



RHA

Rules 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

Defined terms

In these Rules, unless the context otherwise requires:

Articles: means the company's articles of association;

Board: means the Board of Directors of the Company;

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 statutory director of the Company;

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;

Rules: means these 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;

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

Membership

1. Qualifications for Membership

1.1 The qualifications for Membership of the Company shall be determined by the Board.

1.2 Members may be individuals, partnerships, or bodies corporate directly or through others engaged in a business.

2. Classes of Member

2a. Honorary Members

The Board (by a majority vote) has the power to grant Honorary Membership to any person who has given outstanding service to the Industry.

2b. Life Members

The Board (by a majority vote) has the power to elect as a Life Member any current serving member, past Member and any person who in the past has represented a Member who has given outstanding service to the Company.

2c. Associate Members

The Board has the power to elect as an Associate Member any individual, partnership or body corporate not otherwise eligible for Membership, but whose business or professional activities are considered to be relevant and of benefit to the Company and its Members.

3. Process for Electing Members

The Board has the power to directly elect any of the Members listed at 2a-2c or the Regional Council can propose to the Board that any such Members be elected. The Board will consider any case put forward by the Regional Councils and a majority vote will be taken. [Statutory document 1: Good repute and fitness – GOV.UK \(www.gov.uk\)](http://www.gov.uk) should be taken into consideration when deciding on the election of such membership.

4. Membership Fees

Every individual, partnership or body corporate becoming a Member shall pay to the Company such entrance fee and annual subscription fee as the Board may decide, and accordingly published on the Annual Membership Rate Matrix.

5. Code of Conduct

All Members will comply with the Code of Conduct as listed at Appendix 1a.

6. Admission of Members

6.1 All prospective members will be asked for information which will be added into the Company's CRM system.

6.2 The prospective member will be asked to authorise and name a person as the representative for the Member. This named person would generally be the individual who will most frequently liaise with the Company for example the O'Licence holder. This person would be the representative of the Member on any Regional Council if they were voted to be so.

6.3 The Company will confirm the accuracy of details via Companies House and the operator's licence checking service on GOV.UK (if applicable) and any other corporate and/or government reference agency that the Company may from time-to-time use, to assist in the verification and/or suitability of an applicant's membership.

6.4 The entrance fee and subscription fee will be taken and if payment is via direct debit, the direct debit mandate will be completed by a person authorised to do so by the prospective member. Any direct debit agreement will be for a 12-month period.

6.5 The Membership number and certificate will then be issued.

6.6 The list of new Members will be circulated to the Regional Councils on a monthly basis for them to verify the list and raise any concerns regarding any of the new Members.

7. Reasons for Refusal of New Members

If the Regional Council has concerns regarding admitting any of the new Members, the Chairperson of the Council must raise those concerns to the Governance Committee who will then consider their concerns and will decide on the outcome accordingly within one month of the concerns being raised.

8. Cessation of Membership

8.1 Membership shall cease upon:

8.1.1 Death (if an individual membership), membership would automatically cease upon the death of a member;

8.1.2 Non-Payment of Membership Fees- membership may be terminated if a member fails to pay their Membership Fees, or any other charges levied by the Company within a specified time frame after they are due;

8.1.3 Breach of Code of Conduct: Members who breach the Company's Code of Conduct, may have their membership terminated. This could include actions that bring the Company into disrepute;

8.1.4 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;

8.1.5 Legal Disqualification, membership may cease if a member becomes legally disqualified from holding membership, such as due to a criminal conviction that affects their ability to work within the Industry;

8.1.6 Resignation, a member may choose to resign from the Company by giving written notice in accordance with the Company's procedures;

8.1.7 Non-Compliance with Industry Standards, membership may be terminated if a member fails to comply with industry standards or regulations that are essential for the operation within the Industry;

8.1.8 Dissolution of Member Entity, if the member is a corporate entity and it is dissolved or ceases to exist, its membership would automatically terminate;

8.1.9 Expulsion by Resolution, the Company may pass a resolution to expel the member from the Company at a general meeting, provided the member has been given a fair chance to submit their case;

8.1.10 Transfer of Business, if a member's business is sold or transferred and the new owner does not qualify for membership or does not wish to continue the membership;

8.1.11 Merger or Acquisition, in the case of corporate members, membership may cease if the company merges with another or is acquired, and the new entity does not meet the membership criteria or does not wish to continue the membership.

9. Transfer of the Named Representative

If a Member needs to change the named person as the Member representative, they need to do so via email to their Regional Operations Manager with the reasons for the change.

Regional organisation

10. Regions

10.1 The Company shall be organised into regions from time to time prescribed by the Board (Regions). The current Regions and Sub-Regions are listed at Appendix 2.

10.2 A Region can make a proposal to the Board that a new Region or Sub-Region be formed. In this situation, a forum will first be established and will be required to have been running effectively for a 2-year period prior to the Board being able to consider any such request for a new Region or Sub-Region to be formed. The Board will determine the criteria for any such forum.

11. 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.

12. Regional Councils

12.1 Each Region shall have a Regional Council consisting of up to 30 Members.

12.2 If applicable, associated Sub-Regions will be formed, from time to time as agreed by the Board.

12.3 Each Regional Council Member shall sign the Code of Conduct at Appendix 1b.

12.4 Every 3 years from 2024, the Company will ask for nominations from the membership for the Regional Council Representative positions. Interested members will complete a Regional Council Member Expressions of Interest Form (Appendix 3) which will be submitted to the Company. Should there be over 30 members interested in a particular Region, the Company will communicate the necessary process that will take place.

12.5 Each new Regional Council will then elect a Chairperson and up to two Vice Chairs. A Regional Chairperson/Vice Chairperson Expression of Interest Form (Appendix 4) will be submitted to the Company and a vote process will be conducted if there are more candidates per places available.

12.6 The term for a Regional Council Chairperson and Vice Chair is 3 years. Role profiles can be found at (Appendix 5). The Regional Council Chairperson and Vice Chairs can run for a further term if voted to do so by the Regional Council. The maximum term for both roles is nine years.

12.7 Once the new Regional Councils are established in each 3 yearly cycle, the election of the Board of Directors will take place.

12.8 Any member of the Regional Council that is interested in being a Board Director will complete a Board Director Expressions of Interest Form (Appendix 6) which will be submitted to the Company. The role profile can be found at (Appendix 5).

12.9 There will be three Board Representatives per Region except for Midlands, West and Wales which can have four, one of which needs to have their head office based in Wales. Of the three Board Representatives in Scotland/NI, one must be based in Northern Ireland.

12.10 A member of a Regional Council shall cease to be a member of the Regional Council in accordance Article 15 of the Articles of Association.

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

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

12.13 Where a Region has active Sub-Regions, each Sub-Region will seek nominations from its membership, and elect members to be Regional Council Representatives.

13. Regional Council Meetings

13.1 The Regional Councils shall meet six times per year with the exception of Scotland/NI Council who shall meet four times per year.

13.2 The Regional Council Chairperson shall chair the meeting and in their absence one of the Vice Chairs shall do so. In the event that there is no Chairperson or Vice Chairperson available, a representative from the Company can chair the meeting.

13.3 Each Regional Council member shall attend at least four out of the six meetings per year, two of which can be via Video Conference if necessary. In Scotland/NI each Regional Council member shall attend at least two out of the four meetings and due to the vast nature of the Region those meeting can be attended via VC with the approval of the Regional Chairperson.

13.4 The Regional Council meetings shall be quorate with 8 Regional Council Representatives in attendance.

13.5 A standard Agenda template (Appendix 7) will be followed in the Regional Council meetings, with the Regional Council Chairperson determining the final version to be distributed to the Regional Council members.

13.6 Minutes will be taken at the Regional Council meeting and distributed amongst the Council members after the meeting. The minutes shall usually be made available 14 days after the meeting has been held.

13.7 Minutes are Confidential documents for the members of the Board, Regional Council or Committee concerned and such others as are specifically designated to receive them. No part of any Minutes shall be divulged to the press or outside the Company, except where specific consent is given by the Company Secretary.

13.8 A document containing the highlights from each Regional Council meeting will be included on the Company's website under the membership only section.

13.9 Where a Region has Sub-Regions, each Sub-Region will meet as determined by its membership but will be no less than equal to the number of Regional Council meetings for that Region.

The board of directors

14. Appointment of Directors

14.1 The Company shall have a Board of Directors in accordance with Part 4 of the Articles.

14.2 Save as provided for in Rule 15, Directors shall be appointed from amongst the members of the Regional Councils.

14.3 All Regional Council members who wish to be considered to be a Director shall sign the Board of Directors Role Profile (Appendix 5) and the Board of Directors Code of Conduct (Appendix 10). Upon receipt of signed documents from a candidate, the Governance Committee may elect to interview any or all candidates to determine, amongst other things, their suitability for the role or their capacity to fulfil the role.

14.4 Any candidates approved by the Governance Committee under 14.3 shall be put forward to a vote of the Regional Council members, and provided that candidate receives the approval of more than 50% of the members who vote, they shall be appointed to the Board. If there are more candidates than spaces on the Board, then the members will be able to vote only for the number of spaces available, and the candidate(s) with the most votes shall be appointed.

14.5 The Board shall have discretion as to how many Directors may be appointed from each Regional Council at any one time. The usual number will be three, with one extra permitted in Midlands, Western and Wales to represent Wales. One of the three Directors in Scotland and Northern Ireland must represent Northern Ireland.

14.6 Each Board Member will be appointed for a three-year term and upon completion shall be eligible for reappointment to a maximum of three terms of three years. At the discretion of the Board, this can be increased by a maximum of an additional term.

14.7 If the Director is on a sabbatical, maternity, shared parental or adoption leave or on long term sickness absence they may put forward a Deputy on their behalf who can attend the Board or any Committee meetings in place of them as a representative of the member organisation.

The Deputy Director would be required to sign the Board Code of Conduct and the role profile for an RHA Director. The Deputy Director would have the same voting rights as the Director.

If this scenario is in excess of a 12-month period, then the Board of Directors (minus the Deputy Director) will vote on whether they are happy for the Deputy Director to continue as Deputy for the original Director and for what timeframe and if not whether the Board position reverts back to the respective Regional Council for a different Director to be appointed.

This will very much depend on the circumstances for the absence and advice should be sought from the Company Secretary.

14.8 The right to appoint a Deputy is not applicable to Co-opted Directors.

14.9 In the case of the National Chairperson role, the Vice Chairperson would deputise for them in the above situations and no Deputy Director would need to be appointed.

15. Co-opted Directors

15.1 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.

15.2 Ordinarily the Co-opted Directors will not be members of the Company, however if the Board feel that they need the expertise of a member organisation that does not already hold a Director position on the Board, then they can be appointed as a Co-opted Director in exceptional circumstances.

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

15.4 Each Co-opted Board Member will be appointed for a three-year term and upon completion shall be eligible for reappointment to a maximum of two terms of three years. At the discretion of the Board, this can be increased by a maximum of an additional term up until 1st January 2026 at which point it will revert to a maximum of two terms of three years.

15.5 All the usual voting rights apply to Co-opted Board Members.

15.6 A Co-opted Director is not eligible to be National Chairperson.

16. Chairperson

16.1 At the Board meeting in which the Annual General Meeting is held, 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.

16.2 The voting for the above roles at 16.1 can take place via a secret ballot ahead of the Annual General Meeting/Board Meeting with the approval of the Governance Committee.

16.3 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.

16.4 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.

16.5 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.

16.6 In the event that no nominations for Chairperson or Vice Chairperson are received, the existing post holder will remain in post for a further 12 months if they so consent and with the approval of the Board.

Part 4

17. Ceasing to be a Director

A Director shall cease to be a Director in accordance with Article 19.

18. Removal of a Director

The Company may by special resolution remove from office any Director before the expiration of their period in office in accordance with Article 20.

19. Board Meetings

19.1 Board Meetings are held six times per year on a bimonthly basis.

19.2 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.

20. Quorum for Board Meetings

The quorum for Board meetings is eight Directors.

21. Chairing Board Meetings

21.1 Every Board meeting of the Company shall have a chair.

21.2 The National Chairperson shall chair Board meetings or, if the National Chairperson is absent, a Vice-Chairperson of the Board shall act as chair.

21.3 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.

22. Minutes

22.1 The National Chairperson will ensure that minutes will be taken at each Board Meeting.

22.2 The minutes will be circulated to the Board via a Board of Directors portal within two weeks of the Board meeting.

22.3 The minutes will then be circulated to the Regional Councils with any necessary redactions made.

23. Voting by Directors

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.

Part 4

24. Committees

24.1 The Board shall have a number of Sub-Committees, which are listed at Appendix 8.

24.2 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.

24.3 Each sub-committee shall have a Chairperson, a Vice Chairperson, a Secretary and a terms of reference will be held for each sub-committee.

24.4 An attendance register and minutes will be taken at each Committee meeting.

24.5 Each Committee Chairperson will feed back to the wider Board at the Board Meeting on any matters of importance discussed by the Committee.

24.6 A list of Committee members will be maintained by the Company Secretary.

24.7 A table of delegated authority, which will be maintained by the Company Secretary, will set out the remit and responsibilities of each of the Board Committees.

25. Conflicts of interest

25.1 The RHA's Company Secretary maintains a Conflicts of Interests register and a Director must declare (to the Chairperson and Company Secretary) 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.

25.2 The Company Secretary and Chairperson will then discuss the potential conflict and decide whether it needs to be considered by the Governance Committee.

25.3 If it is decided that there is a conflict of interest, the nature of the interest will be entered on the Conflicts Register and if necessary will be discussed at the Board meeting.

25.4 Depending on the nature of the conflict, the Director may be required to leave the Board meeting or a committee meeting whilst particular matters are discussed.

25.5 If there is such a conflict that the Director's position is deemed no longer tenable by the Governance Committee, they will be removed as a Director of the Company. The Director can appeal the Decision to the People and Remuneration Committee.

26.Special Interest Groups

26.1 The Special Interest Groups of the Association are given in Appendix 9.

26.2 Each Special Interest Groups shall have a Terms of Reference.

26.3 If a number of members inform the Board of Directors that they carry out a specialised and identifiable function not covered by an existing Group, and that accordingly they wish to form a new Group, the Board may request that a Terms of Reference be drafted for the proposed Group for consideration by the Governance Committee which will then be put before the Board for sign off by majority vote.

Appendix

Appendix 1a

Member Code of Conduct

Appendix 1b

Regional Council Code of Conduct

Appendix 2

Current Regions and Sub-Regions

Appendix 3

Regional Council Representative Expressions of Interest

Appendix 4

Regional Chairperson/Vice Chairperson Expression of Interest Form

Appendix 5

Role Profiles

Appendix 6

Board Director Expressions of Interest Form

Appendix 7

Agenda Template

Appendix 8

List of Board Committees






Appendix 9

List of Special Interest Groups

Appendix 10

Board of Directors Code of Conduct

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	Website	rha.uk.net
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