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**Proposed Changes
to the Articles of Association
of Freight Transport Association Ltd**

**For adoption by Special Resolution
at the Annual General Meeting
to be held on Tuesday 3 May 2011
at the London Hilton Hotel, Park Lane, London W1K 1BE**

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COMPANIES HOUSE

**Letter from the President
to all Members of the Freight Transport Association**

Dear Member

Articles of Association

I am writing to let you know that your Board wishes to make some changes to FTA's Articles of Association and that these will be presented for adoption at the forthcoming Annual General Meeting

The Articles are the ground rules for the governance of the Association. They define the principal bodies through which FTA is managed and the appointment of its principal officers. We are not proposing any changes in structure or procedure but your Board is committed to ensuring that FTA is managed and governed in accordance with best industry practices and we believe the Articles need to be amended to reflect the many developments that have been brought in over recent years. The changes we wish to make are summarised in this briefing Pack, which also contains the revised draft of the Articles. These changes are explained in some detail as I want to ensure transparency and confidence of members in the process.

We will be asking the Annual General Meeting of the Association to adopt these changes on May 3rd, details of which are contained in the Annual Report for 2010 also contained in this mailing.

Yours sincerely



Stewart Oades

**Summary and Explanation of Proposed Amendments to the Articles of Association
as adopted on 30 April 1996 and amended on 30 January 2001**

**To be presented for adoption by Special Resolution
at the Annual General Meeting on Tuesday, 3 May 2011**

1. Update references to various statutes

Many of the references to statutes need to be revised to reflect currently applicable legislation, in particular important new provisions introduced in the Companies Act 2006 need to be incorporated

2. Change "National Executive Board" to read, "FTA Board" wherever it occurs

The term, National Executive Board is now a misnomer as the Board members do not have any executive powers as such This is delegated (under Article 24) to a Chief Executive who is answerable to the Board for the running of the Association A more accurate description is simply the "FTA Board" and this is the term that has been used informally since 2007 It is also consistent with modern governance practices

3. Broaden the definition of Member of the Association (Article 6)

The Articles need to reflect more clearly the broad multi-modal remit of FTA and include reference to providers of freight services by rail, water and air, as well as road

4. Extend Board members' tenure until the next AGM following their leaving a member company (Article 25b)

In circumstances where an FTA Board member leaves the employment of the company through which they were appointed to the Board, it is proposed to allow the Board member to continue serving on the Board until the next Annual General Meeting This allows for an orderly transition and avoids a vacancy arising

5. Appoint the Chief Executive as a member of the FTA Board (Article 24)

In keeping with modern governance practices, and to ensure the correct incentives and accountability, the Board wishes to appoint the Chief Executive as a member of the FTA Board and a Director of the Association Hitherto the Chief Executive and other Executive Directors have routinely attended meetings of the FTA Board but have not participated in decisions and do not have a vote

6. Allow individuals not employed by FTA members to be eligible to serve on the FTA Board (New Article 22A)

The Board wishes to extend the scope of potential Board members beyond the FTA membership alone The range of skills and experience necessary to maintain high standards of governance and address the strategic issues (e.g pensions management) is likely to require the service of specialist individuals who would not necessarily be employed by businesses in membership of FTA The Board may also wish to consider other individuals who could bring special skills or experience to the governance of FTA These may include former politicians, civil servants or industry consultants and commentators The appointment of any such individuals would be by co-option and by majority agreement of the Board This provision mirrors the long-standing arrangements that have been in place whereby National Council is able to appoint non-members to attend its meetings (Article 17)

7. Reduce the minimum notice period for general meetings of the Association from 21 to 14 days (Article 41)

This reduction in notice period was introduced in the Companies Act 2006 and is being incorporated into the Articles to remain consistent In practice the notice period for the Annual General Meeting will remain 21 days as the Notice and Agenda are contained in the Annual Report and Accounts and this is customarily sent to all members of the Association with the April mailing of *Freight* magazine in the last week of March each year

8. Remove references to 'extraordinary' general meetings

References to 'extraordinary general meetings' has been removed as the 2006 Act only recognises general meetings and annual general meetings

9. Clarification of the term 'Member'

The current articles use the term member interchangeably to refer to a member of the Association (i.e. a person, company etc with a right to attend meetings and vote) and to members of the FTA Board and members of National Council. For clarity this has been amended so that when a reference appears to a member who has the right to vote etc this is written as '**Member of the Association**'. Members of the FTA Board or National Council now appear either as '**member of the FTA Board**' or '**member of the National Council**' unless the context of the reference is obvious.

10. Allow the transmission of statutory documents by permitted electronic means. (New Article 85)

The transmission of statutory notices and documents (e.g. notices of resignation or notices of general meetings) by electronic means (e.g. e-mail) is provided for in the Companies Act 2006. Currently all such notices are sent to members in hard copy by post and this practice is expected to continue for the foreseeable future. A new Article 85 permits the sending and receiving by the Association of information and documents electronically as permitted by section 333 and Schedule 5 to the Companies Act.

11. Indemnities and insurances in respect of liabilities of directors (New Article 35A)

Provisions in the Companies Act 2006 provide for the indemnification and insurance of directors against liabilities incurred in the course of their duties. This is provided for in amended Articles 81 and 83. A new Article 35A requires disclosure of any potential conflicts of interest, as mandated by the Companies Act, and provides for the ability of a Board member to nonetheless participate in discussion of a matter if specified conditions are met.

FREIGHT TRANSPORT ASSOCIATION LTD

Articles of Association



Adopted by Special Resolution passed on 30th April 1996
and as altered by a Special Resolution passed on 30th January 2001 and

2011

Preliminary

These Articles shall be construed with reference to the provisions of the Companies Act 2006, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act as in force on the date when these Articles become binding on the Association

1 Defined terms

2 In these Articles, unless the subject or context requires otherwise

"**the Act**" means the Companies Acts as defined in section 2 of the Companies Act 2006, in so far as they apply to the Association,

"**these Articles**" means these Articles of Association or any other articles of association of the Association from time to time in force,

"**the Association**" means the above-named Association,

"**the Bye-laws**" means the Bye-laws of the National Council for the time being in force,

"**the Chief Executive**" means the Chief Executive of the Association for the time being holding office pursuant to Articles 22 and 24,

"**Committee**" means any committee constituted pursuant to the Bye-laws which represents a section of the Participants determined, inter alia, according to their geographical location (excluding any committee which represents Participants nationally),

"**FTA Board**" being the directors of the Association who shall have the powers as described in Article 24,

"**Member**" has the meanings given in section 112 of the Act and Article 7(c)

"**the National Council**" shall have the function and purpose as specified in Article 17

"**the Office**" means the registered office for the time being of the Association,

"**Participant**" has the meaning given to it in Article 7,

"**the President**" means the President of the Association for the time being holding office pursuant to Article 29,

"**the Secretary**" means the Secretary of the Association for the time being holding office pursuant to Article 67,

"**the Seal**" means the common seal of the Association,

"**in writing**" includes printing, lithography, typewriting and electronic form (which has the meaning given in section 1168 of the Companies Act 2006) any other methods or modes or combination thereof representing or reproducing words, symbols or other information in a visible form

Words importing the singular number only include the plural number and vice versa

Words importing persons include corporations

A reference to 'Article' is a reference to an article of these Articles

3 The Association is established for the purposes expressed in the Memorandum of Association

4 The Office shall be at such place in England as the FTA Board shall from time to time appoint

MEMBERS

- 5 The number of Members of the Association is declared to be unlimited
- 6 Membership of the Association shall be open to any company, firm or person who or which operates freight transport or uses any form of transport for freight and shall entitle the Member of the Association to all services of the Association and to receive notices of and to attend and vote at general meetings of the Association
- 7 (a) In addition to Article 6 the National Council shall have power to admit to certain of the privileges of the Association additional classes of members whose rights shall be prescribed by Bye-laws made by the National Council
- (b) Save as determined as aforesaid from time to time by the National Council such other classes of members admitted in accordance with Article 7(a) shall not be entitled to any of the rights or privileges or be subject to any of the obligations or liabilities of membership of the Association
- (c) The expression "**Member**" used in these Articles shall save where the context so requires exclude such other classes of members admitted in accordance with Article 7(a) The expression "**Participant**" used in these Articles shall include both the Members of the Association and all such other classes of members admitted in accordance with Article 7(a)) for the time being
- 8 (a) Any body corporate, which is a Member of the Association, may from time to time appoint one or more of its directors or persons in its permanent employ at the time of such appointment and engaged in the management or in assisting in the management of its business or any branch thereof to act as its representative and may from time to time remove any such representative Any such appointment or removal shall be in writing sent to the Office of the Association and shall take effect as from the time of the receipt thereof Every such representative may as between himself or herself and the Association exercise the rights and privileges of the Member of the Association appointing him or her (including the right of voting at general meetings of the Association and appointing proxies but not to receive notices which shall continue to be given to the Member of the Association in accordance with these Articles) so long as he or she shall continue to represent such Member of the Association as aforesaid Provided that only one representative of any Member of the Association shall be entitled to attend and vote on behalf of such Member of the Association at any one time and that if a vote shall be tendered or sought to be tendered on behalf of a corporation by some proxy or representative as well as by a representative appointed under this Article or (on a poll) by a proxy appointed by a representative appointed under this Article the vote of such latter mentioned representative or proxy shall be accepted to the exclusion of any other vote
- (b) A body unincorporate including partners qualified to be admitted to membership shall nominate an individual who shall be admitted to membership on its behalf and as representing it Such nominee shall at the request in writing of the nominating body be removed from membership and another nominee appointed in his or her place All voting powers under these Articles shall be exercisable by the nominee so from time to time appointed a Member of the Association whose address in the register of members shall be that of the nominating body Save as aforesaid the nominating body shall be reckoned as a Member of the Association for the purposes of these Articles where the context admits
- 9 The accidental omission to give notice to or the non-receipt of such notice by any Participant shall not invalidate any resolution passed or any proceeding at any general meeting
- 10 The FTA Board may, if it thinks fit, require the payment of an entrance fee from any person becoming a Participant (including any such person registering a branch of the Association in accordance with the Bye-laws) and may in its discretion from time to time discontinue or reimpose such entrance fees, and any such entrance fees shall be of such amounts as the FTA Board shall from time to time fix, and may be of varying amounts at the discretion of the FTA Board and shall be payable on the day on which the applicant becomes a Participant or such other date or dates as the FTA Board direct
- 11 Every Participant shall pay such periodical subscription to the Association as may be determined from time to time by the FTA Board Subject to this Article each Participant's first subscription and each subsequent subscription shall be paid on such dates as the FTA Board shall require The FTA Board may in its discretion reduce or remit the subscription or the arrears of the subscription of any Participant
- 12 Any person, firm or corporation who desires to be admitted as a Participant of the Association must sign and deliver or cause to be signed and delivered to the Association an application for admission framed in such terms as the FTA Board shall require The FTA Board shall have full discretion to admit or without assigning any reason to refuse to admit any candidate for membership
- 13 The rights of any Participant shall not (except as provided by Article 8(b)) be transferable and shall cease
- (a) on the death of such Participant, or in the case of a body corporate upon an effective resolution being passed or order made for its liquidation or upon its ceasing without any liquidation to have a legal existence, or in the case of a body unincorporated upon its winding up or dissolution,
- (b) on the resignation of such Participant as provided in Article 14,

- (c) on notice in writing given at any time by the Association (following consultation where appropriate with the appropriate Committee), requiring such Participant to withdraw from the Association, pursuant to a resolution of the FTA Board who shall be at liberty to pass such resolution and to cause such notice to be given to any Participant (following such consultation as aforesaid) Any such resolution shall be final and binding
 - (d) If the Participant's subscription shall be in arrears and unpaid for three months after the same shall have become due and a resolution for the removal of such Participant shall have been passed by a Committee representing the geographical area in which such Participant has a registered address or its principal place of business Any Participant in respect of whom any such resolution is passed shall *ipso facto* and immediately cease to be a Participant and shall not be entitled to claim a return of any money paid by such Participant to the Association by way of subscription, call or donation
- 14 (a) Any Participant wishing to resign shall give notice thereof in writing to the Secretary by sending the same by first class pre-paid post to the Office at least one month prior to the date of renewal of subscription
- (b) In the absence of proper notice under 14(a) above, the subscription for the ensuing year shall be payable in full or in such instalments as the FTA Board may specify from time to time
- 15 Every Participant shall advise the Secretary in writing of such details as the FTA Board may reasonably require and shall, if required by the FTA Board, adduce such evidence as it may reasonably require of the correctness or accuracy of such details

NATIONAL COUNCIL

- 16 The National Council shall have power to determine the policy of the Association and the areas and aspects of the Association's objects in which the Association shall from time to time operate and shall in addition to the exercise of the powers and functions specifically conferred upon it by these Articles and the Bye-laws supervise in a consultative capacity only the operation of the FTA Board provided that the day to day management and administration of the Association shall be carried out by the FTA Board itself
- 17 The National Council may resolve by a simple majority at any time or times at its discretion to appoint to its body persons of eminence who need not be Members of the Association and who by their knowledge or capabilities should, in the opinion of the majority of the National Council, be able to make valuable contributions to the work and objects of the Association, but any such person so appointed shall have no voting power and may at any time be removed from membership of the National Council
- 18 Every member of the National Council other than a member of it appointed under Article 17 must be a Member of the Association or a representative or nominee (duly appointed under Article 8(a) or Article 8(b) respectively) of a Member of the Association
- 19 The National Council as at the date of adoption of these Articles shall consist of those persons who immediately prior to adoption of these Articles were members of the "National Council" as constituted pursuant to the Articles of Association of the Association for which these Articles have been substituted
- 20 Without prejudice to its general powers, the National Council may by resolution ("**Bye-law Resolution**") from time to time, and it shall be its duty as circumstances shall require to, make, vary and repeal Bye-laws relating to the matters provided by these Articles to be dealt with by Bye-laws and such other affairs of the Association, its officers and servants and the National Council's own structure, composition and manner of conducting business which can conveniently and appropriately be dealt with in such manner, provided that any such Bye-law Resolution shall have been passed by a majority of those present and voting at a meeting of the National Council in respect of which seven days' notice shall have been given of the intention to propose the Bye-law Resolution to all members of the National Council entitled to attend and vote, and PROVIDED ALWAYS that the Bye-laws shall not in any way affect, vary or alter the provisions of these Articles and if there is any inconsistency between the provisions of the Bye-laws and the provisions of these Articles, the provisions of these Articles shall prevail

THE FTA BOARD

- 21 Subject to the provisions of the Act, the Association's memorandum of association, these Articles and the Bye-laws and to any direction given by special resolution of the Association in general meeting, the general management of the affairs of the Association shall be entrusted to the FTA Board No alteration of the Association's memorandum of association or any of these Articles or of the Bye-laws and no direction as aforesaid shall invalidate any prior act of the FTA Board which would have been valid if that alteration had not been made or that direction had not been given
- 22 With the exception of the Chief Executive who shall be a member of the FTA Board (as appointed under Article 24 and who shall have such rights, obligations and responsibilities as the other members of the FTA Board), every member of the FTA Board (subject to Article 22A below) must be a Member of the Association or a representative or nominee (duly appointed under Article 8(a) or Article 8(b) respectively) of a Member of the Association

- 22A The FTA Board may resolve by a simple majority at any time or times at its discretion to appoint to its body persons of eminence who need not be Members of the Association and who by their knowledge or capabilities should, in the opinion of the majority of the FTA Board, be able to make valuable contributions to the work and objects of the FTA Board and the Association. Any appointment under this Article 22A is permitted to be made provided that the making of it shall not cause the total number of Members of the Association who make up membership of the FTA Board to be of a number that amounts to such Members of the Association being in the minority on the FTA Board.
- 23 The National Council shall have the power to make Bye-laws under which it may (subject to Article 22) directly appoint and remove members of the FTA Board and/or otherwise regulate the appointment and removal of members of the FTA Board and, in addition, regulate the number of such members of the FTA Board (subject to there being a minimum of one member of the FTA Board), the term of membership that may be served by members of the FTA Board and their eligibility for re-election upon the expiry of such term. In addition, and without prejudice to the right of Members of the Association to remove a director pursuant to section 168 of the Act, the National Council shall have the power to pass Bye-laws governing the removal of members of the FTA Board.
- 24 The FTA Board shall make such arrangements for the conduct of the executive, secretarial and other administrative acts and work of the Association as it shall from time to time consider desirable. The FTA Board shall appoint a Chief Executive and such officers as it may think fit to act under the direction of the FTA Board and such boards and Committees to whom the FTA Board may from time to time delegate any of its powers. The FTA Board or the appropriate board or Committee thereof shall assign to each officer so appointed such duties as it may deem proper, and may from time to time divide or sub-divide the duties of any officer or conjoin or combine the duties of two or more officers in such manner as it may consider desirable. The Chief Executive Officer shall be appointed a member of the FTA Board from the date of the first Annual General meeting following his or her appointment as Chief Executive Officer. The Chief Executive shall immediately cease to be a member of the FTA Board upon him or her ceasing to hold the position of Chief Executive or in any other case upon a resolution of a majority of the FTA Board.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE NATIONAL COUNCIL OR THE FTA BOARD

- 25 A member of the FTA Board shall *ipso facto* vacate office
- (a) if by notice in writing to the FTA Board he or she resigns his or her office,
 - (b) if being a representative of a body corporate appointed under Article 8(a), or a nominee of a body unincorporated appointed under Article 8(b), he or she ceases to be such a representative or nominee (as the case may be) and is not, by the date of the next annual general meeting after so ceasing admitted as a Member of the Association or a representative or nominee of another Member of the Association duly appointed under Article 8(a) or Article 8(b) respectively,
 - (c) if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors,
 - (d) if he or she be found or becomes of unsound mind,
 - (e) if he or she or the body corporate which he or she represents under Article 8(a) or the body incorporate in respect of which he or she is a nominee under Article 8(b) ceases to have the rights of a Member of the Association,
 - (f) if he or she is requested to resign by a resolution passed by a majority of not less than three-fourths of those present and voting at a meeting of the National Council,
 - (g) if he or she ceases to hold office by reason of any disqualification order made under the Company Directors Disqualification Act 1986.
- 26 The Association may by ordinary resolution remove from office any members of the FTA Board or National Council before the expiration of his or her period of office.
- 27 Any member of the National Council or FTA Board ceasing to hold office by virtue of any provision of either of the last two preceding Articles (other than sub-clauses (a) and (b) of the first of those Articles) shall not thereafter be eligible for office as a member of the National Council or FTA Board unless his or her appointment or nomination is approved or confirmed by the National Council.

PROCEEDINGS OF THE FTA BOARD AND THE NATIONAL COUNCIL

- 28 Except as provided by these Articles or the Bye-laws, the FTA Board or the National Council as the case may be (in Articles 32, 34 and 35 called "the body concerned") may meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Until otherwise determined one-fourth of the total members of the FTA Board shall be a quorum. Except as otherwise provided in these Articles questions arising at any meeting of the FTA Board shall be determined by a majority of votes and voting shall be by show of hands. Each member of the FTA Board present at a meeting of the FTA Board shall on a show of hands have one vote.

- 29 (a) At its last meeting before the annual general meeting in every year the FTA Board shall in accordance with the Bye-laws elect from amongst individuals who are to serve as its members immediately following that Annual general meeting as a President of the Association (unless the last President shall still be serving his or her term as President in accordance with this Article 29) who shall also be Chairman of the FTA Board and such other office holders as National Council shall by Bye-law determine
- (b) The President so elected shall hold office until the conclusion of the third annual general meeting following his or her election, subject to his or her remaining a member of the FTA Board for that period. The persons so elected to any other office referred to in paragraph (a) hereof shall hold office until the conclusion of the second annual general meeting next following their election subject, in each case, to their remaining members of the FTA Board. The President and such other persons aforesaid shall be eligible for re-election at the end of their respective terms of office
- (c) In the event of any person who shall have been duly elected to one of the offices mentioned in paragraph (a) hereof ceasing for any reason to hold such office, the FTA Board shall have power to elect at any time any one of its members not (subject as hereinafter provided) already holding one of such offices to hold the office which has so fallen vacant, and such member shall thereupon hold such office until he or she shall retire at the same time as the person so ceasing to hold such office as aforesaid would otherwise have retired in accordance with paragraph (b) thereof
- 30 (a) The President for the time being shall be Chairman of the National Council
- (b) The Chairman at a meeting of the FTA Board (provided that he or she is the President) shall have a second or casting vote
- 31 The Chairman of the FTA Board or in his or her absence the Vice President, if any, shall take the Chair at every meeting of the FTA Board. If at any meeting neither the Chairman nor the Vice President if any shall be present within fifteen minutes after the time appointed for holding the same, the members of the FTA Board present shall choose one of their number to be Chairman of the meeting
- 32 A meeting of the members of the body concerned for the time being at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Association for the time being vested in the body concerned generally
- 33 The FTA Board may delegate any of its powers to such Committee or Committees consisting of such members of the FTA Board and Members of the Association as it thinks fit. Every Committee so formed shall in the exercise of the powers delegated to it be governed by any regulations that may from time to time be made by the FTA Board and it may (subject to any terms and conditions on which any such Committee is formed) dissolve or vary the constitution of any such Committee as it may think fit
- 34 The meetings and proceedings of every Committee of the body concerned shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the body concerned so far as the same are applicable thereto and are not superseded by any regulations made by the FTA Board under the last preceding Article
- 35 All acts bona fide done by any meeting of the members of the body concerned or of any Committee of the body concerned or by any person acting as a member of the body concerned shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be and was a member of the body concerned
- 35A (i) If a proposed decision of the FTA Board is concerned with an actual or proposed transaction or arrangement with the Association in which a member of the FTA Board is interested or conflict under section 175 of the Act ("Matter"), that member of the FTA Board (subject Article 35A(ii)) is not to be counted as participating in the decision-making process for quorum or voting purposes
- (ii) But if sub-Article (iii) applies, a member of the FTA Board who is interested in an actual or proposed transaction or arrangement with the Association or Matter is to be counted as participating in the decision-making process for quorum and voting purposes
- (iii) This sub-Article applies when
- (a) the Association by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a director from being counted as participating in the decision-making process,
- (b) the relevant member of the FTA Board's interest cannot reasonably be regarded as likely to give rise to a conflict of interest or Matter, or
- (c) the member of the FTA Board's conflict of interest arises from a permitted cause (as defined in sub Article (iv) below)

- (iv) For the purposes of this Article 35A, the following are permitted causes
 - (a) a guarantee given, or to be given, by or to a member of the FTA Board in respect of an obligation incurred by or on behalf of the Association,
 - (b) a majority of the members of the FTA Board other than that member or those members of the FTA Board to which Article 35A(i) applies authorise the conflict or Matter and for which such authorisation may include the relevant member of the FTA Board being counted as participating in the decision-making process for quorum and voting purposes
- (v) For the purposes of this Article 35A, references to proposed decisions and decision-making processes include any meeting of the FTA Board or part of a FTA Board meeting
- (vi) Subject to sub-Article (vii), if a question arises at a meeting of the FTA Board as to the right of a member of the FTA Board to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any member of the FTA Board other than the Chairman is to be final and conclusive
- (vii) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the members of the FTA Board at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

LOCAL ORGANISATION

36 The National Council shall make Bye-laws for the regulation of the local organisation of the Association

UNION WITH OTHER ASSOCIATIONS

37 The National Council may arrange for the union alliance or incorporation with or in the Association of any organisation with objects similar to any of the objects of the Association

GENERAL MEETINGS

- 38 A general meeting of the Association shall be held every year and such meetings shall be called "annual general meetings" All other meetings of the Association shall be called "general meetings"
- 39 Any Member of the Association wishing to bring forward any motion dealing with special business (as defined in Article 43) at an annual general meeting shall give to the Secretary at least sixty 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 not less than twenty other Members of the Association and indicating their intention to support the motion
- 40 The National Council may whenever it thinks fit convene a general meeting and an annual general meeting and both shall also be convened on the requisition of such percentages of Members of the Association as are stated in section 303 of the Act and deposit such request at the Office of the Association
- 41 Fourteen days' notice at the least of an annual general meeting and fourteen days notice at the least of a general meeting (exclusive in either case of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place, day and hour of meeting, and in the case of special business the general nature of such business shall be given in manner hereinafter mentioned to such persons as are under these Articles entitled to receive such notices from the Association
- 42 The accidental omission to give any notice of a meeting to or the non-receipt of notice of a meeting by any Member of the Association entitled to receive such notice shall not invalidate any resolution passed at any such meeting

PROCEEDINGS AT GENERAL MEETINGS

- 43 All business shall be deemed special that is transacted at a general meeting and all that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet and the ordinary reports of the FTA Board and of the auditor, and the election of an auditor and the fixing of their remuneration
- 44 No business shall be transacted at any annual general meeting or general meeting unless a quorum of Members of the Association is present at the time when the meeting proceeds to business, save as in these Articles otherwise provided thirty Members of the Association of whom ten are present in person and the remainder either in person or by proxy shall be a quorum
- 45 The President or in his or her absence the Vice President if any shall take the chair at every annual general meeting or general meeting If neither the President nor the Vice President if any be present within fifteen minutes after the time

appointed for holding the meeting or, if present, be unwilling to act, then the members of the National Council present shall choose one of their number as Chairman of the meeting, and if no member of the National Council be present or, if present, be unwilling to act, then the Members of the Association present shall choose one of their number to be Chairman of the meeting

- 46 If within one half-hour from the time appointed for the holding of an annual general meeting or general meeting a quorum is not present, the meeting if convened upon a requisition of Members of the Association shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and place or such other place as the Chairman shall determine and if at such adjourned meeting a quorum is not present those Members of the Association who are present shall be a quorum and may transact the business for which the meeting was called
- 47 The Chairman of an annual general meeting or general meeting at which a quorum is present may, with the consent of that meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place It shall not be necessary to give to Members of the Association notice of any adjourned meeting
- 48 At all annual general meetings or general meetings a resolution put to the vote of the meeting shall be decided by a show of hands unless before or upon the declaration of the result of the show of hands a poll is demanded by the Chairman or by not less than five Members of the Association present in person and entitled to vote or by not less than one tenth of Members of the Association present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive and an entry to that effect in the minutes 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
- 49 If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of such poll shall be deemed to be the resolution of the meeting Provided that a poll demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment
- 50 The Chairman of the meeting (provided that he or she is the President) shall on a show of hands or on a poll be entitled to a second or casting vote
- 51 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 OF THE ASSOCIATION AT GENERAL MEETINGS

- 52 Subject to the provisions of these Articles on a show of hands and a poll at General Meetings every Member of the Association shall have one vote
- 53 On a show of hands votes must be given personally, save that a corporation may vote by its representative appointed under Article 8(a) or by its representative duly authorised under section 323 of the Act
- 54 On a poll votes may be given either personally or by proxy
- 55 The instrument appointing a proxy shall be in writing under the hand of an appointer or of his or her attorney, or if the appointer is a corporation under the hand of its Secretary or some other officer duly authorised in that behalf or under its common seal No person shall be appointed a proxy who is not a Member of the Association, but a representative of a Member of the Association appointed in accordance with Article 8(a) may be appointed a proxy
- 56 The instrument appointing a proxy and the power of attorney (if any) under which it is signed shall be deposited at the Office not less than 24 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
- 57 A vote given in accordance with the terms of any instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed Provided that no intimation in writing of such death, insanity or revocation shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used
- 58 An instrument appointing a proxy may be in the usual common form or any other form which the FTA Board shall approve

MINUTES AND RETURNS

- 59 The National Council and the FTA Board shall cause minutes to be duly entered in books provide for the purpose
- (a) of all appointments of officers and members of the National Council or the FTA Board as the case may be,

Freight Transport Association Ltd

- (b) of all orders and Bye-laws made by the National Council or the FTA Board as the case may be or any Committee appointed by either of them,
 - (c) of all resolutions and proceedings of annual general meetings and general meetings of the Association and of the National Council or the FTA Board as the case may be and of every such Committee as aforesaid
- 60 Any such minutes of any such meeting as aforesaid, if purported to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting of the same body shall be conclusive evidence without further proof of the matters stated in such minutes
- 61 The FTA Board shall cause a proper register to be kept in accordance with sections 113 and 114 of the Act of all the Members of the Association
- 62 The FTA Board shall cause a proper register to be kept in accordance with section 876 of the Act of all mortgages and charges specifically affecting property of the Association and shall cause the prescribed particulars of every mortgage or charge in respect of which such particulars are required by the Act to be duly filed accordingly and a copy of the Certificate of Registration to be endorsed thereon, and a copy of every instrument creating any such mortgage or charge to be made and kept at the Office. The fee for the inspection of the said register by every person other than a Member of the Association or creditor of the Association shall be such amount as specified in the Act or any regulations made thereunder
- 63 The FTA Board shall cause to be kept at the Office or such other place as permitted by the Act a register containing the names, addresses and occupations of the members of the FTA Board in electronic or paper form provided the accessing and copying of the register is in accordance with the requirements of the Act

THE SEAL

- 64 The FTA Board shall provide for the safe custody of the common seal of the Association which shall be used only with the authority of the FTA Board or of a Committee of the FTA Board having power under the terms of its appointment to authorise the affixing of the seal
- 65 Every instrument to which the common seal of the Association is affixed shall be signed by a member of the FTA Board and counter-signed by the Secretary or by some other person appointed for the purpose by the FTA Board
- 66 Where the Act so permits, any instrument signed, with the authority of a resolution of the FTA Board or of a committee of the FTA Board, by one member of the FTA Board and the Secretary or by two members of the FTA Board and expressed to be executed by the Association as a deed shall have the same effect as if executed under the common seal, provided that no instrument which makes it clear on its face that it is intended by the persons making it to have effect as a deed shall signed without the authority of the FTA Board

SECRETARY

- 67 There shall be a Secretary of the Association who shall be appointed by the FTA Board for such time, for such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them at any time

FINANCE AND ACCOUNTS

- 68 The FTA Board shall at all times cause to be kept proper books of accounts, showing
- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place,
 - (b) the assets and liabilities of the Association

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions

The financial year of the association shall end on the 31st December in each year, and at each Annual General Meeting the FTA Board shall lay before the Members of the Association 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 FTA Board as to the state of the affairs of the Association and a report of the auditor and a copy of such balance sheet and reports shall be sent with the notice of the Annual General Meeting to all persons entitled to receive notices of General Meetings in which the manner in which notices are hereinafter directed to be served

- 69 It shall be the duty of the Chief Executive, subject to the directions of the FTA Board, to receive and give effectual discharges for all sums of money which may be due and payable to the Association, and to disburse all sums of money which may be due from or payable by the Association, and he or she shall be responsible to the FTA Board for the proper keeping of the accounts

70 The books of accounts shall be kept at the Office or at such other place or places as the FTA Board FTA Board think fit

AUDIT

71 Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more chartered accountants as the FTA Board may from time to time determine

72 Auditors shall be appointed and their duties regulated in accordance with the Act, the FTA Board being treated as the Directors mentioned in the Act

73 Every account of the FTA Board when audited and approved by an annual general meeting or a general meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof Whenever any such error shall be discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive

NOTICES

74 A notice may be given by the Association to any Participant either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Participant at its registered address or by advertisement or his or her last known address, as the case may be

75 Every Participant whose registered address is not in the United Kingdom but who shall from time to time notify in writing to the Association an address in the United Kingdom at which notices may be served upon him or her shall be entitled to have notices served upon him or her at such address but, save as aforesaid no Participant other than a Participant whose registered address is in the United Kingdom shall be entitled to receive any notice from the Association

76 Any notice sent by post shall be deemed to have been served on the second day following that on which the envelope or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the post office as a prepaid letter

77 Any notice required to be given by the Association to the Participants, or any of them, and not expressly provided for by these Articles, shall be sufficiently given if given by advertisement

78 Any notice required to be or which may be given by advertisement, shall be deemed to have been validly given if it is advertised once in the Association's journal

LEGAL PROCEEDINGS

79 In furtherance of the objects of the Association the FTA Board may from time to time make such general arrangements as it may think fit for the provision of assistance, whether by providing monetary assistance or defraying legal expenses or otherwise, in enforcing or resisting any claim or action or proceedings, civil or criminal, or licensing or otherwise, for the Members of the Association, their officers, servants and agents or any section or group or class thereof Except for matters coming within such general arrangements no legal proceedings by or against any Member of the Association shall be adopted by the Association unless approved by the National Council and then only on such conditions and subject to such guarantee as the National Council may think desirable

INDEMNITY AND INSURANCE

80 Subject to the provisions of section 532 of the Act, every member of the FTA Board and every officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the FTA Board, out of the funds of the Association, to pay all costs, losses and expenses which any such member of the FTA Board, officer or servant may be authorised to incur or become liable to by reason of any contract entered into or act or thing done by him or her as such member of the FTA Board, officer or servant as aforesaid, or in any way in the discharge of his or her duties including all necessary and reasonable travelling expenses

81 A relevant director of the Association may be indemnified out of the Association's assets against

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association,
- (b) any liability incurred by that director in connection with the activities of the Association in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), and
- (c) any other liability incurred by that director as an officer of the Association

This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law. In this Article a "relevant director" means any director or former director of the Association.

- 82 Subject to the provisions of section 532 of the Act, no member of the FTA Board, or officer of the Association, shall be liable for the acts, receipts or neglects or defaults of any other member of the FTA Board, or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the FTA Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgement or for any other loss, damage or misfortune whatsoever which shall happen in the execution of or in relation to his or her duties unless the same shall happen through his or her own dishonesty or misconduct.
- 83 The FTA Board may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss. In this article a "relevant director" means any director or former director of the Association and a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Association or any pension fund of the Association.

WINDING UP

- 84 If the Association is wound up, the liquidator may, with the sanction of a resolution of the Association and any other sanction required by the Insolvency Act 1986, divide among the Participants in specie the whole or any part of the assets of the Company and shall, for that purpose, value any assets and determine how the division shall be carried out as between the Participants on a fair and equitable basis.

COMMUNICATIONS

- 85 (a) Subject to these Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Association.
- (b) Subject to these Articles, any notice or document to be sent or supplied to the FTA Board in connection with the taking of decisions by the FTA Board may also be sent or supplied by the means by which the FTA Board has asked to be sent or supplied with such notices or documents for the time being.
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FREIGHT TRANSPORT ASSOCIATION LIMITED ("Company")

**Annual General Meeting
Tuesday, 3 May 2011**

PROXY FORM

Name of Member

before completing this form, please read the explanatory notes below

I/We being a member of the Company appoint the Chairman of the meeting or (see note 3)

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on **Tuesday 3 May 2011 at 9 30 am at the London Hilton Hotel, Park Lane, London W1K 1BE** and at any adjournment of the meeting

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X' If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting

RESOLUTIONS	For	Against
ORDINARY BUSINESS		
1 To receive the Report of the Directors for the Year 2010		
2 To receive the Income and Expenditure Account for the year ended 31 December 2010, the Balance Sheet as at that date and the Auditors' Report		
3 To appoint auditors and fix their remuneration		
SPECIAL BUSINESS		
4 To propose a resolution altering the Articles of Association of the Company, the text of the proposed resolution being that the draft Regulations attached to this Notice be adopted as the Articles of Association of the Company in substitution for, and the the exclusion of the Company's existing Articles of Association		

Signature	Date

Notes to the proxy form

1 As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.

2 Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

3 A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

4 To direct your proxy how to vote on the resolution(s) mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

5 To appoint a proxy using this form, the form must be

- Completed and signed,
- Sent or delivered to the Company at Hermes House, St John's Road, Tunbridge Wells, Kent TN4 9UZ, and
- Received by the Company no later than 9.30 am on Monday 2 May 2011.

6 In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

7 Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

8 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

9 You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

Annual General Meeting

3 May 2011



Registered in England Number 391957

MINUTES

of the Annual General Meeting of Freight Transport Association Ltd
held at the London Hilton Hotel, Park Lane, London, W1K 1BE
on Tuesday 3 May 2011 at 09.30am

1. NOTICE OF MEETING

Resolved that the Notice convening the Annual General Meeting shall be taken as read and that a quorum was present.

2. DIRECTORS' REPORT

Resolved that the report for the year 2010 now submitted to this meeting be and is hereby received

3. ANNUAL ACCOUNTS

Resolved that the Income and Expenditure account for the year ended 31 December 2010 and the Balance Sheet as at that date, now submitted to this meeting, be and are hereby received, together with the Auditors' report thereon

4. AUDITORS

Resolved that the National Executive Board is hereby authorised to reappoint Kingston Smith LLP, Chartered Accountants, as Auditors and to negotiate an appropriate fee for the auditing of the Association's Accounts.

5. SPECIAL RESOLUTION

Resolved that the Special Resolution to adopt amended Articles of Association be adopted

There being no further business the meeting terminated at 09.41am

Freight Transport Association Ltd
Hermes House, St John's Road
Tunbridge Wells, Kent, TN4 9UZ

Company Secretary

TUESDAY



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12/07/2011 127
COMPANIES HOUSE