

# THE BRITISH METALS RECYCLING ASSOCIATION

Company Number 04583021

("the Company")

## RULES OF THE ASSOCIATION

(Subject to Memorandum and Articles of Association)

### 1. Interpretation

Unless the context requires otherwise, words and expressions defined in the Articles of Association of the Company shall have the same meaning in these Rules.

### 2. Aims and Objectives

2.1 The aim of the Association is to promote the interests of member companies and the metals recycling sector in the UK.

2.2 The objectives of the Association are:

2.2.1 to provide an effective voice for the metals recycling industry in the UK; and

2.2.2 to influence European & UK legislation; and

2.2.3 to promote the sector to policymakers, customers, suppliers and others; and

2.2.4 to assist members to understand and respond to changing market conditions, legislation and regulation; and

2.2.5 to provide other services of mutual benefit to members.

### 3. Membership Subscription

3.1 The subscribers to the Memorandum of Association of the Company and such other organisation as are admitted to membership in accordance with the Articles shall be members of the Company. [Article 5.1]

3.2 No organisation shall be admitted as a member of the Company unless it is approved by the Board. Every organisation that wishes to become a member shall deliver to the Company an application for membership, in such form as the Board require, executed by it together with the annual membership subscription. [Article 5.2]

3.3 On an annual basis or when so requested by the Board to do so, each member shall make a declaration to the Company containing the following information:

3.3.1 the amount of scrap metal tonnage processed by such member in the previous 12 month period ("**tonnage turnover**"); and

3.3.2 the financial turnover of such member in the previous 12 month period ("**financial turnover**"); and

3.3.3 the average number of employees employed by such member in the previous 12 month period.

- 3.4 The Board shall set the membership subscription levels on an annual basis, by reference to the tonnage turnover and financial turnover of the members and set the date by which the membership subscriptions should be paid.
- 3.5 Each member shall pay to the Company, within thirty days of the date set for payment, the appropriate annual subscription. If the Company has not received payment of the annual subscription in respect of a particular member within this period of time the Board shall have the power to suspend the member in question from membership of the Company with immediate effect. They may, by resolution of the Board, be reinstated upon payment of all arrears, in which case a new application for membership shall not be required. Subscriptions already paid to the Company shall not be refundable.
4. **Membership Categories**
- 4.1 There are three categories of members of the Company as follows:
- 4.1.1 Ordinary members, comprising large organisations, medium organisations and small organisations (as defined below);
- 4.1.2 International members; and
- 4.1.3 Service members.
- 4.2 Ordinary members must satisfy the following criteria to become and to remain a member of the Company:
- 4.2.1 every organisation shall have been in business for at least two years;
- 4.2.2 every new member shall be nominated by one member and such nomination shall be seconded by one other member;
- 4.2.3 every new member shall make a declaration in accordance with Rule 3.3 above and must make update such declaration on an annual basis, or when so requested by the Board to do so.
- 4.2.4 every member shall agree to abide by the Code of Conduct, which shall be incorporated in these Rules.
- 4.2.5 no member shall do anything which does or is likely to, in the opinion of the Board, bring the reputation of the Company into disrepute.
- 4.3 If any ordinary members cease to satisfy any of the above criteria, the Board shall have the power to suspend the member in question from membership of the Company with immediate effect. They may, by resolution of the Board, be re-instated upon fulfilment of the criteria for membership.
- 4.4 International members must satisfy the criteria set out in Rule 4.2 for Ordinary Members to become and to remain a member of the Company. In addition, only organisations from within Europe (as determined by the Board from time to time) may be International members.
- 4.5 Service members must provide equipment or on-site services for businesses in the metals recycling sector, or provide professional or practical services which give a quantifiable benefit for members of the Company to become and to remain a member of the Company.

4.6 International members and Service members shall not be entitled to vote on any matters at any general meeting or on any resolution of members in writing and shall not be entitled to participate in any postal ballot.

4.7 International members and Service members shall be entitled to receive such publications and other literature prepared under the auspices of the Company as are determined by the Board, and otherwise be entitled to participate in the affairs of the Company as decided by the Board.

## 5. **BMRA Finances**

5.1 The financial year of the Company shall be the calendar year but this may be changed by resolution of the Board in accordance with the Act.

5.2 The Board shall appoint auditors of the Company as required by the Act.

5.3 The Board shall approve the audited accounts of the Company and deliver them to the members at the Annual General Meeting.

5.4 Members shall have the right to inspect any accounting records or other books or documents of the Company where authorised by the Board or by ordinary resolution of the Company.

## 6. **The Board**

6.1 The maximum number and minimum number respectively of the directors may be determined from time to time by special resolution. Subject to and in default of any such determination the maximum number of directors shall be 18 and the minimum number of directors shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by the Articles expressed to be vested in the directors generally. [Article 11.1]

6.2 The Board shall be comprised as follows:

6.2.1 up to six of the directors shall be persons employed by members of the Company which are regarded by the Company as "large organisations"; and

6.2.2 up to a further six of the directors shall be persons employed by members of the Company which are regarded by the Company as "medium organisations"; and

6.2.3 up to a further six of the directors shall be persons employed by members of the Company which are regarded by the Company as "small organisations"

and the criteria to be applied from time to time in determining how each member shall be so regarded shall be as decided by the Board and incorporated in these Rules. [Article 11.2]

6.3 No more than one director on the Board may be employed by the same member organisation. [Article 11.3]

6.4 All directors shall serve a three year term before vacating office or standing for re-appointment. There shall be no restriction on number of times a director may stand for re-appointment.

6.5 For the purposes of this Rule 6:

6.5.1 "**large organisations**" are those organisations with tonnage turnover over one million tonnes or financial turnover over £100 million;

6.5.2 "**medium organisations**" are those organisations with tonnage turnover between 40,000 tonnes and one million tonnes or financial turnover between £10 million and £100 million;

6.5.3 "**small organisations**" are those organisations with tonnage turnover up to 40,000 tonnes or financial turnover of up to £10 million.

and for the avoidance of doubt, where an organisation falls within one categorisation in respect of tonnage turnover and a different categorisation in relation to financial turnover, such organisation shall be deemed to fall into the larger of the two categorisations.

## 7. **Postal Ballot for appointment of directors**

7.1 Following receipt by the Company of nominations for directors in accordance with the Articles, in the event that the number of eligible candidates exceeds the number of positions available, the Secretary shall inform the members of the names submitted and when the election is to take place by postal ballot. [Article 15.6]

7.2 Where required, a postal vote for the election of directors will be taken as soon as possible by the Secretary who shall send out with the voting papers a short biography of each candidate for election to the Board, and shall also include a closing date for the submission of votes.

7.3 Each member shall have such number of votes as is equal to the number of positions available and the positions shall be filled by the candidates obtaining the greatest number of votes from those cast. [Article 15.7]

7.4 As soon as reasonably practicable following the election of the new directors the Secretary shall notify the members of the results of the election. [Article 15.8]

7.5 For the purposes of this Rule 7 [Article 15.9]:

7.5.1 "**eligible candidates**" means (1) those candidates who have been nominated in accordance with Article 15; and (2) those directors who have indicated their willingness to be re-appointed as a director at the end of their term of office; and (3) those directors who have been appointed by the directors in accordance with Article 15.2 and who have not been approved by the members at an election.

7.5.2 "**election**" means the next opportunity the members have to elect an eligible candidate to the Board in accordance with Article 15 and "**elected**" shall be construed accordingly.

## 8. **President and Deputy President**

8.1 The Board shall elect a President from among the directors. The Board shall also elect from among its members a Deputy President. [Article 12.1]

8.2 The President shall serve a two year term of office. The term to be served by the Deputy President shall be determined by the Board. No person may hold the office of President for two consecutive terms. [Article 12.2]

8.3 Subject to any resolution of the Board to the contrary, the office of Deputy President shall normally be held as follows:

8.3.1 by the immediate past president of the Association for the first year immediately following his term of office as President; and

8.3.2 by the president elect of the Association for the year immediately preceding his term of office as President.

9. **Director General**

9.1 The Director General shall be the principal policy adviser to the Board and shall be responsible to the Board for management of the Company and the Company's finances.

9.2 The Director General shall normally be the Secretary but may be such other person as the Board approve from time to time.

10. **Code of Conduct for Members**

10.1 Members of the Association are committed to:

10.1.1 maintain the highest standards of commercial conduct and business ethics with other members, customers and suppliers; and

10.1.2 represent the metals recycling industry's common interests in their relations with business, government agencies and others; and

10.1.3 observe the highest practical standards of environmental care and protection and ensure compliance with current legislation; and

10.1.4 observe the need for good practice in health and safety and meet all relevant regulations; and

10.1.5 maintain adequate insurance cover for Public and Employee liability, and for other statutory requirements; and

10.1.6 co-operate with local authorities, regulators and other public servants, and allow access to premises where necessary.