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ROAD SURFACE TREATMENTS ASSOCIATION LIMITED

Articles of Association

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THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

THE ROAD SURFACE TREATMENTS ASSOCIATION LIMITED

PRELIMINARY

1.1 In these Articles unless there be something in the subject of context inconsistent therewith:

“The Act” means the Companies Act 1985

“The Association” means the above named Company.

“Industry” means the business or industry of maintaining and improving roads, streets, paths and other ground surfaces including associated activities.

“Members” means any Company or organisation who has met the criteria for membership and who has been approved by the Executive Committee.

“The Executive Committee” means the Members for the time being of the Executive Committee hereby constituted.

“Sector” a sector is defined as a discrete activity or group of activities carried out by Members and agreed by the Executive Committee.

“Sub-Committee” is defined as a Committee representing a discrete activity or group of activities carried out by members and agreed by the Sector Committee to whom they report.

“The Remuneration Committee” comprises the Chairman and Directors who determine and agree the annual pay for RSTA employed staff.

“The Office” means the Registered Office for the time being of the Association.

“Month” means calendar month.

“In writing” means written or printed or partly written and partly printed.

“Special Resolution” “Ordinary Resolution” and “Extraordinary Resolution” have the meanings assigned thereto respectively by the Companies Act 1985.

Words importing the singular include the plural number and vice versa.

Words importing the masculine gender include the feminine gender.

Words importing persons include corporations.

1.2 The following regulations contained in Table A in the First Schedule of the Companies Act 1985 shall not apply to the Association:-

1.2.1 Regulations 2 to 35 inclusive, 38, 54 55, 57, 59, 65 to 69 inclusive, 81 and 82, 101 to 108 inclusive, 110, 114, 116 and 117.

But the articles hereinafter contained and subject to the modifications set out the remaining regulations of Table A shall constitute the articles of association.

1.2.2 In regulation 1 of Table A the definition of holder shall be omitted.

1.2.3 The words “and at any separate meeting of the holders of any class of shares in the company” shall be omitted from regulation 44 of Table A.

1.2.4 Paragraph (d) of regulation 46 of Table A shall be omitted.

MEMBERSHIP

2. For the purpose of registration the number of Members of the Association is declared not to exceed 100 but the Executive Committee may, whenever they think fit, register an increase of Members.
3. The subscribers to the Memorandum of Association and such other persons or companies as shall be admitted to membership in accordance with these Articles shall be Members of the Association and shall be entered in the Register of Members accordingly. No Company/Organisation and/or their representative shall be admitted as a Member unless approved by the Executive Committee.
4. Companies and Organisations established in the Industry prior to their application for membership may be eligible for membership of the Association and when so elected shall be known as Members.
5. No Company or Organisation shall be admitted to membership unless or until there shall have been signed by such person or on behalf of such company the Memorandum and Articles of Association or an application for membership in the terms following:

To the Road Surface Treatments Association Limited.

I desire to become a Member of the Association and request you to enter my name on the Register of Members accordingly subject to your Memorandum and Articles of Association.

Dated this day of

6. Any Company being a member of the Association must appoint in writing one representative to act on their behalf. They shall be eligible to serve on the Executive Committee and may be elected an officer of the Association. Any Member may appoint an alternative representative to act on their behalf in case of need.
7. Any Member may withdraw from the Association at the 31 December in any year by giving the Secretary not less than one year's notice in writing of his intention so to do. Upon the expiration of such notice he shall cease to be a Member. Members who resign without giving notice and who refuse to pay their annual subscription on behalf of the Organisation/Company they represent shall remain liable to pay monies outstanding for the 12 month notice period.
8. (a) A Member may be called upon to determine his membership of the Association forthwith or at a date fixed when so required by a Resolution passed at an Extraordinary General Meeting of the Association. The Member called upon to withdraw shall be repaid the unexpired proportion of his subscription having regard to the unexpired portion of the period for which it is paid and such Company/Organisation shall cease to be a Member of the Association at the time specified.
(b) If the Executive Committee shall resolve that in their opinion a Member of the Association has executed work of a lower standard than the Association has prescribed or the Executive Committee think reasonable or has proved himself to be an undesirable member for some other cause the Executive Committee may require such Member to attend before them and explain his conduct. If in the opinion of the Executive Committee such explanation is not acceptable

then the committee shall call an Extraordinary General Meeting of the Association for the purpose of determining the membership of such Member in accordance with the provisions of Article 8(a) of these Articles of Association.

9. (a) The qualification of a Member shall be the payment of an entrance fee and an annual subscription of such respective amounts as the Executive Committee may from time to time determine. The entrance fee and annual subscription for each sector will not necessarily be the same. In addition some (not necessarily all) Members may be required to pay a levy of such amounts as the Executive Committee may from time to time determine. In addition all new applicants must meet the criteria or conditions of membership as written and determined by the Executive Committee and as detailed at www.rsta-uk.org/join-the-rsta.htm.
 - (b) In case any Member shall make default in payment of any annual subscription or levy for three months from the date when the same is due his membership will be suspended pending full settlement of the monies due. He shall remain liable to pay any such subscription or levy as may have been properly charged to him before he ceased to be a Member.
 - (c) No individual shall by reason of his having signed the memorandum and Articles of Association be liable for any entrance fee or subscription if such entrance fee or subscription is paid by the organisation of which he is a Director or Manager.
10. The rights of a Member shall not be transferable and shall not pass to a Receiver or Liquidator.

DUTIES OF AND RESTRICTIONS ON MEMBERS

11. Every Member shall be bound to further to the best of his ability the objects, interests and influence of the Association. Any member found to be involved with trade activities that are deemed by the Executive Committee to undermine the aims and objectives of the Association can have their membership cancelled subject to any successful appeal.

GENERAL MEETINGS

12. A General Meeting shall be held once in every year on a date between the first day of January and the first day of May and at such place as may be determined by the Executive Committee whose duty it shall be to see that such Meetings are convened and minuted.
13. The above mentioned General Meeting shall be referred to in these Articles as the Annual General Meeting and all other meetings of the Association shall be called Extraordinary General Meetings.
14. The Executive Committee may whenever they think fit convene an Extraordinary General Meeting. The Executive Committee shall be required to convene an Extraordinary General meeting when requisitioned in writing by not less than five members.
15. Any such requisition shall specify the object of the meeting required and shall be signed by the Members making the same and shall be deposited at the office. It may consist of several documents in like form each signed by one or more of the requisitionists.

16. In case the Executive Committee for fourteen days after such deposit fails to convene an Extraordinary General meeting to be held within twenty one days after such deposit the requisitionists may themselves convene a meeting but any meeting so convened shall not be held after three months from the date of the deposit.
17. Without prejudice to the statutory requirement of twenty one clear days' notice for Annual General Meetings and for meetings convened to consider a special resolution, fourteen clear days' notice to the Members specifying the place day and hour of meeting and in case of special business the general nature of such business shall be given by notice sent by post or otherwise served as hereinafter provided and with the consent of all the Members a meeting may be convened by a shorter notice and in any manner they think fit.
18. The accidental omission to give any notice to any of the Members shall not invalidate any resolution passed at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. The business of the Annual General Meeting held under Article 13 in each year shall be to receive and consider the statement of income and expenditure, the balance sheet and reports of the Executive Committee and to elect other officers in the place of those retiring and to transact any other business which under these Articles ought to be transacted at the Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.

20. Four Members present personally or by proxy shall be a quorum for a General Meeting. No business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.
21. The Chairman, Senior Vice Chairman or Junior Vice Chairman of the Association shall be entitled to take the Chair at every General Meeting or if there be no Chairman or Senior Vice Chairman or Junior Vice Chairman or if at any meeting they shall not be present fifteen minutes after the time appointed for holding such meeting the Members shall choose another member of the Executive Committee as Chairman and if no member of the Executive Committee be present or if all the members of the Executive Committee present decline to take the Chair then the Members present shall choose one of their number to be Chairman.
22. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a date time and place within three weeks thereafter as may be notified by the Chairman of the Association and if at such adjourned meeting a quorum is not present those Members who are present shall form a quorum and may transact the business for which the meeting is called.
23. Every question submitted to a meeting shall be decided in the first instance by a show of hands and in a case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as a Member.
24. At any General Meeting unless a poll is demanded by at least two Members a declaration by the Chairman that a resolution has been carried or carried by a

particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution.

25. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman directs and either at once or after an interval or adjournment and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Provided nevertheless that if a poll be demanded it shall be conducted in the manner of a secret ballot.
26. The Chairman of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
27. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

28. On a show of hands every Member present in person shall have one vote. Upon a poll every Member present in person or by proxy shall have one vote. No resolution shall be deemed carried on a poll unless in addition to a majority by way of votes at least 30% of the Members present in voting support the resolution.
29. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation under the hand of an officer or attorney so authorised. A Member will be able to appoint a proxy from another Member.
30. Any resolution passed by the Executive Committee notice of which shall be given to the Members in the manner in which notices are hereinafter directed to be given and which shall within one month after it shall have been so passed be ratified and confirmed in writing by three fourths of the Members of the Association shall be as valid and effectual as a resolution of a General Meeting but this clause shall not apply to a resolution for winding up the Association or to a resolution passed in respect of any matter which by statute or these Articles ought to be dealt with by Special or Extraordinary Resolution.

OFFICERS

31. (a) The Officers of the Association shall be the Chairman of the Association, a Senior Vice Chairman and a Junior Vice Chairman all of whom shall be Members of the Executive Committee subject to the provisions of Article 32(b) and the Chief Executive acting as Secretary. The Chairman, Senior Vice Chairman and Junior Vice Chairman shall be appointed at each Annual

General Meeting of the Association and shall hold office for one year or until successors are appointed. At the Annual General Meeting the Senior Vice Chairman automatically succeeds the outgoing Chairman and the Junior Vice Chairman automatically succeeds the outgoing Senior Vice Chairman. Any member who has served on the Executive Committee for at least 12 months prior is eligible to be elected as Junior Vice Chairman. A person shall not be eligible for election as Chairman save as provided in Article 32 (b) of these Articles and unless he was the Chairman, Senior Vice Chairman, Junior Vice Chairman or a Member of the Executive Committee during the year preceding that for which he is proposed to be elected as Chairman nor shall he be eligible for re-election as Chairman for the year succeeding that for which he has held office as Chairman for the second consecutive year. The Secretary may be in the full time employment of the Association and shall be engaged by the Executive Committee upon such terms in all respects as the Committee shall think fit.

- (b) In the event that the Senior Vice Chairman and Junior Vice Chairman is unable to become the Chairman then a person shall be eligible for election as Chairman who has been a Member of the Committee for a minimum of two consecutive years in the five year period preceding that for which he is proposed to be elected. When such a person is elected Chairman of the Association he shall act on the following terms:
 - (i) He shall not be entitled to vote at General Meetings except in case of an equality of votes when he shall have a casting vote under the provisions of Article 24 of these Articles.
 - (ii) He shall not by virtue of being Chairman of the Association be a Member of the Executive Committee. Notwithstanding he may attend

meetings of the Executive Committee at which he may on the invitation of the Executive Committee take the Chair. He shall not be entitled to vote at meetings of the Executive Committee except in the case of equality of votes when he shall have a casting vote.

- (iii) The Executive Committee may agree such remuneration for the Chairman elected as the Executive Committee thinks fit.

THE EXECUTIVE COMMITTEE

32. Unless and until otherwise determined by the Association in General Meeting the number of members of the Executive Committee shall be not less than four nor more than twenty. Each Member may nominate his representative to the Executive Committee by notice in writing to the Secretary accompanied by the consent of his representative to act as a member of the Executive Committee whereupon such representative shall be considered for election onto the Committee if a vacancy exists at the Annual General Meeting. Members of the Executive Committee are elected each year at the Annual General Meeting. All members representatives on the Committee shall continue to serve until such time as:

- (a) he ceases to be a representative of a Member, or
- (b) his nomination to the Executive Committee is withdrawn by notice in writing to the Secretary by the Member of which he is the representative.

An additional representative of any company or firm may attend meetings of the Executive Committee if desired by the Executive Committee for any particular purpose but such representative shall not be entitled to vote.

- (c) should the Secretary receive more than twenty nominations to the Executive Committee then Membership of the Executive Committee shall be determined by the Members in a General Meeting.

33. The continuing members of the Executive Committee may act notwithstanding any vacancy in their body but they shall have power to co-opt other members to the Executive Committee to fill vacancies arising.
34. The office of a member of the Executive Committee shall be vacated:
- (a) He is or may be suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1960 or
 - (ii) an Order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver curator bonis or other person to exercise powers with respect to his property or affairs
 - (b) If by notice in writing to the Association he resigns his Office.
 - (c) If he be requested to resign by Extraordinary Resolution of the Association.
 - (d) If he cease to be a member of the Association.
 - (e) If he shall for more than six (6) consecutive months have been absent without permission from meetings of the Executive Committee held during that period and the Executive Committee resolves that his office be vacated.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

35. The members of the Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless

otherwise determined three (3) members of the Executive Committee shall be a quorum. The Executive Committee shall meet together not less than two (2) times in each calendar year.

36. The Secretary at the request of the Chairman or of any two members shall at any time summon a meeting of the Executive Committee. Questions arising at any meeting shall be decided by a simple majority of votes and in case of any equality of votes the Chairman shall have a second or casting vote.
37. A resolution in writing signed by all members of the Executive Committee shall be as valid and effectual as if it had been passed at a Committee meeting duly called and constituted.

POWERS OF THE EXECUTIVE COMMITTEE

38. The management of the business of the Association shall be vested in the Executive Committee who in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in General Meeting but subject nevertheless to the provisions of the statutes and of these Articles and to any regulations from time to time made by the Association in General Meeting provided that no regulations so made shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

39. At the Annual General Meeting in each year the Executive Committee shall lay before the Association a statement of the income and expenditure and a balance sheet containing a summary of the property and liabilities of the Association made up to a date not more than six months before the meeting from the time when the last preceding statement and balance sheet were made up.
40. Every such balance sheet shall be accompanied by a report of the Executive Committee as to the state and condition of the Association and the statement report and balance sheet shall be signed by two members of the Executive Committee and countersigned by the Secretary.
41. The Executive Committee may delegate any of its powers to any committee consisting of one or more members of the Executive Committee any such delegation may be made subject to any conditions the Executive Committee may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered subject to any such conditions. The proceedings of a committee shall be governed by the Articles regulating the proceedings of the Executive Committee so far as they are capable of applying.

DIRECTORS

42. The qualification of a director of the Association shall be membership of the Executive Committee and have held this position for at least two years.
43. Any director (other than an alternate director) may appoint any other director or any other person approved by resolution of the Executive Committee and willing to act to

be an alternate director and may remove from office an alternate director so appointed by him.

44. An alternate director shall be entitled to receive notice of all meetings of the Executive Committee and of all meetings of committees of which his appointor is a member to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Association for his services as an alternate director but it shall not be necessary to give notice of such meeting to an alternate director who is absent from the United Kingdom.
45. An alternate director shall cease to be an alternate director if his appointor ceases to be a director.
46. Any appointment or removal of an alternate director shall be by notice to the Association signed by the director making or revoking the appointment or in any other manner approved by the Executive Committee.
47. Save as otherwise provided in these Articles an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.
48. The office of a director shall be vacated if:
 - (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or

- (b) he is or may be suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1960 or
 - (ii) an Order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver curator bonis or other person to exercise powers with respect to his property or affairs or
- (c) he resigns his office by notice to the Association; or
- (d) he shall for more than six (6) consecutive months have been absent without permission of the directors from meetings of the Executive Committee held during that period and the directors resolve that his office be vacated
- (e) he becomes ineligible for appointment as a director under a ruling by Companies House.

49. The directors shall be entitled to such remuneration as the Association made by Ordinary Resolution determine and unless the Resolution provides otherwise the remuneration shall be deemed to accrue from day to day.

50. The directors may be paid all travelling hotel and other expenses properly incurred by them in connection with the attendance at meetings of the Executive Committees or otherwise in connection with the discharge of their duties.

51. Subject to the provisions of the Act and provided that he has disclosed to the directors the nature and extent of any material interest of his a director notwithstanding his office:

- (a) may be a party to or otherwise interested in any transaction or arrangement with the Association or in which the Association is otherwise interested.
- (b) may be a director or other officer of or employed by or a party to any transaction or arrangement with or otherwise interested in any body corporate in which the Association is otherwise interested and
- (c) shall not by reason of his office be accountable to the Association for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

52. For the purpose of Regulation 61:

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

MINUTES

53. The Executive Committee and any committee to which powers are delegated under Article 43 shall cause Minutes to be duly entered in books provided for the purpose:

- (a) Of all appointments of Officers.
- (b) Of the names of the members of such committee present at each meeting of such committee.
- (c) Of all orders made by such committee.
- (d) Of all resolutions and proceedings of General Meetings and meetings of such committee.

Any such Minutes of any meetings of any such committee or of the Association if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matter stated in such books. All books, documents, records and papers shall be kept at the offices of the Association.

ACCOUNTS

54. The accounts and books of account of the Association shall be kept at the Office and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Association in General Meeting the same shall be open to the inspection of the Members at all times during the usual business hours.

NOTICES

55. A notice may be served by the Association upon any Member either personally or by sending it through the post in a pre-paid envelope or wrapper addressed to such Member at his registered place of address.

56. A notice sent by post shall be deemed to have been served at the expiration of forty eight hours from the time when the letter containing the same is posted and in proving such notice it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put in the Post Office.

INDEMNITY

57. Subject to the provisions of the Act but without prejudice to any indemnity to which a person may be entitled every member of any committee, Secretary and other officer or servant of the Association shall be indemnified by the Association against and it shall be the duty of the Executive Committee out of the funds of the Association to pay all costs, losses and expenses which any such Officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties including travelling expenses.
58. No member of any committee or other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other member or officer or for joining in any receipt or other act of conformity or for any loss or expenses happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities, or effects shall be deposited or for any loss occasioned by any error or judgement or oversight, omission or default on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto

unless the same happen through his own dishonesty. This Article shall have effect only so far as permitted by the Act.

SECTOR COMMITTEES AND SUB-COMMITTEES

59. The establishment of Sector Committees are approved by the Executive Committee. They meet at least twice per annum to discuss technical and health & safety matters relating to the industry. Each Sector Committee must have a Chairman and Vice-Chairman voted in by participating members. There is no prescribed time limit for a Chairman's or Vice-Chairman's term of office. Organisations who are members of the RSTA will belong to at least one Sector dependent on the nature of their business. Decisions are taken at meetings by majority vote. Where an equal vote is achieved the Chairman has the deciding vote. All meetings must be recorded in the form of minutes which are signed by the chairman at the next meeting and copied to the Executive Committee. At least three members must be present to form a quorum plus an employee of the Association to make decisions on behalf of the Sector. Any decision taken that has a bearing on the Association must be approved by the Executive Committee.

The establishment of Sub-Committees are approved by the relevant Sector Committee to whom they report. They operate in a manner similar to Sector Committee's however they have a narrower brief and generally only deal with specific technical tasks and may meet less frequently and at their discretion.