written constitution for the proposed Group for consideration by the Board.

D.4 Establishment and Composition of Groups

If the draft written constitution referred to in E.3 is approved by the Board, the Group shall be formally established in accordance with that Constitution. Groups shall only consist of Members and Associate Members, and associates approved by the Board of Directors.

D.5 Group Committees

- (a) The Terms of Reference for the Group Committees are given in Appendix 7.
- (b) Not later than 1 February 2004, and in every second year thereafter, each Regional Group shall elect a Regional Group Committee of not fewer than four members. Each such committee shall elect a Chairman, a vice-Chairman, and such number of members as their constitution allows.
- (c) Not later than 1 February 2004, and in every second year thereafter, the members of each National Group shall elect a National Group Committee of not fewer than five and not more than 15 members.
- (d) Not later than 5 March 2004, and in every second year thereafter, each Regional Group Committee elected under E.5(b) shall nominate to the National Group Committee such number of representatives as their constitution shall allow. Such representatives, with the representatives of the National Group elected under E.5(c), shall be the National Group Committee. This National Committee shall elect a Chairman and not more than two vice-Chairmen.
- (e) If, in the case of a Regional Group, there are less than four members, the constitution of that Regional Group shall allow for those members to be adequately represented on the National Group Committee.
- (f) Any member of a National Group Committee who fails without sufficient reason to attend three consecutive committee meetings shall be deemed to have resigned, and a replacement sought.
- (g) A person who has been a Chairman of a National or Regional group for two years shall be eligible for election as Chairman for the next two years, but not for election for any succeeding period without the unanimous approval of the Committee and the consent of the Board.

Part E General Meetings

E.1 Annual General Meetings

- (i) A General Meeting of the Association shall be held once every year on a day determined by the Board. This shall be specified as the AGM in the notice calling the meeting.
- (ii) Subject to the provisions of the Act, twenty-one days notice in writing of an Annual General Meeting, or fourteen days notice of an Extraordinary General Meeting, of the Association shall be given to such Members as are entitled to receive notices. Both periods of notice exclude the day of posting and the day of the meeting itself.

Part F Administration of the Association

F.1 The Chief Executive

The Chief Executive is the chief executive official of the Association and is responsible, with the concurrence of the Board, for the conduct and supervision of the executive, administrative and secretarial functions, acts and work of the Association both nationally and, through the Relevant Directors, in the Regions.

F.2 Registers

The Register of Members shall be kept at the Registered office, in accordance with ARTICLE 66. In addition, a register of those representatives appointed under ARTICLE 4.2, and a register of the members of RHA Groups, shall be kept at the Registered Office.

F.3 The Seal

The Board shall be the only body able to authorise the use of the common seal of the Association, subject to ARTICLES 70 and 71.

F.4 Control of Property and of Expenditure

- (i) All the real and personal property of the Association shall be under the general control of the Board, and shall be administered and accounted for as may be decided from time to time by the Board. This includes such property of the Association as may be administered by Regional Councils, Group Committees and other committees.
- (ii) The Chief Executive may authorise capital expenditure at any one time of no more than £10,000. Capital expenditure on any one item in excess of this sum shall be subject to prior approval by the Board.
- (iii) No investment shall be made and no investment disposed of except in conformity with investment policies from time to time laid down by the Board.

F.5 Subscription Income

- (i) All Members and Associate Members' entry fees and subscriptions shall be paid to the Registered Office.
- (ii) All entrance fees and subscriptions from Holding Companies who elect under ARTICLE 17 not to be Members of a Region shall be credited to the Registered Office.
- (iii) No proportion of a subscription from a Member who elects under ARTICLE 18 to exercise voting rights in another Region shall be credited to that other Region.

F.6 Conditions of Employment

The Chief Executive shall, with the concurrence of the Board, be responsible for the form and content of the Terms & Conditions of Employment of the staff of the Association.

F.7 Senior Staff

The Chief Executive shall, in consultation with the Board, from time to time review and, if appropriate, adjust the salaries and terms of employment of the senior staff of the Association.

F.8 Staff

The Chief Executive shall, with the advice of senior staff, from time to time review and, if appropriate, adjust the salaries and terms of employment of the staff of the Association.

F.9 Expenses

The scale of necessary expenses that may be claimed by staff and Members of the Association shall be laid down from time to time by the Board. Such sums claimed shall have been necessarily and reasonably incurred in the performance of Association duties. All claims shall be approved in a manner specified by the Chief Executive and made on forms supplied for the purpose properly supported, in all but exceptional instances and mileage claims, by written receipts.

F.10 Legal Proceedings

Subject to ARTICLE 81 any Regional Council, National Group Committee or Holding Company may request the Board to authorise the provision of assistance to any Member, section, group or class of Members in relation to legal proceedings. Where the Board are satisfied that such proceedings involve an important point of principle or question of concern to the industry or an appreciable section thereof, that request may be granted.

F.11 Visits Abroad

- (i) Visits abroad by Members or staff of the Association shall be under the general supervision of the relevant director.
- (ii) All visits abroad shall be so conducted that the Association:
 - Does not incur any financial or other liability other than that authorised by the Board.
 - Is not specifically or implicitly committed to receive a reciprocal visit, or bear any cost associated with such a visit.
 - Is not unduly deprived of the services of any staff member because of the visit, without the consent of the Board.
- (iii) The Board may from time to time issue guidance to those likely to be involved in such visits abroad, specifically relating to the use of the Association name, logo and symbols which may imply that the visit is official and on behalf of the Association.



Part G Code of Conduct

G.1 Code of Conduct

The RHA Code of Conduct is set out in Appendix 10.

G.2 Enforcement of the Code

- (a) The Regional Councils may receive and consider allegations against Members for any breach(es) of the RHA Code of Conduct.
- (b) If, upon enquiry, such allegations are deemed to be valid then a Regional Council shall refer the matter to the Board who may determine that a letter of warning be sent to the offending Member, requiring that the conduct cease and, if appropriate, restitution made to the aggrieved party. If this should produce no beneficial result within a reasonable time, the Board may determine that the Member be suspended or expelled from Membership. In which case, the Board shall inform the Member accordingly
- (c) Should the Member concerned appeal against suspension or expulsion, the Board shall further consider the matter and, at its entire discretion, reinstate the member or confirm the suspension or expulsion.

Part H Proceedings at Meetings

H.1 Application of the Rules

Subject (in the case of Board and General Meetings) to ARTICLES 46-63, the Rules in this part shall apply to all meetings of Members, Councils and Committees of the Association. The Board or any Council or Committee may at its discretion permit any ad-hoc working party, study group or sub-committee under its supervision to conduct its proceedings informally.

H.2 Notice of Meetings

- (a) Not fewer than seven days notice of meetings shall be given to those entitled to receive them, unless the urgency of the business concerned makes such notice period impractical. A different period of notice may be agreed, in which case timely circulation of the minutes recording this fact shall constitute due notice.
- (b) The accidental omission to give notice, or the non-receipt of notice by anyone entitled to receive it shall not invalidate the business transacted at a meeting.

H.3 Agenda

A formal Agenda of the business to be transacted at a meeting shall be circulated to those entitled to receive it. As far as is practical, this should be done not less than seven days previous to the meeting.

H.4 Quorum

- (a) Subject to the Articles the Board, each Council and Committee may determine its own quorum in advance. In the absence of such prior determination a quorum shall be five.
- (b) If, after twenty minutes from the published time set for a meeting, a quorum is not achieved, the meeting shall be abandoned. If during a meeting a quorum is no longer present, the Chairman shall vacate the Chair, and the meeting formally close.

H.5 Deputies

- (a) No deputy for a person entitled to attend a meeting shall be permitted without the prior consent of the chairman.

H.6 Adoption of Resolutions and Recommendations

Any member of the Board, a Council or Committee may propose a formal resolution which, if seconded and approved, shall stand as a formal resolution or recommendation of the Board, Council or Committee.

H.7 The Chairman

When the Chairman of any meeting stands or is speaking all others present, out of deference to the authority of the Chair, shall be seated and silent. In the event of disorderly conduct, the Chairman shall vacate the Chair and the meeting stand adjourned.

H.8 Speeches, Closure, Points or Order, and Procedure.

Speeches shall at all times be concise and to the point.

- (a) During any meeting a proposal for a matter in question to be put to a vote may be made, and if seconded and approved by a majority of those present and entitled to vote, debate shall cease and the matter voted on.
- (b) During any meeting the Chairman's ruling on a point of order or procedure, which ruling shall be final and not subject to discussion, may be requested by any Member.
- (b) Any meeting may agree to adjourn discussion on a subject under debate, until the next meeting. The meeting so adjourned shall not consider any other business than that for which it was called, unless proper notice is given to those entitled to receive it.

H.9 Voting

- (a) Voting shall be by show of hands of Members present, or exceptionally, by ballot if the Chairman so decides. The Secretary shall arrange any ballot and announce the result, and the ballot slips be destroyed forthwith. Each Member present shall have one vote only, and the Chairman shall have, in addition, a casting vote. Voting by post, telephone, fax or eMail shall not be accepted except under (c) below. No member of Association staff, or guest or adviser, may vote at meetings.
- (b) Proxy votes shall be accepted only at General Meetings, in accordance with ARTICLES 55-63.
- (c) In any case where the Chairman and the Secretary of the Board, or any Council or Committee agree that a specific matter is of such urgency that it may not wait for a formal meeting, the Secretary may be directed to conduct a ballot of members by post, telephone, fax or email. The result shall be reported forthwith to the Chairman and be promulgated, to stand as a formal decision, so recorded.

H.10 Minutes

- (a) The Minutes of every meeting shall comply with ARTICLE 64 and be in a form notified to the Secretary concerned. Minutes should be circulated to those entitled to receive them within a reasonable period, not normally more than 14 days after a meeting.
- (b) At every meeting the Minutes of the preceding meeting shall be submitted as a correct record and if so approved shall be signed by the Chairman and thereafter be conclusive proof of the matters stated therein as provided in ARTICLE 65.
- (c) Minutes are Confidential documents for the members of the Board, Council or Committee concerned and such others as are specifically designated to receive them. No part of any Minutes shall be divulged to the press or outside the Association, except where specific consent is given by the Chief Executive in national matters, and Relevant Directors in regional matters.

H.11 Co-Option

No Board, Council or Committee shall have power to co-opt any person unless such power is conferred by their Terms of Reference.



H.12 Experts, Guests, Staff and Advisers

- (a) The Board, Regional Councils and Committees shall be entitled to invite experts, guests and external advisers to meetings, provided that they shall strictly confine their participation to matters on which their participation is sought.
- (b) The Chief Executive shall be required to attend all formal meetings of the Board, and the Relevant Directors shall be required to attend all formal meetings of the Regional Councils.

Appendix 1 Regional Organisation

The Regions of the Association are as shown on the accompanying map.

Appendix 2 Regional Councils Terms of Reference

The Regional Councils, acting in conformity with these Rules and under the powers set out in ARTICLES 23 and 24, shall:

- (a) Act on behalf of the Members of the Region in matters which exclusively affect those Members in their capacity as hauliers in that Region or as Members of that Region of the Association.
- (b) Make such recommendations as they think fit for consideration by the appropriate national bodies of the Association in respect of matters other than those described in (a) and which may affect the Association or its Members.
- (c) Report regularly and concisely to the Board what action is taken in pursuit of (a) and (b).
- (d) Make such arrangements in the activities of the Region and appoint such sub-Committees of the Regional Council as may be necessary for the benefit of the Members in that Region
- (e) Co-opt such Members, Associate Members and persons of eminence in the industry as may be appropriate, but to only permit Members of the Association (not Associate Members) on the Regional Council to vote.

Appendix 3 Board of Directors Terms of Reference

The Board of Directors of the Road Haulage Association, acting in conformity with these Rules and with the Articles of Association and the Memorandum of Association, shall:

- (a) Have all the powers, rights and obligations as Directors of the Association whether under the Articles or otherwise.
- (b) Supervise and direct the activities of the Association.
- (c) Establish Regional Councils and Groups, and such other working parties which it may direct to undertake specific tasks
- (d) Supervise such aspects of Association policy and business that may be outside the remit of Regional Councils.
- (e) Deal with the financial affairs of the Association, provided that it may:
 - (i) Reserve to itself the authorisation of any expenditure.
 - (ii) Reserve to the Chief Executive the authorisation of any expenditure below a certain amount.
 - (iii) Reserve to Regional Councils, Committees and Groups the authorisation, with the concurrence of the Chief Executive, of any expenditure below a certain amount.



- (f) Have the power to co-opt as a Member of the Board the immediate past National-Chairman if he remains a Member of the Association and consents to such co-option.
- (g) Have the power, under ARTICLE 25.1, to co-opt as Members of the Board the nominated representatives of Holding Companies.
- (h) From time to time determine the geographical boundaries of the Regions of the Association.

Appendix 4 The National Groups

The National Groups of the Association are:

- Abnormal Loads
- Car Transporter
- International
- Livestock & Milk Hauliers
- National Agricultural Food & Tipping
- Tanker
- Transport Warehousing & Pallet Distribution
- Waste Management

Appendix 5 Groups Terms of Reference

Each Group shall, with the concurrence of the Board and under the direction of their Group Committee, act on behalf of its members in any matter which directly and exclusively affects those members in their specialist capacity or as members of the Group.

Appendix 6 National Group Committees Terms of Reference

The National Group Committees, acting in consultation with Regional Group Committees and in conformity with these Rules, shall:

- (a) Act on behalf of the members of the Group in any matter which directly and exclusively affects those members in their specialised capacity or as members of the Group.
- (b) Make recommendations with the limit of these Terms of Reference for consideration by the appropriate national bodies of the Association as may be necessary in respect of (a).
- (c) Report regularly and concisely to the Board what action is being taken in respect of (a) and (b).



Appendix 7 Regional Group Committees Terms of Reference

The Regional Group Committees, acting in consultation with the National Group Committees and in conformity with these Rules, shall:

- (a) Act on behalf of the members of the Regional Group in any matter which directly and exclusively affects those members in their specialist capacity, or as members of the Regional Group.
- (b) Make recommendations with the limit of these Terms of Reference for consideration by the appropriate national bodies of the Association as may be necessary in respect of (a).
- (c) Report regularly and concisely to the Board what action is being taken in respect of (a) and (b).

Appendix 8 The Articles of Association and Memorandum of Association

As modified and adopted by Special Resolution on 31 May 2001, and 25 May 2006.

Appendix 9 The RHA Code of Conduct

A condition of membership of the Road Haulage Association Ltd is that each member shall, in addition to undertaking to comply with legal requirements:

1. Uphold the aims and reputation of the Association
2. Act with integrity and honesty in all business dealings
3. Deal fairly with customers and with business colleagues
4. Respect confidentiality in all business dealings
5. Conduct business promptly and with due care and skill
6. Provide such details to the RHA as may reasonably be required to enable the code to be enforced.



Company Limited by Guarantee and not having a share capital

New Articles of Association of the Road Haulage Association Limited

(Adopted by Special Resolution passed on 15th May 1996)

(Amended by Special Resolution passed on 25th May 2000)

(Amended by Special Resolution passed on 31st May 2001)

(Amended by Special Resolution passed on 27th May 2010)

(Amended by Special Resolution passed on 26th May 2016)

Preliminary

1. For the purposes of registration, the number of Members is declared to be unlimited.

2. Interpretation

2.1 In these Articles unless the context otherwise requires the following expressions shall have the following meanings:

"the Act" means the Companies Act 2006.

"Associate Members" means persons not being Members, elected as such pursuant to Article 7.

"Articles" means these articles of association as from time to time altered;

"the Association" means Road Haulage Association Limited;

"Auditors" means the auditors of the Association for the time being;

"Board" means the Board of Directors of the Association, the members of which are elected or appointed in accordance with these Articles and the Rules;

"Deputy" means a deputy of any person serving on any Regional Council appointed by a Holding Company pursuant to these Articles;

"Director" means a director of the Association elected or appointed to the Board from time to time;

"Chief Executive Officer" means a person appointed by the Board as Chief Executive pursuant to these Articles;

"Groups" means groups of Members concerned with special interests, referred to in Article 45;

"Holding Company" means any company which at any relevant time:

- (i) is a Member of the Association whose annual subscription (together with the annual subscriptions of any of its subsidiary companies which are also Members of the Association) falling due in the preceding calendar year exceeded such sum as the Board shall from time to time prescribe; and
- (ii) is not itself a subsidiary of another Member;

"the Industry" means the industry referred to in clause 3(A)(i) of the Memorandum of Association of the Association;

"Members" means the members of the Association, including Honorary Members and Life Members elected pursuant to these Articles;

"the Registered Office" means the registered office of the Association for the time being;

"the Rules" means the rules relating to the Association made by the Board as from time to time subsisting; and

"the Secretary" means the Secretary to the Board of Directors of the Association for the time being.

2.2 In these Articles unless the context otherwise requires:

2.2.1 words importing any gender include each other gender and words importing persons include bodies corporate and unincorporated associations;

2.2.2 words importing the singular shall include a reference to the plural and vice versa;

2.2.3 save as otherwise defined in these Articles, any words or expressions defined in the Act shall bear the same meaning in these Articles; and

2.2.4 references to any act, statute or statutory provision shall include any statutory modification, amendment or re-enactment thereof and every other act, order, regulation or other subordinate legislation made pursuant thereto from time to time in force.

2.3 In these the headings are inserted for convenience only and shall not affect the construction of these Articles.

Members

3. Subscribers

Such persons as are admitted to membership in accordance with the Articles and the Rules, and no others, shall be Members.

4. Qualifications

4.1 The qualifications for membership of the Association shall from time to time be determined by the Board. Members may be either individuals, partnerships or bodies corporate.



4.2 Any Member may from time to time appoint one of its directors or one of the persons who is both in its employment and engaged in the management or in assisting in the management of its business or any branch or subsidiary thereof and who in any such case satisfies such other qualifications as the Board may from time to time determine, or more than one of such directors or persons to act alternately, as its representative and may from time to time remove any such representative. Any such appointment or removal shall be in writing served on the Association and shall take effect from the time of such service. Every such representative may as between himself and the Association exercise the rights and privileges of the Member appointing him which are exercisable at or in relation to general meetings of the Association (including the appointing of proxies but excluding the receiving of 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 and to be qualified for appointment as aforesaid, Provided that only one representative of any Member shall be entitled to attend and vote on behalf of such Member at any general meeting of the Association and that if a vote shall be tendered or sought to be tendered on behalf of a Member 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 and Provided Also that the Association may by notice in writing pursuant to a resolution of the Board require any Member who shall have appointed a representative pursuant to this Article to remove such representative whereupon such representative shall cease to have the right to exercise any rights and privileges of the Member appointing him. The Board may in its absolute discretion pass such resolution and cause such notice to be given at any time, and any such resolution and any such notice shall be binding, final and conclusive.

5. Honorary Members

The Board shall have power to elect as an Honorary Member of the Association any person who has given outstanding service to the Industry and who is in its opinion eligible for that position. The Board shall have power from time to time to prescribe and vary the qualifications, rights (including without limitation the rights of Honorary Members to attend and vote at general meetings of the Association and to vote at elections of the members of Regional Councils and to put forward persons for election as members of Regional Councils) and (so far as lawful) obligations of Honorary Members.

6. Life Members

The Board shall also have power to elect as a Life Member of the Association any past Member and any person who in the past has represented a Member (but who no longer represents any Member) who has in its opinion given the Association outstanding service and who wishes to maintain personal contact with the Association and its affairs. The Board shall have power from time to time to prescribe and vary the qualifications, rights, (including without limitation the rights of Life Members to attend and vote at general meetings of the Association and to vote at elections of the members of Regional Councils and to put forward persons for election as members of Regional Councils) and (so far as lawful) obligations of Life Members.

7. Associate Members

The Board shall also have power to elect as an Associate Member any person who is not eligible to be a Member of the Association but whose business or professional activities are in the opinion of the Board relevant to the interests of the Association or its Members, and from time to time to determine the amount of the entrance fee (if any) and annual subscription (if any) payable by Associate Members. Associate Members shall not be entitled to any of the rights or privileges or (subject to the payment of fees and subscriptions, if any) be subject to any of the obligations or liabilities of membership, and the expressions "Member" and "Members" used in these Articles shall not include any Associate Member. Subject thereto, the Board shall have power from time to time to prescribe and vary the qualifications, rights and (so far as lawful) obligations of Associate Members and to terminate such membership.



8. Entrance Fee

The Board may if it thinks fit require the payment of an entrance fee from any person becoming a Member, and may in its discretion from time to time discontinue or reimpose such entrance fees, and any such entrance fees shall be of such amount as the Board shall from time to time fix, and may be of varying amounts as between different Members or classes of Members, and shall be payable at the same time as the first annual subscription or at such other time as the Board shall determine.

9. Annual Subscription

Every Member of the Association shall pay such annual subscription to the Association as may be determined from time to time by the Board. Subject to this Article, each Member's first subscription shall be paid on the day on which the applicant becomes a Member and each subsequent subscription shall be paid on each anniversary of such date. The Board may in its discretion reduce or remit the annual subscription or any arrears of the annual subscription of any Member.

10. Application for Membership

Any person, firm or corporation desiring to be admitted to membership of the Association must sign and deliver or cause to be signed and delivered to the Association an application framed in such terms as the Board shall require. The Board shall have discretion to admit or to admit for a limited period or to refuse to admit any candidate for membership provided that (a) no properly qualified candidate shall be excluded from membership or admitted for a limited period only by way of any arbitrary or unreasonable discrimination and (b) before the expiry of any limited period of membership the Board may determine that Article 11.8 shall cease to apply to that membership. Every person, firm or corporation shall upon becoming a Member be entitled to a certificate of membership in a form approved by the Board. Such certificate shall remain the property of the Association and shall on demand be returned to the Secretary.

11. Cessation of Membership

A Member's membership shall not be transferable and shall cease:

- 11.1 (in the case of an individual) upon the death of the Member or upon a bankruptcy order being made against the Member or upon the Member entering into any composition or other voluntary arrangement with their creditors or upon the Member seeking the benefit of any legislation for the relief of debtors;
- 11.2 (in the case of a body corporate) upon the dissolution of the Member or upon a resolution being passed or order made for the winding up (whether voluntary or compulsory), receivership or administration of the Member or upon a receiver, manager or administrator being appointed over all or any part of its property, undertaking or assets or upon its entering into any composition or other voluntary arrangement with its creditors or upon its seeking the benefit of any legislation for the relief of debtors; or
- 11.3 (in the case of a partnership) upon any of such matters or events referred to in Article 11.1 occurring with respect to any member of the partnership or upon any other dissolution of the partnership howsoever caused and whether pursuant to an order of court or otherwise; or
- 11.4 upon the Member ceasing or failing to possess the qualifications for membership for the time being required by or under Article 4.1;
- 11.5 upon the resignation of the Member in accordance with Article 13; or



- 11.6 upon notice in writing given by the Association to the Member terminating the Member's membership of the Association pursuant to a resolution of the Board. The Board may in its absolute discretion pass such resolution and cause such notice to be given at any time, and any such resolution and any such notice shall be binding, final and conclusive; or
- 11.7 If the Member's subscription shall be in arrears and unpaid for three months after the date due or if any other sum due by the Member to the Association, any subsidiary of the Association or to any associate or contractor of the Association or any subsidiary thereof; or
- 11.8 Upon the expiry of any limited period of membership.

12. No return of money

No person whose membership has ceased shall be entitled to claim a return of any money paid to the Association by way of entrance fee, subscription, call or donation, or shall cease to be liable to pay any such money which has previously become payable to the Association.

13. Resignation of membership

Any Member wishing to resign their membership shall give one month's notice thereof in writing to the Secretary, but a Member giving notice of resignation shall not thereby be absolved from the obligation of paying any subscriptions or other sums which become payable to the Association or to any subsidiary of the Association or to any associate or contractor of the Association or any subsidiary thereof before the expiry of such notice.

14. Information concerning Members

Every person on applying for membership, and every Member on or within such time as the Board shall require before each anniversary of the date upon which they became a Member, shall provide the Secretary in writing with such information as the Board may reasonably require in order to determine the annual subscription payable by such person or Member or to verify their qualifications for membership and shall, if required by the Board, adduce such evidence as the Board may reasonably require of the correctness of such information.

15. Liability to Members

The Association shall not have any liability to Members or their officers servants or agents in respect of any damage loss or liability suffered or incurred by any of them arising out of or in connection with services provided or arranged to be provided by it whether in contract or tort and whether or not arising by virtue of negligence on the part of the Association or its officers servants contractors or agents save insofar as such liability may not lawfully be excluded.



Regional Organisation

16. Regions

The Association shall be organised in Regions from time to time prescribed by the Board. A Regional Council shall be established for each Region of the Association.

17. Membership of Regions

Every Member of the Association shall ipso facto be a Member of the Region within which such Member's registered address or principal place of business is situated unless such Member elects to be a Member of another Region or, being a Holding Company, elects not to be a Member in any Region.

18. Regional Voting

If any Member shall have a branch or subsidiary in a Region outside Region of membership referred to in Article 17, such Member or its representative appointed under Article 4.2 may vote in such other Region and may serve on the appropriate Regional Council (to the exclusion of voting in their Region of membership referred to in Article 17 and of serving on the Council of such Region) provided always that except with the consent of at least a three-fourths majority of a meeting of the Board not more than three representatives of any one Member (including for the purposes of this proviso that Member himself) shall be entitled to be members of any one Regional Council.

19. Qualifications of Regional Council Members

Every member of a Regional Council must be a Member or a representative of a Member appointed under Article 4.2.

20. Appointment to Office

20.1 Subject to these Articles and to any determination by the Board by Rules or otherwise:

20.1.1 each Regional Council shall consist of members elected by way of a secret ballot of the Members in that Region. The members to be so elected shall be put forward for election by the Members in that Region at the request of the Regional Council. The number of persons who may be appointed as members of each Regional Council shall be determined by the Board in accordance with the Rules from time to time; and

20.1.2 Holding Companies may appoint such number of members to Regional Councils as the Rules may from time to time allow; and

20.1.3 Groups may appoint such number of members to Regional Councils as the Rules may from time to time allow; and

20.1.4 each Regional Council may at any time and from time to time appoint to be a member of such Regional Council any person of eminence in the Industry who is a Member of the Association or who represents a Member under Article 4.2 in either case within such Region and who by their knowledge or capabilities should in the opinion of the Regional Council be able to make valuable contributions to the work and objects of the Regional Council within the Association and may at any time be removed from membership of such Regional Council by resolution of the members of such Regional Council.



- 20.2 Holding Companies may appoint one Deputy for each member of the Regional Councils appointed by them. No Deputy for a Regional Council member shall be entitled to attend at any meeting of a Regional Council unless such Regional Council member is absent from such meeting. A Deputy shall be entitled to vote at any meeting of a Regional Council duly and properly attended by him and shall be reckoned in the quorum thereat. The Board may by Rules or otherwise from time to time prescribe and vary the terms upon which Deputies may be appointed, their qualifications, rights, powers and duties and such other matters and things as may be requisite or desirable for their due appointment.

21. Vacation of office

A member of any Regional Council shall ipso facto vacate office:

- 21.1 if by notice in writing to such Council they resign their office; or
- 21.2 if, being a Member, they cease to be a Member or to be qualified to be a Member; or
- 21.3 if, being a representative of a Member appointed under Article 4.2, they cease to be a representative or to be qualified to be a representative of that Member or if the Member of which they are a representative ceases to be a Member or to be qualified to be a Member; or
- 21.4 upon their death or upon a bankruptcy order being made against them or upon their entering into any composition or voluntary arrangement with their creditors or suffering any distress or execution to be levied on any part of their property, undertaking or assets or upon their seeking the benefit of any legislation for the relief of debtors; or
- 21.5 if they are found incapable, by reason of mental disorder, of managing their property and affairs or becomes of unsound mind; or
- 21.6 if they accepts a remunerated appointment in the employment of the Association; or
- 21.7 if, being a Director, they vacate or are removed from that office under Article 31; or
- 21.8 if they is not re-elected as a member of such Regional Council at any elections thereof pursuant to the Rules or if they are removed or resign or are deemed to have been removed or to have resigned as such or if they otherwise cease to be a member of such Regional Council or to be qualified as a member of such Regional Council, in any such case pursuant to these Articles or the Rules; or
- 21.9 upon notice in writing given by the Association to the member of a Regional Council terminating their membership thereof pursuant to a resolution of the Board. The Board may in its absolute discretion pass such resolution and cause such notice to be given at any time, and any such resolution and any such notice shall be binding, final and conclusive.

22. Regional Chairman

The Chairman of each Regional Council shall be elected annually by such Regional Council from amongst the members of such Regional Council and a retiring Chairman who has held office for one year shall be eligible for re-election for a second consecutive year but shall not be eligible for re-election to that office for a third consecutive year.

- 22.1 Each Regional Council may also elect from amongst its members not more than three Vice-Chairmen at the same time as it elects the Chairman.

23. Powers of Regional Councils

The extent, constitution, organisation, functions, powers and procedures and all other matters of or relating to Regions and their Councils may (subject to these Articles) from time to time be determined (whether by Rules or otherwise) by the Board which, subject as aforesaid and so far as it considers the best interests of the Association thereby to be served, may permit each Region the fullest measure of self-government in local matters consistent with the maintenance and execution of a national policy. All national matters coming to the attention of a Regional Council shall be referred forthwith to the Board as the Board may by Rules or otherwise direct.

24. Proceedings of Regional Councils

Subject to these Articles and to the Rules, each Regional Council shall have power to regulate its proceedings as it thinks fit.

The Board

25. Appointment of Directors

Save as provided in this Article 25.1, the Directors shall be appointed from amongst the members of the Regional Councils by way of secret ballot of the members of the Regional Councils in accordance with the Rules. Following the election of the Directors in any year in accordance with the Rules, the Board may appoint as an additional Director such person who presided as the Chairman of the Board immediately preceding such election and may appoint as additional Directors representatives, duly appointed under Article 4.2, of holding companies. Any such Directors appointed to the Board shall, unless otherwise determined by the Board, by notice in writing to the Secretary resign as Directors at the conclusion of the elections of the Directors held in accordance with the Rules next following the date of their appointment and if they shall fail to do so they shall be deemed to have resigned at the conclusion of such elections.

25.2 If any Director shall die or otherwise cease to hold office then the Regional Council which appointed such Director shall appoint another in his stead.

25.3 All Directors shall be eligible for re-election by the Regional Councils in accordance with the Rules unless otherwise ineligible under these Articles.

26. Qualification of Directors

Every Director must be a Member or a representative of a Member appointed under Article 4.2.

27. Constitution of the Board

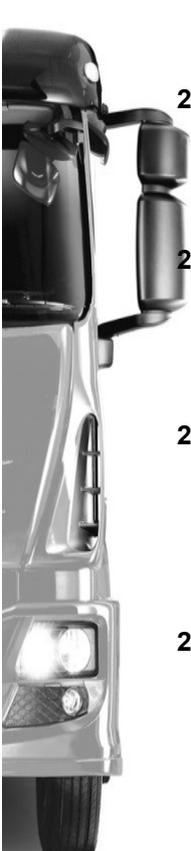
The Board shall from time to time determine (and may vary) the number of Directors to be elected to it by each Regional Council provided that no Regional Council shall have more than three or less than two Directors appointed to the Board.

28. Variation

Save so far as provision to the contrary is made by these Articles, the Board may prescribe and from time to time vary the terms upon which Directors may be elected or appointed, their qualifications and such other matters and things as may be requisite or desirable for their due election or appointment.

29. Vacancy

The Board may act notwithstanding any vacancy in its body.



30. Chairman and Vice Chairman

- 30.1 At the last meeting of the Board before the Annual General Meeting in each year, the Board shall appoint from among its members a Chairman of the Association and of the Board, who shall be known as the National Chairman, and not more than two Vice-Chairmen who shall hold office from the close of that Annual General Meeting until the close of the Annual General Meeting in the next following year.
- 30.2 A retiring National Chairman who has held office for one year shall be eligible for re-election for a second consecutive year but shall not be eligible for re-election to that office for a third consecutive year.

Disqualification of Directors

31. Vacation of office

A Director shall ipso facto vacate office:

- 31.1 if by notice in writing to the Secretary they resign their office; or
- 31.2 if, being a Member, they ceases to be a Member or to be qualified to be a Member; or
- 31.3 if, being a representative of a Member appointed under Article 4.2, they cease to be a representative or to be qualified to be a representative of that Member or if the Member referred to in Article 4.2 of which they are a representative ceases to be a Member or to be qualified to be a Member; or
- 31.4 upon a bankruptcy order being made against them or upon their entering into any composition or other voluntary arrangement with his creditors or suffering any distress or execution to be levied on any part of their property, undertaking or assets or upon their seeking the benefit of any legislation for the relief of debtors; or
- 31.5 if they are found incapable, by reason of mental disorder, of managing his property and affairs or becomes of unsound mind; or
- 31.6 if they accept a remunerated appointment in the employment of the Association; or
- 31.7 if they are removed from office by a resolution passed by a majority of not less than three fourths of those present and voting at a meeting of the Board, provided that no such resolution shall be proposed without previous notification to the Regional Council by which they are an elected or appointed a Director; or
- 31.8 if they are not re-elected as a Director at any elections of Directors held pursuant to the Rules or if they are removed or resigns or is deemed to have been removed or to have resigned as such or if they otherwise cease to be a Director or ceases to be qualified as a Director in any such case pursuant to these Articles or the Rules;
- 31.9 or if they cease to be a Director by virtue of any provision of the Act or becomes prohibited by law from acting as a Director.

32. Removal by the Association

The Association may by extraordinary resolution remove from office any Director before the expiration of their period of office.

33. Approval of re-appointment

Any Director ceasing to hold office by virtue of any provision of either of the last two preceding Articles (other than sub-Articles 31.1, 31.2 and 31.3, in respect of which any subsequent re-appointment shall not require the approval of the Board as referred to in this Article) shall not thereafter be eligible for office as a Director unless their re-appointment is approved by the Board.

Powers and Duties of the Board

34. Powers

Subject to these Articles and to the Rules and to any rule of law, the control of the affairs of the Association shall be the function of the Board and the Directors shall be the directors of the Company for the purposes of the Act. The Board may, in addition to the powers and authorities expressly conferred upon it by these Articles, exercise all the powers and do all the acts and things mentioned in Clause 3 of the Memorandum of Association or 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. The Board may make such arrangements for the conduct of the executive, secretarial and administrative acts and work of the Association as it shall from time to time consider desirable, and may appoint such officials as it thinks fit to act under its direction.

35. Rules

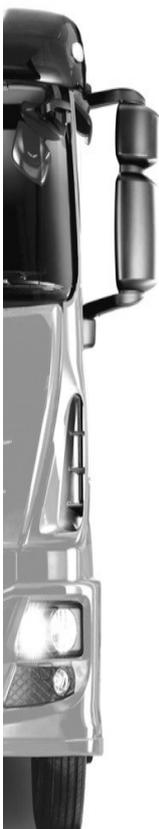
Without prejudice to its general powers, the Board may from time to time make, vary and repeal Rules relating to the affairs of the Association, its Members, Regions, Groups, boards, committees, councils, officials, staff and other matters within the competence of the Board which can in its opinion conveniently be dealt with in this manner, provided that no Rule shall be made which is inconsistent, or be varied so as to become inconsistent, with these Articles or any rule of law.

36. Chief Executive Officer & Secretary to the Board of Directors

The Board shall appoint the Chief Executive Officer and the Secretary to the Board of Directors of the Association. Subject to the Act, the Chief Executive Officer and the Secretary to the Board of Directors shall be appointed by the Directors on such terms and with such powers, authorities and discretions (with power to sub-delegate) (including powers, authorities and discretions as to the conduct of the managerial, secretarial, financial and administrative functions and requirements of the Association) and for such period as they think fit. The Directors may at any time revoke any such appointment.

37. Delegation

The Board may delegate any of its powers or functions to any number of boards or committees. Any board or committee so formed shall in the exercise of the powers or functions delegated to it conform to any Rules and directions that may from time to time be made or given by the Board and the Board may (subject to any terms and conditions on which any such board or committee is formed) dissolve it or vary the constitution thereof as it may think fit.



38. Validity of acts

All acts bona fide done by any meeting of the Board or of any board or committee constituted under Article 37 or by any person acting as a Director shall be valid notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any person acting as aforesaid or in the constitution of the Board or of any such board or committee.

Proceedings of the Board

39. Regulation of proceedings

Except as provided by these Articles, the Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes, and voting shall be by show of hands or by ballot. A ballot shall be held if demanded by the Chairman. Each Director present and entitled to vote shall on a show of hands or a ballot have one vote.

40. Quorum

The quorum for meetings of the Board shall be eight Directors. If within one half-hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as those Directors present shall determine and notify, through the Secretary, to all of the other Directors. If at the adjourned meeting a quorum is not present within one half-hour from the time appointed for the meeting the Director or Directors present shall be a quorum.

41. Casting Vote

The National Chairman and any Vice-Chairman at a meeting of the Board shall be entitled to vote at any meeting thereof and in the event of an equality of votes for and against a resolution the person who is in the chair at the meeting shall be entitled to a casting vote.

42. Convening of meetings

The Secretary shall, upon the request of the National Chairman of the Board or, in their absence, of the two Vice-Chairmen or upon the request of not less than one fifth of the Directors, convene a meeting of the Board by notice to the members thereof.

43. Chairman of a meeting

The National Chairman or, in their absence, one of the Vice-Chairmen shall take the chair at every meeting of the Board. If at any meeting neither the National Chairman nor any Vice-Chairman shall be present within fifteen minutes after the time appointed for holding the same or, if present, is unwilling to act the Directors present and entitled to vote shall choose one of their number to be chairman of the meeting.

44. Participation by telephone

Any Director may validly participate in a meeting of the Board or any board or committee thereof through the medium of conference telephone or video or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote.



Group Organisation

45. Groups

- 45.1 The Board and the Regional Councils may organise into Groups those Members who are concerned with special interests.
- 45.2 The geographical areas of operation and the constitution, organisation, functions, powers, procedures and all matters of or relating to Groups (including the amounts of additional fees or subscriptions, if any, payable by members of any such Groups) may from time to time be determined by the Board, whether by Rules or otherwise.

General Meetings

46. Annual General Meetings

A general meeting of the Association shall be held once in every year .Any such meeting shall be called an "Annual General Meeting" and shall be specified as such in the notice calling it. Any other general meeting of the Association shall be called an "Extraordinary General Meeting".

47. Motions by Members

Any Member wishing to bring forward any motion dealing with special business at any anticipated general meeting shall give to the Secretary at least thirty-five 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 or on behalf of not less than twenty other Members indicating their intention to support the motion.

48. Extraordinary General Meetings

The Board may whenever it thinks fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on requisition under the Act.

49. Notice of Meetings

Subject to the provisions of the Act, twenty-one days' notice at the least of an Annual General Meeting and fourteen days notice at least of an Extraordinary General Meeting (exclusive in either case of the day on which the notice is served or deemed to be served and of the day for which notice is given), specifying the place, date and hour of the meeting and, in the case of special business, the general nature of such business, shall be given to such Members as are under Article 78 entitled to receive such notices from the Association.



Proceedings at General Meetings

50. Special Business

All business shall be deemed special that is transacted at an Extraordinary General Meeting and any 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 of the Association, the reports thereon required by the Act, the election of an auditor and the fixing of their remuneration (if any).

51. Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, Five Members entitled to receive notice of the meeting present in person or by their duly appointed representatives or by their proxies shall be a quorum.

52. Chairman

The National Chairman or, in their absence, a Vice-Chairman of the Board, shall take the chair at every general meeting. If neither the National Chairman nor a Vice-Chairman is present within fifteen minutes after the time appointed for holding the meeting, or, if present, is unwilling to act, then the Directors present shall choose one of their number as chairman of the meeting and if no Director is present or if no such Director who is present is willing to act then the Members who are present shall choose one of their number to be chairman of the meeting.

53. Adjournment and Dissolution

- 53.1 If within one half-hour after 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 to such other day and such time and place as the Directors shall determine and if at such adjourned meeting a quorum is not present those Members who are present in person or by their duly appointed representatives or by their proxies shall be a quorum and may transact the business for which the meeting was called.
- 53.2 The Chairman of a general meeting at which a quorum is present may, with the consent of the 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.
- 53.3 Where a meeting is adjourned sine die, the time and place for the adjourned meeting shall be fixed by the Directors. When a meeting is adjourned for thirty days or more or sine die, not less than seven clear days notice of the adjourned meeting shall be given in like manner as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

54. Demand for a poll

- 54.1 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 (a) by the Chairman of the meeting or (b) by at least five of the Members who are present in person or by their duly appointed representatives and entitled to vote or (c) otherwise in accordance with the Act and, unless a poll is so demanded, a declaration by the Chairman of the meeting 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.
- 54.2 The demand for a poll may be withdrawn.
- 54.3 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.
- 54.4 In the event of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 54.5 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Votes of Members at General Meetings

55. Votes of Members

Subject to the provisions of these Articles, on a show of hands and a poll every Member entitled to notice of the meeting shall have one vote at any general meeting.

56. Votes given personally

On a show of hands votes must be given personally, save that a Member may vote by its representative appointed under Article 4.2 or, in the case of a corporation, by its representative duly authorised under the Act.

57. Voting on a poll

On a poll votes may be given either personally or by proxy.

58. Appointment of proxy in writing

The instrument appointing a proxy shall be in writing under the hand of the appointor or of their attorney or, if the appointor is a corporation, shall be executed by such corporation or signed on its behalf under the hand of its secretary or some other officer duly authorised in that behalf.



59. Qualifications of a proxy

No person shall be appointed a proxy who is not a Member or representative appointed under Article 4.2 except that a corporation which is a Member may, in addition to its power under Article 4.2 but subject to the provisions as to voting contained in that Article, appoint as its proxy any director or any person who at the time of such appointment is both in its employment and engaged or assisting in the management of its business or any branch or subsidiary thereof.

60. Deposit of form of proxy

The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the Registered Office not less than forty-eight 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, and in default the instrument of proxy shall not be treated as valid.

61. Form of appointment of proxy

An instrument appointing a proxy may be in the following form or any other form which the Board shall approve and may provide for the proxy to vote for or against any resolution.

Road Haulage Association Limited

I/We, of,
being a Member of Road Haulage Association Limited, hereby appoint
of
or failing him
of
as my/our proxy to vote for me/us on my/our behalf at the general meeting of the Association to be held on the day of and at every adjournment thereof.

As witness my hand this day of .

62. Power to demand a poll

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

63. Continuing validity

A vote given 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 such death, insanity or revocation as aforesaid shall have been received by the Secretary before the commencement of the meeting or adjourned meeting at which the proxy is used.

Minutes and Register

64. Keeping of Minutes

The Board shall cause minutes to be duly entered in books provided for the purpose:

- 64.1 of all appointments of officers;
- 64.2 of all determinations and Rules made and orders given by the Board and by all boards and committees appointed under these Articles; and
- 64.3 of all resolutions, recommendations and proceedings of general meetings of the Association and of the Board and of every such board and committee as aforesaid.



65. Conclusive Proof

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.

66. Register of Members

The Board shall cause a proper register of Members to be kept in accordance with the Act, and may further cause to be kept a register of representatives appointed under Article 4.2.

67. Register of Charges

The Board shall cause a proper register of charges to be kept in accordance with the Act, and shall cause the prescribed particulars of every mortgage or charge, in respect of which such particulars are required by the Act to be registered, to be duly lodged accordingly, and a copy of every instrument creating any such mortgage or charge shall be kept at the Registered 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.

68. Register of Directors and Secretary

The Board shall cause to be kept at the Registered Office a register of the Directors and the Secretary, containing the particulars prescribed by the Act.

The Rules

- 69.** A copy of the Rules shall be kept at the Registered Office and shall be available for inspection and the taking of copies by Members and representatives appointed under Article 4.2.

The Seal

70. Keeping the Seal

The Board shall provide for the safe custody of the common seal of the Association which shall be used only with the authority of the Board or of a board or committee having power under the terms of its appointment to authorise the affixing of the seal.

71. Witnessing of Seal

Every instrument to which the common seal of the Association is affixed shall be signed by two Directors or by one Director and the Secretary.

Finance, Accounts and Audit

72. Keeping of Accounts

The Board shall at all times cause to be kept proper books of account showing, without prejudice to the provisions of the Act.

72.1 all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;

72.2 all sales and purchases of goods by the Association; and

72.3 the assets and liabilities of the Association.



73. Financial Year

The financial year of the Association shall end on 31 December in each year and at each Annual General Meeting the Board shall lay before the Members an income and expenditure account for the last financial year together with a balance sheet made up as at the close of such financial year. Every such balance sheet shall be accompanied by a report of the Board and a report of the auditors 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.

74. Location of Accounts

The books of account shall be kept at the Registered Office or at such other place or places as the Board thinks fit.

Annual Audit

75. Annual audit

Once at least in every year the accounts of the Association shall be audited and the correctness of the income and expenditure account and balance sheet ascertained by one or more accountants, qualified for appointment as auditors, as the Board may from time to time determine.

Notices

76. Method of giving notice

A notice may be given by the Association to any Member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Member at his registered address in the United Kingdom or, in the case of a Member with no registered address in the United Kingdom, at such address in the United Kingdom as he may have notified in writing to the Registered Office for the purpose of the service of notices or, where the law shall allow, by advertisement as hereinafter provided.

77. Service of notice

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.

78. Persons entitled to notice

Notice of every general meeting shall be given to:

- 78.1 every Member (but subject, in the case of Honorary Members or Life Members, to any contrary determination by the Board) except those Members who, having no registered address within the United Kingdom, have not supplied to the Association under Article 76 an address within the United Kingdom for the serving of notices to them;
- 78.2 every Director for the time being of the Association; and
- 78.3 the auditor for the time being of the Association;
and no other person shall be entitled to receive notices of general meetings.

79. Advertisement

Any notice which may be given by advertisement shall be advertised once in the Association's own journal (if any) and shall be deemed to have been given on the date of publication of such journal.



80. Accidental Omission

The accidental omission to give any notice of a meeting of the Association, of the Board, or of any board, committee or Group to, or non-receipt of notice by, any person shall not invalidate any resolution passed or thing done at any meeting.

Legal Proceedings

- 81.** In furtherance of the objects of the Association, but subject to Clause 3(L) of the Memorandum of Association and to the Act, the 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, for its Members, their officers, servants and agents or any section or group or class thereof in relation to legal proceedings. 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 Board and then only on such conditions and subject as aforesaid and subject to such guarantees as the Board may think desirable.

Indemnity

82. Generally

Subject to the provisions of the Act every Director, Secretary and other officer of the Association shall be indemnified by the Association against, and it shall be the duty of the Board out of the funds of the Association to pay, all costs, losses and expenses which any such person may be authorised to incur or become liable to by reason of any contract entered into or act or thing done by him in such capacity as aforesaid, or in any way out of the discharge of their duties, including all necessary and reasonable travelling expenses.

83. Legal proceedings

Every Director, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, arising out of the discharge or attempted discharge of their duties, in which judgement is given in their favour or in which they are acquitted or in connection with any application under the Act so arising in which relief is granted to him by the Court.

84. Insurance

Without prejudice to the provisions of Articles 82 and 83 and subject to the Act, the Directors shall have power to purchase and maintain insurance for or for the benefit of any person who is or was at any time a Director, Secretary, auditor or other officer or an employee of the Association or of any company in which the association has any interest, direct or indirect, or which is in any way allied to or associated with the Association or of any subsidiary undertaking of the Association from time to time, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported exercise, execution and/or discharge of their powers or duties and/or otherwise in relation to their duties, powers or offices in relation to the Association or any such company or subsidiary undertaking.

Winding Up

- 85.** The Association shall be wound up voluntarily whenever a special resolution is passed requiring it to be wound up, and the provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect.