



These Bye-laws were duly adopted by special resolution passed at the Annual General Meeting on 9 May 2019.

1. INTERPRETATION

- 1.1. These Bye-laws are in substitution for all previous Bye-laws of the FTA which are hereby revoked.
- 1.2. Words and expressions defined in the Articles shall, unless the context otherwise requires, have the same respective meanings in these Bye-laws.
- 1.3. In these Bye-laws, unless the context otherwise requires:

Annual General Meeting	means an annual general meeting of the Association held in accordance with the Articles;
Articles	means the Articles of Association of the Freight Transport Association Limited, as adopted by special resolution passed on 9 May 2019;
FTA	means the Freight Transport Association;
FTA Year	means a period commencing upon the conclusion of an Annual General Meeting of the FTA and terminating upon the conclusion of the next following Annual General Meeting of the FTA;
General Meeting	means a general meeting of the FTA held in accordance with the Articles.
Modal Council	means any of the Road Council, the Air Council, the Water Council, the Rail Council, the Shippers Council or any other Modal Council established from time to time, collectively known as the Modal Councils;
Regional Council	means a council representing any geographical area and any other geographical area as determined by the FTA from time to time, collectively known as the Regional Councils.
Strategic Council	means a council with terms of reference as set out in Appendix 4 of this document

- 1.4. These Bye-laws shall be read in conjunction with the Articles and, in the case of any inconsistency, the provisions of the Articles shall prevail.
- 1.5. References to numbered Articles are to be taken as references to those numbered articles in

the Articles.

2. REGIONAL COUNCILS

Establishment of Regional Councils

- 2.1. For the purposes of the business of the FTA, as at the date of adoption of these Bye-laws, the United Kingdom is divided into 13 geographical areas, bearing the names shown in Appendix 1. The FTA may, from time to time, amend the territorial scope of the geographical areas.
- 2.2. There are hereby constituted for the purpose of dealing with sectional and local matters for each geographical area a Regional Council, such Regional Council to have the terms of reference set out in Appendix 2 and being made up of individuals in the manner provided below.

Membership

- 2.3. Any Member or duly appointed representative of a Member may be a member of a Regional Council. No representative may be a member of more than one Regional Council.
- 2.4. Subject to Bye-law 2.3 a Member may appoint representatives to be members of each Regional Council provided that they appoint no more than two representatives per Regional Council.

Meetings

- 2.5. Each Regional Council shall meet at dates and times to be determined by the chairperson of each council. Meetings may be held by telephone or electronic means provided that all members can communicate with each other effectively.
- 2.6. Subject to Bye-law 2.3, an individual who is minuted as having joined a Regional Council at the commencement of the first meeting of that Regional Council in any FTA Year shall be counted as a member of that Regional Council with effect from such commencement and shall remain so counted until the commencement of the first meeting of that Regional Council in the next following FTA Year (whether or not he attends any other subsequent meetings of that Regional Council during the FTA Year in which he joins that Regional Council), subject to the Articles and Bye-law 2.10.
- 2.7. Subject to Bye-law 2.3, an individual who is not minuted as having joined a Regional Council at its first meeting in any FTA Year, but who is minuted as having joined at the commencement of any subsequent meeting of that Regional Council during that FTA Year, shall be counted as a member of that Regional Council with effect from the commencement of that subsequent meeting and shall remain so counted until the commencement of the first meeting of that Regional Council in the next following FTA Year (whether or not he attends any other subsequent meetings of that Regional Council during the FTA Year in which he joins that Regional Council), subject to the Articles and Bye-law 2.10.
- 2.8. At each Regional Council meeting, the first item on the agenda of the meeting shall be the noting of the name of each individual present for the first time in that FTA Year and the capacity in which he is attending the meeting.

Minutes

- 2.9. Each Regional Council shall cause minutes to be kept, recording the members of the Regional Council present at each of its meetings, and recording all resolutions and proceedings of such meetings. Any such minutes shall be approved at the next meeting and shall be conclusive evidence without further proof of the matters stated in such minutes.

Termination of membership from a Regional Council

- 2.10. A member of a Regional Council shall vacate office:
- 2.10.1. if he/she ceases to be a Member;
 - 2.10.2. if the Member whom he represents or in respect of whom he/she is a representative ceases to have the rights of a Member;
 - 2.10.3. if by notice in writing to the secretary of the Regional Council he/she resigns from the Regional Council;
 - 2.10.4. if, being a representative of a Member he/she ceases to be such representative and does not, within one month after so ceasing, become a Member of the FTA or a representative appointed by another Member;
 - 2.10.5. if he/she becomes bankrupt or makes any arrangement or composition with his creditors;
 - 2.10.6. if he/she is found to be, or becomes, of unsound mind or is involved in unethical activities or those which might bring FTA into disrepute; or
 - 2.10.7. if he/she accepts an appointment as a paid official of the FTA.

Disputes

- 2.11. In the event of any dispute arising as to the eligibility pursuant to these Bye-laws of any individual to be a member of a Regional Council, the decision of the FTA Board shall be final and conclusive.

Chairperson

- 2.12. Each Regional Council shall elect annually from amongst its members a chairperson who shall be approved by the President of the FTA and not more than two vice-chairpersons. The chairperson and vice-chairpersons shall be eligible for re-election and shall hold office for no longer than two years in any four year period.
- 2.13. The secretary of the Regional Council shall be appointed by the FTA.

Election of members to join Modal Councils

- 2.14. It shall be the duty of each Regional Council to elect such number of its members as prescribed in Appendix 1 to membership of the Road Council. The elections shall be made prior to the first meeting of the Road Council in the next following FTA Year and shall be approved by the President of the FTA. If an individual so nominated ceases to be eligible to sit on the Road Council during the FTA Year or is unable to attend a particular meeting of the Road Council, it shall be the duty of the Regional Council which nominated him to nominate another individual who shall be approved by the President of the FTA to take his place at the next Regional Council meeting (if any) during that FTA Year or the relevant meeting as applicable.
- 2.15. If any Regional Council wishes to nominate any of its members for membership of a Modal Council, other than the Road Council which has been dealt with in Bye-law 2.14 above, the Regional Council shall submit such nominations to the chairperson of the relevant Modal Council for consideration.

Motions

- 2.16. Any Member wishing to bring forward a motion for consideration by a Regional Council of which he is a member shall submit the motion, in writing, in the first instance to the secretary of that

Regional Council.

Autonomy

- 2.17. Subject to the terms of reference set out in Appendix 2, each Regional Council shall be permitted the fullest measure of autonomy in local matters consistent with the maintenance of a policy from a Modal Council.
- 2.18. Subject to the Articles and these Bye-laws, each Regional Council shall have power to make regulations for the conduct of its proceedings as it sees fit.

3. MODAL COUNCILS

Establishment of Modal Councils

- 3.1. There is hereby constituted the Modal Councils being the Road Council, the Air Council, the Water Council the Rail Council and the Shippers Council. The terms of reference for each Modal Council are set out within Appendix 3. The FTA may, from time to time, amend the number of Modal Councils and / or amend the terms of reference for each Modal Council.

Members

- 3.2. Subject to Bye-law 3.3 each Modal Council other than the Road Council shall have up to 72 members including:
 - 3.2.1. members nominated by the chairperson of the Modal Council; and
 - 3.2.2. the members of the FTA Board.
- 3.3. The Road Council shall have up to 72 members including:
 - 3.3.1. 42 members of Regional Councils nominated by Regional Councils in accordance with Bye-law 2.14.
 - 3.3.2. up to 15 members nominated by the chairperson of the Road Council; and
 - 3.3.3. the members of the FTA Board.

Meetings

- 3.4. The Modal Councils shall meet at dates and times to be determined by the chairperson of each council.
- 3.5. Meetings may be held by telephone or electronic means provided that all members can communicate with each other effectively.
- 3.6. The members of a Modal Council in any given FTA Year shall retire at the commencement of the first meeting of that Modal Council in the next following FTA Year but shall be eligible for re-appointment in accordance with these Bye-laws.

Minutes

- 3.7. Each Modal Council shall cause minutes to be kept of all resolutions and proceedings of meetings. Any such minutes shall be approved at the next succeeding meeting, shall be conclusive evidence without further proof of the matters stated in such minutes.

Termination of membership of a Modal Council

3.8. A member of a Modal Council shall vacate office:

- 3.8.1. if he/she ceases to be a Member;
- 3.8.2. if the Member whom he/she represents or in respect of whom he/she is a representative, ceases to be a Member;
- 3.8.3. if by notice in writing to the secretary of the relevant Modal Council that he/she resigns from that Modal Council;
- 3.8.4. if being, nominated by a Regional Council, he/she ceases to be a member of that Regional Council in accordance with Bye-law 2.10;
- 3.8.5. if he/she becomes bankrupt or makes any arrangement or composition with his creditors;
- 3.8.6. if he/she is found to be, or becomes, of unsound mind or is involved in unethical activities or those which might bring FTA into disrepute;
- 3.8.7. if he/she accepts an appointment as a paid official of the FTA; or
- 3.8.8. if, being nominated by the FTA Board, he/she ceases to be a member of the FTA Board.

Disputes

3.9. In the event of any dispute arising as to the eligibility under these Bye-laws of any individual to be member of a Modal Council, the decision of the FTA Board shall be final and conclusive.

3.10. Any dispute between the Modal Councils shall be referred to the FTA Board who shall call a General Meeting so that the dispute can be resolved by the Members.

Chairpersonn

3.11. Each Modal Council shall elect annually from amongst its members a chairperson who shall be approved by the President of the FTA and two vice-chairpersons. The chairperson and any vice-chairpersons shall hold office until the election of a new chairperson and vice-chairpersons respectively and shall hold office for no longer than two years in any four year period.

3.12. The FTA Board shall appoint a secretary for each Modal Council.

Autonomy

3.13. Subject to the Articles and these Bye-laws, each Modal Council shall have the power to make regulations for the conduct of its proceeding as it sees fit.

4. STRATEGIC COUNCIL

4.1. The President shall approach members of the Modal Councils and FTA Board so that the Strategic Council, the terms of reference for which are set out in Appendix 4, shall have at least two attendees from each modal council. The President's selection of Strategic Council attendees will give due attention to a balanced representation of business type and geography.

4.2. The Strategic Council may resolve by a simple majority at any time to appoint to the Strategic Council, persons of eminence who need not be Members and who, by their knowledge or capabilities, should in the opinion of the majority of the Strategic Council, be able to make valuable contributions to the work and objective of the Strategic Council. Any such person so appointed shall have no voting power and may at any time be removed from membership of the

Strategic Council.

- 4.3. The members of the Strategic Council referred to in Bye-law 4.1 above shall automatically cease to be members of the Strategic Council at the commencement of the first meeting of the Strategic Council in the next FTA Year but shall be eligible for re-appointment.
- 4.4. The president of the FTA shall be invited to sit on the Strategic Council and shall act as chairperson or nominate a Member to act as chairperson.
- 4.5. Meetings of the Strategic Council shall take place at dates and times determined by the chairperson of the Strategic Council.
- 4.6. A member of the Strategic Council shall vacate office:
 - 4.6.1. if, by notice in writing to the secretary, he/she resigns from the Strategic Council;
 - 4.6.2. if, being a member of the Strategic Council by virtue of his membership of a Modal Council, he/she ceases to be a member of the Modal Council;
 - 4.6.3. if, being a member of the Strategic Council by virtue of being a member of the FTA Board, he/she ceases to be a member of the FTA Board;
 - 4.6.4. he/she becomes bankrupt or makes any arrangement or composition with his creditors;
 - 4.6.5. he/she is found to be, or becomes, of unsound mind or is involved in unethical activities or those which might bring FTA into disrepute;
 - 4.6.6. he/she, or the Member whom he represents, ceases to be a Member;
- 4.7. The Strategic Council shall cause minutes to be kept of all resolutions and proceedings of its meetings. Any such minutes shall be approved at the next meeting and shall be conclusive evidence without further proof of the matters stated in such minutes.

5. ANNUAL GENERAL MEETING AND GENERAL MEETINGS

- 5.1. Annual general meetings and general meetings of all Members or their representatives shall take in accordance with the Articles. All Members or their representatives shall be eligible to attend.
- 5.2. The annual general meeting shall address matters relevant to the FTA including but not limited to the structure of councils, composition and manner of business. The general meeting may be used to make, vary or appeal Bye-Laws.
- 5.3. The chairperson of an annual general meeting or a general meeting shall appoint a secretary and such secretary shall cause minutes to be kept of all resolutions and proceedings of the annual general meeting or general meeting (including the making of any Bye-laws). Any such minutes, shall be conclusive evidence without further proof of the matters stated in such minutes.

6. NON-MEMBERS

- 6.1. The FTA may provide services to non-Members from time to time as determined by the FTA Board. Any such non-Members shall not acquire voting rights and will not be eligible to vote on FTA matters.

7. WORKING GROUPS

- 7.1. Without prejudice to the powers of the FTA Board each of the Regional Councils, Modal Councils or Strategic Council shall have the power to appoint and dissolve such committees as it shall from time to time deem expedient, and which shall be known as Working Groups.
- 7.2. Each of the Regional Councils, Modal Councils or Strategic Council shall have the power to create and manage such Working Groups and may delegate such functions to such Working Groups as it thinks fit.
- 7.3. The chairperson of each Working Group, or a representative, is eligible for nomination to a Modal Council by a Modal Council chairperson.

8. FREIGHT TRANSPORT ASSOCIATION LOGO

- 8.1. Members may advertise their involvement with the FTA in accordance with FTA branding guidelines which can be found on the website of the FTA.
- 8.2. The FTA Board shall have power to withdraw the right to use the FTA name and logo from any Member or other individual where, in its opinion, continued use by that Member or individual would be likely to reflect adversely on the FTA for whatever reason.
- 8.3. Any member who knowingly contravenes this Bye-law may, on the recommendation of the appropriate Regional Council be required to withdraw from membership of the FTA pursuant to the Articles.

9. CONDUCT OF MEETINGS

- 9.1. The FTA Board shall produce rules for the conduct of meetings of the Regional Councils, Modal Councils and Strategic Council that prescribe the conduct of such meetings. These rules shall be presented at each meeting of each Regional Council, Modal Council and Strategic Council.

APPENDIX 1

FREIGHT TRANSPORT ASSOCIATION REGIONAL COUNCILS

Regional Council	No. of Seats
East Midlands	4
East of England	4
Greater London	4
North of England	2
North West England	4
Northern Ireland	2
Scotland	4
South Central England	3
South East England	3
South West England	3
Wales	2
West Midlands	4
Yorkshire and the Humber	4
Total	42

APPENDIX 2

REGIONAL COUNCILS: Terms of Reference

1. To consider and recommend policy to the relevant Modal Council on matters insofar as they affect Members' interests in the use and operation of freight transport.
2. To consider and report on other matters as requested by the Modal Councils.
3. These terms of reference shall not preclude any Regional Council considering and, as appropriate, reporting on any matter of transport policy of relevance to the Modal Councils or Strategic Council or FTA Board.

APPENDIX 3

MODAL COUNCILS TERMS OF REFERENCE

ROAD COUNCIL

- 1 To consider and resolve upon matters insofar as they affect Members' interests in the use and operations of road freight transport.
- 2 To consider and report upon matters of the other Modal Councils or Strategic Council insofar as they affect the use and operation of road freight transport.
- 3 To consider and report upon matters as delegated to it by the General Meeting, Strategic Council or FTA Board, if necessary through the establishment of working groups.

RAIL COUNCIL

- 1 To consider and resolve upon matters insofar as they affect Members' interests in the use and operation of rail freight transport.
- 2 To consider and report upon matters of the other Modal Councils or Strategic Council insofar as they affect the use and operation of rail freight transport.
- 3 To consider and report upon matters as delegated to it by the General Meeting, Strategic Council or FTA Board, if necessary through the establishment of working groups.

AIR COUNCIL

- 1 To consider and resolve upon matters insofar as they affect Members' interests in the use and operation of air freight transport.
- 2 To consider and report upon matters of the other Modal Councils or Strategic Council insofar as they affect the use and operation of air freight transport.
- 3 To consider and report upon matters as delegated to it by the General Meeting, Strategic Council or FTA Board, if necessary through the establishment of working groups.

WATER COUNCIL

- 1 To consider and resolve upon matters insofar as they affect Members interests in the use and operation of water freight.
- 2 To consider and report upon matters of the other Modal Councils or Strategic Council insofar as they affect the use and operation of water freight transport.
- 3 To consider and report upon matters as delegated to it by the General Meeting, Strategic Council or FTA Board, if necessary through the establishment of working groups.

SHIPPERS COUNCIL

- 1 To consider and resolve upon matters insofar as they affect Members interests in the procurement of international freight.
- 2 To consider and report upon matters of the other Modal Councils or Strategic Council insofar as they affect

the procurement of international freight.

3 To consider and report upon matters as delegated to it by the General Meeting, Strategic Council or FTA Board, if necessary through the establishment of working groups.

APPENDIX 4

STRATEGIC COUNCIL

Terms of Reference

1. To consider and advise FTA on current and emerging pan-modal and long-term strategic policy issues;
2. To progress and monitor the progress of long-term industry objectives;
3. To provide advice to the FTA Board and General Meeting on strategic policy issues;
4. To delegate matters to Modal Councils to consider and report upon;
5. To carry out any other duties required to progress the purpose and principles of the FTA.