

Company Number 1947623

The Companies Act 2006


SPECIAL RESOLUTION

OF

World Coal Association

At a General Meeting of the Company held on 21 May 2013 in Beijing China the following Resolution was passed as a Special Resolution in accordance with section 283 of the Companies Act 2006

It was Resolved that the new Articles as submitted to the meeting be approved and adopted as the articles of association of the company in substitution for and to the exclusion of all the existing articles thereof



Certified to be a true copy of the original
Secretary

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COMPANIES HOUSE

WORLD COAL ASSOCIATION

ARTICLES OF ASSOCIATION

PRIVATE COMPANY LIMITED BY GUARANTEE
COMPANY NUMBER 1947623

The Companies Act 2006 (UK)

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1.—In the articles, unless the context requires otherwise—

“articles” means the association’s articles of association,

“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,

“chairman” has the meaning given in article 7,

“chief executive” is the officer of the association 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 association,

“director” means a director of the association, and includes any person occupying the position of director, by whatever name called,

“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,

“full corporate member” has the meaning given in article 27(a),

“member” has the meaning given in section 112 of the Companies Act 2006,

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006,

“proxy notice” has the meaning given in article 37,

“secretariat” means the administrative body of the association established by the directors and led by the Chief Executive

“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, 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 association

Liability of members

2.—The liability of each member is limited to £1, being the amount that each member 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—

- (a) payment of the association’s debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves

3.—If upon the winding up or 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 to some other institution or institutions having objects consistent with the objects of the Association or to a charity as determined by the Chief Executive

PART 2

DIRECTORS

DIRECTORS’ POWERS AND RESPONSIBILITIES

Directors’ general authority

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

5.—The income and property of the Association 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 of the Association and except as

provided hereunder no member of its Board of Directors shall be appointed or hold any office of the Association paid by salary or fees, or receive any remuneration or other benefit from the Association. Provided that nothing shall prevent any payment in good faith by the Association -

- (a) of remuneration paid by the Association to the Chief Executive in his capacity as Chief Executive and who by reason of holding such appointment is under the articles of association of the Association expressed to be ex officio a member of the Board of Directors for any services rendered to the association,
- (b) of reasonable and proper rent for premises demised or let by any Member of the Association or of its Board of Directors;
- (c) to any member of its Board of Directors for out of pocket expenses

Directors may delegate

6.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles except —

- (i) the fixing of the level of admission fees, annual dues and other contributions,
- (ii) the incurring of any item of expenditure not provided for in the budget,
- (iii) the taking of any decisions with regard to the possible cessation of membership of any member,
- (v) the establishment of any committee of the Board of Directors,
- (vii) the appointment and removal of the Chairman of the association,
- (vii) the appointment and removal of the Chief Executive

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

COMMITTEES

Executive Committee

7.—(1) There shall be an Executive Committee of the association

(2) The Executive Committee shall consist of

- (a) The Chairman of the association
- (b) Up to three Vice-Chairmen of the association
- (c) Seven other members appointed by the directors from those directors appointed by full corporate members of the association
- (d) The Chief Executive of the association, ex officio

(3) The directors appointed as Members of the Executive Committee under paragraph (c) above shall hold office for a period of two years from the date on which they are appointed

(4) The quorum for any meeting of the Executive Committee shall be four

(5) The function of the Executive Committee shall be to manage the operations and affairs of the association between meetings of the directors in conformity with the objectives, policy and directives of the directors, to be responsible to the directors for such management, and to report back to the directors on the conduct of its management

(6) The Chairman of the association shall chair meetings of the Executive Committee

Other committees

8.—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

OFFICERS OF THE ASSOCIATION

Chairman

9.—(1) Directors shall appoint one of their number to be the chairman of the board of directors and may at any time remove him from office

(2) Election to the position of chairman shall occur at an annual general meeting of the association. The appointee to the office of chairman shall hold office for a period of two years from the date on which he was appointed

Vice-Chairmen

10.—(1) Directors may appoint two of their number to be vice-chairmen of the board of directors and may at any time remove one or both of them from office

(2) Election to the position of vice-chairman shall occur at an annual general meeting of the association. An appointee to the office of vice-chairman shall hold office for a period of two years from the date on which he was appointed

Qualification to hold office

11.—Only those directors appointed to represent full corporate members of the association shall be entitled to be appointed as either Chairman or Vice-Chairman of the association or as Members of the Executive Committee

Chief Executive

12.—The chief executive shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any chief executive so appointed may be removed by them

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

13.—(1) Any decision of the directors should be taken by consensus

(2) If no consensus is possible decisions may be taken by a vote

Calling a directors' meeting

- 14.—** (1) The Chairman or Chief Executive may call a meeting of directors
(2) Notice of any directors' meeting must indicate—
 (a) its proposed date and time,
 (b) where it is to take place, and
 (c) 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
(3) Notice of a directors' meeting must be given to each director at least 21 days before the proposed meeting, but need not be in writing
(4) At least two meetings of directors shall be held in each calendar year, one of which shall be the annual general meeting
(5) 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

Quorum for directors' meetings

- 15.—** (1) The quorum for any meeting of directors shall be one third of the total voting rights of members of the Association
(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—
 (a) to appoint further directors, or
 (b) to call a general meeting so as to enable the members to appoint further directors

Chairing of directors' meetings

- 16.—** (1) The chairman of the association shall chair meetings of directors
(2) If the chairman is not participating in a directors' meeting a Vice Chairman may chair the meeting. If a Vice Chairman is not available, the participating directors must appoint one of themselves to chair it

Casting vote

- 17.—** (1) If the numbers of votes for and against a proposal are equal the chairman or other director chairing the meeting has a casting vote
(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

Conflicts of interest

- 18.—**(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the association 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.

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

(3) This paragraph applies when—

(a) the association 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,

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or

(c) the director's conflict of interest arises from a permitted cause

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the association or any of its subsidiaries,

(b) subscription, or an agreement to subscribe, for securities of the association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities, and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the association or any of its subsidiaries which do not provide special benefits for directors or former directors

(5) For the purposes of this article, references to proposed decisions and decision-making

processes include any directors' meeting or part of a directors' meeting

(6) 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 chairman whose ruling in relation to any director other than the chairman is to be final and conclusive

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman 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

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

Directors' discretion to make further rules

20.—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

APPOINTMENT OF DIRECTORS

Methods of appointing directors

21.—(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

(2) Each full corporate member shall be entitled to appoint one director and one alternate director

(3) The Chief Executive shall ex officio be a member of the Board of Directors

(4) An associate corporate member is not entitled to appoint a director

(5) An associate member is not entitled to appoint a Director

(6) 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 secretary of the Association 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 by such nominee

22.—The expectation of the association is that a director nominated by a member will be the Chairman or Chief Executive of the member company, or the senior executive with responsibility for coal matters within the member company

Alternate directors

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

(2) An alternate director shall continue to hold his appointment if the director to which he is the alternate ceases to be a director

Termination of director's appointment

24.—A person ceases to be a director or alternate director as soon as—

(a) 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,

(b) a bankruptcy order is made against that person,

(c) a composition is made with that person's creditors generally in satisfaction of that person's debts,

(d) a registered medical practitioner who is treating that person gives a written opinion to the association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,

(e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.

(f) notification is received by the association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,

(g) the member company which that person represents ceases to be a member of the association

Directors' remuneration

25.—The directors shall not be entitled to any remuneration from the Association, save for any remuneration paid by the Association to the Chief Executive in his capacity as Chief Executive.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

26.—Only companies and incorporated bodies with independent legal identity shall be admitted to membership. No corporate body shall become a member of the association unless—

- (a) an application for membership in a form approved by the secretariat has been completed, and
- (b) the directors have approved the application
- (c) have paid the relevant membership subscription fee

Categories of membership

27.—Membership of the association shall fall into the following three categories –

- (a) Full corporate member – a corporate body engaged in the production, sale, or use of coal or manufacturers or suppliers of equipment or material used for the same,
- (b) 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 association,
- (c) Associate member – Any association representing the coal industry, power sector or equipment manufacturers, or relevant research organisations, may, with the approval of the directors, become an associate member

Membership subscription fees – full corporate members

28.—(1) The directors 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

- (2) Every full corporate member shall pay to the Association annual dues of such amount as the directors shall from time to time determine in accordance with the provisions set out in this article
- (3) Each such payment shall be due and payable not later than the first day of such financial year
- (4) In calculating subscribed coal production or revenue per annum for the purpose of determining annual dues under this article, 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

(5) The directors shall not be bound to disclose their reasons for any decisions they may take in this regard

(6) To enable the directors to compute membership subscription fees, each full corporate member shall on written request from the secretariat 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

(7) 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 association shall be of such amount as the directors shall from time to time determine. To enable the directors to compute such dues, each of such members shall on written request from the secretariat provide as promptly as possible accurate and up-to-date information as may be requested

Membership subscription fees – associate corporate members

29.— The directors 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

30.— The directors 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

31.—(1) Without prejudice to the generality of the foregoing or of any other provisions of these articles, the directors 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

(2) Any member who ceases to be such shall not be entitled to repayment of the whole or any part of any dues, contributions or other moneys already paid by him to the Association whether they have been paid in respect of the current financial year or for a year or years in advance or otherwise.

Termination of membership

32.—A member may withdraw from membership of the association by giving 3 months' notice to the association in writing

Honorary members

33.—The directors may confer honorary membership upon any natural person who in their opinion has made a significant contribution to the work of the Association, to the furtherance of the objects of the Association, or to the furtherance of the interests of the coal industry

VOTING AT GENERAL MEETINGS

Voting

34.—(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 the articles

(2) Resolutions, including those to appoint officers of the association, shall be determined by simple majority (or plurality)

Disputes

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

Poll votes

36.— (1) A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote, or

(b) 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

(2) A poll may be demanded by—

(a) the chairman of the meeting,

(b) the directors,

(c) 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

(3) 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

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs

37.—In the event of a poll vote, each 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

Neither an associate corporate member nor an associate member is entitled to vote

Content of proxy notices

38.—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—

- (a) states the name and address of the member appointing the proxy,
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
 - (d) 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
- (2) The association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (3) 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
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
- (a) 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
 - (b) 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

39.—(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 association by or on behalf of that person

- (2) 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 person by whom or on whose behalf the proxy notice was given
- (3) 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
- (4) 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

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 40.—**(1) 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
- (2) 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

(3) A director may agree with the association 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

41.—(1) The common seal may only be used by the authority of the Chairman or Chief Executive

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

(3) 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

(4) For the purposes of this article, an authorised person is—

(a) any director of the association,

(b) the association secretary (if any), or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

No right to inspect accounts and other records

42.—Except as provided by law or authorised by the directors 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

Provision for employees on cessation of business

43.—The directors may decide to make provision for the benefit of persons employed or formerly employed by the association or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the association or that subsidiary

Chapter bodies of the association

44.—The directors may from time to time establish such chapter bodies of the association as they consider appropriate. Chapter bodies shall be established on such terms and conditions as determined by the directors

Official language

45.—The official language of the association shall be English

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

46.— (1) Subject to paragraph (2), a relevant director of the association or an associated company may be indemnified out of the company's assets against—

(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the association or an associated company,

(b) any liability incurred by that director in connection with the activities of the association 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),

(c) any other liability incurred by that director as an officer of the association or an associated company

(2) 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

(3) In this article—

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a “relevant director” means any director or former director of the association or an associated company