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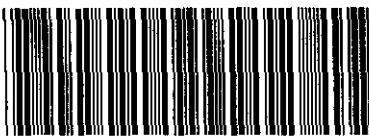
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4698093

The Registrar of Companies for England and Wales hereby certifies that
THE RECYCLING FUND LTD

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

Given at Companies House, Cardiff, the 14th March 2003



N04698093Q



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

THE RECYCLING FUND LTD

I, CATHERINE LOUISE O'RIORDAN

of SPRATT ENDICOTT SOLICITORS, 52-54 THE GREEN, BANBURY,
OXFORDSHIRE, OX16 9AB

† 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

Declared at

36 West Bar, Banbury, Oxon. OX15 6RU

Day Month Year

On

11 03 2003

① Please print name.

before me ①

ROBERT JOHN HENSHAW

Signed

Robert J. Henshaw.

Date

11/3/03

† 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.

Spratt Endicott
52-54 The Green, Banbury, Oxon, OX16 9AB

Tel 01295 267971

DX number 24204

DX exchange Banbury 1

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
or 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.

10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

THE RECYCLING FUND LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

THE OLD ACADEMY

21 HORSEFAIR

Post town

BANBURY

County / Region

OXFORDSHIRE

Postcode

OX16 0AH

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.



Agent's Name

SPRATT ENDICOTT

Address

52-54 THE GREEN

Post town

BANBURY

County / Region

OXON

Postcode

OX16 9AB

Number of continuation sheets attached

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.

Spratt Endicott

52-54 The Green, Banbury, Oxon, OX16 9AB

Tel 01295 267971

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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

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

CHRISTOPHER JOHN

Surname

PLUMMER

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

1 HUTTS CLOSE

BANBURY LANE

Post town

BYFIELD, DAVENTRY

County / Region

NORTHAMPTONSHIRE

Postcode

NN11 6TZ

Country

UK

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

Consent signature**Date**

7 MAR 03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

CHRISTOPHER JOHN

Surname

PLUMMER

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

1 HUTTS CLOSE

BANBURY LANE

Post town

BYFIELD, DAVENTRY

County / Region

NORTHAMPTONSHIRE

Postcode

NN11 6TZ

Country

UK

Date of birth

Day Month Year

1 2 0 4 1 9 5 8

Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

THE WASTE AND RESOURCES ENVIRONMENTAL BODY LIMITED

HEALTHY BUSINESS LIMITED, PATH (LA) LIMITED

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

Consent signature**Date**

7 MAR 03

Directors

(continued)

(see notes 1-5)

NAME *Style / Title

*Honours etc

Forename(s) CLAIR JENNIFER

* Voluntary details

Surname PRICE

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

THE BARN

UPPER FARM MEADOW

Post town GAYDON, WARWICK

County / Region WARWICKSHIRE

Postcode CV35 0HJ

Country UK

Date of birth

Day Month Year

0 7 0 2 1 9 6 0

Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

THE WASTE AND RESOURCES ACTION PROGRAMME LIMITED

THE WASTE AND RESOURCES ENVIRONMENTAL BODY LIMITED

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

Consent signature

X C Price X

Date

X 7/03/03 X

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

Spratt Endicott

Date

11.03.03

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

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

COMPANY NUMBER

020943

4698093

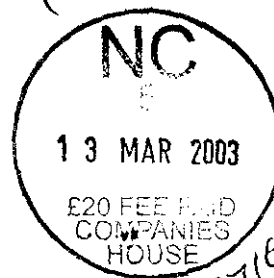
THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

THE RECYCLING FUND LTD



1. The Company's name is "THE RECYCLING FUND LTD" (hereinafter called "RF").
2. The registered office of RF is to be situated in England and Wales.
3. The objects for which RF 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 and markets for recycled and waste products;
 - (iv) the improvement of understanding of the waste stream and the opportunities for re-use and recycling and markets for recycled and waste products;
 - (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 and markets for recycled and waste products;
 - (vii) the collection and dissemination of information on any and all areas and issues of and relating to sustainable resource uses and markets for recycled and waste products;
 - (viii) the doing of all such other things as are incidental or conducive to the attainment of these objects.

4. The powers of RF 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 hold exhibitions, meetings, lectures, classes, workshops, seminars, conferences and courses either alone or with others, gratuitously or otherwise;
- (iv) 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;
- (v) to disseminate, gratuitously or otherwise, guidance and codes on good practice in relation to sustainable resource use;
- (vi) to publicise and promote the objects of RF through all media and forms of communication;
- (vii) to encourage and make representations in support of such changes to the standards and practices of industry as may be considered desirable or necessary;
- (viii) to promote, sponsor and commission research and development in areas conducive to the objects of RF;
- (ix) 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;
- (x) to collect, disseminate and retain in databases, whether electronically or otherwise, data and information relevant to the objects of RF complying at all times with the Data Protection Acts 1984 and 1998;
- (xi) 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;
- (xii) to provide financial and other incentives for investment in the recycling and re-use of waste materials;
- (xiii) 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;
- (xiv) to create financial instruments;
- (xv) 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;

- (xvi) 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 cooperation and collaboration;
- (xvii) 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 RF;
- (xviii) 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 RF;
- (xix) to encourage, facilitate and support, financially or otherwise, communicate and co-operation between businesses or persons producing waste and others or potential uses 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;
- (xx) 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 RF and to sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (xxi) 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 RF in the shape of donations, subscriptions or otherwise;
- (xxii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (xxiii) to lend, borrow or raise money for the objects of RF on such terms and on such security as may be thought fit;
- (xxiv) 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 RF;
- (xxv) to invest and apply the moneys of RF in any way (whether or not it involves any liability or produces any income or gain);
- (xxvi) to place any moneys of RF not immediately required for its purposes on deposit with a bank approved by the board of RF;
- (xxvii) to make any charitable donations either in cash or assets for the furtherance of the objects of RF;
- (xxviii) to employ, engage, pay or provide such persons whose services any 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 RF;

- (xxix) 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;
- (xxx) 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 RF;
- (xxxi) to amalgamate with any companies, institutions, societies or associations which have objects altogether or mainly similar to those of RF 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 RF by this Memorandum of Association;
- (xxxii) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which RF is authorised to amalgamate;
- (xxxiii) to transfer all or any part of the property, assets, liabilities and engagements of RF to any body with which RF is authorised to amalgamate;
- (xxxiv) to pay out of the funds of RF the costs, charges and expenses of and incidental to the formation and registration of RF;
- (xxxv) to establish subsidiary companies;
- (xxxvi) to do all such other lawful things as shall further the objects or any of them.

PROVIDED THAT in case RF shall take or hold any property which may be subject to any trusts, RF 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 RF 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 profits, 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 RF:
 - (i) of reasonable and proper remuneration to any member, officer or servant of RF for any services rendered to RF;
 - (ii) of interest on money lent by any member of RF 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. The liability of the members is limited.
7. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.


We, the person whose name and address is subscribed, wish to be formed into a Company pursuant to this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set opposite my name.

NAME, ADDRESS AND
DESCRIPTION
OF THE SUBSCRIBER

NUMBER OF SHARES TAKEN
BY THE SUBSCRIBER

The Waste and Resources
Action Programme Limited
The Old Academy
21 Horsefair
Banbury
Oxfordshire
OX16 0AH

One

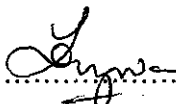

}
} Christopher John Plummer
} Director
} For and on behalf of the Subscriber
}
}
}

Dated this

7th March 2003

Witness to the above Signature:

Signature:


.....

Name:

LILY WAN
.....

Address:

WRAP, THE OLD ACADEMY,
.....
21 HORSEFAIR, BANBURY,
.....
OXON OX16 0AH
.....

Occupation:

CHARTERED ACCOUNTANT
.....

COMPANY NUMBER

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

RECYCLING FUND LTD

1 DEFINITIONS AND INTERPRETATION

- 1.1 In these Articles and the applicable regulations of Table A (as defined below) the following words and expressions have the meanings set opposite them:

"Act"	the Companies Act 1985 and any reference herein to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force;
"Committee"	a committee of the board of directors of the Company duly appointed pursuant to these Articles;
"Statutes"	every statute (including any statutory instrument, order, regulation or subordinate legislation made under it) for the time being in force concerning companies and affecting the Company;
"Table A"	Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985;
"these Articles"	these articles of association as originally adopted or as altered from time to time.

- 1.2 Words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations. Headings to these Articles are inserted for convenience and shall not affect their construction.

1.3 Table A

The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles or the Company's Memorandum of Association. Regulations 8, 24, 35, 40, 41, 65, 67, 73 to 78 (inclusive), 80, 82, 83, 87, 94 to 98 (inclusive), 102 to 108 (inclusive), 110, 117 and 118 of Table A shall not apply to the Company.

2 SHARE CAPITAL

2.1 Directors' power to allot shares

Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such time or times as they think fit, provided that no shares shall be issued at a discount.

2.2 Extent of directors' power to allot shares

The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 3 shall be the nominal amount of unissued share capital at the date of adoption of this article or such other amount as shall be authorised by the Company in general meeting.

2.3 Duration of directors' power to allot shares

The authority conferred on the directors by articles 3 and 4 shall remain in force for a period of five years from the date of adoption of this article and thereafter provided this authority is renewed from time to time by the Company in general meeting in accordance with section 80 of the Act.

2.4 Disapplication of statutory pre-emption provisions

In accordance with section 91(1) of the Act, the provisions of sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the share capital of the Company (present and future).

3 LIEN

3.1 Company's lien

3.1.1 The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all monies owing to the Company from him or her or his or her estate either alone or jointly with any other person whether as a member or not and whether such monies are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's Lien on a share shall extend to any amount payable in respect of it.

3.1.2 Subject to the provisions of the Act and these Articles, a forfeited share shall become the property of the Company and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.

4 TRANSFER OF SHARES

4.1 Right to refuse registration

The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share whether or not it is a fully paid share.

5 PROCEEDINGS AT GENERAL MEETINGS

5.1 Quorum

No business shall be transacted at any general meeting unless a quorum is present. Subject to article 11 of these Articles two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

5.2 Quorum if only a sole member

If and for so long as the Company has only one member, that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.

5.3 Procedure if a quorum is not present

If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

5.4 Procedure if a single member company

5.4.1 If the membership of the Company falls to one member, or having had one member, increases to more than one member an appropriate statement of such event shall together with the date of that event be entered in the register of members in accordance with section 352A of the Act.

5.4.2 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this article shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act. Any decision taken by a member pursuant to this article shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

5.4.3 If and for so long as the Company has only one member and that member is a director, the Company shall, except as to contracts in the ordinary course of the Company's business, comply with the obligation in section 322B of the Act to ensure that any contract between the Company and that member is in writing or set out in a memorandum in writing or is recorded in the minutes of the first meeting of the directors following the making of that contract.

5.5 Signature by or on behalf of members

In the case of:

5.5.1 a member which is a corporation the signature of:

- a) any director or the secretary of that corporation; or
- b) any other person authorised in that behalf either generally or in a particular case by notice in writing to the Company.

5.5.2 a share registered in the name of joint holders, the signature of any one of such joint holders,

shall be deemed to be and shall be accepted as the signature of the member or members concerned for all purposes including the signature of any form of proxy, resolution in writing, notice or other document signed or approved pursuant to any provision of these Articles.

5.6 Right to demand a poll

A poll may be demanded at any general meeting by any member (or his or her proxy or, in the case of a corporation, his or her duly authorised representative) entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.

5.7 Resolution in writing

A resolution in writing such as is referred to in regulation 53 of Table A executed by or on behalf of a member may be evidenced by letter, telex, cable, electronic mail, facsimile or otherwise as the directors may from time to time resolve.

5.8 Voting

5.8.1 On a show of hands or on a poll votes may be given either personally or by proxy and regulation 54 of Table A shall be construed accordingly. In the case of a member which is a corporation, a director or the secretary shall be deemed to be a duly authorised representative of that corporation for the purposes of regulation 54 of Table A and for the purpose of agreeing to short notice of, or attending and voting at, any general meeting of the Company.

5.8.2 Subject to any rights or restrictions attached to any shares:

- a) on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, (not being himself a member entitled to vote), and every person (not being entitled to vote in any other capacity) present as a proxy for a member or members shall have one vote; and
- b) on a poll every member (or his or her proxy) shall have one vote for every share of which he or she (or the member by whom he or she was appointed) is the holder.

5.8.3 Regulation 59 of Table A shall be amended by the addition of the following:

"On a show of hands or a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion and a member entitled to more than one vote on a poll need not use all his or her votes or cast all his or her votes used in the same way. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll but shall not confer any further right to speak at the meeting except with the permission of the chairman of the meeting."

5.9 Proxies

An instrument appointing a proxy may, in the case of a corporation, be signed on its behalf by a director, the secretary or other officer thereof or by its duly appointed attorney or duly authorised representative. Regulation 60 of Table A shall be construed accordingly. The directors may at their discretion treat a copy of a faxed or machine made instrument appointing a proxy as an instrument of proxy. Appointment of a proxy may be accepted by the directors at any time prior to the meeting at which the person named in the instrument proposes to vote (or, where a poll is demanded at the meeting, but not taken forthwith, at any time prior to the taking of the poll). An instrument of proxy may be revoked at any time prior to the commencement of the meeting by notice of revocation given by such means as an instrument of proxy may be given under these Articles. Regulation 62 of Table A shall be construed accordingly.

6 PERSONS CONCERNED IN THE MANAGEMENT OF THE COMPANY

6.1 Persons Concerned in the Management of the Company

No person shall be appointed to any role which would involve them being concerned in the management of the Company if they are:

- 6.1.1 a person who has been convicted of an indictable offence;
- 6.1.2 a person who is disqualified for being a charity trustee or a trustee for a charity by virtue of Section 72 of the Charities Act 1993;
- 6.1.3 a person connected with any of the persons or bodies mentioned in sub-paragraphs (a) to (c) above;
- 6.1.4 a person who is incapable by reason of mental disorder;

and any person carrying out any such role who subsequently comes within any of the above categories shall vacate that role with immediate effect.

7 ALTERNATE DIRECTORS

7.1 Appointment, removal and cessation

Subject to Article 18, any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him or her. An alternate director shall cease to be an alternate director if his or her appointor ceases to be a director.

7.2 Powers of an alternate director

If his or her appointor is for the time being unavailable or temporarily unable to act through ill health or disability, the signature of an alternate director to any resolution in writing of the directors shall be as effective as the signature of his or her appointor.

7.3 Alternate acting for more than one director

When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him or her (in addition to his or her own vote if he or she is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

8 DELEGATION OF POWERS

8.1 Committees

The following sentences shall be inserted in place of the first sentence of regulation 72 of Table A:

"The directors may delegate any of their powers to any Committee consisting of one or more persons. Any Committee shall have the power unless the directors direct otherwise to co-opt as a member or as members of the Committee for any specific purpose any person or persons not being a director or directors of the Company".

9 APPOINTMENT AND RETIREMENT OF DIRECTORS

9.1 No retirement by rotation

The directors shall not be subject to retirement by rotation and accordingly the final two sentences of regulation 79 of Table A shall not apply to the Company.

9.2 Casual vacancy

Subject to Article 18, the Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.

9.3 Majority shareholders' right to appoint and remove directors

Subject to Article 18, any member or members holding a majority in nominal amount of the issued ordinary share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him or her and the Company.

9.4 Death of a sole member

In any case where as the result of the death of a sole member of the Company the Company has no members and no directors, the personal representatives of such deceased member shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to article 24 of these Articles.

9.5 No age limit for directors

There shall be no age limit for directors of the Company.

9.6 No directors' shareholding requirement

A director shall not be required to hold any qualification shares in the Company.

10 DISQUALIFICATION AND REMOVAL OF DIRECTORS

10.1 Disqualification

Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:

"(c) any of the circumstances set Out in Article 18 of these Articles apply; or"

"(e) he or she is otherwise duly removed from office."

11 REMUNERATION AND EXPENSES OF DIRECTORS

11.1 Remuneration and Expenses of Directors

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

12 PROCEEDINGS OF DIRECTORS

12.1 Notice to directors outside the United Kingdom

12.1.1 Regulation 88 of Table A shall be amended by substituting for the sentence:

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom."

the following sentence:

"Notice of every meeting of directors shall be given to each director or his or her alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom."

The final sentence of regulation 66 of Table A shall accordingly not apply to the Company.

12.1.2 In determining whether the quorum requirements fixed by or in accordance with these Articles are fulfilled as regards the transaction of business at any meeting of the directors or of a Committee, the following shall be counted in the quorum:

- a) in the case of a resolution approved by a meeting of the directors or of a Committee held by telephone communication, all directors participating in such meeting;
- b) in the case of a meeting of the directors or of a Committee, the directors actually present at such meeting and any other director in telephone communication with such meeting; and
- c) in the case of a meeting held by means of facsimile transmissions, all directors participating in such meeting by that means.

References in this Article to a director shall include references to an alternate director who at the relevant time is entitled to receive notice of and to attend a meeting of the directors or, as the case may be, the relevant Committee.

12.2 Directors as corporations

Where a director is a corporation, a director, the secretary or other officer thereof shall be deemed to be a duly authorised representative of that corporation for the purposes of signing any written resolution of directors of the Company.

12.3 Quorum

The quorum for the transaction of the business of the directors may be fixed by the directors but shall not be less than two and unless so fixed at any higher number shall be two.

12.4 Resolution in writing

A resolution in writing such as is referred to in regulation 93 of Table A signed by any relevant director, alternate director or member of a Committee may be evidenced by letter, telex, cable, electronic mail, facsimile or otherwise as the directors may from time to time resolve.

12.5 Participation at meetings by telephone

12.5.1 Directors (or their alternates) or other persons participating in the manner described in this article shall be deemed to be present in person and to be holding a meeting.

12.5.2 Any director (including an alternate director) or other person may participate in a meeting of the directors or a Committee of which he or she is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Resolutions and decisions of the kind normally made or taken at a physical meeting of the directors or a Committee in accordance with these Articles can accordingly be so made or taken in circumstances where none or only some of the directors or other persons are physically present with each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is.

12.6 Directors' interests

Subject to such disclosure as is required by section 317 of the Act a director shall be counted for the purposes of calculating whether there is a quorum and shall be entitled to vote at a meeting of directors or of a Committee on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

12.7 Secretary

Subject to the provisions of the Act and of Article 18 of these Articles, the Secretary shall be appointed by the directors 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. If thought fit, two or more persons may be appointed as joint Secretaries. The directors may also appoint from time to time on such terms as they think fit one or more assistant or deputy Secretaries.

13 THE SEAL

13.1 Sealing

13.1.1 If the Company has a seal it shall only be used with the authority of the directors or of a Committee. 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. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

13.1.2 The directors or a Committee authorised to do so by the directors may by telephone or telex communication or by facsimile reproduction authorise the secretary or any director to use the seal and the transmission of such authority shall constitute a determination in such a case that the secretary or the designated director above may sign any instrument to which the seal is to be affixed pursuant to that authority, and regulation 101 of Table A shall be modified accordingly.

13.2 Execution of a document as a deed

Where the Statutes so permit, any instrument signed by one director and the secretary or by two directors and expressed to be executed by the Company shall have the same effect as if executed under the seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the directors or of a committee authorised by the directors in that behalf.

13.3 Official seal

In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place outside the United Kingdom.

14 NOTICES

14.1 Form of notice

Any notice required by these Articles to be given by the Company may be given by any written documentary form including by means of telex, cable, electronic mail or facsimile, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

15 WINDING UP

15.1 Winding Up

If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be distributed among the members of the Company, but shall be transferred to some other institution (whether or not a member of the Company) having objects similar to the objects of the Company to be determined by the members of the Company at or before the time of dissolution, except to the extent that such property comes from Qualifying Contributions in which case it shall be transferred to an Approved Body or distributed in accordance with any directions from the Regulatory Body.

15.2 Definitions

In Article 43, the terms:

15.2.1 Qualifying Contributions;

15.2.2 Approved Body; and

15.2.3 Regulatory Body

shall have the meanings set out in the Landfill Tax Regulations 1996 (as amended) as those Regulations are amended or replaced from time to time.

16 INDEMNITY

16.1 Officers' indemnity

Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, expenses, losses and liabilities sustained or incurred by him or her in the actual or purported execution of his or her duties or in the exercise or purported exercise of his or her powers or otherwise in connection with his or her office including, but without prejudice to the generality of the foregoing, any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his or her part, or in connection with any application in which relief is granted to him or her by the Court from liability in respect of any act or omission done or alleged to be done by him or her as an officer or employee of the Company.

16.2 Directors' power to purchase indemnity insurance

The directors shall have power to purchase and maintain for any director, secretary, auditor or other officer of the Company insurance against any such liability as is referred to in section 3 10(1) of the Act.

NAME, ADDRESS AND DESCRIPTION OF THE SUBSCRIBER

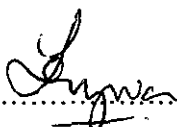
The Waste and Resources }
Action Programme Limited } Christopher John Plummer
The Old Academy } Director
21 Horsefair } For and on behalf of the Subscriber
Banbury }
Oxfordshire }
OX16 0AH }

Dated this

7th March 2003

Witness to the above Signature:

Signature:



Name:

LILY WAN

Address:

WRAP, THE OLD ACADEMY,
21 HORSEFAIR, BANBURY,
OXON OX16 0AH

Occupation:

CHARTERED ACCOUNTANT