FUTURECOAL LIMITED
ARTICLES OF ASSOCIATION
PRIVATE COMPANY LIMITED BY GUARANTEE COMPANY NUMBER 1947623

SECTION A – INTRODUCTION

PART 1 - INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms
— In the articles, unless the context requires otherwise—

“articles” means the organisation’s articles of association from time to time;
“associate member” has the meaning given in article 26;
“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
“board” means the board of directors of the organisation from time to time; “chair” has the meaning given in article 9;
“chief executive” is the officer of the organisation responsible for management of the secretariat appointed in accordance with article 12;
“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the organisation;
“director” means a director of the organisation, and includes any person occupying the position of director, by whatever name called, including alternate directors;
“document” includes, unless otherwise specified, any document sent or supplied in electronic form;
“electronic form” has the meaning given in section 1168 of the Companies Act 2006;
“executive committee” has the meaning given in article 7;
“full corporate member” has the meaning given in article 26;
“member” has the meaning given in section 112 of the Companies Act 2006 and includes all full corporate members, associate corporate members and associate members;
“organisation” means FUTURECOAL LIMITED.
“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;
“proxy notice” has the meaning given in these articles;
“secretariat” means the administrative body of the organisation established by the board;
“special resolution” has the meaning given in section 283 of the Companies Act 2006;
“subsidiary” has the meaning given in section 1159 of the Companies Act 2006;
“vice chair” has the meaning given in article 10; and
“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the organisation. Words importing the singular includes the plural and vice versa.

Nothing in these articles shall preclude the holding and conducting of a meeting in such a way that persons who are not present together at the same place may by electronic means attend and speak and vote at it. Any person shall be considered able to attend and participate in the business of a meeting if that person can exercise his rights to, as relevant, hear, speak, vote and be represented by a proxy at the meeting and “participate”, “participation” and “participating” shall be construed accordingly. References to “electronic means” includes any device, system, procedure, method or facility providing an electronic means of attendance at or participation in meetings.

Liability of members

— The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the organisation in the event of its being wound up while they are a member or within one year after they cease to be a member, for—
payment of the organisation's debts and liabilities contracted before they cease to be a member,
payment of the costs, charges and expenses of winding up, and
adjustment of the rights of the contributories among themselves.

Winding up the organisation
— If upon the winding up or dissolution of the organisation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members but shall be given to some other institution or institutions having objects consistent with the objects of the organisation or to a charity as determined by the board.

SECTION B - DIRECTORS

Part 2 - DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

— Subject to the articles, the directors are responsible for the management of the organisation's business, for which purpose they may exercise all the powers of the organisation.

— The income and property of the organisation shall be applied solely towards the promotion of its objects as set forth in these articles and no portion shall be transferred directly or indirectly to members and except as provided hereunder no director shall be appointed or hold any office of the organisation paid by salary or fees, or receive any remuneration or other benefit from the organisation.

Provided that nothing shall prevent any payment in good faith by the organisation:-

of remuneration and reasonable business expenses properly incurred paid by the organisation to the chief executive in their capacity as chief executive;
of reasonable and proper rent for premises demised or let by any member or of any director.

Directors may delegate

— (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles –
to a person or committee
by such means (including by power of attorney)
to such an extent
on such terms as they think fit

except for —
the fixing of the level of admission fees, annual dues and other contributions;
the incurring of any item of expenditure not provided for in the budget;
the taking of any decisions with regard to the possible cessation of membership of any member;
the establishment of any committee of the board;
the appointment and removal of the chair;
the appointment and removal of the chief executive

If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Part 3 - COMMITTEES

There shall be an executive committee of the organisation.

The executive committee shall consist of:
The Chair
The vice-chair(s)
The Regional Chairs of each of the Country Chapters
The chief executive of the organisation, while such person is chief executive.

The directors' appointed by the board and elected at an annual general meeting to the executive committee shall hold office for a period of approximately two years to the conclusion of the second annual general meeting after they were elected.

The quorum for any meeting of the executive committee shall be four.

The principal function of the executive committee shall be to manage the operations and affairs of the organisation between meetings of the board in conformity with the objectives, policy and directives of the board, to be responsible to the board for such management, and to report back to the board on the conduct of its management. The board may prescribe terms of reference for the executive committee from time to time.

The Chair shall chair meetings of the executive committee.

The executive committee will produce minutes for each meeting held and circulate these to the board as soon as practicable after each meeting.

Other committees

— (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

The directors may establish terms of reference for all or any committees.

Each committee will appoint a chair approved by the board.

Part 4 OFFICERS OF THE ORGANISATION

Chair

— (1) The board may recommend any person, whether or not they are a director of the company, to act as the chair of the board of directors (the “Chair”).

(2) The Chair shall be recommended by the Board of Directors and approved by the members at an annual general meeting of the organisation. The Chair shall hold office for a period of approximately four years, until the conclusion of the third annual general meeting after their appointment, unless otherwise determined by the members. Their term shall begin at the conclusion of the AGM at which they were appointed.

The Chair may be re-appointed for an additional term of four years and a final term of one year, subject to the recommendation of the Board of Directors and the approval of the members at the relevant annual general meeting. The Chair shall not hold office for more than a total of nine consecutive years, unless otherwise determined by the members.

When the chair is considered independent, the Chair shall be appointed by the board at such remuneration and upon such conditions as the board may think fit.

(3) The Board may choose to appoint an independent Chair. An individual shall be considered independent if they have no relationships or circumstances that could reasonably be seen to affect their impartiality or judgment. The following circumstances will be taken into account when assessing the independence of the chair:

They have not been an employee or contractor providing services to the organisation within the last five years;
They have not, within the last three years, had a material business relationship with the organisation, either directly or as a partner, director, or senior employee of a body that has such a relationship with the organisation;
They have not received or are not entitled to receive additional remuneration from the organisation for services provided, or are entitled to participate in the organisation’s pension scheme;
They do not have close family ties with any of the organisation’s directors or senior employees; and,
They do not hold a position of significant influence within another organisation that has a material relationship with the organisation.
They have not served on the board for more than seven years from the date of their first appointment.

(4) The Chair shall preside over meetings of the board of directors and shall have such rights and responsibilities including leading discussions, setting agendas, and ensuring the proper conduct of meetings as the directors may determine from time to time,

(5) If the Chair is considered independent and is therefore not a director, the Chair shall not vote on any matter unless exercising a casting vote in accordance with these Articles.

(6) If the Chair is not present within ten minutes of the time appointed for the meeting, or is unwilling to chair the meeting, the directors present may appoint one of their number

to chair that meeting.

(7) The appointment of a non-director as Chair does not confer upon that person any powers or responsibilities of a director under the Companies Act 2006 or these Articles, except as expressly provided herein.

Vice-Chair(s)

(1) The board may recommend up to two directors (or alternate directors) to be vice-chair(s) of the board and may at any time remove one or both of them from office.

(2) Election to the position of vice-chair shall occur at an annual general meeting of the organisation. A vice-chair shall hold office for a period of approximately two years to the conclusion of the second annual general meeting after they were elected.

Qualification to hold office

— Only those directors (or their alternates) appointed to represent full corporate members shall be entitled to be appointed as vice-chairs.

Chief Executive

(1) The chief executive shall be appointed by the board for such term, at such remuneration and upon such conditions as they may think fit.

If not already serving as a director of the organisation, the Chief Executive shall be appointed as a director upon their appointment to the role

The chief executive may be removed as chief executive and as a director by the board or by an ordinary resolution of members in general meeting at any time.

The chief executive has the right to vote at board and executive committee meetings.

Part 5 - DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

(1) Any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 14.
(2) Each director (or, where absent, their alternate director) shall have one vote.

Unanimous decisions

(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate their collective agreement on a matter.

Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

(1) The chair or chief executive may call a meeting of directors or may authorise the organisation secretary to call such meeting.

Notice of any directors' meeting must indicate—
its proposed date and time;
where it is to take place; and
if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting for which electronic means may be used.

Notice of a directors' meeting must be given to each director at least 7 days before the proposed meeting, but need not be in writing.

At least two meetings of directors shall be held in each calendar year, one of which shall take place shortly before the annual general meeting.

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

Participation in directors' meetings

(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
the meeting has been called and takes place in accordance with the articles, and

they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) The directors may participate in a meeting virtually if they are unable to attend in person by making prior arrangements.

Quorum for directors’ meetings

— (1) The quorum for any meeting of directors shall be one third of the number of directors representing full corporate members.

(2) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—
to appoint further directors, or
to call a general meeting so as to enable eligible members to appoint further directors.

Chairing of directors’ meetings

(1) The chair shall chair meetings of directors.

(2) If the chair is not participating in a directors’ meeting a vice chair may chair the meeting. If a vice chair is not available, the participating directors must appoint one of themselves to chair it.

Casting vote

— (1) If the numbers of votes for and against a proposal are equal, the chair or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the organisation in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the organisation is to be counted as participating in the decision-making process for quorum and voting purposes.

This paragraph applies when —
the organisation by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
the director’s interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
the director’s conflict of interest arises from a permitted cause.

For the purposes of this article, the following are permitted causes —
a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the organisation or any of its subsidiaries;
subscription, or an agreement to subscribe, for securities of the organisation or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the organisation or any of its subsidiaries which do not provide special benefits for directors or former directors.

For the purposes of this article, references to proposed decisions and decision- making processes include any directors' meeting or part of a directors' meeting.

Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any director other than the chair is to be final and conclusive.

If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

— The directors must ensure that the organisation keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the directors.

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

Part 6 - APPOINTMENT OF DIRECTORS

Methods of appointing directors

(1) Unless otherwise determined by ordinary resolution the number of directors (including alternate directors) shall not be subject to any maximum, and each director shall be a natural person.

Subject to the below, any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director
by ordinary resolution, or
by a decision of the directors.

Each full corporate member shall be entitled to appoint one director and one alternate director.

An associate corporate member is not entitled to appoint a director.

An associate member is not entitled to appoint a director.

The appointment of a representative nominated as a director or as an alternate director shall be effective only as from the date of receipt by the organisation secretary of the Form of Notification of Particulars of Directors as prescribed under the Act, duly completed in every respect and signed and dated by way of consent to act as director or alternate director (and clearly stated as which) by such representative.

— The expectation of the organisation is that a director nominated by a member will be the member's Chairman or Chief Executive, or the senior executive with responsibility for coal matters.

Alternate directors

— (1) An alternate director shall be entitled to vote at any meeting at which the director for whom they are alternate is not personally present, and generally to perform all the functions of the director of which they are alternate as a director in their absence.

(2) An alternate director shall continue to hold their appointment if the director to which they are the alternate ceases to be a director.

(3) An alternate director, is a director of the company and shall be subject to all the duties, responsibilities, and liabilities of a director under the Companies Act 2006 and these Articles.

(4) While acting as an alternate, the alternate director shall have the same rights, powers, and authority as the appointing director, including the right to receive notice of and attend board meetings, vote, and sign resolutions.

(5) The alternate director shall owe the same continuing fiduciary duties to the company as a director, including the duty to act in good faith, in the best interests of the company, and to exercise reasonable care, skill, and diligence.

(6) The alternate director shall not act as an alternate for more than one director at any

given time unless expressly permitted by the board.

Termination of director’s appointment

— A person ceases to be a director or alternate director as soon as—
that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
a bankruptcy order is made against that person;
a composition is made with that person’s creditors generally in satisfaction of that person’s debts;
a registered medical practitioner who is treating that person gives a written opinion to the organisation stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
notification is received by the organisation from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
the member company which that person represents ceases to be a member of the organisation.

Directors’ remuneration

— The directors shall not be entitled to any remuneration from the organisation. For the avoidance of doubt this does not apply to any remuneration paid by the organisation to the chief executive in their capacity as chief executive, or to an independent Chair.

SECTION C – MEMBERS

Part 7 - MEMBERS BECOMING AND CEASING TO BE A MEMBER

Applications for membership
— Only companies and incorporated bodies ("corporate body") with independent legal personality shall be admitted to membership. No corporate body shall become a member of the organisation unless—
an application for membership in a form approved by the organisation secretary has been completed, and
the chair and chief executive have approved the application
they have paid the relevant membership subscription fee.

Categories of membership
— Membership of the organisation shall fall into the following three categories -
Full corporate member – a corporate body engaged in the production, sale, or use of coal or manufacturers or suppliers of equipment, transportation or material used for the same;
Associate corporate member – a corporate body, otherwise eligible for membership as a full corporate member, may apply to be an associate corporate member of the organisation;
Associate member – Any corporate body representing the coal industry, power sector or equipment manufacturers, or relevant research organisations.

Membership subscription fees – full corporate members
— (1) The board shall have power to decide in accordance with the succeeding provisions the amount of the membership subscription fee that will be payable by each full corporate member before it shall be entered on the register of members.

Every full corporate member shall pay to the organisation annual dues of such amount as the board shall from time to time determine in accordance with the provisions set out in this article.

Each such payment shall be due and payable not later than the first day of the organisation's financial year.

In calculating subscribed coal production or revenue per annum for the purpose of determining annual dues, there shall, where relevant, be included coal production or revenue of companies controlled by such members or in which such member holds equity shares or for which such member is responsible for the coal policy.

The board shall not be bound to disclose their reasons for any decisions they may take in this regard.

To enable the board to compute membership subscription fees, each full corporate member shall on written request from the organisation secretary report in writing as promptly as possible such accurate and up to date information relating to its production of coal and revenue as may be requested.

In respect of full corporate members admitted by virtue of carrying out an activity or activities other than that of a producer of coal, the annual dues payable by such members to the organisation shall be of such amount as the board shall from time to time determine. To enable the board to compute such dues, each of such members shall on written request from the organisation secretary provide as promptly as possible accurate and up-to-date information as may be requested.

Membership subscription fees – associate corporate members
— The board shall have power to decide the amount of the membership subscription fee that is payable by each associate corporate member before it shall be entered on the register of members.

Membership subscription fees – associate members
— The board shall have power to decide the amount of the membership subscription fee that will be payable by each associate member before it shall be entered on the register of members.

Membership subscription fees – general provisions
— (1) Without prejudice to the generality of the foregoing or of any other provisions of these articles, the board may from time to time resolve to fix reduced rates or dues or waive rates or dues for such period or periods as in their absolute discretion they shall think fit.

If a joint venture entity owned by two or more members desires to join the organisation, they will be required to join as a full corporate member and pay the requisite fee.

Each producing member shall be required to pay an annual subscription fee calculated at a rate of £500 per metric tonne of production. Notwithstanding the foregoing, the total subscription fee payable by any producing member shall not exceed £120,000 in any financial year, regardless of the total tonnage produced. The cap on the maximum annual subscription fee may be reviewed and amended by a resolution passed at a general meeting of the members, acting upon a recommendation from the Board of Directors. The Board shall also have the authority to modify or update the subscription fee amount and structure from time to time as it considers necessary to reflect the changing needs and circumstances of the Company.

Termination of membership
— (1) A member may resign from membership of the organisation by giving three (3) months' written notice to the organisation. The notice period shall commence from the date the organisation receives the written notice.

(2) If a member's resignation becomes effective three (3) months or more after the start of the financial year, the member shall remain liable for the full payment of the membership fee for that financial year, regardless of the date of their resignation or termination of membership.

(3)The member's termination shall become effective upon the conclusion of the three (3) month notice period, provided that any outstanding obligations, including the payment of annual fees, have been fulfilled.

(4) Membership is not transferable.

Honorary members
— (1)The directors may confer honorary membership upon any natural person who in their opinion has made a significant contribution to the work of the organisation, to the furtherance of the objects of the organisation, or to the furtherance of the interests of the

coal industry.

(2) The honorary membership will apply for a period of five years, capable of renewal for further periods of five years and be subject to board approval.

Part 8 - GENERAL MEETINGS

General meetings

— (1) The organisation must in each year hold a general meeting as its annual general meeting and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one annual general meeting and the next. The annual general meeting shall be held at such time and place as the board shall determine.

(2) The board may call a general meeting at such time and place as it shall determine, including a virtual meeting.

Notice of general meetings

— (1) The minimum periods of notice required to hold a general meeting are:
21 clear days for an annual general meeting
14 clear days for all other general meetings

The notice must specify the time, date and place and the general nature of the business to be transacted at the meeting. It must also contain a statement as to the right of full corporate members to appoint a proxy to attend and vote instead of that member.

The notice must be given to all members, to all directors and to the auditors.

Accidental omission or non-receipt of notice

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

Short notice of meetings

— A general meeting may be held without notice at any time and place permitted by these articles provided that if all full corporate members are present in person or virtually or represented by proxy or of those not so present or represented waive notice or otherwise consent to such meeting being held.

Quorum for general meetings

— (1) The quorum is a majority of full corporate members present in person or virtually or by proxy and entitled to vote upon the business to be conducted at the meeting.

No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Attendance and speaking at general meetings

— (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

A person is able to exercise the right to vote at a general meeting when—
that person is eligible under the articles to vote, during the meeting, on resolutions put to the vote at the meeting, and
that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Chairing general meetings
— (1) If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so.

If the directors have not appointed a chair, or if the chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
the directors present, or
if no directors are present, the meeting, must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

The person chairing a meeting in accordance with this article is referred to as "the chair of the meeting".

Attendance and speaking by directors and non-members
— (1) Directors may attend and speak at general meetings.

(2) The chair of the meeting may permit other persons who are not members of the organisation to attend and speak at a general meeting.

Adjournment
— (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.

The chair of the meeting may adjourn a general meeting at which a quorum is present if—
the meeting consents to an adjournment, or
it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

When adjourning a general meeting, the chair of the meeting must—
either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the organisation must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given) —
to the same persons to whom notice of the organisation's general meetings is required to be given, and
containing the same information which such notice is required to contain.

No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Amendments to resolutions

— (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if —
notice of the proposed amendment is given to the organisation in writing by a person entitled to vote at the general meeting at which it is to be proposed
not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

Voting

— (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.

(2) Resolutions, including those to appoint officers of the organisation, shall be determined by simple majority.

Disputes

— Any dispute must be referred to the chair of the meeting whose decision is final.

Poll votes

— (1) A poll on a resolution may be demanded —
in advance of the general meeting where it is to be put to the vote, or
at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

A poll may be demanded by —
the chair of the meeting;
the directors;
two or more persons having the right to vote on the resolution;
a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

A demand for a poll may be withdrawn if —
the poll has not yet been taken, and
the chair of the meeting consents to the withdrawal.

Polls must be taken immediately and in such manner as the chair of the meeting directs.

— (1) In the event of a poll vote, each full corporate member shall be entitled to the number of votes corresponding to the table below:

Description of member	Number of votes
A full corporate member with a subscribed coal production in the current financial year exceeding 10 million tonnes per annum	4 votes
A full corporate member with a subscribed coal production in the current financial year exceeding 3 million tonnes and up to and including 10 million tonnes per annum	3 votes
A full corporate member with a subscribed coal production up to and including 3 million tonnes per annum; or a full corporate member with no subscription tonnage	2 votes

(2) Neither an associate corporate member nor an associate member is entitled to vote.

Content of proxy notices

— (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which —
states the name and address of the member appointing the proxy;
identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
is delivered to the organisation in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

The organisation may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

Unless a proxy notice indicates otherwise, it must be treated as—
allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

— (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the organisation by or on behalf of that person.

An appointment under a proxy notice may be revoked by delivering to the organisation a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Section D – Administrative and Organisation

PART 9 ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

— (1) Subject to the articles, anything sent or supplied by or to the organisation under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the organisation.

Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

A director may agree with the organisation that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

The seal

—(1) The common seal may only be used by the authority of the chair and chief executive.

The directors may decide by what means and in what form the common seal is to be used.

Unless otherwise decided by the directors, if the common seal is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

For the purposes of this article, an authorised person is —
any director of the organisation;
the organisation secretary; or
any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

Auditors

— The members shall at each annual general meeting appoint an auditor to audit the accounts of the organisation for report to the members at the next annual general meeting. The auditor may be exempted from attendance at annual general meetings by the organisation. The auditor shall hold office until the next annual general meeting or until their removal in accordance with the Companies Act 2006. The remuneration of the auditor shall be fixed by the chair and chief executive.

Accounts

— The board must prepare for each financial year accounts as required by the Companies Act 2006. The board must keep accounting records as required by the Companies Act 2006. The board must lay the accounts, made up to a date no more than

12 months before the date of the annual general meeting, to the members at such meeting.

No right to inspect accounts and other records

— Except as provided by law or authorised by the directors or an ordinary resolution of the organisation, no person is entitled to inspect any of the organisation's accounting or other records or documents merely by virtue of being a member.

Financial year

— Unless and until otherwise determined by the organisation in general meeting and in accordance with the Companies Act 2006, the financial year of the organisation shall commence on 1 October and end on 30 September in any given year.

Provision for employees on cessation of business

— The directors may decide to make provision for the benefit of persons employed or formerly employed by the organisation or any of its subsidiaries (other than a current or former director, alternate director orshadow director (as defined in section 251(1) of the Companies Act 2006)) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the organisation or that subsidiary.

Official language

— The official language of the organisation shall be English.

Part 10 - DIRECTORS' & OFFICERS INDEMNITY AND INSURANCE

Indemnity

— (1) Subject to paragraph (2), a relevant director or officer of the organisation or an associated company may be indemnified out of the organisation's assets against—
any liability incurred by that director or officer in connection with any negligence, default, breach of duty or breach of trust in relation to the organisation or an associated company,
any liability incurred by that director or officer in connection with the activities of the organisation or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
any other liability incurred by that director or an officer of the organisation or an associated company.

This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

In this article —
companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
a "relevant director or officer" means any director or officer or former director or officer of the organisation or an associated company.

Insurance

— (1) The directors may decide to purchase and maintain insurance, at the expense of the organisation, for the benefit of any relevant director or officer in respect of any relevant loss.

(2) In this article—
a “relevant director or officer” means any director or officer or former director of the assocaition or an associated company,
a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director or officer in connection with that director’s or officer’s duties or powers in relation to the organisation, any associated company or any pension fund or employees’ share scheme of the organisation or associated company, and companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.