

THE COMPANIES ACT 1985, 1989 AND 2006

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

MEMORANDUM OF ASSOCIATION

OF

**ORIGINAL RECYCLING
ASSOCIATION**

1. The name of the company ("the Association") is "Original Recycling Association" and the short name for the Association is "ORA".
2. The company's registered office is to be situated in England.
3. The objects for which the Association is established are:
 - i. to promote, protect and otherwise assist the interests of its members engaged in the recovery and recycling of lubricants, fuels and other liquid wastes, which are no longer fit for their original purpose, arising mainly from the servicing of automotive engines and other mechanical equipment, and to include wastes arising from contaminated fuels, spillages, ships slops and tank bottoms, together with water contaminated with oil. The recovery and recycling of garage wastes such as oil filters, catalysts, batteries and other waste products;
 - ii. to promote reciprocal good will and mutual co-operation between members and generally to coordinate and protect their interests;
 - iii. to facilitate discussion of matters of common interest and to arrange meetings so Members may discuss matters affecting them which relate to the industry;
 - iv. to confer with such other organisations as may be deemed beneficial for the protection and promotion of member's interests and to communicate the views and opinions of the members to such organisations by letter, deputation or otherwise;
 - v. to affiliate with any other organisation should such be deemed expedient;
 - vi. to create and hold funds which shall be available for furthering the objects of the Association under the direction and control of its members;
 - vii. to produce for members such diverse written material relating to the industry as may seem necessary, including the confidential collation and dissemination of statistical data relating to the activities of members and a Code of Conduct for Members and Officers on Association and related business practices. Information relating to individual companies shall be held in strict confidence and known only to the Director of the Association;
 - viii. to do all such other things as, in the opinion of the committee, are incidental or conducive to the above objects, or any them, in an efficient and cost effective manner.

4. In furtherance of the principal objects but not otherwise the Association will have power:
 - i. to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may appear convenient;
 - ii. to construct, maintain and alter any houses, buildings or installations;
 - iii. to accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects;
 - iv. to take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Association;
 - v. to print and publish any newspapers, periodicals, books or leaflets;
 - vi. to sell, lease, mortgage or otherwise deal with all or any part of the property of the Association;
 - vii. to borrow and raise money and secure its repayment in any manner;
 - viii. to invest the funds of the Association in or upon such investments, securities or property as may be thought fit;
 - ix. to undertake and execute any trusts or agency business which may seem conducive to any of the principal objects;
 - x. to subscribe to any local or other charities, and to grant donations for any public purpose;
 - xi. to establish and support, and to aid in the establishment and support of, any other association formed to promote all or any of the principal objects;
 - xii. to amalgamate with any companies, institutions, societies or associations having objects wholly or in part similar to those of the Association;
 - xiii. to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Association is authorised to amalgamate;
 - xiv. to transfer all or any part of the property, assets, liabilities and engagements of the Association to any body with which the Association is authorised to amalgamate;
 - xv. to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects.
5. The income of the Association, from wherever derived, shall be applied solely in promoting the above objects, and no distribution shall be made to its members in cash or otherwise.
6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute:
 - i. to its assets, in the event of it being wound up while he is a member or within one year after he ceases to be a member;

- ii. for payment of the debts and liabilities of the Association, contracted before he ceased to be a member, and of the costs, charges and expenses of winding up; and
- iii. for the adjustment of the rights of the contributories among themselves;

such amount as may be required not exceeding £1.

- 8. If on the winding up of the Association there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Association, but shall be given or transferred to some other body (whether or not it is a member of the Association) having objects similar to those of the Association, or to another body the objects of which are charitable.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

**Names, Addresses and Descriptions
of Subscribers**

Nominee

Dated the

Witness to the above signatures,

Dated