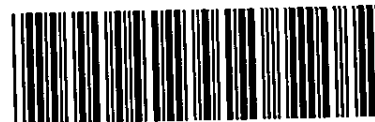


THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION
Of
VEOLIA NORTH THAMES TRUST
Company No: 3617355

SATURDAY



A09 *A2NPLF7E* #16
21/12/2013
COMPANIES HOUSE

We the undersigned, being no fewer than seventy-five percent of the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

WRITTEN RESOLUTION

IT IS HEREBY RESOLVED THAT the Company adopts these Articles of Association.

B. Lawrence

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BARRIE LAWRENCE

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Dated *22-11-13*

No 3617355

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

of

Veolia North Thames Trust¹

Incorporated on 12th August 1998

SUMMARY OF AMENDMENTS.

Memorandum

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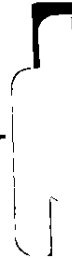
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¹ Amended by written resolution 26th February 2013 (with effect from 1st April)

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION
Of
VEOLIA NORTH THAMES TRUST
Company No: 3617355



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WRITTEN RESOLUTION

IT IS HEREBY RESOLVED THAT the Company adopts these Articles of Association.

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..... JOHN ROBB

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Dated 16/10/2013

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
WRITTEN RESOLUTION
Of
VEOLIA NORTH THAMES TRUST
Company No: 3617355

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WRITTEN RESOLUTION

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R. M. WARNER

Dated 22-11-13

No 3617355

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

of

Veolia North Thames Trust¹

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THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
WRITTEN RESOLUTION
Of
VEOLIA NORTH THAMES TRUST
Company No: 3617355

SATURDAY

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WRITTEN RESOLUTION

IT IS HEREBY RESOLVED THAT the Company adopts these Articles of Association.

R. Howard
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R. HOWARD
CASTLE POINT COUNCIL
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Dated *22-11-13*

No 3617355

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

of

Veolia North Thames Trust¹

Incorporated on 12th August 1998

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THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION

Of

VEOLIA NORTH THAMES TRUST

Company No: 3617355



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WRITTEN RESOLUTION

IT IS HEREBY RESOLVED THAT the Company adopts these Articles of Association.

G. Cockett

GARY COCKETT - ENVIRONMENT AGENCY

Dated 22-11-13

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION
Of
VEOLIA NORTH THAMES TRUST
Company No: 3617355



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WRITTEN RESOLUTION

IT IS HEREBY RESOLVED THAT the Company adopts these Articles of Association.

R. J. Hill

R. Hill
ESSEX WILDLIFE TRUST

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Dated 22.11.13

No 3617355

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

of

Veolia North Thames Trust¹

Incorporated on 12th August 1998

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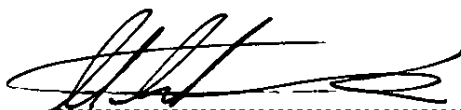
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THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
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WRITTEN RESOLUTION

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M. ARMSTRONG

HAVERING COUNCIL
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Dated 18/10/2013

No. 3617355

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

of

Veolia North Thames Trust¹

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Company No: 3617355

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WRITTEN RESOLUTION

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NGH Fulger
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NGH Fulger
NATURAL ENGLAND
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Dated *22/11/13*

No 3617355

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE
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Articles of Association

of

Veolia North Thames Trust¹

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WRITTEN RESOLUTION

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nhle.
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ANSTAIR GALE
PORT OF LONDON AUTHORITY
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Dated *22/11/13*

No 3617355

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

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VEOLIA NORTH THAMES TRUST

Company No: 3617355



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WRITTEN RESOLUTION

IT IS HEREBY RESOLVED THAT the Company adopts these Articles of Association.

B G Curtis
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C CURTIS
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THURLOCK COUNCIL
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Dated *22-11-13*

No 3617355

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE
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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
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VEOLIA NORTH THAMES TRUST
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WRITTEN RESOLUTION

IT IS HEREBY RESOLVED THAT the Company adopts these Articles of Association.


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DOUG BENJAMIELD
VEOLIA PLC
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Dated 22-11-13

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
WRITTEN RESOLUTION
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WRITTEN RESOLUTION

IT IS HEREBY RESOLVED THAT the Company adopts these Articles of Association.


K. McGURK VEOLIA PLC
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.....	Dated <u>22-11-13</u>

No 3617355

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE
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Articles of Association

of

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COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
VEOLIA NORTH THAMES TRUST²

1 Name

The name of the company ("the Charity") is Veolia North Thames Trust ³⁴

2 Registered office

The registered office of the Charity shall be in England and Wales

3 Objects⁵

3 1 The objects ("the objects") for which the Charity is established are exclusively charitable according to the law of England and Wales for the benefit of the public in the Thurrock Unitary Authority, the Borough of Basildon, the Borough of Castle Point and the London Borough of Havering. In addition, on the western boundary of Havering, a 20 metre line to be drawn to the west of the Beam River (broadly a north to south river that serves as a boundary between Barking and Dagenham and Havering) down from the A124 at Roneo Corner, Romford to the River Thames, through the⁶protection or conservation of the natural environment by restoring or reclaiming land which can otherwise be used for economic, social or environmental purposes by reason of pollution damage caused by an activity previously carried out on the land,

3 2 The protection and preservation of the environment for the public benefit by

3 2 1 preventing or reducing any potential causes of pollution in relation to any land which has suffered or may suffer pollution as a result of an activity previously carried out on the land, or

3 2 2 remedying or mitigating the effects of any pollution in relation to land which has suffered or may suffer pollution as a result of an activity previously carried out on the land

3 3 The protection and preservation of the environment for the public benefit by

3 3 1 the provision, maintenance or improvement of a public park, recreation ground or open space, or

² Amended by written resolution 26th February 2013 (with effect from 1st April)

³ Amended by written resolution 26th February 2013 (with effect from 1st April)

⁴ The name was changed by written resolutions dated 27th April 2007 and 3rd August 2010

⁵ Amended by a written resolution dated 3rd January 2001 and by a written resolution dated 29th March 2010

⁶ Amended by written resolution 26th February 2013 (with effect from 1st April)

3 3 2 the provision of some other public amenity in the vicinity of a landfill site PROVIDED THAT any public park, recreation ground, open space or public amenity provided, maintained, or improved by virtue of this Article shall not be operated for profit

(In this Article, "landfill site" shall have the meaning ascribed by section 66 of the Finance Act 1996)

3 4 The protection and preservation of the built environment for the benefit of the public by the maintenance, repair or restoration of a building or other structure which is a place of worship or a building with historical or architectural interest with listed status (or equivalent) where the general public can access the building and is in the vicinity of a landfill site

PROVIDED THAT any building or other structure maintained, repaired or restored by virtue of this Article shall be open to the public and provided that any such building or structure is not operated for profit

(in this Article, "landfill site" shall have the meaning ascribed by section 66 of the Finance Act 1996)"

3 5 The protection of the environment and subject to Article 3 5(A) below, the conservation or promotion of biological diversity through

3 5 1 the provision, conservation, restoration or enhancement of a natural habitat, or

3 5 2 the maintenance or recovery of a species in its natural habitat, on land or in water situated in the vicinity of a landfill site, or

3 5(A) An object shall not be regarded as falling within Article 3 5 if it involves works which are required to be carried out under agreements made under various Countryside Acts, the Wildlife and Countryside Act 1981 or carried out with a view to profit

4 **Powers**

The Charity has the following powers which may be exercised only in promoting the objects

4 1 to buy, take on lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the objects and to maintain and equip it for use,

4 2 to appoint and constitute such advisory committees as the Trustees may think fit,

4 3 to take such steps that are necessary to ensure reasonable public access to the Charity's property,

4 4 to charge and collect from members of the public a reasonable fee for admission to the property of the Charity,

4 5 to provide recreational facilities and amenities including light refreshments,

4 6 to promote commission or carry out research, pilot or demonstration projects or training schemes,

4 7 to provide advice,

4 8 to publish or distribute information,

- 4 9 to co-operate with other bodies,
- 4 10 to enter into any arrangements with any Government department, local authority, university, college or other body or person conducive to the promotion and attainment of the objects,
- 4 11 to support, administer or set up other charities,
- 4 12 to raise funds (provided that the Charity shall not undertake any substantial permanent trading activities in raising funds for its charitable objects and shall comply with any relevant statutory restrictions),
- 4 13 to borrow or raise money on such terms as may be thought fit and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011),⁷
- 4 14 to secure the discharge of any of the Charity's liabilities and obligations in any manner,
- 4 15 to acquire any copyright, patents, translation, publication, right of publication or reproduction or other intellectual property rights which may appear useful to the Charity and to protect, prolong, register, renew, exercise, develop, turn to account, use or manufacture the same,
- 4 16 to advertise in such manner as may be thought expedient with a view to promoting the objects,
- 4 17 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights therein and any rights or privileges necessary for the promotion of the objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Charity,
- 4 18 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011),⁸
- 4 19 to provide financial assistance, make grants, donations or loans of money and to give guarantees,
- 4 20 to draw, make, accept, endorse, discount, execute, issue and deal with promissory notes, bills of exchange and other instruments of any kind, whether or not negotiable or transferable,
- 4 21 to set aside funds for special purposes or as reserves against future expenditure,
- 4 22 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification),
- 4 23 to solicit contributions to the funds of the Charity and to accept gifts (both inter vivos and testamentary) of money and other property of any kind, whether real or personal and whether or not subject to any specific charitable trusts or conditions,
- 4 24 to accept any gifts, subscriptions (whether or not under deed of covenant), donations, bequests or devises of lands, monies, securities either real or personal property,

⁷ Amended by written resolution 26th February 2013 (with effect from 1st April)

⁸ Amended by written resolution 26th February 2013 (with effect from 1st April)

- 4 25 to delegate the management of investments to a financial expert, but only on terms that
- (A) the investment policy is set down in writing for the financial expert by the Trustees,
 - (B) every transaction is reported promptly to the Trustees,
 - (C) the performance of the investments is reviewed regularly with the Trustees,
 - (D) the Trustees are entitled to cancel the delegation arrangement at any time,
 - (E) the investment policy and the delegation arrangement are reviewed at least once a year,
 - (F) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt, and
 - (G) the financial expert must not do anything outside the powers of the Trustees,
- 4 26 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required,
- 4 27 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required,
- 4 28 to purchase and maintain insurance for the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred by them in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Charity which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty,
- 4 29 to employ paid or unpaid agents, staff or advisers,
- 4 30 to enter into contracts to provide services to or on behalf of other bodies,
- 4 31 to establish, become a member of, manage, or support any bodies (whether incorporated or not) whose objects may seem capable of furthering any of the objects,
- 4 32 to establish where necessary local branches (whether autonomous or not),
- 4 33 to procure the Charity to be registered or recognised in any foreign country or place,
- 4 34 to pay all costs and expenses arising in connection with the formation and registration of the Charity, and
- 4 35 to do anything else within the law which promotes or is ancillary to the objects

5 Benefits to members and Trustees

- 5 1 The property and funds of the Charity shall be used only for promoting the objects and do not belong to the members of the Charity but
- (A) members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity, and

- (B) members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity
- 5 2 A Trustee shall not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
- (A) as mentioned in Articles 4 28, 5 1(A), 5 1(B) or 5 3,
 - (B) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity,
 - (C) an indemnity (in so far as permitted by Article 16) in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings),
 - (D) payment to any company in which a Trustee has no more than a 1 per cent shareholding,
 - (E) payment of a grant, loan or other charitable application of property,⁹ and
 - (F) in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
- 5 3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
- (A) the goods or services are actually required by the Charity,
 - (B) any benefit accruing from such a contract does not breach the Landfill Tax Regulations,
 - (C) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 5 4, and
 - (D) no more than one half of the Trustees are subject to such a contract in any financial year
- 5 4 When a Trustee is a Conflicted Trustee, the Trustees present at a meeting who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interest of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee or a Connected Person, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee or Connected Person
- (A) to continue to participate in discussions leading to the making of a decision, or
 - (B) to disclose information confidential to the Charity to a third party, or
 - (C) to take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or

⁹ Amended by written resolution dated 29th March 2010

material benefit from the Charity, or refrain from taking action designed to remove the conflict ¹⁰

- 5 5 A Conflicted Trustee who obtains (other than through his position as Trustee) information that is confidential to a third party, shall not be in breach of his or her duties to the Charity if he or she declares the conflict in accordance with Article 5 4 and then withholds such confidential information to the Charity ¹¹

6 Membership

- 6 1 The number of members is fourteen and they are the fourteen members set out in article 6 3 ¹²

- 6 2 The Charity shall maintain a register of members

- 6 3 The members of the Charity shall be three¹³ authorised representatives of Veolia Environmental Services (UK) Plc, The London Borough of Havering, Thurrock Unitary Authority, The Borough of Basildon, The Borough of Castle Point, The Environment Agency, Essex Wildlife Trust, The Port of London Authority, Natural England, and three independent members, drawn from the residents of The London Borough of Havering, who shall be Reginald Michael Warner, the Borough of Thurrock, who shall be Barrie Lawrence and the Boroughs of Basildon and Castle Point, who shall be John Robb and any such other person as the Trustees by majority resolution shall invite to become a member of the Charity and whose name shall be placed by authority of the Trustees on the register of members. Every such person becoming a member of the Charity shall remain a member until he or it (in the case of a member which is a corporate body) shall cease to be a member by virtue of some provision contained in these Articles ¹⁴

- 6 4 Membership shall terminate forthwith if the member concerned

- (A) gives written notice of resignation to the Charity,
- (B) (in the case of an individual) dies or (in the case of a body corporate) ceases to exist,
- (C) is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due), or

- 6 5 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice) Membership of the Charity is not transferable.

7 Limited liability

The liability of the members is limited

¹⁰ Amended by written resolution dated 29th March 2010

¹¹ Amended by written resolution dated 29th March 2010

¹² Amended by written resolution 26th February 2013 (with effect from 1st April)

¹³ Amended by written resolution dated 26th September 2013

¹⁴ Amended by written resolution dated 26th February 2013 (with effect from 1st April)

8 Guarantee

Every member promises, if the Charity is dissolved while he or it (as the case may be) remains a member or within 12 months afterwards, to contribute up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

9 General Meetings

9 1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least 21 clear days' written notice to all members specifying the time and place of the meeting, the business to be discussed and, in the case of an AGM, specifying the meeting as such

9 2 No business shall be transacted at any general meeting unless a quorum of members is present. There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least five¹⁵ or one third of the members. In all cases, including decisions taken and resolving if there is a valid quorum, there cannot be a majority present and voting of local authority members or any representatives of landfill operators. Any such decisions can only be in the form of a recommendation to refer the issue to the full board.¹⁶ If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Trustees may determine

9 3 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting

9 4 The Chairman 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. When a meeting is adjourned for 14 days or more, at least seven days' notice of the adjourned meeting shall be given, specifying the time and place of the meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice

9 5 Except where otherwise provided by these Articles, every issue is decided by a majority of the votes cast. Notwithstanding this provision, a vote is invalid if at the time of the decision, the majority of those present and voting were either authorised representatives of local authorities or authorised representatives of registered persons under section 47 of the Finance Act 1996.¹⁷

9 6 The Charity may hold an AGM in every year which all members shall be entitled to attend.¹⁸

¹⁵Amended by written resolution 26th February 2013 (with effect from 1st April) and amended by written resolution 26th September 2013

¹⁶Amended by written resolution 26th February 2013 (with effect from 1st April)

¹⁷ Amended by a written resolution dated 31st March 2009

¹⁸ Amended by a written resolution dated 29th March 2010

At an AGM the members

- (A) receive the accounts of the Charity for the previous financial year,
- (B) receive the Trustees' report on the Charity's activities since the previous AGM,
- (C) accept the retirement of those Trustees who wish to retire or who are retiring by rotation,
- (D) elect persons to be Trustees to fill vacancies arising,
- (E) appoint auditors for the Charity,
- (F) may confer on any individual (with his or her consent) the honorary title of Patron, President, or Vice President of the Charity, and
- (G) discuss and determine any issues of policy or deal with any other business put before them

9 7 Any general meeting which is not an AGM is an EGM

9 8 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from two members of the Charity

9 9 A resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded

- (A) by the Chairman, or
- (B) by at least two members having the right to vote at the meeting, or
- (C) by a member representing not less than one-sixth of the total voting rights of all the members having the right to vote at the meeting, and

a demand by a person as proxy for a member shall be the same as a demand by a member

9 10 Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting 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. The demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the Chairman, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands before the demand was made

9 11 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote, in addition to any other vote he or it (as the case may be) may have. Where, however, a majority of the votes cast for or against comes from either the representatives of the landfill operator or local authorities, and if the Chairman is a representative of the landfill operator or local authorities that cast those votes, no casting vote may be used and the issue must be referred back to the full board of Trustees for decision.¹⁹ For the avoidance of doubt, a casting vote cannot be exercised

¹⁹ Amended by a written resolution dated 31st March 2009 and a further written resolution dated 1st April 2013

by the Chairman if he is a representative of either the landfill operator or a representative of the local authorities ²⁰

- 9 12 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs, being not more than 30 days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 9 13 No notice need be given of a poll not taken forthwith if the time and place at which it is taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 9 14 A resolution in writing executed by or on behalf of at least seventy-five per cent of the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or it was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members ²¹
- 9 15 Subject as aforesaid, on a show of hands every member present in person shall have one vote and on a poll every member present in person or by proxy shall have one vote. 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, whose decision shall be final and conclusive.
- 9 16 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 9 17 Any member of the Charity entitled to attend and vote at a general meeting is entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him.
- 9 18 An instrument appointing a proxy shall be in any common form or in any form as the Trustees may approve and the Trustees may if they think fit (but subject to the provisions of the Act) send out with the notice of any meeting forms of instrument of proxy for use at the meeting.
- 9 19 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

²⁰ Amended by written resolution 26th February 2013 (with effect from 1st April)

²¹ Amended by written resolution dated 29th March 2010

9 20 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may

- (A) be deposited at the Office or at such other place within the United Kingdom as is specified on the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
- (B) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll, or
- (C) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any of the Trustees, and

an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

9 21 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

9 22 Any corporation which is a member of the Charity may by resolution of its directors 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 corporation which he represents as that corporation could exercise if it were an individual member of the Charity

10 The Trustees

10 1 The Trustees as charity trustees have control of the Charity and its property and funds

10 2 The number of Trustees shall be not less than three, all of whom must be members ²²

10 3 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or it (as the case may be) is eligible to vote at any meeting of the Trustees

10 4

- (A) Without prejudice to any other provisions of or incorporated in the Act or these Articles governing the appointment and removal of directors or Trustees, each member shall be entitled to appoint a Trustee, to remove any Trustee so appointed and to appoint another Trustee in place of any Trustee so appointed who for any reason ceases to be a Trustee. A member shall be entitled to appoint, or remove, himself as Trustee. For this purpose each member may designate one of the initial Trustees on incorporation who shall be deemed to have been appointed under this Article

²² Inserted by way of a written resolution dated 28th April 2005

- (B) Any appointment or removal or designation under this Article shall be by notice in writing lodged at the registered office of the Charity or delivered to a duly constituted meeting of the Trustees and signed. Any such appointment or removal shall take effect as at the time of such lodgement or delivery or at such later time as shall be specified therein. In the case of a corporation such notice may be signed by or on its behalf by a director or secretary thereof or by its duly appointed attorney or duly authorised representative.
 - (C) Any such appointment (other than appointment of the initial Trustees on incorporation) shall take effect upon confirmation by the Trustees.
 - (D) In addition to Trustees appointed under Article 10.4(A) of these Articles, the Trustees may appoint one or more additional Trustees at their discretion and may co-opt up to two Trustees to act as Trustees until the next AGM. The appointment of additional Trustees or co-opted Trustees cannot be made if it would cause either the landfill operator or local authority Trustees to become a majority of the Trustees.^{23 24}
 - (E) On any resolution to amend this Article 10.4 each member voting against such resolution shall be deemed to cast 1,000 votes against such resolution.
- 10.5
- (A) Each calendar year one-third of the Trustees shall retire by rotation or, if their number is not three or a multiple of three, the number nearest to one-third (one-half being rounded down where the year is an even number and up where the year is an odd number) shall retire from office.
 - (B) The Trustees to retire by rotation shall be those who have been longest in the office since their last appointment or re-appointment, but as between persons who become or were last re-appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
 - (C) Such retirements shall take effect at the AGM, but if none such is held by 30 November in any calendar year on such 30 November.²⁵
- 10.6 A Trustee retiring under Article 10.5 or otherwise shall be eligible for re-appointment under Article 10.4.
- 10.7 A Trustee's term of office automatically terminates if he or she
- (A) ceases to be a Trustee by virtue of any provision of the Act or he or it (as the case may be) becomes prohibited by law from being a Trustee,
 - (B) becomes bankrupt or makes any arrangement or composition with his creditors generally,
 - (C) is or may be suffering from mental disorder and either

²³ Inserted by way of a written resolution dated 28th April 2005

²⁴ Amended by written resolution 26th February 2013 (with effect from 1st April)

²⁵ Amended by a written resolution dated 29th March 2010

- (1) he or she is admitted to hospital in pursuance of an application for admission under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (2) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or the appointment of a receiver, curator bonis, or other person to exercise powers with respect to his or her property or affairs,
- (D) is absent from four consecutive meetings of the Trustees and the Trustees resolve that his or her office be vacated,
- (E) the member by whom he or it (as the case may be) was (or was deemed to be) appointed under 10 4 of the Articles ceases to be a member, or
- (F) resigns by written notice to the Trustees,
- (G) is removed by resolution passed by a least two-thirds of the Trustees such resolution being passed at a meeting of the Trustees duly convened and held after the meeting has invited the views of the Trustee concerned and the chairman of the meeting has declared that the meeting has considered the matter in light of such views
- 10 8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting of Trustees
- 11 Proceedings of Trustees**
- 11 1 The Trustees must hold at least two meetings each year
- 11 2 A quorum at a meeting of the Trustees is at least five²⁶ Trustees or one third of the Trustees In all cases, including decisions taken and resolving if there is a valid quorum, there cannot be a majority present and voting of local authority Trustees or any representatives of landfill operator Trustees Any such decisions can only be in the form of a recommendation to refer the issue to the full board ²⁷
- 11 3 A meeting of the Trustees may be held in person by suitable electronic means as agreed by the Trustees by which all participants may communicate with all the other participants
- 11 4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 11 5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by a majority of the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature) ²⁸ Notwithstanding this article, a vote is invalid if at the time of the decision, the majority of those present and voting were either authorised representatives or local authorities or

²⁶ Amended by written resolution 26th February 2013 (with effect from 1st April) and amended by a written resolution dated 26th September 2013

²⁷ Amended by written resolution 26th February 2013 (with effect from 1st April)

²⁸ Amended by a written resolution dated 29th March 2010

authorised representatives of registered persons under section 47 of the Finance Act 1996²⁹

- 11 6 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue. A casting vote cannot be exercised by the Chairman if he is a representative of either the landfill operator or a local authority³⁰
- 11 7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

12 **Powers of Trustees**

The Trustees have the following powers in the administration of the Charity

- (A) to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act and where the office of Secretary is vacant or there is for any other reason no secretary capable of acting, to appoint (and remove) any assistant or deputy secretary (who need not be a member) to so act,
- (B) to appoint a Chairman, Treasurer and other honorary officers from among their number,
- (C) to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least two members of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees),
- (D) to make rules consistent with the Articles and the Act to govern proceedings at their meetings and at meetings of committees,
- (E) to make rules consistent with the Articles and the Act to govern the administration of the Charity and the use of its seal (if any),
- (F) to establish procedures to assist the resolution of disputes within the Charity,
- (G) subject to the provisions of the Act and the Articles and to any directions given by special resolution, to manage the business of the Charity,
- (H) to resolve pursuant to Article 4 28 to effect indemnity insurance notwithstanding their interest in such a policy, and
- (I) to exercise any other powers of the Charity which are not reserved to a general meeting

13 **Records and Accounts**

- 13 1 The Trustees must comply with the requirements of the Act and of the Charities Act 2011 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of
- (A) annual reports,

²⁹ Amended by written resolution 26th February 2013 (with effect from 1st April)

³⁰ Amended by written resolution 26th February 2013 (with effect from 1st April)

- (B) annual returns, and
- (C) annual statements of account

13.2 The Trustees must keep proper records of

- (A) all proceedings at general meetings,
- (B) all proceedings at meetings of the Trustees,
- (C) all reports of committees, and
- (D) all professional advice obtained

13.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide

13.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

13.5 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Charity except as conferred by statute or authorised by the Trustees or by ordinary resolution of the Charity

14 **Exclusion of Model Articles**

The model Articles for a company limited by guarantee are hereby excluded

15 **Notices**

15.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Charity

15.2 The only address at which a member is entitled to receive notices is the address shown in the register of members

15.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

- (A) twenty four hours after being sent by electronic means or delivered by hand to the relevant address,
- (B) two clear days after being sent by first class post to that address,
- (C) three clear days after being sent by second class or overseas post to that address,
- (D) on the date of publication of a newspaper containing the notice,
- (E) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally, or, if earlier
- (F) as soon as the member acknowledges actual receipt

- 15 4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

16 **Indemnity**

Subject to the provisions of the Act, every Trustee or other officer, employee or auditor of the Charity, shall be indemnified out of the assets of the Charity against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment 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 Charity

17 **Dissolution**

- 17 1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied to or for the benefit of such charitable institution or institutions having similar or complementary objects to those of the Charity and which is a body or are bodies (as the case may be) concerned with the environment within the meaning of section 53 of the Finance Act 1996 and regulations made thereunder and if more than one then in such shares or proportions and in such manner in all respects as the Trustees may, in their discretion, decide

- 17 2 A final report and statement of accounts must be sent to the Commission

18 **Interpretation**

- 18 1 In these Articles

- "the Act" means the Companies Act 2006 and every other statute concerning companies,
- "AGM" means an annual general meeting of the Charity,
- "the Articles" means these Articles of Association,
- "authorised representative" means an individual who is authorised by a member organisation which is a corporation to act on its behalf at meetings of the Charity in accordance with the Act, and whose name is given to the Secretary,
- "Chairman" means the Chairman of the Trustees,
- "the Charity" means the company governed by these Articles,
- "charity trustee" has the meaning prescribed by section 97 (1) of ³¹the Charities Act 2011³²
- "clear day" means 24 hours from midnight following the relevant event,
- "the Commission" means the Charity Commission for England and Wales,
- "Conflicted Trustee" means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected

³¹ Amended by written resolution 26th February 2013 (with effect from 1st April)

³² Amended by written resolution 26th February 2013 (with effect from 1st April)

Person stands to receive a benefit from the Charity, or has some separate interest or duty in a matter to be decided (other than the payment of a grant, loan or any other charitable application of property to an organisation which is a Trustee of the Charity or an organisation represented by a Trustee of the Charity), or in relation to information which is confidential to the Charity,

- “Connected Person” means, in relation to a Trustee, a person connected with a Charity Trustee or a trustee for a charity within the meaning of the Charities Act 2011,³³
- “EGM” means an extraordinary general meeting of the Charity,
- “financial expert” means an individual, company or firm who is an authorised person within the meaning of the Financial Services Act 1986,
- “Landfill Tax Regulations” refers to the Landfill Tax Regulations 1996 SI No 1527 and any superseding Regulations made from time to time,
- “material benefit” means a benefit which may not be financial but has a monetary value,
- “member” and “membership” refer to membership of the Charity,
- “month” means calendar month,
- “the objects” means the Objects of the Charity as defined in Article 3,
- “the Office” means the registered office of the Charity from time to time,
- “Secretary” means the Secretary of the Charity,
- “taxable trading” means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects,
- “Trustee” means a director of the Charity and “Trustees” means all of the directors,
- “written” or “in writing” refers to a legible document on paper including a fax message, and
- “year” means calendar year

18 2 Unless expressly defined herein or unless the context otherwise requires, expressions defined in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Charity, shall have the meanings so defined

18 3 References to an Act of Parliament are to such act as amended or re-enacted from time to time and to any subordinate legislation made under it

18 4 Save where the context otherwise requires references to the masculine gender shall include the feminine gender and references to the singular shall include the plural

³³ Amended by written resolution 26th February 2013 (with effect from 1st April)