

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not Having a Share Capital

Articles of Association
of
Low Carbon Vehicle Partnership

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Interpretation

1. In these Articles the following terms shall have the following meanings:

Term	Meaning
1.1 “address”	includes a number or address used for the purposes of sending or receiving documents by electronic means
1.2 “Articles”	these Articles of Association of the Company
1.3 “Appointments Meeting”	the first board meeting after 1 st January each year
1.4 “Board”	the board of Directors of the Company
1.5 “Company”	Low Carbon Vehicle Partnership
1.6 “circulation date”	in relation to a written resolution, has the meaning given to it in the Companies Acts
1.7 “clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
1.8 “Companies Acts”	has the meaning given to it in section 2 of the Companies Act 2006
1.9 “Conflict of Interest”	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company
1.10 “Connected Person”	any person falling within one of the following categories and where payment to that person might result in the Director obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a

		relationship with a Director which may reasonably be regarded as equivalent to such a relationship; or (d) any company or LLP or firm of which a Director is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital
1.11	“Council of Members”	the Council appointed by the Full Members from time to time
1.12	“a Co-opted Director”	a Director who has been co-opted by the Directors in accordance with Article 17
1.13	“Elected Director”	a Director who has been elected by a Stakeholder Group in accordance with Article 20
1.14	“Director” and “Directors”	the director and directors as defined in the Companies Acts
1.15	“electronic form” and “electronic means”	have the meanings respectively given to them in the Companies Act 2006
1.16	“Ex-Officio Directors”	the ex-officio directors identified in Article 27
1.17	“financial expert”	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000
1.18	“Full Member”	members that have completed the membership registration process, have been approved as a member by the Council of Members and have either paid the annual membership fee or made an agreed commitment to provide an in-kind contribution of equivalent value
1.19	“hard copy” and “hard copy form”	have the meanings respectively given to them in the Companies Act 2006
1.20	“Hour”	any full period of an hour but not including any part of a day that is a Saturday Sunday or Bank Holiday in England
1.21	“Memorandum”	the Memorandum of Association of the Company
1.22	“Secretary”	the secretary of the Company (if any)
1.23	“Stakeholder Group”	the Stakeholder Groups listed in Article 15
1.24	“Standing Orders”	the standing orders of the Company as adopted by the Directors from time to time
1.25	“Subsidiary Company”	any company in which the Company holds more than 50% of the shares, controls more than 50% of the voting rights attached to the

shares or has the right to appoint a majority of the board of the company

2. In these Articles:
 - 2.1 Subject to Article 2.2, any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
 - 2.2 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles became binding on the Company.

Members

3. The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. The names of the members of the Company shall be entered in the register of members.
4. Every person who wishes to become a member shall apply to the Company in such form as the Directors require. All applications for membership shall be determined by the Council of Members who may, in their absolute discretion, decline or accept any person as a member and need not give reasons for so doing. The Council of Members shall notify promptly the Directors of all decisions relating to applications for membership. An applicant who is declined membership may appeal to the Directors within [14] days of notification of the Council of Members' decision. Where there is such an appeal this shall be considered at the next following Board Meeting. The Directors may either confirm the decision of the Council of Members or overrule such decision in their absolute discretion and need not give reasons for so doing.
5. Each member must join a Stakeholder Group. The Council of Members shall determine which Stakeholder Group a member will join.
6. A member may apply to the Council of Members to change Stakeholder Groups. The Council of Members shall determine whether a member may change Stakeholder Groups.
7. The Directors may from time to time prescribe criteria for membership but neither the Council of Members nor the Directors shall be obliged to accept persons fulfilling those criteria as members.
8. If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members. Subject to the Directors' right to decline to accept any person as a member, the unincorporated association or body shall be entitled to replace the member who is its representative with another person by giving notice to the Company and without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.
9. Every corporate member shall appoint individual(s) (as the Directors may agree) to represent it at meetings of the Company and the name(s) of any such representative(s)

and the fact that he or she is a representative of such member shall be noted in the register of members. A corporate member shall be able to replace its representative(s) with other individual(s) by giving notice to the Company.

10. Subject to Article 8, membership shall not be transferable and shall cease on death. A member shall cease to be a member:
 - 10.1 on the expiry of at least twenty-eight clear days' notice given by him or her to the Company of his or her intention to withdraw;
 - 10.2 if any subscription or other sum payable by the member to the Company is not paid on the due date and remains unpaid thirty days after notice served on the member by the Company informing him or her that he or she will be removed from membership if it is not paid. The Directors may re-admit to membership any person removed from membership on this ground on his or her paying such reasonable sum as the Directors may determine;
 - 10.3 if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally or it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or an order is made or a resolution passed for its winding up; or
 - 10.4 if, at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Company or the member no longer meets the membership criteria as prescribed by the Directors. Such a resolution shall not be passed unless the member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors
11. Subject to the Companies Acts, the Directors may establish such classes or categories of membership as they think fit. The Directors may at their discretion levy subscriptions on members of the Company at such rate(s) as they shall decide and may levy subscriptions at different rates on different classes or categories of members.

Patrons

12. The Directors may appoint and remove any individual(s) as patron(s) of the Company and on such terms as they shall think fit. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Company as if a member and shall also have the right to receive accounts of the Company when available to members.

Directors

Composition of the Board

13. Those persons notified to the Registrar of Companies as the first directors of the Company shall be the first Directors.
14. There shall be at least six Directors and a maximum of twenty-one Directors of whom not more than:
 - 14.1 12 are Elected Directors;
 - 14.2 7 are Co-opted Directors; and
 - 14.3 2 are Ex-Officio Directors.
15. The Directors will comprise the managing director and representatives from the following Stakeholder Groups:

Stakeholder Groups

Automotive manufacturers

Automotive supplier, consultant or technology provider
or after service

Fuel or energy supplier

Transport operators and consumer organisations

Independent Trusts and Public Sector Organisations
(including trusts, agencies NDPBs and local government)

Environmental, academic and other organisations

16. The first Appointments Meeting shall be the first meeting of the Directors in 2010.

Co-opted Directors

17. The Directors may appoint up to 7 Co-opted Directors and shall allocate each Co-opted Director to a Stakeholder Group. The Directors shall have regard to the particular composition of the Board with a view to maintaining a balance of experience, skills and interests.
18. Each Stakeholder Group may have up to two Co-opted Directors.
19. Co-opted Directors may serve not more than two terms of 3 years. A Co-opted Director will be eligible for election as an Elected Director in accordance with Articles 20 to 26 having served one or two terms as a Co-opted Director.

Elected Directors

20. Each year the members of a Stakeholder Group can elect one Elected Director from within their membership.

21. The maximum number of Elected Directors for each Stakeholder Group is two.
22. The elections for the Elected Directors shall be in accordance with the Standing Orders.
23. Subject to Article 25 each Elected Director takes up office from the beginning of the first board meeting after 1st January following his election.
24. Subject to Article 25 each Elected Director is elected for a three year term ending at the start of the third Appointments Meeting since his term began.
25. If an Elected Director resigns or is removed, the relevant Stakeholder Group shall hold emergency elections in accordance with the Standing Orders. Any Elected Director elected under this Article shall take up office immediately for a term ending at the start of the second Appointments Meeting since his term began.
26. If the Directors dismiss an Elected Director in accordance with Articles 30.7 they shall ask the relevant Stakeholder Group to elect a new Elected Director.

Ex-Officio Director

27. There shall be two Ex-Officio Directors. One Ex-Officio Director shall be the Chairman of the Council of Members for the time being. The other shall be the managing director of the Company for the time being.
28. The Ex-Officio Directors shall not be subject to any length of term or to election.

Appointment, retirement, removal and disqualification of Directors

29. No person may be appointed as a Director:
 - 29.1 unless he or she has attained the age of 18 years; or
 - 29.2 in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of the Articles.
30. The office of a Director shall be vacated if:
 - 30.1 he or she ceases to be a Director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Director;
 - 30.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 30.3 the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
 - 30.4 he or she resigns by notice to the Company;
 - 30.5 he or she fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason;

- 30.6 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Director has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors.

Powers of Directors

31. Subject to the Companies Acts, the Articles, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Articles shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.
32. The continuing Directors or a sole continuing Director may act despite any vacancies in their number but while there are fewer Directors than required for a quorum the Directors may only act for the purpose of increasing the number of Directors or of summoning a general meeting of the Company.
33. All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.
34. Subject to the Articles the Directors may regulate their proceedings as they think fit.

Chair and Vice Chair

35. The Directors may appoint one of their number to be the chair of the Directors and up to two Vice Chairs for a term of one year.
36. The Directors may at any time remove the Chair or Vice Chairs from his or her office.

Delegation of Directors' powers

37. The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
38. The Directors may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Company to any person or committee in accordance with the conditions set out in these Articles.

Delegation to committees

39. In the case of delegation to committees:

- 39.1 the resolution making that delegation may specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
- 39.2 the composition of any such committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify;
- 39.3 the deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported promptly to the Directors;
- 39.4 all delegations under this Article shall be variable or revocable at any time;
- 39.5 the Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
- 39.6 no committee shall knowingly incur expenditure or liability on behalf of the Company except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.
40. For the avoidance of doubt, the Directors may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director.
41. The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as applicable and not superseded by any regulations made by the Directors.

Delegation of day to day management powers

42. In the case of delegation of the day to day management of the Company to a chief executive or other manager or managers:
 - 42.1 the delegated power shall be to manage the Company by implementing the policy and strategy adopted by and within a budget approved by the Directors and if applicable to advise the Directors in relation to such policy, strategy and budget;
 - 42.2 the Directors shall provide the manager with a description of his or her role and the extent of his or her authority; and
 - 42.3 the manager shall report regularly to the Directors on the activities undertaken in managing the Company and provide them regularly with management accounts sufficient to explain the financial position of the Company.

Members' Meetings

43. Articles 44 to 77 shall apply to members' meetings.

Other General meetings

44. The Directors may call a general meeting at any time. The Directors shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Companies Acts.

Length of notice

- 45.1 Unless Article 45.2 applies, all general meetings shall be called by at least 14 clear days' notice unless the Companies Acts require a longer notice period.
- 45.2 A general meeting may be called by shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 90% of the total voting rights at that meeting of all the members.

Contents of notice

46. Every notice calling a general meeting shall specify the place, day and time of the meeting, and the general nature of the business to be transacted. If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special resolution. In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting.

Service of notice

47. Notice of general meetings shall be given to every member, to the Directors, to any patron(s) and to the auditors of the Company.

Manner of serving notice

48. Notice of general meetings shall be served in accordance with Articles 102 to 107.

Quorum

49. No business shall be transacted at any general meeting unless a quorum is present. The quorum shall be twelve persons comprising representatives from four of the Stakeholder Groups:

If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

Attendance

50. A Director may, even if not a member, attend and speak at any general meeting.

Chair

51. The chair, if any, of the Directors or in his or her absence some other Director nominated by the Directors shall preside as chair of every general meeting, but if neither the chair nor such other Director (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chair and, if there is only one Director present and willing to act, he or she shall be chair. If no Director is willing to act as chair, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair.

Adjournment

52. The chair may, with the consent of a general meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a general meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

Poll

53. A resolution put to the vote of a general meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the Companies Acts, a poll may be demanded:
- 53.1 by the chair; or
- 53.2 by any person who, by virtue of being appointed proxy for one or more members entitled to attend and vote at the meeting, holds two or more votes; or
- 53.3 by at least two members present in person or by proxy and having the right to vote at the meeting; or
- 53.4 by a member or members present in person or by proxy representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting.
54. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
55. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
56. A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The

result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

57. A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
58. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes

59. A resolution put to the vote of a general meeting shall be passed by a two-thirds majority of members voting or in the case of a special resolution by 75% majority of members voting.
60. On a show of hands every person present and entitled to vote shall have a maximum of one vote. On a poll every member present in person or by proxy shall have one vote.
61. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall not be entitled to a casting vote in addition to any other vote he or she may have.
62. No member shall be entitled to vote at any general meeting unless they are a Full Member of the Company.
63. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office of the Company, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, at least 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 default the right to vote shall not be exercisable.
64. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

Proxies

65. The appointment of a proxy shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):-

“[Low Carbon Vehicle Partnership]

[Name of member appointing the proxy:

Address:

I/We hereby appoint [name of proxy] of [address of proxy] as my/our proxy to vote in my/our name(s) and on my/our behalf at the meeting of the Company to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1	*for	*against	*abstain	*as the proxy thinks fit
Resolution No 2	*for	*against	*abstain	*as the proxy thinks fit
All other resolutions properly put to the meeting	*for	*against	*abstain	*as the proxy thinks fit

***Strike out whichever is not desired.**

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed:

Dated:”

- 66. Unless the appointment of a proxy indicates otherwise, it must be treated as:
 - 66.1 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
 - 66.2 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.
- 67. The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Directors may:
 - 67.1 in the case of an instrument in writing be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company

in relation to the meeting at least 48 Hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

67.2 in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means:

67.2.1 in the notice convening the meeting, or

67.2.2 in any instrument of proxy sent out by the Company in relation to the meeting, or

67.2.3 in any invitation to appoint a proxy issued by the Company in relation to the meeting which is sent by electronic means,

be received at such address not less than 48 Hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

67.3 in the case of a poll taken more than 48 Hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 Hours before the time appointed for the taking of the poll; or

67.4 where the poll is not taken forthwith but is taken not more than 48 Hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary (if any) or to any Director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

68. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.

69. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the registered office of the Company or at such other place at which the appointment of the proxy was duly deposited or, where the appointment of the proxy was sent by electronic means, at the address at which such appointment was duly received, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

70. An appointment of a proxy may be revoked by delivering to the Company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. Attendance by a member in person at a meeting automatically revokes any appointment by that member of a proxy.

Written resolutions

71. Subject to Article 73, a written resolution of the Company passed in accordance with these Articles 71 to 77 shall have effect as if passed by the Company in general meeting.
- 71.1 A written resolution is passed if it is passed by members representing not less than two-thirds of the total voting rights of eligible members.
- 71.2 A written special resolution is passed if it is passed by members representing not less than 75% of the total voting rights of eligible members and the resolution states it is a special resolution.
72. In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.
73. A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
74. A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Company's auditors in accordance with the Companies Acts.
75. A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
- 75.1 If the document is sent to the Company in hard copy form, it is authenticated if it bears the member's signature.
- 75.2 If the document is sent to the Company by electronic means, it is authenticated if it bears the member's signature or if the identity of the member is confirmed in a manner specified by the Company or if it is accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement or if it is from an email address specified by the member to the Company for the purposes of receiving documents or information by electronic means.
76. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
77. A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

Directors' meetings

78. Articles 79 to 88 shall apply to Directors' meetings.

Notice

79. Two Directors may call a Directors' meeting.

80. A Directors' meeting shall be called by at least seven clear days' notice unless either:-
- 80.1 all the Directors agree; or
- 80.2 urgent circumstances require shorter notice.
81. Notice of Directors' meetings shall be given to each Director.
82. Every notice calling a Directors' meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.
83. Notice of Directors' meetings shall be given in accordance with Articles 102 to 107.

Observers

84. Representatives from two government departments may be invited to attend Directors' meetings as non-voting observers. An observer may only speak at the meeting with the permission of the chair but shall not count towards the quorum.

Quorum

85. The quorum for Directors' meetings may be fixed by the Directors and, unless so fixed at any other number, shall be six persons comprising representatives of at least three Stakeholder Groups.

Chair

86. The chair, if any, of the Directors or in his or her absence the vice chair or another Director nominated by the Directors present shall preside as chair of each Directors' meeting.

Decision making by Directors at meetings

87. Questions at a Directors' meeting shall wherever possible be decided by consensus. If a Director votes against a decision then the decision shall be carried by a vote passed by two-thirds of the Directors attending.

Virtual meetings

88. A Directors' or general meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Directors in which all participants may communicate simultaneously with all other participants.

Decisions without a meeting

89. The Directors may make a decision without holding a Directors' meeting if:
- 89.1 A Director has become aware of a matter on which the Directors need to take a decision;
- 89.2 That Director has made the other Directors aware of the matter and the need for a decision;

- 89.3 The Directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- 89.4 Two-thirds of the Directors indicate their agreement by any means to a particular decision on that matter.
90. A decision which is made in accordance with Article 88. shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
- 90.1 Each Director's decision must be received by one person being either such person as all the Directors shall have nominated in advance for that purpose or such other person as volunteers if necessary ("**the Recipient**"), which person may, for the avoidance of doubt, be one of the Directors;
- 90.2 The Recipient shall communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 89;
- 90.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval;
- 90.4 the Recipient prepares a minute of the decision in accordance with Article 100.

Conflicts of interest

91. Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.
92. Whenever a matter is to be discussed at a meeting or decided in accordance with Article 89 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 94, he or she must:
- 92.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;
- 92.2 not be counted in the quorum for that part of the meeting; and
- 92.3 withdraw during the vote and have no vote on the matter.
93. If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a two-thirds decision of the other Directors.

Directors' power to authorise a conflict of interest

94. The Directors may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:

- 94.1 any matter which would otherwise result in a Director infringing his or her duty to avoid a situation in which he or she has a Conflict of Interest; and
- 94.2 the manner in which a Conflict of Interest arising out of any Director's office, employment or position may be dealt with and, for the avoidance of doubt, they may modify or dispense with the requirements in Article 92 provided that when deciding to give such authorisation the provisions of Article 92 shall be complied with;

provided that nothing in this Article 94 shall have the effect of allowing the Directors to authorise a benefit that is not permitted in accordance with Article 116.

95. If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 94 then the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.
96. A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 94 (subject to any limits or conditions to which such approval was subject).
97. When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

Register of Directors' interests

98. The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which s/he has 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.

Irregularities

99. The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

General

Minutes

100. The Directors shall cause minutes to be made in books kept for the purpose:
- 100.1 of all appointments of officers made by the Directors;

100.2 of all resolutions of the Company and of the Directors; and

100.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

Records and accounts

101. The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

101.1 annual reports;

101.2 annual returns;

101.3 annual statements of account.

Communications by and to the Company

102. Subject to the provisions of the Companies Acts and these Articles:

102.1 a document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Company) by making it available on a website;

102.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where:

102.2.1 the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and

102.2.2 a read receipt is requested; and

102.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have so agreed in accordance with the Companies Acts.

103. Any document or information (including any notice) sent to a member under the Articles may be sent to the member's postal address as shown in the Company's register of members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the member, provided that:

- 103.1 a member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent by electronic means, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company; and
- 103.2 the Company is not required to send notice of a general meeting or a copy of its annual report and accounts to a member for whom it no longer has a valid address.
104. Any document to be served on the Company or on any officer of the Company under the Articles may only be served:
- 104.1 in the case of documents in hard copy form, by sending or delivering them to the Company's registered office or delivering them personally to the officer in question; or
- 104.2 in the case of documents in electronic form, by sending them by electronic means:
- 104.2.1 to an address notified to the members for that purpose; and
- 104.2.2 from an address previously notified to the Company by the member for the purpose of sending and receiving documents and information.
105. A member present in person or by proxy at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
106. Where a document or information is sent or supplied under the Articles:
- 106.1 Where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.
- 106.2 Where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed and the sender received a read receipt.
- 106.3 Where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:-
- 106.3.1 the material is first made available on the website; or
- 106.3.2 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.
107. Where any document or information has been sent or supplied by the Company by electronic means and the Company receives notice that the message is undeliverable:

- 107.1 if the document or information has been sent to a member and is notice of a general meeting of the Company or a copy of the annual report and accounts of the Company, the Company is under no obligation to send a hard copy of the document or information to the member's postal address as shown in the Company's register of members, but may in its discretion choose to do so; and
- 107.2 in all other cases, the Company will send a hard copy of the document or information to the member's postal address as shown in the Company's register of members, or in the case of a recipient who is not a member, to the last known postal address for that person.
- 107.3 The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

Indemnity

108. Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

Directors' indemnity insurance

109. The Directors shall have power to resolve pursuant to Article 115.30 to effect Directors' indemnity insurance, despite their interest in such policy.

Winding-up

110. The provisions of Articles 118 and 119 relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in the Articles.

Standing Orders

111. The Directors shall have power from time to time to make, repeal or alter Standing Orders as to the management of the Company and its affairs, as to the duties of any officers or employees of the Company, as to the conduct of business of the Directors or any committee, as to the conduct of any elections by the Stakeholder Groups to elect Elected Directors and as to any of the matters or things within the powers or under the control of the Directors provided that such regulations shall not be inconsistent with the Companies Acts, the Articles or any rule of law.

Exclusion of Model Articles

112. The relevant model articles for a company limited by guarantee are hereby expressly excluded.

Registered office

113. The registered office of the Company is situated in England and Wales.

Objects

114. The objects of the Company are:

The preservation, conservation and protection of the environment by the reduction of greenhouse gas emissions from road transport including through encouraging a shift to low carbon vehicles and fuels and the promotion of industry and commerce for this purpose.

Powers

115. To further its objects the Company may:

115.1 provide and assist in the provision of money, materials or other help;

115.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;

115.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media;

115.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;

115.5 provide or procure the provision of counselling and guidance;

115.6 provide or procure the provision of advice;

115.7 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh Company may properly undertake;

115.8 enter into contracts to provide services to or on behalf of other bodies;

115.9 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;

115.10 subject to any consent required by law, dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Directors think fit;

115.11 subject to any consent required by law, borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds;

115.12 set aside funds for special purposes or as reserves against future expenditure;

- 115.13 invest the Company's money not immediately required for its objects in or upon any investments, securities, or property;
- 115.14 delegate the management of investments to a financial expert or experts provided that:
- 115.14.1 the investment policy is set down in writing for the financial expert or experts by the Directors;
 - 115.14.2 every transaction is reported promptly to the Directors;
 - 115.14.3 the performance of the investments is reviewed regularly by the Directors;
 - 115.14.4 the Directors are entitled to cancel the delegation arrangement at any time;
 - 115.14.5 the investment policy and the delegation arrangements are reviewed at least once a year;
 - 115.14.6 all payments due to the financial expert or experts are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
 - 115.14.7 the financial expert or experts may not do anything outside the powers of the Directors;
- 115.15 arrange for investments or other property of the Company to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or of a financial expert or experts acting under their instructions and pay any reasonable fee required;
- 115.16 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 115.17 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 115.18 subject to the restriction in Article 115.20 raise funds by way of subscription, donation or otherwise;
- 115.19 accept (or disclaim) gifts of money and any other property;
- 115.20 trade in the course of carrying out the objects of the Company and carry on any other trade which is not expected to give rise to taxable profits;
- 115.21 incorporate subsidiary companies to carry on any trade;
- 115.22 subject to Article 116:

- 115.22.1 engage and pay employees, consultants and professional or other advisers; and
- 115.22.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 115.23 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 115.24 become a member, associate or affiliate of or act as Director or appoint Directors of any other organisation;
- 115.25 undertake and execute charitable trusts;
- 115.26 amalgamate with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects wholly or in part similar to those of the Company;
- 115.27 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 115.28 pay out of the funds of the Company the costs of forming and registering the Company;
- 115.29 insure the property of the Company against any foreseeable risk and take out other insurance policies as are considered necessary by the Directors to protect the Company;
- 115.30 provide indemnity insurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company, including without limitation any liability to make a contribution to the Company's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that any such insurance shall not extend to the provision of any indemnity for a person in respect of:
 - 115.30.1 any act or omission which he or she knew to be a breach of trust or breach of duty or which was committed by him or her in reckless disregard to whether it was a breach of trust or breach of duty or not;
 - 115.30.2 any liability incurred by him or her in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct by him or her; or
 - 115.30.3 in relation to any liability to make a contribution to the Company's assets as specified in section 214 of the Insolvency Act 1986, any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation;

and

115.31 do all such other lawful things as may further the Company's objects.

Limitation on private benefits

116.1 The income and property of the Company shall be applied solely towards the promotion of its objects.

116.2 Except as provided below no part of the income and property of the Company may be paid or transferred directly or indirectly by way of benefit to the members of the Company and no Director may receive any remuneration or other benefit in money or money's worth from the Company. This shall not prevent any payment in good faith by the Company of:

116.2.1 any payments made to any member, Director or Connected Person in their capacity as a beneficiary of the Company;

116.2.2 reasonable and proper out of pocket expenses of the Directors;

116.2.3 reasonable and proper remuneration to any Director for any goods or services supplied to the Company on the instructions of the Directors (excluding (subject to Article 116.2.9) the service of acting as Director and services performed under a contract of employment with the Company) provided that:

(a) the procedure described in Article 91 to 92 of the Articles (Conflicts of Interest) must be followed in considering the appointment of the Director and in relation to any other decisions regarding the remuneration authorised by this provision; and

(b) this provision together with Article 116.2.4 may not apply to more than half of the Directors in any financial year (and for these purposes such provisions shall be treated as applying to a Director if they apply to a person who is a Connected Person in relation to that Director).

116.2.4 reasonable and proper remuneration to any person (not being a Director) for any goods or services supplied to the Company (including services performed under a contract of employment with the Company) provided that:

(a) if such person is a Connected Person the procedure described in Articles 91 to 92 of the Articles (Conflicts of Interest) must be followed by the relevant Director in relation to any decisions regarding such Connected Person; and

(b) this provision together with Article 116.2.3 may not apply to more than half of the Directors in any financial year (and for these purposes such provisions shall be treated as applying to a Director if they apply to a person who is a Connected Person in relation to that Director);

- 116.2.5 interest on money lent by any member, Director or Connected Person at a reasonable and proper rate;
 - 116.2.6 any reasonable and proper rent for premises let by any member, Director or Connected Person;
 - 116.2.7 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 115.30;
 - 116.2.8 any payments made to any Director or officer under the indemnity provisions set out at Article 108;
 - 116.2.9 reasonable and proper remuneration to any person acting as managing director of the Company, notwithstanding that person is a Director of the Company.
- 116.3 The restrictions on benefits and remuneration conferred on members of the Company and on the Directors by Article 116.2 and the exceptions to such restrictions in Articles 116.2.1 to 116.2.9 inclusive shall apply equally to benefits and remuneration conferred on members of the Company and on the Directors by any Subsidiary Company, and for this purpose references to the Company in Articles 116.2.3 and 116.2.4 shall be treated as references to the Subsidiary Company and references to a Director in Article 116.2.3 shall be treated as references to a director of the Subsidiary Company.
- 116.4 For any transaction authorised by Article 116.2, the Director's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Company shall be disapplied provided the relevant provisions of Article 116.2 have been complied with.

Limited liability

117. The liability of the members is limited.
118. Every member of the Company undertakes to contribute a sum not exceeding £1 to the assets of the Company if it is wound up during his or her membership or within one year afterwards:
- 118.1 for payment of the debts and liabilities of the Company contracted before he or she ceased to be a member;
 - 118.2 for the costs, charges and expenses of winding up;
 - 118.3 for the adjustment of the rights of the contributories among themselves.

Winding up

119. If any property remains after the Company has been wound up or dissolved and the debts and liabilities have been satisfied it may not be paid to or distributed among the members of the Company, but must be given to some other institution or institutions with similar objects which is or are regarded as charitable under the law of every part of the United Kingdom. The institution or institutions to benefit may be chosen by resolution of the members at or before the time of winding up or dissolution, and

subject to any such resolution of the members may be chosen by resolution of the Directors at or before the time of winding up or dissolution.