

Form AR27

Trade Union and Labour Relations (Consolidation) Act 1992

Annual Return for an Employers' Association

Name of Employers' Association:	Road Haulage Association Limited				
Year ended:	31 December 2021				
List No:	391886				
Head or Main Office:	Roadway House				
	Bretton Way				
	Bretton				
	Peterborough				
Postcode	PE3 8DD				
Website address (if available)	www.rha.uk.net				
Has the address changed during the year to which the return relates?	Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>	('X' in appropriate box)
General Secretary:	CR Secretaries Limited				
Contact name for queries regarding the completion of this return:	Victoria Fasulo				
Telephone Number:	01733 842735				
E-mail:	v.fasulo@rha.uk.net				

Please follow the guidance notes in the completion of this return

Any difficulties or problems in the completion of this return should be directed to the Certification Office as below or by telephone to: 0330 1093602

You should sent the annual return to the following address stating the name of the union in subject:

For Employers' Associations based in England and Wales: returns@certoffice.org

For Employers' Associations based in Scotland: ymw@tcyoung.co.uk

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Return of Members

(see note 9)

Number of members at the end of the year				
Great Britain	Northern Ireland	Irish Republic	Elsewhere Abroad (Including Channel Islands)	Totals
7,943	212	11	22	8,188

Change of Officers

Please complete the following to record any changes of officers during the twelve months covered by this return.

Position held	Name of Officer ceasing to hold office	Name of Officer appointed	Date of Change
Non-Executive Director	Andrew Buchanan Malcolm		01 February 2021
Non-Executive Director	David Craig Bratt		27 May 2021
Non-Executive Director x 2		Raymond Nigel Clegg & David Scott McIntyre	27 May 2021
Non-Executive Director		Allen Terence Rees	27 May 2021
Non-Executive Director		Gary James Hughes	27 May 2021
Director	Dean Dudley Edwin Fisher		24 September 2021
Non-Executive Director	David James McCutcheon		26 October 2021
Director	Richard Duncan Burnett		31 December 2021

Officers in post

(see note 10)

Please complete list of all officers in post at the end of the year to which this form relates.

Name of Officer	Position held
Raymond Nigel Clegg	Non-Executive Director
Emma Victoria Collins	Non-Executive Director
Moreton Ferris Cullimore	Non-Executive Director
William Cyril Hockin	Non-Executive Director
Andrew Percival Howard	Non-Executive Director
Gary James Hughes	Non-Executive Director
Barry Jordan	Non-Executive Director
Andrew Macrae	Non-Executive Director
David Scott McIntyre	Non-Executive Director
Allen Terence Rees	Non-Executive Director
Timothy John Slater	Non-Executive Director
Richard James Smith	Executive Director
David Ward	Non-Executive Director
Steven John Ward	Non-Executive Director
Robert Henry Wilcox	Non-Executive Director
Ashley Benjamin Barry McCulla	Non-Executive Director

Revenue Account / General Fund

(see notes 11 to 16)

Previous Year		£	£
	Income		
	From Members	9,892,354	9,892,354
	Subscriptions, levies, etc		
	Investment income		
	Interest and dividends (gross)		
	Bank interest (gross)	1,535	1,535
	Other (specify)		
	CV Show	58,308	58,308
	Total Investment Income	59,843	59,843
	Other Income		
	Rents received		
	Insurance commission		
	Consultancy fees		
	Publications/Seminars		
	Miscellaneous receipts (specify)		
	Sale of goods	1,585,231	1,585,231
	Management recharge for Truck Cartel	890,850	890,850
	Government Grants	72,682	72,682
	Exhibitions, Conferences & Seminars	88,162	88,162
	Total of other income		2,636,925
	Total income		12,589,122
	Interfund Transfers IN		
	Expenditure		
	Administrative expenses		
	Remuneration and expenses of staff	6,172,837	6,172,837
	Occupancy costs	324,683	324,683
	Printing, Stationery, Post	47,157	47,157
	Telephones	112,295	112,295
	Legal and Professional fees	317,552	317,552
	Miscellaneous (specify)		
	Motor and Travel	451,294	451,294
	Promotions and Public Relations	592,708	592,708
	Other Administrative expenses	300,366	300,366
	Total of Admin expenses		8,318,892
	Other Charges		
	Bank charges	3,005	3,005
	Depreciation	134,901	134,901
	Sums written off	206	206
	Affiliation fees	362,725	362,725
	Donations	8,118	8,118
	Conference and meeting fees	29,735	29,735
	Expenses	2,491	2,491
	Miscellaneous (specify)		
	Amortisation	209,315	209,315
	Direct cost of Membership Services	3,231,048	3,231,048
	Interest on Pension Liability	-3,000	-3,000
	OCI movement in Defined Benefit Pension	236,310	236,310
	Total of other charges		4,214,854
	Taxation	-428,192	-428,192
	Total expenditure		12,105,554
	Interfund Transfers OUT		
	Surplus/Deficit for year		483,568
	Amount of fund at beginning of year		4,025,032
	Amount of fund at end of year		4,508,600

Accounts other than Revenue Account/General Fund

(see notes 17 to 18)

Account 2		Fund Account	
Name of account:		£	£
Income			
From members			
Investment income			
Other Income (specify)			
		Total Income	
Interfund Transfers IN			
Expenditure			
Administrative expenses			
Other expenditure (specify)			
		Total Expenditure	
Interfund Transfers OUT			
		Surplus (Deficit) for the year	
		Amount of fund at beginning of year	
		Amount of fund at the end of year (as Balance Sheet)	

RHA shop stock booked out - internal use	£6,061
Staff Training & Development	£57,792
Kitchen/office supplies	£5,956
Insurance- Other (Exc motor exc bldg)	£76,227
General Expenses	£7,134
Office equipment under £250	£13,490
Equipment - Rentals and Maintenance	£29,970
Computer Expenses	£16,488
Bank / Payment Provider Charges	£61,994
Bad Debts Written Off	£5,127
Bad Debts Recovery cost - net	£19,546
AP & AR Ledger Write Offs	-£118
Company Secretarial Fees	£700
	£300,366

Account 3		Fund Account	
Name of account:		£	£
Income			
From members			
Investment income			
Other income (specify)			
		Total Income	
Interfund Transfers IN			
Expenditure			
Administrative expenses			
Other expenditure (specify)			
		Total Expenditure	
Interfund Transfers OUT			
		Surplus (Deficit) for the year	
		Amount of fund at beginning of year	
		Amount of fund at the end of year (as Balance Sheet)	

Fixed Assets account

(see note 21)

	Land and Buildings	Fixtures & Fittings	Motor Vehicles & Equipment	Total £
Cost or Valuation				
At start of period	1,616,859	605,195	18,848	2,240,902
Additions during period	69,804	123,995	55,000	248,799
Less: Disposals	-43,663	-38,468		-82,131
Less: Depreciation	-254,352	-514,367	-11,186	-779,905
Total to end of period	1,388,648	176,355	62,662	1,627,665
Book Amount at end of period	1,388,648	176,355	62,662	1,627,665
Freehold				
Leasehold (50 or more years unexpired)				
Leasehold (less than 50 years unexpired)				
Total of Fixed Assets	1,388,648	176,355	62,662	1,627,665

Analysis of Investments

(see note 22)

Quoted		Other Funds
	British Government & British Government Guaranteed Securities	
	British Municipal and County Securities	
	Other quoted securities (to be specified)	
	Total Quoted (as Balance Sheet)	
	Market Value of Quoted Investments	
Unquoted	British Government Securities	
	British Municipal and County Securities	
	Mortgages	
	Other unquoted investments (to be specified)	
	Investment in Associates	158,309
	Total Unquoted (as Balance Sheet)	158,309
	Market Value of Unquoted Investments	

* Market value of investments to be stated where these are different from the figures quoted in the balance sheet

Summary Sheet

(see notes 24 to 33)

		All Funds	Total Funds
		£	
Income			
From Members		9,892,354	9,892,354
From Investments		59,843	59,843
Other Income (including increases by revaluation of assets)		2,636,925	2,636,925
	Total Income	12,589,122	12,589,122
Expenditure (including decreases by revaluation of assets)			
	Total Expenditure	12,105,554	12,105,554
Funds at beginning of year (including reserves)		4,025,032	4,025,032
Funds at end of year (including reserves)		4,508,600	4,508,600
ASSETS			
	Fixed Assets		1,627,665
	Investment Assets		158,309
	Other Assets		8,636,026
	Total Assets		10,422,000
Liabilities			
	Total Liabilities		5,913,400
Net Assets (Total Assets less Total Liabilities)			4,508,600

Summary Sheet

(see notes 24 to 33)

		All Funds	Total Funds
		£	£
Income			
From Members			
From Investments			
Other Income (including increases by revaluation of assets)			
	Total Income		
Expenditure (including decreases by revaluation of assets)			
	Total Expenditure		
Funds at beginning of year (including reserves)			
Funds at end of year (including reserves)			
ASSETS			
	Fixed Assets		
	Investment Assets		
	Other Assets		
	Total Assets		
Liabilities			
	Total Liabilities		
Net Assets (Total Assets less Total Liabilities)			

Notes to the accounts

(see note 34)

All notes to the accounts must be entered on or attached to this part of the return.

As per attached

Accounting policies

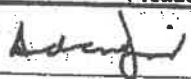

(see notes 35 & 36)

As per attached

Signatures to the annual return

(see notes 37 and 38)

Including the accounts and balance sheet contained in the return.
Please copy and paste your electronic signature here

Secretary's Signature: 	Chairman's Signature: 
Name: CR SECRETARIES LTD	(or other official whose position should be stated)
Date: 1-6-22	Name: R. J. Smith
	Date: 1-6-22

Checklist

(see note 39)

(please enter 'X' as appropriate)

Is the return of officers attached? (see Page 2)	Yes	<input checked="" type="checkbox"/>	No	
Has the list of officers been completed? (see Page 2A)	Yes	<input checked="" type="checkbox"/>	No	
Has the return been signed? (see Note 37)	Yes	<input checked="" type="checkbox"/>	No	
Has the auditor's report been completed? (see Note 41)	Yes	<input checked="" type="checkbox"/>	No	
Is the rule book enclosed? (see Note 39)	Yes	<input checked="" type="checkbox"/>	No	
Has the summary sheet been completed? (see Notes 6 and 24 to 33)	Yes	<input checked="" type="checkbox"/>	No	

Checklist for auditor's report

(see notes 41 to 44)

The checklist below is for guidance. A report is still required either set out overleaf or by way of an attached auditor's report that covers the 1992 Act requirements.

1. In the opinion of the auditors or auditor do the accounts they have audited and which are contained in this return give a true and fair view of the matters to which they relate? (See section 36(1) and (2) of the 1992 Act and notes 43 and 44)

Please explain in your report overleaf or attached.

2. Are the auditors or auditor of the opinion that the union has complied with section 28 of the 1992 Act and has:

- a. kept proper accounting records with respect to its transactions and its assets and liabilities; and
- b. established and maintained a satisfactory system of control of its accounting records, its cash holding and all its receipts and remittances.

(See section 36(4) of the 1992 Act set out in note 43)

Please explain in your report overleaf or attached.

3. Your auditors or auditor must include in their report the following wording:

In our opinion the financial statements:

- give a true and fair view of the matters to which they relate to.
- have been prepared in accordance with the requirements of the sections 28, 32 and 36 of the Trade Union and Labour Relations (consolidation) Act 1992.

Auditor's report (continued)

As attached

Signature(s) of auditor or auditors:

Neal Taylor

Name(s):

NEAL TAYLOR

Profession(s) or Calling(s):

CHARTERED
ACCOUNTANT

Address(es)

GRANT THORNTON
12-15 DONEGALL SQUARE
WEST,
BELFAST,
~~BVA~~ BT1 6JH

Date:

30/05/22

Contact name for enquiries and telephone number:

028 9587 1101

N.B. When notes to the accounts are referred to in the auditor's report a copy of those notes must accompany this return.

Financial Statements

Road Haulage Association Limited

For the year ended 31 December 2021

Registered number: 00391886

Company Information

Directors

Mr Ashley Benjamin Barry McCulla (resigned 28 January 2022)
Mr Andrew Percival Howard
Mr Allen Terence Rees (appointed 27 May 2021)
Mr David Craig Bratt (resigned 27 May 2021)
Mr Gary James Hughes (appointed 27 May 2021)
Mr Andrew Macrae
Mr William Cyril Hockin
Ms Emma Collins
Mr Timothy John Slater (resigned 21 February 2022)
Mr David James McCutcheon (resigned 26 October 2021)
Mr Andrew Buchanan Malcolm (resigned 1 February 2021)
Mr David Ward
Mr Robert Henry Wilcox
Mr Moreton Cullimore
Mr Steven Ward
Mr Richard Smith
Mr Barry Jordan
Mr Dean Fisher (resigned 24 September 2021)
Mr Richard Burnett (resigned 31 December 2021)
Mr David Scott McIntyre (appointed 27 May 2021)
Mr Raymond Nigel Clegg (appointed 27 May 2021)
Mr Brian Beattie (appointed 31 March 2022)

Registered number

00391886

Registered office

Roadway House
Bretton Way
Bretton
Peterborough
PE3 8DD

Independent auditor

Grant Thornton (NI) LLP
Chartered Accountants & Statutory Auditors
12 - 15 Donegall Square West
Belfast
BT1 6JH

Bankers

Yorkshire Bank
6 Bridge Street
St Helens
WA10 1NF

Solicitors

Birketts LLP
141-145 Princes Street
Ipswich
IP1 1QJ

Road Haulage Association Limited
(A company limited by guarantee)

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Strategic report

For the year ended 31 December 2021

Introduction

The directors of the Road Haulage Association Limited ('RHA') have the pleasure of submitting their report and accounts for the year ended 31 December 2021. The members of the Board of Directors are appointed or elected in accordance with the Articles of Association and retire biennially. The company is limited by guarantee and does not have share capital.

Business review

The RHA is a not for profit industry association that represents the whole industry and its purpose is to be 'The Voice' representing all commercial vehicle operators, including distribution and warehousing.

The RHA continues to be the flagship for the industry with regards to the European Truck Manufacturers Cartel, by leading a group claim for compensation on behalf of operators (members and non-members alike) to the Competition Appeal Tribunal (CAT) in London. It is our understanding that the RHA claim is the largest of its type in Europe, currently having over 16,896 operators signed up to the action, an increase of 2,396 on last year. There is still time to join the RHA's claim and the RHA would encourage operators to do so in advance of the next hearing scheduled for April 2021. The Tribunal process is relatively new, and the case has several complicated matters that need addressing. Therefore, it may take several years to reach its conclusion. Nevertheless, the RHA remains committed to ensuring truck operators affected by the Truck Cartel are properly compensated.

That being said, the primary objective of the RHA is to support its members and deliver value for money.

The RHA provides a valuable service to its members: with advice, information and guidance, up-to-the-minute research, area manager support and it offers a comprehensive range of products and services to meet the needs of its members in the areas of compliance and improved business performance.

Complementing the direct support that the RHA provides its members, the RHA also provides intelligence and communication, which aid both the Government and public's understanding of the road haulage industry through extensive media and press coverage. Thanks to an ever-increasing media profile the RHA achieved a record reach of more than more than 1 billion in 2021 – that's the number of times people consumed media content about us on all platforms: print, broadcast and online including social media.

To support the on-going strategy of growth, the RHA aims to increase membership numbers whilst developing and growing commercial services that provide value and relevance to industry sectors.

The RHA must align to market changes, so it can effectively work with the industry, its members and to engage even better with the Government. The UK has now left the EU and during this transitional period, there will be an increased speed at which the UK Government will drive change as a result of trade negotiations. The RHA needs to be adept at understanding what these changes will mean for the industry as well as keeping aligned to technological changes. To achieve this, the RHA needs to reinvest in the structure for the future and growth in membership numbers and 'needs-based' commercial services, which play a vital part.

The total membership of the association on 31 December 2021 was 8,188 (2020: 7,450) giving a net increase of 738 on the prior year.

The directors are pleased to report a profit for the year of £719,878 (2020: £577,663). The company carries an asset with regard to its Defined Benefit Pension Scheme based upon on the actuarial valuation of £52,000 (2020: £51,000), which is included in the company reserves of £4,508,600 (2020: £4,025,032).

Strategic report (continued)

For the year ended 31 December 2021

Principal risks and uncertainties

The directors remain vigilant to the risks prevalent in a commercial environment and continue to take steps to minimise or mitigate these risks. Member growth and retention is highly dependent on perceived value for money that RHA membership delivers. Continued investment in optimising business structure and processes, coupled with the development of ‘needs-based’ services, are deemed essential strategies in protecting the business from these risks.

As the business entered 2021 the primary business risks affecting it were viewed to be the uncertainty linked to the Coronavirus pandemic and economic recovery, end of Brexit transition and the competitive marketplace. The Commercial Vehicle (CV) Show event for 2021 was scaled back and management are working closely with the Show’s other partners to limit financial risk to the association from the 2022 show’s proposed structure. At this time, it is uncertain as to what the longer-term impact will be both to the wider economy, the road transport industry and therefore the knock-on impact to our membership and commercial services income from the pandemic and current cost climate and whether this will impact on the services demanded from the RHA. Management have put in place several measures to manage the risks, but it is not possible at this time to state what the final impact on the Company’s performance for the current financial year will be.

Financial key performance indicators

The directors continue to use both financial and non-financial key performance indicators to monitor and manage the business. Regular and timely reporting see particular focus on profitability versus budget, aged debtors and membership retention rates.

Development and performance

The directors are confident that, going forward, with reinvestment back into the business, development of services for members and continuous improvement in internal controls and reporting will all have a positive impact on the financial performance and position of the company.

The directors consider that in light of the above comments, the company will strive to achieve its budget targets for the upcoming financial year. The strategic focus of the company will be reviewed regularly to ensure it reacts swiftly to changes in trading conditions.

This report was approved by the board on

and signed on its behalf.

Mr Moreton Cullimore
Director

Directors' report

For the year ended 31 December 2021

The directors present their report and the financial statements for the year ended 31 December 2021.

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Principal activity

The company's principal activity is that of a trade association.

Results

The profit for the year, after taxation, amounted to £719,878 (2020 - £557,663).

Directors

The directors who served during the year were:

Mr Ashley Benjamin Barry McCulla (resigned 28 January 2022)

Mr Andrew Percival Howard

Mr Allen Terence Rees (appointed 27 May 2021)

Mr David Craig Bratt (resigned 27 May 2021)

Mr Gary James Hughes (appointed 27 May 2021)

Mr Andrew Macrae

Mr William Cyril Hockin

Ms Emma Collins

Mr Timothy John Slater (resigned 21 February 2022)

Mr David James McCutcheon (resigned 26 October 2021)

Mr Andrew Buchanan Malcolm (resigned 1 February 2021)

Directors' report (continued)

For the year ended 31 December 2021

Mr David Ward
Mr Robert Henry Wilcox
Mr Moreton Cullimore
Mr Steven Ward
Mr Richard Smith
Mr Barry Jordan
Mr Dean Fisher (resigned 24 September 2021)
Mr Richard Burnett (resigned 31 December 2021)
Mr David Scott McIntyre (appointed 27 May 2021)
Mr Raymond Nigel Clegg (appointed 27 May 2021)

Future developments

The directors aim is to maintain the management policies which have resulted in the company's growth in recent years.

Matters contained in strategic report

Information the company has chosen, in accordance with S414C (II) of the Companies Act 2006, to set out in the strategic report which would otherwise be required by Schedule 7 of the 'Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008' to be contained in the directors' report is as follows:

Principal risks & uncertainties

Financial risk management

The company does not actively use financial instruments as part of its financial risk management. It is exposed to the usual credit risk and cash flow risk associated with selling on credit and manages this through credit control procedures.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

The auditor, Grant Thornton (NI) LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Road Haulage Association Limited
(A company limited by guarantee)

Directors' report (continued)

For the year ended 31 December 2021

This report was approved by the board on

and signed on its behalf.

Mr Moreton Cullimore
Director

(A company limited by guarantee)



Independent auditor's report to the members of Road Haulage Association Limited

Opinion

We have audited the financial statements of Road Haulage Association Limited, which comprise the Statement of comprehensive income, the Balance sheet, the Statement of cash flows, the Statement of changes in equity for the financial year ended 31 December 2021, and the related notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, Road Haulage Association Limited's financial statements:

- give a true and fair view in accordance with United Kingdom Generally Accepted Accounting Practice of the assets, liabilities and financial position of the Company as at 31 December 2021 and of its financial performance and cash flows for the financial year then ended; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 'Responsibilities of the auditor for the audit of the financial statements' section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, namely the FRC's Ethical Standard and the ethical pronouncements established by Chartered Accountants Ireland, applied as determined to be appropriate in the circumstances of the entity. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from the date when the financial statements are authorised for issue.

Our responsibilities, and the responsibilities of the directors, with respect to going concern are described in the relevant sections of this report.



Independent auditor's report to the members of Road Haulage Association Limited (continued)

Other information

Other information comprises the information included in the Annual Report, other than the financial statements and our Auditor's report thereon, including the Directors' report and the Strategic Report. The directors are responsible for the other information. Our opinion on the financial statements does not cover the information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies in the financial statements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' report and the Strategic Report for the financial year for which the financial statements are prepared is consistent with the financial statements, and
- the Directors' report and the Strategic Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment we have obtained in the course of the audit, we have not identified material misstatements in the Directors' report and the Strategic Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

(A company limited by guarantee)



Independent auditor's report to the members of Road Haulage Association Limited (continued)

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation of the financial statements which give a true and fair view in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS102 and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.



Independent auditor's report to the members of Road Haulage Association Limited (continued)

Responsibilities of the auditor for the audit of the financial statements

The objectives of an auditor are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's report that includes their opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of an auditor's responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatement in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with ISAs (UK).

The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

Based on our understanding of the Company and industry, we identified that the principal risks of non-compliance with laws and regulations related to compliance with Data Privacy law, Employment Law, Environmental Regulations, Pensions Legislation and Health & Safety laws, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006 and UK tax legislation. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to manipulate financial performance and management bias through judgements and assumptions in significant accounting estimates, in particular in relation to significant one-off or unusual transactions. We apply professional scepticism through the audit to consider potential deliberate omission or concealment of significant transactions, or incomplete/inaccurate disclosures in the financial statement.

In response to these principal risks, our audit procedures included but were not limited to:

- enquiries of management on the policies and procedures in place regarding compliance with laws and regulations, including consideration of known or suspected instances of non-compliance and whether they have knowledge of any actual, suspected or alleged fraud;
- inspection of the company's regulatory and legal correspondence and review of minutes of board/director's meetings during the year to corroborate inquiries made;
- gaining an understanding of the internal controls established to mitigate risk related to fraud;
- discussion amongst the engagement team in relation to the identified laws and regulations and regarding the risk of fraud, and remaining alert to any indications of non-compliance or opportunities for fraudulent manipulation of financial statements throughout the audit;
- identifying and testing journal entries to address the risk of inappropriate journals and management override of controls;
- designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing;

(A company limited by guarantee)



Independent auditor's report to the members of Road Haulage Association Limited (continued)

challenging assumptions and judgements made by management in their significant accounting estimates, including the pension asset, investments, estimating the allowance for the impairment of receivables and revenue recognition; and

- review of the financial statement disclosures to underlying supporting documentation and inquiries of management.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's members, as a body, in accordance with chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Neal Taylor (Senior statutory auditor)

for and on behalf of

Grant Thornton (NI) LLP

Chartered Accountants

Statutory Auditors

Belfast

Statement of comprehensive income

For the year ended 31 December 2021

	Note	2021 £	2020 £
Turnover	4	11,565,747	10,205,105
Cost of sales		(3,231,048)	(2,625,630)
Gross profit		8,334,699	7,579,475
Administrative expenses		(9,066,383)	(8,407,208)
Other operating income	5	963,532	1,052,827
Operating profit	6	231,848	225,094
Income from participating interests		58,308	366,599
Interest receivable and similar income	9	1,535	8,091
Interest payable and expenses	10	(3,005)	(9,391)
Other finance costs		3,000	(1,000)
Profit before tax		291,686	589,393
Tax on profit	12	428,192	(31,730)
Profit for the financial year		719,878	557,663
Other comprehensive income for the year			
Actuarial (losses)/gains on defined benefit pension scheme		(246,000)	37,000
Movement of deferred tax relating to pension deficit		9,690	(7,030)
Other comprehensive income for the year		(236,310)	29,970
Total comprehensive income for the year		483,568	587,633

The notes on pages 16 to 35 form part of these financial statements.

Road Haulage Association Limited
(A company limited by guarantee)
Registered number:00391886

Balance sheet

As at 31 December 2021

	Note	2021 £	As restated 2020 £
Fixed assets			
Intangible assets	13	587,129	656,075
Tangible assets	14	1,627,665	1,513,770
Investments	15	158,309	466,600
		<u>2,373,103</u>	<u>2,636,445</u>
Current assets			
Stocks	16	432,530	567,874
Debtors: amounts falling due within one year	17	3,449,264	2,233,885
Cash at bank and in hand	18	4,115,103	3,522,014
		<u>7,996,897</u>	<u>6,323,773</u>
Creditors: amounts falling due within one year	19	(5,913,400)	(4,976,496)
		<u>2,083,497</u>	<u>1,347,277</u>
Net current assets		<u>2,083,497</u>	<u>1,347,277</u>
Total assets less current liabilities		<u>4,456,600</u>	<u>3,983,722</u>
Provisions for liabilities			
Deferred tax	21	-	(9,690)
		<u>-</u>	<u>(9,690)</u>
Pension asset		52,000	51,000
Net assets		<u>4,508,600</u>	<u>4,025,032</u>
Capital and reserves			
Profit and loss account	22	4,508,600	4,025,032
		<u>4,508,600</u>	<u>4,025,032</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

Mr Moreton Cullimore
Director

Statement of changes in equity

For the year ended 31 December 2021

	Profit and loss account	Total equity
	£	£
At 1 January 2021	4,025,032	4,025,032
Comprehensive income for the year		
Profit for the year	719,878	719,878
Actuarial losses on pension scheme	(236,310)	(236,310)
Total comprehensive income for the year	<u>483,568</u>	<u>483,568</u>
At 31 December 2021	<u><u>4,508,600</u></u>	<u><u>4,508,600</u></u>

Statement of changes in equity

For the year ended 31 December 2020

	Profit and loss account	Total equity
	£	£
At 1 January 2020	3,437,399	3,437,399
Comprehensive income for the year		
Profit for the year	557,663	557,663
Actuarial gains on pension scheme	29,970	29,970
Total comprehensive income for the year	<u>587,633</u>	<u>587,633</u>
At 31 December 2020	<u><u>4,025,032</u></u>	<u><u>4,025,032</u></u>

The notes on pages 16 to 35 form part of these financial statements.

Statement of cash flows

For the year ended 31 December 2021

	2021 £	2020 £
Cash flows from operating activities		
Profit for the financial year	719,878	557,663
Adjustments for:		
Amortisation of intangible assets	209,315	181,158
Depreciation of tangible assets	128,210	134,226
Loss on disposal of tangible assets	206	(7,646)
Government grants	(72,682)	-
Interest paid	3,005	9,391
Interest received and income from investments	(59,843)	(8,091)
Taxation charge	(428,192)	31,730
Decrease/(increase) in stocks	135,344	(82,003)
(Increase) in debtors	(787,187)	(16,709)
Increase/(decrease) in creditors	689,902	(450,923)
Net cash generated from operating activities	537,956	348,796
Cash flows from investing activities		
Purchase of intangible fixed assets	(140,368)	(204,866)
Purchase of tangible fixed assets	(248,798)	(120,288)
Sale of tangible fixed assets	6,488	12,812
Government grants received	72,682	-
Interest received	1,535	8,091
Income from investments in related companies	366,599	-
Net cash from investing activities	58,138	(304,251)
Cash flows from financing activities		
Interest paid	(3,005)	(9,391)
Net cash used in financing activities	(3,005)	(9,391)
Net increase in cash and cash equivalents	593,089	35,154
Cash and cash equivalents at beginning of year	3,522,014	3,486,860
Cash and cash equivalents at the end of year	4,115,103	3,522,014
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	4,115,103	3,522,014
	4,115,103	3,522,014

Road Haulage Association Limited
(A company limited by guarantee)

Analysis of Net Debt
For the year ended 31 December 2021

	At 1 January 2021 £	Cash flows £	At 31 December 2021 £
Cash at bank and in hand	3,522,014	593,089	4,115,103
	<u>3,522,014</u>	<u>593,089</u>	<u>4,115,103</u>

The notes on pages 16 to 35 form part of these financial statements.

Notes to the financial statements

For the year ended 31 December 2021

1. General information

Road Haulage Association Limited is a company limited by guarantee and incorporated in England. Its registered office is located at Roadway House, Bretton Way, Bretton, Peterborough, PE3 8DD. The Company's principal activity is that of a trade association.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

2.2 Going concern

After reviewing the company's forecasts and projections, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements.

2.3 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

Notes to the financial statements

For the year ended 31 December 2021

2. Accounting policies (continued)

2.4 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Sale of goods

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Membership subscription has a duration of 12 months and associated income is recognised over the term of the membership.

2.5 Operating leases: the Company as lessee

Rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight-line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

2.6 Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to profit or loss at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the Statement of comprehensive income in the same period as the related expenditure.

2.7 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.8 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

Notes to the financial statements

For the year ended 31 December 2021

2. Accounting policies (continued)

2.9 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance sheet. The assets of the plan are held separately from the Company in independently administered funds.

Defined benefit pension plan

The Company operates a defined benefit plan for certain employees. A defined benefit plan defines the pension benefit that the employee will receive on retirement, usually dependent upon several factors including but not limited to age, length of service and remuneration. A defined benefit plan is a pension plan that is not a defined contribution plan.

The liability recognised in the Balance sheet in respect of the defined benefit plan is the present value of the defined benefit obligation at the end of the balance sheet date less the fair value of plan assets at the balance sheet date (if any) out of which the obligations are to be settled.

The defined benefit obligation is calculated using the projected unit credit method. Annually the company engages independent actuaries to calculate the obligation. The present value is determined by discounting the estimated future payments using market yields on high quality corporate bonds that are denominated in sterling and that have terms approximating to the estimated period of the future payments ('discount rate').

The fair value of plan assets is measured in accordance with the FRS 102 fair value hierarchy and in accordance with the Company's policy for similarly held assets. This includes the use of appropriate valuation techniques.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income. These amounts together with the return on plan assets, less amounts included in net interest, are disclosed as 'Remeasurement of net defined benefit liability'.

The cost of the defined benefit plan, recognised in profit or loss as employee costs, except where included in the cost of an asset, comprises:

- a) the increase in net pension benefit liability arising from employee service during the period; and
- b) the cost of plan introductions, benefit changes, curtailments and settlements.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is recognised in profit or loss as a 'finance expense'.

Notes to the financial statements

For the year ended 31 December 2021

2. Accounting policies (continued)

2.10 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2.11 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

Software development costs	-	Straight line between 3-5 years
----------------------------	---	---------------------------------

2.12 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Notes to the financial statements

For the year ended 31 December 2021

2. Accounting policies (continued)

2.12 Tangible fixed assets (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Freehold property	- 50 years
Long-term leasehold property	- 3 years
Motor vehicles	- 4 years
Office equipment	- 4 years
Computer equipment	- 3 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.13 Associates and joint ventures

Associates and Joint Ventures are measured at fair value. Changes in fair value are recognised in profit or loss. Fair value is estimated by using a valuation technique.

2.14 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

2.15 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.16 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

Notes to the financial statements

For the year ended 31 December 2021

2. Accounting policies (continued)

2.17 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.18 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance sheet.

2.19 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Financial assets and liabilities are offset and the net amount reported in the Balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Notes to the financial statements

For the year ended 31 December 2021

3. Judgments in applying accounting policies and key sources of estimation uncertainty

Estimates and judgements are required when applying accounting policies. These are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The company makes estimates and assumptions concerning the future, which can involve a high degree of judgement or complexity. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below:

Useful economic lives of tangible assets

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on future investments, economic utilisation and the physical condition of the assets.

Software Development Costs

The company has adopted a policy of capitalising development expenditure when certain criteria are met. An assessment is made on a project by project basis at the start of the development phase as to whether the company expects to derive future benefits from the developed asset, and whether it has sufficient technical knowledge to complete the asset as specified in the design brief. This determination is made based on the technical expert used by the company to determine if these technical solutions meet its operational needs. The derived intangibles are assessed at each reporting period for indicators of impairment. The directors consider that all such capitalised assets play an important part in generating profits for the business.

Truck Cartel - Acting as agent not principal

As class representative, the Road Haulage Association Limited (RHA) is the 'representative body' or 'class representative' bringing together a group claim for the industry (those members and non-members who wish to sign up) under the Consumer Rights Act 2015. The RHA itself has not suffered directly as a result of the cartel's behaviours, therefore is acting as an agent, not principal, for the class action.

Carrying value of stock

Stock represents goods for resale and is measured at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale. Provision is made for obsolete and slow moving stock based on historical experience.

Notes to the financial statements

For the year ended 31 December 2021

4. Turnover

An analysis of turnover by class of business is as follows:

	2021 £	2020 £
Membership subscriptions	4,624,433	4,170,314
Other membership services and publications	5,267,921	4,456,702
Sales to members	1,585,231	1,548,375
Exhibitions, conferences and seminars etc	88,162	29,715
	<u>11,565,747</u>	<u>10,205,106</u>

All turnover arose within the United Kingdom.

5. Other operating income

	2021 £	2020 £
Management re-charge for Truck Cartel costs	890,850	903,592
Government grants receivable	72,682	149,235
	<u>963,532</u>	<u>1,052,827</u>

6. Operating profit

The operating profit is stated after charging:

	2021 £	2020 £
Depreciation of tangible fixed assets	128,210	134,227
Amortisation of intangible assets	209,314	181,158
Auditor's remuneration	23,000	22,000
Auditor's remuneration - corporate tax compliance	3,000	3,000
	<u>363,524</u>	<u>440,385</u>

Notes to the financial statements

For the year ended 31 December 2021

7. Employees

Staff costs were as follows:

	2021 £	2020 £
Wages and salaries	5,282,121	5,115,729
Social security costs	545,114	532,310
Cost of defined benefit scheme	23,000	29,000
Cost of defined contribution scheme	322,602	318,197
	<u>6,172,837</u>	<u>5,995,236</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2021 No.	2020 No.
Employees	128	126
Directors	18	19
	<u>146</u>	<u>145</u>

8. Directors' emoluments

	2021 £	2020 £
Directors' emoluments	500,389	535,090
Compensation for loss of office	212,527	-
Pension contributions	10,900	10,041
Value of assets transferred	5,412	-
	<u>729,228</u>	<u>545,131</u>

The highest paid director received remuneration of £388,513 (2020 - £248,677).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £NIL (2020 - £NIL).

Notes to the financial statements

For the year ended 31 December 2021

9. Interest receivable

	2021 £	2020 £
Other interest receivable	1,535	8,091
	<u>1,535</u>	<u>8,091</u>

10. Interest payable and similar expenses

	2021 £	2020 £
Bank interest payable	3,005	9,391
	<u>3,005</u>	<u>9,391</u>

11. Other finance costs

	2021 £	2020 £
Net interest on net defined benefit liability	(3,000)	1,000
	<u>(3,000)</u>	<u>1,000</u>

12. Taxation

	2021 £	2020 £
Corporation tax		
Adjustments in respect of previous periods	(428,192)	-
	<u>(428,192)</u>	<u>-</u>
Total current tax	<u>(428,192)</u>	<u>-</u>
Deferred tax		
Origination and reversal of timing differences	-	31,730
Total deferred tax	<u>-</u>	<u>31,730</u>
Taxation on (loss)/profit on ordinary activities	<u>(428,192)</u>	<u>31,730</u>

Notes to the financial statements

For the year ended 31 December 2021

12. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2020 - lower than) the standard rate of corporation tax in the UK of 19% (2020 - 19%). The differences are explained below:

	2021 £	2020 £
Profit on ordinary activities before tax	<u>291,686</u>	<u>589,393</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)	55,420	111,985
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	1,470	1,207
Fixed asset differences	6,985	8,948
Adjustments to tax charge in respect of prior periods	(428,192)	-
Non-taxable income	(365,430)	(309,128)
Amounts charged directly to equity	-	(7,030)
Other permanent differences	-	1,342
Deferred tax not recognised	301,555	224,406
Total tax charge for the year	<u><u>(428,192)</u></u>	<u><u>31,730</u></u>

Notes to the financial statements

For the year ended 31 December 2021

13. Intangible assets

	Trademarks £	Website costs £	Software development costs £	Total £
Cost				
At 1 January 2021	16,540	191,527	1,198,688	1,406,755
Additions - internal	4,190	73,528	62,650	140,368
At 31 December 2021	<u>20,730</u>	<u>265,055</u>	<u>1,261,338</u>	<u>1,547,123</u>
Amortisation				
At 1 January 2021	3,208	-	747,472	750,680
Charge for the year on owned assets	1,908	55,961	151,445	209,314
At 31 December 2021	<u>5,116</u>	<u>55,961</u>	<u>898,917</u>	<u>959,994</u>
Net book value				
At 31 December 2021	<u>15,614</u>	<u>209,094</u>	<u>362,421</u>	<u>587,129</u>
At 31 December 2020	<u>13,332</u>	<u>191,527</u>	<u>451,216</u>	<u>656,075</u>

Road Haulage Association Limited

Notes to the financial statements

For the year ended 31 December 2021

14. Tangible fixed assets

	Freehold property £	Long-term leasehold property £	Motor vehicles £	Office equipment £	Computer equipment £	Total £
Cost or valuation						
At 1 January 2021	1,573,196	43,663	18,848	273,349	331,846	2,240,902
Additions	9,804	60,000	55,000	36,724	87,271	248,799
Disposals	-	(43,663)	-	-	(38,468)	(82,131)
At 31 December 2021	<u>1,583,000</u>	<u>60,000</u>	<u>73,848</u>	<u>310,073</u>	<u>380,649</u>	<u>2,407,570</u>
Depreciation						
At 1 January 2021	217,590	43,012	4,903	209,392	252,235	727,132
Charge for the year on owned assets	35,095	1,667	6,283	29,581	55,584	128,210
Disposals	-	(43,012)	-	-	(32,425)	(75,437)
At 31 December 2021	<u>252,685</u>	<u>1,667</u>	<u>11,186</u>	<u>238,973</u>	<u>275,394</u>	<u>779,905</u>
Net book value						
At 31 December 2021	<u>1,330,315</u>	<u>58,333</u>	<u>62,662</u>	<u>71,100</u>	<u>105,255</u>	<u>1,627,665</u>
At 31 December 2020	<u>1,355,606</u>	<u>651</u>	<u>13,945</u>	<u>63,957</u>	<u>79,611</u>	<u>1,513,770</u>

Notes to the financial statements

For the year ended 31 December 2021

15. Fixed asset investments

	Investment in associates £
Cost or valuation	
At 1 January 2021 (as previously stated)	100,001
Reclassification of accrued income	366,599
	<hr/>
At 1 January 2021 (as restated)	466,600
Payment of profit share	(366,599)
Share of profit/(loss)	58,308
	<hr/>
At 31 December 2021	<u>158,309</u>

The Road Haulage Association Limited, the Society of Motor Manufacturers and Traders Limited and SOE Services Limited, jointly and equally controlled The Commercial Vehicle Show LLP. The LLP undertakes arrangements for, and the staging of, the Commercial Vehicles Shows.

The profit/loss of The Commercial Vehicle Show LLP is shared equally between the three partners. In the year ended 31 December 2021, the Road Haulage Association Limited's share of the profit was £53,000 (2020: £366,599). The audited accounts of The Commercial Vehicle Show LLP for the year ended 30 June 2021 do not disclose any contingent liabilities or capital commitments.

The Road Haulage Association Limited's investment of £153,000 (2020: £466,599) is based on directors valuations.

RHA Trustees Limited was incorporated in July 2014 when 1 Ordinary Share of £1 was allotted and issued to Road Haulage Association Limited. This company is wholly owned subsidiary of Road Haulage Association Limited and has been dormant since incorporation. RHA Retirement Benefits Plan Trustees Limited acts as Corporate Trustee for the RHA Retirement Benefits Plan Pension Scheme.

16. Stocks

	2021 £	2020 £
Finished goods and goods for resale	432,530	567,874
	<hr/>	<hr/>
	<u>432,530</u>	<u>567,874</u>

Notes to the financial statements

For the year ended 31 December 2021

17. Debtors

	2021	As restated 2020
	£	£
Trade debtors	1,810,149	1,136,594
Other debtors	304,191	267,433
Prepayments and accrued income	906,732	829,858
Tax recoverable	428,192	-
	<u>3,449,264</u>	<u>2,233,885</u>

18. Cash and cash equivalents

	2021	2020
	£	£
Cash at bank and in hand	4,115,103	3,522,014
	<u>4,115,103</u>	<u>3,522,014</u>

19. Creditors: Amounts falling due within one year

	2021	2020
	£	£
Trade creditors	678,669	751,382
Other taxation and social security	349,570	221,169
Other creditors	589,585	401,326
Accruals and deferred income	4,295,576	3,602,619
	<u>5,913,400</u>	<u>4,976,496</u>

Notes to the financial statements

For the year ended 31 December 2021

20. Financial instruments

	2021 £	2020 £
Financial assets		
Financial assets measured at fair value through profit or loss	<u>4,268,104</u>	<u>3,988,614</u>

Financial assets measured at fair value through profit or loss comprise cash and cash equivalents and investments in associates.

There are no financial liabilities measured at fair value through profit or loss.

21. Deferred taxation

	2021 £	2020 £
At beginning of year	(9,690)	29,070
Movement in year	-	(38,760)
Charged to other comprehensive income	9,690	-
At end of year	<u>-</u>	<u>(9,690)</u>

The deferred taxation balance is made up as follows:

	2021 £	2020 £
Pension deficit	-	(9,690)
	<u>-</u>	<u>(9,690)</u>

22. Reserves

Profit and loss account

Included all current and prior period retained profits and losses.

23. Contingent liabilities

There is a contingent liability attaching to any IRU carnet issued within the previous 27 months, but not yet returned and subsequently proved to be used fraudulently. The directors are not aware of any such claims.

Notes to the financial statements

For the year ended 31 December 2021

24. Pension commitments

The Company operates a Defined benefit pension scheme.

The Road Haulage Retirement Benefits Plan, providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the company, being invested in Treasury Stock and with insurance companies. The contributions made to the scheme over the financial year have been equivalent to 15.8% of the pensionable salaries by the company and 5% by the employees. Special contributions of £250,000 were made during the year. A full valuation was undertaken as at 31 December 2012 and updated to 31 December 2015 by a qualified independent Actuary. The major assumptions used by the Actuary are summarised below in this note. The insurance assets have not been disclosed in the financial statements as, in the opinion of the directors, these are not material.

Reconciliation of present value of plan liabilities:

	2021 £	2020 £
Reconciliation of present value of plan liabilities		
At the beginning of the year	(51,000)	171,000
Interest cost	(3,000)	1,000
Actuarial gains/losses	246,000	(37,000)
Contributions	(267,000)	(215,000)
Benefits paid	23,000	29,000
At the end of the year	(52,000)	(51,000)

Composition of plan liabilities:

	2021 £	2020 £
Present value of plan liabilities at beginning of period	20,055,000	18,350,000
Current service cost	23,000	29,000
Employee contributions	4,000	6,000
Interest cost	255,000	360,000
Actuarial (gains)/losses	(1,045,000)	2,030,000
Benefits paid	(844,000)	(720,000)
Total plan liabilities	18,448,000	20,055,000

Notes to the financial statements

For the year ended 31 December 2021

24. Pension commitments (continued)

Composition of plan assets:

	2021 £	2020 £
Present value of scheme assets at the beginning of period	20,106,000	18,179,000
Interest on scheme assets	258,000	359,000
Actuarial gains/(losses)	(53,000)	2,067,000
Benefits paid	(844,000)	(720,000)
Contributions paid by the Company	267,000	215,000
Employee contributions	4,000	6,000
Change in non-recoverable surplus	(1,238,000)	-
Total plan assets	18,500,000	20,106,000
	2021 £	2020 £
Present value of plan assets/(liabilities)	52,000	51,000
Net pension scheme liability	52,000	51,000

The amounts recognised in profit or loss are as follows:

	2021 £	2020 £
Current service cost	(23,000)	(29,000)
Interest on obligation	3,000	(1,000)
Total	(20,000)	(30,000)

The return on the plan assets was £205,000 (2020: £2,426,000).

The cumulative amount of actuarial gains and losses recognised in the Statement of comprehensive income was (£246,000) (2020 - £37,000).

The Company expects to contribute £250,000 to its Defined benefit pension scheme in 2022.

Notes to the financial statements

For the year ended 31 December 2021

24. Pension commitments (continued)

Principal actuarial assumptions at the balance sheet date (expressed as weighted averages):

	2021	2020
	%	%
Discount rate	1.90	1.30
Future salary increases	0.00	0.00
Future pension increases	3.40	2.90
RPI assumption	3.50	3.00
CPI assumption	3.00	2.50

The underlying mortality assumption is based upon the standard table known as S3PA on a year of birth usage with CMI 2020 future improvement factors and a long-term rate of future improvement of 1.0% p.a. (2020: S3PA with CMI 2019 future improvement factors and a long-term future improvement rate of 1.0% p.a.). This results in the following life expectancies:

- Male age 65 now has a life expectancy of 21.7 years (previously 21.8 years);
- Female age 65 now has a life expectancy of 24.1 years (previously 24.1 years);

Defined Contributions Scheme

As from 1 October 1999, the Company introduced a new 'Defined Contributions Pension Scheme' in respect of new entrants. The pension charge for the year was nil (2020: £nil). The pension scheme was closed as from 31 January 2006 and where appropriate, the accrued benefit transferred to the GPP Pension Scheme.

Group Personal Pension Plan

As from 1 February 2006 the Company introduced a new 'Group Personal Pension Plan' in respect of new entrants and those already in the Defined Contributions Pension Scheme. The contribution rates in respect of the Group Personal Pension Plan are as follows:

Employer's contributions - matched contributions from 1% to 5%

Employees' contributions - 0.8% minimum up to HM Revenue and Customs limit

All contributions are invested with Aviva. The related pension charge for the year was £180,900 (2020: £174,521). Contributions totalling £nil (2020 - £25,986) were payable to the fund at the balance sheet date and are included in creditors.

Notes to the financial statements

For the year ended 31 December 2021

25. Commitments under operating leases

At 31 December 2021 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2021 £	2020 £
Not later than 1 year	262,610	149,406
Later than 1 year and not later than 5 years	674,997	349,491
Later than 5 years	232,500	2,941
	<u>1,170,107</u>	<u>501,838</u>

26. Special Interest Groups

The results of the related activities undertaken by Special Interest Groups are not considered part of the Company's activities and accordingly are not included in the Company's statement of comprehensive income. The Company holds funds on behalf of these Groups which at 31 December 2021 amounted to £343,577 (2020: £337,824).

27. Related party transactions

The Company's related parties comprise its Board of Directors and its key management. There were no related party transactions with Directors or key management to disclose.

Key management personnel compensation for the financial year totalled £728,061 (2020: £693,336).

28. Company status

The Company is incorporated as a company limited by guarantee and without share capital. In the event of a winding-up or dissolution of the Company, every member has a liability to contribute to its debts as required to an amount not exceeding 25 pence.

29. Controlling party

The Directors consider that the board structure means that there is no directly identifiable controlling party.

30. Change in accounting policy

The company has changed its accounting policy to measure investments in associates at fair value. Previously the company measured investments in associates at cost less impairment. The change has been made as it more accurately reflects the value of the investment at the year end by accounting for profit share not received.

The impact of the change in accounting policy on the prior year is to decrease the debtors due within one year by £366,599 and increase the investments in associates by £366,599. There is no impact on reserves.

Registered number: 00391886

Road Haulage Association Limited

Management information

For the year ended 31 December 2021

Road Haulage Association Limited
(A company limited by guarantee)

Detailed profit and loss account

For the year ended 31 December 2021

	2021	2020
	£	£
Turnover	11,565,747	10,205,106
Cost Of Sales	(3,231,048)	(2,625,631)
Gross profit	8,334,699	7,579,475
Gross profit %	72.1 %	74.3 %
Other operating income	963,532	1,052,827
Less: overheads		
Administration expenses	(8,741,700)	(8,127,308)
Establishment expenses	(324,683)	(279,900)
Operating profit	231,848	225,094
Interest receivable	1,535	8,091
Interest payable	(3,005)	(9,391)
Other finance income	3,000	(1,000)
Investment income	58,308	366,599
Tax on profit on ordinary activities	428,192	(31,730)
Profit for the year	719,878	557,663

Road Haulage Association Limited
(A company limited by guarantee)

Schedule to the detailed accounts

For the year ended 31 December 2021

	2021 £	2020 £
Turnover		
Membership subscription	4,624,433	4,170,314
Other membership services and publications	5,267,921	4,456,702
Sales to members	1,585,231	1,548,375
Exhibitions, conferences and seminars etc	88,162	29,715
	<u>11,565,747</u>	<u>10,205,106</u>
	<u><u>11,565,747</u></u>	<u><u>10,205,106</u></u>
	2021 £	2020 £
Cost of sales		
Purchases	1,354,103	1,170,266
Training course	642,036	489,490
Legal services	708,653	659,079
Write off Stock	80,863	9,096
Roadway Magazine	178,890	149,390
Event costs	27,602	5,189
CV show costs	52,264	2,185
Inspections and audits	186,637	140,936
	<u>3,231,048</u>	<u>2,625,631</u>
	<u><u>3,231,048</u></u>	<u><u>2,625,631</u></u>
	2021 £	2020 £
Other operating income		
Other operating income	890,850	903,592
Government grants receivable	72,682	149,235
	<u>963,532</u>	<u>1,052,827</u>
	<u><u>963,532</u></u>	<u><u>1,052,827</u></u>

Road Haulage Association Limited
(A company limited by guarantee)

Schedule to the detailed accounts

For the year ended 31 December 2021

	2021	2020
	£	£
Administration expenses		
Staff salaries	5,282,121	5,115,729
Staff national insurance	545,114	532,310
Staff pension costs - defined contribution schemes	322,602	318,197
Staff pension costs - defined benefit schemes	23,000	29,000
Staff training	57,792	37,734
Staff welfare	17,962	15,543
Motor running costs	378,566	384,886
Entertainment	6,191	6,353
Hotels, travel and subsistence	66,537	74,899
Printing and stationery	20,910	19,906
Postage	26,247	22,929
Telephone and fax	112,295	88,214
Computer costs	16,488	40,074
General office expenses	20,625	8,493
Advertising and promotion	592,708	482,260
Trade subscriptions	362,725	336,122
Charity donations	8,118	7,063
Legal and professional	275,057	76,070
Auditors' remuneration	23,033	25,033
Fees payable - interco	700	750
Accountancy fees	2,900	3,000
Equipment hire	29,970	31,523
Bank charges	61,994	59,359
Bad debts	24,555	22,466
Sundry expenses	5,956	(9,265)
Insurances	76,227	64,624
Sundry establishment expenses	2,491	-
Depreciation - motor vehicles	6,283	4,903
Depreciation - office equipment	29,581	27,512
Depreciation - computer equipment	60,631	58,002
Amortisation - intangible fixed assets	209,315	181,159
Depreciation - freehold property	38,406	49,170
Profit/loss on sale of tangible assets	204	(7,646)
Meeting Costs	28,335	9,240
Shop stock booked out internal use	6,061	11,696
	8,741,700	8,127,308

Road Haulage Association Limited
(A company limited by guarantee)

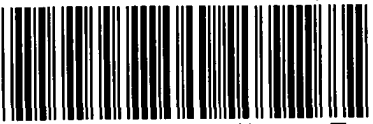
Schedule to the detailed accounts

For the year ended 31 December 2021

	2021 £	2020 £
Establishment		
Rent - non-operating leases	(7,950)	(6,000)
Rent - operating leases	82,954	81,200
Rates	82,968	87,680
Water	2,749	(426)
Light and heat	28,344	27,940
Service charges	45,466	29,372
Insurances	697	7,746
Repairs and maintenance	78,712	40,370
Establishment - spare	10,743	12,018
	<u>324,683</u>	<u>279,900</u>
	2021 £	2020 £
Interest receivable		
Bank interest receivable	1,535	8,091
	<u>1,535</u>	<u>8,091</u>
	2021 £	2020 £
Interest payable		
Bank overdraft interest payable	3,005	9,391
	<u>3,005</u>	<u>9,391</u>
	2021 £	2020 £
Other finance income		
Interest on pension scheme liabilities	3,000	(1,000)
	<u>3,000</u>	<u>(1,000)</u>
	2021 £	2020 £
Investment income		
Income from interests in associated undertakings	58,308	366,599
	<u>58,308</u>	<u>366,599</u>

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COMPANIES HOUSE

Articles of Association
Version - 27/05/2021

Company Limited by Guarantee and not having a share capital

**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)
(Amended by Special Resolution passed on 11th July 2019)
(Amended by Special Resolution passed on 28th May 2020)
(Amended by Special Resolution passed on 1st April 2021)
(Amended by Special Resolution passed on 27th May 2021)

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 either 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 or herself and the Association exercise the rights and privileges of the Member appointing him or her 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 or she 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 or her. 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. With the prior agreement of the Company, payment of subscriptions may be paid by way of direct debit at intervals determined by the Company. 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

Unless otherwise recommended by the relevant Regional Council and then agreed by the Board, 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

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

- 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 or herself) 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 no more than 30.

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 or her 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 accept 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 are 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 Chairperson

The Chairperson of each Regional Council shall be elected annually by such Regional Council from amongst the members of such Regional Council and a retiring Chairperson 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 two Vice-Chairperson at the same time as it elects the Chairperson.

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, 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 Chairperson of the Board immediately preceding such election and may appoint as additional Directors representatives, duly appointed under Article 4.2, of holding companies. The Board may at any time and from time to time appoint no more than three Directors at any one time, any person who by their knowledge or capabilities should in the opinion of the Board be able to make valuable contributions to the work and objects of the Board. They may at any time be removed from membership of the Board by resolution of the Board.

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.

- 25.1 If any Director shall die or otherwise cease to hold office then the Regional Council which appointed such Director shall appoint another in his or her stead.
- 25.2 All Directors shall be eligible for re-election by the Regional Councils in accordance with the Rules unless otherwise ineligible under these Articles.
- 25.3 With effect from 11th July 2019 and not retrospectively applied to the Directors at that time, Directors who have held office for nine years shall be eligible for re-election for a further three years with the consent of the Board.

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. The Midlands, Western and Wales Region may however appoint an additional Director representing a Member or a representative of a Member appointed under Article 4.2 whose membership address is in Wales and therefore shall have no more than four 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. Chairperson and Vice Chairpersons

- 30.1 At the last meeting of the Board before the Annual General Meeting in every third year, the Board shall appoint a Chairperson of the Association and of the Board who shall be known as the National Chairperson, and not more than two Vice-Chairpersons who shall hold office from the close of that Annual General Meeting until the close of the Annual General Meeting in the third following year.
- 30.2 A retiring National Chairperson who has held office for three years shall be eligible for re-election for a second consecutive term of three years but shall not be eligible for re-election to that office for a third consecutive term.
- 30.3 The National Chairperson must be a Director elected to the Board from one of the Regional Councils.
- 30.4 Where the National Chairperson is an employee of a member organisation, remuneration may be payable to their employer to compensate for loss of time and resource which can be waived at their discretion.

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 cease 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 or her 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 or her 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, Director of Finance, Managing Director of Operational and Commercial & Secretary to the Board of Directors

36.1 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 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.

36.2 The Chief Executive Officer, Director of Finance and Managing Director of Operational and Commercial shall all be appointed as Directors of the Company.

36.3 The Chief Executive Officer, Director of Finance and Managing Director of Operational and Commercial shall all be required to abstain from any voting where the National Chairperson considers there to be a vested interest.

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 Chairperson. 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 Chairperson and any Vice-Chairperson 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 Chairperson of the Board or, in their absence, of the two Vice-Chairpersons 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. Chairperson of a meeting

The National Chairperson or, in their absence, one of the Vice-Chairpersons shall take the chair at every meeting of the Board. If at any meeting neither the National Chairperson nor any Vice-Chairperson 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 Chairperson 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 a "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 or her 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. General Meetings

The Board may whenever it thinks fit convene a General Meeting and a 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 a 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. Chairperson

The National Chairperson or, in their absence, a Vice-Chairperson of the Board, shall take the chair at every general meeting. If neither the National Chairperson nor a Vice-Chairperson 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 Chairperson 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 Chairperson 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 Chairperson 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 Chairperson 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 Chairperson 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 Chairperson 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 Chairperson 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 Chairperson 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 or her
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 Chairperson of such meeting or by the Chairperson 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 or her 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 or her 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 or her 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 is acquitted or in connection with any application under the Act so arising in which relief is granted to him or her 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.