

The Companies Act 2006

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

- OF -

**CAMPAIGN FOR BETTER TRANSPORT CHARITABLE TRUST**

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Incorporated the 24<sup>th</sup> day of October, 2003

Memorandum and Articles of Association amended on 19 January 2004

And further amended 21 November 2005

And further amended on 30 July 2007

And further amended on 4 February 2008

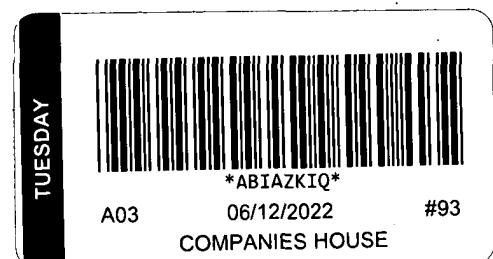
And further amended on 7 December 2009

And further amended on 6 September 2010

And further amended on 27 July 2022

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Company No. 4943428



COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

OF

**CAMPAIGN FOR BETTER TRANSPORT CHARITABLE TRUST**

1. The Company's name is "Campaign for Better Transport Charitable Trust" (and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in England.

**Interpretation**

3. In these articles:

"the Charity" means the company intended to be regulated by these articles;

"the Act" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;

"Address" includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;

"Annual Retirement Meeting" has the meaning given in article 33;

"the articles" means these Articles of Association of the Charity;

"Clear Days" in relation to the period of a notice means the 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;

"Document" includes a summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;

"Electronic Form" and "Electronic Means" have the meanings respectively given to them in section 1168 of the Companies Act 2006;

"Executed" includes any mode of execution;

"Hard Copy" and "Hard Copy Form" have the meanings respectively given to them in the Companies Act 2006;

"the Memorandum" means the memorandum of association of the Charity;

"Office" means the registered office of the Charity;

"the Seal" means the common seal of the Charity if it has one.

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning); and

"the United Kingdom" means Great Britain and Northern Ireland.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

## **Objects**

4. The Charity's objects (the "Objects") are for the benefit of the public:
  - (1) To advance the education of the public on transport and related topics and their impact upon environment and society, including biodiversity, health and poverty.
  - (2) The promotion for the public benefit of the use of sustainable modes of transport and patterns of living and transport which reduce the adverse effects of transport upon the environment, health, society and natural and historical landscapes within the United Kingdom and elsewhere.

## **Powers**

5. The Charity has the power to do all such lawful things as may further the Charity's objects. In particular, the Charity has power:
  - (1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
  - (2) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any taxable permanent trading activities and shall comply with any relevant statutory regulations;
  - (3) to acquire, alter, improve and (subject to such consents as may be required by law) to sell, lease or otherwise dispose of property;
  - (4) to borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Charity must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
  - (5) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a trustee only to the extent it is permitted to do so by articles 6 to 10 and provided it complies with the conditions in that article;
  - (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (7) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
  - (8) to acquire, amalgamate, merge with or to enter into any partnership or joint venture arrangement with any other Charity;
  - (9) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (10) to provide indemnity insurance for the trustees or any other officer of the Charity in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a trustee, the second and third references to "charity trustees" in the said Section 189(1) shall be treated as references to officers of the Charity);
  - (11) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity; and

- (12) to carry out research and disseminate the results of such research in furtherance of the objects.

#### **Application of Income and Property**

6. (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A trustee is entitled to reimbursement from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- (b) A trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (c) A trustee may receive an indemnity from the Charity in the circumstances specified in article 58.
- (d) A trustee may not receive any other benefit or payment unless it is authorised by articles 8, 9 or 10.
7. Subject to articles 8, 9 and 10, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend or bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a trustee receiving:
- (1) a benefit from the Charity in the capacity of a beneficiary;
- (2) reasonable and proper remuneration for any goods or services supplied to the Charity.
8. No trustee or connected person may:
- (1) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- (2) sell goods, services, or any interest in land to the Charity;
- (3) be employed by or otherwise receive remuneration from, the Charity; unless:
- i. the payment is permitted by article 9; or
- ii. the trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.
9. Scope and powers permitting trustees' and connected persons' benefits:
- (1) A trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the trustees do not benefit in this way.
- (2) A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (3) Subject to article 10 a trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the trustee or connected person.
- (4) A trustee or connected person may receive reasonable interest on money lent to the Charity at a reasonable and proper rate which must be 2% or more per annum below the base rate of a clearing bank to be selected by trustees, as long as this is not less than zero %.

- (5) A trustee or connected person may receive rent for premises let by the trustee or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
  - (6) The trustees may arrange for the purchase, out of the funds of the Charity, insurance designed to indemnify the trustees in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act 2011.
  - (7) A trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.
10. The Charity and its trustees may only rely upon the authority provided by article 9(3) if each of the following conditions is satisfied:
- (1) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the trustee or connected person supplying the goods ("the supplier") and the Charity.
  - (2) The amount or maximum amount of the payment of the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - (3) The other trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a trustee or connected person.
  - (4) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with them or with regard to the supply of the goods to the Charity.
  - (5) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
  - (6) The reason for their decision is recorded by the trustees in the minutes of the meeting.
  - (7) A majority of trustees then in office are not in receipt of remuneration or payments authorised by article 8.
11. Where applicable "connected person" means:
- (1) A child, parent, grandchild, grandparent, brother or sister of the trustee;
  - (2) The spouse or civil partner of either the trustee or any person falling within paragraph (1) above;
  - (3) A person carrying on business in partnership with the trustee or with any person within paragraphs (1) and (2) above;
  - (4) An institution which is controlled –
    - a) By the trustee or any connected person falling within paragraphs (1), (2) or (3) above; or
    - b) By two or more persons falling within sub-paragraph (i), when taken together;
  - (5) A body corporate in which –
    - a) The trustee or any connected person falling within paragraphs (1) to (3) has a substantial interest; or
    - b) Two or more persons falling within sub-paragraph (i) who, when taken together, have a substantial interest.

12. Where applicable in articles 6 to 10 "Charity" shall include any company in which the Charity:

- (1) Holds more than 50% of the shares; or
- (2) Controls more than 50% of the voting rights attached to the shares; or
- (3) Has the right to appoint one or more directors to the board of the company.

### **Liability of Members**

13. The liability of the members is limited.
14. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

### **Winding up**

15. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by articles 6 to 10 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

## **MEMBERS**

### **Trustees as members**

16. The trustees from time to time shall be the only members of the Charity.
17. A trustee shall become a member on becoming a trustee. All new trustees are treated as having agreed to become members of the Charity.
18. The names of the members of the Charity must be entered in the register of members.

### **Termination of membership**

19. A member shall cease to be a member if he or she ceases to be a trustee.
20. Membership is not transferable and shall cease on death.

### **Associate members**

21. The trustees may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the trustees shall make, provided that no such associate members shall be members of the Charity for the purposes of the articles or the Companies Acts

## **DECISION-MAKING BY MEMBERS**

### **Members' Meetings**

22. The trustees may call a general meeting of the members at any time.
23. Subject to article 24, such meetings must be called and held in accordance with the provisions regarding such meetings in the Companies Acts.

24. The quorum for general meetings is two of the total number of members or one third, whichever is the greater, provided that if the quorum for trustee's meetings is fixed at a different level by a decision of the trustees, in accordance with article 40, the quorum for general meetings shall change accordingly.

## **WRITTEN RESOLUTIONS**

25. The members may pass written resolutions in accordance with the Companies Acts.

## **TRUSTEES**

### **Trustees**

26. The number of trustees shall not be less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
27. Those persons notified to the Registrar of Companies as the first directors of the Charity shall be the first trustees. Future trustees shall be appointed as provided subsequently in the articles.

### **Powers of trustees**

28. Subject to the provision of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
29. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;
  - (2) to enter into contracts on behalf of the Charity.

## **APPOINTMENT AND RETIREMENT OF TRUSTEES**

### **Appointment of trustees**

30. Any person who is willing to act as a trustee, and who would not be disqualified from acting under the provisions of article 35, may be appointed to be a trustee by a decision of the trustees.

### **Minimum age**

31. No person may be appointed as a trustee unless he or she has reached the age of 18 years.

### **Retirement of trustees and reappointment**

32. Subject to articles 35 and 36, each trustee shall retire from office at the third Annual Retirement Meeting following commencement of his or her term of office.

Retiring trustees may be reappointed.

### **Disqualification and removal of trustees**

33. A trustee shall cease to hold office if he or she:
- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);

- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) resigns as a trustee by notice to the Charity (but only if at least three trustees will remain in office when the notice of resignation is to take effect);
- (4) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated;
- (5) ceases to be a member of the Charity.

#### **Unremunerated trustee offices**

- 34. Subject to the provisions of the Act and to articles 6 to 10, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive officer under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he or she ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement in accordance with article 32.
- 35. Except to the extent permitted by articles 6 to 10, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

#### **Proceedings of trustees**

- 36. Subject to the provisions of these articles, the trustees may regulate their proceedings as they see fit. In determining whether trustees are participating in a trustees' meeting, it is irrelevant where any trustee is or how they communicate with the others, provided they can communicate any information or opinions they have on any particular item of the business of the meeting (for example, via telephone or video conferencing).
- 37. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 38. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees whichever is the greater.
- 39. The trustees may act notwithstanding any vacancies in their number; but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 40. The trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no one has been appointed to chair meetings of the trustees or if the person appointed is unwilling to preside or is not present within 15 minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- 41. The trustees may appoint one or more sub-committees (which shall be governed by the articles regulating the meetings and proceedings of the trustees so far as they apply and are not superseded by any regulations made by the trustees) consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee provided that:
  - (1) the resolution making the delegation must specify those who shall serve or be asked to serve on the sub-committee (although the resolution may allow the committee to make co-options up to a specified number);
  - (2) the composition of the sub-committee shall be entirely in the discretion of the trustees and may include such of their number (if any) as the resolution may specify;

- (3) all acts and proceedings of the sub-committee shall be fully and promptly reported to the trustees;
  - (4) the trustees may make such regulations and impose such terms and conditions and give such mandates to any such sub-committee as they may from time to time think fit; and
  - (5) no sub-committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the trustees or in accordance with a budget which has been approved by the trustees.
42. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
43. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
44. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity.

#### **Minutes**

45. The trustees must keep minutes of all:
- (1) appointments of officers made by the trustees;
  - (2) proceedings at meetings of the Charity;
  - (3) meetings of the trustees and committees of trustees including:
    - a) the names of the trustees present at the meeting;
    - b) the decisions made at the meetings; and
    - c) where appropriate the reasons for the decisions.

#### **The Seal**

46. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by a second trustee.

#### **Accounts**

47. Accounts shall be prepared in accordance with the provisions of the Act.

#### **Annual Report**

48. The trustees shall comply with their obligations under the Charities Act 2011 with regard to the preparation of an annual report and its transmission to the Commissioners.

#### **Annual Return**

49. The trustees shall comply with their obligations under the Companies Acts and Charities Act 2011 with regard to the preparation of annual reports, annual statements of account and annual returns or

confirmation statements and their transmission to the Registrar of Companies and the Charity Commission.

## Notices

50. Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity, including without limitation:
- (1) in Hard Copy Form;
  - (2) in Electronic Form; or
  - (3) by making it available on a website.
51. Where a Document or information which is required or authorised to be sent or supplied by the Charity under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the trustees may decide what agreement (if any) is required from the recipient.
52. Subject to the articles, any notice or Document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or Documents for the time being.
53. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
54. Where any Document or information is sent or supplied by the Charity to the members:
- (1) where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
  - (2) where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
  - (3) where it is sent or supplied by means of a website, it is deemed to have been received:
  - (4) when the material was first made available on the website; or
  - (5) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
55. Subject to the Companies Acts, a trustee or any other person (other than in their capacity as a member) may agree with the Charity that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

## Indemnity

56. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

## Rules

57. The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes

of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (1) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- (2) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
- (3) generally all such matters as are commonly the subject matter of company rules.