

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

BLACKWATER VALLEY COUNTRYSIDE
TRUST

Registered Company Number 04898996
Registered Charity Number 1109424

INTERPRETATION

1. In these Articles: -

"the Act" means the Companies Act, 1985, but so that any reference 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.

"the Charity" means the Company intended to be regulated by these Articles.

"the Council" means the Council of Management of the Charity.

"the seal" means the common seal of the Charity.

"secretary" means any person appointed to perform the duties of the secretary of the Charity.

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification or re-enactment thereof for the time being in force.

OBJECTS

2. The Charity is established for the objects expressed in the Memorandum of Association.

2.1 The work of Blackwater Valley Countryside Trust shall not be for the benefit of landfill site operators who may contribute to the Blackwater Valley Countryside Trust and claim credit under the Landfill Tax Credit Scheme. Nor shall it be for the benefit of contributing third parties, as defined in the landfill tax regulations.

MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Charity. Every member of the Charity shall either sign

a written consent to become a member or sign the register of members on becoming a member.

4. Unless the members of the Council or the Charity in General Meeting shall make other provision pursuant to the powers contained in Article 66, the members of the Council may in their absolute discretion permit any member of the Charity to retire, provided (regardless of any other provision pursuant to Article 66) that after such retirement the number of members is not less than three.

GENERAL MEETINGS

5. The Charity shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next. If so long as the Charity holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Charity may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

NOTICE OF GENERAL MEETINGS

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Charity other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Charity in general meeting, to such persons

as are, under the Articles of the Charity, entitled to receive such notices from the Charity:

If a meeting of the Charity shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed: -

(a) in the case of a meeting called as the Annual General Meeting, by all 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 a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person or one-tenth of the membership, whichever shall be the greater shall be a quorum. If within half an hour from 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 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 Council may determine.

9.1 Where Landfill Tax credits are to be discussed and decisions made, the number of independent votes shall always outnumber those of the local authority or landfill operator representatives. In the event of a tied vote and the Chairperson being a local authority or landfill operator representative then the casting vote shall transfer to an independent member.

10. The chairman, if any, of the Council shall preside as chairman at every General Meeting of the Charity, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Council present shall elect one of their number to be chairman of the meeting.

11. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council 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.

12. 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

13. 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: -

- (a) by the chairman; or
- (b) by at least two members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

14. Except as provided in Article 16, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

15. 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.

16. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken when the chairman of the meeting

directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

17. Every member shall have one vote.

18. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

19. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Charity have been paid.

20. (a) Any member of the Charity entitled to attend and vote at a General Meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the Meeting.

(b) On a poll votes may be given either personally or by proxy.

21. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Charity.

22. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Charity or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

23. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: -

Limited.

I/We _____ of _____ in the County of _____ being a member/members of the above named Charity, hereby appoint _____ of _____ or failing him of _____ as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Charity to be held on the _____ day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____."

24. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: -

Limited.

I/We _____ of _____ in the County of _____ being a member/members of the above named Charity, hereby appoint _____ of _____ or failing him of _____ as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Charity to be held on the _____ day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____."

This form is to be used *in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired."

25. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

26. A vote given in accordance with the terms of an instrument of 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 proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

27. Any corporation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, 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 Charity.

COUNCIL OF MANAGEMENT

28. (a) The maximum number of the members of the Council shall be determined by the Charity in General Meeting, but unless and until so fixed there shall be no maximum number and the minimum number of members of the Council shall be seven.

(b) The Council shall include no more than one representative from either a Hampshire authority (Hampshire County Council, Hart District Council or Rushmoor Borough Council); a Surrey authority (Surrey County Council, Surrey Heath Borough Council, Guildford Borough Council or Waverley Borough Council) or from a former Berkshire authority (Bracknell Forest Borough Council or Wokingham District Council).

29. The members of the Council shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or General Meetings of the Charity or in connection with the business of the Charity.

BORROWING POWERS

30. The Council may in furtherance of the objects of the Charity but not otherwise exercise all the powers of the Charity to borrow money, and, subject always to Sections 38 and 39 of the Charities Act 1993, to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Charity or of any charitable organisation or body subject to such consents as may be required by law.

POWERS AND DUTIES OF THE COUNCIL

31. (a) The business of the Charity shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Charity, and may exercise all such powers of the Charity as are not, by the Act or by these Articles, required to be exercised by the Charity in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations,

being not inconsistent with the aforesaid provisions, as may be prescribed by the Charity in General Meeting; but no regulation made by the Charity in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

(b) In the exercise of the aforesaid powers and in the management of the business of the Charity, the members of the Council shall always be mindful that they are charity trustees within the definition of Section 97 of the Charities Act 1993 as the persons having the general control and management of the administration of a charity.

32. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Charity, shall be signed, drawn, accepted, endorsed or otherwise executed by not less than two persons authorised by resolution of the Council from time to time.

33. The Council shall cause minutes to be made in books provided for the purpose: -

(a) of all appointments of officers made by the Council;

(b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council;

(c) of all resolutions and proceedings at all meetings of the Charity, and of the Council and of committees of the Council.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

34. The office of member of the Council shall be vacated if the member: -

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(b) becomes prohibited from being a member of the Council by reason of Section 72 of the Charities Act 1993 or any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a member of the Council; or

(c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

(d) resigns his office by notice in writing to the Charity; or

(e) is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his interest in manner required by Section 317 of the Act.

35. A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF MEMBERS OF THE COUNCIL

36. At the first Annual General Meeting of the Charity all the members of the Council shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members of the Council for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

37. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

38. A retiring member of the Council shall be eligible for re-election.

39. The Charity at the meeting at which a member of the Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member of the Council 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 member of the Council shall have been put to the meeting and lost.

40. No person other than a member of the Council retiring at the meeting shall unless recommended by the Council be eligible for election to the office of member of the Council at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Charity notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

41. The Charity may from time to time by ordinary resolution increase or reduce the number of members of the Council, but at no time shall this number be less than three. The Council may also determine in what rotation the increased or reduced number is to go out of office.

42. The Council shall have power at any time, and from time to time, to appoint any person to be a member of the Council, either to fill a casual vacancy or as an addition to the existing members of the Council, but so that the total number of members of the Council shall not at any time exceed any maximum number fixed in accordance with these Articles. Any member of the Council so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting.

43. The Charity may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Charity and such member of the Council.

44. The Charity may by ordinary resolution appoint another person in place of a member of the Council removed from office under the immediately preceding Article. Without prejudice to the powers of the Council under Article 42 the Charity in General Meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member of the Council. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member of the Council in whose place he is appointed was last elected a member of the Council.

PROCEEDINGS OF THE COUNCIL

45. The Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of the Council may, and the secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom.

46. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be three or one-third of the number of members of the Council for the time being whichever shall be the greater number.

47. The continuing members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the

Charity as the necessary quorum of members of the Council, the continuing members or member of the Council may act for the purpose of increasing the number of members of the Council to that number, or of summoning a General Meeting of the Charity, but for no other purpose.

48. The Council may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members of the Council present may choose one of their number to be chairman of the meeting.

49. The Council may delegate any of their powers to committees consisting of such majority of members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council and shall fully and promptly report all acts and proceedings to the Council as soon as is reasonably practicable.

50. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

51. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

52. All acts done by any meeting of the Council or of a committee of the Council, or by any person acting as a member of the Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, 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 Council.

53. A resolution in writing, signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

SECRETARY

54. Subject to Section 13(5) of the Act, the secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit; and any secretary

so appointed may be removed by it: Provided always that no member of the Council may occupy the salaried position of secretary.

55. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Council and as, or in place of, the secretary.

THE SEAL

56. If the Charity has a seal the Council shall provide for its safe custody and it shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

57. The Council shall cause accounting records to be kept in accordance with the provisions of the Act.

58. The accounting records shall be kept at the registered office of the Charity or, subject to the provisions of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the officers of the Charity.

59. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Charity or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Charity except as conferred by statute or authorised by the Council or by the Charity in General Meeting.

60. The Council shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Charity in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.

61. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Charity in General Meeting, together with a copy of the auditor's report (if any), and Council's report, shall not less than twenty-one

days before the date of the meeting be sent to every member of the Charity and every person entitled to receive notice of General Meetings of the Charity.

AUDIT

62. If required by the Act auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

63. A notice may be given by the Charity to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Charity for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

64. Notice of every General Meeting shall be given in any manner hereinbefore authorised to: -

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Charity an address within the United Kingdom for the giving of notices to them;

(b) every person being a trustee in bankruptcy of a member where the member but for his bankruptcy would be entitled to receive notice of the meeting;

(c) the auditors for the time being of the Charity (if any); and

(d) each member of the Council.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

65. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if the provisions thereof were repeated in these Articles.

65.1 In the event of the organisation disbanding, any remaining LTCS money shall be transferred directly to another ENTRUST approved environmental body.

RULES OR BYE LAWS

66. (a) The Council may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate: -

(i) The admission and classification of members of the Charity, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.

(ii) The conduct of members of the Charity in relation to one another, and to the Charity's servants.

(iii) The setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes.

(iv) The procedure at General Meetings and meetings of the Council and Committees of the Council in so far as such procedure is not regulated by these presents.

(v) And, generally, all such matters as are commonly the subject matter of company rules.

(b) The Charity in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Council shall adopt such means as they deem sufficient to bring to the notice of members of the Charity all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Charity. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Charity.

INDEMNITY

67. (a) Every member of the Council or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation

thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no member of the Council or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Charity in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The members of the Council shall have power to purchase and maintain for any member of the Council such insurance as is permitted by Clause 3(n) of the Charity's Memorandum of Association.