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Company No 04583021

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**SPECIAL RESOLUTION**

of

**THE BRITISH METALS RECYCLING ASSOCIATION**

At an Extraordinary General Meeting of the Company held at *16 High St, Bampton, PE28* on 20 September 2006 the following resolution was passed as a special resolution, of the Company -

**SPECIAL RESOLUTION**

That the articles of association attached hereto be and are hereby adopted as the new articles of association for the Company in substitution for all existing articles of association



COMPANY SECRETARY

SATURDAY



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27/10/2007

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COMPANIES HOUSE

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF



A31

27/10/2007  
COMPANIES HOUSE

102

**THE BRITISH METALS RECYCLING ASSOCIATION**

**Company Number 04583021**

**PRELIMINARY**

- 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No 3373) (such Table being hereinafter called "Table A") shall not apply to the Company and the articles hereinafter contained shall be the Articles of the Company
- 2 The Articles and the Rules govern the Company and shall supersede all previous articles of association, rules and constitution of the Company

**INTERPRETATION**

- 3 In these Articles

<b>"the Act"</b>	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
<b>"the/these Articles"</b>	means the articles of association of the Company
<b>"Board"</b>	means the board of directors of the Company from time to time
<b>"clear days"</b>	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
<b>"communication"</b>	means the same as in the Electronic Communications Act 2000
<b>"Company" or "Association"</b>	means The British Metals Recycling Association
<b>"Deputy President"</b>	means the deputy president of the Association from time to time

<b>"electronic communication"</b>	means the same as in the Electronic Communications Act 2000
<b>"executed"</b>	includes any mode of execution
<b>"Office"</b>	means the registered office of the Company
<b>"President"</b>	means the president of the Board from time to time
<b>"Rules"</b>	means the rules of the Association from time to time
<b>"the seal"</b>	means the common seal of the Company
<b>"Secretary"</b>	means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
<b>"the United Kingdom"</b>	means Great Britain and Northern Ireland

- 4 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company

## **MEMBERS**

### **5 Admission and Termination of membership**

- 5 1 The subscribers to the Memorandum of Association of the Company and such other organisations as are admitted to membership in accordance with these Articles shall be members of the Company
- 5 2 No organisations shall be admitted as a member of the Company unless it is approved by the Board. Every organisation that wishes to become a member shall deliver to the Company an application for membership, in such form as the Board require, executed by it together with the annual membership subscription
- 5 3 A member may at any time withdraw from the Company by giving not less than three months notice in writing to the Company. Subscriptions already paid to the Company shall not be refundable. Membership shall not be transferable

## **GENERAL MEETINGS**

### **6 Notice**

- 6 1 All general meetings other than annual general meetings shall be called extraordinary meetings
- 6 2 An annual general meeting and an extraordinary general meeting shall be called by at least 21 clear days notice
- 6 3 The notice shall be given to all the members at their principal place of business, and to the directors and auditors, and shall specify the time and place of the meeting and the nature of the business to be transacted and, in the case of an annual general meeting, shall identify the meeting as such
- 6 4 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting

6 5 The Board may call general meetings, and on the requisition of not less than ten ordinary members, the Secretary shall proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition

6 6 The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive such notice shall not invalidate the proceedings at the meeting

6 7 General meetings can be called on short notice in accordance with the provisions of the Act

## **7 Quorum**

7 1 No business shall be transacted at any general meeting unless a quorum is present. A minimum of ten persons entitled to vote upon the business to be transacted, each being a member present in person or a duly authorised representative of a corporation, shall be a quorum

7 2 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine

7 3 If at the adjourned general meeting a quorum is not present within half an hour from the time appointed for such adjourned meeting then the members present at the adjourned meeting shall constitute a quorum for the purposes of the business to be transacted at such adjourned meeting

## **8 Chairman**

8 1 The President, or in his absence another director nominated by the Board shall preside as chairman of the meeting, but if neither the President nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman

8 2 If no director is willing to act as chairman, or if no director is 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 chairman

8 3 The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice

## **9 Voting**

9 1 A resolution put to the vote of a meeting shall be decided on a show of hands and each ordinary member shall have one vote. In the case of an equality of votes, the chairman shall be entitled to a second or casting vote in addition to any other vote he may have

9 2 International members and service members shall not be entitled to vote on any matters at any general meeting or on any resolution of members in writing and shall not be entitled to participate in any postal ballot

- 9 3 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he 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
- 9 4 A declaration by the chairman that a resolution has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution Such declaration shall be entered in the minutes of the meeting
- 9 5 A vote given by the duly authorised representative of a corporation shall be valid unless notice of the withdrawal of his authority is received by the Company before the commencement of the meeting or adjourned meeting at which the vote is given
- 9 6 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
- 10 **Proxies**
- 10 1 Any member entitled to vote at any general meeting may appoint a proxy to attend such meeting for them and vote in their name and on their behalf on all matters coming before such meeting provided that -
- 10 1 1 any such proxy shall be in writing under the hand of the appointer,
- 10 1 2 such proxy shall be in the usual form as near as possible and shall be available only for the meeting named therein or any adjournment thereof,
- 10 1 3 the person named as proxy must be the duly appointed representative of the ordinary member eligible to attend and vote at the meeting, and
- 10 1 4 the form of proxy must be lodged with the Secretary at the Office not later than midday on the date one day prior to the date of the meeting

## **DIRECTORS**

### **11 The Board**

- 11 1 The maximum number and minimum number respectively of the directors may be determined from time to time by special resolution Subject to and in default of any such determination the maximum number of directors shall be 18 and the minimum number of directors shall be one Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by these Articles expressed to be vested in the directors generally
- 11 2 The Board shall be comprised as follows
- 11 2 1 up to six of the directors shall be persons employed by members of the Company which are regarded by the Company as "large organisations", and
- 11 2 2 up to a further six of the directors shall be persons employed by members of the Company which are regarded by the Company as "medium organisations", and
- 11 2 3 up to a further six of the directors shall be persons employed by members of the Company which are regarded by the Company as "small organisations"

and the criteria to be applied from time to time in determining how each member shall be so regarded shall be as decided by the Board and incorporated in the Rules

- 11 3 No more than one director on the Board may be employed by the same member organisation

- 11 4 Subject as otherwise provided in these Articles, each director shall serve a three year term of office. At the end of his three year term of office each director shall vacate office unless he has previously indicated to the Secretary that he would be willing to stand for re-appointment. There shall be no restriction on number of times a director may stand for re-appointment

## **12 President and Deputy President**

- 12 1 The Board shall elect a President from among the directors. The Board shall also elect from among its members a Deputy President

- 12 2 The President shall serve a two year term of office. The term to be served by the Deputy President shall be determined by the Board. No person may hold the office of President for two consecutive terms

- 12 3 In the event that the President or the Deputy President ceases to hold office in (or be employed by) the member organisation he represents before the expiry of his respective term of office, the Board shall have power determine whether or not the President or the Deputy President (as the case may be) may continue his respective term of office. If the Board resolves that the President or the Deputy President (as the case may be) must resign from office, the Board shall have the power to elect a replacement to serve for the remainder of the term, this period of office not counting towards the normal term of office referred to above

- 12 4 The President and the Deputy President shall not be required to vacate office as a director or stand for re-appointment during their respective periods of office but shall vacate office or stand for re-appointment at the next opportunity thereafter

## **13 Director General**

The Board shall appoint a Director General who shall be responsible to it for the management of the Company in accordance with the Rules

## **14 Powers of Directors**

- 14 1 Subject to the provisions of the Act, the Memorandum of Association, the Articles and the Rules, the business of the Company shall be managed by the Board who may exercise all the powers of the Company. No alteration of the Memorandum of Association or the Articles shall invalidate any prior act of the Board which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of Board at which a quorum is present may exercise all powers exercisable by the Board

- 14 2 The Board may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to the President or Deputy President or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying

## APPOINTMENT AND REMOVAL OF DIRECTORS

### 15 Appointment of Directors

- 15 1 No person other than a director standing for re-appointment shall be appointed a director unless he is recommended by the directors or he is nominated by a member in accordance with this Article 15 and the person has indicated to the Secretary his willingness to be appointed or re-appointed as a director
- 15 2 Notwithstanding the provisions of this Article 15, the directors may by simple majority appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by the Articles as the maximum number of directors and is not otherwise inconsistent with the provisions of Article 11 2 A director so appointed shall hold office only until the next election. If not re-appointed at the next election, such director shall vacate office forthwith following the announcement of the results of the election
- 15 3 When it becomes necessary to appoint new directors as a result of vacancies or to re-appoint existing directors in accordance with this Article 15, the Secretary shall inform all members of the situation and invite the nomination of candidates by the members. The period during which nominations of candidates may be made shall not be less than 21 clear days from the date of the members being notified of the situation
- 15 4 Nominations of candidates may only be made by members whose subscriptions are paid up to date and all nominations of candidates for directors must be seconded by two other members
- 15 5 In the event that the number of eligible candidates is equal or less than the number of positions available, the candidate(s) named shall be deemed elected unopposed, unless a valid objection to a candidate has been made by not less than two members who would have been eligible to vote had an election taken place or the appointment of the candidate would otherwise be inconsistent with the provisions of Article 11 2
- 15 6 In the event that the number of eligible candidates exceeds the number of positions available, the Secretary shall inform the members of the names submitted and when the election is to take place by postal ballot, rules for which shall be determined by the Board in the Rules
- 15 7 Each member shall have such number of votes as is equal to the number of positions available and the positions shall be filled by the candidates obtaining the greatest number of votes from those cast
- 15 8 As soon as reasonably practicable following the election of the new directors the Secretary shall notify the members of the results of the election
- 15 9 For the purposes of this Article 15
- 15 9 1 "**eligible candidates**" means (1) those candidates who have been nominated in accordance with this Article 15, and (2) those directors who have indicated their willingness to be re-appointed as a director at the end of their term of office, and (3) those directors who have been appointed by the directors in accordance with Article 15 2 and who have not been approved by the members at an election
- 15 9 2 "**election**" means the next opportunity the members have to elect an eligible candidate to the Board in accordance with this Article 15 and "**elected**" shall be construed accordingly

### 16 Removal of Directors

- 16 1 The directors shall not be required to retire by rotation but upon conclusion of their three year term of office, each director shall be required to vacate office or stand for re-appointment
- 16 2 The office of a director shall be vacated if
- 16 2 1 he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
  - 16 2 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - 16 2 3 he is, or may be, suffering from mental disorder and either he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
  - 16 2 4 he resigns his office by notice to the Company, or
  - 16 2 5 he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated
- 16 3 In the event that a director of the Company ceases to hold office in (or be employed by) the member organisation he represents before the expiry of his term of office, the Board shall have power determine whether or not such director may continue his respective term of office or whether he should vacate office
- 16 4 The members may by ordinary resolution remove any director from office before expiry of his term of office

#### **ALTERNATE DIRECTORS**

- 17 The directors shall not have the ability to appoint alternate directors

#### **DIRECTORS' EXPENSES**

- 18 The directors may be paid extraordinary out of pocket expenses properly incurred by them in connection with the discharge of their duties

#### **PROCEEDINGS OF DIRECTORS**

##### **19 Notice**

A director may, and the secretary at the request of a director shall, call a meeting of the Board on reasonable notice. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom

##### **20 Quorum**

- 20 1 No business shall be transacted at any meeting of the Board unless a quorum is present. A minimum of 50% of the total number of directors in office at the time of the meeting shall be a quorum
- 20 2 If a quorum is not present within half an hour from the time appointed for a meeting of the Board, the meeting shall stand adjourned to the same day in the next week at the



same time and place or to such other day and at such other time and place as the Board may determine

- 20 3 If at the adjourned meeting of the Board a quorum is not present within half an hour from the time appointed for such adjourned meeting then the directors present at the adjourned meeting shall constitute a quorum for the purposes of the business to be transacted at such adjourned meeting

## 21 **Directors' Interests**

- 21 1 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office -

21 1 1 may be a party to, or otherwise interested in any transaction or arrangement with the Company or in which the Company is otherwise interested,

21 1 2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and

21 1 3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

- 21 2 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

- 21 3 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act

## 22 **Chairman**

The President shall be appointed as chairman of the Board. In his absence at a meeting another director nominated by the Board shall preside as chairman of the meeting, but if neither the President nor such other director (if any) be present within five minutes after the time appointed for the holding meeting, the directors present shall appoint one of their number to be chairman of the meeting

## 23 **Voting**

- 23 1 Each member of the Board shall have one vote. Decisions of the Board shall be decided by a majority of votes. In the case of an equality of votes, the President shall have a second or casting vote in addition to any other vote he may have

- 23 2 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote

- 23 3 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors

#### **SECRETARY**

- 24 Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them

#### **MINUTES**

- 25 The directors shall cause minutes to be made in books kept for the purpose -
- 25 1 of all appointments of officers made by the directors, and
- 25 2 of all proceedings at meetings of the company and of the directors, and of committees of directors, including the names of the directors present at each such meeting

#### **THE SEAL**

- 26 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director

#### **ACCOUNTS**

- 27 No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the Board or by ordinary resolution of the company

#### **NOTICES**

- 28 1 Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article 30 "address", in relation to electronic communications, includes any number or address used for the purposes of such communications
- 28 2 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the company by the member. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him or an address to which notices may be sent using electronic communications shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company
- 28 3 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
- 28 4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance

issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

## INDEMNITY

- 31 1 Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.
- 31 2 The Company shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.

## RULES

- 32 1 The directors may from time to time make such Rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Company, in particular but without prejudice to the generality of the foregoing, they shall by such Rules regulate
- 32 1 1 the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated, and the entrance fees, subscriptions and other fees or payments to be made by members,
  - 32 1 2 the procedure at general meetings and meetings of the directors and committees of the Company in so far as such procedure is not regulated by these Articles,
  - 32 1 3 the structure of the Board and the procedure for the appointment of the President and the Deputy President,
  - 32 1 4 the procedure for the election of directors by postal vote, and
  - 32 1 5 all such other matters as are commonly the subject matter of Company rules
- 32 2 The Company in general meetings may by special resolution alter or repeal the Rules to make additions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.
- 32 3 The members shall at all times comply with the Rules and in the event of a breach of this Article 32 3, the Board shall have the power to terminate the membership of such member with immediate effect.