

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

Articles of Association of

**Cornwall Waste Action Limited**

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**Interpretations**

1. In these Articles:

"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.

"The Company" means the above-named company.

"The Board of Directors" means all those persons appointed to perform the duties of directors of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"Employee" means anyone holding a contract of employment with the Company to undertake eight or more hours paid work per week for the Company.

"The Seal" means the common seal of the Company.

"In writing" shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

**Members**

2. The first members of the Company shall be the Subscribers to the Memorandum of Association.

3. The Board of Directors may at their discretion admit to membership individual persons who support the objects of the Company and organisations which support the objects of the company.

4. In the event that the Board of Directors should refuse any application for membership, the applicant may appeal in writing to the Board of Directors, the decision of which shall be final. No person or organisation shall be admitted as a member unless she, he or it has paid or agreed to pay the annual subscription for the time being in force.

5. Each member which is an organisation shall appoint a representative who shall during the continuance of her/his appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the member would exercise if it were an individual person. Each member organisation shall send to the Secretary of the Company written notification of its choice of representative.

**Register of Members**

6. The Company shall maintain a Register of Members in which shall be recorded the name and address of every member, and the dates on which she, he or it became a member and on which she, he or it ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on

becoming a member, and in the case of a member organisation a duly authorised officer shall sign on its behalf. A member shall notify the Secretary in writing within seven days of a change to her, his or its name or address.

### **Cessation of Membership**

7. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
8. A member shall cease to be a member if she, he or it:
  - (a) resigns in writing to the Secretary; or
  - (b) ceases to meet the criteria for membership as described in Article 3; or
  - (c) fails to pay the annual membership subscription; or
  - (d) dies, if an individual person; or
  - (e) is wound up or goes into liquidation, if a corporate body or association; or
  - (f) is expelled by the Board of Directors for conduct prejudicial to the Company, provided that any member so expelled shall be entitled to make representation to the meeting at which the decision is to be made.

### **General Meetings**

9. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the last preceding Annual General Meeting. Provided the first Annual General Meeting shall be held within eighteen months of incorporation, it need not be held in the year of incorporation or in the following year.
10. The business of an Annual General Meeting shall comprise:
  - (a) the consideration of the Report and Accounts presented by the Board of Directors;
  - (b) the election of members of the Board of Directors;
  - (c) the appointment and the fixing of the remuneration of the auditor or auditors (if any);
  - (d) such other business as may have been specified in the notices calling the meeting.
11. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
12. The Board of Directors may whenever they think fit convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall be convened on receipt of a requisition signed by at least ten per cent of the membership of the Company.
13. Decisions at General Meetings shall be made by passing resolutions:
  - (a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company and other decisions so required from time to time by statute shall be made by Special Resolution. A Special Resolution is one passed by a majority of not less than three-fourths of votes cast.
  - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of votes cast at a General Meeting.

### **Notices**

14. An Annual General Meeting and any General Meeting which is to consider a Special Resolution or a resolution to remove the auditor or a member of the Board of Directors

shall be called by at least twenty-one clear days' notice. Any other General Meeting shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an Annual General Meeting, by the members entitled to attend and vote thereat; and
  - (b) in the case of any other Meeting by a majority in number of the Members having the right to attend and vote being a majority together holding not less than seventy five per cent of allocated Membership of the Company.
15. Notice of every General Meeting shall be given in writing to every member of the Company and to the auditors and to such other persons who are entitled to receive notice, and shall be given personally or sent by post to each member at the address recorded in the Register of Members and to other persons at their Registered Office.
16. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a resolution to remove a member of the Board of Directors or the auditor, such resolution shall be specified in the notices calling that meeting. In the case of all other General Meetings, the general nature of the business to be considered shall be specified.
17. Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.
18. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

#### **Proceedings at General Meetings**

19. Only members present in person (including representatives of member organisations) shall be entitled to vote. Proxy voting is not permitted.
20. Only one vote may be cast by or for each member on any particular resolution.
21. No business shall be transacted at a General Meeting unless a quorum is present. Unless and until otherwise decided by a General Meeting, one-third of the membership or three members whichever is the greater shall be a quorum.
22. If thirty minutes after the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until such time and place as the Board of Directors may decide, and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum for that meeting only.
23. At every General Meeting the Chair of the Company shall preside, but if she/he is not present twenty minutes after the time appointed for the commencement of the meeting, the Vice-Chair shall preside, and in the event of her/his absence the members present shall choose one of their number to be Chair of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
24. The Chair may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least three members present in person. Unless a secret ballot be so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.
26. If a secret ballot is duly demanded it shall be taken in such a manner as the Chair directs, provided that each member and representative shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot may be withdrawn.
27. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded.
28. In the case of an equality of votes, the Chair of the meeting shall not have a second or casting vote and the resolution shall be deemed to be lost.

### **Board of Directors**

29. The Company shall have a Board of Directors comprising not less than three and not more than twelve persons, as follows:
  - (a) not more than twelve persons elected by and from the membership at the Annual General Meeting;
  - (b) in addition the Board of Directors may co-opt up to three persons to serve as non voting advisors.
30. The Board of Directors may co-opt members of the Company to fill casual vacancies provided co-options shall come to an end at the next Annual General Meeting.
31. The initial Board of Directors of the Company from incorporation until the Company's first Annual General Meeting shall be appointed by the Subscribers to the Memorandum of Association.
32. At the first and every Annual General Meeting all of the elected members of the Board of Directors shall retire from office. A retiring member shall be eligible to stand for immediate re-election.
33. Persons co-opted on to the Committee under clause 29 (b) above shall retire at the first Annual General following their appointment but shall be eligible for further co-option or election.
34. Elections shall be conducted in accordance with such procedures as may be specified by the Board of Directors or by the Company in General Meeting.
35. For the avoidance of doubt, members of the Board of Directors are directors of the company within the meaning of the Companies Act.
36. Under no circumstances shall any of the following serve as members of the Board of Directors:
  - (a) persons aged under eighteen years;
  - (b) persons who are bankrupt or who are otherwise disqualified by law from serving as company directors;
  - (c) persons who have an unspent conviction involving dishonesty or who are otherwise disqualified by law from serving as director of a company.
37. A member of the Board of Directors shall declare an interest in and shall not speak or vote in respect of any matter in which she/he has a personal material or financial interest or any matter arising from it.

38. A member of the Board of Directors may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Board of Directors or General Meetings of the Company or in connection with the business of the Company.
39. A member of the Board of Directors shall cease to be such immediately if she/he:
- (a) resigns her/his office in writing to the Company; or
  - (b) ceases to be a member of the Company, or is the representative of an organisation which ceases to be a member, or is the representative of member organisation which replaces her/him as its representative; or
  - (c) fails to attend three consecutive meetings of the Board of Directors without good reason, and the Board of Directors decide that by virtue of such absence she/he shall cease to hold office; or
  - (d) in the opinion of a majority of the Board of Directors, fails to declare their interest in any contract as referred to in Article 37; or
  - (e) becomes bankrupt or, in the opinion of the Board of Directors, incapable on medical grounds of carrying out the duties of a member of the Board of Directors; or
  - (f) is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act; or
  - (g) is disqualified by law from serving as a director of a company.

#### **Honorary Officers**

40. The Company shall have a Chair, Treasurer, Secretary and such honorary officers as it considers fit, elected annually by and from the Board of Directors at their first meeting following the annual general meeting.
41. In the event of a casual vacancy occurring in any officer post, the Board of Directors may appoint one of their number to fill such vacancy until the next Annual General Meeting.

#### **Powers and Duties of the Board of Directors**

42. The business of the Company shall be managed by the Board of Directors who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting.
43. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.
44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Board of Directors shall from time to time direct.
45. Without prejudice to its general powers, the Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, subject to such consents as may be required by law.

#### **Proceedings of the Board of Directors**

46. Members of the Board of Directors may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit.

47. Questions arising at any meetings shall be decided by a majority of votes, each member of the Board of Directors having one vote. In the case of an equality of votes, the Chair of the meeting shall not have a second or casting vote and the resolution shall be deemed to be lost.
48. An honorary officer may and the Secretary on the requisition of two or more members of the Board of Directors shall summon a meeting of the Board of Directors by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Board of Directors to any of its members for the time being absent from the United Kingdom.
49. The quorum necessary for the transaction of the business of the Board of Directors shall be one-half of the members of the Board of Directors or three members, whichever is the greater.
50. The Board of Directors may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these Articles, the Board of Directors may act for the purposes of increasing the number to that number, or of summoning a General Meeting of the Company, but for no other purpose.
51. At every meeting of the Board of Directors the Chair of the Company shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting the Vice-Chair shall preside, and in the event of her/his absence the members of the Board of Directors present shall choose one of their number to be Chair of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
52. The Board of Directors shall cause accurate records to be made, in books provided for that purpose, of:
  - (a) the name, details and date of appointment of all persons appointed to office;
  - (b) the names of the members of the Board of Directors, officers, members, representatives and other persons present at all General, Board of Directors and Sub-Committee meetings of the Company;
  - (c) minutes of all proceedings and resolutions at all General, Board of Directors and Sub-Committee meetings of the Company;
  - (d) all applications of the Seal to any document.
53. All such records and minutes shall according to the law for the time being in force be open to inspection during normal working hours by any member of the Board of Directors and by any person authorised by the Company in General Meeting.
54. The Board of Directors may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Company as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Board of Directors, which regulations shall always include provision for regular and prompt reports to the Board of Directors.
55. All acts done by any meeting of the Board of Directors or by any person acting as a member of the Board of Directors shall, even if it be afterwards discovered that there was some defect in the appointment of any such member of the Board of Directors or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Directors.
56. A resolution in writing, signed by all the members of the Board of Directors for the time being entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Board of Directors, and may consist of several documents in the same form, each signed by one or more members of the Board of Directors.
57. The Board of Directors may at their discretion invite other persons to attend its

meetings, with or without speaking rights, and without voting rights.

### **Secretary**

58. The Board of Directors shall appoint a Secretary of the Company upon such conditions as they think fit and any Secretary so appointed may be removed by them. No remuneration may be paid to a Secretary who is also a member of the Board of Directors.
59. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Board of Directors and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

### **The Seal**

60. If the Company has a Seal, it shall only be used by the authority of the Board of Directors and every instrument to which the Seal shall be applied shall be signed by a member of the Board of Directors and shall be countersigned by the Secretary or by a second member of the Board of Directors. Every such application of the Seal shall be minuted.

### **Accounts**

61. The Board of Directors shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
  - (a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Company;
  - (c) the assets and liabilities of the Company.
62. Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

The accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place or places as the Board of Directors thinks fit, and shall always be open to the inspection of all members and officers and by other persons authorised by the Company in General Meeting.

63. The Board of Directors shall from time to time, in accordance with sections 226 and 241 of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.
64. A copy of every balance sheet (including every document required by law to be annexed to it) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Board of Director's report, shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act, be sent to every member of and every holder of debentures of the Company; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.
65. The Board of Directors shall comply with their obligations under the Act with regard to the transmission of the statements of account of the Company to Companies House.

### **Audit**

66. In accordance with the law for the time being in force the Company may - if it is eligible to do so - apply the small company audit exemptions. Otherwise once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

67. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act. A member of the Board of Directors or her/his firm shall not be authorised to act as an auditor to the Company.

#### **Annual report**

68. The Board of Directors shall prepare an annual report in the form required under the Charities Act 1993 (or any statutory re-enactment or modification of that Act).

#### **Indemnity**

69. Subject to the provisions of the Act every member of the Board of Directors or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

#### **Regulations**

70. The Company in General Meeting or the Board of Directors may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Board of Directors and Sub-Committees, provided that such regulations are not inconsistent with the Memorandum and Articles, and do not amount to an addition or alteration such as could only legally be made by an alteration to the Memorandum or Articles of Association. All members of the Company and the Board of Directors shall be bound by such regulations whether or not they have received a copy of them.

#### **Dissolution**

71. Clause 10 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.