

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

GROUP FOR RECYCLING IN ARGYLL AND BUTE TRUST LIMITED

PRELIMINARY

1. The regulation contained in Table C, Part 11 of the Companies Act 1948 shall not apply to the Company.

In these presents, if not inconsistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Company	This Company
The Statutes	the Companies Acts 1948 to 1981 and every other Act for the time being in force concerning companies and affecting the Company
These presents	these Articles of Association as originally framed as from time to time altered by Special Resolution
A Trustee	a Trustee for the time being of the Company
The Trustee	the Trustees for the time being of the Company
Seal	the Common Seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	calendar month
Year	calendar year
In writing	writing or produced by any substitute for writing, or partly one and partly another.

The expression "Secretary" shall include any persons appointed in accordance with these Presents.

Any words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.

Save as aforesaid, any words or expressions defined in the Statutes shall if not inconsistent with the subject or context bear the same meaning in these presents.

MEMBERS

2. The number of members with which the Company proposed to be registered is 150 but the Trustees may from time to time register an increase of members.
3. The members of the Company shall be the subscribers to the Memorandum of Association and such other persons as the Companies shall admit to membership.
4. (A) The Trustees shall have an absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to assign any reason for its decision but nothing herein contained shall entitle the Trustees to discriminate in any way between applicants by reason of race, colour, creed or sex.

(B) The Trustees may also at their discretion accept an application for membership for a limited period provided that (a) such period is not less than one year and (b) the same terms and conditions shall apply to membership for a limited period as apply to the other type of membership.
5. (A) Any member may resign from the Company by giving 3 months' notice in writing to the Secretary at any time and paying with such notice any unpaid subscriptions which may be due down to the date of such resignation, annual subscription to be calculated de die in diem, and any subscriptions or donations agreed upon or guaranteed by such member and shall then cease to be a member upon the expiry of said six months' notice.

(B) Any member may be removed from the Company by a resolution of the Trustees passed by a majority of at least three-fourths of the Trustees present and voting at a meeting of the Trustees of which not less than fourteen days' previous notice specifying the intention to propose such resolution shall have been sent to the member whose removal is in question and to all the Trustees. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the member whose removal is in question at least seven days before the meeting and he shall be entitled to be heard by the Trustees at the meeting. On a member being removed under this Article he shall forfeit all privileges of membership, but the Trustees shall return the due proportion of such member's current subscription having regard to the unexpired period for which it is paid.

(C) Notwithstanding the provisions of sub-clause (B) above any member may be removed from the Company by summary notice in writing given by the Trustees if:
 - (i) one annual subscription or any part thereof shall remain due and payable but unpaid to the Company for such period as the Company shall from time to time decide; or
 - (ii) notice of any resolution to wind up the member is presented or if any member shall be declared bankrupt or become notour bankrupt or sign a trust deed for behoof of his creditors or if a receiver of any member's undertaking, property or assets or any part thereof is appointed.

GENERAL MEETINGS

6. An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Company and subsequently once in every year at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting.

7. The Trustees may whenever they think fit, and shall on requisition in accordance with the Statutes, proceed to convene an Extraordinary General Meeting.
8. An Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution shall be called by twenty one days' notice in writing at the least and any other General Meeting by fourteen days' notice in writing at the least, exclusive in either case of the day on which the notice is served or deemed to be served and of the day for which it is given. Provided that a General Meeting shall notwithstanding that it is called by shorter notice than as aforesaid be deemed to have been duly called if it is so agreed:
 - (a) in the case of an Annual General Meeting by all the members entitled to attend and vote thereat; and
 - (b) in the case of an Extraordinary General Meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 90 per cent of the total voting rights at that meeting of all the members.

The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at any General Meeting.

9. Every notice calling a General Meeting shall specify the place and day and hour of the meeting and in the case of an Annual General meeting shall also specify that meeting as such. If other than routine business is to be transacted, the notice shall specify the general nature of such business; and, if any as a Special Resolution, the notice shall contain a statement to that effect.
10. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:
 - (a) consideration and adopting the balance sheet and income and expenditure account and reports of the Trustees and the Auditors and other related documents;
 - (b) appointing Auditors;
 - (c) appointing Trustees in the place of those retiring.

PROCEEDINGS AT GENERAL MEETINGS

11. No business shall be transacted at any General Meeting unless a quorum is present in person or by proxy when the meeting proceeds to business; save as herein otherwise provided not less than 4 in number of the members entitled to receive notice of and vote at meetings present in person or by proxy, shall be a quorum.
12. If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting the members present shall be a quorum.
13. The Chairman of the Trustees failing whom the Vice-Chairman, shall preside as Chairman at every General Meeting but, if there is no such Chairman or Vice-Chairman or if at any meeting neither shall be present within 5 minutes after the time appointed for holding the meeting the Trustees present shall choose one of their number to preside. If at any meeting no Trustees is willing to act as Chairman or if no Trustees is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.

14. The Chairman 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting (except where the meeting has been adjourned for 30 days or more when notice of the adjourned meeting shall be given as in the case of an original meeting).
15. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
 - (A) the Chairman; or
 - (B) not less than 2 members present in person or by proxy; or
 - (C) any member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has been carried, or carried unanimously, by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

16. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall be in the opinion of the Chairman of sufficient magnitude to vitiate the resolution.
17. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
19. A poll demanded on the election of a Chairman or on the question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken immediately or at such time and place as the Chairman of the meeting directs and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.
20. Subject to the provisions of the Statutes a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held,

VOTES OF MEMBERS

21. No member shall, unless the Company otherwise determine, be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid. Subject as aforesaid every member shall have one vote.
22. Where in Scotland or elsewhere a curator bonis, Company or receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, or incapacity the Trustees may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Trustees may require, permit such curator bonis, Company or receiver or other person on behalf of such member to vote in person or by proxy at any General meeting or to exercise any other right conferred by membership in relation to meetings of the Association.
23. On a poll votes may be given either personally or by proxy.
24. An instrument appointing a proxy shall be in writing and (A) in the case of an individual, shall be signed by the appointor or his attorney, and (B) in the case of a corporation shall be either under its common seal or signed by its attorney or by an officer on its behalf. The Trustees may, but shall not be bound to, require evidence of the authority of any such attorney or officer.
25. An instrument appointing a proxy must be left at the Office or such other place (if any) as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting (or, in the case of a poll, before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid.
26. An instrument appointing a proxy may be in the usual common form, or in such other form as the Trustees may accept, and shall be deemed to confer authority to demand or join in demanding a poll. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well as for any adjournment of the meeting as for the meeting to which it relates.
27. A vote given by proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Registered Office before the commencement of the meeting or adjourned meeting or poll at which the vote is given.
28.
 - (A) Any corporation which is a member of the Company may by resolution of its Trustees or the governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of the Trustees (here the corporation is a Company) and may from time to time revoke such authority and authorise another person to act in his place and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.
 - (B) A certified copy of the resolution appointing a representative under this Article shall be produced by that representative, if so required by the Chairman of any meeting of the Company or by the Trustees and by that representative, as evidence of his right to attend and vote thereat.
 - (C) A representative authorised in accordance with sub-clause (A) above and attending a meeting of the Company or of the Trustees for which he has been authorised shall be counted as a member present in person for the purposes of determining the quorum for that meeting.

APPOINTMENT AND RETIREMENT OF TRUSTEES

29. Subject as hereinafter provided the Trustees shall not be less than 5 nor more than 12 in number. The first Trustees shall be appointed in writing by a majority of the subscribers to the Memorandum of Association. The Company may by Ordinary Resolution from time to time increase or reduce the maximum or minimum number of Trustees. Said Trustees will be entitled to attend meetings of Trustees accompanied by an adviser but who will not be entitled to vote.
30.
 - (1) Any person appointed a Trustees must be a member of the Company and shall hold office subject to Article 34. He may at any time be removed from office by the body having the right to make such appointment giving notice in writing to the Secretary of the Trust. The said body may in a like manner nominate another person to act as Director in place of the person so removed.
 - (2) Any person who is subsequently admitted to membership shall not thereby be entitled to be appointed a Trustees unless the Companies in General Meeting shall so decide.
31. The Trustees shall have power at any time and from time to time to appoint any person as an addition to the existing Trustees but so that the number shall not at any time exceed the number fixed in accordance with these presents.
32. The Company may by Ordinary Resolution for which special notice shall not be required, remove any Trustees before the expiration of his period of office and may by a like resolution appoint another person in his place. The Company may also by Ordinary Resolution appoint any person to be a Trusees either to fill a casual vacancy or as an additional Trustees. The provisions of this clause are subject to Article 29.
33. A motion for the appointment of two or more persons as Trustees by a single resolution shall not be made at any General Meeting unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it, and any resolution moved in contravention of this provision shall be void.
34. The Trustees shall have power at any time and from time to time to appoint any person to be a Trustees either to fill a casual vacancy or as an additional Director but so that the total number of the Trustees shall not at any time exceed the maximum number fixed by or in accordance with these presents.
35. At the first annual general meeting of the Company all the Trustees shall retire from office and at the annual general meeting in every subsequent year one-third of the Trustees for the time being, of, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.
36. The Trustees to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Trustees on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
37. A retiring Trustee shall be eligible for re-election.
38. The Company at the meeting at which a Trustees retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Trustees shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill

such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.

DISQUALIFICATION OF COMPANY

39. The office of a Trustees shall be vacated in any of the following events, namely:
- (A) If he resigns by writing under his hand left at the Registered Office; or 3 months notice.
 - (B) If he shall enter into an arrangement with his creditors or become knottier bankrupt; or
 - (C) If in Scotland or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a curator boons or a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or
 - (D) If he holds any office or profit under the Company without the consent of the Company in general meeting.

PROCEEDINGS OF THE TRUSTEES

40. The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes, and in the case of an equality of votes the Chairman shall have a second or casting vote. Any member of the Company may, and the Secretary on the requisition of a Company shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of the Trustees to any member thereof for the time being absent from the United Kingdom.
41. The quorum necessary for the transaction of the business of the Company may be fixed by the Trustees and unless so fixed at any other number shall be not less than two Trustees. A meeting of the Trustees at which a quorum is present shall be competent to exercise all powers and discretion for the time being execrable by the Trustees.
42. The continuing Trustees may act notwithstanding any vacancies, but, if and so long as the number of Trustees is reduced below the minimum number fixed by or in accordance with these presents, the continuing Director or Trustees may act for the purpose of filling up such vacancies or of summoning General Meetings of the Company but for no other purpose. If there be no Director or Trustees able or willing to act then any two members of the Company may summon a General Meeting for the purpose of appointing Trustees.
43. The Trustees may elect a Chairman and a Vice-Chairman from among their number and determine the period for which each is to hold office. If no Chairman or Vice-Chairman shall have been appointed or if at any meeting neither be present within five minutes after the time appointed for holding the same, the Trustees present may choose one of their number to be Chairman of the meeting.
44. A resolution in writing signed by all the Trustees for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Trustees duly convened and held, and may consist of several documents in the like for, each signed by one or more of the Trustees.
45. The Trustees may delegate any of their powers to a committee consisting of such number of Trustees as the Trustees shall at a meeting of Trustees think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Trustees.

46. The meetings and proceedings of any committee shall be governed by the provisions of these presents regulating the meetings and proceedings of the Trustees as far as the same are applicable and are not superseded by any regulations made by the Trustees. Provided that no resolution of any committee shall be effective unless a majority of the members of the committee at the meeting are Trustees or unless such resolution is approved by the Trustees.
47. All acts done by any meeting of the Trustees or a committee thereof, or by any person acting as a Trustees or as a member of a committee, shall as regards all persons dealing in good faith with the Company notwithstanding that there was some defect in the appointment or continuance in office of any Trustees or member of a committee or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustees or a member of a committee and had been entitled to vote.

BORROWING POWERS

48. The Trustees may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock debt, liability or obligation of the Company or of any their party.

POWERS OF THE TRUSTEES

49. The business of the Company shall be managed by the Trustees who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Statutes or by these presents, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Statutes of these presents and to such regulation being not inconsistent with the aforesaid provisions as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Trustees which would have been valid if that regulation had not been made.
50. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time by resolution determine.
51. The Trustees shall cause minutes to be made in books provided for the purpose:
- (A) of all appointments of officers made by the Trustees;
 - (B) of the names of the Trustees present at each meeting of the Trustees and of any committee of the Companies;
 - (C) of all resolutions and proceedings at all meetings of the Company, and of the Trustees and of the committees of the Trustees.

SECRETARY

52. The Secretary shall be appointed by the Trustees 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.

53. A provision of the Statutes or these presents requiring or authorising a thing to be done by or to a Trustees and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Trustees and as, or in place of, the Secretary.

THE SEAL

54. The Trustees shall provide for the safe custody of the Seal, which shall only be used with the authority of the Trustees or a committee authorised on that behalf by the Trustees. Every instrument to which the Seal is affixed shall be signed by a Trustees and countersigned by a second Trustees or by the Secretary.

ACCOUNTS

55. Accounting records sufficient to show and explain the Company's transactions and otherwise complying with the Statutes shall be kept at the Registered Office or at such other place within Scotland as the Trustees think fit, and shall at all times be open to inspection by the Trustees. Subject as aforesaid no member of the Company or other person shall have any right of inspecting any account or book or document of the Company except as conferred by statute or ordered by a court of competent jurisdiction or authorised by the Trustees.
56. A copy of every balance sheet and income and expenditure account which is to be laid before the Company in General Meeting (including every document required by law to be comprised therein or attached or annexed thereto) shall not less than twenty one days before the date of the meeting be sent to every member of, and holder of debentures of the Company and to the Auditors and any other persons entitled to receive notices of General Meetings. Provided that this Article shall not require a copy of these documents to be sent to more than one of any joint holder or to any person who is not entitled to receive notices of meetings or of whose address the Company is not aware.

AUDIT

57. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

NOTICES

58. Any notices or document may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at the registered address as appearing in the Register of Members or to such other address as he may supply to the Company for the giving of notices to him and any notice so served by post shall be deemed to have been duly served notwithstanding that such member be then dead or bankrupt and whether or not the Company have notice of his death or bankruptcy.
59. A member whose address in the Register of Members is outside the United Kingdom and who has not supplied to the Company an address for service within the United Kingdom shall not be entitled to receive any notice from the Company.
60. Any notice of document served by post shall be deemed to have been served at the expiration of 24 hours (or, where second class mail is employed, 48 hours) after the letter containing the same is posted, and in providing such service it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted.

INDEMNITY

61. Subject to the provisions of the Statutes and of the Memorandum of Association a Trustees Auditor, Secretary or other office of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

WINDING UP

62. Upon the winding up of the Company the provisions of Clause 7 of the Memorandum of Association shall have effect and be observed as if the same were repeated herein in extension.