

THE BRITISH METALS RECYCLING ASSOCIATION

(Company Number: 04583021)

SPECIAL RESOLUTION

Passed on 25th June 2019, at a general meeting of the company duly convened and held at the Mere Suite, The Mere Golf Resort & Spa, Knutsford, Cheshire.

THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.


.....
Chairman / President

25/06/2019
.....

Date



THE COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION

OF

**THE BRITISH METALS RECYCLING ASSOCIATION (the "Company")
(Company Number: 04583021)**

Adopted by special resolution passed on 25th June 2019

INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

1. INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

Articles: means the Company's articles of association for the time being in force;

bankruptcy: includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

Board: means the board of directors of the Company from time to time;

Business Day: means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

Chief Executive: means the chief executive of the Company from time to time;

Conflict: means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

Deputy President: means the deputy president of the Company from time to time;

director: means a director of the Company and includes any person occupying the position of director, by whatever name called;

document: includes, unless otherwise specified, any document sent or supplied in electronic form;

election: means the next opportunity the Members have to elect an Eligible Candidate to the Board in accordance with Article 18 and “**elected**” shall be construed accordingly;

electronic form: has the meaning given in section 1168 of the Act;

Eligible Candidate: means (1) those candidates who have been nominated in accordance with Article 18; and (2) those directors who have indicated their willingness to be reappointed 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 18.2 and who have not been approved by the Members at an election;

Eligible Director: means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 16, any director whose vote is not to be counted in respect of the particular matter);

Financial Turnover: means the financial turnover of such Member in the previous 12 month period;

Interested Director: has the meaning given in *article 16.1*;

Large Organisations: means those organisations with tonnage turnover over one million tonnes or financial turnover over £100 million;

Medium Organisations: means those organisations with tonnage turnover between 40,000 tonnes and one million tonnes or financial turnover between £10 million and £100 million;

Member: means a person whose name is entered in the Register of Members of the Company and **Membership** shall be construed accordingly;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles and reference to a numbered “**Model Article**” is a reference to that article of the Model Articles;

ordinary resolution: has the meaning given in section 282 of the Act;

participate: in relation to a director's meeting, has the meaning given in Model Article 10; **President:**

means the president of the Company from time to time;

proxy notice: has the meaning given in Model Article 31;

relevant loss: means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company or any pension fund of the Company;

relevant officer: means any director or other officer or former director or other officer of the Company, but excluding in each case any person engaged by the Company as auditor (whether or not they are also a director or other officer), to the extent that they act in their capacity as auditor;

Secretary: means the secretary of the Company and any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary,

Small Organisations: means those organisations with tonnage turnover up to 40,000 tonnes or financial turnover of up to £10 million;

special resolution: has the meaning given in section 283 of the Act;

subsidiary: has the meaning given in section 1159 of the Act;

Tonnage Turnover: means the amount of scrap metal tonnage processed by such Member in the previous 12 month period; and

writing: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.

1.6 Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.7 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles.

1.8 The following Model Articles shall not apply to the Company:

- (a) 1 (Defined terms);
- (b) 2 (Liability of Members);
- (c) 8 (Unanimous decisions);
- (d) 9(1) (Calling a directors' meeting);
- (e) 11(2) and (3) (Quorum for directors' meeting);
- (f) 13 (Casting vote);

- (g) 14 (1), (2), (3) and (4) (Conflicts of interest);
- (h) 17 (Methods of appointing directors);
- (i) 19 (Director's remuneration);
- (j) 21 (Applications for Membership);
- (k) 22 (Termination of Membership);
- (l) 30(2) (Poll votes);
- (m) 31(1)(d) (Content of proxy notices);
- (n) 35 (Company seals);
- (o) 38 (Indemnity);
- (p) 39 (Insurance).

1.9 Model Article 3 (Directors' general authority) shall be amended by the insertion of the words "in accordance with its objects" after the words "the management of the Company's business".

1.10 Model Article 7 (Directors to take decisions collectively) shall be amended by:

- (a) the insertion of the words "for the time being" at the end of Model Article 7(2)(a); and
- (b) the insertion in Model Article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may".

1.11 Model Article 20 shall be amended by the insertion of the words "and the Secretary" before the words "properly incur".

2. OBJECT

2.1 The object for which the Company is established is to promote the interests of Member organisations and the metals recycling sector in the UK.

2.2 The objectives of the Company are:

- 2.2.1 to provide an effective voice for the metals recycling industry in the UK;
- 2.2.2 to influence all relevant national and international legislation;
- 2.2.3 to promote the sector to policymakers, customers, suppliers and others;
- 2.2.4 to assist Members to understand and respond to changing market conditions, legislation and regulation;
and
- 2.2.5 to provide other services of mutual benefit to Members.

3. POWERS

In pursuance of the object set out in article 2, the Company has the power to:

- (a) buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;
- (b) borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets;
- (c) invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- (d) subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- (e) lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;
- (f) lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way;
- (g) pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to contract with any person, firm or company to pay the same;
- (h) enter into contracts to provide services to or on behalf of other bodies;
- (i) provide and assist in the provision of money, materials or other help,
- (j) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (k) incorporate subsidiary companies to carry on any trade; and
- (l) do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the object set out in article 2.

4. INCOME

4.1 The income and property of the Company from wherever derived shall be applied solely in promoting the Company's objects.

4.2 No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Company of:

- (a) reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;

- (b) any interest on money lent by any Member or any director at a reasonable and proper rate;
- (c) reasonable and proper rent for premises demised or let by any Member or director; or
- (d) reasonable out-of-pocket expenses properly incurred by any director.

5. WINDING UP

On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this Article) but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Company. Such body to be determined by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the directors at or before the time of winding up or dissolution.

6. GUARANTEE

The liability of each Member is limited to the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a Member,
- (b) payment of the costs, charges and expenses of the winding up, and (c) adjustment of the rights of the contributories among themselves.

DIRECTORS

7. THE BOARD

7.1 Unless otherwise determined by special resolution, 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 of the powers and discretions by these Articles expressed to be vested in the directors generally.

7.2 The Board shall be comprised as follows:

7.2.1 up to four of the directors shall be persons employed by Members of the Company which are regarded by the Company as Large Organisations;

7.2.2 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

7.2.3 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

7.2.4 up to a further two of the directors shall be persons employed by Members of the Company which are regarded by the Company as Organisations of any size.

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.

7.3 No more than one director on the Board may be employed by the same Member organisation.

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

8. PRESIDENT AND DEPUTY PRESIDENT

8.1 The Board shall elect a President and Deputy President from among the directors.

8.2 The President shall serve a two year term of office.

8.3 The term to be served by the Deputy President shall be determined by the Board. Subject to any resolution of the Board to the contrary, the office of Deputy President shall normally be held as follows:

8.3.1 by the immediate past president of the Company for the first year immediately following their term of office as President; and

8.3.2 by the president elect of the Company for the year immediately preceding their term of office as President.

8.4 At the end of their two year term of office, the President shall vacate office unless they have previously indicated to the Secretary that they would be willing to stand for re-appointment and there is no other suitable director who has stood for appointment. If such other suitable director has stood for appointment, then an election shall take place pursuant to clause 8.1. There shall be no restriction on the number of times a President may hold office.

8.5 In the event that the President or the Deputy President ceases to hold office in (or be employed by) the Member organisation they represent before the expiry of their respective term of office, the Board shall have power to determine whether or not the President or the Deputy President (as the case may be) may continue their 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.

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

9. CHIEF EXECUTIVE

9.1 The Board shall appoint a Chief Executive who shall be the principal policy adviser to the Board.

9.2 The Chief Executive shall be responsible to the Board for the management of the Company and the Company's finances in accordance with these Articles.

9.3 The Chief Executive shall normally be the Secretary but may be such other person as the Board may approve from time to time.

10. SECRETARY

The Board may appoint any person who is willing to act as the Secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the Board so decide, appoint a replacement, in each case by a decision of the Board.

DIRECTORS: DECISION MAKING BY DIRECTORS

11. UNANIMOUS DECISIONS

11.1 A decision of the directors is taken in accordance with this article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.

11.2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.

11.3 A decision may not be taken in accordance with this article if the Eligible Directors would not have formed a quorum at such a meeting.

12. CALLING A DIRECTORS' MEETING

12.1 Any director may call a directors' meeting by giving reasonable notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the Secretary to give such notice.

12.2 A director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the directors' meeting.

13. QUORUM FOR DIRECTORS' MEETINGS

13.1 Subject to *article 13.2*, the quorum for the transaction of business at a meeting of directors is a minimum of 50% of the Eligible Directors.

13.2 For the purposes of any meeting (or part of a meeting) held pursuant to *article 16* to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.

14. CHAIRMAN

The President shall be appointed as chairman of the Board. In the President's 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 of the meeting, the directors present shall appoint one of their number to be chairman of the meeting.

15. VOTING

15.1 Each Member of the Board shall have one vote. Decisions of the Board shall be decided by a simple majority of votes.

15.2 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

16. DIRECTORS' CONFLICTS OF INTEREST

16.1 The directors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching their duty to avoid conflicts of interest under section 175 of the Act.

16.2 Any authorisation under this *article 16* shall be effective only if:

- (a) to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;
- (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
- (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

16.3 Any authorisation of a Conflict under this *article 16* may (whether at the time of giving the authorisation or subsequently):

- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
- (b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
- (c) provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
- (d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
- (e) provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to

use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and

- (f) permit the Interested Director to absent themselves from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

16.4 Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the directors in relation to the Conflict.

16.5 The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.

16.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

16.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided they have declared the nature and extent of their interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
- (b) shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which they are interested;
- (c) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which they are interested;
- (d) may act by themselves or their firm in a professional capacity for the Company (otherwise than as auditor) and their firm shall be entitled to remuneration for professional services as if they were not a director;
- (e) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
- (f) shall not, save as they may otherwise agree, be accountable to the Company for any benefit which they (or a person connected with them (as defined in section 252 of the Act)) derive from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of their duty under section 176 of the Act.

17. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

DIRECTORS: APPOINTMENT AND TERMINATION OF DIRECTORS

18. APPOINTMENT OF DIRECTORS

18.1 No person other than a director standing for reappointment shall be appointed a director unless they are recommended by the directors or they are nominated by a Member in accordance with this Article 18 and the person has indicated to the Secretary their willingness to be appointed or reappointed as a director.

18.2 Notwithstanding the provisions of this Article 18, 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 7. A director so appointed shall hold office only until the next election. If not reappointed at the next election, such director shall vacate office forthwith following the announcement of the results of the election.

18.3 When it becomes necessary to appoint new directors as a result of vacancies or to reappoint existing directors in accordance with this Article 18, 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.

18.4 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.

18.5 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 ballot.

19. BALLOT FOR APPOINTMENT OF DIRECTORS

19.1 Where required in accordance with Article 18.5, a vote for the election of directors will be taken as soon as possible by the Secretary who shall send out the voting instrument and a short biography of each candidate for election to the Board and shall also include a closing date for the submission of votes.

19.2 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.

19.3 As soon as reasonably practicable following the election of the new directors the Secretary shall notify the Members of the results of the election.

20. TERMINATION OF DIRECTOR'S APPOINTMENT

20.1 Model Article 18 shall be amended by the insertion of the words "that person shall for more than six consecutive months have been absent without permission of the Board from meetings of directors held during that period and the Board resolve that their office be vacated" as a new sub-paragraph (g) at the end of that article.

20.2 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.

20.3 In the event that a director of the Company ceases to hold office in (or be employed by) the Member organisation they represent before the expiry of their term of office, the Board shall have power to determine whether or not such director may continue their respective term of office or whether they should vacate office.

20.4 The Members may by ordinary resolution remove any director from office before expiry of their term of office.

21. ALTERNATE DIRECTORS

The directors shall not have the ability to appoint alternate directors.

MEMBERS: BECOMING AND CEASING TO BE A MEMBER

22. MEMBERSHIP

22.1 The Company shall admit to Membership an organisation which:

- (a) delivers to the Company an application for Membership, using the application process approved by the Board, together with the annual Membership subscription; and
- (b) is approved by the Board.

A letter shall be sent to each successful applicant confirming their Membership of the Company and the details of each successful applicant shall be entered into the Register of Members by the Secretary.

22.2 The Board may in their absolute discretion decline to accept any application for Membership and need not give reasons for doing so.

22.3 A Member may at any time withdraw from the Company by giving not less than three months' prior notice in writing to the Company. Subscriptions already paid to the Company shall not be refundable.

22.4 Membership shall not be transferable.

23. MEMBERSHIP SUBSCRIPTION

23.1 On an annual basis or when so requested by the Board to do so, each Member shall make a declaration to the Company containing the following information:

23.1.1 the Tonnage Turnover;

23.1.2 the Financial Turnover; and

23.1.3 the average number of employees employed by such Member in the previous 12 month period.

23.2 The Board shall set the Membership subscription levels on an annual basis, by reference to the Tonnage Turnover and Financial Turnover of the Members and set the date by which the Membership subscriptions should be paid.

23.3 Each Member shall pay to the Company, within 30 days of the date set for payment, the appropriate annual subscription. If the Company has not received payment of the annual subscription in respect of a particular Member within this period of time the Board shall have the power to suspend the Member in question from Membership of the Company with immediate effect. They may, by resolution of the Board, be re-instated upon payment of all arrears, in which case a new application for Membership shall not be required. Subscriptions already paid to the Company shall not be refundable.

24. MEMBERSHIP CATEGORIES

24.1 The directors may establish different classes of Members and set out the different rights and obligations for each class, with such rights and obligations recorded in the Register of Members.

24.2 There are three categories of Members of the Company as follows:

24.2.1 Ordinary Members, comprising Large Organisations, Medium Organisations and Small Organisations;

24.2.2 International Members; and

24.2.3 Service Members.

24.3 In respect of Article 24.2.1 above and for the avoidance of doubt, where an organisation falls within one categorisation in respect of Tonnage Turnover and a different categorisation in relation to Financial Turnover, such organisation shall be deemed to fall into the larger of the two categorisations.

24.4 Ordinary Members must satisfy the following criteria to become and to remain a Member of the Company:

24.4.1 every organisation shall normally have been in business for at least two years, except insofar as the applicant company's senior representatives are known to current Board Members, and the application is approved by a majority of those Board Members

24.4.2 every new Member shall be nominated by one Member and such nomination shall be seconded by one other Member;

24.4.3 every new Member shall make a declaration in accordance with Article 23.1 above and must update such declaration on an annual basis, or when so requested by the Board to do so;

24.4.4 every Member shall agree to abide by the Code of Conduct; and

24.4.5 no Member shall do anything which does or is likely to, in the opinion of the Board, bring the reputation of the Company into disrepute.

24.5 International Members must satisfy the criteria set out in Article 24.4 for ordinary Members to become and to remain a Member of the Company. In addition, only organisations from within Europe (as determined by the Board from time to time) may be International Members.

24.6 Service Members must provide equipment or on-site services for business in the metals recycling sector, or provide professional or practical services which give a quantifiable benefit for Members of the Company to become and to remain a Member of the Company.

24.7 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 ballot.

24.8 International Members and Service Members shall be entitled to receive such publications and other literature prepared under the auspices of the Company as are determined by the Board, and otherwise be entitled to participate in the affairs of the Company as decided by the Board.

25. SUSPENSION AND EXPULSION OF A MEMBER

25.1 The Board may suspend the Membership of any Member without their consent by giving the Member written notice if, in the reasonable opinion of the Board, the Member:

- (a) is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and directors into disrepute;
- (b) has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or
- (c) has failed to observe the terms of these Articles.

25.2 The written notice to the Member must give the Member the opportunity to be heard in writing or in person as to why their Membership should not be suspended. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration.

25.3 Following a suspension of Membership, the Board shall investigate and review the circumstances leading to the suspension and the Board may in its absolute discretion resolve to:

- (a) reinstate the Member upon fulfilment of the criteria for Membership; or
- (b) in the absence of any adequate rectification actions being made on the part of the suspended Member, immediately terminate the Membership of the Member,

and in either event will inform the Member of their decision following such investigation and review.

25.4 Following a termination, the Member shall be removed from the Register of Members by the Secretary.

25.5 There shall be no right to appeal from a decision of the directors to terminate the Membership of a Member.

25.6 A Member whose Membership is terminated under this Article shall not be entitled to a refund of any subscription or Membership fee and shall remain liable to pay to the Company any subscription or other sum owed by them.

25.7 A Member whose Membership is terminated under this Article shall be entitled to reapply for Membership under the provisions of Article 22.

MEMBERS: ORGANISATION OF GENERAL MEETINGS

26. NOTICE

26.1 All general meetings other than annual general meetings shall be called extraordinary meetings.

26.2 An annual general meeting and an extraordinary general meeting shall be called by at least 21 clear days' notice.

26.3 The notice shall be given to all 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.

26.4 The Board may call general meetings and on the requisition of not less than 10 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.

26.5 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.

26.6 General meetings can be called on short notice in accordance with the provisions of the Act.

27. QUORUM

No business other than the appointment of the chairman of the meeting shall be transacted at any general meeting unless a quorum is present. A minimum of 10 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.

28. CHAIRMAN

28.1 The President, or in their absence another director nominated by the Board, shall preside as chairman of the meeting, but if neither the President nor such other director 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.

28.2 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.

MEMBERS: VOTING AT GENERAL MEETINGS

29. VOTES OF MEMBERS

29.1 Subject to the Act, at any general meeting:

- (a) every Member who is present in person (or by proxy) shall on a show of hands have one vote; and (b) every Member present in person (or by proxy) shall on a poll have one vote.

29.2 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

29.3 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 ballot.

29.4 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 it if has 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.

29.5 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.

29.6 A vote given by the duly authorised representative of a corporation shall be valid unless notice of the withdrawal of their authority is received by the Company before the commencement of the meeting or adjourned meeting at which the vote is given.

29.7 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.

30. POLL VOTES

30.1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318(3) of the Act) present and entitled to vote at the meeting.

30.2 Model Article 30(3) shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article.

31. PROXIES

31.1 Model Article 31(1)(d) shall be deleted and replaced with the words "is delivered to the Secretary in accordance with the Articles 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 accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate".

31.2 Model Article 31(1) shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that article.

ADMINISTRATIVE ARRANGEMENTS

32. BMRA FINANCES

32.1 The financial year of the Company shall be the calendar year, but this may be changed by resolution of the Board in accordance with the Act.

32.2 The Board shall appoint auditors of the Company as required by the Act.

32.3 The Board shall approve the audited accounts of the Company and deliver them to the Members at the Annual General Meeting.

32.4 Members shall have the right to inspect any accounting records or other books or documents of the Company where authorised by the Board or by ordinary resolution of the Company.

33. MEANS OF COMMUNICATION TO BE USED

33.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time

of sending and the sending party receives a confirmation of delivery from the courier service provider);

- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

33.2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

34. THE SEAL

If the Company has a seal it shall only be used with the authority of the Board or of a committee of its directors. The Board 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.

35. INDEMNITY AND INSURANCE

35.1 Subject to *article 35.2*, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- (a) each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by them as a relevant officer in the actual or purported execution and/or discharge of their duties, or in relation to them, including (in each case) any liability incurred by them in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them, in their capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs; and
- (b) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by them in connection with any proceedings or application referred to in *article 35.1(a)* and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

35.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

35.3 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.