

CONSTITUTION OF AN ASSOCIATION
KNOWN AS
LOCAL AUTHORITY RECYCLING ADVISORY COMMITTEE

Adopted at the Annual General Meeting held on the 4th February 1998
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Revised according to amendments agreed at the AGMs of
29.09.1999, 07.11.2001, 06.11.2002, 16.10.2003, 01.11.2004, 24.10.2005, 13.11.2007,
06.10.2009

1. Objects

The objects of LARAC are to promote waste reduction re-use recycling composting and the use of recycled materials within a context of seeking to develop sustainable waste management practices and to minimise the impacts of waste in and on the environment and in particular to meet this overall objective at UK EU and wider international levels by:-

- (a) providing information to and exchanging information between local authorities and others
- (b) contributing to the development of policy and best practices
- (c) to represent the views of local authorities and local authority officers (within the objects of LARAC) to Governments and all appropriate sectoral interests
- (d) to encourage co-operation and partnership development as appropriate between local authorities and all sectors of the community.

2. Powers

LARAC shall have the following powers in the furtherance of the above objectives which may include without limitation the following powers:

- (a) to produce print broadcast and/or otherwise publish any educational or instructional material or other information to publicise or otherwise assist the promotion of the objects of LARAC by whatever means including without limitation film video pamphlets journals books leaflets television telecommunications displays exhibitions advertisements and electronic media (e.g. the internet and computer software)
- (b) to establish and to carry on courses seminars conferences and other forms of meeting for the purposes of training education discussion debate consultation and/or exchange of information or similar purposes
- (c) to make appeals for money and to solicit subscriptions to the funds of LARAC and to accept any gifts of real or personal property including those subject to any trust and or conditions compatible with the objects of LARAC

- (d) to engage or employ such personnel (whether as employees consultants advisors or however) as may be necessary to the promotion of the objects of LARAC
- (e) to establish and support or aid in the establishment and support of any company association or other organisation the promotion of which shall in any way be calculated to advance directly or indirectly the objects or interests of LARAC
- (f) to enter into any partnership or joint-purse or profit-sharing arrangement with any organisation company firm or person carrying on or proposing to carry on any activities within the objects of LARAC
- (g) to obtain all necessary permits licences or trade marks required for the purpose of enabling LARAC to carry out its objects upon such terms and conditions as it may think fit
- (h) to open and operate bank accounts and other facilities for banking
- (i) to sell improve manage develop turn to account exchange let on rent royalty share of profits or otherwise grant easements licences and other rights in or over and in any manner deal with or dispose of the undertaking and any or all of the property and assets for the time being of LARAC
- (j) to make payments or incur expenditure for purposes connected with or compatible with the objects of LARAC
- (k) to make charges and/or levy fees in respect of the provision of any services, goods or other thing whatsoever

to the extent that it is lawful to do so and to do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

3. Membership

- 3.1 Any Authority being a Waste Disposal Authority, a Waste Collection Authority or both a Waste Disposal Authority and a Waste Collection Authority situated in England Wales Scotland or Northern Ireland (including any local authority to which the function of collecting or disposing of household waste may be transferred as a result of any statutory reorganisation of local government) and whose objects support directly or indirectly the objects of LARAC shall qualify for membership of LARAC.
- 3.2 In addition any Authority being a Waste Disposal Authority, a Waste Collection Authority or both a Waste Disposal Authority and a Waste Collection Authority situated in England Wales Scotland or Northern Ireland and whose objects support directly or indirectly the

objects of LARAC shall qualify for membership of LARAC which has completely contracted out its client function to a wholly owned local authority company or to a wholly owned subsidiary of a local authority company whether or not that company or its parent company is wholly owned by the contracting authority and regardless of whether or not parallel staff employment contracts exist with the contracting authority shall be entitled to be a member subject to paragraph 3.8. In such circumstances the wholly owned local authority company will be entitled to receive all such benefits and rights and to fulfill all obligations required of members to which other members qualifying under paragraph 3.1 are entitled and obliged.

- 3.3 In the event that the wholly owned local authority company or its parent company ceases to be wholly owned by a local authority whether or not owned by the contracting Authority the entitlement of the local authority company to receive the benefits of membership shall cease forthwith and the benefits of membership shall return to the Authority. The Authority will then be required to appoint a new representative as required under paragraph 3.9 who must be in the direct employment of the Authority.
- 3.4 Furthermore any Authority in England Wales Scotland or Northern Ireland created by Act of Parliament or by Act of the Scottish Parliament and whose members are appointed by a plebiscite which has a strategic waste management function regardless of whether it has or does not have a direct operational waste management function may be entitled to be a member and to receive the same benefits and to fulfill the obligations of an authority eligible for membership under paragraph 3.1 subject to paragraph 3.8.
- 3.5 For the avoidance of doubt any authority which qualifies as a member under more than one category set out in paragraphs 3.1 to 3.4 shall only be entitled to be a member once and is only entitled to receive one set of benefits and to nominate one representative and to have one vote only at any meetings where voting is permitted or required.
- 3.6 The members of LARAC at the date of adoption of this Constitution shall be those bodies or persons listed in Part I of the Appendix to this Constitution.
- 3.7 The membership of LARAC shall in each financial year consist of those members who at the end of the preceding financial year still qualified for membership and whose membership has not ceased in accordance with paragraph 4 together with such additional members as shall during the financial year in question be admitted to membership in accordance with paragraph 3.8.
- 3.8 An Authority shall be eligible to be admitted to membership if they qualify for membership in accordance with paragraph 3.1 and have made a request in writing to the Executive Committee for admittance which is accompanied by the membership fee for the time being applicable. No Authority whose membership has ceased in accordance with paragraph 4 shall be eligible to be readmitted to membership for such period following the cessation of the previous membership as may in the circumstances be determined by the Executive Committee in its complete discretion. Any eligible Authority may be admitted to membership at the discretion of the Executive Committee.

- 3.9 Every member shall be entitled to receive from the Secretary a copy of the Constitution of LARAC at no charge. Each member shall nominate in writing a representative ("Representative") who shall during the continuance of her/his appointment be entitled to exercise all the rights and powers of the member appointing him/her in any General Meeting of LARAC provided such nomination is notified in writing to the Secretary in advance of such meeting. Any member may revoke or otherwise alter such nomination from time to time by notifying the Treasurer in writing and if appropriate nominating another person in substitution therefore. Any such revocation, substitution or other alteration may be made on a permanent or temporary basis, for a specified purpose, for a period of time or a particular meeting.
- 3.10 The Treasurer shall keep a register of the members in which shall be recorded the name and address of each member the date on which they became a member and if applicable the date on which they ceased to be a member. Every member is required to notify the Secretary in writing within seven days of a change of that member's name or address.
- 3.11 Notwithstanding the foregoing other local authority associations whose objects support directly or indirectly the objects of LARAC may apply for admission as an associate member of LARAC. The Executive Committee may in its complete discretion admit to associate membership of LARAC any such local authority association following its application upon such terms of associate membership as are for the time being applicable. Similarly the Executive Committee may, in its complete discretion, admit to associate membership any council, local authority, municipality, State or Government situated within:
- a) the European Economic Area, including those overseas territories which elect Members of The European Parliament
 - b) the Outermost Regions of the EU including those self-governing lands, territories or states which form part of any Kingdom, Republic or State which is a member of the European Union and, in addition, specifically includes councils and governments in The Isle of Man, The Channel Islands and Gibraltar
 - c) Switzerland, Monaco, Andorra, San Marino or Vatican City.

Associate members not located in the United Kingdom of Great Britain and Northern Ireland shall be entitled to receive written information or otherwise communicate with LARAC in English only.

- 3.12 The Executive Committee shall from time to time determine by a simple majority vote of those present the terms which shall apply to associate membership but such terms shall in any event provide that an associate member may not exercise any vote at any General Meeting nor shall it nor any representative of it be eligible for election to the Executive Committee. The terms applicable to associate membership may include without limitation provisions relating to attendance of associate members at General Meetings which may limit or restrict such attendance in any manner considered appropriate by the Executive Committee (whether such provisions apply generally or rely upon implementation by a further decision of the Executive Committee in relation to any specific General Meeting or any business to be conducted thereat) and provisions

as to documentation (for example minutes of meetings) of which they shall or shall not be entitled to receive copies (if any).

- 3.13 The Executive Committee shall in respect of any change to the terms of associate membership which shall have previously been published (by serving on the members and any associate members for the time being of LARAC) give at least 14 days notice of the changes to such terms prior to those changes coming into force and having effect to the members and any associate members for the time being of LARAC.
- 3.14 The Executive Committee shall be entitled to terminate the associate membership of any person body or other organisation for any reason which would cause the cessation of membership of LARAC or otherwise in accordance with the terms applicable to associate membership for the time being.
- 3.15 Notwithstanding the foregoing provisions any person who has held the office of Chair in accordance with paragraph 9.8 shall (subject to paragraph 3.18) be entitled to be admitted as an honorary member of LARAC and such membership shall be personal to the individual
- 3.16 An honorary member of LARAC shall not be entitled to vote at any meeting of LARAC or be eligible for election to the Executive Committee and the Executive Committee may from time to time determine by a simple majority vote of those present any such other terms which shall apply to honorary membership. The terms applicable to honorary membership may include without limitation provisions relating to attendance of honorary members at General Meetings which may limit or restrict such attendance in any manner considered appropriate by the Executive Committee (whether such provisions apply generally or rely upon implementation by a further decision of the Executive Committee in relation to any specific General Meeting or any business to be conducted thereat) and provisions as to documentation (for example minutes of meetings) of which they shall or shall not be entitled to receive copies (if any).
- 3.17 The Executive Committee shall in respect of any change to the terms of honorary membership which shall have previously been published (by serving on the members and any associate members for the time being of LARAC) give at least 14 days notice of the changes to such terms prior to those changes coming into force and having effect to the members and any honorary members for the time being of LARAC.
- 3.18 The provisions of paragraph 3.15 shall not apply to any person for so long as that person has a material conflict and in the event of doubt as to whether a material conflict exists the matter shall be determined by the Executive Committee by a simple majority vote of those present Provided that if the material conflict ceases to exist then such person as is otherwise qualified under paragraph 3.15 shall be entitled to be readmitted as an honorary member.
- 3.19 Save as provided in paragraph 3.16 the Executive Committee (determined by a simple majority vote of those present) shall be entitled to confer upon honorary members such of the benefits as may be received by other members as they think fit (for example the provision of newsletters, technical papers, and attendance at conferences at members rates).

4. Cessation of Membership

- 4.1 Rights and privileges of a member shall save as otherwise provided in this Constitution not be transferable nor transmissible and all such rights and privileges (including for the avoidance of doubt any claims upon LARAC or its property) shall automatically terminate on cessation of membership
- 4.2 Cessation of membership of LARAC shall occur immediately a member:
- 4.2.1 fails to pay the annual membership fee for the time being prescribed pursuant to paragraph 5.2.4 within three months of its due date; or
 - 4.2.2 resigns by notice in writing to the Secretary; or
 - 4.2.3 is expelled by Extraordinary Resolution of a General Meeting for conduct prejudicial to or injurious to the objects or character of LARAC; or
 - 4.2.4 is wound up or goes into liquidation; or
 - 4.2.5 ceases to qualify for membership; or
 - 4.2.6 (being an honorary member) has a material conflict.
 - 4.2.7 (being a wholly owned company) ceases to be a wholly owned local authority company or the subsidiary of a wholly owned local authority company in which case membership returns to the contracting Authority as set out in paragraph 3.3.
- 4.3 The due date for payment of the membership fee for the time being prescribed pursuant to paragraph 5.2.4 in respect of a financial year shall be the 14th April in that financial year or the date of admission to membership, if later.

5. Annual General Meeting

- 5.1 LARAC shall in each calendar year hold an Annual General Meeting of which three weeks notice in writing shall be given and which except in the case of the first Annual General Meeting following the adoption of this Constitution shall be held not more than 14 months after the holding of the last preceding Annual General Meeting.
- 5.2 The business of an Annual General Meeting shall comprise:
- 5.2.1 the consideration of the annual report and accounts presented by the Executive Committee and prepared in accordance with paragraph 13.3
 - 5.2.2 the announcement of the results of the elections to the Executive Committee pursuant to paragraph 9.5.1
 - 5.2.3 the announcement of any honoraria paid or to be paid (by way of report of the Executive Committee)

- 5.2.4 prescribing the membership fees to be applicable from the commencement of the following financial year provided that no fees shall be payable by honorary members
 - 5.2.5 the report of the Executive Committee concerning any alterations to the Constitution of LARAC which are proposed
 - 5.2.6 the appointment of auditors for the purpose of paragraph 13.3 until the end of the next Annual General Meeting (provided that motions for their removal and replacement or to fill any vacancy amongst their number occurring during that period may be dealt with by simple majority vote at any Ordinary General Meeting)
 - 5.2.7 such other business as may have been specified in the notices calling the meeting.
- 5.3 It shall be the duty of the Executive Committee to fix the date of the Annual General Meeting and it shall be the duty of the Secretary to issue appropriate notice to all the members.
- 5.4 The Executive Committee may whenever they think fit convene an Ordinary General Meeting on appropriate notice.
- 5.5 Where a number of members equal to at least ten per cent of the membership of LARAC so require by notice in writing to the Secretary an Ordinary General Meeting shall be convened on appropriate notice.
6. Notices
- 6.1 All General Meetings (which shall include both Annual General Meetings and Ordinary General Meetings) shall be called by at least twenty-one days notice.
- 6.2 Notice of every General Meeting shall be given in writing to every member of LARAC and shall be given personally or sent to each member at the address recorded in the Register of Members and to other persons at their Registered Office.
- 6.3 Notices 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 an Executive Committee member or any other Extraordinary Resolution such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified.
- 6.4 6.4.1 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.

- 6.4.2 Where notice is sent by telex, telefax or cable notice shall be deemed to have been served on the working day on which the notice was transmitted provided transmission took place prior to 5 p.m. on that working day, but if transmitted after 5 p.m. on any working day shall be deemed to have been served on the working day following the working day on which it was transmitted, provided always that the transmission is sent to the correct address (which in the case of facsimile transmission shall be the appropriate facsimile number).
- 6.4.3 Where notice is delivered personally, notice shall be deemed to have been served immediately at the time of delivery if served during the working day or if not, the following working day.
- 6.5 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.
7. Quorums for General Meetings
- 7.1 No business shall be transacted at a General Meeting unless a quorum of members is present. Ten per cent of the members entitled to vote or 30 (thirty) members entitled to vote whichever is the lesser shall be the quorum.
- 7.2 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 until the same day in the next week at the same time and the same place or otherwise as the Executive Committee may decide and all members shall be informed by such means as is practicable of the time and date when the meeting will be reconvened. The members present at the reconvened meeting shall constitute the quorum therefore but no business shall be transacted at the reconvened meeting which was not specified in the notice calling the meeting which was adjourned.
8. Proceedings at General Meeting
- 8.1 At every General Meeting the Chair of LARAC shall preside. At any General Meeting where the Chair is not present within the time appointed for the meeting the Vice-Chair of LARAC shall preside and in the event of his/her absence the members present shall choose one of their number to preside over that meeting as though, for all purposes in connection with that meeting only, that person was the Chair and he/she shall conduct the business of the meeting in an orderly manner.
- 8.2 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 to such time and place as the meeting shall determine 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 unless required pursuant to any other provision of this Constitution it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 8.3 Any member for the time being of LARAC who has duly paid in full his membership fee for the financial year in question or its duly nominated representative for the time being (but not both) shall be entitled to vote on any question at any General Meeting.
- 8.4 Every member entitled to vote (or its duly nominated representative) shall have one vote.
- 8.5 Unless otherwise stipulated in the notice calling a General Meeting members entitled to vote may do so by post. The Secretary shall ensure that every notice of a General Meeting is accompanied by the form for postal votes authorised for the time being by the Executive Committee. Any postal vote not submitted on the authorised form or which is not duly attested by the member or its nominated representative shall be void. No postal vote received by the Secretary of LARAC later than two full working days before the date of any General Meeting at which a ballot in respect of that vote is to take place shall be valid or taken into account. The votes given by postal votes which are valid shall be recorded after the votes taken by ballot have been recorded and shall be added to the votes for or against as appropriate and according to the form of ballot undertaken at the meeting. For the avoidance of doubt any reference in this Constitution to the result of a ballot or the manner in which a vote shall be decided or the measurement of votes cast (whether by show of hands or secret ballot) shall be deemed to include a reference to any valid postal votes received in accordance with this paragraph 8.5.
- 8.6 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 five members present or by members holding not less than 10% of the total voting rights for the time being exercisable whichever is the lesser.
- 8.7 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 book containing the minutes of the proceedings of LARAC shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions.
- 8.8 If a secret ballot is duly demanded it shall be taken in such a manner as the Chair directs provided that each member 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.
- 8.9 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 that secret ballot has been demanded. The demand for a secret ballot may be withdrawn.
- 8.10 In the case of an equality of votes whether on a show of hands or on a secret ballot the Chair shall have a second or casting vote.
- 8.11 8.11.1 If valid postal votes are received in respect of a resolution proposed at a General Meeting then no material amendments may be made to the resolution unless notice of such a motion to amend has been given to members together with

appropriate postal vote forms (in the approved form) at least fourteen days before the General Meeting at which the resolution is due to be proposed.

- 8.11.2 Any member (including any who has submitted a postal vote upon the resolution originally being proposed) shall be entitled to submit a postal vote upon the motion to amend such a resolution and a further postal vote on the resolution as it would be amended if the motion to amend were carried, both postal votes to be made in accordance with paragraph 8.5.
- 8.11.3 The order of business of the General Meeting shall be such that the votes on the motion to amend the originally proposed resolution shall be taken prior to the votes being taken on the original proposed resolution. If the motion for the proposed amendments is passed by a simple majority of votes cast then the proposed resolution shall be amended accordingly and a vote taken only in respect of the proposed resolution as thereby amended.
- 8.11.4 Nothing in this paragraph 8.11 shall prevent the making of amendments to a proposed resolution without giving the notice required by paragraph 8.11.1 if the number of valid postal votes received in relation to such proposed resolution is less than the number of votes which would be required to defeat a motion to amend the proposed resolution (any vote on such a motion being decided on the basis of the votes cast on such a motion). The effect of this paragraph will therefore be that any valid postal vote received in respect of the resolution originally proposed (whether for or against the resolution originally proposed) shall be deemed to be a vote against a motion to accept any amendments to such a resolution.
- 8.12 A resolution in writing signed by all the members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the same form each signed by one or more members.
- 8.13 LARAC may by a majority resolution of a General Meeting at its discretion invite other persons to attend its meetings with or without speaking rights but in any event without voting rights. The Chair for the time being may at his/her discretion invite other persons to attend a General Meeting without speaking or voting rights.
9. Executive Committee
- 9.1 LARAC shall have an Executive Committee comprising not less than 6 (six) and not more than 20 (twenty) persons. The first members of the Executive Committee shall be those persons named in Part II of the Appendix to this Constitution and shall save as otherwise provided continue as members of the Executive Committee until the end of the first Annual General Meeting which follows the adoption of this Constitution.
- 9.2 At the conclusion of the first Annual General Meeting which follows the adoption of this Constitution the Executive Committee shall comprise the following:

- 9.2.1. Representatives elected by postal ballot of all LARAC members prior to the Annual General Meeting in accordance with paragraph 9.5 provided that the maximum number of Representatives who may for the time being hold office pursuant to this paragraph 9.2.1 shall be six; and
- 9.2.2 Representatives duly elected by any qualifying LARAC Forum in accordance with paragraph 9.6; and
- 9.2.3 Any Representative which the Executive Committee shall for the time being co-opt to the Executive Committee provided that the number of persons so co-opted shall not exceed four at any time; and
- 9.2.4. The members of the Executive Committee holding the offices of the Chair and Vice-Chair, Treasurer and Secretary immediately prior to the first Annual General Meeting which follows the adoption of this Constitution who shall continue as members of the Executive Committee and to hold those offices until the first meeting of the Executive Committee which is held after such Annual General Meeting;

each of whom as a member of the Executive Committee shall be referred to as an Officer of LARAC

9.3 Officers shall save as otherwise provided by this Constitution hold office as follows:

- 9.3.1 Of the Officers elected pursuant to paragraph 9.2.1 the three who received the highest number of votes in the first ballot held following the adoption of this Constitution shall hold office until the end of the second Annual General Meeting which follows their election to the Executive Committee. The remaining Officers elected pursuant to paragraph 9.2.1 in such ballot shall hold office until the end of the first Annual General Meeting which follows their election to the Executive Committee. Thereafter at the end of each Annual General Meeting three Officers holding office pursuant to paragraph 9.2.1 shall retire in order of seniority of election and in the case where as a result of equal seniority the determination of which Officer or Officers shall retire is unresolved the order of retirement in respect of those Officers affected due to their equal seniority shall be determined by lot (of the Officers affected).
- 9.3.2. The Officers elected to the Executive Committee pursuant to paragraph 9.2.2 shall hold office for no more than two years unless re-elected by the LARAC Forum which he represents. Each re-election shall be limited to a term of 2 years or until earlier re-election as the case may be. There is no limit on the number of times an Officer may be re-elected pursuant to this paragraph 9.3.2.
- 9.3.3 Co-opted Officers must retire at the Annual General Meeting following their co-option.

9.4 On expiration of the period of office for which she/he was appointed an Officer shall be eligible for re-election or co-option.

- 9.5 9.5.1. Nominations for election to the Executive Committee pursuant to paragraph 9.2.1 must be made in writing by two or more members of LARAC. Nominations shall be sought by the Secretary by notice to all members at least six weeks prior to the Annual General Meeting and must be made within two weeks. Notice of the nominations shall be delivered with the notice of the Annual General Meeting together with the authorised form for postal votes which shall list the names of the nominated candidates only in alphabetical order. Only postal votes shall be valid in connection with the election of such Officers and only those which would be taken into account in accordance with paragraph 8.5 as if the ballot in respect of which the votes are being taken were to be held at the Annual General Meeting. Each member shall be entitled to vote for three separate candidates (from amongst those who have been duly nominated for election) provided that in the case of the first Annual General Meeting following the adoption of this Constitution that number shall in any event be six. The Executive Committee may in addition from time to time in a notice which shall accompany or shall be incorporated within the authorised form for postal votes sent to each member of LARAC stipulate that each member shall be entitled to vote for an additional number of candidates specified in the notice as would be necessary to enable the number of Representatives holding office pursuant to paragraph 9.2.1 following the first meeting of the Executive Committee which is to be held after the Annual General Meeting at which such election results shall be announced to be maintained at or increased to the maximum number permitted by paragraph 9.2.1.
- 9.5.2 If any candidate declines to serve after being elected the candidate who has the next largest number of votes must be deemed to be elected.
- 9.5.3 If two or more candidates obtain an equal number of votes the Executive Committee shall select by lot from such candidates the candidate or candidates who is or are to be elected.
- 9.5.4 If insufficient candidates are nominated to fill any such vacancies as the Executive Committee propose to stipulate in accordance with paragraph 9.5.1 then they may themselves nominate by simple majority vote additional candidates.
- 9.5.5 A Representative shall not be deemed to have been elected to the Executive Committee pursuant to paragraph 9.5.1 until the result of the elections are announced at the Annual General Meeting
- 9.6 A LARAC Forum shall qualify to elect one Representative from amongst their number to the Executive Committee as follows:-
- 9.6.1 in the case of a LARAC Forum based in England one Representative shall be elected in each RDA Region; or
- 9.6.2 in the case of a LARAC Forum based in Scotland Northern Ireland or Wales one Representative shall be elected in each said country

Each qualifying LARAC Forum shall be entitled to de-select any Representative elected by them if they shall at any time during his period of office decide to do so by Special Resolution and shall be entitled to elect by a majority vote a replacement Representative therefore provided such removal and replacement shall only be effective on notice in writing (together with evidence of the relevant resolutions) being received by the Secretary.

- 9.7 A Representative shall immediately cease to be a member of the Executive Committee of LARAC if she/he:
- 9.7.1 resigns from the Executive Committee in writing to the Secretary; or
 - 9.7.2 is the representative of an organisation which ceases to be a member of LARAC including those circumstances set out in paragraph 3.3; or
 - 9.7.3 in the opinion of the Executive Committee determined by simple majority vote fails to declare his/her interest in any matter as referred to in paragraph 10.12; or
 - 9.7.4 is absent from three successive meetings of the Executive Committee during a continuous period of twelve months without special leave of absence from the Executive Committee and they pass a resolution that she/he has by reason of such absence vacated office; or
 - 9.7.5 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 9.7.6 is removed from office by resolution of LARAC in General Meeting for any reason whatsoever; or
 - 9.7.7 being an Officer elected by a LARAC Forum is de-selected by Special Resolution of that LARAC Forum and notice in writing thereof is received by the Secretary; or
 - 9.7.8 in the opinion of the Executive Committee (determined by Extraordinary Resolution of the Executive Committee) ceases to hold employment relevant to the objects of LARAC; or ceases to be employed by a member of LARAC; or
 - 9.7.9 is de-selected by the member for whom he/she acts as a Representative such de-selection being effective from the date on which notice thereof is received by the Secretary in writing; or
 - 9.7.10 in the opinion of the Executive Committee (determined by Extraordinary Resolution of the Executive Committee) is responsible for any conduct prejudicial to or injurious to the objects or character of LARAC; or
 - 9.7.11 is disqualified for the time being from being a director of a company; or
 - 9.7.12 he is or may be suffering from mental disorder and either:

- 9.7.12.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - 9.7.12.2 an Order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs.
- 9.8 The Executive Committee shall elect from amongst themselves by secret ballot on a simple majority vote of all those present at the first Executive Committee following an Annual General Meeting persons to hold certain offices including the Chair the Vice Chair the Secretary the Treasurer and Membership Secretary. Other offices shall be designated by the Executive Committee from time to time as necessary and filled from amongst the members of the Executive Committee by simple majority vote. Persons appointed to such offices shall continue to hold those offices until the first meeting of the Executive Committee following the next Annual General Meeting unless the Executive Committee by Special Resolution determines that such office should be vacated earlier or the Officer gives notice of his intention to resign from such office or his/her membership of the Executive Committee pursuant to paragraph 9.7. The Executive Committee shall be entitled to fill any vacancy, which occurs in any such office from amongst themselves or by co-opting other Representatives in accordance with paragraph 9.2.3 by simple majority voting. No officer of LARAC may hold the office of Chair for a period longer than four consecutive years.
- 9.9 Any member entitled to vote at a General Meeting shall also be entitled to attend but not to speak or to vote at any meeting of the Executive Committee provided at least fourteen days prior written notice of that member's intention has been given to the Chairman in respect of that Executive Committee meeting.
10. Proceedings of the Executive Committee
- 10.1 The Chair may and the Secretary on the requisition of two or more Officers shall summon a meeting of the Executive Committee by giving reasonable notice to all Officers. Notice shall be sent to the address recorded in the Register of Members for each of the members for which any Officer is the nominated Representative unless an Officer has provided the Secretary in writing with an alternative address for the delivery of notices to him/her for a specified period. Such a temporary address for the delivery of notices may be within the UK or otherwise.
- 10.2 The quorum necessary for the transaction of business of the Executive Committee shall be 5 (five) Officers and following the first Annual General Meeting comprising at least one person elected to represent a LARAC Forum and one person directly elected by the Annual General Meeting who are present.

- 10.3 The Executive Committee may act regardless of any vacancy in their body but if and so long as their number is less than the prescribed minimum in this Constitution the Executive Committee may act for the purposes of increasing the number of Officers to that number or of summoning a General Meeting of LARAC but for no other purpose. At any time the Executive Committee if it decides to fill any vacancies therein may co-opt Representatives in accordance with paragraphs 9.2.3 and 9.8 and/or may decide to take as a member of the Executive Committee the candidate who in the most recent election at an Annual General Meeting for membership of the Executive Committee acquired the highest losing number of votes (provided this occurs within one year of the election being completed).
- 10.4 The Chair shall preside at all meetings of the Executive Committee. At any meeting of the Executive Committee where the Chair is not present within 5 (five) minutes of the time appointed for the meeting the Vice-Chair shall preside and in the event of his/her absence the Officers present shall choose one of their number to preside over the meeting as though that person were the Chair and who shall conduct the meeting in an orderly manner.
- 10.5 The Executive Committee shall cause accurate records to be made in books provided for that purpose of:
- 10.5.1 the name and address of all persons appointed to office and the office held
 - 10.5.2 the names of the Officers and other persons present at all Executive Committee and Sub-Committee Meetings of LARAC
 - 10.5.3 minutes of all proceedings and resolutions at all Executive Committee and Sub-Committee Meetings of LARAC.
- 10.6 The Executive Committee may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall unless otherwise provided by this Constitution be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote.
- 10.7 The Executive Committee may establish from time to time sub-committees consisting of such Officers and others as they think fit which shall conform to any regulations imposed on it by the Executive Committee and delegate any of their powers other than issues relating to the employment of staff (to such sub-committees)
- 10.8 All acts done by any meeting of the Executive Committee or by any person acting as a member of the Executive Committee shall even if it be afterwards discovered that there was some defect in the appointment of any member of the Executive Committee or person acting as such or that they or any of them were disqualified be as valid as if every person had been duly appointed and was qualified to be a member of the Executive Committee.
- 10.9 A resolution in writing signed by all the members of the Executive Committee who for the time being are entitled to vote shall be valid and effective as if it had been passed

at a meeting of the Executive Committee and may consist of several documents in the same form each signed by one or more members of the Executive Committee.

- 10.10 The Executive Committee may at its discretion invite other persons to attend its meetings with or without speaking rights but in any event without voting rights.
- 10.11 In the event that any motion is to be put to the Executive Committee for the expulsion of an Officer from the Executive Committee then notice of such motion shall be given at least three weeks before the meeting at which such motion is to be decided and any member or Officer whose expulsion is proposed shall have the right to make representations to the meeting at which the decision is to be made and shall be entitled to invite one other person to attend at such meeting to speak on his behalf who shall for the avoidance of doubt whether or not he is a member or a Representative be entitled to speak at such meeting.
- 10.12 An Officer shall declare an interest in any matter in which she/he or his/her employer or the member for whom he/she is the nominated Representative (if different) has a personal or material interest and may only speak on such matter with the consent of the majority of Officers present and may not vote on any question arising from such matter provided that an Officer or his/her employer or the member for whom he/she is the nominated Representative (if different) shall not be regarded as having a personal or material interest if more than 25% of the Officers present at that time would otherwise on that ground alone be prevented from voting thereon but nevertheless such Officer shall declare the interest which it does have in that matter and the circumstances which permit him/her to vote shall be properly recorded and further provided that this paragraph shall not prevent an Officer or a LARAC member from speaking on a matter which relates to a proposal for the expulsion of an Officer or a member of LARAC.
- 10.13 Any remuneration of Officers shall only be in respect of services actually rendered to LARAC and shall be first approved by simple majority vote of the Executive Committee. Officers and others acting at the request of the Executive Committee may also be paid all reasonable expenses incurred by them in attending and returning from meetings of the Executive Committee or General Meetings of LARAC or in connection with the business of LARAC where those expenses are not reimbursed by LARAC member whom he/she represents.
- 10.14 Any Officer may act in a professional capacity for LARAC and she/he or her/his Authority shall be entitled to remuneration for professional services rendered.

11. Powers and Duties of the Executive Committee

- 11.1 The business of LARAC shall be managed by the Executive Committee who may pay all expenses of the formation of LARAC as they think fit and save as otherwise provided by their Constitution may exercise all such powers of LARAC as may be exercised and done by LARAC.
- 11.2 Without prejudice to the foregoing the Executive Committee shall:

- 11.2.1 propose for approval by an Annual General Meeting the level of membership fee to be paid by members in accordance with paragraph 5.2.4
 - 11.2.2 be entitled to resolve and subsequently direct the Trustees to grant licences for the use of any property or assets of LARAC provided that no such resolution shall be made unless the Trustees have first approved such licences including the terms thereof.
 - 11.2.3 consider and make decisions on any matter which this Constitution identifies as being a matter in respect of which the Executive Committee is entitled to make a decision
 - 11.2.4 make appropriate nominations for appointment of auditors in accordance with paragraph 5.2.6.
- 11.3 The Executive Committee shall not save as provided in paragraph 11.2.2 resolve to dispose of any property or assets of LARAC or otherwise direct the Trustees to do so without the approval of LARAC by simple majority vote of a General Meeting
- 11.4 No regulation made by LARAC in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid had that regulation not been made.
- 11.5 All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for monies paid to LARAC shall be signed drawn accepted and endorsed or otherwise executed in such manner as the Executive Committee shall from time to time decide.
- 11.6 The members of the Executive Committee shall be indemnified by the members of LARAC against all liabilities properly incurred by them in the management of the affairs of LARAC.
12. Constitutional Changes
- 12.1 No modification addition deletion or other alteration (collectively and separately hereafter referred to as "an alteration") may be made to this Constitution unless approved by Special Resolution of LARAC in General Meeting such alteration to take effect immediately the Special Resolution is passed.
 - 12.2 Within 14 days of any alteration to the Constitution taking effect pursuant to paragraph 12.1 a copy of the amendments by such alteration shall be produced and sent to each member of LARAC.
13. Accounts
- 13.1 The Executive Committee shall cause proper accounts to be kept (in accordance with any applicable law for the time being in force) with respect to:

- 13.1.1 all sums of money received and expended by LARAC and the matters in which the receipt and expenditure takes place
- 13.1.2 all sales and purchases of goods and/or services by LARAC and
- 13.1.3 the assets and liabilities of LARAC
- 13.2 The accounts shall be kept by the Treasurer at such place as he shall notify to the Chair from time to time or at such other place as the Executive Committee thinks fit and shall always be open to the inspection of all members and officers of LARAC at reasonable times.
- 13.3 The Executive Committee shall cause to be prepared and to be laid before LARAC at each Annual General Meeting, such income and expenditure accounts, balance sheets and Treasurer's report relating to the previous financial year just completed. The accounts shall be verified by External Auditors.

14. Assets

The income and property of LARAC however obtained shall be applied solely for the promotion of the objects of LARAC as set out herein and no portion shall be paid or transferred directly or indirectly to any members of LARAC provided that nothing shall prevent any payment in good faith by LARAC:

- 14.1 of reasonable proper remuneration to any member Officer or servant of LARAC in return for any service actually rendered to LARAC;
- 14.2 of interest on money lent by any member of LARAC at a rate of interest per annum not exceeding 1% above the base-lending rate of LARAC's bankers for the time being;
- 14.3 of reasonable proper rent for premises demised or let by any member of LARAC;
- 14.4 as payment of reasonable out of pocket expenses properly incurred by any member Officer or servant whilst acting on behalf of LARAC.

15. Trustees

- 15.1 The Executive Committee shall by simple majority vote from time to time appoint two or more (but no greater than 4) members of LARAC who have consented so to act to be Trustees in whose name or names as the case may be (or the survivors or survivor of them as the case may be) the property and assets of LARAC (other than cash at the bank) shall be held and who shall deal with such property and assets as directed by simple majority resolution of the Executive Committee for and on behalf of LARAC in pursuance of its objects. Entry in the books of the Executive Committee minutes kept pursuant to paragraph 10.5.3 shall be conclusive evidence of any such resolution.
- 15.2 When duly authorised by resolution of the Executive to do so the Trustees for the time being shall have full power to sign and execute on behalf of LARAC any deeds and

documents without incurring any personal liability in respect thereof and they shall be entitled to an indemnity out of the property and assets of LARAC for all expenses and other liabilities properly incurred by them in the discharge of their duties.

- 15.3 A Trustee shall cease to hold office immediately if he shall cease to be a member of LARAC or is removed from the office of Trustee by a resolution passed by not less than two thirds of the members of the Executive Committee entitled to attend and vote at an Executive Committee Meeting (at which meeting the Trustee concerned shall have the right to appear and speak but not to vote). If a Trustee ceases to hold office he shall do all such things as are necessary to release any interest he may have in any property or assets of LARAC as Trustee to the remaining Trustees.
- 15.4 In the event of a vacancy occurring in the office of Trustee which results in the number of Trustees being reduced to fewer than two the Executive Committee shall at its next meeting after the occurrence of such vacancy elect such other member or members of LARAC (who shall have consented to so act) as Trustees as are necessary to comply with paragraph 15.1.

16. Winding Up

- 16.1 LARAC may be wound up if at least 75% of members (who would be entitled to vote at a General Meeting) by a postal ballot vote to do so. A motion to wind up LARAC may be put forward if no less than 20% of the members entitled to vote at any meeting agree in writing to such a motion.
- 16.2 In the event of winding up all local authorities who are members of LARAC at the time of winding up or who have been members entitled to vote during the previous financial year shall each be entitled to an equal share of any remaining assets once all liabilities have been settled.
- 16.3 If at the time of winding up net liabilities exceed net assets then all local authorities who are members entitled to vote at the time of winding up or who have been members entitled to vote during the previous financial year shall be liable to an equal share of any and all debts remaining unpaid.

17. Interpretation and Construction

17.1 In this Constitution:

- 17.1.1 Reference to masculine feminine or neutral genders shall include the other genders and reference to the singular number shall include the plural and vice versa
- 17.1.2 Reference in this Constitution to any paragraph shall mean a paragraph of this Constitution
- 17.1.3 The paragraph headings do not form part of the Constitutions and shall not be taken into account in its construction or interpretation

- 17.1.4 References to any statutory provision are to be construed as references to that statutory provision as amended supplemented reenacted or replaced from time to time (whether before or after the date of this Constitution) and are to include any orders regulations instruments or other subordinated legislation made under or deriving validity from that statutory provision
- 17.1.5 The words “other” and “otherwise” are not to be construed ejusdem generis with any foregoing words where a wider construction is possible
- 17.1.6 The words “including” or “in particular” are to be construed as being by way of illustration or emphasis only and are not to be construed as nor shall they take effect as limiting the generality of any foregoing words.
- 17.1.7 Any reference to a simple majority vote shall be a reference to an Ordinary Resolution.
- 17.1.8 Any reference, notice or notification being given to the Secretary or the Treasurer shall, in the absence of such person, be a reference to the Chair or in his/her absence, the Vice-Chair.
- 17.1.9. Any reference to “financial year” shall mean a period of 12 months commencing on the 1st April and ending on the 31st March the following year
- 17.1.10 Any reference to local authority shall be a reference:
- 17.1.10.1 in England to a county council, a district council, a London borough council or the Common Council of the City of London or the Greater London Authority.
 - 17.1.10.2 in Wales to a county council or a county borough council.
 - 17.1.10.3 in Scotland to a district council.
 - 17.1.10.4 in Northern Ireland to a district council.

17.2 Definitions

In this Constitution the following words and phrases shall have the meanings next given:

- “Annual General Meeting” shall mean the General Meeting to be held in each calendar year and which is to undertake the business set out in paragraph 5.2
- “Authority” shall mean an authority, organisation or other body which is a Waste Disposal Authority or a Waste Collection Authority or both or which has been created by Act of Parliament or by Act of the Scottish Parliament to carry out amongst its other functions waste management functions whether on a strategic or operational basis.

“Chair”	shall mean the Officer elected to hold the office of Chair for the time being in accordance with paragraph 9.8
“Constitution”	shall mean the constitution and rules of LARAC set out in this document as amended from time to time in accordance with the provisions hereof
“Extraordinary Resolution	shall mean a resolution which is passed by a majority of those entitled to vote (for the avoidance of doubt, those not voting being deemed to have voted against the resolution)
“General Meeting”	shall mean a meeting of the members of LARAC and every such meeting which is not an Annual General Meeting shall be an Ordinary General Meeting
“LARAC”	shall mean the Local Government Association known as the Local Authority Recycling Advisory Committee
“LARAC Forum”	shall mean a forum open to those members of LARAC in each RDA Region and in Scotland Northern Ireland and Wales whose membership has not ceased
“Material conflict”	shall mean that <ul style="list-style-type: none"> (1) the member of LARAC or any immediate member of his family is in any full-time, part-time or intermittent employment, office, trade or profession carried on by them for profit or gain (other than employment by a body which is an ordinary or associate member of LARAC) and they or any person who employs or appoints them (other than a body which is an ordinary or associate member of LARAC), any firm in which they are a partner, or any company of which they are a remunerated director, might be reasonably be regarded as likely to benefit financially from the member taking the benefits of membership of LARAC; or (2) the member of LARAC otherwise is deemed by the executive committee by a majority vote to have a conflict of interest with the interests of LARAC
“Officer”	shall mean a member of the Executive Committee
“Ordinary General	shall mean a general meeting of the members of

Meeting”	LARAC other than an Annual General Meeting
“Ordinary Resolution”	shall mean a resolution which is passed by a simple majority of the valid votes cast on such resolution
“RDA Region”	shall mean a region as defined in Schedule 1 to the Regional Development Agencies Act 1998 attached as Part II of the Appendix attached to this Constitution
“Representative”	shall mean the representative duly appointed by a member in accordance with paragraph 3.5
“Secretary”	shall mean the Officer appointed to hold the office of Secretary for the time being in accordance with paragraph 9.8
“Special Resolution”	shall mean a resolution which is passed by seventy five per cent of the valid votes cast on such resolution
“Treasurer”	shall mean the Officer appointed to hold the office of Treasurer for the time being in accordance with paragraph 9.8
“Vice Chair”	shall mean the officer appointed to hold the office of Vice Chair for the time being in accordance with paragraph 9.8
“Waste Disposal Authority”	shall have the meaning ascertained in accordance with the Environmental Protection Act 1990 Section 30
“Waste Collection Authority”	shall have the meaning ascertained in accordance with the Environmental Protection Act 1990 Section 30