

**Waste Recycling Environmental Limited**

**Special Resolution**

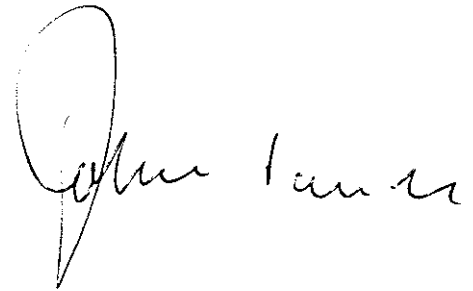
The following Resolution was passed as a Special Resolution at an  
Extraordinary General Meeting of the Company held at the Gateway Hotel,  
Nottingham on  
Tuesday 4<sup>th</sup> September 2001

**THAT** the Articles of Association of the Company be amended by  
substituting the annexed Articles of Association for the Articles of  
Association currently in use.

.....  
Chairman



**The Companies Acts 1985 - 1989**  
**COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**



**ARTICLES OF ASSOCIATION**  
**OF**  
**WASTE RECYCLING ENVIRONMENTAL LIMITED**

**(Adopted by Special Resolution)**

**INTERPRETATION**

- 1.1 In these Articles and the Memorandum of Association the words set out in the first column of the table below shall bear the meaning set opposite to them respectively in the second column thereof.

**Words**

**Meanings**

the Acts	the Companies Acts 1985 and 1989 including any statutory modification or re-enactment thereof
the Articles	the Articles of Association of the Company
the Board	the board of Directors for the time being of the Company
the Company	Waste Recycling Environmental Limited
Member Director	a person who is both a Member and a Director
Nominated Director	a person who is nominated to act as a Director under article 34.3
Director	a member of the Board of Directors
the Members	individuals who are accepted as members of the Company
the Office	the registered office of the Company

- 1.2 The regulations in Table A ("Table A") of the Companies (Tables A to G) Regulations 1985 ("the Regulations") shall apply to the Company save as varied or modified by the Articles. Regulations 1, 2, 5, 6 and 7 of the articles of association as set out in Table C of the Regulations shall apply to the Company.

**MEMBERSHIP OF THE COMPANY**

2. The number of Members with which the Company proposes to be registered is four (4) but the Company in general meeting may from time to time by special resolution register an increase in the number of Members. All Members shall sign a written consent to become a member or sign the register of Members on becoming a Member.
3. The Members shall be such persons as the Member Directors and the Nominated Directors shall admit to membership from time to time
4. Membership shall not be transferable and shall cease on death. A Member shall cease to be a Member:-
- 4.1 if by notice in writing to the Secretary the Member resigns in which case the Member shall be deemed to have resigned when the letter of resignation be received at the Office; or

- 4.2 if, at a meeting of the Member Directors and the Nominated Directors at which not less than half of the Directors are present, a resolution shall be passed resolving that a Member be expelled; a resolution as aforesaid shall not be passed unless the Member has been given not less than fourteen (14) days notice in writing of the meeting at which the matter is to be considered specifying the conduct or circumstances alleged as a ground for the expulsion and has been afforded a reasonable opportunity of being heard by or of making written representation to the Board comprising the Member Directors and the Nominated Directors.

## **GENERAL MEETINGS**

### **First Annual General Meeting**

5. The first annual general meeting shall be held at such time not being more than eighteen (18) months after the incorporation of the Company and at such a place as the Directors may determine.

### **Annual General Meetings**

6. Subject to Article 9 the Company shall in each year hold an annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen (15) months shall elapse between the date of one annual general meeting of the Company and that of the next.

### **Extraordinary General Meeting**

7. All general meetings other than the annual general meetings shall be called extraordinary general meetings; the Directors may whenever they think fit and shall on requisition in accordance with the Acts convene and extraordinary meeting.

## **NOTICE OF GENERAL MEETINGS**

### **Notices**

8. An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by twenty-one (21) days' notice in writing at the least and any other general meeting by fourteen (14) days' notice in writing at the least exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given *Provided that* a meeting of the Company shall notwithstanding that it is called by a shorter notice than specified in this Article be deemed to have been duly called if it is so agreed.

### **Contents of Notices**

9. Every notice calling a general meeting shall specify the place, the day and the hour of meeting and the general nature of the business to be transacted and shall be given in manner herein mentioned or in such other manner if any as may be prescribed by the Company in general meeting. If any resolution is to be proposed as an extraordinary resolution or a special resolution the notice shall contain a statement to that effect. The notice shall be given to all the Members and to the Directors and the auditors to the Company.

## **PROCEEDINGS AT COMPANY GENERAL MEETINGS**

### **Quorum**

10. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. A quorum shall consist of not less than two Members. If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not

present within fifteen (15) minutes from the time appointed for the meeting the Members present shall be a quorum.

### **Chairmanship**

11. The Members shall elect one of them to preside at every general meeting of the company.
12. A Director, notwithstanding that he is not a Member, shall be entitled to receive notice of and to attend and speak at any general meeting (but not vote).

### **Adjournment**

13. The chairman of any meeting as provided for by Articles 10 to 12 inclusive may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting 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. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except where the period of adjournment shall be thirty (30) days or more when notice of the adjourned meeting shall be given as in the case of an original meeting.

### **Resolutions**

14. At any general meeting where a resolution shall be put to the vote of the meeting, the resolution shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

14.1 by the chairman of the meeting; or

14.2 by at least two Members present in person or by proxy

and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

15. Unless a poll be so demanded a declaration by the chairman of the meeting as aforesaid that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
16. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands before the demand was made.
17. Except as provided in Article 15 if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
18. In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
19. A poll demanded on the election of a chairman of any meeting, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
20. Subject to the provisions of the Acts a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations or unincorporated associations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a meeting of the Company duly convened and held.

## VOTES OF COMPANY MEMBERS

### Informality

21. The proceedings of any meeting of the Company shall not be invalidated by reason of any accidental information or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

### Votes

22. Other than as provided by Article 18 no Member shall have more than one vote.

### Restriction on Voting

23. No person shall vote on any matter which he is personally interested pecuniary or otherwise debate on such matter without the permission of the majority of the persons present and voting, such permission to be given or withheld without discussion.
24. A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that Court and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
25. On a poll votes may be given either personally or by proxy.
26. The instrument appointing a proxy shall be in writing and at the hand of the appointer or his attorney duly authorised in writing, or, if the appointer is a corporation either under seal or under the hand or any officer or attorney general duly authorised. A proxy need not be a Member.
27. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting, whose decision shall be conclusive.
28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the Office or at such other place (if any) within the United Kingdom as may be specified for that purpose in the notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
29. An instrument appointing proxy shall be in the following form or a form as near thereto as circumstances admit, or in any other form which is usual or which the Board may approve:-

".....(Company Name)

I/We.....(Member) of.....(Address).....in the County  
of.....being a member/members of the above named company,  
appoint.....(Name) of.....(Address) or failing him  
appoint.....(Name) of.....(Address) as my/our proxy to vote for me/us  
on my/our behalf at the annual or extraordinary, as the case may be) general meeting of the Company  
to be held on the.....day of.....19..../20....and at any adjournment thereof.

Signed.....this.....day of.....19..../20...."

30. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as the circumstances admit:-

".....(Company Name)

I/We.....(Member) of.....(Address).....in the County of.....being a member/members of the above named company, appoint.....(Name) of.....(Address) or failing him appoint.....(Name) of.....(Address) as my/our proxy to vote for me/us on my/our behalf at the annual or extraordinary, as the case may be) general meeting of the Company to be held on the.....day of.....19..../20....and at any adjournment thereof.

Signed.....this.....day of.....19..../20....

This form is to be used \*in favour/against the following resolution:-

.....(resolution).....

Unless otherwise instructed, the proxy will vote as he thinks fit.

\*Strike out whichever is not desired".

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **THE BOARD**

### **Directors of the Board**

#### **Nominated Directors**

33. The Board shall comprise the Member Directors not more than 3 Nominated Directors and not more than 6 co-opted Directors. The words "of any class of shares or" shall be deemed omitted from regulation 83 of Table A.
- 34.1 Each Member shall be a Member Director to act as a Director whilst he continues to be a Member but shall cease to be a Member Director when he ceases to be a Member.
- 34.2 The Member Directors shall appoint any person to be a Nominated Director.
- 34.3 If a Member is replaced by another person the same rights will accrue to any successor.
- 34.4 Nominated Directors shall serve for a fixed or indeterminate period provided however that no such fixed period shall exceed three (3) years and any indeterminate appointment shall automatically lapse at the end of three (3) years. A Nominated Director shall be eligible for renomination either immediately or at any time thereafter.

#### **Co-opted Directors**

35. For the purposes of making the co-options permitted by Article 33 the Member Directors and the Nominated Directors shall consult together and seek, so far as possible, a representation and balanced

co-option of other Directors reflecting the main interest groups and giving representation where appropriate to individuals in each case with special interests in the objects of the Company *Provided that:-*

- 35.1 the Member Directors and the Nominated Directors shall have the power of co-option and termination of any co-option;
- 35.2 no co-option or termination of any co-option shall be valid unless at least half of the Member Directors and the Nominated Directors shall approve the same either on a resolution put to a Board comprising the Member Directors and the Nominated Directors to that effect or by subscribing to a written resolution circulated amongst all the Member Directors and the Nominated Directors outside a Board meeting;
- 35.3 co-option shall last for two (2) years from the date thereof unless terminated earlier or if the co-opted Director shall resign or otherwise be removed from office or be disqualified from acting;
- 35.4 it shall be permissible for a co-opted Director whose period of co-option has expired or who has been the subject of early termination to be re-co-opted;
- 35.5 subject to the foregoing and to any other express provision of these Articles, co-opted Directors shall otherwise have all the powers of a Director.

#### **Disqualification and Removal of Directors**

- 36. In addition to the foregoing Articles, the office of a Director shall be vacated if:-
  - 36.1 he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or
  - 36.2 he becomes bankrupt or makes any arrangements or composition with his creditors generally; or
  - 36.3 he is, or may be suffering from mental disorder and either:-
    - 36.3.1 he is admitted into hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or in Scotland, under the Mental Health Act (Scotland) 1960; or
    - 36.3.2 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
  - 36.4 he resigns his office by notice in writing to the Board.

#### **Vacancies**

- 37. The Board may act for all purposes notwithstanding any vacancy within its membership and all proceedings at any meeting of the Board shall be valid and effectual notwithstanding that it may be afterwards discovered that any Director has been informally or invalidly nominated or co-opted or is not otherwise properly qualified or appointed.

### **PROCEEDINGS OF THE BOARD**

#### **Meetings**

- 38. The Board may meet for the dispatch of business adjourn and otherwise regulate its meetings as it may think fit. Notice of every meeting of the Board stating the general particulars of all business to be considered at such meeting shall be sent by post to each Director at least seven (7) days (excluding

Saturdays, Sundays and Bank holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such general particulars. In regulation 94(c) of Table A, the word "debentures" shall be deemed to be substituted for the words "shares, debentures or other securities" in both places where they occur.

### **Summoning of Meetings**

39. Three Directors or any Director nominated by any may at any time and the Secretary shall upon the request in writing of three Directors or any Member Director or Nominated Director summon a meeting of the Board.

### **Quorum**

40. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be not less than 4 Directors of whom at least two must be Member Directors and one a Nominated Director.

### **Voting**

- 40.1 All questions (other than one to adjourn a meeting which shall be at the sole discretion of the Chairman and other than as expressly provided in these Articles) shall be decided by the votes of the majority of the Directors present and voting thereon at a meeting of the Board and on the request by any Director the chairman of such meeting shall direct that a question shall be decided by poll.
- 40.2 The Directors may nonetheless pass resolutions other than at meetings by all Directors subscribing to and signing a written resolution, and may consist of several documents in like form each signed by one or more Directors.

### **Minutes**

41. The Board shall cause minutes to be kept of the proceedings at general meetings of the Company and at meetings of the Board and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such minutes of the meetings signed by the chairman of the relevant meeting or by a Director present at the relevant meeting shall be sufficient evidence of the due passing of any resolution and of the amount of the majority voting in favour thereof. In regulations 100 and 113 of Table A, the words "of the holders of any class of shares in the company" shall be deemed to be omitted.

### **Chairman**

- 42.1 The Member Directors and the Nominated Directors shall elect the chairman of the Board and of the meetings of the Members at the first meeting following each annual general meeting provided that no person shall be elected chairman unless a majority of the Member Directors and the Nominated Directors vote in favour of such person and any such chairman shall be a Member Director.
- 42.2 The chairman of any such meeting shall have a second or casting vote in the event of an equality of votes.
- 42.3 In the event of the absence from any meeting of the Board of the elected chairman those present may elect one of the Member Directors present at the meeting to serve in that capacity for that meeting.

## **POWERS OF THE BOARD**

### **General Powers**

43. Subject to the provisions of the Act, the Memorandum of Association of the Company and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum of



Association of the Company or of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

44. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.

#### **Regulations**

45. The Board shall have power from time to time to make, repeal or alter regulations as to the management of the Company and the affairs thereof as to the duties of any officers or servants of the Company as to the conduct of the business by the Board or any committee and as to any of the matters or things within the powers or under the control of the Board provided that the same shall not be inconsistent with the Articles.

#### **Indemnity**

46. Subject to the provisions of the Acts but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

#### **Indemnity Insurance**

47. The Directors shall have powers to resolve to effect indemnity insurance notwithstanding their interest in such policy.

#### **Officers**

48. The Board may appoint or engage on such terms (subject to the Memorandum of Association of the Company) to discharge such duties as they may think fit a treasurer or secretary and such other officers and servants as they shall see fit and may dismiss any officer or servant so appointed or engaged.

#### **Accounts**

49. Accounting records sufficient to show and explain the Company transactions and otherwise complying with the statutes shall be kept at the Office or such other place within Great Britain as the Directors shall from time to time think fit.
50. The Company may at any general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Company may be inspected by the Members and subject thereto the books and accounts shall be open to inspection by the Members at all reasonable times during the usual business hours.
51. The Board shall lay before the annual general meeting of the Company in each year an income and expenditure account of the Company and the balance sheet for the year ending on the previous 31<sup>st</sup> December or such other date as the Board shall from time to time determine in accordance with the Acts. Such account and balance sheet shall be accompanied by a report of the Board as to the state of affairs of the Company and a report of the auditors and balance sheet shall comply with the provisions of the statutes. A copy of every balance sheet together with copies of the said reports shall, not less than twenty-one (21) days before the date of the meeting before which such balance sheet and reports are to be laid, be sent to all persons entitled to receive notices of general meetings of the Company.

### **Audit**

52. Auditors shall be appointed and their duties regulated in accordance with the Acts.

### **Notice of Board Meetings**

53. A notice may be served upon any Director either personally or by sending it through the post in a prepaid letter, addressed to his registered address for service, if any. In the latter case it shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary post, except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of twenty-four (24) hours after the posting of such notice and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed stamped and posted.
54. If a Director has not registered address for service, any notice shall be sufficiently served on him by posting up in the Office such notice addressed generally to the Director. A Director who has no registered address in the United Kingdom and has not supplied an address within the United Kingdom for the giving of notices to him shall not be entitled to have notice served on him.
55. The accidental omission to give notices of a meeting to or the non-receipt of a notice of a meeting by the person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **Directors Expenses**

56. Subject to the provisions of the Acts and of the Memorandum of Association of the Company every Director, auditor, secretary or other officer of the Company and all members of committees and sub-committees shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.