

**Company Number: 2629347**

**THE COMPANIES ACT 2006**

**ARTICLES OF ASSOCIATION**

**of**

**THE CHARTERED INSTITUTE OF LOGISTICS AND TRANSPORT in the UK**

**(Adopted by Special Resolution October 2011)**

**INTERPRETATION**

**1. (a) In these Articles:**

“the Act”	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force
“the Articles”	means the Articles of the Institute
“the Board”	means the Board of directors and trustees of the company for the time being of the Institute
“the Bye-Laws”	means the Bye-Laws from time to time made by the Board under the powers contained in the Articles
“the Chairman”	means the Chairman for the time being of the Board
“Committee”	means any Committee formed under the authority of the Board formed pursuant to the Bye-Laws
“the Institute”	means The Chartered Institute of Logistics and Transport in the UK
“Member” or “Members”	is a generic term meaning all categories of voting members of the Institute as hereinafter described by the Bye-Laws
“month”	means a calendar month
“the Office”	means the registered office of the Institute
“the President”	means the president of the Institute as determined by the Bye-Laws for the time being
“the Seal”	means the common Seal of the Institute
“Secretary”	means the Secretary of the Institute for the time being

- (b) Words importing the singular number shall include the plural number and vice versa
- (c) Words importing the masculine gender only shall include the feminine gender
- (d) Words importing persons shall include corporations and other forms of legal personality
- (e) Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which the Articles become binding on the Institute shall, if not inconsistent with the subject or context, bear the same meaning in the Articles

### **MEMBERS and NON MEMBERS**

- 2. For the purposes of registration the number of Members shall be unlimited
- 3. For the purposes of the Act there shall be only one class of membership
- 4. Members shall be categorised in accordance with and as prescribed by the Bye-Laws
- 5.
  - (a) The Board shall have power to determine the admission process for Members, for entitling Members to a particular category of membership and for transferring a Member from one such category to another. Subject to Article 4 applications for admission to membership of the Institute shall be considered by the Board in accordance with the Bye-Laws
  - (b) Where the Board considers that it would be advantageous for the Institute to be associated or linked with any other institution or body having objects altogether or in part similar to those of the Institute but that is not formed for profit, the Board may by Bye-Law from time to time grant to all or any of the persons who are members (by whatever name called and whether members for the purposes of the Act or not) of such other institution or body, membership of the Institute or the right to become Members of the Institute (subject to due application being made and to Article 4)
- 6. Membership of the Institute of any category shall be personal to the Member, shall not be transferable and shall cease on death
- 7. Each Member shall be bound to further to the best of its ability the objects, interests

and influence of the Institute, and shall observe all Bye-Laws of the Institute

8. A Member shall forthwith cease to be a Member:
- (a) by giving at least seven days' clear notice in writing of resignation
  - (b) if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs
  - (c) if after the issue of at least two requests for payment, the second of which shall be issued no later than three months after the due date for payment, there shall be default for a period of two months in the payment of any subscription payable by him or payable in respect of him to the Institute, unless the Board shall decide otherwise
  - (d) if he is excluded from membership under Article 10 hereof
  - (e) if he ceases to fulfil the conditions for membership set under Bye-Laws pursuant to Article 5
  - (f) if he ceases to hold office on the Board by reason of any order made under the Company Directors Disqualification Act 1986 or by virtue of the Charities Acts 1993 and 2006 or by resolution of the Members of the Institute or the Board pursuant to Article 35

Provided always that any Member who ceases to be a Member shall remain subject to any liability imposed upon him by the Act, and shall remain liable for all monies due from or imposed upon him up to the date when he shall cease to be a Member

9. Any Member may be excluded from membership of the Institute by resolution of the Board if the Board deems it fit pursuant to disciplinary action taken against that Member in accordance with the Bye-Laws
10. The criteria, method of application and admittance for non Member grades shall be as determined in the Bye-Laws

### **SUBSCRIPTIONS**

11. The annual subscription payable by the Members shall be determined by the Board as set out in the Bye-Laws. Different categories of membership may be charged subscriptions at different rates
12. All subscriptions shall become due and payable as in accordance with the Bye-Laws

## **GENERAL MEETINGS**

13. A general meeting of the Institute shall be held once in every calendar year as its annual general meeting, at such time and place as may be determined by the Board
14. The above-mentioned general meetings shall be called annual general meetings. All other general meetings shall be called extraordinary general meetings
15. The Board may call an extraordinary general meeting whenever they think fit, and extraordinary general meetings shall also be convened for a date not later than eight weeks after receipt of, and on such requisition by Members of the Institute as, at the date of the deposit of the requisition, represent not less than one tenth of the total voting rights of all of the Members having at the said date a right to vote at general meetings of the Institute
16. Subject to the provisions of the Act, twenty-one days' notice of any general meeting of the Institute specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of such business, shall be given to the Members entitled to receive notices thereof. But with the consent of every Member entitled to receive notice of a particular meeting, that meeting may be convened by such notice and in such manner as those Members may think fit. The accidental omission to give notice of a meeting to or the non receipt of such notice by any Member shall not invalidate any resolution passed or proceedings had at any meeting
17. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the following exceptions:
  - (a) the consideration of the accounts and balance sheet
  - (b) the consideration of the reports of the Board and the Institute's auditors
  - (c) the appointment of and the agreement of the remuneration of the Institute's auditors
18. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, the quorum shall be ten Members present for the time being eligible to attend and vote at

a general meeting

19. If, within half an hour from the time appointed for the holding of a general meeting, a quorum is not present, the meeting, if convened on the requisition of the Members, shall be dissolved. In any other case it shall stand adjourned to such other day, time and place as the chairman of the meeting shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting two Members present shall be a quorum
20. With the consent of any meeting at which a quorum is present, the chairman of the meeting may (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of adjourning or of the business to be transacted at any adjourned meeting. No business shall be transacted at an adjourned meeting other than the business that might have been transacted at the meeting from which the adjournment took place
21. The President shall be the chairman of the meeting and will preside at every general meeting, but if there be no such chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Board to be chairman of the meeting, or if no such member be present, or if all the members of the Board present decline to take the chair, the Members present shall choose one of their number who shall be present to preside
22. The Chief Executive of the Institute, the Director of Finance and the Secretary may attend and speak at any general meeting

### **VOTING PROCEDURES**

23. The provisions of this Article shall apply to all questions falling to be determined at a general meeting of the Institute (but not to any question affecting the appointment of any person to the Board, which shall be dealt with pursuant to Article 33). Where this Article does apply and a vote is taken on a show of hands, every Member present shall, as such, have one vote only. On a poll each Member will have only one vote, but votes may be given either personally or by proxy

24. A Member shall not be entitled to vote at a general meeting, either in person or by proxy, unless all moneys owing by that Member and demanded by the Institute have been paid
25. At all general meetings a resolution put to the vote of the meeting shall be decided on a show of hands in accordance with Article 24, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the chairman of the meeting, or by at least three Members present in person and entitled to vote, or by Members present in person and entitled to vote and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting on a poll on that question, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive and an entry to that effect in the minute book of the Institute shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution
26. If a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn
27. In the case of an equality of votes, either on a show of hands or at a poll, the chairman of the meeting shall be entitled to a further or casting vote
28. 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
29. The instrument under which a Member appoints a proxy shall be in a form that ensures that it is completed by that Member or by his attorney duly authorised in writing
30. In appointing his proxy the Member shall be required to confirm his name, that he is for the time being a Member of the Institute duly entitled to vote, name the appointed person who shall be a Member entitled to vote, the meeting at which the proxy will act and if so desired the manner in which his proxy is to respond on each resolution (ie for, against or abstain)

31. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default the instrument of proxy shall not be treated as valid
32. Where any matter not being one that is governed by statute is put to the vote of Members, then such vote may by discretion of the Board be taken electronically provided such vote is in accordance with the Articles and Bye-Laws

### **THE BOARD OF DIRECTORS**

33. Subject to the Bye-Laws the Board shall consist of a minimum of seven and up to a maximum of twenty voting Members of the Institute. The composition and the filling of vacancies shall be as set out in the Bye-Laws
34. The members for the time being of the Board may act notwithstanding any vacancy in their body provided always that if the number of members of the Board shall at any time be reduced to less than seven, it shall be lawful for the members for the time being to act as the Board for the purposes of (a) filling up casual vacancies in their body, or (b) calling a general meeting of the Institute, but not for any other purpose
35. A member of the Board shall cease to hold office:
- (a) If, by notice in writing to the Institute, he resigns from the Board
  - (b) if, by virtue of any statutory provision, he becomes prohibited from being a member of the Board
  - (c) if he becomes bankrupt, makes any declaration of insolvency or suspends payment or compromises with his creditors
  - (d) if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs
  - (e) if removed by resolution passed by at least two-thirds of the Board on the ground that in its reasonable opinion the Member of the Institute's continued membership is harmful to the Institute such resolution being passed at the meeting of the Board duly convened and held after the Board has invited the

- views of the member of the Board concerned has put forward in writing within fourteen days after receiving notice and the chairman of the meeting has declared that the meeting has considered the matter in the light of such views
- (f) if he is removed from the Board by a resolution of the Institute in general meeting
  - (g) if he fails to attend at least half of the number of meetings of the Board during any full year of his term of office
  - (h) if, being a Member when he becomes a member of the Board, he subsequently ceases to be a Member

### **FUNCTIONS OF THE BOARD**

- 36. The business of the Institute shall be directed by the Board, who may exercise all such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by the Act or by the Articles required to be exercised or done by the Institute in general meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the Articles or the Bye-Laws, as may be prescribed by the Institute in general meeting
- 37. The Board shall have the power to make and amend Bye-Laws by unanimous resolution of the Board
- 38. The Board may delegate to the Chairman or to any member of the Board or any Committee, any function or power that the Board could itself perform or exercise and subject to such terms and conditions as the Board may think fit. The Board may grant such powers of sub-delegation as it may think fit to a person who is neither a member of the Board nor a Member provided that all acts and proceedings under such delegated powers shall be reported back to the Board as soon as possible
- 39. Subject to the delegation by the Board of any of its functions and powers pursuant to Article 37, the Chairman shall between meetings of the Board have and be entitled to perform all the powers and functions of the Board, but in exercising such powers and functions he shall conform to such regulations and limitations as the Board may impose, and he shall, to the extent he shall consider desirable, act in consultation with the Board, or any Committee



40. The Board shall have the power to direct the affixing of the Seal of the Institute to any instrument and may delegate such power to any person, Committee or other Committee (whether or not composed of members of the Board) in such manner as the Board may think fit including a pre-printed impression. The Board shall by Bye-Law prescribe whether it shall be necessary for any person to be present when the Seal of the Institute is so affixed or to attest the affixing thereof and, if so, who such person or persons must be
41. The members of the Board shall be at liberty to attend and speak at any meeting of any Committee of the Institute as they deem it necessary provided always that any Committee shall be entitled to require any member or members of the Board to remove themselves from such a meeting if the majority thereof require it

### **PROCEEDINGS OF THE BOARD**

42. Provided that they should meet at least six times during each financial year, the Board may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, six, or half of the Board's voting members, whichever shall be the fewer, shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote
43. The Chairman shall preside at all meetings of the Board that he may attend. Subject to any delegation by the Chairman of his powers and duties, if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, or if there is no Chairman in office, the members of the Board present may choose one of their number to be a chairman of the meeting
44. On the request of the Chairman or no fewer than three members of the Board, the Secretary shall, at any time fixed by the Chairman, summon a meeting of the Board by notice served upon the several members of the Board
45. A meeting of the members of the Board for the time being, at which a quorum is present, shall be competent to exercise all the authority, powers and discretions by or under the Act, the Articles or the Bye-Laws vested in the Board generally

46. All acts bona fide done by any meeting of the Board, of any Committee or sub-committee thereof, or by any person acting as an officer of the Board, the Committee or sub-committee thereof, shall, notwithstanding it be afterwards 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 a member of the Board, Committee or sub-committee thereof
47. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Institute and of the Board and of any Committee or sub-committee, and all business transacted at such meetings, and any such minute of any meeting if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated
48. Subject to Article 37 a resolution in writing signed by a majority of the members for the time being of the Board entitled to notice of a meeting of the Board or by all the members of a Committee or sub-committee thereof for the time being (which resolution may consist of several documents in the like form each signed by one or more of the said members of the Board or of its Committee or sub-committee, as the case may be) or a resolution to which a majority of such members of the Board or members of a Committee or sub-committee thereof as the case may be, has signified their approval in writing or by electronic means shall be as valid and effectual, as if it had been passed at a meeting of the Board or of such Committee or sub-committee thereof, as the case may be, duly called and constituted. Such resolution and its approval or otherwise shall be recorded in the minutes of the Board meeting immediately following
49. The Board shall adopt such means as they shall deem sufficient to bring to the notice of Members of the Institute all Bye-Laws and all alterations and repeals thereto and all such Bye-Laws, so long as they are in force, shall be binding upon all Members: Provided always that no Bye-Law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Institute, or constitute such an amendment of or addition to the said Memorandum or Articles as could only lawfully be made by the Institute in general meeting
50. The President, who shall be a Member, shall be appointed by the Board for a term of

office that shall be prescribed in the Bye-Laws. The Bye-Laws shall prescribe the timing, criteria and procedure for appointing the president and his successor

### **STRUCTURE OF THE INSTITUTE**

51. The activities and operations of the Institute shall be structured in accordance with the Bye-Laws

### **EMPLOYEES**

52. (a) The employees of the Institute shall be appointed and discharged in such manner and shall be vested with such responsibilities as may be prescribed by the Bye-Laws or as the Board (subject to such Bye-Laws) may from time to time direct
- (b) The Bye-Laws shall provide that one or more employees have the responsibility of managing the affairs of the Institute within the policy established by the Board

### **RESTRICTION ON APPLICATION OF INCOME**

53. The income of the Institute shall be applied solely towards the provision of all or any of the objects of the Institute in accordance with Clause 4 of the Memorandum of Association of the Institution at such time or times and in such manner as the Board shall think fit, with power to the Board to create a reserve fund or funds to be applicable as aforesaid and pending such application to invest it as the Board shall think fit, provided always that the payment of dividends to the Members is prohibited

### **ACCOUNTS AND AUDITS**

54. The Board shall cause proper and sufficient books of account to be kept (in such manner as to give a true and fair view of the state of the Institute's affairs and to explain its transactions) with respect to:
- (a) the assets and liabilities of the Institute
- (b) the sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place
- and
- (c) all sales and purchases of goods by the Institute

55. The books of account shall be kept at the Office or, subject to the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection by the members of the Board
56. The Institute in a general meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and books of the Institute, or any of them, and subject to such conditions and regulations the accounts and books of the Institute shall be open to the inspection of Members at all reasonable times during business hours
57. Once at least in every year the Board shall in accordance with the Act lay before the Institute in general meeting an income and expenditure account for the period since the last preceding account, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Board and a report of the auditors, and a copy of such account, balance sheet and reports shall not less than twenty-one days before the date fixed for the meeting be posted on the Institute's website and sent to all persons entitled to receive notices of general meeting in the manner in which notices are hereinafter directed to be served
58. Once at least in every year, the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors
59. Auditors shall be appointed and their duties regulated in accordance with the Act and for such purposes the members of the Board shall be treated as directors
60. The Institute shall comply with its obligation under the Charities Acts 1993 and 2006 (or any statutory re-enactment, extension or modification of these Acts) with regard to the preparation of an annual report and its transmissions to the Charity Commissioners

## **NOTICES**

61. A notice may be served by the Institute upon any Member by posting the message on the Institute's website or by delivering it either personally or by sending it through the post in a prepaid letter, addressed to such Member at his address, as appearing in the register of members or to the email address appearing in the register of members

62. (a) Any notice if served by post shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, and put into the post office as a prepaid first or second class letter
- (b) Any notice required to be served upon the Members shall be deemed to have been duly served if it shall be shown that some mechanical, automatic or electronic process, including but not limited to facsimile or email, of circulating the Members concerned has been approved by the Board, and that the process was duly carried out
- (c) For the purposes of these Articles the word “notice” shall be deemed to include any paper or document or any electronic communication of any kind that any Member may be entitled to have served upon him or sent to him

#### **WINDING UP**

63. The provisions of the Memorandum of Association of the Institute relating to the winding up or dissolution of the Institute shall have the effect and be observed as if the same were repeated in full in the Articles

#### **EXEMPT NAME STATUS**

64. Without prejudice to the relevant provisions of the Memorandum of Association and so long as the Institute is exempt from having the word “Limited” as the last word of its name any profits of the Institute or other income shall be applied in promoting its objects, and any payment of dividends to the Members is prohibited, and all the assets that would otherwise be available to the Members generally shall be transferred on its winding up either to another body with objects similar to those of the Institute or to another body the objects of which are the promotion of charity and anything identical or conducive thereto (whether or not the body is a Member). Provided always that this Article shall prevail in the case of any conflict between it and any other provision in the Articles, and the Memorandum and Articles shall not be altered so that the Institute ceases to comply with Section 60(1)(a) of the Companies Act 2006

## **INDEMNITY**

65. Every member of the Board and every officer or servant or member of staff of the Institute shall be indemnified out of the funds of the Institute from and against all liabilities incurred by him in connection with the Institute's business or with business of the Board as aforesaid except where in the opinion of the Board liability shall have been incurred wilfully or maliciously or as a result of failing to conform to any direction given or made by the Board or any duly authorised Committee of the Board