

No. 417,114

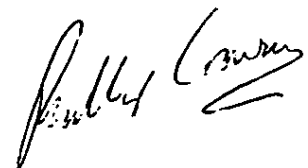
**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**THE MINING ASSOCIATION
OF THE UNITED KINGDOM**

Special Resolution
passed on 14th April 1992

At the Annual General Meeting of the Association duly convened and held on 14th April 1992 at 6 St James's Square, London SW1Y 4LD, the following resolution was duly passed as a Special Resolution:-

THAT the draft initialled by the Chairman for the purposes of identification be adopted as the new Articles of Association to the exclusion of all the existing Articles.



P.C.F. Crowson
President

FRIDAY



RVUZ1GHD

RM

08/01/2010

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COMPANIES HOUSE

No. 417114

The Companies Act, 2006

Company Limited by Guarantee and not having a share capital

**MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF
THE MINING ASSOCIATION OF
THE UNITED KINGDOM**

November 2009

FRIDAY

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08/01/2010
COMPANIES HOUSE

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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 417114

I hereby certify that

OVERSEAS MINING ASSOCIATION

**THE WORD 'LIMITED' BEING OMITTED BY LICENCE
OF THE BOARD OF TRADE**

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

THE MINING ASSOCIATION OF THE UNITED KINGDOM

Given under my hand at Cardiff the 16TH JULY 1976

D. A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies

No. 417114



Certificate of Incorporation on Change of Name

Whereas

BRITISH OVERSEAS MINING ASSOCIATION
(THE WORD "LIMITED" BEING OMITTED BY LICENCE OF THE BOARD OF TRADE)

was incorporated as a limited company under the

COMPANIES ACT, 1929,

on the THIRTEENTH DAY OF AUGUST, 1946

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

OVERSEAS MINING ASSOCIATION

Given under my hand at London, this TWENTY-SECOND DAY OF NOVEMBER
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L. S. Whitfield
Assistant Registrar of Companies.

No. 417114



Certificate of Incorporation

I Hereby Certify, That

BRITISH OVERSEAS MINING ASSOCIATION

(The word "LIMITED" being omitted by Licence of the Board
of Trade.)

is this day Incorporated under the Companies Act, 1929, and that the
Company is Limited.

Given under my hand at London this Thirteenth day of
August One Thousand Nine Hundred and Forty-six.

Rt Tattersall

Registrar of Companies

No. 417,114

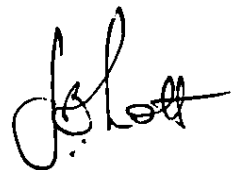
**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**THE MINING ASSOCIATION
OF THE UNITED KINGDOM**

Special Resolution
passed on 17th November 2009

At the Extraordinary General Meeting of the Association duly convened and held on 17th November 2009 at Concorde House, Trinity Park, Solihull B37 7UQ, the following resolution was duly passed as a Special Resolution:-

THAT the draft initialled by the Chairman for the purposes of identification be adopted as the new Articles of Association to the exclusion of all the existing Articles.



J.B. Lott
President

08/01

THE MINING ASSOCIATION OF THE UNITED KINGDOM

ANNUAL GENERAL MEETING - 15TH DECEMBER, 1976

Special Resolution passed at the meeting

THAT the Memorandum of Association be altered by deleting the proviso to Clause 3 and substituting therefor the words

"Provided that

- (i) in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- (iii) in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such Property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated."

and

deleting Clause 4 and substituting therefor the words

"The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred,

directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profits, to members of the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association

- (a) of reasonable and proper remuneration to any member, officer or servant of the company for any services rendered to the Association
- (b) of interest on money lent by any member of the Association at a rate per annum not exceeding 2 per cent. less than the minimum rate prescribed for the time being by the Bank of England, or 3 per cent. whichever is the greater
- (c) of reasonable and proper rent for premises demised or let by any member of the Association."

and

deleting Clauses 5 and 6 and renumbering Clauses 7, 8, 9 and 10 as Clauses 5, 6, 7 and 8 respectively.

D.R. MITCHELL
President

15th December, 1976

THE COMPANIES ACT 1929
THE COMPANIES ACTS 1948 AND 1967

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

OVERSEAS MINING ASSOCIATION

(Passed 21st June 1976)

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at 49 Moorgate, London EC2R 6BQ, on Monday, 21st June, 1976 at 11.00 a.m., the following resolutions were passed as SPECIAL RESOLUTIONS:-

RESOLUTIONS

1. "That with the consent of the Secretary of State the name of the Association be changed to The Mining Association of the United Kingdom".
2. "That the Memorandum of Association be altered by deleting sub-clauses 3(A) and (B) and substituting therefor the following sub-clause and re-lettering the remaining sub-clauses as appropriate:
 - 3(A) To promote and foster the interests of
 - (i) the industry of the mining of metals and minerals in any part of the world (hereinafter called "the Industry"); and
 - (ii) corporations, companies, firms and persons engaged or interested in the Industry or in industries ancillary to or allied with the Industry".
3. "That the draft initialled by the Chairman for the purposes of identification be adopted as the New Articles of Association to the exclusion of all the existing Articles".

D.R. Mitchell
President

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Memorandum of Association

OF

THE MINING ASSOCIATION OF THE
UNITED KINGDOM*

1. The name of the Company (hereinafter called "the Association") is "THE MINING ASSOCIATION OF THE UNITED KINGDOM".*

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are:-

+ (A) To promote and foster the interests of:

(i) the industry of the mining of metals and minerals in any part of the world (hereinafter called "the Industry"); and

(ii) corporations, companies, firms and persons engaged or interested in the Industry or in industries ancillary to or allied with the Industry.

* On 18th day of November 1966 the name of the Association was changed from BRITISH OVERSEAS MINING ASSOCIATION to OVERSEAS MINING ASSOCIATION. By Special Resolution passed on the 21st day of June 1976 the name of the Association was changed from OVERSEAS MINING ASSOCIATION to THE MINING ASSOCIATION OF THE UNITED KINGDOM

+ By Special Resolution passed on the 21st day of June 1976 a new clause 3(A) was substituted for the existing clause 3(A) and (B). By Special Resolution passed on the 15th day of December 1976 the proviso to Clause 3 and Clause 4 were altered.

- (B) To afford members of the industry opportunities for the interchange of opinions and the discussion of matters affecting the Industry, and to provide facilities for such interchange of opinions and discussion.
- (C) To promote interest in the scientific study of the products of mines, quarries, wells and the like; of metallurgy; of mining, quarrying, well-drilling and the like activities, and of the technical processes connected with them, through the press, reviews, general literature, exhibitions, public lectures, and such other means as may appear to be useful or advantageous.
- (D) To consider all questions and matters affecting the Industry its organisation, administration, structure or control, and to communicate the views and opinions of the Association to the Government of the United Kingdom, or to any Dominion Colonial or Foreign Government, or to any Government Department, Office, Authority, Conference or Organisation, national or international, or to any other body by letter, memorial, deputation or otherwise.
- (E) To institute, promote or support any legislation, or the making of any order, rule or regulation which in the opinion of the Council of the Association is or would be conducive to the interests of the Industry; and to oppose or advocate the repeal, reversal, amendment or modification of any legislation, judicial or other decision, or award, or of any order, rule or regulation which in the opinion of the Council of the Association is or would be contrary to such interests.
- (F) So far as lawfully may be, to assist any Member of the Association who may be engaged in upholding or maintaining any principle adopted by the Association calculated to be for the benefit of the Industry, or in resisting any action or proposal deemed by the Association to be inimical to the best interests of the Industry.

- (G) To give to legislatures, government departments, local authorities, chambers of commerce, chambers of mines, and any other authorities and bodies, both throughout the United Kingdom and anywhere abroad, facilities for conferring with the Association concerning matters directly or indirectly affecting the Industry.
- (H) To collect and disseminate statistics or other information which in the opinion of the Council of the Association would be conducive to the interests of the Industry.
- (I) To encourage the discovery of and investigate and make known the nature and merits of inventions and discoveries which may seem capable of being used by members of the Industry.
- (J) To establish and support a benevolent fund for the benefit of those engaged in or connected with the Industry who are in necessitous circumstances and are not members of the Association in such form and of such scope as the Association may determine, and to apply the Association's funds, or otherwise raise funds, in support of the same.
- (K) To establish and support, or aid in the establishment and support of associations, institutions and conveniences calculated to benefit any of the employees or ex-employees of the Association, or the dependents or connections of such persons, and to grant pensions and allowances to such persons and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object connected with the objects of the Association.
- (L) To co-operate with any other body in furtherance of the general interests of the Industry and the trade and industry of the United Kingdom generally.
- (M) To establish, subsidise, promote, become a member of, act as or appoint agents or delegates for, control, manage, superintend or otherwise assist, any organised body, incorporated or not incorporated, with objects altogether or in part similar to those of the Association and not being a trade union,

provided that such body is prohibited by its constitution from distributing its income or property amongst its members to an extent at least as great as is imposed upon the Association by Clause 4 of this Memorandum of Association.

- (N) Subject to the provisions of Section 14 of the Companies Act, 1929, to acquire by purchase, exchange, lease, hire or otherwise, any land, building, machinery, plant or other property desirable to be acquired for any of the purposes of the Association.
- (O) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association with a view to the promotion of its objects.
- (P) Subject to the provisions of Section 14 of the Companies Act 1929, to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association.
- (Q) To establish, promote and support or aid in the establishment, promotion and support of any association, institution or other body or any fund or trust having as its object or one of its objects the promotion or encouragement of education or research or any charitable or benevolent object connected with the objects of the Association.
- (R) To raise or borrow money on any terms or conditions upon the security of debenture stock, debentures, mortgages of, or charges upon, all or any of the property and assets of the Association, present or future, or without any security, and to make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments, and to issue and grant receipts and acknowledgements of money received or held on deposit or otherwise.
- (S) To invest moneys not immediately required for the purpose of the Association, and to lend money at interest upon securities or otherwise. Provided always that money subject to or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

- (T) To do all such lawful things as may be incidental or conducive to the attainment of any of the aforesaid objects or calculated to further the interests of the Industry and promote its enterprise and efficiency.

Provided that

- (i) in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- (iii) in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such Property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profits, to members of the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:

- (a) of reasonable and proper remuneration to any member, officer or servant of the company for any services rendered to the Association;
- (b) of interest on money lent by any member of the Association at a rate per annum not exceeding 2 per cent. less than the minimum rate prescribed for the time being by the Bank of England, or 3 per cent. whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Association.

5. The liability of the members is limited.

6. Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £10.

7. If upon the dissolution of the Association 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 of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provisions, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expensed by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and, subject to any

reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Association for the time being, such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

For and on behalf of

NEW CONSOLIDATED GOLD FIELDS, LTD.,
49 Moorgate, London E.C.2.

ROBERT ANNAN, Chairman

For and on behalf of

JOHANNESBURG CONSOLIDATED INVESTMENT CO. LTD.
6 Lothbury, London E.C.2.

J.G. LAWN, Director

For and on behalf of

MINING TRUST LIMITED
Adelaide House, King William Street,
London E.C.4.

D.P. MITCHELL, Director

For and on behalf of

RIO TINTO CO., LTD.,
Princes House, 94 Gresham Street,
London E.C.2.

GEDDES, Chairman

For and on behalf of

UNION CORPORATION LTD.,
Princes House, 95 Gresham Street,
London E.C.2.

CLIVE TEMPERLEY, Executive Director

(Continued)

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

For and on behalf of

GENERAL MINING AND FINANCE
CORPORATION LTD.,
Winchester House, Old Broad Street,
London E.C.2.

NORMAN RAILING, Director

For and on behalf of

MESSRS. MASON & BARRY, LTD.,
3 Great Winchester Street,
London E.C.2.

J. CROSS BROWN, Chairman

DATED the 30th day of July 1946

WITNESS to the above signatures:-

C.L. WATERHOUSE,
61 Moorgate,
London, E.C.2.

Chartered Accountant

(vii)

reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Association for the time being, such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A CAPITAL DIVIDED INTO SHARES

ARTICLES OF ASSOCIATION
OF

THE MINING ASSOCIATION OF THE UNITED KINGDOM

(Adopted by Special Resolution passed on 17th day of November 2009)

DEFINITIONS

- I. In these Articles of Association the following words and expressions shall have the following meanings unless there is something in the subject matter or context inconsistent therewith:

"The Industry"	means the Industry as defined by Clause 3(A) of the Memorandum of Association of the Association;
"The Association"	means The Mining Association of the United Kingdom;
"The Council"	means the members for the time being of the Council hereby constituted;
"member of Council"	means a non-executive director of the Association;
"The Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
"electronic form"	has the meaning given in section 1168 of the Companies Act 2006;
"month"	means calendar month;
"ordinary resolution"	has the meaning given in section 282 of the Companies Act 2006;
"special resolution"	has the meaning given in section 283 of the Companies Act 2006;
"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;

Words importing the singular number only include the plural number and vice versa.

Words importing persons shall where appropriate include companies and other corporations.

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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 Association.

MEMBERSHIP

2. For the purposes of registration the number of Members of the Association is to be taken to be 500 but the Council may from time to time authorise an increase in the number of Members. Membership of the Association shall be confined to corporations, companies and persons admitted to membership as defined in Article 3 hereof.
3. The Members of the Association shall be such corporations, companies, firms and persons engaged or interested in the Industry and/or ancillary and allied industries, as the Council shall admit to membership in accordance with these Articles and the Secretary shall cause the names and addresses of all such Members to be entered in the Register of Members accordingly.
4. Honorary Members shall be such persons distinguished in statesmanship, diplomacy, industry, commerce, finance or education, as may from time to time be elected by the Council. Any person so elected as an Honorary Member shall not be required to sign the application mentioned in Article 5 or to pay an annual subscription. An Honorary Member shall be entitled to receive notice of and to attend and to vote at any General Meeting of the Association.
5. All applications for membership may be made in writing in such form as the Council shall from time to time prescribe and shall be submitted to the Council. The acceptance or rejection of an application for membership shall be in the discretion of the Council whose decision shall be final. The making of an application for membership shall, subject to the decision of the Council on the application, be deemed an acceptance of the liabilities for the time being of membership of the Association.
6. Every Member shall be bound to further to the best of his ability the objects, interests and influence of the Association.
7. The privileges of membership shall not be transferable or transmissible.
8. Each Member of the Association not being a natural person may appoint and remove a representative.
9. Any Member who (in the opinion of the Council) shall cease to be qualified for membership or fail to fulfil any of the duties for the time being of the membership of the Association, or whose conduct in the opinion of the Council renders him unfit to be a Member of the Association, may be expelled or suspended from Membership of the Association. Every resolution for the expulsion or suspension of a Member shall be submitted to a General Meeting of the Association and every such resolution shall be deemed to have been passed, if it is agreed to by three-fourths or more of the Members of the Association present and voting. The voting on every such resolution shall be by ballot. No such resolution shall be submitted to a General Meeting until the Member in question shall first have been given a reasonable opportunity of being heard in his defence. From the passing of such a resolution the Member in question shall cease to be a Member of the Association.

JSK

10. Any Member may resign from the Association by giving notice in writing to the Secretary at least six months before the expiration of any financial year.
11. Any Member who shall resign or who is expelled, or who for any reason ceases to be a Member shall forfeit all claims to any money paid to the Association and all interest in its properties and funds, but shall be liable for any unpaid subscription for the current year and for his contribution (if any) under Clause 6 of the Memorandum. Except as aforesaid he shall be free from liability for any other payment and from any claim howsoever arising.
12. Subject as hereinafter provided the revenue of the Association shall be raised by the Council in such manner as in its discretion it may from time to time decide provided:-
 - (a) The Association in General Meeting shall from time to time establish different classes of membership and shall fix the annual subscriptions to be paid by Members in respect of such classes.
 - (b) The Council shall be at liberty at its discretion from time to time to determine that the annual subscription of any Member payable in respect of the then current or any subsequent financial year of the Association shall be of a smaller amount than the amount fixed pursuant to this Article as the annual subscription of such Member.
13. Annual subscriptions may be made payable by such instalments and at such times as the Council shall determine, provided that the aggregate of the instalments of subscriptions payable in any financial year of the Association shall not exceed the total amount thereof payable for each year pursuant to these Articles. Subject to any such determination annual subscriptions of Members shall be deemed to be due on the first day of each financial year, or on notice of election, and the Council shall be entitled to suspend the right of voting of any Member whose subscription is three months or more in arrears. The financial year of the Association, until otherwise determined by the Council, shall commence on the first day of January.
14. In addition to the powers conferred by Articles 11 and 12 the Council shall have power at any time and from time to time to levy upon Members (other than Honorary Members) with the approval of a majority of the Members concerned contributions of such amount as the Council (with such approval as aforesaid) shall determine for the purpose of raising funds for dealing with any matter or matters of common interest to such Members in exoneration of the general funds of the Association which neither the Council nor any Member shall have power to charge under this Article. The Council shall also have power to make arrangements with any other person for sharing with such person any costs or expenses in connection with dealing with any matter or matters of common interest to them.

GENERAL MEETINGS

15. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it, provided

that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting.

16. All other Member meetings will be deemed General Meetings.
17. The Council may whenever they think fit convene a General Meeting, and General Meetings shall also be convened on requisition by any three members.
18. Twenty-one days' notice in writing at the least of every Annual general Meeting and fourteen days' notice in writing at the least of every other General Meeting, except for meetings to deal with the removal of auditors or members of Council when twenty-one days notice is required (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Acts entitled to receive such notices from the Association; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Acts in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.
19. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

20. Only the removal of auditors and members of Council at a General Meeting will be deemed special and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
21. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business; three members present in person or represented or by proxy shall be a quorum.
22. (a) If within thirty minutes from the time appointed for any General Meeting a quorum is not present, the meeting, if convened by or upon the requisition of Members, shall be dissolved. In any other case or if during the meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (b) The chairman of the meeting may adjourn a General Meeting at which a quorum is present if:-
 - (1) the meeting consents to the adjournment, or
 - (2) it appears to the chairman 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.

JB

- (c) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
 - (d) When adjourning a General Meeting, the chairman of the meeting must:-
 - (1) either specify the time and the place to which it is adjourned or state that it is to continue at a time and a place to be fixed by the Council, and
 - (2) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
 - (e) If the continuation of an adjourned meeting is to take place more than 14 days after it is adjourned, the Association must give at least 7 clear days' notice of it-
 - (1) to the same persons to whom notice of the Association's General Meetings is required to be given, and
 - (2) containing the same information which such notice is required to contain.
 - (f) No business may be transacted at an adjourned meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
23. In the event of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting shall have a second or casting vote.
24. The President (if any) or Vice-President of the Association shall preside at all General Meetings of the Association. If there be no such President or Vice-President or if they are not present within thirty minutes after the time appointed for holding the meeting or be unable or unwilling to act as Chairman of the meeting, the members of Council present may appoint one of their members to be the Chairman of the meeting.
25. If at any meeting no member of the Council is willing to act as Chairman or if no member of Council is present within thirty minutes after the time appointed for holding the meeting the Members present shall choose one of their number to be Chairman of the meeting.
26. At every General Meeting the passing or rejecting of a resolution submitted to the meeting shall (except in such cases as a vote by ballot is expressly directed by these Articles of Association) be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman of the meeting or by at least three Members; and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried (or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority) and an entry to that effect made in the Minute Book of General Meetings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
27. If a poll is duly demanded it shall be taken in such manner as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. A demand for a poll may be withdrawn if –
 - (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
29. A poll demanded on the election of a Chairman or on the question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

30. Every Member of the Association shall have one vote. On a poll votes may be given either personally or by proxy. An instrument appointing a proxy may be in the usual common form, or such other form as the Council may approve. Any such instrument of proxy shall be under the hand of an individual Member or the seal of the Company Member by whom or by which the proxy is appointed. No Member shall be entitled to vote at any General Meeting unless all moneys payable by him to the Association have been paid.
31. No person shall act as a proxy unless he is entitled to be present and vote at the meeting or adjourned meeting at which he desires to act as a proxy.
32. (a) Proxies may only be validly appointed by a notice in writing (a "proxy notice") which –
 - (1) states the name and address of the member appointing the proxy;
 - (2) identifies the person appointed to be that members' proxy and the General Meeting in relation to which that person is appointed;
 - (3) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Council may determine; and
 - (4) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
33. The instrument appointing a proxy shall be deposited with the Secretary of the Association not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which it is proposed to be used, and in default the instrument of proxy shall not be treated as valid.
34. (a) A Member 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 Association by or on behalf of that Member.
- (b) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given.
- (c) 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.

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- (d) 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.

COUNCIL

35. The Association in General Meeting may appoint members of a Council of the Association and subject to these Articles, the general management and control of the business and affairs of the Association shall be vested in the Council.
36. (a) The Members of the Association may, by special resolution, direct the Council to take, or refrain from taking, specific action.
(b) No such special resolution invalidates anything which the Council have done before the passing of the resolution.
37. The Council may exercise all the powers of the Association which are not by the Acts or by these Articles required to be exercised by the Association in General Meeting.
38. The Council may delegate any of its powers to committees consisting of members of its body or employees of Members of the Association. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.
39. Without restriction the generality of the last preceding Article, the Council may appoint members of its body to be an Executive Committee and from time to time remove members of such Committee and appoint others in their place. Such Executive Committee shall attend to the business of the Association arising between meetings of the Council and may exercise all or any of the functions of the Council vested in it by the Council.
40. Unless and until otherwise determined by the Association in General Meeting, the Council shall consist of not less than six and not more than twenty persons.
41. The Council shall have power at any time, and from time to time, to appoint any other person not being a person disqualified pursuant to any provision of the Acts or of these Articles, either to fill a casual vacancy or as an addition to the Council, but so that the total number of members of Council shall not exceed the maximum number fixed by or in accordance with these Articles. Any member of Council so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-appointment.
42. The continuing members of Council or a sole continuing member of Council may act notwithstanding any vacancies in the Council, but, if and so long as the number of members of Council is reduced below the minimum number fixed by or in accordance with these Articles, the continuing member or members of Council may act only for the purpose of filling vacancies in the Council or of summoning General Meetings of the Association.
43. (a) At the Annual General Meeting in every year, one-third of the members of Council for the time being or, if this number is not a multiple of three, the number nearest to but not exceeding one-third shall retire from office, but be eligible for re-election provided that any member of Council

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retiring under Article 40 hereof shall not be included in calculating the number of members of Council to retire under this Article.

- (b) The members of Council to retire every year under the provisions of this Article are those longest in office since their last election or appointment. In the case of equality in this respect the members of Council to retire unless they otherwise agree among themselves shall be determined by lot.
- 44. A member of Council retiring at an Annual General Meeting shall remain in office until the close of that meeting.
 - 45. No person other than a member of Council retiring at an Annual General Meeting shall, unless recommended by the Council for election, be eligible for the office of a member of Council at such meeting unless, not less than fourteen days before the day appointed for the meeting, there has been given to the Secretary notice in writing signed by at least three Members of the Association of their intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.
 - 46. The office of a member of Council shall be vacated in any of the following events, namely:-
 - (a) If he resigns his office by writing under his own hand delivered at the office of the Association.
 - (b) If he shall cease to be a Member of the Association or if the Member, whose company representative he is, shall cease to be a Member of the Association, as the case may be.
 - (c) If he shall cease by virtue of any provision of the Companies Act 2006 or is prohibited by law.
 - (d) If a bankruptcy order is made against him.
 - (e) If a composition is made with that his creditors generally in satisfaction of that his debts.
 - (f) A registered practitioner who is treating him gives a written opinion to the Association stating that he has become physically or mentally incapable of acting as a member of Council and may remain so for more than three months.
 - (g) If by reason of his mental health, a court makes an order which wholly or partially prevents him from personally exercising any powers or rights which he would otherwise have.
 - (h) If he be requested in writing by all his co-members of Council to resign.
 - (i) If a resolution to that effect be passed at a General Meeting of the Association by a majority of three-fourths or more of the Members of the Association present and voting.
 - 47. (a) Any member of Council may appoint any person to be his alternate and may at any time revoke the appointment of such alternate so appointed by him, provided that no such appointment of any person shall become operative unless and until the approval of the Council shall have been given.

- (b) Every person acting as an alternate to a member of the Council shall be an officer of the Association and shall not be deemed to be an agent of the member of Council whom he represents.
- (c) This Article shall apply mutatis mutandis to any member of the Executive Committee of the Council.

PROCEEDINGS OF COUNCIL

- 48. The Council may meet together for despatch of business, adjourn and other wise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote. A member of Council may, and the Secretary on the requisition of a member of Council shall, at any time summon a meeting of the Council.
- 49. The quorum necessary for the transaction of business of the Council may be fixed by the Council and, unless so fixed at a larger number, shall be three.

PRESIDENT AND VICE-PRESIDENT

- 50. The Council shall meet within seven days of the close of each Annual General Meeting and shall forthwith
 - (a) elect from the nominees of the significant mineral company members of the Association, who are a member of Council and are eligible for election, a President to hold such office until the conclusion of the first Council Meeting after the next following Annual General Meeting, provided that the President shall cease to hold such office if he ceases to be a member of Council. A retiring President shall be only eligible for re-election once.
 - (b) elect from the other members of Council a member of Council to be Vice-president to hold such office until the conclusion of the first Council Meeting after the next following Annual General Meeting, provided that the President shall cease to hold such office if he ceases to be a member of Council. A retiring President shall be eligible for re-election.
- 51. (a) In the event of any casual vacancy occurring in the office of President, the Vice-President shall thereupon succeed to the office of President and shall hold that office until the conclusion of the first Council Meeting after the next following Annual General Meeting and shall then be eligible for immediate re-election as President.
- (b) My casual vacancy occurring in the office of Vice-President may be filled by the Council from among its members.
- 52. The President (or in his absence the Vice-President) shall preside at all meetings of the Council; but if neither the President nor the Vice-President is present within thirty minutes after the time appointed for the holding of the meeting, the Council may appoint one of its members to be chairman of the meeting.

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HONORARY TREASURER

53. Council may select from among its members an Honorary Treasurer for such term of office and for the performance of such duties as the Council may determine.
54. The Council may from time to time appoint one or more Managers, Secretaries and other such employees of the Association as the Council shall think fit and may authorise him or them to perform such duties and exercise such powers as the Council may from time to time determine.

ACCOUNTS

55. The Council shall cause true accounts to be kept in accordance with the requirements of the Acts, giving full particulars:-
 - (1) of the assets and liabilities of the Association;
 - (2) of all moneys received and expended by the Association, and of the matters in respect of which such receipts and expenditure take place;
and
 - (3) of all sales and purchases of goods by the Association.
56. The accounts and books of the Association shall be kept at the office or (subject to the Acts) at such other place or places as the Council may from time to time determine. Except as provided by law or authorised by the Council or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a member.
57. A proper balance sheet and income and expenditure account shall be prepared once in every year, and shall be made up to a date not more than nine months before every Annual General Meeting, and after being duly audited shall be laid before that Annual General Meeting, together with the Auditors' report and such group accounts (if any) and reports as are required by the Acts.
58. A copy of the balance sheet, and of the income and expenditure account, and of the reports of the Council and the Auditors and group accounts (if any) shall, not less than twenty-one days previous to the Annual General Meeting to which it is to be submitted, be sent to the Auditors and to every Member of whose address the Association is aware. The accidental omission to send any such document to any Member shall not invalidate the proceedings at the meeting.

AUDITORS AND AUDIT

59. Once at least in every financial year the accounts of the Association shall be examined and the correctness of the balance sheet and income and expenditure account ascertained by one or more properly qualified Auditor or Auditors appointed in accordance with the provisions of the Acts.

INDEMNITY

60. Subject to the provisions of the Acts the members of the Council and every officer or servant of the Association shall be indemnified out of the funds of the Association against all costs, charges, losses, damages and expenses which they shall respectively incur or be put to because of any act, deed matter or thing which shall be executed, done or permitted by them respectively in or about the bona fide execution of their respective offices, and shall be re-imbursed by the Association all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Association or otherwise in the execution of their respective offices.
61. Subject to the provisions of the Acts no member of the Council or other officer or servant of the Association shall be chargeable for any money which he shall not actually receive, or be answerable for the act, receipt, neglect or default of any other member of the Council or any officer or servant, or of any banker, broker, collector, agent or other person appointed by the Council or the Association, with whom or into whose hands any property, funds or money of the Association may be deposited or come, or for the insufficiency of any security or investment in or upon which any of the money of the Association shall be invested by order of the Council, or for any loss or damage which may happen in the execution of his office.

NOTICES

62. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter addressed, or by other means of delivery, to such Member at the address last registered in respect of him in the Register of Members.
63. A notice so sent through the post shall be deemed to have been served on the day following that on which the letter containing the same was posted.
64. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every Member except those Members who have not supplied the Association with an address for the giving of notices to them, and to the Auditor for the time being of the Association. No other person shall be entitled to receive notices of General Meetings.

MEANS OF COMMUNICATION TO BE USED

65. Subject to the Articles, anything sent or supplied by or to the Association 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 Association.
66. Subject to the Articles, any notice or document to be sent or supplied to a member of Council in connection with the taking of decisions by the Council may also be sent or supplied by the means by which that member of Council has asked to be sent or supplied with such notices or documents for the time being.
67. A member of Council may agree with the Association that notices or documents sent to that member of Council in a particular way are to be deemed to have

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been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

COMMON SEAL

68. The Council may adopt a seal as the common seal of the Association and such seal shall be affixed to any instrument only with the prior approval of any two members of Council.
69. Unless otherwise decided by the Council, if the company seal is affixed to a document, the document must also be signed by a least one authorised person in the presence of a witness who attests the signature.
70. For the purpose of this article, an authorised person is –
 - (a) any member of Council
 - (b) the company secretary
 - (c) any person authorised by the Council for the purpose of signing documents to which the common seal is to be applied.

WINDING UP

71. The provision of Clause 6 and 7 of the Memorandum of the Association relating to the winding up and dissolution of the Association shall have full validity and effect as if the same were repeated in these Articles.

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