

180263

SPECIAL RESOLUTION ON CHANGE OF ARTICLES OF ASSOCIATION.

Company number - 180263
Company name - Evans & Reid Coal Company Limited

At an Extraordinary General Meeting of the members of the above named Company, duly convened and held at :

Empire House
Mount Stuart Square,
Cardiff

on 30th January 1992 the following Special Resolution was duly passed :

That the Articles of Association of the Company be changed by deleting the whole of Article 87.

Signature

A. Lewis
.....
Chairman

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and in that case the Director so appointed shall be entitled to hold office as a Director until the determination of the trusts of the Will of the said CHARLES EDWARD EVANS or until such Director resigns or dies or until his appointment shall be determined as hereinafter provided whichever event shall first happen and he shall not be liable to retire by rotation or to be removed by Extraordinary Resolution. Provided that such legal personal representatives or such trustees or trustee may at any time by instrument under their hands left at the registered office of the Company determine the appointment made by them of any person as Director, and if such Director or any successor appointed under this Article resigns or dies before the determination of such trusts or his appointment is determined as hereinbefore mentioned the said legal personal representatives or trustees or trustee may (subject to such consent as aforesaid) in like manner appoint any person to be Director in the place of such Director or any such successor and any and every such appointment shall be effective. Provided also that if any Permanent Director shall at any time be of opinion that the continuance in office of such Director so appointed by the legal personal representatives or the Trustees or Trustee of the Will of CHARLES EDWARD EVANS as aforesaid is undesirable in the interests of the Company such Permanent Director may determine any such appointment by giving such Director six months' notice in writing setting forth the reasons for determining such appointment, and in case of any difference or dispute arising as to the legality, sufficiency or propriety of such notice or the justification for the same or the sufficiency of the reasons for determining the appointment or touching anything done in connection with such determination every such difference or dispute shall be referred to the award and decision of the Public Trustee, or failing him, to the award and decision of some other person to be appointed by him as a single arbitrator, or if the Public Trustee shall decline to act in the matter or to appoint such arbitrator, then every such difference or dispute shall be referred to some person to be appointed as a single arbitrator by the President for the time being of the Law Society and this shall be deemed a submission to arbitration within the Arbitration Act, 1889, or any statutory modification or re-enactment thereof for the time being in force.

QUALIFICATION AND REMUNERATION OF DIRECTORS.

~~87. Subject as hereinbefore provided the qualification of an ordinary Director shall be the holding of shares of the Company of a nominal amount of not less than £250. A Director may act before acquiring his qualification, but shall in any case acquire the same within one month from his appointment.~~

88. Each of the said CHARLES EDWARD EVANS AND STEPHEN BRUCE REID shall during his continuance in office as Director be entitled to receive as remuneration for his services as Director a Commission of ten per cent. each on the net profits made by the Company in each period of six months ending on the 30th day of June and the 31st day of December in every year (the first of such periods being reckoned from the date of the incorporation of the Company). Net profits shall be calculated for this purpose exclusively of any amount which shall for such period be deemed to be necessary by the Board of Directors

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