

Registered Company Number: 3378046
Registered Charity Number: 1067460



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

Dated 10th May 2001

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 Special 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 effective 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 nine Directors: three of whom shall be elected by the Business Member(s); three of whom (subject to Article 40(c)) shall be elected by the General Member(s) and three 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 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 three 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 *[date of this resolution]* the Directors and their respective appointing categories were as follows:

Business Category:

1. Stephen O'Brien CBE
2. Douglas Benjafield
3. Vacant

Nominated Directors:

1. Cllr Nick Dolezal
2. Cllr John Saunders
3. Darren Johnson

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

1. Simon Read
2. Barbara Herridge
3. Vacant

2. The following words shall be inserted at the beginning of Articles 48(a) and 49(c):

"As from the date of the Written Resolution amending these Articles dated *[date of this resolution]*.....[an/each]."

Signed:.....
For and on behalf of London First

Name: R.S. O'Brien
Position: Chief Executive

Signed: M. G. Pilgrim
For and on behalf of the Association
of London Government Limited

Name: MARTIN PILGRIM
Position: CHIEF EXECUTIVE

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: Gordon Williamson
Gordon Williamson
Company Secretary

Date: 10th May 2001