

# **ANNEX 4**

**Form IPPC Part A – application for a permit, variation, transfer or surrender  
For Malta Environment & Planning Authority Use Only**

Data received      Fee received: Yes   No      Amount received      Name assigned to installation

☐   ☐

**Application for a permit, variation, transfer or  
surrender**

**Integrated Pollution Prevention and Control**

Integrated Pollution Prevention and Control Regulations 2002

**Introduction to Part A**

**When to use this form**

Use this form if you are sending an application to the MEPA under the Integrated Pollution Prevention and Control Regulations 2002 ('the IPPC Regulations').

The form is to be used for applications made in respect of both 'installations' and 'mobile plant' (and in the rest of the form, the term 'installation' also covers 'mobile plant' where appropriate).

**Before you start to fill in this form**

There may be two or more operators in a single installation. Each operator will need a permit, each obtained by a separate application. Your applications will principally relate to the part of the installation under your control, but will also need to include some information on the rest of the installation. This will help us to assess the operation of the whole installation. The term "installation", when used in this application form (and elsewhere) may refer to either the whole or part of the installation, depending on the nature of the information we are seeking to obtain.

**Which parts of the form to fill in**

The form is in five parts but we usually only send you the parts you need to fill in. Everyone has to fill in Part A, and prepare and sign a covering letter at the end of their application.

The other parts you need to fill in depends on the type of application you are making:

- To apply for a new permit – fill in Parts A and B;
- To vary an existing permit – fill in Parts A and C;
- To transfer all or part of an existing permit to someone else – fill in Parts A and D. This should be a joint application by the transferor and the transferee;
- To surrender all or part of an existing permit – fill in Parts A and E.

**Other documents we need to see**

There are a number of other documents you will need to send us with your application. Each time a request for documents is made in the application form you will need to record a document reference number for the document or documents that you are submitting in the box provided on the form for this purpose.

Please also mark the document(s) clearly with this reference number and either the application reference number if you know it or your existing permit number. If you do not have either of these, please use the name of the installation.

If you know your Application Reference Number, please enter it into the box below:

IP 0001/06

**Using continuation sheets**

In the case of questions required to be answered on the application form itself, please use a continuation sheet if you need extra space; but please indicate clearly on the form that you have done so by stating a document reference number for that continuation sheet. Please also mark the continuation sheet itself clearly with the information referred to above.

**Copies**

Please send 1 hard copy and 9 soft copies of the application form and all supporting information.

**If you need help and advice**

We have made the application form as straightforward as possible, but please get in touch with us if you need any advice on how to set out the information we need.

Please get in touch with us on 2290 7230.

## A1 About your application

### A1.1 What type of application are you making?

- ☐ new permit
- ☐ variation of an existing permit
- ☐ transfer of an existing permit
- ☐ surrender of an existing permit

### A1.2 Name of the installation

Ghallis Non-hazardous Engineered Waste Facility

Please tell us if this name is:

- ☐ already agreed with the MEPA; or
- ☐ one that you are proposing.

### A1.3 Please give the address of the site of the installation, and a map or plan showing the site of the installation and the location of the installation on the site

Street Address		
Locality	L/O Naxxar	Post Code

### A1.4 Give details of any existing permit(s) for the installation.

Please give details of any applicable waste management licences, planning permits or water discharge consents. Include permit number(s), type(s) and date(s) of issue, and submit copies.

IPPC permit IP 0001/06

PA 04834/04 Development of controlled landfill and ancillary facilities

PA 00964/11 Amendments to PA 4834/04 including sanctioning of variations

## A2 Authorised contacts

It will help us to have someone who we can contact directly with any questions about your application. The person you name should have the authority to act on your behalf.

### A2.1 Who can we contact about your application?

This could be an agent rather than the operator.  
Name

Ing Saviour Abela

Position

Chief Executive Officer

Address

Street Address	WasteServ Malta Limited	
	EkoCentre	
	Triq il-Latmija	
Locality	Marsaskala	Post Code

Phone Number 23858000

Fax Number 21441930

Email address  
saviour.m.abela@wasteservmalta.com

### A2.2 Operational contact

If different to the above, please identify the person we should contact to discuss operational matters on an ongoing basis.

Name

Ing Paul Demanuele

Position

Chief Operations Officer

Address

Street Address	WasteServ Malta Limited	
	EkoCentre	
	Triq il-Latmija	
Locality	Marsaskala	Post Code

Phone Number 23858000

Fax Number 21441930

Email address  
paul.demanuele@wasteservmalta.com

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Fax Number
Email address

Now go to question A4, What to do next.

### A3 About the operator

Please provide the information requested below about the 'operator', which means:

- for applications for a new permit – the person who it is proposed will have control over the installation in accordance with the permit (if granted),
- for applications for a variation, transfer or surrender – the person who currently has control over the installation in accordance with the permit.

If you are applying for a transfer, we will ask for more information relating to the proposed new operator (transferee) in Part D.

### Legal status of operator

#### A3.1 Is the operator an individual, a group of individuals, a partnership or a company/corporate body?

- ☐ Individual (sole trader) or group of individuals: go to question A3.2.
- ☐ Partnership: go to question A3.3.
- ☐ **Company or corporate body:** go to question A3.5.

### Individual applicants

#### A3.2 Please give us the following details.

Where more than one person is applying (other than as a partnership) we need details of each person.

Continue on separate sheets if necessary.

Full Name	
ID Card/Passport No.	
Trading/business name (if any)	
Business address	
Street Address	

### Applications from partnerships

#### A3.3 Who is applying?

We can only issue permits to named individuals, not to a partnership name. We therefore need details of each person in the partnership.

Continue on separate sheets if necessary.

#### Person

Full Name		
ID Card/Passport No.		
Principal place of business		
Street Address		
Locality		Post Code

#### Contact Numbers

Phone Number
Fax Number
Email address

#### Person

Full Name		
ID Card/Passport No.		
Principal place of business		
Street Address		
Locality		Post Code

Locality		Post Code
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Phone Number
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#### Contact Numbers

Phone Number
--------------

Fax Number
------------

Email address
---------------

#### Person

##### Full Name

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##### ID Card/Passport No.

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##### Principal place of business

Street Address		
Locality		Post Code

#### Contact Numbers

Phone Number
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Fax Number
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Email address
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#### A3.4 Please give us the following details about the partnership.

Name of partnership (if there is one)

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##### Principal place of business

Street Address		
Locality		Post Code

#### Contact Numbers

Phone Number
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Now go to question A4, What to do next.

#### Companies or other corporate applicants

##### A3.5 Please give us the following details.

Full name of company or corporate body.

WASTESERV MALTA LIMITED
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Trading/business name (if different)

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##### Registered office address

Street Address	EkoCentre	
	Triq il-Latmija	
Locality	Marsaskala	Post Code

Company registration number

C30560
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Date of formation of company

November 2002
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• For applications from companies, please provide a copy of the certificate of incorporation or registration and any certificates of subsequent name changes.

Document reference number

Annex 5
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• For applications from other corporate bodies, please provide evidence of status.

Document reference number

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Fax Number
Email address

**A3.6 Is the operator a subsidiary of a holding company?**

No ☒

Yes ☐ name of ultimate holding company

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**Registered office address**

Street Address		
Locality		Post Code

**Principal office address (if different)**

Street Address		
Locality		Post Code

**Company registration number**

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**A4 What to do next**

Now you need to fill in the other Parts of this form we sent you.

If you are applying for

- ☐ • A new permit – fill in Part B;
- ☐ • A variation – fill in Part C;
- ☐ • A transfer – fill in Part D;
- ☐ • A surrender – fill in Part E.



**Form IPPC Part C: Application for a Variation****For MEPA use only**

Application reference:

Use this part of the form if you are applying to vary the conditions or any other provision contained in your permit.

Please read carefully Appendix I attached with this application.

**C1 About the installation**

Please fill in the installation table below with details of all the activities and operators at the whole installation, even if you are applying for a permit in respect of only part of the installation.

In **Column 1: Activities in “the stationary technical unit”**, please identify all activities listed in Schedule 1 to the IPPC Regulations that are proposed to be carried out in the “stationary technical unit” of the installation.

For **Directly associated activities**, please identify any directly associated activities proposed to be carried out on the same site which:

- have a technical connection with the activities in the stationary technical unit; and
- could have an effect on pollution.

These could include, for example, boilers, generators, water purification systems, scrubbers and other air purification systems.

In **Column 2: Schedule 1 references**, write the category the installation falls under in Schedule 1 of the IPPC Regulations (L.N. 234 of 2002 as amended).

In **Column 3: Operator**, write the name of the operator for each activity (if you are the operator yourself, write “Applicant”).

In **Column 4: Variations**, indicate how the proposed changes would affect the activities.

**C1.1 Installation details**

<b>COLUMN 1 Permitted activities in the “stationary technical unit”</b>	<b>COLUMN 2 Schedule 1 references</b>	<b>COLUMN 3 Operator</b>	<b>COLUMN 4 Proposed variations</b>
D1 Tipping above or underground (e.g. landfill)	5.4	Applicant	Extension of landfill boundary
			Use of crushed inert material as daily cover as per request dated 10 <sup>th</sup> June 2009 (Annex 6)
			Gas extraction and utilisation
			An extension covering an area of circa 20,000 square metres.

**Directly associated activities**






## C1.2 Non-technical description

Please provide a non-technical description of the proposed changes.

Document reference number:

Annex 7

## C1 About the installation *continued*

### C1.3 The proposed variations

Please provide a summary of the variations which you are applying for.

This should include:

- a description of the change in operation requiring the variation;
- an indication of the variations to the conditions of the permit that you wish to apply for.

Document reference number for the summary:

Annex 8

### C1.4 Site maps and reports

Are you proposing any change in operation that would result in additional land being included within the site of the installation?

Yes ☒ No ☐

Please provide:

#### C1.4.1

A site report, describing the condition of the site of that part of the installation in respect of which you are applying for a variation, and, in particular, identifying any substance in, on or under the land which may constitute a pollution risk. A baseline report assessing the state of the groundwater and land may also be required by the Authority.

Document reference number for the report:

Annex 9

#### C1.4.2

A suitable map (or maps) showing the location of the site of the installation, and the area for which a variation of the IPPC permit is being applied for. The outline of the site and the area requiring the variation should be clearly marked in colour, and the surroundings of the site should be included in the map.

Document reference number for map(s):

Annex 10

#### C1.4.3

Suitable block plans, properly labelled, showing any changes to the location and nature of the various activities being proposed on that site.

Document reference number for plans:

Annex 10

*All maps and plans submitted shall be to scale, using a scale rule. Soft copies of plans should be submitted in .pdf format only.*

## C2 Your proposed techniques

Please provide written information about the aspects of your installation listed below. We need this information, and that which you give in response to C3 and C4, to determine whether you will operate the installation in a way which meets all the environmental requirements of the IPPC Regulations.

In each case you should:

- address all of the issues set out in each question;
- justify your proposals against any indicative requirements contained in the relevant BREF guidance notes; and
- provide any other information about the installation which you think is relevant to that issue.

### C2.1 Environmental Management System

Provide details of any changes to environmental management techniques resulting from your proposals.

Document reference number:

Annex 11

### C2.2 Raw materials

Identify any changes to the raw and auxiliary materials to be used as a result of your proposals. Give details of quantities proposed to be used annually and submit respective MSDS sheets.

Document reference number:

No changes foreseen

### C2.3 Proposed activities

Describe any changes to the installation activities and the proposed techniques and measures to prevent and reduce waste and emissions of substances and heat (including

during periods of start-up or shut-down, momentary stoppage, leak or malfunction) as a result of your proposals.

Submit a flow diagram summarising the proposed installation activities and indicating the changes.

Document reference number:

CQA reports for the proposed extension have been submitted as part of the reports for Phases 2A and 2B.

## **C2 Your proposed techniques *continued***

### **C2.4 Maintenance**

Describe any changes to the maintenance programme for the installation.

Document reference number:

No changes foreseen

Please indicate whether any changes to the staff training programme will be required. Please submit the name of the technically competent person on site who will be responsible for such training.

Document reference number:

No changes foreseen

### **C2.5 Energy**

**C2.5.1:** Describe any changes to the annual energy consumption, highlighting the main energy-consuming equipment, and generation by source and end-use (including information on energy generated on site, if applicable).

Document reference number:

The plant shall generate a maximum of circa 180kW per hour (net of consumption).

**C2.5.2:** Describe the proposed basic measures for improvement of energy efficiency.

Document reference number:

As per 2.5.1

### **C2.9 Cessation**

Describe any changes to the proposed measures upon definitive cessation of activities, to avoid any pollution risk and return the site of the installation to a satisfactory state (including relevant measures for the design and construction of the installation).

Document reference number:

Please refer to closure plan submitted for the proposed gas collection system.

### **C2.6 Water**

Provide a breakdown of any changes to the proposed annual water consumption by source and end-use.

Document reference number:

The assumptions and considerations in the original report are still considered to be valid.

### **C2.10 Multi-operator installations**

Where you are not the only operator of the installation, any change to the techniques and measures (including those to be undertaken jointly by yourself and other operators) for ensuring satisfactory operation of the whole installation resulting from your proposals.

Document reference number:

No changes foreseen

### **C2.7 Risk assessment**

Describe any changes to the documented system used to identify, assess and minimise the environmental risks and hazards of accidents and their consequences. Include any changes to emergency plans in case of fire and other emergencies.

Document reference number:

The assumptions and considerations in the original report are still considered to be valid.

### **C2.8 Training**

## **C3 Your proposed emissions**

In response to the following questions, please provide written information about the emissions which will result from the techniques you described in response to the questions in section C2.

You should also provide any other information about the installation which you think is relevant to that issue.

### **C3.1 Waste**

**C3.1.1:** Characterise (using the European Waste Catalogue code – Schedule 1 of LN 337

of 2001) and quantify any changes to each waste stream from the installation.

Document reference number:

No changes foreseen

Document reference number:

No changes foreseen

**C3.1.2:** Describe any changes to the proposed measures for waste management, storage and handling.

### **C3 Your proposed emissions *continued***

**C3.1.3:** Describe how each waste stream identified in C3.1.1 is proposed to be recovered or disposed of and, if you propose any disposal, explain why recovery is technically and economically impossible and describe the measures planned to avoid or reduce any impact on the environment.

Document reference number:

No changes foreseen

**C3.3.3:** Could the proposal involve the release of any Schedule A or Schedule B substance into the sewers?

Yes ☐ No ☒

If yes, explain how the requirements of LN 139 of 2002 have been addressed.

Document reference number:

No changes foreseen

### **C3.2 Emissions to Groundwater**

Identify if there may be a discharge of any List I or List II substance as a result of your proposals, and if any are identified, explain how the requirements of the Groundwater Regulations (LN 203 of 2002) have been addressed.

Document reference number:

No changes foreseen

### **C3.4 Emissions to the Sea**

Identify if the proposal may result in a direct discharge of any List I or List II substance to coastal (up to 1 nautical mile from the coast line) or territorial waters.

Yes ☐ No ☐

If any are identified, explain how the requirements of the Discharge of Dangerous Substances Regulations (LN 213 of 2001) have been addressed.

Document reference number:

No changes foreseen

### **C3.3 Emissions to Sewer**

**C3.3.1:** Is a new sewer connection envisaged as a result of your proposal?

Yes ☐ No ☐

If yes, please submit a block plan of the site, showing the proposed layout of sewer connections and any other drains (colour-coded), as well as the proposed discharge point(s).

Document reference number:

No changes foreseen

In addition, please submit a block plan of the site, showing the proposed discharge point to the sea.

Document reference number:

No changes foreseen

**C3.3.2:** If a new sewer connection is envisaged, does the installation have a Sewer Discharge Permit?

Yes ☐ No ☐

Please submit a copy of the permit, or of the submitted application if the permit has not yet been issued.

Document reference number:

No changes foreseen

### **C3.5 Emissions to Air**

Identify if there may be any changes in emissions of substances to air.

Yes ☐ No ☐

If any are identified, submit details of each emission point, the nature and the proposed quantities of substances emitted from each point. A block plan of the site showing each emission point should be submitted.

Document reference number:

No changes foreseen

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### C3.6 Emissions to Land

Identify if there may be any changes in emissions of substances to land.

Yes ☐ No ☒

If any are identified, submit details of the nature and the proposed quantities of substances emitted to land, as well as a map showing the proposed location of such emissions.

Document reference number:

Not applicable

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## C3 Your proposed emissions *continued*

### C3.7 Noise

Describe:

**C3.7.1:** The main sources of noise and vibration (including infrequent sources) of the proposal;

**C3.7.2:** The proposed techniques and measures for control of noise;

**C3.7.3:** The nearest noise sensitive locations and distance away from the site (a site map may be submitted for this purpose); and

**C3.7.4:** Relevant environmental noise measurement surveys which have been undertaken (using a standard methodology such as BS4142).

Document reference number:

No changes foreseen

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### C3.8 Monitoring

Describe the proposed measures for monitoring emissions arising from the proposal, including any environmental monitoring. The following must be specified:

**C3.8.1:** The location of each proposed monitoring point (plotted on a suitably-labelled block plan of the site);

**C3.8.2:** The substances (in each environmental medium) which are proposed to be monitored;

**C3.8.3:** The frequency with which monitoring is proposed to take place;

**C3.8.4:** The proposed measurement methodology, which should be a standard methodology, such as EN or ISO standard, or equivalent;

**C3.8.5:** The proposed procedure for evaluation of the results.

Document reference number:

No changes foreseen - Current monitoring points take the extension into consideration.

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### C3.9 Summary

By means of a mass flow diagram, summarise the emissions and waste described in sections C3.1, C3.2, C3.3, C3.4, C3.5, and C3.6 of this application.

Document reference number:

No changes foreseen

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## C4 Impact on the environment

Please provide written information about the impact your emissions may have on the environment.

You should:

- address all of the issues set out in the section;
- justify your proposals;
- provide any other information about the installation which you think is relevant to that issue.

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### C4.1 Environmental effects

Provide an assessment of the potential significant environmental effects (including transboundary effects) of the foreseeable emissions from the proposal.

Document reference number:

No changes foreseen

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### C4.2 Effects on other sites

Provide an assessment of whether the proposal is likely to have a significant effect on another site in Malta and, if it is, provide an assessment of the implications of the installation for that site.

Document reference number:

No changes foreseen

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## C5 Environmental statements

### C5.1 Environmental statement

Has the development of the installation (or any subsequent change or extension of the development) required an environmental

statement (EIS or EPS) under LN 204 of 2001 on the assessment of the effects of certain public and private projects on the environment?

Yes ☒ No ☐

If yes, please supply a copy of the environmental statement submitted and details of any decision made.

Document reference number:

Copy submitted as part of original application; approved as part of PA 04834/04

## C6 Statutory consultees

We will use the information in this section to identify who we must consult about your proposals.

### C6.1 Local council

In which area is the installation located? If premises are on a boundary please give the names of all the relevant authorities.

Naxxar

### C6.2 Other sites

Are there any other sites which may be affected by emissions from the proposal? (Refer also to your answer to C4.2).

Yes ☐ No ☒

If yes, please give the names of the sites:

### C6.3 Port Authority

Could the installation involve the release of any substance into a harbour managed by a port authority?

Yes ☐ No ☒

If yes, please name the port authority:

## C7 Planning status

### C7.1 Planning status

Which of the following applies to the proposed installation activities?

We cannot issue a permit unless one of the following applies. Please tick the applicable answer and submit a copy of the relevant documents.

☒ You have planning permission.

Document reference number:

PA 04834/04; PA00964/11

☐ You have a certificate of lawful existing use or development.

Document reference number:

☐ Planning permission is not required - please say why and enclose written confirmation from the Planning Directorate at MEPA.

Document reference number:

☐ If you have submitted an application for planning permission which has not yet been determined, please provide a copy of the application.

Document reference number:

## C8 Technically competent person

### Technically competent person

We need to make sure that whoever holds the permit is a 'technically competent person'. This includes consideration of relevant offences, technical competence and financial provision.

Document reference number for copies of relevant qualifications:

No changes foreseen

### C8.1 Technically competent management

Please describe any changes to the technically competent management of the activities.

*Please give details for each person and provide written evidence.*

Responsible person 1:

Full Name:  
Position:  
Date of employment:

Document reference number for copies of relevant qualifications:

No changes foreseen

Responsible person 2:

Full Name:  
Position:  
Date of employment:

Document reference number for copies of relevant qualifications:

No changes foreseen

Responsible person 3:

Full Name:  
Position:  
Date of employment:

Document reference number for copies of relevant qualifications:

No changes foreseen

Responsible person 4:

Full Name:  
Position:  
Date of employment:

### C8.2 Management of other installations

Is any of the technically competent management already providing the technically competent management at other IPPC installations or at sites licensed under the Environmental Protection Act 2001?

Yes ☐ No ☒

If yes, please use a separate sheet to give details of these people. For each person we need to know the:

- site/installation name and address;
- licence/permit reference number.

Document reference number for this information:

Not applicable

- monitoring (emission/discharge and ambient monitoring);
- clearing the installation (including drainage systems) of all wastes;
- remedial action in the event of the failure of pollution control systems.

*We recognise that this plan may need to be revised before the issue of the final permit.*

Document reference number for expenditure plan:

No changes envisaged

### C10 What to do next

Please read Appendix I, then prepare and sign a covering letter to attach to your application form.

## C9 Expenditure plan

### C9.1 Expenditure plan

Please provide a plan of the estimated expenditure for each phase of the following specified activities arising from your proposal.

The plan should include the likely costs of:

### Appendix I Data Protection Clause

In terms of the Data Protection Act (Chapter 440 of the Laws of Malta), we will process any personal and/or sensitive data supplied on/ in this submission or subsequently supplied by yourself, whether orally or in writing, for all or any of the following purposes:

1. The proper processing of your submission;
2. internal management, research and statistics;
3. the protection and promotion of our legitimate interests and the proper conduct of our obligations arising under any law or statutory instrument; and
4. to make public the necessary information as specified in the relevant law and/or instrument.

Relevant data will be disclosed or shared as appropriate with all our employees and with other third parties if pertinent to any of the purposes listed above.

You have the right to require that we provide you with access to your **personal data** as well as the right to rectify, or, in appropriate circumstances, erase/edit any inaccurate, incomplete or immaterial personal data which is being processed. However, you are required to inform us immediately of any alterations relating to your personal data which we are processing.

By sending your submission, you confirm that you are giving your explicit consent, in terms of the Data Protection Act, on behalf of yourself and all the other persons specified in this submission for the Authority to process your respective personal information as outlined above and you confirm that you have brought this Data Protection notice to the attention of these other persons and obtained their respective consents.

We undertake to implement appropriate measures and safeguards for the purpose of protecting the confidentiality, integrity and availability of all personal data processed.



# **ANNEX 5**

**MFSA**

MALTA FINANCIAL SERVICES AUTHORITY

***Registry of Companies***

**Limited Liability Company**

***Companies Act, 1995***

**Extract from the  
Registered Documents  
of**

**WASTESERV MALTA LIMITED**

Registration No. C 30560

Registered on the 26th day of NOVEMBER 2002

**WASTESERV MALTA LIMITED**

Registration No. C 30560

Registered on the 26th day of NOVEMBER 2002

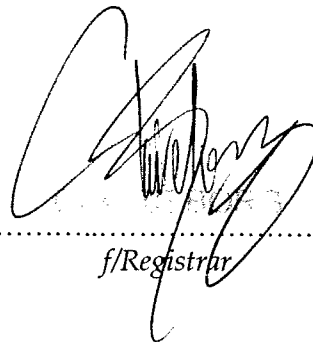
Company No. ....C 30560.....

## ***REGISTRY OF COMPANIES***

*MALTA FINANCIAL SERVICES AUTHORITY*

*MALTA*

I certify that the following and attached is a true copy of document/s filed and registered in terms of the provisions of the Companies Act, 1995.



.....  
f/Registrar

This .....19th..... day of .....December..... 20 ...05...

C 30560/8

Form K

No. of Company C 30560

- 9 DEC 2005



COMPANIES ACT, 1995

Notification of changes among directors or company secretary or in the representation of a company

Pusuant to Section 146 (1)

Name of Company WASTESERV MALTA LIMITED

Delivered by Dr PIERRE LOFARO

To the Registrar of Companies:

(a) WASTESERV MALTA LIMITED

hereby gives notice in accordance with Section 146 (1) of the Companies Act, 1995 that:-

Mr Francis Bugeja, holder of identity card number 228769 (M), residing at Delmonte, 3, Triq FM Ferretti, B'Bugia, BBG 05 is appointed to the office of company director and judicial and legal representative.

Effective date of change will be this 26<sup>th</sup> day of September of the year 2005.

Signature ..... PIERRE LOFARO  
Secretary

Dated this 17<sup>th</sup> day of November of the year 2005

*This form must be completed in typed form.*

(a) State company name.

\* Delete as necessary.

C 30560/7

Form K

No. of Company C 30560

- 9 DEC 2005



COMPANIES ACT, 1995

Notification of changes among directors or company secretary or in the representation of a company

Pusuant to Section 146 (1)

Name of Company WASTESERV MALTA LIMITED

Delivered by Dr PIERRE LOFARO

To the Registrar of Companies:

(a) WASTESERV MALTA LIMITED

hereby gives notice in accordance with Section 146 (1) of the Companies Act, 1995 that:-

Mr Alexander Tranter, holder of identity card number 046464 (M), residing at Madeley Too, Triq it-Terzi, Ibragg, Swieqi is resigning from the office of company director and judicial and legal representative.

Effective date of change will be this 29<sup>th</sup> day of June of the year 2005.

Signature .....  Pierre Lofaro  
Secretary

Dated this 17<sup>th</sup> day of November of the year 2005

*This form must be completed in typed form.*

(a) State company name.

\* Delete as necessary.

C30560/6

FORM F(1)

- 5 OCT 2004

No. of Partnership/Company C 30560



**COMPANIES ACT, 1995**

**Notice of the removal of an auditor**

Pursuant to Section 157(2)/Section 66(3)

Name of Company

WasteServ Malta Limited

Delivered by

Pierre Lofaro LL.D.

To the *Registrar of Companies*:

WasteServ Malta Limited

hereby gives notice in accordance with Section 157 (2) of the Companies Act, 1995, that HLB Falzon & Falzon have been removed from auditors of the partnership/company with effect from 27<sup>th</sup> August 2004 and Grant Thornton have been appointed in their stead.

Signature

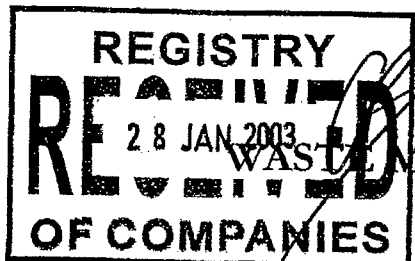
*Partner/Director/Secretary/Manager\**

Dated this 25<sup>th</sup> day of September, 2004

*This form must be completed in typed form.*

(a) State partnership/company name.

\* Delete as necessary



C 30560/4.  
28 JAN 2003

**WASTE MANAGEMENT SERVICES LTD**  
(Registration No. C30560)

Resolutions in writing signed by all the shareholders of the company on the 28<sup>th</sup> of January 2003 pursuant to Article 34 of the Articles of Association of the Company.

**Resolved:**

(1) That the name of the Company be changed to WasteServ Malta Limited.

(2) That the registered office of the Company be changed to Phoenix Building, Old Railway Track, Santa Venera.

(3) That the first paragraph of Clause 8 of the Memorandum of Association of the Company be substituted by the following paragraph:-

"Deeds of whatever nature engaging the company and all other documents purporting to bind the company, including bank documents, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, on behalf of the Company:

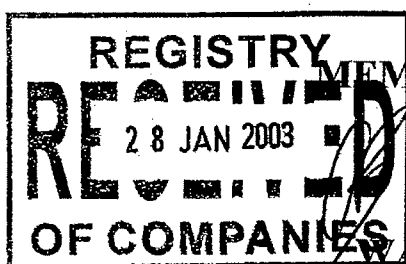
- (a) by any two (2) directors; or
- (b) by any director and the Chief Executive Officer of the Company; or
- (c) without prejudice to the power of such persons at all times to represent the Company as aforesaid, by a person or persons authorised by the Board from time to time, for the purpose".

(4) That the current Memorandum and Articles of the Company be substituted by the attached fresh Memorandum and Articles of Association which reflect the changes made by the above three resolutions.

Mr. Ivan Falzon  
For and on behalf of  
Malta Government  
Investments Limited

Mr. Ivan Falzon  
For and on behalf  
of Malta Investment  
Management Company  
Limited





**MEMORANDUM OF ASSOCIATION**  
**OF**  
**WASTESERV MALTA LIMITED.**

**NAME**

1. The name of the Company is WasteServ Malta Limited.

**PRIVATE COMPANY**

2. The Company is a private company in accordance with the Companies Act, 1995.

**REGISTERED OFFICE**

3. The registered office of the Company is situated at Phoenix Building, Old Railway Track, Santa Venera, Malta, or at such other place in Malta as the Board of Directors may from time to time determine.

**OBJECTS**

4. The objects for which the Company is established are:-
  - a) To organise, manage and operate integrated systems for waste management, including integrated systems for minimisation, collection, transport, sorting, reuse, utilisation, recycling, treatment and disposal of solid waste and hazardous waste (hereinafter referred to as "waste").
  - b) To organise, manage and operate integrated systems for export of waste to destinations outside the Maltese Islands.
  - c) To organise, manage and operate integrated systems for waste management in accordance with the Laws of Malta and the waste management policy and plan of the Government of Malta while observing internationally recognised waste management principles as these are at time of forming the company and as these will develop, including:



## MEMORANDUM OF ASSOCIATION

OF

WASTESERV MALTA LIMITED.

### NAME

1. The name of the Company is WasteServ Malta Limited.

### PRIVATE COMPANY

2. The Company is a private company in accordance with the Companies Act, 1995.

### REGISTERED OFFICE

3. The registered office of the Company is situated at Phoenix Building, Old Railway Track, Santa Venera, Malta, or at such other place in Malta as the Board of Directors may from time to time determine.

### OBJECTS

4. The objects for which the Company is established are:-
  - a) To organise, manage and operate integrated systems for waste management, including integrated systems for minimisation, collection, transport, sorting, reuse, utilisation, recycling, treatment and disposal of solid waste and hazardous waste (hereinafter referred to as "waste").
  - b) To organise, manage and operate integrated systems for export of waste to destinations outside the Maltese Islands.
  - c) To organise, manage and operate integrated systems for waste management in accordance with the Laws of Malta and the waste management policy and plan of the Government of Malta while observing internationally recognised waste management principles as these are at time of forming the company and as these will develop, including:

- Sustainable Development;
  - The proximity principle and self-sufficiency;
  - The precautionary principle;
  - The polluter pays principle;
  - That any environmental damage which might occur should, as a first option, be rectified at source;
  - The waste hierarchy;
  - The application of the Best Practicable Environmental Option (BPEO); and
  - Producer responsibility.
- d) To organise, manage and operate financing and cost recovery schemes that ensures financial sustainability of the company, including the highest possible degree of self-financing as shall be approved by the Minister responsible for Finance.
- e) To organise, manage and operate integrated systems for waste management for other waste types as may be decided by the Government of Malta or the Ministry responsible for the Infrastructure relating to the management of waste.
- f) To assist in and supervise the implementation of waste management policies as developed from time to time by the Government of Malta.
- g) To act as consultant to private and public sector entities/departments in relation to activities deemed to be relevant to the objects of the company.
- h) To establish contacts, liaise and collaborate with private and public sector entities/departments whether domestic or foreign, in pursuance of the objects of the company.
- i) To purchase, take on lease or otherwise acquire and to deal in any property, rights or privileges which the Company may consider necessary or convenient for the purposes of its business or which may enhance the value of any other property of the Company.
- j) To acquire and undertake the whole or any part of the business, goodwill, assets, liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in conjunction therewith or possessed of property suitable for the purpose of the Company.
- k) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock and to secure the repayment by the Company of any money borrowed, raised or owing by it and the performance by the Company of any obligation undertaken by it by hypothec, privilege, charge or other

security upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital.

- l) To secure and guarantee the performance of any obligation, debt or liability of the Company or of any third party and to grant in support thereof any hypothec, privilege, charge or other security upon the whole or any part of the Company's assets including its immovable property.
- m) To procure from any person, company, bank or similar institution the granting of any guarantee, hypothec, privilege, charge or other security to secure and guarantee in favour of third parties any obligation undertaken by the Company.
- n) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, cheques, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- o) To apply for, promote and obtain any privilege, concession, licence or other authorisation or right of any government or other authority for enabling the Company to carry any of its objects into effect or for any purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.
- p) To enter into any arrangements with any government, authority, person or company that may seem conducive to the objects of the Company, or any of them, any to obtain from any government, authority, person or company any rights, privileges, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
- q) To pay all expenses incurred in connection with the promotion, formation and registration of the Company, or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- r) To sell or otherwise dispose of the business, undertaking, assets or property of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- s) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

- t) To carry on any other business which, in the opinion of the Board of Directors, can be advantageously or conveniently carried on in connection with any of the businesses of the Company and to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

Nothing in the foregoing shall be construed as empowering or enabling the Company to carry out any activity or service which requires a licence or is otherwise regulated under the Banking Act, 1994, the Financial Institutions Act 1994 and the Investment Services Act, 1994, without a licence or other appropriate authorisation from the respective competent authority.

The objects set forth in each sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not except, where the context expressly or so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

#### SHARE CAPITAL

- 5.(1) The authorised share capital of the Company is five million Maltese Liri (Lm5,000,000) divided into five million (Lm5,000,000) Ordinary Shares of a nominal value of one Maltese Lira (Lm1) each.
- (2) The issued share capital of the Company is one hundred thousand Maltese Liri (Lm100,000) divided into one hundred thousand (100,000) Ordinary Shares of a nominal value of one Maltese Lira (Lm1) each, twenty per cent paid-up, subscribed for and allotted as follows :

Malta Government Investments Limited Trade Centre San Gwann Industrial Estate, San Gwann. Company Registration Number C 10175	Ninety-nine thousand nine hundred and ninety-nine (99,999) Ordinary shares of a nominal value of one Maltese Lira (Lm1) each, twenty per cent paid up
Malta Investment Management Company Limited Trade Centre, San Gwann Industrial Estate, San Gwann. Company Registration Number C 9588	One (1) Ordinary share of a nominal value of one Maltese Lira (Lm1), twenty per cent paid up,

## **LIABILITY OF MEMBERS**

6. The liability of members is limited in the case of each member to the amount, if any, unpaid on the shares which he holds in the Company.

## **MANAGEMENT AND ADMINISTRATION**

7. The management and administration of the Company is vested in a Board of Directors composed of not less than two (2) and not more than five (5) directors, including a Chairman.

The directors shall be nominated in the manner set out in the Articles of Association.

The first directors of the Company are:

1. Mr. Nick de Giorgio  
Villa Madliena  
Madliena Hill  
Madliena (Naxxar)  
I.D. 392448(M)
2. Ing. Alexander Tranter  
Madeley Too  
Triq it-Terzi  
Ibrag  
Swieqi STJ 03  
I.D. 46464(M)
3. Mr. Euchar Mizzi  
45, Triq Enrico Mizzi  
Victoria VCT 107  
Gozo  
I.D. 48850(G)
4. Mrs. Magda Magri Naudi  
Torsance  
5, Karlu Darmanin Street  
Lija BZN 14  
I.D. 583348 (M)
5. Mr. Marco Abela  
5, Victoria Mansions  
Victoria Junction  
Sliema SLM 12  
I.D. 150472(M)

The Chairman of the Company shall be Mr. Nick de Giorgio of Villa Madliena, Madliena Hill, Madliena (Naxxar) of I.D. 392448(M).

#### LEGAL AND JUDICIAL REPRESENTATION

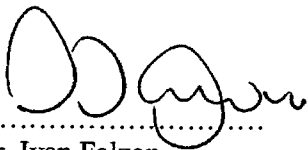
8. Deeds of whatever nature engaging the company and all other documents purporting to bind the company, including bank documents, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, on behalf of the Company:

- (a) by any two (2) directors; or
- (b) by any director and the Chief Executive Officer of the Company;  
or
- (c) without prejudice to the power of such persons at all times to represent the Company as aforesaid, by a person or persons authorised by the Board from time to time, for the purpose.

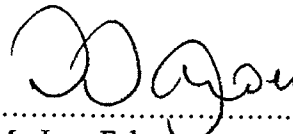
The Company shall be represented in judicial proceedings by any two (2) directors or, without prejudice to the power of any such directors at all times to represent the Company as aforesaid, by any other person authorised by the Board for the purpose; provided that no proceedings may be instituted by the Company without the Board's approval.

#### COMPANY SECRETARY

9. The Secretary of the Company is Dr. Pierre Lofaro of Ghajn ix-Xemx, Triq Hagar Qim, Qrendi holder of I.D. Card Number 791055(M).



.....  
Mr. Ivan Falzon  
For and on behalf of Malta  
Government Investments Limited



.....  
Mr. Ivan Falzon  
For and on behalf of Malta  
Investment Management  
Company limited

**ARTICLES OF ASSOCIATION**  
**OF**  
**WASTESERV MALTA LIMITED**

The Regulations contained in Parts 1 and 11 of the First Schedule (such Schedule being hereinafter called "The First Schedule") of the Companies Act, 1995 (hereinafter called "the Act") shall apply to the Company, save in so far as they are excluded or varied hereby.

**INTERPRETATION**

1. In these regulations the word "person" is deemed to include any corporate body, firm, partnership, or other body of persons, whether corporate or unincorporate, unless the context otherwise requires or unless such interpretation is contrary to law.

**STATUS**

2. The Company is established as a private company within the meaning of the Companies Act 1995.

3. Accordingly:

- (a) The right to transfer its shares is restricted.
- (b) The number of shareholders of the Company is limited to fifty (50) provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this regulation be treated as a single member.
- (c) The Company shall not have the power to issue share warrants to bearer.
- (d) Any invitation to the public to subscribe for any shares or debentures in the Company is prohibited.



## **FRESH ISSUE OF SHARES**

4. Any fresh issue of shares within the Company's capital shall be made by the Company in terms of the Companies Act, 1995 and the Memorandum and Articles of the Company at such time and in such manner as it considers appropriate.

## **TRANSFER OF SHARES**

5. (1) A member (hereinafter referred to as the transferring member) wishing to transfer his shares or any of them shall, prior to the transfer, inform the Board of Directors by notice in writing (hereinafter referred to as the transfer notice) specifying the number of shares to be transferred. Such transfer notice shall be deemed for all intents and purposes as constituting the Board agent for the sale at a fair value of the shares to be transferred. The Board of Directors shall within forty-five (45) days of receipt of the transfer notice, procure the determination of the fair value of the shares and when such fair value has been determined, the Board of Directors shall within fourteen (14) days thereafter, inform the transferring member by notice in writing and within the same time cause a notice to be sent to every other member of the Company stating the number and the fair value of the shares for sale and inviting them to state in writing within thirty (30) days what number of shares, if any, they are willing to purchase.

(2) On the expiration of the said thirty (30) days, the Board of Directors shall within a period of fourteen (14) days allocate the said shares to or amongst the member or members who shall have expressed his or her willingness to purchase as aforesaid and, if more than one, so far as may be pro-rata between them PROVIDED that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid.

(3) If the Board of Directors shall for any reason whatsoever be unable, within four (4) months of the receipt of the transfer notice referred to in sub-article 5(1) hereof, find a purchaser or purchasers for all or any of the shares amongst the existing members of the Company the Board of Directors shall, within seven (7) days from the expiration of the said period of four (4) months notify the transferring member accordingly and such transferring member shall be free to transfer his shares to any third parties and the Board of Directors shall be bound to register such transfer provided that such transfer takes place within a period of three (3) months from the date of notification contemplated in this clause, and provided further that such shares are not transferred at less than their fair value.

(4) 'Fair Value' for the purpose of Article 5 hereof means the value of the share or shares as assessed by the Auditors of the Company or a certified public accountant on the basis of the last audited accounts and of any other facts produced to, or acquired by them which, in their opinion, are relevant for the purpose of their valuation.

(5) The Board of Directors shall not have the right to refuse registration of the transferee as a member of the Company in the case of transfers made in accordance with the provision of this Article.

(6) The provisions of Regulations 13 to 15 (both inclusive) and of Regulations 17 to 21 (both inclusive) of Part 1 of the First Schedule are expressly excluded.

(7) Shares in the Company may be pledged in accordance with Section 122 of the ACT.

### **GENERAL MEETINGS**

6. Subject to the provisions of the Act, the Company shall in each year hold an annual general meeting at such time and place as the directors shall appoint.

7. All general meetings other than annual general meetings shall be extraordinary general meetings.

8.(1) The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened by the directors on the requisition of any member.

(2) The requisition must state the objects of the meeting and must be signed by the requisitionist and be deposited at the registered office of the Company.

(3) If the directors fail, for any reason, to convene the meeting within twenty-one days from the date of the deposit of the requisition, the requisitionist may himself convene the meeting in the same manner, as nearly as possible, as that in which meetings are to be convened by the directors.

### **NOTICE OF GENERAL MEETINGS**

9. A general meeting of the Company shall be called by fourteen (14) 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 be given, and shall specify the place, the day and the hour of the meeting, and in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned, to such persons as are, under the regulations of the Company, entitled to receive such notice from the Company.

Provided that a meeting of the Company shall, notwithstanding that it has not been convened as aforesaid, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote thereat.

10. The omission (even if accidental) to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall invalidate the proceedings of that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

11. Unless otherwise expressly provided by law, all business shall be deemed extraordinary that is transacted at an extraordinary general meeting, and also all that is transacted at any annual general meeting, with the exception of declaring a dividend,

the consideration of the accounts, balance sheets, and the reports of the directors and auditors and the election of directors in the place of those retiring.

12. No business shall be transacted at any general meeting other than that stated in the notice convening it and unless a quorum is present at the time when the meeting proceeds to business; any member or number of members present in person or by proxy, and having the right to attend and vote at such meeting and holding alone, or as the case may be, between them at least fifty one per cent (51%) of the nominal value of the shares conferring such right shall constitute a quorum.

13. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company. If there is no such Chairman, or if he shall not be present within fifteen (15) minutes after the time appointed for the holding of the meeting, the members present shall elect one of the directors to be chairman of the meeting.

14. If at any general meeting no director is willing to act as chairman, or if no director 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.

15. 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.

16. In case of any 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.

#### **VOTES OF MEMBERS**

17. Subject to any rights or restrictions for the time being attached to any class or classes of shares, both on a show of hands and on a poll;

- a) every member shall have one vote for each share of which he is the holder.
- b) votes may be given either personally or by proxy.

18. An instrument appointing a proxy shall be in the following form, or in any other appropriate form:-

**“ WASTE MANAGEMENT SERVICES LTD.”**

I/We.....of.....being a member/members of the above mentioned Company, hereby appoint.....of.....or, failing him.....of.....to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company, 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/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

19. The provisions of Regulations 36, 45 and 48 of Part 1 of the First Schedule are hereby excluded.

20. An ordinary resolution of the Company at general meeting shall be deemed to have been validly carried if consented to by a number of members having the right to attend and vote at such meeting and holding in aggregate not less than fifty-one per cent (51%) in nominal value of the shares conferring such right.

21. An extraordinary resolution shall be deemed to have been validly carried if:

- a) it has been taken at a general meeting at which notice specifying the intention to propose such resolution as an extraordinary resolution has been duly given; and
- b) it has been passed by a member or by a number of members having the right to attend and vote at any such meeting holding alone or, as the case may be, in aggregate not less than fifty one per cent (51%) in nominal value of the shares conferring that right.

**CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

22. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, 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 itself exercise.

**POWERS OF GENERAL MEETING**

23. Decisions upon the following matters shall be taken by the Company in general meeting:

- a) the approval of annual accounts, directors' report and auditor's report.

- b) the declaration of dividends which shall in no case, however, exceed the amount, if any, recommended by the board of directors.
  - c) the increase and reduction of authorised capital.
  - d) the dissolution of the Company.
  - e) amendments to the Company's Memorandum and Articles of Association following the specific clearance of the Minister responsible for Finance.
  - f) the appointment and removal of auditors.
  - g) the issue, allotment, granting options over and/or disposal of the shares in the Company.
  - h) the fixing of the remuneration payable to the Chairman, to the directors and to the auditors of the Company.
- 
- i) the transfer or otherwise the disposal of, or the granting on lease or on emphyteusis, or the granting of any other rights over, any immovable property of the Company.
  - j) the holding of shares in other companies, appointment of directors thereto and the persons who are to represent the company in the General Meetings of the companies in which the company has a shareholding.
  - k) the making of calls in respect of any amount unpaid on any shares;
  - l) in general the taking of decisions on all matters which in terms of the Act or of these Articles are reserved to the general meeting of the Company or which the board of directors may from time to time place before it.

24. The following decisions shall be deemed to have been validly carried at a general meeting if approved by an extraordinary resolution -

- (a) the decisions specified in paragraphs (c), (d), (e), (f), (g), (h), (i) (j) and (k) of clause 23 of these Articles.
- (b) any other decision for which an extraordinary resolution is expressly required by the Act or by the other provisions of these Articles.

## **APPOINTMENT OF DIRECTORS**

25.(1) All the directors shall be appointed by the Minister responsible for Waste Management who may withdraw and / or substitute all or any of the directors appointed by him.

(2) The appointment or withdrawal of a director as provided in sub-article (1) of this Article shall take effect immediately on the receipt of a notice in writing to this effect by the Board of Directors signed by the said Minister.

(3) Regulations 57 to 61, both inclusive, of Part 1 of the First Schedule are expressly excluded and shall not, therefore, apply to the Company.

## **CHAIRMAN OF THE BOARD**

26.(1) The Chairman of the Board of Directors shall, in all cases, be nominated from amongst the Directors by the Minister responsible for Waste Management.

(2) The first and subsequent Chairman shall hold office until the Board meeting next following the expiration of one (1) year from the date of his appointment but shall be eligible for re-appointment for any number of terms.

(3) If at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, the directors may choose any other director to be the chairman of that particular meeting.

## **BORROWING POWERS**

27. Subject to what is stated elsewhere in these Articles, the directors may exercise all the powers of the Company to borrow money, and to hypothecate or charge its undertaking, property and uncalled capital, or any part thereof, including as security for its obligations and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligations of the Company or of any third party.

## **POWERS AND DUTIES OF DIRECTORS**

28. (1) The Board of Directors shall be accountable in a general manner to the Minister responsible for Waste Management who shall also be entitled to request from the Board such information and documentation relative to their Company's activities as he may deem fit.

(2) In conducting the Company's business, the Board of Directors shall follow and be subject to the direction set out for it by the Minister responsible for Waste Management who shall also have the power to issue directives in writing on all aspects and matters touching its business and furthermore the said Minister shall also be entitled to confer on the Board of Directors such specific tasks and duties as he may deem fit.

(3) The Board of Directors shall scrupulously follow the procedure for procurement as established by the Public Service (Procurement) Regulations, 1996 or any amendments thereto.

(4) The consent in writing of the Minister responsible for Finance shall be necessary when the Company, in any manner whatsoever, borrows or raises money, lends money, and / or guarantees or secures any debt, liability or obligation of the Company or any other person.

(5) Subject to what has been stated in the preceding paragraphs of this article and to what is stated elsewhere in these Articles, the business of the Company shall be managed by the directors, who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting subject nevertheless to any provisions as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

(6) Without prejudice to the general powers conferred in the preceding paragraph, and the other powers conferred by these Articles, but subject to what is stated elsewhere in these Articles, it is hereby expressly declared that the directors shall have the following powers, that is to say, power:

- a) to appoint and at their discretion remove such number of members of a Management Committee.
- b) to delegate all or any of their powers to a Management Committee.
- c) to fix the remuneration payable to all or any of the members of the Management Committee.
- d) to appoint and at their discretion remove or suspend such managers, officers, agents or servants as they may from time to time think fit and to determine their powers and duties and to fix their salaries and emoluments.
- e) to institute, conduct, defend, compromise, or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company and also to compromise and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Company and to designate the company's representative for such purpose or purposes.
- f) to bind the Company vis-à-vis third parties and third parties vis-à-vis the Company and to determine who shall be entitled to sign on behalf of the Company cheques, bills, notes, receipts, acceptances, endorsements, releases, contracts, and other documents.
- g) to convene at any time general meetings of the Company.

- h) to recommend payment of dividends.
- i) to prepare a budget of the Company's income and expenditure for every financial year and to prepare any supplementary budget and any amendment to its budget as may be necessary from time to time;
- j) in general to manage the company and to perform any act on behalf of the company except for such acts as are expressly reserved to the General Meeting by the Act or by these Articles.

## **PROCEEDINGS OF DIRECTORS**

29.(1) The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit.

(2) Meetings of the directors shall take place in Malta or, with the consent of all the directors, abroad.

(3) Questions arising at any meeting shall be decided by a simple majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

(4) A director may, and the secretary on a written requisition of a director shall, at any time summon a meeting of the directors. Notice of meetings of directors shall be given at least ten (10) days before the date of the meeting to all the directors.

Such notices shall be given in the manner stated in these Articles. It shall not be necessary to give notice of an adjourned meeting.

Provided that a meeting of the Board shall notwithstanding that it has not been convened as aforesaid, be deemed to have been duly called if so agreed by all the directors entitled to attend and vote thereat.

30. The quorum necessary for the transaction of the business of the directors shall be one more than half the total complement for the time being of the Board.

Provided that if no quorum is present within half an hour from the time appointed for the meeting, the meeting shall be adjourned to the same day in the next week at the same time and place or to such other date and such other time and place as the directors present shall determine and if, at the adjourned meeting, a quorum is not present, the director or directors present shall constitute a quorum.

31. (a) A Director who intends to carry on business in competition with the Company, on his own account, or account of others as a partner with unlimited liability, or as a director of a limited liability company, must first have the approval of the company by an extraordinary resolution.

(b) The Company may withdraw such approval by an ordinary resolution, if it proves that the said director has divulged confidential information about this



company to any other third party, with whom he is carrying business. In any other case, the company may only withdraw such approval by an extraordinary resolution.

(c) A director shall not vote at a meeting of the directors in respect of any contract or arrangement in which he is interested and if he does his vote shall not be counted.

#### **ALTERNATE DIRECTORS**

32. The holder of the majority of issued shares of the Company may by notice in writing served upon the Company appoint any person as an alternate director to attend and vote in the place of a Director who is unable to attend a meeting of the directors. Every such appointment shall be effective and the following provisions shall apply in connection therewith:

(1) Every alternate director, while he holds office as such, shall be entitled to attend and to exercise all the rights and privileges of the director he has been appointed as an alternate to at all such meetings at which such director is not personally present.

(2) Every such alternate director shall ipso facto vacate office if and when the director he has been appointed as an alternate to ceases for any reason to be a director or he is removed from office by the holder of the majority of the issued shares of the Company by notice in writing under his hand served upon the Company.

(3) No alternate director shall be entitled as such to receive any remuneration from the Company.

(4) A director may act as alternate director for another director and shall be entitled to vote for such other director as well as on his own account, and for the purposes of determining the quorum he shall be counted in both his said capacities.

#### **RESOLUTIONS IN WRITING**

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

34. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at the general meetings of the Company, shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

#### **FINANCIAL ACCOUNTABILITY AND OTHER RELATED MATTERS.**

35. (1) By the 31<sup>st</sup> May of every year, the Company shall submit for approval to the Minister responsible for Finance a Business Plan for the subsequent three financial years together with an estimate of expenditure and revenue of both a

capital and a recurrent nature for the next financial year as endorsed by the Minister responsible for Waste Management. The Company shall at all times keep within the capital and expenditure limits and revenue collection and direction as established for it by the Minister responsible for Waste Management with the concurrence of the Minister responsible for Finance.

(2) Without prejudice to any other obligations imposed on the Company by the Act, the Company shall ensure that proper management accounts are kept, together with proper records of its operations and transactions. The Company shall also ensure that a proper statement of accounts be drawn up every three months and that a copy is sent to the Minister responsible for Finance without delay.

(3) Without prejudice to any other obligation imposed on the Company by the Act, the Company's accounts shall be certified by one or more auditors, appointed from time to time by the General Meeting whilst the Company's financial administration shall be submitted to the Auditor General to be certified by him. The accounts, when so certified, shall be sent to the Minister responsible for Waste Management, to the Minister responsible for Finance and to the Auditor General.

(4) Not later than three months from the end of every financial year, the Company shall send a copy of the certified statement of accounts, a copy of the auditor's or auditors' report regarding this statement, together with the report covering the activities and results reached during that year to the Minister responsible for Waste Management. Within thirty days from receiving them, the Minister responsible for Waste Management shall place a copy of them on the Table of the House of Representatives. The certified accounts and the annual report shall also be sent to the Minister responsible for Finance and the Auditor General.

(5) The Company shall, upon a request made to this effect by the Minister responsible for Waste Management or by the Minister responsible for Finance, submit to them such reports and such certified information as they may require.

## **SECRETARY**

36. Subject to the provisions of the Companies Act, 1995, the directors may appoint a secretary for such term at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

## **NOTICE**

37. Every member and every director and alternate director of the Company as well as the Company's auditor shall furnish his address and all other details where he may be contacted and any change thereto to the Company Secretary, who shall enter the said information in his records.

38. A notice may be given by the Company to any person mentioned in the previous paragraph either personally or by sending it by registered mail to his registered address. In the case of members resident outside Malta notice shall be given simultaneously by telex, telegram, telefax or electronic-mail to such number/address as he shall have furnished to the Company.

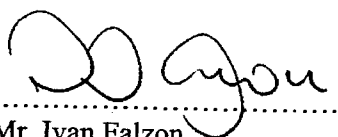
39. A notice shall be deemed to have been validly given to a person if delivered personally or sent by registered mail to the address last entered by the Company Secretary as the address of that person.

40. When a notice has been sent by registered mail it shall be deemed to have been notified to the addressee on proof that it arrived at the latter's address last entered by the Company Secretary as the address of that person.


41. Notice of every general meeting shall be given in the manner hereinbefore stated to:-

- a) every registered member;
- b) to each director of the Company; and
- c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.



Mr. Ivan Falzon  
For and on behalf of  
Malta Government Investments Limited



Mr. Ivan Falzon  
For and on behalf of  
Malta Investment  
Management Company  
Limited

# **ANNEX 6**

Ref: IP 0001/06

10<sup>th</sup> June 2009

Mr Martin Seychell  
Chairman IPPC Committee  
Director of Environment  
Malta Environment and Planning Authority  
St Francis Ravelin  
Floriana

Dear Mr Seychell,

**Use of Inert Material at Ghallis Non-hazardous Landfill**

I refer to your letters dated 3<sup>rd</sup> November 2008 and 15<sup>th</sup> April 2009.

Kindly find enclosed the final version of the report *A review of compaction and daily cover issues* dated in July 2008 together with *Update No. 1 – May 2009*. The latter needs to be read in conjunction with the July 2008 report.

The update report provides the data and interpretation of the monitoring exercise that has been carried out since July 2008. It also presents an analysis of daily soil cover constituents as per current practice and presents the improvements that have been implemented in this regard. In particular, this report describes the current efforts at reducing the percentage of soil cover by recycling soil cover itself. This strategy, albeit conditioned by problems due to precipitation in the colder months, is having a degree of success towards the ultimate aim of increasing the useful life of the landfill.

The grading curves on Page 9 of the update report indicate that the material being introduced as cover ranges from 200mm cobbles to sand-sized particles. Both curves indicate that a percentage of fines are present within the mix. The permeability  $k$  of the material is generally dependent on this finer fraction. The report indicates that the permeability of the material is 0.04 centimetres per second. The percentage of fine raw material has been varied over the different months with a higher percentage being introduced during the wetter part of the year, with just enough large material to obtain the required bearing capacity.

The cumulative percentage of daily cover has decreased to 11.6% from the 15.3% quoted in the first report (please refer to figure 6). The average input of new inert material is best described by referring to page 8, figure 7 (the blue line) of the update report. This figure shows the fluctuation of the various components of inert material. Although a complete

yearly cycle is still not available, it is estimated that an average of 1,600 metric tonnes per month of new material is required, reaching a minimum of around 500 metric tonnes per month during the drier summer months and a maximum of around 2,000 metric tonnes per month during the wetter periods of the year.

To this effect, WasteServ would like to seek your approval to amend permit IP 0001/06 as follows:

1. Variation to condition 3.2.3 (Exclusion of wastes with other specified characteristics) in to exclude inert waste from table 3.2.3.
2. Variation to condition 5.5.3 (Waste dispatch procedures) table 5.5 to include the option to use inert waste as daily cover.
3. Variation to table 7.1.2 (Wastes accepted for disposal) to permit the acceptance of inert waste to be used as daily cover up to a maximum quantity of 19,200 metric tonnes per annum.

Whilst thanking you in anticipation for your consideration, we remain at your disposal for any further information or clarifications at your convenience.

Regards,

**Ing. Vincent Magri**  
**Chief Executive Officer**

Encl.

# **ANNEX 7**

## **NON-TECHNICAL DESCRIPTION**

### **RENEWAL OF IP 0001/06 (IPPC PERMIT FOR GHALLIS NON-HAZARDOUS WASTE LANDFILL)**

The current application is for a renewal of the integrated pollution prevention and control permit (IP 0001/06) related to the operation of a non-hazardous waste management facility located at Ghallis L/O Naxxar.

The project comprises an engineered landfill facility for the disposal of non-hazardous wastes generated on the Maltese Islands.

The facility is being developed in phases consisting of independent cells. All the cells built to date have been built as typical, standard design fully contained engineered landfill on the basis of international standards and the requirements of Directive 1999/31/EC on the landfill of waste as transposed by Legal Notice 168 of 2002 Waste Management (Landfill) Regulations.

The engineering specifications for this facility have been derived from the results of hydrogeological, landfill gas and stability risk assessments to ensure that operations at the installation would not result in an adverse effects on the surrounding environment and thus comply with the requirements of the Waste Management (Landfill) Regulations, 2002. Construction Quality Assurance reports were prepared during the construction of each cell.

The facility commenced operations in 2007 and is still receiving non-hazardous wastes.

Each cell has its own leachate collection/extraction system. During the next few months, parts of the facility shall start to be equipped with a gas extraction system. The gas extraction system shall be connected to a central gas management facility that was installed as part of the aerial emissions control project on the former Maghtab waste disposal site.

This application for renewal is also seeking to vary the permit as follows:

- i) Condition 5.5.3 of the current permit excludes inert waste from being utilized as daily cover. In June 2009 WasteServ submitted a request to vary this condition to permit the acceptance of inert waste to be used as daily cover up to a maximum quantity of 19,200 metric tonnes per annum.
- ii) The rehabilitation of the former Maghtab landfill has also given the opportunity of increase the void space of the landfill. Aware that it shall be very difficult to have another site available for landfilling, this additional space covering an area of circa 20,000 square metres is being dedicated for the landfilling of non-hazardous waste, as an extension to the Ghallis landfill (reference PA 00964/11).



- iii) Details of the gas collection measures and utilization system for the facility have been submitted such that the renewed permit will contemplate this activity.

# **ANNEX 8**

### Clarifications on Annex 8 submitted to the IPPC Committee in May 2012

Section	MEPA Comment	WSM Reply
C1.3 Proposed variations	<p>Document submitted. However, further clarifications are required for the following:</p> <p>(i) <i>Proposed extension to the Ghallis landfill:</i> The IPPC committee has indicated that the restoration plan does not authorise/approve any extensions of the landfill. This request needs further clarification (kindly quote planning permit number for such authorisation). No extensions/re-opening of the closed Maghtab landfill are/will be permitted.</p> <p>Kindly also note that a CQA report, for the proposed extension, is required to be submitted to the Authority. In addition, please indicate whether the proposed extension had been originally marked in the 20 year boundary scheme plan.</p> <p>(ii) <i>Use of crushed inert material as daily cover as per request dated 10<sup>th</sup> June 2009:</i> The IPPC committee is requesting an update of the latest <i>Ghallis Landfill-Compaction and daily cover report</i> (Update no.1 - May 2009), providing information regarding the thickness and percentage recovery of the daily cover</p>	<p>i. Noted. The extension is part development planning application PA 00964/11 Amendments to PA 4834/04 including sanctioning of variations.</p> <p>CQA reports have been submitted as part of the reports for Phases 2A and 2B.</p> <p>ii. This information shall be provided as part of presentation by Perit Adrian Mifsud which is still to be scheduled.</p> <p>iii. Material used for daily cover varies from material originating from the excavation of the landfill itself to contaminated inert material which is delivered for disposal at the landfill. Comment regarding capping material noted.</p>

	<p>applied per day.</p> <p>Kindly also clarify whether the material that is being used as a daily cover is recycled material originating from the landfill and not from any other external source. Kindly note that the material used for capping purposes must be impermeable and not subject to alteration (geotechnical properties) under conditions of increased water content and temperature. Local blue clay must not be used for capping purposes.</p>	
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## PROPOSED VARIATIONS

### RENEWAL OF IP 0001/06 (IPPC PERMIT FOR GHALLIS NON-HAZARDOUS WASTE LANDFILL)

The current application is for a renewal of the integrated pollution prevention and control permit (IP 0001/06) related to the operation of a non-hazardous waste management facility located at Ghallis L/O Naxxar. The following variations are being proposed.

Proposed Variation	Description of the change	Conditions to be changed
Extension to the Ghallis landfill	The rehabilitation of the former Maghtab landfill has given the opportunity of increase the void space of the landfill. Aware that it shall be very difficult to have another site available for landfilling, this space is being dedicated for the landfilling of non-hazardous waste, as an extension to the Ghallis landfill.	Condition 1; Schedule 3
Use of crushed inert material as daily cover as per request dated 10th June 2009	Variation to condition 3.2.3 (Exclusion of wastes with other specified characteristics) in to exclude inert waste from table 3.2.3. Variation to condition 5.5.3 (Waste dispatch procedures) table 5.5 to include the option to use inert waste as daily cover. Variation to table 7.1.2 (Wastes accepted for disposal) to permit the acceptance of inert waste to be used as daily cover up to a maximum quantity of 19,200 metric tonnes per annum.	Conditions 3.2.3, 5.5.3 and Table 7.1.2.
Introduction of gas collection measures and utilization system	The CQA plan for the introduction of gas collection measures and utilization system is being submitted for consideration and approval.	Table 3.11



# **ANNEX 9**

**Clarifications on Annex 9 submitted to the IPPC Committee in May 2012**

<b>Section</b>	<b>MEPA Comment</b>	<b>WSM Reply</b>
<b>C1.4.1 Site report</b>	Noted.  Kindly give an update on the current status of the 'proposed' extension. Please also indicate the volumes for the 'current' and 'projected' landfill extension.	The extension (which has already been utilised) covers an area of circa 20,000 square metres.



## **SITE REPORT**

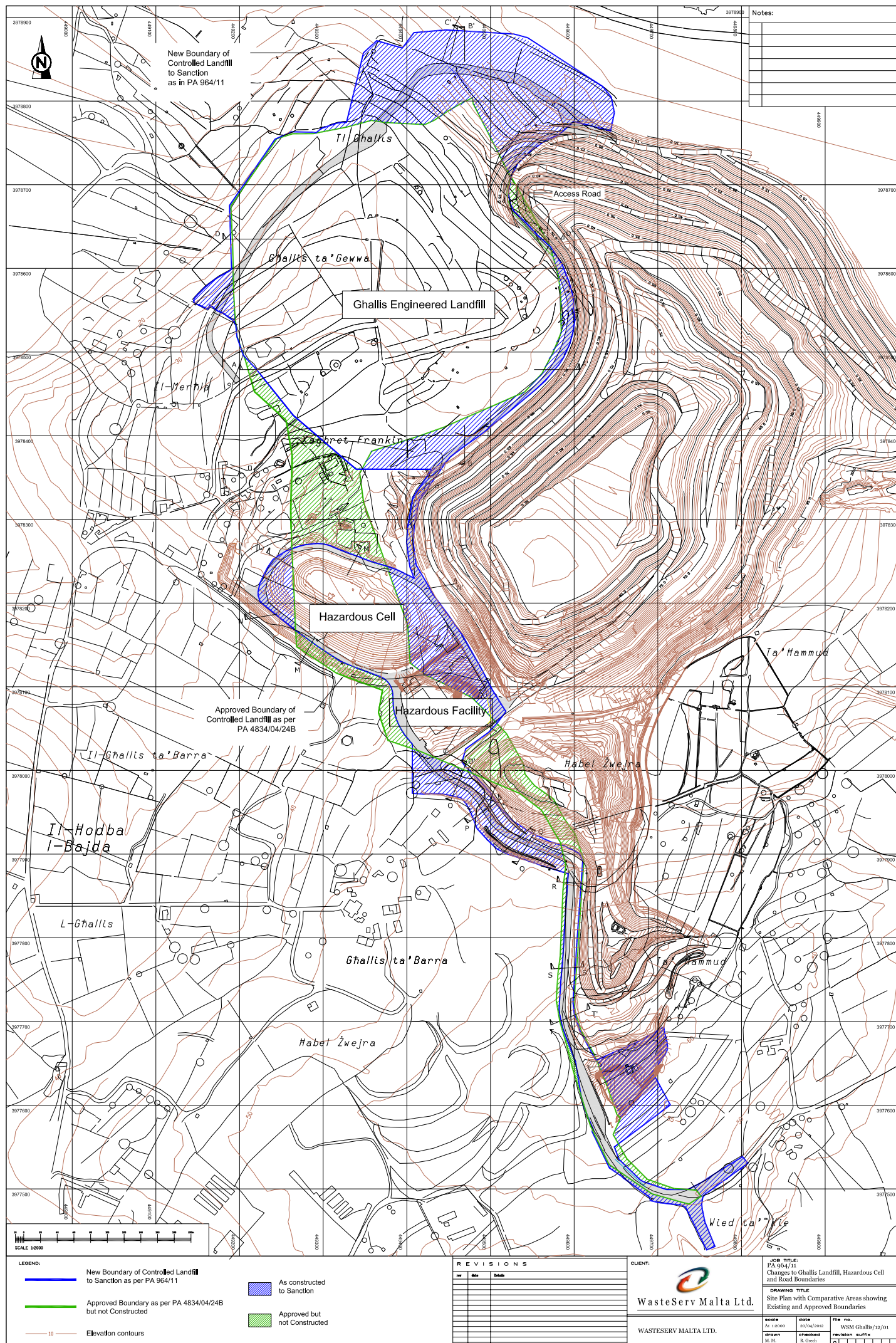
### **RENEWAL OF IP 0001/06 (IPPC PERMIT FOR GHALLIS NON-HAZARDOUS WASTE LANDFILL)**

The current application is for a renewal of the integrated pollution prevention and control permit (IP 0001/06) related to the operation of a non-hazardous waste management facility located at Ghallis L/O Naxxar. The current application also includes a request for variation to the current permit to extend the site boundary.

The location of the Northern Bund and the stabilisation of the Maghtab Landfill while developing the project PA 6136/03 (Control of air emissions by means of the installation of steel wells and/or horizontal abstraction pipes, conducting gases to high temperatures flares) gave the opportunity to increase the void space of the Ghallis landfill. Cognisant of the fact that it shall be very difficult to have another site available for landfilling, this space was dedicated for the landfilling of non-hazardous waste, as an extension to the Ghallis Landfill.

The extension of the current project includes additional land take up (circa 22,000 square metres) for the creation of additional disposal space in an area along the North bund. The extension was built as a typical, standard design fully contained engineered landfill on the basis of international standards and the requirements of Directive 1999/31/EC on the landfill of waste as transposed by Legal Notice 168 of 2002 Waste Management (Landfill) Regulations. As a consequence this extension to the installation should not result in any adverse effects on the surrounding environment. Construction Quality Assurance reports were prepared during the construction of this phase.

# **ANNEX 10**



# **ANNEX 11**

2012													December		
	January	February	March	April	May	June	July	August	September	October	November				
9001	Maghtab Waste Management Complex (inc. Zwejra and Ghallis)	Key process identification	Build & draft Systems Manual	(1) Drafting, Implementation and fine tuning of procedures (2) Training of Employees									Internal Audits	Management review	Certification
14001	Maghtab Waste Management Complex (inc. Zwejra and Ghallis)	Key process identification		(1) Drafting, Implementation and fine tuning of procedures (2) Training of Employees									Internal Audits	Management review	Certification