

# Articles of Association



# BRITISH INTERNATIONAL FREIGHT ASSOCIATION

## ARTICLES OF ASSOCIATION

The Articles of Association of the British International Freight Association as adopted by Special Resolution of and amended at an Extraordinary General Meeting on 22 May 2018.

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#### Articles of Association of the British International Freight Association

(Adopted at an Extraordinary General Meeting on 22 May 2018)

## PRELIMINARY

### 1. Definitions and Interpretation

(1) In these Articles the following words and expressions shall, unless the context otherwise requires, bear the following meanings:

WORD OR EXPRESSION	MEANING
“the Act”	the Companies Act 2006
“the Articles”	the Articles of Association of the Association and “Articles” shall be construed accordingly
“the Association”	British International Freight Association
“the Board”	the Board of Directors of the Association from time to time
“category”	a part of a Class of Members created by Policies under Article 3(2) as a separate category within that Class
“the Chair”	the person appointed as Chair of the Association pursuant to Article 58
“Class”	a class of Members of the Association being either the Registered Trading Members, the Probationary Trading Members and the Associate Members (and “Classes” shall be construed accordingly)
“clear days”	in relation to a period of notice, that period excluding the day when notice is given or deemed given and the day for which it is given or on which it is to take effect
“the Constitution”	the Memorandum of Association of the Association and the Articles as amended from time to time
“Co-opted Board Members”	Those persons co-opted onto the Board in accordance with the Policies of the Board who shall be elected by the Board and thereby hold the position of Non-Executive Directors
“the Council”	Council shall comprise those persons as defined in Article 59
“Director”	a member of the Board
“the Director - General”	the person appointed under Article 63 to perform inter alia the functions of the Secretary of the Association
“Division”	a division of Trading Members created by Policy under Article 3(2) as a separate division within that Class
“Executive Director”	a person appointed under Article 64 to perform the functions of an Executive Director from the Secretariat

“Member”	any Trading Member, Probationary Member or Associate Member of the Association
“Membership”	the relationship of a Member to the Association
“Month”	a calendar month
“Non-Executive Director”	a person elected by the Board to serve on the Board
“the Policies”	the Policies as approved by Council and issued by the Board and as amended or extended from time to time
“Policy Groups”	such groups representing Working Committees as are necessary to facilitate the workings of the Association
“the President”	the person appointed as president of the Association pursuant to Article 65(1)
“the Register of Members”	the Register of Members established in accordance with Article 6
“the Seal”	the Common Seal of the Association
“the Secretariat”	the administrative office and employees of the Association
“the United Kingdom”	The United Kingdom of Great Britain and Northern Ireland
“Vice-Chair”	the person appointed as vice-chair of the Association pursuant to Article 58
“Vice-President”	the person elected as vice-president of the Association pursuant to Article 65(2)
“in writing” or “written”	written, printed, lithographed or partly one and partly another, and other modes of representing or reproducing words in visible form

(2) Unless the context of the Articles otherwise requires:

- (a) words importing the singular shall include the plural and vice versa and references to persons shall include corporations, firms and partnerships;
- (b) words and expressions in these Articles shall bear the meaning given them in the Act including any statutory modification thereof at the date of adoption of these Articles;
- (c) references to Articles are to the Articles set out herein and references to sub-Articles without other qualification are references to the sub-Articles of the Article in which the reference appears;
- (d) references to the Board shall include any body or committee to whom the Board has lawfully delegated the relevant powers or functions of the Board under the Articles.

## 2. Exclusion of Table A and Table C

The regulations contained in Table A and Table C (as prescribed by regulations made under Section 8 of the Act) shall not apply to the Association but these Articles shall (to the exclusion of such regulations and any previous Articles of Association of the Association) constitute the Articles of Association of the Association.

## MEMBERSHIP

### 3. Classes and Divisions of Members

- (1) There shall be three Classes of Members of the Association, namely:
  - (a) Registered Trading Members; and
  - (b) Probationary Trading Members; and
  - (c) Associate Members.
- (2) Each class may be divided into such Divisions and Categories of Membership as may be determined by Association policy.

### 4. Admission to Membership

- (1) The procedure for admission to Membership and appeals against refusal to grant Membership shall be as set out in the Policies of the Board.

### 5. Eligibility and Change of Membership

- (1) The Board may at any time in its discretion remove a Member from the Class, or from a Division or Category of the Class to which he or she belongs:
  - (a) if such Member does not satisfy the then current criteria for membership of such Class, Division or category as the case may be; or
  - (b) upon the Member's own application;

and subject to fulfilment by the Member of the relevant criteria, or otherwise if the Board in its discretion thinks fit, admit the Member to another class or to one or more other Divisions or Categories as appropriate.

## MEMBERSHIP REGISTER AND CERTIFICATE

### 6. Membership Register

- (1) The Director General shall establish and maintain a Register of Members in accordance with the Act;
- (2) The Register of Members shall be divided into Sub-Registers for the three Classes of Membership which shall include inter alia:
  - (a) a Registered Trading Members Register; and
  - (b) a Probationary Trading Members Register; and
  - (c) an Associate Members Register.

Each Class Register shall be sub-divided to show each Division and Category of Membership and each Member shall be entitled according to their Divisions and Categories of Membership to be entered in the Class Register concerned.

### 7. Membership Certificate

- (1) If the Board (or the appropriate Committee) approve an application for Membership in any Class for which Membership application is made, the Director General shall (subject to fulfilment of any conditions imposed by the Board or appropriate Committee) issue to a Member a Membership certificate;
- (2) Every Membership certificate shall be the property of the Association and shall be returned to the Association upon cessation of Membership.

### 8. Existing Members: Admission to Other Divisions

- (1) Save as permitted by these Articles, no Membership shall be capable of being transferred;
- (2) The Director General shall make such entries in, and alterations to, the Register of Members as are required to give effect to this Article.

## FEES, SUBSCRIPTIONS AND LEVIES

### 9. Entrance Fees

The Board may from time to time fix entrance fees payable by an applicant.

### 10. Subscriptions

- (1) The Board may from time to time fix membership subscriptions payable on acceptance into Membership;
- (2) Each Member shall pay an annual subscription at such rates as the Board may determine in respect of any year or part thereof;
- (3) Subscriptions shall be payable upon first admission and thereafter annually as the Board may determine.

### 11. Default

Without prejudice to Article 12 (Suspension) if any Member fails to pay on the due date for payment any subscriptions, fees, or other monies due to the Association and continues in default for three months after service of notice upon them requiring payment, it shall have its Membership automatically terminated.

## SUSPENSION, EXPULSION, DISCIPLINARY PROCEEDINGS AND RESIGNATION

### 12. Suspension

- (1) In the event that any Member is deemed by the Director General to be in breach of these Articles or the relevant Code of Conduct, they shall be issued with a Notice of Membership Review (NMR) by which they are required to provide, within 28 days of the date of such Notice, evidence in writing as to why their Membership should not be suspended;

- (2) In the event that the Member does not reply, in writing, within the stipulated time referred to in (1) above, the Member shall have their Membership of the Association suspended for a period of 28 days;
- (3) In the event that the Member does not reply, in writing, within the stipulated time referred to in (2) above, the Member shall have their Membership terminated forthwith;
- (4) In the event that the Member submits evidence in writing within the given time limit as to why their Membership should not be suspended or terminated, such evidence shall be submitted to the Board which shall determine the sanction, if any, to be imposed on the Member;
- (5) The Board may appoint a Working Group to exercise all its rights, powers, or discretions under this Article, provided always that any appeal by the Member against the suspension or termination of Membership, or any other sanction, shall be to the Board;
- (6) The Board may order an inquiry into any event or circumstance concerning the Association or the business or affairs of one or more Members including, without limitation, for establishing whether there has been any breach of these Articles, or whether any wrongful, improper, or undesirable act or practice has been or is being committed or has developed or is developing.

### 13. Members' Responsibility and Sanctions

- (1) Each Trading Member shall be responsible for all conduct of, or breaches caused by the acts or omissions of its officers, employees, consultants or agents and the Board shall be entitled to treat such conduct or breaches as the breach by the Member;
- (2) The Board may impose on any Member one or more of the following sanctions:
  - (a) issue such cautions, warnings, or reprimands as it may consider necessary;
  - (b) suspension from the exercise of voting rights and/or all or any of the other rights, powers and privileges of Membership (including without limitation, those conferred on them by membership of any Divisions or Categories) for a specified period or until receipt by the Board of such specific or general written undertakings as the Board may require as to such Member's (or its employees', officers', consultants', or agents') future conduct;
  - (c) expulsion from the Association;
  - (d) the issue of an order requiring the Member found to have committed the infringement to take such steps as the Board may direct and failing compliance therewith, expulsion;
  - (e) any combination of the foregoing.
- (3) The Board, if it thinks fit, shall publish or cause or authorise to be published, in such manner or manners and at such time or times as in its discretion it may think proper, notice of the termination of Membership of any Member but the Board shall not be required to publish or

cause to be published its reasons for any such decision, findings or termination;

- (4) The Board may appoint a Committee to exercise all or any of its powers, rights and discretion under sub-Articles (2) and (3) provided always that any appeal against such punishment imposed upon the Member by any such Committee shall be to the Board.

### 14. Inquiries

- (1) The Board may order an inquiry into any event or circumstance concerning the Association or the business or affairs of one or more Members including, without limitation, for the purpose of establishing whether there has been any breach of these Articles, or whether any wrongful, improper or undesirable act or practice has been or is being committed or has developed or is developing;
- (2) Any such inquiry shall be conducted by a Committee in accordance with the instructions of the Board who may, at any time and from time to time in the course of or after conclusion of such inquiry, make available to the Board or any other Committee (including any such acting under Article 12) all or any of its minutes, records and findings and/or the evidence adduced in the course of such inquiry.

### 15. Resignation

- (1) Subject to this Article 15, a Member may terminate their Membership of any Class by fourteen days notice of resignation in writing.
- (2) No Member may, without the consent of the Board, resign their Membership of the Association;
  - (a) until they have paid all subscriptions, fees, levies or other monies owing by him or her to the Association; or
  - (b) while under suspension under Article 12; or
  - (c) if the Board (or appropriate Committee) has by notice, issued at any time before expiry of the notice referred to in sub-Article (1), whether with respect to the Member concerned or to Members generally, suspended the right of the Member to resign.

### 16. Cessation

- (1) On the cessation of Membership for any reason, no Member shall be entitled to recover the whole or any part of their entrance fees or subscriptions paid for that year. Upon cessation the Member shall return their Membership Certificate and any other property of the Association in their possession;
- (2) Cessation of Membership shall automatically terminate any right of such Member to represent themselves as being or having been a Member of the Association, or to display or use in any form whatsoever any device, emblem or name of the Association or any of its subsidiaries or use any of the Association's copyright documents and agreements.



## 17. Registers: Notice of Membership Changes

The Director General shall make such entries in, or alterations to, the Register of Members as are appropriate to record the expulsion or resignation of any Member.

## GENERAL MEETINGS

### 18. Association to Hold Annual General Meetings

The Association shall in each year hold a general meeting in accordance with the provisions of the Act.

### 19. Convening Meetings

The Board may call general meetings and on the requisition of Members in accordance with the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

### 20. Designations

All general meetings other than annual general meetings shall be called extraordinary general meetings.

### 21. Notice of General Meetings

- (1) An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen days' notice but a general meeting may be called by shorter notice if it is so agreed by all the Members entitled to attend and vote thereat;
- (2) The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting shall specify the meeting as such;
- (3) The notice shall be given to all the Members and to the Directors and auditors.

### 22. Omission to Give Notice

The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice, shall not invalidate the proceedings at the meeting.

### 23. Quorum

No business shall be transacted at any general meeting unless a quorum is present. If fewer than one-half the total number of Members is present, twelve Members (or their proxies) shall be a quorum.

### 24. Want of Quorum at General Meeting

If such a quorum is not present within half an hour from the time appointed for the general meeting, or if during such a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If a quorum is not present within half an hour from the time appointed for resumption of the meeting, such meeting shall be deemed dissolved.

### 25. Chair of Meeting

- (1) The President or in his or her absence, the Chair, or in his or her absence, some other Director nominated by the Board shall preside as Chair of the general meeting, but if neither the President, Chair nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chair of the meeting and if there is only one Director present and willing to act, he or she shall be Chair of the meeting;
- (2) If no Director is willing to act as Chair, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be Chair of the meeting.

### 26. Director May Attend and Speak at Meetings

A Director shall be entitled to attend and speak at any general meeting and at any general meeting of any Class or Division of Member notwithstanding that he or she is not a Member of such Class or Division.

### 27. Adjournment

The Chair of the meeting may, with the consent of a general meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned it shall not be necessary to give any notice of adjournment or of any business to be transacted at an adjourned meeting notwithstanding the length of such adjournment.

### 28. Voting: Demand for Poll

A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the Chair of the meeting; or
- (b) by a vote on a show of hands; or

(c) by at least five Members having the right to vote at the meeting;

and a demand by a person as proxy for a Member shall be the same as a demand by such Member.

## 29. Declaration of Result

Unless a poll is duly demanded a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of a number of votes recorded in favour of or against the resolution.

## 30. Withdrawal of Demand for Poll

The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

## 31. Declaration of Poll

A poll shall be taken as the Chair of the meeting directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

## 32. Calculation and Casting of Votes

In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the Meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

## 33. Taking of Poll

A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. 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 the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

## 34. Notice of Poll

No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

## 35. Written Business

A resolution in writing executed by or on behalf of each Member, who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in like form each executed by or on behalf of one or more of such Members in which event the resolution shall be deemed passed upon notification (by any means) of signature to the office or the Director General.

## 36. Votes of Members

Subject to these Articles, all Members shall be entitled to speak at any general meeting and vote on any resolution thereat.

## 37. Votes on a Show of Hands

On a show of hands every Member who is present in person or by proxy or (being a corporation) is present by a duly authorised representative, not being themselves, a Member entitled to vote, shall have one vote.

## 38. Objection to Votes

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair of the meeting whose decision shall be final and conclusive.

## 39. Voting by Proxy

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

## 40. Form of Proxy

An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in a form which the Board may approve.

## 41. Restricted Proxy

Where a Voting Member wishes to instruct the proxy how he or she shall act the instrument appointing a proxy shall be in a form which the Board may approve.

## 42. Production of Proxy Form

The instrument appointing a proxy and any authority under which it is executed, or a certified copy of such authority may:

- (a) be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting

or adjourned meeting at which the person named in the instrument proposes to attend and/or vote; or

- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) in any case, be produced at the relevant meeting to the Chair of the meeting before the person named in the instrument casts a vote.

### 43. Proxy May Demand a Poll

A vote given or a poll demanded by a proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Association at the Office, or such other place at which the instrument of proxy was deposited or produced, before or during the meeting or adjourned meeting at which the vote is given or the poll demanded.

## CLASS AND DIVISIONAL MEETINGS

### 44. Annual and Extraordinary Class Meetings

Each Class and Division of Members may hold, during each calendar year, a meeting which shall be respectively designated as the Open Meeting of the Class or Division.

### 45. Matters to be Considered at Class Meetings

- (1) The purpose of Class or Divisional meetings is to discuss matters relevant to that particular Class or Division including, without limitation the election of representatives of their respective Representative Committees;
- (2) Sub-Article (1) above is without prejudice to the right of the Association to discuss any matter relating to any Class, Division or Category of Members at open meetings.

### 46. Votes at Class Meetings

- (1) At all Class or Divisional meetings, all Members of that Class, or Division entitled to vote shall be entitled to one vote on a show of hands or on a poll;
- (2) At meetings of a Division of Trading Members all Trading Members of that Division shall be entitled to attend and speak and vote thereat.

## DIRECTORS

### 47. Number of Directors

The Board shall consist of such maximum number of Directors and Co-opted Board Members as may be prescribed from time to time and, until otherwise prescribed, the maximum

shall be ten (10). The minimum number of Directors and Co-opted Board Members shall be seven (7). The Board will meet each year at number of times and frequency to be decided pursuant to the Policies of the Board.

### 48. Election and Nomination of Directors

- (1) The Board shall be comprised as follows:
  - (a) The Chair and Vice Chair of the Association;
  - (b) the Immediate Past Chair;
  - (c) the Director General;
  - (d) not more than two Executive Directors of the Secretariat; and
  - (e) not more than four Directors elected from Council or Co-opted, a minimum of two of which shall be members of Council.

### 49. Duties of the Board

- (1) Subject to the provisions of the Act, the Constitution and to any directions given in general meeting, the business of the Association shall be managed by the Board who may exercise all the powers of the Association. No alteration of the Constitution and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by any other Article and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board;
- (2), and without prejudice to the generality of the foregoing provisions, the Board shall:
  - (a) take cognisance of all matters affecting the Members and if thought fit to bring such matters before a general meeting of the Association and to make any recommendation in relation thereto;
  - (b) establish and maintain relationships with all or any persons, organisations, or other bodies necessary for the conduct and development of the Association;
  - (c) borrow monies for the purposes of the Association, and secure the repayment thereof in such manner, and upon such terms and conditions as may seem advisable;
  - (d) encourage the enrolment of Members and foster friendly relations amongst Members;
  - (e) establish trade divisions, Policy Groups and committees for the promotion of specialised interests and activities of Members and regulations in regard thereto.
  - (f) Consider and appoint Co-opted Board Members to bring necessary expertise to the Board if appropriate for such terms and at such times as they see fit
  - (g) consider and put forward to an AGM any changes to the Constitution for approval
  - (h) consider any special circumstances pertaining to retention of any Vice President in accordance with clause 65(4) below and making decisions in this regard as they see fit



## 50. Powers of Attorney: Agency

The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purpose and on such conditions as they determine, including authority for the agent to delegate all or any of his or her powers.

## 51. Delegation of Directors' Powers

To the extent not expressly reserved by these Articles, the Board may delegate any of its powers, rights or discretions to any Committee which may consist of such persons as the Board considers fit and proper to serve thereon together with such persons as may be co-opted by the members of such Committee with the general or specific authority of the Board. The Board may also delegate to any person holding any other executive office such of their powers as they consider desirable to be exercised by him or her. Any such delegation may be made subject to any conditions the Board may impose.

## 52. Retirement of Directors

Directors shall retire on completion of two years' service. Each such Director shall be eligible to stand for re-election up to a maximum of four times unless he or she retires from his or her job at or has become unemployed by a Registered Trading Member during his or her last term of office or unless he or she is salaried in accordance with Article 55(2) below and shall be deemed nominated for re-election unless he or she discloses his or her intention not to stand or has completed the maximum five terms in office unless he or she is salaried in accordance with Article 55(2) below. A Director shall remain in office if he or she retires from or becomes unemployed by a Registered Trading Member to the end of his or her term but no longer and shall retire as Director and not be eligible for re-election unless a salaried Director in accordance with Article 55(2). If the candidates nominated for election or re-election to the Board are not more than the vacancies to be filled, such candidates shall be deemed to have been elected automatically without the need for taking a vote. Voting on the election of Directors shall be counted as if taken from a poll. In the event of any votes being equal, the Chair shall determine the result by lot. The Chair of the meeting shall declare the result of the election at the Annual General Meeting of the Association and such declaration shall, save in the case of manifest error, be conclusive.

## 53. Resignation of Director

The office of a Director shall be vacated if he or she resigns his or her office by written notice to the Association which he or she must do on completion of five terms in office and must not stand for re-election unless he or she is salaried in accordance with article 55(2) below.

## 54. Disqualification and Removal of Directors and Committee Members

- (1) A Director shall cease to hold office if:
  - (a) he or she ceases to be a Director by virtue of any provision of the Act or he or she becomes prohibited by law from being a Director; or
  - (b) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
  - (c) he or she is, or may be suffering from mental disorder and either:
    - (i) he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983; or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
  - (d) the Board resolves that a Director shall cease to hold office if that Director shall for more than twelve consecutive months have been absent without permission of the Directors from meetings of the Board or any of its Committees held during that period and the Directors resolve that his or her office be vacated; or
  - (e) he or she is adjudged guilty in disciplinary proceedings of disgraceful conduct or punished for breach of any Article; or
  - (f) in the case of a representative of a Class or Division of Members, his or her firm, or company ceases to be a Member of such Class or Division or he or she ceases for any reason to be a partner, officer or employee of the Member of which he or she is a representative; or
  - (g) he or she is disqualified under any relevant legislation provided that where paragraphs (c), (d), (e) and (f) apply the Director shall only cease to hold office when an entry to that effect is made in the minutes of the Board; or
  - (h) he or she has completed five terms in office unless he or she is salaried in accordance with article 55(2) below.
- (2) Sub-Article (1) shall apply *pari passu* to the appointment of any Committee member (whether a Director or not) provided that he or she shall only cease to hold office as a member of the Committee when an entry to that effect is made in the Minutes of the Committee.

## 55. Remuneration of Directors

- (1) Save in respect of the Director General and the Executive Directors of the Secretariat no Director shall be entitled to any fees or other remuneration unless the Association by ordinary resolution determines otherwise;
- (2) The remuneration and benefits of the Director General and the Executive Directors of the Secretariat shall be fixed by a Remuneration Committee comprising the Chair and Vice Chair.

## 56. Directors' Expenses

The Directors may be paid all travelling and hotel expenses properly incurred by them in connection with their attendance at meetings of Directors or Committees or general meetings or separate meetings of the holders of any Class or Division or otherwise in connection with the discharge of their duties.

## 57. Directors' Interests

- (1) Subject to the provisions of the Act, and provided that he or she has disclosed to the Association the nature and extent of any material interest of his or her, a Director notwithstanding his or her office:
  - (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;
  - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate in which the Association is interested; and
  - (c) shall not by reason of his or her office, be accountable to the Association for any benefit which he or she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- (2) For the purposes of sub Article (1)
  - (a) a general notice given to the Board (or appropriate Committee) that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified;
  - (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of his or her.
- (3) A Director shall not vote nor be counted in the quorum of any Board (or Committee) meeting if he or she shall have a material interest in any transaction or arrangement as determined in Sub-Articles (1)(a) and (b) above.

## 58. Proceedings of Directors

- (1) Subject to the provisions of the Constitution, the Board may regulate its proceedings in accordance with the Policies of the Board. Any two Directors may call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote;

- (2) The quorum necessary for the transaction of the business of the Directors shall be five (5) of which not less than three (3) shall be non-Executive Directors;
- (3) The Board will elect a Chair and Vice-Chair in accordance with the Articles.
- (4) All acts done by a meeting of the Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote;
- (5) A resolution in writing signed or approved in writing by each Director shall be as valid and effective as if it had been passed at a meeting of Directors duly convened and held and when signed may consist of several documents each signed by one or more Directors or their alternates in which event the resolution shall be deemed passed upon notification (by any means) of signature to the Office or the Director General;
- (6) The proceedings of any Committee shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying and to the extent not varied by these Articles.

## COUNCIL

### 59. Council of the Association

- (1) Council shall comprise not more than forty (40) persons and shall meet not less than two times each calendar year. Any Council Member who retires or becomes unemployed during office shall be permitted to remain in office to the end of their term
- (2) Members of Council shall comprise the following persons:-
  - (a) Directors of the Board;
  - (b) The Chairs of the Policy Groups;
  - (c) The Chairs of the Regional Committees;
  - (d) Vice-Chairs of the Policy Groups of the Association;
  - (e) Elected Vice Presidents of the Association
  - (f) The President.

### 60. Duties of Council

- (1) The duties of Council shall be:-
  - (a) to take cognisance of all matters affecting the freight services industry and to offer advice thereon to the Board;
  - (b) promote relationships with such other bodies as may be of benefit to the Association;
  - (c) offer advice to the Board on any matter which the Board may bring before it;
  - (d) to assist in the enrolment of Members and the promotion of the Association;

## COMMITTEES AND OFFICERS

### 61. Nature and Composition of Committees

- (1) The number of members upon any Committee and the quorum thereof shall be such number as shall be prescribed by the Policies of the Board. For the purposes of this sub-Article, persons co-opted onto any Committee shall not be counted as a member thereof;
- (2) Each Committee shall function as a Committee of the Board and all provisions of the Articles relating to the proceedings of the Board shall apply to each Committee to the extent not varied in the Articles.

### 62. Policy Groups

- (1) The Board may appoint such Policy Groups as it shall see fit;
- (2) The Board shall make Policies for the retirement, election and nomination of persons to Policy Groups.

### 63. Director General

Subject to the provisions of the Act the Director General shall be appointed by the Board for such term and upon such conditions as it may think fit, and any Director General so appointed may be removed from office by the Board. The Director General shall for the purposes of the Act perform the functions of the Secretary of the Association.

### 64. Executive Directors of the Secretariat

Subject to the provisions of the Act, the Executive Directors of the Secretariat shall be appointed by the Board for such term and upon such conditions as it may think fit, and any Executive Director of the Secretariat so appointed may be removed from office by the Board.

### 65. President and Vice-Presidents

- (1) The Chair of the Association shall nominate a person to be the President of the Association for such term as he or she may think fit, and the President may be removed from such office by the Chair.
- (2) The Board shall elect such Vice-Presidents in accordance with the Policies of the Board from such persons as have held the position of National Chair once they have stood down from the Board.
- (3) Each Vice-President shall hold office for two years subject to a maximum of three terms.
- (4) Each Vice-President shall be entitled to continue to hold office to the end of a term in which they either retire or become unemployed by a Registered Trading Member save that the Board retains the right to permit an individual as a Vice President to remain in office even in the event of retirement or if they have exceeded their three times two year terms in circumstances that the Board considers to be special

### 66. Non Executive Directors

The non executive Directors will be elected by the Board pursuant to Article 49 of these Articles.

## GENERAL

### 67. Minutes

The Board, Council and all Policy Groups and committees shall cause minutes to be made and kept for the purpose of all proceedings at meetings of the Association.

### 68. Seal

The Seal shall only be used by the authority of the Board. The Board may determine who shall sign the instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by any two Directors.

### 69. Accounts

No Member shall have such right of inspection of the accounting records or other book or document of the Association except as they be conferred by statute, or as shall be authorised by the Board or by ordinary resolution of the Association.

### 70. Policies

- (1) The Board may make Policies binding on all or any Classes, Divisions or Categories for the following purposes:
  - (a) for regulating the procedure for admission to membership of any Class Division or Category, the forms to be completed in respect thereof and the undertakings to be given as a condition of approval of admission;
  - (b) for regulating the subscriptions, fees, levies and other monies payable by Members to the Association;
  - (c) for regulating the manner in which Policies shall be promulgated;
  - (d) for delegating (to the extent not reserved to the Board by the Articles) the performance of any functions of the Board to any Committee or other person or body including without limitation the day to day administration of the Association;
  - (e) for regulating the conduct of enquiries and disciplinary proceedings and the making of representations thereto;
  - (f) for requiring Members and their officers, representatives and employees to give (when required) such information or to produce such documents as may be in their possession or under their control relevant to the subject matter of any inquiry or disciplinary proceedings;
  - (g) for requiring that due confidentiality be preserved with respect to all inquiries, disciplinary proceedings and other confidential activities of the Association
  - (h) for giving effect to any provision of the Articles including without limitation to provisions expressly requiring matters to be conducted in accordance with the Policies of the Board;

- (j) for entitling Members to represent themselves as Members of the Association.
- (2) The Board may (to the extent not expressly reserved to the Board by these Articles) delegate the performance of any of its functions in sub-Article (1) above to any Committee that may establish its own rules and terms of reference as considered appropriate, provided that:
  - (a) such Committee rules and terms of reference shall not be in conflict with the Constitution of the Association and the Policies of the Board.
- (3) In the event of any conflict between:
  - (a) the Articles and these rules or terms of reference, the Articles shall prevail;
  - (b) the Policies of the Board and any Committee rules or terms of reference, the Policies of the Board shall prevail; and any ambiguity or dispute shall be resolved by the Board.

## 71. Notices

- (1) Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing;
- (2) The Association may give any Notice to a Member either personally or by sending it by post in a prepaid envelope addressed in the case of a partnership to its last known address or, in the case of a company, to its last registered office or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to them at that address but otherwise no such Member shall be entitled to receive any notice from the Association.

## 72. Winding Up

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

## 73. Indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Association shall be indemnified out of the assets of the Association against any losses or liabilities which he or she may sustain or incur in or about or in connection with the execution of the duties in his or her office, including any liability incurred by him or her in defending any proceedings, (whether civil or criminal), in which judgement is given in his or her favour or in which he or she is acquitted, or in connection with any application under Section 727 of the Act in which relief is granted to him or her by the Court. No Director or other officer of the Association shall be liable for any loss, damage or liability which may accrue to or be incurred by the Association in the execution of or in relation to the duties of his or her office. This Article shall only have effect in so far as its provisions are not rendered void by Section 310 of the Act.