

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 4125764

The Registrar of Companies for England and Wales hereby certifies that  
**THE WASTE AND RESOURCES ACTION PROGRAMME**

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, London, the 11th December 2000



\*N04125764G\*

A handwritten signature in black ink, appearing to read 'K Davis'.

K DAVIS

For The Registrar Of Companies



**C O M P A N I E S H O U S E**

Package: 'Laserform'  
by Laserform International Ltd.

# 12

Please complete in typescript,  
or in bold black capitals.

CHFP025

## Declaration on application for registration

4125764

### Company Name in full

The Waste and Resources Action Programme

I, Rosalind Ashcroft

of 100 Fetter Lane, London, EC4A 1BN

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ † and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

### Declarant's signature

*R. Ashcroft*

Declared at

43 Fetter Lane, London, EC4A 1JU

Day Month Year

On

1 | 1 | 1 | 2 | 2 | 0 | 0 | 0

① Please print name.

before me ①

SARA MASON

Signed

*Sara Mason*

Date

11/12/00

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Beachcroft Wansbroughs  
100 Fetter Lane  
London  
EC4A 1BN

Ref: JAG/ROA

Tel 020-7242-1011

DX number 45

DX exchange London

Companies House receipt date barcode

When you have completed and signed the form please send it to the Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**

Package: 'Laserform'  
by Laserform International Ltd.

# 30(5)(a)

Please complete in typescript,  
or in bold black capitals.

CHFP025

## Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

4125764

### Company Name in full

The Waste and Resources Action Programme

I, Rosalind Ashcroft

of 100 Fetter Lane, London, EC4A 1BN

† Please delete as appropriate.

a (Solicitor engaged in the formation of the company) ~~person named as~~  
~~director or secretary of the company in the statement delivered under~~  
~~section 10 of the Companies Act 1985~~ † do solemnly and sincerely declare  
that the company complies with the requirements of section 30(3) of the  
Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to  
be true and by virtue of the Statutory Declarations Act 1835.

### Declarant's signature

Declared at

43 Fetter Lane, London, EC4A 1JU

Day Month Year

on

1 | 1 | 1 | 2 | 2 | 0 | 0 | 0

① Please print name.

before me ①

SARA MASON

Signed

Sara Mason

Date

11/12/00

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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**DX 235 Edinburgh**

**Package:** 'Laserform'  
by Laserform International Ltd.

# 10

*Please complete in typescript,  
or in bold black capitals.*

**CHFP025**

## First directors and secretary and intended situation of registered office

Notes on completion appear on final page

4125764

### Company Name in full

The Waste and Resources Action Programme

### Proposed Registered Office

100 Fetter Lane

(PO Box numbers only, are not acceptable)

Post town

London

County / Region

Postcode

EC4A 1BN

If the memorandum is delivered by  
an agent for the subscriber(s) of  
the memorandum mark the box opposite  
and give the agent's name and address.

X

Agent's Name

Beachcroft Wansbroughs

Address

100 Fetter Lane

Post town

London

County / Region

Postcode

EC4A 1BN

Number of continuation sheets attached

1

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

Beachcroft Wansbroughs  
100 Fetter Lane  
London  
EC4A 1BN

REF: JAG/ROA

Tel 020-7242-1011

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or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**

**Company Secretary** (see notes 1-5)

Company name The Waste and Resources Action Programme

NAME \*Style / Title

Ms

\*Honours etc

\* Voluntary details

Forename(s) Clair Jennifer

Surname Price

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

Kingsmead Cottage

Gower Road

Post town Weybridge

County / Region Surrey

Postcode KT13 0HB

Country England

I consent to act as secretary of the company named on page 1

**Consent signature**

C Price

**Date**

11/12/00

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Ms

\*Honours etc

Forename(s) Clair Jennifer

Surname Price

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

Kingsmead Cottage

Gower Road

Post town Weybridge

County / Region Surrey

Postcode KT13 0HB

Country England

Day Month Year

**Date of birth**

0

7

0

2

1

9

6

0

**Nationality**

British

**Business occupation**

Chief Executive

**Other directorships**

CC Holdings Limited; Federated Employers Press Limited

I consent to act as director of the company named on page 1

**Consent signature**

C Price

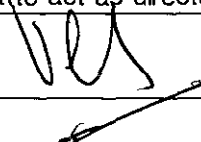
**Date**

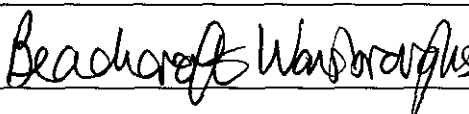
11/12/00

**Directors**

(continued)

(see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	Mr	<b>*Honours etc</b>	
	<b>Forename(s)</b>	Victor		
	<b>Surname</b>	Cocker		
	<b>Previous forename(s)</b>			
	<b>Previous surname(s)</b>			
<b>Address</b>	Tredington Manor			
<b>Usual residential address</b>	Tredington			
For a corporation, give the registered or principal office address.	<b>Post town</b>	Shipston on Stour		
	<b>County / Region</b>	Warwickshire	<b>Postcode</b>	CV36 4NJ
	<b>Country</b>	England		
	<b>Date of birth</b>	Day Month Year 3   0   1   0   1   9   4   0	<b>Nationality</b>	British
	<b>Business occupation</b>	Company Director		
	<b>Other directorships</b>	SEE ATTACHED LIST		
	I consent to act as director of the company named on page 1			
	<b>Consent signature</b>			<b>Date</b> 11/12/00

**This section must be signed by***Either***an agent on behalf  
of all subscribers****Signed****Date**

18/12/00

**Or the subscribers****Signed****Date***( i.e those who signed  
as members on the  
memorandum of  
association).***Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

## Directorships of Mr Victor Cocker

### Current

Railtrack Group PLC

Glynwed International PLC

Water Aid Trading PLC

### Past

Severn Trent PLC (1989 – August 2000)

Severn Trent Water Ltd (1989 - August 2000)

Midlands Excellence (1995 – August 2000)

Aquafin NV (1995 – August 2000)

## THE COMPANIES ACTS 1985 TO 1989

**of**

1. The name of the Company is “WASTE AND RESOURCES ACTION PROGRAMME” (hereinafter called “WRAP”).
2. The registered office of WRAP is to be situated in England and Wales.
3. The objects for which WRAP is established are:
  - (i) the promotion and encouragement of sustainable resource use by means of the promotion and facilitation of waste minimisation, recycling and re-use of waste materials;
  - (ii) the development and facilitation of markets for recycled and waste products;
  - (iii) the provision and encouragement of expertise, knowledge and best practice in relation to sustainable resource use;
  - (iv) the improvement of understanding of the waste stream and the opportunities for re-use and recycling;
  - (v) the encouragement of an integrated approach to materials resource use;



- (vi) the carrying out and stimulation of research and development in any and all areas of and relating to sustainable resource use;
  - (vii) the doing of all such other things as are incidental or conducive to the attainment of these objects.
4. The powers of WRAP, which may be used to further the objects but not further or otherwise shall be:
- (i) to provide information, advice and training gratuitously or otherwise;
  - (ii) to provide consultancy services gratuitously or otherwise;
  - (iii) to establish and operate a helpline offering advice on sustainable resource use;
  - (iv) to hold exhibitions, meetings, lectures, classes, workshops, seminars, conferences and courses either alone or with others, gratuitously or otherwise;
  - (v) to write or cause to be written, and printed or otherwise reproduced and disseminated, gratuitously or otherwise, reports, periodicals, magazines, books, leaflets or other documents or materials stored electronically, optically, magnetically or on paper;
  - (vi) to disseminate, gratuitously or otherwise, guidance and codes on good practice in relation to sustainable resource use;
  - (vii) to publicise and promote the objects of WRAP through all media and forms of communication;
  - (viii) to encourage and make representations in support of such changes to the standards and practices of industry as may be considered desirable or necessary;

- (ix) to promote, sponsor and commission research and development in areas conducive to the objects of WRAP;
- (x) to call for, collect, review, and evaluate articles, papers, books, and the results of research conducted by any person and to disseminate the same and the results of any review or evaluation;
- (xi) to collect, disseminate and retain in databases, whether electronically or otherwise, data and information relevant to the objects of WRAP, complying at all times with the Data Protection Acts 1984 and 1998;
- (xii) to support and invest in recycling capacity and the identification, development and marketing of technologies and processes for the recycling and re-use of waste materials by such methods as may be considered fit including but not limited to purchasing shares in, making grants, making loans or providing subsidies to and making investment swaps, hedging and other investment contracts in relation to businesses on such terms and on such security as may be thought fit;
- (xiii) to provide financial and other incentives for investment in the recycling and re-use of waste materials;
- (xiv) to promote and facilitate investment by venture capital funds and other private capital funds in new technologies for the use and processing of waste materials;
- (xv) to create financial instruments;
- (xvi) to intervene in the market for recycled and waste products and waste materials to stabilise prices and availability using such methods as may be thought fit including but not limited to purchasing and disposing of such products and materials on such terms as may be thought fit;

- (xvii) to identify, by the analysis of data and information, by undertaking market research or by such other methods as may be thought fit, potential users for products made from recycled or waste materials and barriers to development of the market for such products;
- (xviii) to co-operate and collaborate with institutions, agencies, societies (incorporated or unincorporated), businesses, industry representatives, local government and national government and other organisations or persons and to enter into and carry into effect agreements for such co-operation and collaboration;
- (xix) to support, financially or otherwise institutions, agencies, societies (unincorporated or incorporated), businesses and any other bodies engaging in work which furthers the attainment of the objects of WRAP;
- (xx) to encourage, facilitate and support, financially or otherwise, communication and co-operation between institutions, agencies, societies (incorporated or unincorporated), businesses, industry representatives, local government and national government and other organisations or persons engaging in work which furthers the attainment of the objects of WRAP;
- (xxi) to encourage, facilitate and support, financially or otherwise, communication and co-operation between businesses or persons producing waste and users or potential users of that waste and between businesses or persons engaged in the production of waste and recycled products and consumers or potential consumers of those products;
- (xxii) to accept subscriptions, donations, grants, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as

are necessary for any of the objects of WRAP and to sell, lease or otherwise dispose of or mortgage any such real or personal estate;

(xxiii) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of WRAP in the shape of donations, subscriptions or otherwise;

(xxiv) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;

(xxv) to lend, borrow or raise money for the objects of WRAP on such terms and on such security as may be thought fit;

(xxvi) to take and accept gifts of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of WRAP;

(xxvii) to invest and apply the moneys of WRAP in any way (whether or not it involves any liability or produces any income or gain);

(xxviii) to place any moneys of WRAP not immediately required for its purposes on deposit with a bank approved by the board of WRAP;

(xxix) to make any charitable donations either in cash or assets for the furtherance of the objects of WRAP;

(xxx) to employ, engage, pay or provide such persons whose services may be deemed expedient in order to carry out or promote all or any of the objects, in particular to supervise, organise, carry on the work of and advise WRAP;

(xxxi) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and

against all such risks incurred in the course of the performance of their duties as may be thought fit;

(xxxii) to establish and support, and to aid in the establishment and support of, any other association formed to promote all or any of the objects of WRAP;

(xxxiii) to amalgamate with any companies, institutions, societies or associations which have objects altogether or mainly similar to those of WRAP and which prohibit the payment of any dividend or profit to and distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of WRAP by this Memorandum of Association;

(xxxiv) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which WRAP is authorised to amalgamate;

(xxxv) to transfer all or any part of the property, assets, liabilities and engagements of WRAP to any body with which WRAP is authorised to amalgamate;

(xxxvi) to pay out of the funds of WRAP the costs, charges and expenses of and incidental to the formation and registration of WRAP;

(xxxvii) to establish subsidiary companies;

(xxxviii) to do all such other lawful things as shall further the objects or any of them;

PROVIDED THAT in case WRAP shall take or hold any property which may be subject to any trusts, WRAP shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

5. The income and property of WRAP shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly by way of dividend bonus or otherwise howsoever by way of profit, or indirectly by way of dividend bonus or otherwise howsoever by way of profit to its members or to any of them provided that nothing herein shall prevent any payment in good faith by WRAP:
  - (i) of reasonable and proper remuneration to any member, officer or servant of WRAP for any services rendered to WRAP;
  - (ii) of interest on money lent by any member of WRAP at any rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by the Company's bankers or 3% whichever is greater.
6. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum of Association or Articles of Association for the time being in force, which will cause WRAP to cease to be a company to which section 30 of the Companies Act 1985 applies.
7. The liability of the members is limited.
8. Every member of WRAP undertakes to contribute such amount as may be required (not exceeding £1) to the assets of WRAP if it should be wound up while she or he is a member or within one year after she or he ceased to be a member, for payment of WRAP's debts and liabilities contracted before she or he ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.
9. If upon the winding up or dissolution of WRAP there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of WRAP, but shall be transferred to another institution having objects similar to the objects of

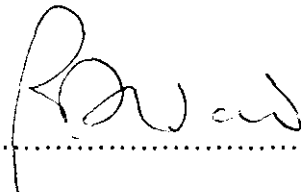
WRAP, such institution or institutions to be determined by the members of WRAP on dissolution.

WE, the subscribers to this Memorandum of Association, are desirous of being formed into a company in pursuance of this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

THE SECRETARY OF STATE FOR THE ENVIRONMENT, TRANSPORT  
AND THE REGIONS

Eland House  
Bressenden Place  
London SW1E 5DU

[PRINT NAME]... PHILIP WARD ..... [SIGN]... 

[PRINT TITLE]... DIRECTOR (EU) ..... duly authorised signatory

WITNESS [SIGN]... 

[PRINT NAME]... S. J. RANDALL .....

ADDRESS... DETR, 123 VICTORIA ST. ....

..... LONDON

..... SW1E 6DE

DATE... 11/12/00 .....



THE ENVIRONMENTAL SERVICES ASSOCIATION

154 Buckingham Palace Road  
London SW1W 9TR

DIRK NICHOLAS

[PRINT NAME]... DOWNING HAZEN [SIGN]... *DN Hazen*

[PRINT TITLE]... *Chief Executive*... duly authorised signatory

WITNESS [SIGN]... *Sara Jane Randall*

[PRINT NAME]... S. J. RANDALL

ADDRESS... DETR 123 VICTORIA ST.

LONDON

SW1E 6DG

DATE... *11th Dec 2001*

WASTEWATCH

Europa House  
13-17 Ironmonger Row  
London  
EC1V 3QG

RAYMONA LAWRENCE  
[PRINT NAME].....GEORGESON..... [SIGN].....Ref.....

EXECUTIVE DIRECTOR,  
[PRINT TITLE].....WASTE WATCH..... duly authorised signatory

WITNESS [SIGN].....Sarah Jane Randall.....

[PRINT NAME].....S. J. RANDALL.....

ADDRESS.....DETR. 123 VICTORIA STREET.....

.....LONDON SW1E 6DE.....

DATE.....11/12/00.....

---

Company Number:

THE COMPANIES ACTS 1985 TO 1989

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

**ARTICLES OF ASSOCIATION**

**of**

**WASTE AND RESOURCES ACTION PROGRAMME**

**GENERAL**

1. In these Articles the following words shall have the following meanings:

<u>Word</u>	<u>Meaning</u>
"the Act"	the Companies Act 1985 as amended by the Companies Act 1989
"these Articles"	these Articles of Association and the regulations of WRAP from time to time in force
"the Board"	The Board of directors of WRAP
"the Chairman"	The Chairman for the time being of WRAP
"clear days"	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given or on which it is to take effect

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“the Chief Executive”	The Chief Executive for the time being of WRAP
“month”	Calendar month
“notified representative”	The representative of a member who attends general meetings on behalf of that member and of whose identity and status the Secretary has been notified in writing.
“the Office”	The registered office of WRAP
“person”	Any individual or corporate body
“the Secretary”	The Secretary for the time being of WRAP
“the Secretary of State”	The Secretary of State for the Environment, Transport and the Regions for the time being or the successor to his powers and duties
“the United Kingdom”	Great Britain and Northern Ireland
“WRAP”	The above-named Waste and Resources Action Programme
“writing”	written, printed or lithographed, or partly one and partly another, and other models of representing or producing words in a visible form

And words importing the singular number only shall include the plural number, and vice versa.

Subject as aforesaid, any words or expressions defined in the Act, shall if not inconsistent with the subject or context, bear the same meanings in the Articles.

2. The provisions of section 352 of the Act shall be observed by WRAP and every member of WRAP shall either sign a written consent to become a member or sign the register of members on becoming a member.

- 
3. WRAP is established for the purposes expressed in the Memorandum of Association.

### **MEMBERSHIP**

4. The first members of WRAP shall be:
- 4.1 the Secretary of State for the Environment, Transport and the Regions;
  - 4.2 the Environmental Services Association;
  - 4.3 Wastewatch.
5. The Board may from time to time determine objective and reasonable criteria for membership of WRAP.
6. Every person who wishes to become a member of WRAP shall deliver to WRAP an application for membership in such form (if any) as the Board require to be executed by him and the Board shall consider each application and shall grant membership to each and every person who satisfies them that he fulfils any criteria determined by the Board and that he is committed to the objects of WRAP as set out in the Memorandum of Association of WRAP.
7. A member shall pay to WRAP such subscription (if any) and at such times as the Board shall determine.

### **DETERMINATION OF MEMBERSHIP**

8. A member may at any time withdraw from the Company by giving at least three calendar months' notice to WRAP in writing to the Secretary addressed to him or her at the Office.

- 
9. Membership of WRAP may be revoked by the Board in accordance with Article 10.
  10. The Board may revoke the membership of any member of WRAP if the Board is satisfied that the member:
    - 10.1 is more than six months in arrears with his subscription (if any) or other sums;
    - 10.2 has acted, or omitted to act, in such a way as to bring WRAP into disrepute;
    - 10.3 has acted, or omitted to act, in a manner inconsistent with the objects of WRAP or which leads the Board to conclude that the member is not committed to the objects of WRAP;
    - 10.4 has become bankrupt or insolvent or has made any arrangement or composition with his creditors generally.

#### **GENERAL MEETINGS**

11. WRAP shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting, and that so long as WRAP holds its first annual general meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
12. All general meetings other than annual general meetings shall be called extraordinary general meetings.

- 
13. The Board may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.
  14. Not less than 21 clear days' written notice of every annual general meeting and of every general meeting convened to pass a special resolution, and not less than 14 clear days' written notice of every other general meeting shall be given in the manner hereinafter mentioned to such persons (including the auditors) as are under these Articles or under the Act entitled to receive such notices from WRAP, such written notice to specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business.
  15. The accidental omission to give notice of a general meeting to, or the non-receipt of such notice by, any person entitled to receive notice hereof shall not invalidate any resolution passed, or proceeding had, at any general meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

16. All business shall be deemed special business that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the profit and loss account and balance sheet, the reports of the Board and of the auditors, the appointment of directors under Article 38.4 of these Articles and the appointment of, and the fixing of the remuneration of, the auditors. The general nature of any special business to be considered by a general meeting shall be stated in the written notice of that general meeting pursuant to Article 14 above.
  17. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three members present personally shall be a quorum. A member
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shall be regarded as being present personally through the presence of its notified representative.

18. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
19. Where all the members for the time being entitled to receive notice of and attend and vote at general meeting have been sent notice of a resolution together with a statement prepared by the Secretary indicating the arguments which have been expressed in favour of and against the resolution, that resolution in writing signed by 80% of all the members for the time being entitled to receive notice of and attend and vote at general meetings shall be as valid and effectual as if it had been passed at a meeting of members duly convened and held and may consist of several documents in the like form (including facsimile transmission) each signed by one or more members.
20. The Chair, if any, of the Board or in his or her absence some other member of the Board shall preside as Chair of the meeting, but if neither the Chair nor such other member of the Board (if any) be present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chair.
21. The Chair 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 business which might have been transacted at the meeting from which the adjournment took place.



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22. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjournment meeting.
23. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least three members present in person or by proxy, and unless a poll be so demanded a declaration by the Chair of a meeting that a resolution has been carried, or carried unanimously or by particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of WRAP shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn. For the avoidance of doubt an ordinary resolution shall be passed by a simple majority of the members entitled to vote who do vote in person or by proxy and a special resolution shall be passed by 75% of the members entitled to vote who do vote in person or by proxy.
24. Subject to the provisions of Article 23 of these Articles, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
26. In the case of an equality of votes, whether on a show of hands or on a poll, the resolution shall be deemed not to have been passed. The Chair shall not have a second or casting vote.
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27. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

### **VOTES OF MEMBERS**

28. Subject as hereinafter provided, each member shall have one vote.
29. Save as herein expressly provided, no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any general meeting.
30. 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 Chair whose decision shall be final and conclusive.
31. Votes may be given either personally or by proxy. A vote is given personally where it is given by a member or a member's notified representative.
32. The instrument appointing a proxy for a member or a member's notified representative shall be in writing and must be deposited at the Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
33. 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 the death, insanity or

revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

34. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

“Waste and Resources Action Programme”

I ..... of ..... a member/notified representative of WRAP hereby appoint .....and failing her/him, ..... as my proxy to vote for me on my behalf at the annual/extraordinary general meeting of WRAP to be held on ..... and at any adjournment thereof.

Signed .....

Dated .....

This form is to be used in favour of/against the resolution/unless otherwise instructed the proxy will vote as he or she thinks fit”.

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

35. The Secretary of State shall not be entitled to vote on any resolution regarding the appointment of directors pursuant to Article 38.4 of these Articles.

#### **THE BOARD OF DIRECTORS OF WRAP**

36. The first directors shall be Vic Cocker and Jennie Price.
37. The first directors shall resign within one month after the incorporation of WRAP.
38. Following the resignation of the first directors and unless otherwise determined by a general meeting, the Board of WRAP shall be constituted as follows:

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- 38.1 The Chairman;
- 38.2 The Chief Executive;
- 38.3 One director appointed by the Secretary of State for the Environment, Transport and the Regions;
- 38.4 A minimum of five and a maximum of nine further directors appointed by the members of WRAP other than the Secretary of State for the Environment, Transport and the Regions; PROVIDED THAT no more than one of the directors appointed under this Article shall have an interest in the waste management industry or represent the waste management industry in any way. A person shall be considered to have an interest in or to represent the waste management industry where she or he is an officer or employee in an organisation directly engaged in waste management, or where he or she is an employee or officer of a body which represents the waste management industry or any sector thereof or where he or she holds more than 5% of the issued shares or other securities of any class of any one company directly engaged in waste management. For the avoidance of doubt, the waste management industry does not include organisations which are engaged exclusively in recycling or in the collection of materials for recycling.
- 38.5 Where there is a vacancy for a director to be appointed by the members pursuant to Article 38.4, the Board may co-opt any person to act as a director to fill the vacancy until such time as the members have filled the vacancy in accordance with Articles 38.4 and 44 PROVIDED THAT in co-opting an individual to act as a director under this provision the Board shall consider whether the individual is a suitable person to act in such a capacity, having regard to the provisions of Article 38.4, and shall ensure that no more than one of the directors appointed under Articles 38.4 and 38.5 shall have an interest in the
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waste management industry or represent the waste management industry in any way.

39. The first Chairman of WRAP shall be Vic Cocker and his term of office shall be two years. Subsequent terms of office of the Chairman shall be one year. The outgoing Chairman may be re-appointed to the office one or more times on the expiry of his term of office.
40. There shall be a Deputy Chairman appointed by the Board from the directors appointed under Article 38.4. The Deputy Chairman shall be appointed for such period as the Board considers appropriate.
41. With the exception of the appointment of the first Chairman for his initial term of two years, where the office of Chairman becomes vacant whether by the expiry of the Chairman's term of office or otherwise the appointment or reappointment to fill the vacancy shall be made by the Board with the exception of the Chief Executive. Where the Board does not wish to reappoint the outgoing Chairman to the vacancy or the outgoing Chairman does not wish to be reappointed, the Board shall appoint the Deputy Chairman to fill the vacancy unless the Board considers it inappropriate so to appoint the Deputy Chairman, in which case the Board shall appoint such other person as it considers appropriate to fill the vacancy.
42. A person may not become a director unless he or she has attained the age of 18 years. There shall be no limit as to the age at which a person having become a director may continue so to act.
43. Appointment of directors pursuant to Article 38.3 shall, in each case, be made by notice in writing to the Board.
44. Subject to the provisions of Article 38.4 regarding directors who have an interest in or represent the waste management industry and the provisions of Article 48, the members other than the Secretary of State may by ordinary

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resolution appoint a person who is willing to act to be a director to fill a vacancy under Article 38.4.

45. At every annual general meeting one-third of the directors appointed under Article 38.4 or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one director who is subject to retirement by rotations, he shall retire.
  46. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
  47. If the members other than the Secretary of State for the Environment, Transport and the Regions, at the meeting at which a director retires by rotation, do not fill the vacancy the retiring director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the director is put to the meeting and lost or unless the re-appointment of that director would breach the provision in Article 38.4 regarding the number of persons who have an interest in or represent the waste management industry who may be appointed as directors under Article 38.4
  48. No person other than a director retiring by rotation shall be appointed or re-appointed a director under Article 38.4 at any general meeting unless not less than fourteen clear days before the date appointed for the meeting, notice executed by a member other than the Secretary of State has been given to WRAP of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in WRAP's register of directors, a list of their current appointments and shareholdings so that the Chairman may determine whether that person has an interest in or represents the waste
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management industry, and notice executed by that person of his willingness to be appointed or re-appointed.

49. Any director appointed under Article 38.3 of these Articles may be removed from office by his or her appointors by notice in writing to WRAP before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between WRAP and such director and the appointors shall be entitled to appoint any person in his or her stead. Any director appointed under Article 38.4 or Article 38.5 of these Articles may resign his or her directorship by giving notice in writing addressed to the Board.

### **POWERS OF THE BOARD**

50. The business of WRAP shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of WRAP as they think fit, and may exercise all such powers of WRAP, and do on behalf of WRAP all such acts as may be exercised and done by WRAP, and as are not by the Act or by the Articles required to be exercised or done by WRAP in general meeting, subject nevertheless to any such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by WRAP in general meeting; but no regulation made by WRAP in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
51. The members of the Board for the time being may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the quorum prescribed under Article 54 of these Articles, it shall be lawful for them to act as the Board for the purpose of summoning a general meeting, but not for any other purpose.

## **PROCEEDINGS OF THE BOARD**

52. The Board shall meet together at least four times a year (and more frequently as they may from time to time think fit) for the dispatch of business, and may adjourn and otherwise regulate their meetings as they think fit.
53. A member of the Board shall be treated as present at a meeting of the Board notwithstanding that he or she is not physically present if he or she is in communication with the meeting by voice or video telecommunication link and, for the purpose of these Articles, meetings of the Board shall include meetings held by voice or video telecommunication link provided that the voice or video telecommunication link is so arranged that it is possible for each member of the Board to hear and be heard by, or in the case of video telecommunication link, see and be seen by each other person participating in the meeting and the terms "meeting" and "meet" shall be construed accordingly.
54. A quorum shall be three Directors. A member of the Board who is in communication by voice or video telecommunication link for the purposes of a meeting of the Board pursuant to Article 53 of these Articles, shall be counted as part of the quorum for such meeting, provided that the voice or video telecommunication link is so arranged that it is possible for each member of the Board to hear and be heard by, or in the case of video telecommunication link, see and be seen by each other person participating in the meeting. Questions arising at any meeting shall be decided by a majority of votes, each member of the Board present having one vote. In case of an equality of votes the Chair shall not have a second or casting vote and the resolution shall not be passed.
55. Any two members of the Board may, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall only be entitled to
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notice of a meeting if he or she has provided WRAP with an address for service.

56. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the Board generally.
57. All acts bona fide done by any meeting of the Board or by any person acting as a member of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
58. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
59. A resolution in writing signed by all the members for the time being of the Board who are entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted. Any such resolution may consist of several documents in the like form (including facsimile transmission) and signed by one or more of the Board for the time being entitled to receive notice of a meeting of the Board.

#### **DELEGATION OF THE FUNCTIONS OF THE BOARD**

60. The Board may delegate any of its functions to committees other than those functions specified in Article 62. Such committees shall consist of such
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persons as the Board thinks fit so long as one or more of such persons is a Board member, and any committee so formed shall, in exercise of the powers so delegated, conform to all regulations imposed upon it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. The acts and proceedings of such committees shall be reported fully to the Board.

61. The Board shall not delegate any of the following matters to a committee:
- 61.1 the approval of the annual estimates of income and expenditure;
  - 61.2 ensuring the solvency of WRAP and the safeguarding of its assets;
  - 61.3 the determination of the criteria for membership of WRAP;
  - 61.4 the appointment or dismissal of the Chief Executive, PROVIDED THAT the determination of the Chief Executive's terms and conditions of employment, including remuneration, may be delegated to a committee.

#### **DISQUALIFICATION OF DIRECTORS**

62. The office of a Director shall be vacated if:
- 62.1 a notice removing him or her from office is served in accordance with the provisions of Article 49 of these Articles;
  - 62.2 by notice in writing to WRAP he or she resigns his or her office in accordance with Articles 44-45 or 49 of these Articles;
  - 62.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

- 62.4 he or she becomes of unsound mind;
- 62.5 he or she ceases to hold office by virtue of any provision of the Act or he or she becomes prohibited by law from being a director of WRAP
- 62.6 he or she has acted so as to bring WRAP into disrepute and/or in a manner in a manner inconsistent with the objects of WRAP or which indicates that he or she is not committed to the objects of WRAP.

### **REMUNERATION AND EXPENSES OF DIRECTORS**

- 63. The provisions of the Memorandum of Association as to the remuneration of and reimbursement of expenses of members of the Board shall apply.

### **CHIEF EXECUTIVE**

- 64. The Chief Executive of WRAP shall be appointed by the Board for such term, at such remuneration and (subject to Articles 64 to 67 of these Articles) upon such conditions as they shall think fit and any Chief Executive so appointed may be removed by the Board.
- 65. The Board may entrust and confer upon the Chief Executive for the time being such of the executive powers exercisable under these Articles by the Board as they may think fit, and may confer those powers for such time, and to be exercised for such object and purposes, and upon such terms and conditions, and with such restrictions, as they may consider expedient, and may revoke, withdraw, alter or vary all or any of those powers; PROVIDED THAT all such acts of the Chief Executive shall be reported in due course to the Board.
- 66. If and for so long as he or she is so appointed, the Chief Executive shall engage all persons to be employed under him or her and shall be responsible for them, and the Chief Executive may delegate any of his or her powers to such persons and on such terms and conditions, with such restrictions, as he or

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she may consider expedient, and may revoke, withdraw, alter or vary all or any of those powers.

67. If and for so long as he or she is so appointed, the Chief Executive shall be entitled to receive notice of and to attend and speak, but not vote, at all general meetings of WRAP.

### **SECRETARY**

68. The first Secretary of the Company shall be Jennie Price. Further appointments of the Secretary shall be made by the Board for such term, at such remuneration and upon such conditions as the Board shall think fit and any Secretary so appointed may be removed by the Board. The provisions of sections 283 and 284 of the Act shall apply.

### **ACCOUNTS**

69. The Board shall cause accounting records to be kept in accordance with the requirements of the Act.
70. The accounting records shall be kept at the Office, or subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall be open to the inspection of the members of WRAP, of any organisation approved by the Board for so long as it is so approved, of the officers of WRAP and of the Auditors of WRAP.
71. At the Annual General Meeting in each year the Board shall in accordance with the provisions of the Act lay before WRAP a profit and loss account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of WRAP together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in

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accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting at which they are to be laid, be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of general meetings in accordance with Section 240 of the Act in the manner in which notices are hereinafter directed to be served. The report of the Board and the Auditors' report shall be laid before WRAP in general meeting as required by Section 241 of the Act.

### AUDIT

72. In accordance with the provisions of the Act once at least in every year the accounts of WRAP shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
73. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

### NOTICES

74. A notice may be served by WRAP upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the register of members; PROVIDED THAT service may be effected by such other methods as have been notified by a member in writing to the Secretary as being acceptable methods of service, such methods to include but not be limited to facsimile and electronic mail.
75. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give WRAP an address within the United Kingdom or a facsimile number or electronic mail address at which notices may be served upon him, her or it, shall be entitled to have notices served upon him, her or it at such address or number, but, save as aforesaid
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and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from WRAP. Nothing in this Article shall be construed as preventing the Board at its discretion from directing the Chief Executive to serve notice on a member at an address outside the United Kingdom if requested to do so by that member.

76. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same input into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter. Any notice, if served by facsimile or electronic mail or such other method of service as shall have been specified by a member as acceptable, shall be deemed to have been served one hour after receipt by the dispatcher of a notice or message confirming successful transmission, and in proving such service it shall be sufficient to prove that the notice was directed to the proper number or address and that transmission to that number or address was confirmed to the dispatcher as having been successful.

### **INDEMNITY**

77. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board may otherwise be entitled, every member of the Board or other officer or Auditor of WRAP shall be indemnified out of the assets of WRAP against any liability incurred by him or her in defending any proceedings, whether civil or criminal, for acts or omissions committed in the course of their employment or engagement by WRAP.

### **DISSOLUTION**

78. If upon the winding up or dissolution of WRAP there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same

shall not be paid to or distributed among the members of WRAP, but shall be transferred to some other institution (whether or not a member of WRAP) having objects similar to the objects of WRAP, such institution or institutions to be determined by the members of WRAP at or before the time of dissolution.

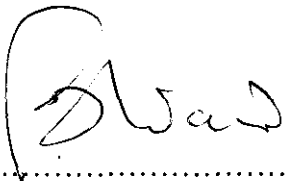
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NAMES AND ADDRESSES OF SUBSCRIBERS

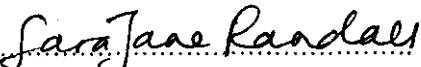
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THE SECRETARY OF STATE FOR THE ENVIRONMENT, TRANSPORT  
AND THE REGIONS

Eland House  
Bressenden Place  
London SW1E 5DU

[PRINT NAME]..... PHILIP WARD ..... [SIGN]..... 

[PRINT TITLE]..... DIRECTOR FEWD ..... duly authorised signatory

WITNESS [SIGN]..... 

[PRINT NAME]..... S. J. RANDALL .....

ADDRESS..... DETR, 123 VICTORIA ST. ....

..... LONDON .....

..... SW1E 6DE .....

DATE..... 11/12/00 .....



THE ENVIRONMENTAL SERVICES ASSOCIATION

154 Buckingham Palace Road  
London SW1W 9TR

[PRINT NAME] DICK NICHOLAS [SIGN] [Signature]

[PRINT TITLE] Chief Executive duly authorised signatory

WITNESS [SIGN] [Signature]

[PRINT NAME] S. J. RANDALL

ADDRESS DETR, 128 VICTORIA ST.  
LONDON  
SW1E 6DG.

DATE 11 Jubile 2002.

WASTEWATCH

Europa House  
13-17 Ironmonger Row  
London  
EC1V 3QG

RAYMONA LAWRENCE  
[PRINT NAME] GEORGESEN [SIGN] Reli  
EXECUTIVE DIRECTOR  
[PRINT TITLE] WASTE WATCH duly authorised signatory

WITNESS [SIGN] Sarah Jane Randall  
[PRINT NAME] S. J. RANDALL  
ADDRESS DETR, 123 VICTORIA ST.  
LONDON. SW14 6DE  
.....

DATE 11.12.00