

The logo for the Road Haulage Association (RHA) is displayed in the top right corner. It consists of the letters 'RHA' in a bold, orange, sans-serif font, set against a white rectangular background that is slightly tilted to match the page's design.

RHA

The background of the entire page is a photograph of a multi-lane highway stretching into the distance. The scene is captured during sunset or sunrise, with a vibrant orange and red sky transitioning into a deep blue. Light trails from vehicles are visible on the road, and the surrounding landscape is dark and silhouetted.

Articles of Association
for the Road Haulage Association Limited

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The Companies Act 2006
Road Haulage Association Limited
 A company limited by guarantee and not having a share capital
 Company Number 00391886

Part 1

Interpretation, Objects, Application of Income and Limitation of Liability

1. Defined terms

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

Articles: means the company's articles of association;

Board: means the Board of Directors of the Company;

Business Day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom);

Clear days: in relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;

Company: means the Road Haulage Association Limited T/A the RHA;

Co-opted Directors: means Directors who are on the Board that have not been voted on via the Regional Councils but who in the opinion of the Board would be able to make valuable contributions to the work and objects of the Board;

Director: means a Director of the Company;

Document: includes any document sent or supplied in electronic form;

Electronic form and electronic means: have the meaning given to such terms in section 1168 of the Act;

Industry: means the road transport industry;

Member: means the legal entity that holds the membership, including Professional Members, Individual Members, Associate Members, Honorary Members and Life Members elected in accordance with the Articles;

Objects: means the objects of the Company as stated in article 2;

Present: means for the purposes of meetings, either present in person or by way of electronic means, including video conference, telephone or any other suitable electronic method of communication;

Relevant Officer: means any director or other officer of the Company;

Rules: means the rules relating to the Company made by the Board from time to time;

Secretary: means the Secretary to the Board of Directors of the Company for the time being;
Special resolution: has the meaning given in section 283 of the Act;

Statutory Director: means a Director who is registered as such at Companies House.

2. Objects of the Company

The objects of the Company shall be to support people and businesses in the road transport industry and shall include every lawful activity incidental or conducive to these objects.

3. Application of income and property

3.1 All of the income of the Company shall be applied in promoting its Objects.

3.2 The Company shall not pay any dividend, return any capital or otherwise make any distribution to its Members. This clause shall not prevent reasonable payment to Members, or representatives of Members, for goods or services supplied, rent, interest on loans, remuneration or expenses.

3.3 On the winding-up of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this Article) but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Company. Such body to be determined by resolution of the Members at or before the time of winding up and, subject to any such resolution of the Members, may be made by resolution of the directors at or before the time of winding up.

4. Liability of members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- (a) payment of the Company's debts and liabilities contracted before they cease to be a Member,
- (b) payment of the costs, charges and expenses of the winding up, and
- (c) adjustment of the rights of the contributories among themselves.

Part 2

Members

5. Admission to membership

5.1 An individual, sole trader, partnership or company shall become a Member of the Company in accordance with the Rules.

5.2 If an entity becomes a Member of the Company, they may authorise one person to act as their representative on behalf of the entity at the point of signing up as a Member. This person would ordinarily be the O'Licence holder if there is one.

5.3 Having received the information in clause 5.2, the Company shall consider that person named as the entity's representative until written notice is received by the Company to the contrary.

6. Termination of membership

A Member shall cease to be a Member in accordance with the Rules.

7. Classes of Members

The Board shall have the power to elect honorary members, life members and associate members in accordance with the Rules.

8. Entrance Fee

An entrance fee will be required from any individual, sole trader, partnership or company wishing to become a Member. Any such entrance fees shall be of such amount as agreed by the Board and subject to regular review.

9. Annual Subscription

Every Member of the Company shall pay such annual subscription to the Company as may be determined by the Board. The Board may in its discretion determine how and when such annual subscriptions are to be paid but cannot bring forward payment dates unless consultation with the Regional Councils has taken place.

10. Member Information

Every Member shall provide such information as the Company requires to determine the annual subscription payable by such Member or to verify their qualification for membership. The Company may also request evidence to support such information provided by the Member.

11. Liability to Members

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

Part 3

Regional Organisation

12. Regions

The Company shall be organised into regions as prescribed by the Board (**Regions**). A Regional Council shall be established for each Region.

13. Region of Membership

Every Member shall be a Member of the Region in which their registered address or principal place of business is situated. Where Sub-Regions are present within a Region a member of that Region may also be a Member of a Sub-Region.

14. Regional Councils

14.1 Every member of a Regional Council must be an employee or a representative of a Member.

14.2 Members shall be elected to a Regional Council in accordance with the Rules.

14.3 A member of a Regional Council shall cease to be a member of the Regional Council in accordance with clause 15.

14.4 A chairperson of each Regional Council shall be elected in accordance with the Rules.

14.5 The function, organisation, powers and procedures of Regional Councils shall be determined by the Board, whether through the Rules or otherwise.

14.5.1 Where the Board has approved, Regional Councils may organise themselves to elect members to Regional Councils from Sub-Regions of that region.

Part 3

Regional Organisation

15. Vacation of office of Regional Council

15.1 A member of a Regional Council shall vacate office:

- (a) if by notice to such Regional Council they resign their office; or
- (b) if, being a Member, they cease to be a Member; or
- (c) if, being a representative of a Member, they cease to be a representative of the Member or if the Member they represent ceases to be a Member; or
- (d) upon their death or a bankruptcy order being made against them or upon entering any composition or voluntary arrangement with their creditors or suffering any distress or execution to be levied on any part of their property, undertaking or assets or upon their seeking the benefit of any legislation for the relief of debtors; or
- (e) if they are found incapable, by reason of mental disorder, of managing their affairs or becomes of unsound mind; or
- (f) if they accept a remunerated appointment in the employment of the Company; or
- (g) if they are not re-elected as a member of such Regional Council at any elections held pursuant to the Rules; or
- (h) upon notice in writing by the Board to the member of a Regional Council terminating their membership.

16. Groups

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

Part 4a

Constitution of the Board

17. Appointment of Directors

17.1 Save as provided for in this Article 17, Directors shall be appointed from amongst the members of the Regional Councils by way of a secret ballot in accordance with the Rules.

17.2 Following the election of Directors in any year, the Board may appoint as an additional Director such person who presided as Chairperson of the Board immediately preceding such election.

17.3 The Board may appoint no more than three persons to be Directors (Co-opted Directors) who in the opinion of the Board would be able to make valuable contributions to the work and objects of the Board.

17.4 A Co-opted Director may at any time be removed as a Director by resolution of the Board.

17.5 The Board shall have discretion as to how many Directors may be appointed from each Regional Council at any one time.

18. Chairperson

18.1 At the last meeting of the Board before the Annual General Meeting in every third year, the Board shall appoint a Chairperson who shall be known as the National Chairperson and not more than two Vice-Chairpersons who shall hold office from the close of that Annual General Meeting until close of the Annual General meeting in the third following year.

18.2 A National Chairperson who has held office for three years (a Term) shall be eligible for re-election for a second successive term of three years but shall not be eligible for re-election for a third successive Term.

18.3 The National Chairperson must be a Director elected to the Board from one of the Regional Councils and cannot be an Associate or Professional Member.

18.4 Where the National Chairperson is an employee of a Member organisation, remuneration may be payable to their employer to compensate for loss of time and resource.

Part 4a

19. Disqualification of Directors

19.1 A Director shall cease to be a Director:

- (a) if by notice in writing to the Secretary they resign their office; or
- (b) if, being a Member, they cease to be a Member or cease to be qualified to be a Member; or
- (c) if, being a representative of a Member, they cease to be a representative of a Member or to be qualified to be a representative of that Member, or if the Member which they represent ceases to be a Member or to be qualified to be a Member; or
- (d) if, being a member of Regional Council, they cease to be a member of Regional Council: or
- (e) upon a bankruptcy order being made against them or upon their entering into any composition or other voluntary arrangement with their creditors or suffering any distress or execution to be levied on any part of their property, undertaking or assets or upon their seeking the benefit of any legislation for the relief of debtors; or
- (f) if they are found incapable, by reason of mental disorder, of managing their property or affairs or becomes of unsound mind; or
- (g) upon their death: or

- (h) if they accept a remunerated appointment in the employment of the Company; or
- (i) if they are removed from office by a resolution passed by a majority of not less than three-fourths of those present and voting at a meeting of the Board, provided that no such resolution shall be proposed without previous notification to the Regional Council by which they are an elected or appointed a Director; or
- (j) if they are not re-elected as a Director at any elections of Directors held pursuant to the Rules or if they are removed or resign or is deemed to have been removed or have resigned as such or if they otherwise cease to be a Director or ceases to be qualified as a Director in any such case pursuant to these Articles or the Rules; or
- (k) if they cease to be a Director by virtue of any provision of the Act or becomes prohibited by law from acting as a Director.

20. Removal of a Director

The Company may by special resolution remove from office any Director before the expiration of their period in office.

Part 4b

Powers of the Board

21. Powers of Directors

21.1 Subject to the provisions of the Act, the Articles and any special resolution, the Directors shall be responsible for overseeing the management of the Company's business and may exercise all the powers of the Company for that purpose.

21.2 A meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

22. Appointment of Officers

22.1 The Board shall have discretion as to who shall be appointed as Statutory Directors from the Company's Executive Team on such terms, powers, authorities and discretions (with the power to sub-delegate) and for such period as they think fit. The Directors may at any time revoke such appointment.

22.2 Any Statutory Directors may be required to abstain from any voting where the National Chairperson considers there to be a vested interest.

Board Meetings

23. Calling a Board Meeting

23.1 The Secretary shall, upon request of the National Chairperson, or in their absence the Vice Chairperson(s) or upon request of not less than one-fifth of the Board, call a Board meeting by giving notice of the meeting to the Directors.

23.2 Notice of a Board meeting must be given to each Director via email. The notice must specify:

- (a) the time, date and place of the meeting; and
- (b) the general particulars of the business to be considered at the meeting.

24. Participation in Board Meetings

24.1 Any Director may participate in a Board meeting in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants.

24.2 If all the Directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

25. Quorum for Board Meetings

25.1 The quorum for Board meetings is eight Directors.

25.2 At a Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

26. Chairing Board Meetings

Every Board meeting of the Company shall have a chair:

- (a) The National Chairperson shall chair Board meetings or, if the National Chairperson is absent, a Vice-Chairperson of the Board shall act as chair.
- (b) If neither the National Chairperson nor Vice-Chairperson is present within 15 minutes of the time appointed for the meeting, the participating Directors must appoint one of themselves to chair the meeting.
- (c) The National Chairperson will ensure that minutes will be taken at each Board Meeting.

27. Decision-making by Directors

27.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 28.

27.2 Each Director has one vote on each matter to be decided, except for the chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote (unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes)

28. Unanimous Decisions by Directors

28.1 A decision of the Directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

28.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.

28.3 References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

28.4 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

29. Delegation by the Board

29.1 The Board may delegate, on such terms of reference as they think fit, any of their powers or functions to any number of boards or committees.

29.2 In exercising the powers or function delegated to it, a board or committee shall conform to any Rules and directions that may from time to time be made or given by the Board.

29.3 The Board may revoke or alter a delegation, any nature to a director or to a connected person.

Part 4c

30. Conflicts of interest

30.1 A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

30.2 A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Company and any personal interest (including, but not limited to, any personal financial interest).

30.3 If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- (c) the unconflicted directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.

In this Article 30.3 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

Part 5a

Organisation of General Meetings

31. Annual General Meetings

31.1 The Company shall hold an annual general meeting once every year, with not more than 15 months elapsing between successive annual general meetings.

31.2 Any Member may participate and vote in a general meeting in person or by means of video conference, telephone or any suitable electronic means agreed by the Board and by which all those participating in the general meeting are able to communicate with all other participants.

31.3 Each notice calling an annual general meeting shall specify the meeting as such and each annual general meeting shall take place at such time and place and/or using such electronic platform as the Directors shall think fit.

32. Notice of General Meetings

32.1 General meetings, except the annual general meeting, are called on a minimum of 14 clear days' notice. Annual general meetings are called on a minimum of 21 clear days' notice.

32.2 The notice shall specify the date, time, place of the meeting, how to access the meeting by electronic means if required and the general nature of the business to be transacted. It shall also include a statement pursuant to the Act setting out the right of Members to appoint proxies.

33. Motions by Members

Any Member wishing to bring forward a motion at any anticipated general meeting shall give at least thirty-five days' written notice to the Secretary. Such notice shall be accompanied by notices in writing signed by or on behalf of not less than twenty other Members in support of the motion.

Part 5b

Proceedings at General Meetings

34. Quorum

34.1 Save as otherwise provided in these Articles, no business shall be transacted at any general meeting unless a quorum is present for the whole of the meeting.

34.2 A quorum is five Members who are present either in person or by electronic means or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting.

35. Chairperson

35.1 Every general meeting of the Company shall have a chair:

- (a)** The National Chairperson shall chair general meetings or, if the National Chairperson is absent, a Vice-Chairperson of the Board shall act as chair.
- (b)** If neither the National Chairperson nor Vice-Chairperson is present within 15 minutes of the time appointed for the meeting, a Director elected by the Directors present shall chair the meeting.
- (c)** If there is only one Director present and willing to act, that Director shall chair the meeting.
- (d)** If no Director is present and willing to chair the meeting within 15 minutes of the time appointed for the meeting, the Members present shall choose one of their number to chair the meeting.

36. Adjournment

36.1 If a quorum is not present within 30 minutes of the time appointed for the meeting, or if during the meeting a quorum ceases to be present, then:

- (a)** if convened by Members the meeting shall be dissolved; or
- (b)** in all other cases the meeting shall be adjourned to such other day, place and time as the Directors may determine.

36.2 The Chairperson of a general meeting may adjourn a general meeting at which a quorum is present, if the meeting consents to an adjournment. The chair shall specify either that the meeting:

- (a)** is to be adjourned to a particular date, time and place; or
- (b)** shall be adjourned to a date, time and place to be appointed by the Directors.

Part 5c

Voting at General Meetings

37. Votes of Members

Subject to the Act, at any general meeting:

- (a)** every Member who is present (or by proxy or representative) shall by any method of voting agreed by the Directors, have one vote; and
- (b)** every Member present (or by proxy) shall on a poll have one vote.

38. Proxies

38.1 A Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Company.

38.2 Proxies may only be validly appointed by a notice in writing (a proxy notice) which:

- (a)** states the name and address of the Member appointing the proxy;
- (b)** identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- (c)** is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

(d) is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or any adjourned meeting) to which they relate.

38.3 The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

38.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

38.5 Unless a proxy notice indicates otherwise, it must be treated as:

- (a)** allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (b)** appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as the meeting itself.

38.6 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

38.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

Part 6

Administrative Arrangements

39. Minutes

The Directors shall cause the Company to keep the following records in writing and in permanent form:

- (a) minutes of proceedings at general meetings;
- (b) minutes of meetings of the Directors and of committees of the Directors, including the names of the Directors present at each such meeting;
- (c) copies of resolutions of the Company and of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors;
- (d) all Rules made by the Board; and
- (e) particulars of appointments of officers made by the Directors.

40. Registers

The Board shall cause a proper register of Members, Charges, Directors and Secretary to be kept in accordance with the Act which shall be kept at the registered office of the Company.

41. Means of communication

41.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted;
- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

41.2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

Part 6

42. Keeping of Accounts

- (a) The Board shall at all times ensure that the Company accounts are kept up to date and an accurate record of the financials of the Company.
- (b) The Financial Year of the Company shall end on 31 December in each year and at each Annual General Meeting the Board shall lay before the members the Annual Accounts for the last financial year along with the report of the auditors.

Part 7

The Rules

43. Rules

The Board may establish rules governing matters relating to Company administration that are required from time to time for the effective operation of the Company (including but not limited to, the provisions relating to classes of Members, Membership fees and subscriptions and the admission criteria for Members). If there is a conflict between the terms of these Articles and any rules established under this Article, the terms of these Articles shall prevail.

Part 8






Indemnity & Insurance

44. Indemnity and Insurance

- (a) Each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a Relevant Officer in the actual or purported execution and/or discharge of his duties, or in relation to them. Including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a Relevant Officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs; and
- (b) This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.



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