

Registered Company Number: 3378046
Registered Charity Number: 1067460

WRITTEN RESOLUTION
OF
LONDON WASTE ACTION ("the Company")

Dated 15 May 1998

We, the undersigned, being authorised representatives of all the Members for the time being of the Company entitled to receive notice and to attend and vote at Meetings of the Company HEREBY PASS the following Resolutions as Written Resolutions and agree that the said Resolutions shall, pursuant to Article 29 of the Company's Articles of Association ("the Articles"), be for all purposes as lawful and effectual as if the same had been passed at a meeting of the Company duly convened and held:

RESOLUTIONS

1. That Article 40 of the Articles shall be amended to read as follows:

"Number of Directors

- a. There shall be a maximum of six Directors: two of whom shall be elected by the Business Member(s); two of whom (subject to Article 40(c)) shall be elected by the General Member(s) and two of whom shall be nominated by ALG in accordance with Article 49.
- b. If and for as long as there is no General Member there shall be a minimum of two Directors, at least one of whom shall have been elected by the Business Member(s) and at least one of whom shall be a Nominated Director. If and for as long as there is at least one General Member, there shall be a minimum of three Directors, at least one of whom shall have been elected by Business Member(s), at least one of whom shall be a Nominated Director and at least one of whom shall have been elected by the General Member(s).
- c. If and for as long as there is no General Member, London First and ALG may by agreement, appoint Directors to fill the two vacancies for Directors to be elected by General Members (and may remove such appointees) and in so doing shall take account of the benefits of appointing individuals who are able, by virtue of their personal or professional qualifications, to make a contribution towards the



pursuance of the objects of the Company from the perspective of the interest groups covered by the General membership category.

- d. As at the date of the Written Resolution amending these Articles dated [] the Directors and their respective appointing categories were as follows:

Business Category :

1. Lord Sheppard of Didgmere
2. Stephen O'Brien C.B.E

Nominated Directors :

1. Cllr. Toby Harris
2. Cllr Len Duvall

General Category (appointed by agreement between London First and ALG):

1. Simon Read
2. Ray Georgeson

”

2. The word “two” in the second line of Article 41 shall be amended to read “one”.
3. The word “once” in the first line of Article 48 shall be amended to read “twice”.
4. Article 60 of the Articles shall be amended to read as follows:

“The minimum quorum for the transaction of business of the Directors shall be two, PROVIDED ALWAYS THAT there are Directors present who were appointed by or by reference to at least two of the three membership categories. The Directors may otherwise fix such quorum as they shall think fit.”

5. Article 62 of the Articles shall be amended to read as follows:


“The Directors may appoint one of their number to be chair, or two of their number representing different membership categories to be joint chairs of the Directors and may at any time remove any chair or joint-chair from such office. Unless the chair or both joint-chairs are unwilling to do so a Director appointed as chair or joint-chair shall preside at every meeting of Directors at which any such chair or joint-chair is present. If there is no Director holding the office of chair or joint-chair, or if no Director holding

such office is willing to preside or is present within five minutes after the time appointed for a meeting, the Director present may appoint one of their number to be chair of that meeting.”.

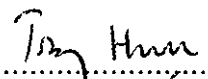
6. Article 17 of the Articles shall be amended to read as follows:

“The chair, or one of the Joint-chairs appointed pursuant to Article 62 (if any) or in the absence of any such person, some other Director nominated by the Directors shall preside as chair of each General Meeting, but if no such person is present within fifteen minutes after the time appointed for holding the meeting and is willing to act, the Directors present shall elect one of their number to be chair and if there is only one Director present and willing to act, he or she shall be chair.”

Signed:


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For and on behalf of London First


Signed:


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For and on behalf of the Association
of London Government Limited

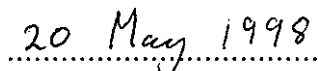
Certificate of Passing

I hereby certify as Company Secretary of the Company, that the above Resolutions were duly passed in accordance with the Company's Articles of Association:

Signed:


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GORDON WILLIAMSON
Company Secretary

Date:


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