

3605584



THE COMPANIES ACT 1985 TO 1989

**CHARITABLE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF
CARYMOOR ENVIRONMENTAL TRUST**

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Charity save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the articles hereinafter contained shall be the regulations of the Charity.
- (b) Clauses 2 to 35 (inclusive), 40, 57, 59, 65 to 69 (inclusive), 71 to 72 (inclusive), 81 to 87 (inclusive), 89, 99, 102 to 108 (inclusive), 110, 114, 116, and 117 in Table A shall not apply to the Charity.
- (c) In these articles the expression "the Act" means the Companies Act 1985, but so that any reference in these articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of the provision from the time being in force.

INTERPRETATION

2. Clause 1 in Table A shall be read and construed as if the definition of "the holder" were omitted therefrom.

MEMBERS

3. (a) The subscribers to the memorandum of association and such other persons as are admitted to membership in accordance with the rules made under article 19 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees.
- (b) Every person or organisation admitted to membership of the Charity shall either sign a written consent to become a member or sign the register of members.
- (c) An application for membership may be approved or rejected by the trustees. The trustees shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before the final decision is made.
- (d) Unless the trustees or the Charity in general meeting shall make other provision under article 19, the trustees may in their absolute discretion permit any member of the Charity to retire or withdraw from the Charity by giving seven clear days' notice to the Charity provided that after such retirement or withdrawal the number of members is not less than two. Membership shall not be transferable and shall cease on death.

GENERAL MEETINGS AND RESOLUTIONS

4. (a) The Charity shall hold an annual general meeting each year 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 months shall elapse between the date of one annual general meeting of the Charity and that of the next. The annual general meeting shall be held at such times and places as the trustees shall appoint.
- (b) An annual general meeting and extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings

shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed;

- (i) in the case of an annual general meeting by all the members entitled to attend and vote thereat; and
 - (ii) in the case of any other general meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all members.
- (c) The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- (d) The notice shall be given to all members and to the trustees and auditors.
- (e) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the trustees and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.
- (f) Clause 38 in Table A shall not apply to the Charity.
- (g) Any member of the Charity entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the meeting. Every notice convening a general meeting shall comply with the provisions of the Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies.

5. (a) No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business. Four persons entitled to vote upon the business to be transacted each being a member or a proxy for a member or a duly authorised representative of a corporation shall provided that no more than two of them are employees of a Local Authority or elected representatives of such Authority or employees of a Landfill operator be a Quorum.
- (b) If a quorum is not present within half an hour from the time appointed for a general meeting the general 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 trustees may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.
- (c) Clause 41 in Table A shall not apply to the Charity.
6. Clause 44 in Table A shall be read and construed as if the words "and at any separate meeting of the holders of any class of shares in the Charity" were omitted therefrom.
7. Clause 46 in Table A shall be read and construed as if paragraph (d) was omitted therefrom.

VOTES OF MEMBERS

8. (a) On a show of hands, every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
- (b) Clauses 54 and 55 in Table A shall not apply to the Charity.
- (c) Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be

entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

(d) No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

APPOINTMENT OF DIRECTORS

9. (a) Clause 64 in Table A shall not apply to the Charity.

(b) The maximum number and minimum number respectively of the trustees may be determined from time to time by ordinary resolution in general meeting of the Charity. Subject to and in default of any such determination there shall be no maximum number of trustees and the minimum number of trustees shall be three.

(c) No person may be appointed as a trustee in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of article 12.

POWERS OF TRUSTEES

10. In addition to the 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:

(i) 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 transportation of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity.

(ii) to enter into contracts on behalf of the Charity.

TRUSTEES' EXPENSES

11. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

DISQUALIFICATION OF TRUSTEES

12. A trustee shall cease to hold office if he:
- (i) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
 - (ii) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (iii) resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - (iv) is absent without permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

PROCEEDINGS OF TRUSTEES

13. (a) 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.
- (b) Subject to the provisions of the Act and to clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of

managing director or to any other unremunerated executive office 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 ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.

- (c) Except to the extent permitted by clause 5 of the memorandum, 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 context to which the Charity is a party.
- (d) The trustees may appoint one or more sub-committees 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 all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
- (e) 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. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

14. Clauses 94 to 97 (inclusive) in Table A shall not apply to the Charity.

MINUTES

15. Clause 100 in Table A shall be read and construed as if the words "of the holders of any class of shares in the Charity" were omitted therefrom.

NOTICES

16. Clause 112 in Table A shall be read and construed as if the second sentence were omitted therefrom.
17. Clause 113 in Table A shall be read and construed as if the words "or the holders of any class of shares in the Charity" were omitted therefrom.

INDEMNITY

18. (a) 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 him in that capacity 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, negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.
- (b) Clause 118 in Table A shall not apply to the Charity.

RULES OR BYE LAWS

19. The trustees may from time to time make such Rules or Bye laws as may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Bye Laws regulate:
 - (i) The admission and classification of the members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of their membership and the terms on which the

members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by the members.

- (ii) The conduct of members of the Charity in relation to one another, and to the Charity's servants.
- (iii) 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.
- (iv) The procedure at general meetings and meetings of the trustees and Committees of the Charity in so far as such procedure is not regulated by these presents.
- (v) And, generally, all such matters as are commonly the subject matter of the Charity rules.

The Charity in general meeting shall have the power to alter or repeal the Rules or Bye Laws and to make additions thereto and the trustees shall adopt such means as they deem sufficient to bring the notice of members of the Charity all such rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Charity. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or articles of the Charity.

SECRETARY

- 20. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

ANNUAL REPORT

21. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

22. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.