



Articles of Association  
of Freight Transport Association Ltd

Adopted by Special Resolution  
passed at the Annual General Meeting  
on 9 May 2019

# FREIGHT TRANSPORT ASSOCIATION Limited Articles of Association



Adopted by Special Resolution passed on 9 May 2019

## Preliminary

1. 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. The model articles of association for private companies limited by guarantee without share capital shall not apply to the Association.
2. In these Articles, unless the subject or context requires otherwise:
  - “Act” means the Companies Acts as defined in section 2 of the Companies Act 2006, in so far as they apply to the Association;
  - “Articles” means these Articles of Association or any other articles of association of the Association from time to time in force;
  - “Association” means Freight Transport Association Limited;
  - “Bye-laws” means the Bye-laws of the Association for the time being in force;
  - “Chief Executive” means the chief executive of the Association for the time being holding office pursuant to Article 18;
  - “FTA Board” being the directors of the Association who shall have the powers as described in Article 15;
  - “Modal Council” means the Road Council, Air Council, Water Council, Rail Council or Shippers Council or any other Modal Council constituted in accordance with the Bye-laws from time to time, or any of them;
  - “Office” means the registered office for the time being of the Association;
  - “Strategic Council” means the strategic council of the Association constituted in accordance with the Bye-laws;
  - “President” means the President of the Association for the time being holding office pursuant to Article 28;
  - “Regional Council” means any committee constituted in accordance with the Bye-laws which represents a section of the Members determined, inter alia, according to their geographical location (excluding any committee which represents Members nationally);
  - “Secretary” means the Secretary of the Association for the time being holding office pursuant to Article 61;
  - “Special Business” means:
    - (a) all business to be transacted at a general meeting;
    - (b) all business that is to be transacted at an annual general meeting other than:
      - i. the consideration of the accounts and balance sheet and the ordinary reports of the FTA Board and of the auditor;
      - ii. the appointment of Members of the FTA Board; and
      - iii. the election of an auditor and the fixing of their remuneration; and
  - “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 Office shall be at such place in England as the FTA Board shall from time to time determine.

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### MEMBERS

4. The liability of each Member is limited to £0.25, being the amount that each Member undertakes to contribute to the assets of the Association in the event of its being wound up while he or she is a Member or within one year after he or she ceases to be a Member for:
  - (a) payment of the Association's debts and liabilities contracted before he or she ceases to be a Member;
  - (b) payment of the costs, charges and expenses of winding up; and
  - (c) adjustment of the rights of the contributories among themselves.
5. The number of Members of the Association is unlimited.
6. Membership of the Association shall be open to any company, firm or person who or which operates or has an interest in freight, transport and logistic services or uses such services and shall entitle the Members to all services of the Association and to receive notices of and to attend and vote at general meetings of the Association.
7.
  - (a) Any body corporate, which is a Member, 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 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 in accordance with these Articles) so long as he or she shall continue to represent such Member as aforesaid. Provided that only one representative of any Member shall be entitled to attend and vote on behalf of such Member at any one time and that if a vote shall be tendered or sought to be tendered on behalf of a body corporate 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 as a Member on its behalf and as representing it. Such nominee shall at the request in writing of the nominating body be removed as a Member 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 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 for the purposes of these Articles where the context admits.
8. The accidental omission to give notice to or the non-receipt of such notice by any Member shall not invalidate any resolution passed or any proceeding at any general meeting.
9. The FTA Board may, if it thinks fit, require the payment of an entrance fee from any person becoming a Member and may in its discretion from time to time discontinue or reimpose such entrance fees, and any such entrance fees shall be of such 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 Member or such other date or dates as the FTA Board direct.
10. Every Member 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 Member'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 Member.
11. Any person, firm or corporation who desires to be admitted as a Member 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.
12. The rights of any Member shall not (except as provided by Article 7(b)) be transferable and shall cease:
  - (a) on the death of such Member, 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 Member as provided in Article 13;
  - (c) on notice in writing (which may be by email) given at any time by the Association requiring such Member to withdraw from the Association pursuant to a resolution of the FTA Board. Any such resolution shall be final and binding; or
  - (d) if the Member's subscription shall be in arrears and unpaid, on notice given in writing (which may be by email) by the FTA Board.

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13.
  - (a) Any Member wishing to resign as a Member shall give notice thereof in writing to the Association by email to the email address provided on the website of the Association or 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 Article 13(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.
14. Every Member 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.

### THE FTA BOARD

15. Subject to the provisions of the Act, 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 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.
16. With the exception of the Chief Executive who shall be a member of the FTA Board (as appointed under Article 18 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 17 below) must be a Member or a representative or nominee (duly appointed under Article 7) of a Member.
17. 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 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 17 is permitted to be made provided that the making of it shall not cause the total number of Members who make up membership of the FTA Board to be of a number that amounts to such Members being in the minority on the FTA Board.
18. 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.

### APPOINTMENT OF MEMBERS OF THE FTA BOARD

19. The FTA Board at any one time shall consist of not more than 15 individuals, each of whom shall either have been:
  - (a) elected by ordinary resolution of the Members; or
  - (b) co-opted by the FTA Board.
20. The FTA Board shall at its last meeting before the Annual General Meeting in each FTA year co-opt up to 6 individuals to serve as Members of the FTA Board with effect from the conclusion of that annual general meeting. Such individuals shall remain in office until the conclusion of the second annual general meeting following their co-operation.
21. The FTA Board shall be entitled at any time and from time to time to co-opt individuals to membership of the FTA Board to fill casual vacancies or otherwise provided that:
  - (a) the total number of members of the FTA Board holding office at any one time by virtue of being elected or co-opted shall not exceed 15; and
  - (b) the majority of the FTA Board shall be Members or a representative of a Member.
22. Members of the FTA Board (if any) co-opted under Article 21 shall automatically cease to hold such office upon the conclusion of the annual general meeting next following their appointment. For the avoidance of doubt, any member of the FTA Board who has ceased to hold office in accordance with Article 21 may be re-elected at the annual general meeting.

### DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE FTA BOARD

23. A member of the FTA Board shall vacate office:

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- (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 7(a), or a nominee of a body unincorporated appointed under Article 7(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 or a representative or nominee of another Member duly appointed under Article 7(a) or Article 7(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 7(b) ceases to be a Member;
  - (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 FTA Board, provided that, following such resignation, a majority of the FTA Board would be Members or representatives of Members;
  - (g) if he or she ceases to hold office by reason of any disqualification order made under the Company Directors Disqualification Act 1986.
24. The Association may by ordinary resolution remove from office any members of the FTA Board before the expiration of his or her period of office.
25. Any member of the 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 FTA Board unless his or her appointment or nomination is approved or confirmed by ordinary resolution of the Members.

### PROCEEDINGS OF THE FTA BOARD

26. Except as provided by these Articles or the Bye-laws, the FTA Board may meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. One-fourth of the total members of the FTA Board shall be a quorum.
27. Except as otherwise provided in these Articles questions arising at any meeting of the FTA Board shall be determined by a majority of votes provided that there is also a majority of the votes of Members who are members of the FTA Board in favour of the matter. 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.
- 28.
- (a) At its last meeting before the annual general meeting in every year the FTA Board shall 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 28) who shall also be Chairperson of the FTA Board.
  - (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 President shall be eligible for re-election at the end of their respective terms of office.
  - (c) If the President ceases for any reason to hold office, the FTA Board shall have power to elect at any time any one of its members as President 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) of this Article 28.
29. The Chairperson at a meeting of the FTA Board (provided that he or she is the President) shall have a second or casting vote.
30. The FTA Board may, acting by majority, appoint any member of the FTA Board to act as treasurer may remove any such person from time to time.
31. The Chairperson of the FTA Board shall take the chair at every meeting of the FTA Board. If at any meeting the Chairperson is not 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 chairperson of the meeting.
32. A meeting of the FTA Board 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 FTA Board.
33. The FTA Board may delegate any of its powers to such committee or committees (including the Regional Councils, Modal Councils and Strategic Council) consisting of such members of the FTA Board and Members 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

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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 FTA Board shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the FTA Board so far as the same are applicable thereto and are not superseded by the Bye-laws or any other regulations made by the FTA Board under the last preceding Article.
35. All acts bona fide done by any meeting of the FTA Board or of any committee of the FTA Board or by any person acting as a member of the FTA Board 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.
- 36.
- (a) 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 under section 175 of the Act ("Matter"), that member of the FTA Board (subject to Article 36(b)) is not to be counted as participating in the decision-making process for quorum or voting purposes.
  - (b) But if sub-Article (c) 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.
  - (c) This sub-Article applies when
    - (i) 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;
    - (ii) 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
    - (iii) the member of the FTA Board's conflict of interest arises from a permitted cause (as defined in sub Article (d) below).
  - (d) For the purposes of this Article 36, the following are permitted causes:
    - (i) 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;
    - (ii) a majority of the members of the FTA Board other than that member or those members of the FTA Board to which Article 36(a) 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.
  - (e) For the purposes of this Article 36, references to proposed decisions and decision-making processes include any meeting of the FTA Board or part of a FTA Board meeting.
  - (f) Subject to sub-Article (g), 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 chairperson of the meeting whose ruling in relation to any member of the FTA Board other than the Chairperson is to be final and conclusive.
  - (g) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairperson, the question is to be decided by a decision of the members of the FTA Board at that meeting, for which purpose the Chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

### GENERAL MEETINGS

37. 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".
38. Any Members holding in aggregate at least five per cent of the voting rights of the Association may request the directors call a general meeting within 28 days by sending notice in writing to the Secretary.
39. Any Member wishing to bring forward any motion dealing with Special Business 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 20 other Members and indicating their intention to support the motion.

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40. The FTA Board may whenever it thinks fit convene a general meeting and an annual general meeting and both shall also be convened on the requisition of Members holding at least 5 per cent of the votes of all Members Any such requisition shall be deposited at the Office of the Association.
41. At least 14 days' notice of an annual general meeting and at least 14 days' notice 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 entitled to receive such notice shall not invalidate any resolution passed at any such meeting.

### PROCEEDINGS AT GENERAL MEETINGS

43. No business shall be transacted at any annual general meeting or general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as in these Articles otherwise provided 20 Members of whom 10 are present in person and the remainder either in person or by proxy shall be a quorum.
44. The President, shall be the chairperson at every annual general meeting or general meeting. If the President is not present within fifteen minutes after the time appointed for holding the meeting or, if present, is willing to act, then the members of the FTA Board present shall choose one of their number as chairperson of the meeting, and if no member of the FTA Board is present or, if present, is willing to act, then the Members present shall choose one of their number to be Chairperson of the meeting.
45. If within half an 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 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 Chairperson shall determine and if at such adjourned meeting a quorum is not present those Members who are present shall be a quorum and may transact the business for which the meeting was called.
46. The Chairperson 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 notice of any adjourned meeting.
47. 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 chairperson or by not less than five Members present in person and entitled to vote or by not less than one tenth of Members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairperson 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.
48. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairperson of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of such poll shall be deemed to be the resolution of the meeting. Provided that a poll demanded on the election of a Chairperson of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.
49. The Chairperson 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.
50. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

### VOTES OF MEMBERS AT GENERAL MEETINGS

51. Subject to the provisions of these Articles on a show of hands and a poll at general meetings every Member shall have one vote.
52. On a show of hands votes must be given personally, save that a corporation may vote by its representative appointed under Article 7(a) or by its representative duly authorised under section 323 of the Act.
53. On a poll votes may be given either personally or by proxy.
54. 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, but a representative of a Member appointed in accordance with Article 7(a) may be appointed a proxy.

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55. 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.
56. 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.
57. An instrument appointing a proxy may be in the usual common form or any other form which the FTA Board shall approve.

### BYE-LAWS

58. The members shall have the power to make Bye-laws relating to the structure and running of the Association and to amend those Bye-laws from time to time. The FTA Board shall have the power to make recommendations to the members in respect of proposed amendments to the Bye-laws from time to time.

### MINUTES AND RETURNS

59. The FTA Board shall cause minutes to be taken of:
  - (a) all appointments of members of the FTA Board;
  - (b) all resolutions and proceedings of annual general meetings and general meetings of the Association; and
  - (c) all resolutions and proceedings of meetings of the FTA Board and of any committee of the FTA Board.
60. Any such minutes of any such meeting as aforesaid, if purported to be signed by the Chairperson of such meeting or by the Chairperson of the next succeeding meeting of the same body, shall be conclusive evidence without further proof of the matters stated in such minutes.

### SECRETARY

61. 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 the FTA Board at any time.

### NOTICES

62. A notice may be given by the Association to any Member:
  - (a) personally;
  - (b) by sending it through the postal system addressed to the Member at the Member's registered address (or other address notified in writing to the Association) or by leaving it at that address addressed to the Member;
  - (c) by sending or supplying it in electronic form to an address notified by the Member to the Association for that purpose;
  - (d) by making it available on a website and notifying the Member of its availability in accordance with this Article; or
  - (e) by any other means authorised in writing by the Member.
63. Where a Member has a registered address outside the United Kingdom but has notified the Association of an address within the United Kingdom at which notices, documents or other information may be given to him or her or has given to the Association an address for the purposes of communications by electronic means at which notices, documents or other information may be served, sent or supplied to him or her, the Member shall be entitled to have notices served, sent or supplied to him or her at such address or the Association may make them available on a website and notify the holder of that address. Otherwise no such Member shall be entitled to receive any notice, document or other information from the Association.
64. If on three consecutive occasions any notice, document or other information has been sent to any Member at the Member's registered address or the Member's address for the service of notices (by electronic means or otherwise) but has been returned undelivered, such Member shall not be entitled to receive notices, documents or other information from the Association until he or she shall have communicated with the Association and supplied in writing a new registered address or address within the United Kingdom for the service of notices or has informed the Association of an address for the service of notices and the sending or supply of documents and other information in electronic form. For these purposes, any notice, document or other information served, sent or supplied by post shall be treated as returned undelivered if the notice, document or other information is served, sent or supplied back to the Association (or its agents)



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and a notice, document or other information served, sent or supplied in electronic form shall be treated as returned undelivered if the Association (or its agents) receives notification that the notice, document or other information was not delivered to the address to which it was served, sent or supplied.

65. The Association may at any time and in its sole discretion choose to serve, send or supply notices, documents or other information in hard copy form alone to some or all of the Members.
66. 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.
67. Any notice, document or other information, if served, sent or supplied by electronic means shall be deemed to have been received on the day on which the electronic communication was sent by or on behalf of the Association notwithstanding that the Association subsequently sends a hard copy of such notice, document or other information by post. Any notice, document or other information made available on a website shall be deemed to have been received on the day on which the notice, document or other information was first made available on the website or, if later, when a notice of availability is received or deemed to have been received pursuant to this Article. Proof that the notice, document or other information was properly addressed shall be conclusive evidence that the notice by electronic means was given.
68. Any notice, document or other information served, sent or supplied by the Association by any other means authorised in writing by the Member concerned shall be deemed to have been received when the Association has carried out the action it has been authorised to take for that purpose.

### LEGAL PROCEEDINGS

69. 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, 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 shall be adopted by the Association unless approved by the FTA Board and then only on such conditions and subject to such guarantee as the FTA Board may think desirable.

### INDEMNITY AND INSURANCE

70. 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.
71. 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 Acts or by any other provision of law. In this Article a "relevant director" means any director or former director of the Association.

72. 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.
73. 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

74. If the Association is wound up, the liquidator may, with the sanction of an ordinary resolution and any other sanction required by the Insolvency Act 1986, divide among the Members in specie the whole or any part of the assets of the Association and shall, for that purpose, value any assets and determine how the division shall be carried out as between the Members on a fair and equitable basis taking into account all contributions of the Members to the Association in the preceding 12 month period.
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