

SPECIAL RESOLUTIONS

of

**TRANSPORT RESEARCH FOUNDATION
(Foundation)**

Passed at the Annual General Meeting held on 22 March 2022

At the Annual General Meeting of the Foundation duly convened and held at Crowthorne House, Nine Mile Ride, Wokingham, Berkshire, RG40 3GA on 22 March 2022, the following resolutions were duly passed as special resolutions.

SPECIAL RESOLUTIONS

1. THAT there be added a new definition to the Articles of Association of the Foundation as follows:

"Actively Engaged means that a Member has either:

- (a) Attended any of the last three annual general meetings of the Foundation; or
- (b) Responded to a notice of annual general meeting by returning a proxy vote to the Foundation for any of the last three annual general meetings of the Foundation.

2. THAT there be added a new article 47(4) as follows (and existing articles 47(4) and 47(5) be re-numbered as Articles 47(5) and 47(6) respectively):

- 47(4) In order to avoid the frustration of the Foundation's business, the board of Directors of the Foundation unconditionally reserves the right to terminate, on the prior service of at least three months' notice, the Membership of any Sector Member, who has not been Actively Engaged in the business of the Foundation. No Member shall have any recourse against the Foundation whatsoever in relation to any such decision to terminate the Membership of a Sector Member on the grounds of their lack of engagement.

Signed by



Peter Millard
Company Secretary

WEDNESDAY



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13/04/2022

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COMPANIES HOUSE