



OPRL LTD
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OPRL LIMITED (the "Company")
Company Number 06853461

PRINT OF RESOLUTION FOR FILING AT COMPANIES HOUSE

Company Number 06853461

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

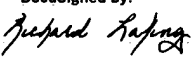
OPRL LIMITED (the "Company")

passed on 24 November 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolution was duly passed as a written resolution of the Company:

SPECIAL RESOLUTION

- 1 That the articles of association contained in the document attached to this written resolution be adopted as the articles of association of the Company to the exclusion of, and in substitution for, the existing articles of association of the Company and (for the avoidance of doubt) to the exclusion of, and in substitution for, the relevant provisions of the memorandum of association that would otherwise be treated as provisions of the articles under section 28 of the Companies Act 2006.

DocuSigned by:

A218E933B6944BC2.....

Company Secretary

OPRL Ltd

Attachment: Revised Articles November 2020



A not-for-profit company limited by guarantee

Registered Address: 320 Garratt Lane, London, SW18 4EJ Web: www.oprl.org.uk Company No: 06853461 VAT No: 180 9689 61

OPRL LIMITED (the "Company")
Company Number 06853461

Minutes of a meeting of the directors of the Company held

at: 320 Garratt Lane, London, SW18 4EJ

on: 24 November 2020

at: 10 am

PRESENT:

IN ATTENDANCE: Richard Laking (Company Secretary)

PRELIMINARIES

It was confirmed that due notice of the meeting had been given to all directors entitled to attend and that there was a quorum present.

BUSINESS OF THE MEETING

It was reported that the meeting had been called for the purpose of considering, and if thought fit, recommending that the member of the Company adopt new articles of association.

RESOLUTIONS

The proposed revised articles of association (the "**New Articles**") were presented to the meeting.

Following consideration by the directors of:

the New Articles; and

their duties under the Companies Act 2006 (the "**Act**"), including consideration of the matters referred to in section 172(1) of the Act

it was **RESOLVED** that adoption of the New Articles would be most likely to promote the success of the Company for the benefit of its members as a whole.

There was produced to the meeting a form of written resolution of the members of the Company to take effect as a special resolution to adopt the New Articles as the articles of association of the Company to the exclusion of, and in substitution for, the existing articles of association of the Company and (for the avoidance of doubt) to the exclusion of, and in substitution for, the relevant provisions of the memorandum of association (the "**Written Resolution**"). It was **RESOLVED** that the Written Resolution be approved and the secretary was instructed to circulate the same immediately to the member of the Company.

The meeting was then adjourned.



FILING OF DOCUMENTS

OTHER BUSINESS

J. J. Condy

Chair
OPRL Ltd

Written Resolution

This Board resolves to recommend to the Members of the Company to adopt an amendment to Article 2 and Article 11 of the Articles of Association as follows:-

2 MEMBERS

- 2.1 The subscribers to the original Memorandum of Association and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company. Every person who wishes to become a member shall deliver to the Company a written application to become a member in such form as the Directors require to be executed.
- 2.2 A member may at any time withdraw from the Company on giving 3 months' notice. ~~Membership shall only be transferable with the approval of the Members and in the case of an individual member membership shall cease on death.~~
- 2.3 The liability of the members is limited.
- 2.4 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a members, for payment of the debts and liability of the Company contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

11 DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 11.1 A Director shall vacate his office as Director if:
 - 11.1.1 he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or
 - 11.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 11.1.3 he is, or may be, suffering from mental disorder and either:
 - a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or similar legislation in Scotland or outside the UK, or
 - b) an order is made by a court having jurisdiction (whether in the UK 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
 - 11.1.4 he resigns his office by notice to the Company; or
 - 11.1.5 he shall for more than 6 consecutive months have been absent without permission of the Directors



THE ON-PACK RECYCLING LABEL

from meetings of Directors held during that period and the Directors resolve that his office be vacated;

41.1.6 he is found to have breached the Directors Code of Conduct. ~~if, being a Director appointed by a member, such member ceases to be a member.~~