

Company Number 1947623

The Companies Act 1985

SPECIAL RESOLUTION

OF WORLD COAL INSTITUTE

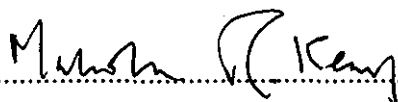
Passed 19th November 2004

At an Extraordinary General Meeting of the above named company, duly convened and held at Hotel Amigo, Brussels, Belgium.

on 19th November 2004 the subjoined Resolution was duly passed:-

SPECIAL RESOLUTION

"That the regulations contained in the printed document marked 'A' submitted to this meeting and for the purpose of identification, signed by the chairman hereof 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".

Signature.....

Certified to be a true copy of the original

Director



THE COMPANIES ACT 1985



PRIVATE COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

WORLD COAL INSTITUTE

(as amended to 12 December 2003)

Incorporated 16th September 1985

Registered Number: 1947623

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

WORLD COAL INSTITUTE

(as amended by special resolution
passed on 24 April 1990)

1. The name of the Company (hereinafter called "the Institute") is "World Coal Institute"¹
2. The registered office of the Institute is to be situated in England and Wales.
3. The objects for which the Institute is established are:-
 - (a) To promote and extend the use of coal and assist the conversion to, and development of new uses and methods of transportation for, coal, the improvement and expansion of existing applications and methods of transportation, the general usefulness of the coal industry to the public, and the assistance the coal industry can give in safeguarding the future availability of world energy supplies.
 - (b) To provide a forum for the exchange of information and the discussion of problems relating to the transportation and utilisation of coal.
 - (c) To initiate, implement, undertake, sponsor, or in any other manner assist research in and the study of or matters concerning the production, transportation and utilisation of coal including without limitation matters in the fields of science, technology, ecology, economics and statistics.
 - (d) To collect, maintain and disseminate statistics and any experiences and information relating to matters affecting the coal industry and to publish or procure the publication of information relating to coal.

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By resolution dated 29 June 1988 the name of the Company was changed from "International Coal Development Institute".

(e) To make proposals to any government, government agency, international organisation or agency, bank or financial institution for or in relation to the provision of financial aid to assist the conversion of any plant to the use of coal from the use of any other fuel.

(f) To represent the interests of the coal industry in dealing with any government, government agency, international organisation or agency, trade organisation or association of any kind whatsoever.

(g) To inform as appropriate regional, national or international organisations or agencies, public or private, about the result of its activities.

And for the purpose of attaining the above objects, or any of them:-

(h) To levy, charge, collect and receive dues, contributions and other monies from persons whether Members or not of the Institute and to expend the same on furtherance of all or any of the objects of the Institute or in providing for the expenses of the Institute.

(i) To provide endowments, scholarships and bursaries to persons undertaking research or work associated with the Institute's objects or likely to promote such objects.

(j) To apply for, purchase, or otherwise acquire any patents, patent rights, copyrights, reproduction rights, trade marks, formulae, licences, concessions, and any secret or other information the acquisition of which shall seem calculated to further the object of the Institute; and to use, exercise, develop or grant licences in respect of, or otherwise turn to account, the property, rights or information so acquired.

(k) To make known and further the objects of the Institute by publication and distribution of papers, journals and any other documents; by advertising in any medium or by any means; and by maintaining such library and record services as may be considered necessary to meet the Institute's needs; and by organisation of examinations, competitions or exhibitions.

(l) To establish, maintain, control, manage and dissolve branches of the Institute in such place or places throughout the world as may seem expedient.

(m) To undertake and execute any trusts, which may be conducive to any of the objects of the Institute.

(n) To carry out any of the above-mentioned activities and to do all or any of the above-mentioned things whether affecting the whole of the coal industry or any one or more particular parts or sections of the said industry or the business of any particular Members or group of Members of the Institute and, in the case of work not affecting the whole of the Industry, to make such arrangements as to special payment by such particular sections of Members or groups of Members as may be expedient.

(o) To borrow or raise any money that may be required by the Institute upon such terms as may be deemed advisable, to mortgage or charge all or any part of the undertaking, property and assets of the Institute; to give all descriptions of guarantees and indemnities; to open and operate bank accounts and to draw, make, accept, endorse, discount, execute and issue any cheques and negotiable instruments.

(p) To invest or otherwise deal with the moneys of the Institute not immediately required in such manner as the Institute may from time to time determine subject nevertheless as regards investments to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(q) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and to sell, develop, lease, or otherwise deal with or dispose of the same.

(r) To pay all expenses preliminary or incidental to the formation of the Institute and its registration.

(s) To retain or employ skilled, professional or technical advisers or other employees or workers in connection with the objects of the Institute and to pay therefor such fees or remuneration as may be thought expedient.

(t) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit officers holding salaried appointments or other employees or such persons after they have ceased to hold such appointments or ceased to be employees of the Institute or the dependants or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.

(u) To procure the Institute to be registered or organised in any part or parts of the world.

(v) To do all such other lawful things as may be incidental or conducive to the above objects or any of them including without limitation any form of co-operation or amalgamation with any other association or other body which has objects similar to or compatible with those of the Institute and prohibits the distribution of its profits and income amongst its Members to an extent at least as great as is imposed on the Institute under and by virtue of Clause 4 hereof.

PROVIDED THAT:-

(i) the activities of the Institute shall not be such as will result in any agreement, understanding, combination or any other form of concerted action to limit production, fix prices, interfere with commercial transactions, suppress competition or in any other manner restrain trade or commerce or to monopolise or attempt to monopolise trade or commerce.

(ii) In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

(iii) The objects of the Institute shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

4. The income and property of the Institute shall be applied solely towards the promotion of its objects as set forth in this 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 profit to Members of the Institute and EXCEPT as provided hereunder no member of its Board of Directors shall be appointed or hold any office of the Institute paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Institute.

PROVIDED THAT:-

nothing shall prevent any payment in good faith by the Institute:-

(a) of reasonable and proper remuneration to any member, officer or servant and without prejudice to the generality of the foregoing to any person from time to time appointed as Chief Executive of the Institute and who by reason of holding such appointment is under the articles of association of the Institute expressed to be ex officio a member of the Board of Directors for any services rendered to the Institute;

(b) of reasonable and proper rent for premises demised or let by any Member of the Institute or of its Board of Directors;

(c) to any member of its Board of Directors for out-of-pocket expenses.

PROVIDED ALSO THAT nothing herein shall prevent any Member of the Institute from exercising any processes and making, using, acquiring or vending any articles and things in the ordinary occurrence of its business for profit or otherwise under any licence or permission in respect of any discovery, invention, patents or designs resulting from the work of the Institute.

PROVIDED ALSO THAT nothing herein shall be deemed to exclude any Member of the Institute from the benefit of any grant in furtherance of the objects of the Institute expressed in Clause 3(c) hereof nor prevent any Member from receiving any prize or certificate awarded to him in connection with any exhibition, competition or examination organised or financed by the Institute in furtherance of its objects.

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum of Association for the time being in force, which would result in the Institute ceasing to be a company complying with Section 30(3) of the Companies Act 1985.

6. The liability of the Members is limited.

7. Every Member of the Institute undertakes to contribute to the assets of the Institute in the event of the same being wound up while it is a Member or within one year after it ceases to be a Member, for payment of the debts and liabilities of the Institute contracted before it ceases to be a Member, and of 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 one pound.

8. If upon the winding up or dissolution of the Institute 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 Institute but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute, 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 Institute under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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

Signed by Elwin E Smith
for and on behalf of
AMAX INCORPORATED
Amax Centre
PO Box 1700
Greenwich
Connecticut 06836
United States of America
Senior Executive Vice-President

ELWIN E SMITH

Signed by Andreas M D Gnodde
for and on behalf of
APEX MINES LIMITED
75 Fox Street
Johannesburg 2001
Republic of South Africa
Chairman

M D GNODDE

Signed by Richard Austen
for and on behalf of
AUSTEN & BUTTA LIMITED
GPO Box 705
71-73 Archer Street
Chatswood
New South Wales 2067
Australia
Chairman

R AUSTEN

Signed by Richard W Chadwick
for and on behalf of
BP COAL LIMITED
Britannic House
Moor Lane
London EC2Y 9BU
England
Chief Executive

R W CHADWICK

Signed by Michel Hug
for and on behalf of
CHARBONNAGES DE FRANCE
9 Avenue Percier
Paris 8e
France
Director-General

MICHEL HUG

Signed by Albert A Sealey
for and on behalf of
DOUGLAS COLLIERY LIMITED
15th Floor
The Corner House
63 Fox Street
Johannesburg 2001
Republic of South Africa
Chairman

A A SEALEY

Signed by Ian K MacGregor
for and on behalf of
NATIONAL COAL BOARD
Hobart House
Grosvenor Place
London SW1X 7AE
England
Chairman and Chief Executive

IAN K MACGREGOR

Signed by Christopher G Farrand
for and on behalf of
PEABODY HOLDING COMPANY INC
301 North Memorial Drive
PO Box 373
St Louis
Missouri 63166
United States of America
Vice-President, Government
Relations

CHRISTOPHER FARRAND

Signed by Friedrich H Esser
for and on behalf of
RUHRKOHLE AG
D-4300 Essen 1
Rellinghauser Strasse 1
Federal Republic of Germany
Director, Ruhrkohle
International GmbH

F ESSER

Signed by Hans R Freyman
for and on behalf of
SAARBERGWERKE AG
Trierer Strasse 1
6600 Saarbrücken
Federal Republic of Germany
Marketing Director

HANS R FREYMAN

Signed by Hans J Helb
for and on behalf of
SHELL COAL INTERNATIONAL LIMITED
Shell Centre
London SE1 7NA
England
Managing Director

H J HELB

Signed by Ross L McKinnon
for and on behalf of
THE BROKEN HILL PROPRIETARY
COMPANY LIMITED
BHP House
140 William Street
Melbourne
Victoria 3000
Australia
General Manager, Thiess Dampier
Mitsui Coal Pty. Limited

ROSS L MCKINNON

Signed by Paul W Douglas
for and on behalf of
THE PITTSTON COMPANY
One Pickwick Plaza
PO Box 8900
Greenwich
Connecticut 06836-8900
United States of America
Chairman and Chief Executive
Officer

PAUL W DOUGLAS

Signed by Graham C Thompson
for and on behalf of
TRANS NATAL COAL CORPORATION
LIMITED
6 Holland Street
Johannesburg 2001
Republic of South Africa
Managing Director

G C THOMPSON

Signed by Thomas A Beckett
for and on behalf of
WESTAR MINING LIMITED
1176 West Georgia Street
Vancouver
British Columbia
Canada V6E 4B8
Vice-President, General Counsel
and Secretary

T A BECKETT

Dated this 22nd day of July 1985.

WITNESS to the above signatures

Julian P Collins
National Coal Board
Hobart House
Grosvenor Place
London SW1X 7AE
Deputy Legal Advisor

J P COLLINS

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

'WORLD COAL INSTITUTE'²

(as altered by special resolution passed
on 12 December 2003)

GENERAL

1. In these regulations:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means the articles of the Institute.

"chief executive" means any person appointed to perform the duties of the chief executive for the time being of the Institute.

"clear days" in relation to a period of notice, means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed" includes any mode of execution.

"financial year" means a period of twelve calendar months ending on 30th September.

"the Institute" means the above-named company.

"office" means the registered office of the Institute.

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By resolution dated 29 June 1988 the name of the Company was changed from "International Coal Development Institute"

"qualified person" means a person who is, or has been, the chief executive, an executive director, or general manager or a holder of some other senior office in a body corporate, government agency or government body which is a member of the Institute.

"representative" and "alternate representative" respectively, mean such person who is appointed in such a capacity pursuant to Article 25.

"the seal" means the common seal of the Institute.

"secretary" means any person appointed to perform the duties of the secretary for the time being of the Institute.

"in writing" means written, printed, or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

"the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations

- (i) bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Institute;
 - (ii) which import the singular number only shall include the plural number and vice versa;
 - (iii) which import the masculine gender will include the feminine gender;
 - (iv) which import persons shall include bodies corporate.
2. The regulations contained in Table C in the Schedule to The Companies (Tables A to F) Regulations 1985 shall not apply to the Institute.
3. The Institute is established for the purposes expressed in the memorandum of association.
4. The number of members with which the Institute proposes to be registered is unlimited.

MEMBERS

5. Membership of the Institute shall fall into two categories:

Corporate members: Corporate bodies engaged in the production, sale or use of coal, or manufacturers of equipment used for the same, may become a member of the Institute.

Associate members: Any association representing the coal industry, power sector or equipment manufacturers or individual entities therein, including research organisations may, with the approval of the Directors, become an Associate Member of the Institute.

Associate members will not be entitled to appoint a person to become a Director of the Institute.

Associate members shall have the following rights:

- (a) to receive notice of and to attend and speak but not be counted in the quorum present or to vote at any general or extraordinary meeting;
- (b) to be elected to the Standing Committee but not to the Executive Committee of the Institute.

6. The membership of the Institute shall consist of:-

- (a) those persons or corporate bodies that are subscribers hereto; and
- (b) any other corporate bodies or persons which fall within article 5 hereof, who make application for membership in the manner specified in article 7 hereof and whose applications are accepted by the directors.

7. No person or corporate body shall be admitted to membership of the Institute unless he has submitted a written application for membership in such form and containing such particulars as the directors may from time to time determine. The directors shall in all cases have absolute discretion in accordance with the succeeding provisions of the articles whether any person or corporate body shall or shall not be admitted to membership of the Institute. The directors shall not be bound to disclose their reasons for any decision they may make in this respect.

8. If the directors accept any application, they shall forthwith give notice in writing thereof to the applicant, and shall specify the sum or sums which the applicant is required to pay to the Institute under article 15 hereof before the applicant will be admitted to membership. The applicant must within fourteen days after a date of service on him of such notice pay such sum or sums to the Institute and upon such payment the member shall be entered in the register of members as a member of the Institute. If any applicant fails to pay such sum or sums within the said period, the acceptance of his application shall become void unless the directors shall otherwise determine.

9. The rights of any member shall be personal and shall not be transferable.

10. Any member shall cease to be a member of the Institute upon the happening of any of the following events:-

- (a) the member giving three months' notice in writing to the directors;
- (b) the member ceasing to qualify for membership within article 5 hereof;
- (c) the member failing to pay the dues, contributions or other moneys in accordance with article 16 or article 17 for a period of six months after such payments become due;
- (d) the member, if a body corporate, going into liquidation or being dissolved voluntarily or compulsorily otherwise than for the purpose of amalgamation or reconstruction or its otherwise coming under the management or control of any court, arbitrator or receiver at the instance of its creditors, or, if an individual, becoming bankrupt or having a receiver appointed of any part of his assets, or making any arrangement or composition with his creditors verbally;
- (e) the member, if an individual, is or may be suffering from mental disorder and either
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under any statutory provision currently in force (whether in the United Kingdom or elsewhere), or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (f) the member, if an individual, dying; or
- (g) the member refusing or wilfully neglecting to comply with the provisions of the memorandum and articles of association or the by-laws, rules or regulations of the Institute.

PROVIDED THAT (save in the case of (f) above) the directors shall notify any member of the fact that in their view membership has ceased pursuant to this article and such member shall have the opportunity of appearing before the directors to argue that membership has not ceased pursuant to this article, or, in the circumstances of (c), (d), (e) or (g) above, that, notwithstanding cessation of membership, the member should be reinstated and if the directors are satisfied that membership has not ceased, or that the member should be reinstated, then the member shall continue as a member as if this article had not applied to the cessation or purported cessation of membership.

11. (a) 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 Institute whether they have been paid in respect of the current financial year or for a year or years in advance or otherwise.

(b) Any member who ceases to be such other than in the circumstances of (b), (d) or (e) of Article 10 shall remain due and liable for the payment of any outstanding dues, contributions or other moneys which have accrued in respect of such member as at the date of such cessation of membership and such accrued amounts shall constitute a debt due to and recoverable by the Institute.

HONORARY MEMBERS

12. In addition to all other provisions contained in these articles with regard to membership the Institute may, upon the recommendation of the directors, by ordinary resolution in general meeting confer honorary membership upon any natural person who in its opinion has made a significant contribution to the work of the Institute, to the furtherance of the objects of the Institute, or to the furtherance of the interests of the coal industry.

13. Except as expressly provided in article 14, a person on whom honorary membership is conferred ("an honorary member") shall not be regarded as a member of the Institute for the purposes of these articles, and only the provisions of articles 4, 9, 50, 86, 87, and 88 shall apply to him in his capacity as member.

14. An honorary member shall have the following rights:-

- (a) to receive notice of and to attend and speak but not to be counted in the quorum present at or to vote at any general meeting;
- (b) may serve as director of the Institute if nominated by a member, but such nomination shall be effective only as from the date of receipt by the secretary of the Institute 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 honorary member;
- (c) to be exempt from the duty to pay any dues, contributions or other sums to the Institute (with the exception of any sum payable pursuant to Clause 7 of the memorandum of association);
- (d) to remain an honorary member until his death or his earlier:-
 - (i) resigning his honorary membership by giving notice in writing to the directors, or
 - (ii) becoming bankrupt, having a receiver appointed of any part of his assets or making any arrangements or composition with his creditors generally, or
 - (iii) suffering from mental disorder and either
- (A) he is admitted to hospital in pursuance of an application for admission for treatment under any statutory provision currently in force (whether in the United Kingdom or elsewhere), or

- (B) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
- (iv) being removed from honorary membership by ordinary resolution of the Institute in general meeting.

DUTIES OF MEMBERS

15. The directors shall have power to decide in accordance with the succeeding provisions of the articles the amount of the admission fee (if any) that will be payable by each applicant before it shall be entered on the register of members in accordance with the provisions of article 8 hereof. No such admission fee shall be payable by the subscribers hereto.

16. (1) Subject as herein provided

(a) every member shall pay to the Institute annual dues of such amount as the directors shall from time to time determine in accordance with the provisions set out in this article PROVIDED THAT such determination shall be made not later than three months prior to the first day of the financial year to which such annual dues are declared to apply; and

(b) each such payment shall be due and payable not later than the first day of such financial year.

- (2) (a) In calculating saleable coal production per annum for the purpose of determining annual dues under this Article, there shall, where relevant, be included coal production 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 directors shall not be bound to disclose their reasons for any decisions they may take in this regard.

(b) To enable the directors to compute such dues, each member shall on written request from the secretary report in writing to him as promptly as possible such accurate and up-to-date information relating to its saleable production of coal as may be requested by the directors.

(3) In respect of persons admitted as members of the Institute 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 Institute pursuant to sub-clause (1) above 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 secretary provide as promptly as possible such accurate and up-to-date information relating to such activity or activities as the directors may request for this purpose.

(4) In fixing the level of dues for each category of members, the directors shall ensure that the aggregate amount of dues payable by all members in any financial year of the Institute shall not exceed the maximum amount of dues determined as being so payable in respect of that financial year by ordinary resolution at a general meeting of the Institute.

(5) 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.

17. Every member shall also from time to time (upon request from or on behalf of the directors) pay to the Institute in addition to the said annual dues such contributions calculated in such manner and at

such rate or rates (determined in respect of such categories of members as the directors may determine) and on such dates as the directors shall from time to time determine.

18. The Institute may take steps as it may think fit for collecting and enforcing payment of dues and contributions PROVIDED THAT the rate or rates of dues and any manner of calculating the same payable in any financial year of the Institute shall be notified to the members respectively affected thereby prior to the commencement of such year.

GENERAL MEETINGS

19. All general meetings other than annual general meetings shall be called extraordinary general meetings.

20. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

NOTICE OF GENERAL MEETINGS

21. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days notice. All other extraordinary general meetings shall be called by at least fourteen clear days notice but a general meeting may be called by shorter notice if it is agreed:-

- (a) in the case of an annual general meeting, by all the corporate members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

22. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

23. The notice shall be given to

- (a) all the members, and
- (b) to the directors and
- (c) to the auditors and
- (d) to legal counsel

24. 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.

REPRESENTATIVES AT GENERAL MEETINGS

25. Every member entitled to vote who is a body corporate may by notice in writing, lodged with the secretary of the Institute, appoint a person who is, in relation to that member, a qualified person, to act as its representative within the meaning of Section 375 of the Act, for the time being at general meetings. Any such notice shall contain the full name, occupation and address of the representative concerned.

26. Any member entitled to vote which has appointed a representative may (in the same manner as provided in article 25) appoint as an alternate representative, a person who would be qualified to act as representative in relation to that member. An alternate representative shall be entitled to attend and vote at any meeting of the Institute at which the representative to which he is alternate is not present, and, except where the context otherwise requires, references in these articles to a representative shall include an alternate representative acting in place of the representative of a member.

27. Any member which has appointed a representative or alternate representative may by notice in writing, lodged with the secretary of the Institute, remove any representative or alternate representative so appointed and appoint another person in his place in accordance with article 25.

28. Any representative or alternate representative who ceases to be a qualified person in relation to a member shall ipso facto cease to be a representative or alternate representative in relation to that member. The representative representing any member and present at a general meeting (or in his absence, his alternate representative) shall be entitled to exercise all the powers of that member in relation to the meeting. Unless and until the secretary of the Institute receives written notice that a person previously the representative or alternate representative of a member has ceased for whatsoever reason to be such a representative or alternate representative the Institute shall be entitled to assume for all purposes that the person in question is still such a representative or alternate representative.

PROCEEDINGS AT GENERAL MEETINGS

29. No business shall be transacted at any meeting unless a quorum is present. A quorum shall be the higher number of:-

- (a) five persons entitled to vote upon the business to be transacted, or
- (b) persons entitled to vote upon the business to be transacted representing one-third of the total voting rights of members of the Institute at that meeting.

30. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the fourth following week at the same time and place or to such time and place as the directors may determine. At any adjourned general meeting, the persons present being entitled to vote shall, whatever their number, constitute a quorum.

31. The chairman, if any, of the board of directors or, in his absence, some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

32. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

33. A director shall, notwithstanding that he is not a member or a representative, be entitled to attend and speak at any general meeting.

34. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven days clear notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

35. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-

- (a) by the chairman; or
- (b) by at least two members (including members present by representative) having the right to vote at the meeting; or
- (c) by a member or members (including members present by representative) representing in total not less than one-tenth of the total voting rights attaching to the members having the right to vote at the meeting.

36. (1) On a show of hands every member entitled to vote, present in person or by representative shall have one vote.

(2) On a poll a member entitled to vote shall, if present in person, by representative, or by proxy, have the following number of votes respectively:-

(a) a Corporate Member (being a coal producer) in Category A and Category B and Category C as herein defined:

Category A members with saleable coal production exceeding 10 million tonnes per annum:	4 votes
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Category B members with saleable coal production exceeding 3 million tonnes and up to and including 10 million tonnes:	3 votes
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Category C members with saleable coal production up to and including 3 million tonnes:	2 votes
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(b) a Corporate Member (not being a coal producer), such number of votes as by reference to the annual dues payable pursuant to article 16 (1) (a) above would apply to a member in Category A and Category B and Category C, who is liable for the payment of annual dues of the same amount.

(c) An Associate Member is not entitled to vote.

37. Unless a poll is duly demanded, a declaration by the chairman that a resolution has 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 in the minutes of the meeting 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.

38. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

39. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members or representatives) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

40. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to a casting vote in addition to any other vote he may have.

41. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for the poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

42. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

43. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it had it been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held, and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS ENTITLED TO VOTE

44. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

45. If unable to attend in person or through a representative, a member may appoint a proxy to attend and vote on his behalf.

An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):-

"World Coal Institute

I/We _____, of
being a member/members of the above-named Institute hereby appoint
of _____, or failing him,
of _____, as my/our proxy to vote in my/our
name(s) and on my/our behalf at the annual/extraordinary general meeting of the Institute to be held on
19 ____, and at any adjournment thereof.

Signed on _____ 19 ____,

46. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):-

"World Coal Institute

I/We _____, of _____,
being a member/members of the above-named Institute, hereby appoint _____, or failing him,
of _____, as my/our proxy to vote in my/our
name(s) and on my/our behalf at the annual/extraordinary general meeting of the Institute to be held on
19 _____, and at any adjournment thereof.

This form is to be used in respect of the resolution mentioned below as follows:-

Resolution No.1 *for *against

Resolution No.2 *for *against

* strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this _____ day of _____ 19 ____."

47. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:-

- (a) be deposited at the office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Institute in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

48. A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the secretary of the Institute at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER APPOINTMENT AND SELECTION OF DIRECTORS

49. (1) Unless otherwise determined by ordinary resolution the number of directors (including alternate directors) shall not be subject to any maximum, but shall be not less than twelve and each director shall be a natural person and shall be a member (including an honorary member) or a qualified person in relation to the member proposing him or as otherwise provided by these articles.

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

- (3) An Associate Member is not entitled to appoint a Director.
50. (1) Each subscriber shall appoint (or, if an individual, shall be) a founding director of the Institute and such founding directors together with Dr Karl Heinz Bund shall hold office as the first directors of the Institute until the first annual general meeting of the Institute. The first directors of the Institute shall retire at the first annual general meeting of the Institute, and provided that any such first director is then eligible to be a director he may be re-appointed at the first annual general meeting of the Institute.
- (2) Every Corporate Member which is a body corporate may, if such member has appointed a representative, nominate such representative as a director of the Institute and may, if such member has appointed an alternate representative, nominate such alternate representative as an alternate director to such nominated director.
- (3) 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 Institute 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.

ALTERNATE DIRECTORS

51. An alternate director shall be entitled to receive notice of and to attend all meetings of directors and of all meetings of committees of directors of which the director of which he is alternate is a member, and to vote at any such 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.
52. An alternate director shall continue to hold his appointment if the director to which he is the alternate ceases to be a director.
53. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director to which he is the alternate.

POWERS OF DIRECTORS

54. Subject to the provisions of the Act, the memorandum and articles and to any directions given by special resolution, the business of the Institute shall be managed by the directors who may exercise all the powers of the Institute. No alteration to the memorandum and articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
55. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Institute for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

56. The directors may delegate any of their powers to any committee consisting of one or more directors (with or without other persons) or to the chief executive. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

57. No person shall be disqualified from being or remaining a director by reason of his age.

58. The office of a director shall be vacated if:-

- (a) except as provided by the preceding article he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under any statutory provision in force (whether in the United Kingdom or elsewhere); or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice in writing to the Institute; or
- (e) if a member, he ceases to be a member; or
- (f) if a representative or alternate representative or qualified person, he ceases to be a representative or alternate representative or qualified person; or
- (g) the body corporate in relation to which he is a representative or qualified person ceases to be a member of the Institute.

REMUNERATION OF DIRECTORS

59. The directors shall not be entitled to any remuneration from the Institute, save for any remuneration paid by the Institute to the chief executive in his capacity as chief executive.

DIRECTORS' EXPENSES

60. If authorised by the Institute by ordinary resolution in general meeting, the directors or any individual director may be paid all travelling, hotel, and other out-of-pocket expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the Institute or otherwise in connection with the discharge of their duties.

DIRECTOR'S APPOINTMENTS AND INTERESTS

61. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:-

- (a) may be a party to, or otherwise interested in, any transaction with the Institute or in which the Institute is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Institute or in which the Institute is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Institute for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

62. For the purposes of article 61:-

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

CHAIRMAN AND VICE-CHAIRMEN

63. (a) Directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from office. Election to the position of chairman for the period commencing upon the conclusion of an annual general meeting shall take place at a board meeting held immediately prior to such annual general meeting. The office of chairman may be held by such appointee for a period of two years and, if the directors so resolve, for a further period not exceeding one year.

(b) Unless he is unwilling or unable to do so, the director holding the office of chairman shall preside at every meeting of the directors at which he is present. But if there is no director holding that office or if the director holding it is unwilling or unable to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

(c) Directors may appoint up to a maximum of three of their number as vice-chairmen of the board of directors and may at any time remove any such appointee from office. Election to the position of vice-chairman for the period commencing upon the conclusion of an annual general meeting shall take place at a board meeting held immediately prior to such annual general meeting. The office of vice-chairman may be held for a period of up to two years, following which the appointment will be reviewed. Thereafter the Board may re-elect the vice-chairman to act for a further two years or until such time that the vice-chairman wishes to resign his position or is removed by the board.

PROCEEDINGS OF DIRECTORS

64. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. The secretary shall in any event ensure that at least two meetings of directors are held in any calendar year of which one meeting shall be held immediately prior to (and at the same location as) the annual general meeting of the Institute. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote. A director who is also an alternate director shall be entitled, in the absence of the director to which he is alternate, to a separate vote on behalf of his appointor in addition to his own vote.

65. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be six. A person who holds office only as an alternate director shall not be counted in the quorum.

66. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, they may act only for the purpose of calling a general meeting.

67. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

68. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by the director to which he is alternate and, if it is signed by a director, it need not be signed by the alternate director in that capacity.

69. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Institute unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-

- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of the Institute;
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Institute for which the director has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Institute or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Institute for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Institute),

connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of the director to which he is alternate shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

70. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

71. The Institute may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

72. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

CHIEF EXECUTIVE

73. The chief executive, under the direction of the directors and of any committee established by the directors pursuant to article 57, shall be responsible for the conduct and external affairs of the Institute and shall report to the directors regularly concerning the activities of the Institute. He shall be a member ex officio of the board of directors pursuant to article 50 and a member ex officio of all committees established by the directors pursuant to article 57 and shall perform all such other duties as the directors may assign or delegate to him.

74. Subject to the provisions of the Act, 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.

SECRETARY

75. The secretary of the Institute shall be a natural person and shall perform all such duties as the directors may assign to him. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

76. The directors shall cause minutes to be made in books kept for the purpose:-

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the Institute, and of the directors, and of committees of directors, including the names of the directors and other persons present at each such meeting.

THE SEAL

77. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

ACCOUNTS

78. The directors shall cause accounting records to be kept in accordance with the Act.

79. The accounting records shall be kept at the office, or, subject to Section 222(2) and (3) of the Act, at such other place or places as the directors shall think fit, and shall always be open to the inspection of the directors.

80. The Institute in general meeting may from time to time by ordinary resolution make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Institute, or any of them and subject to such conditions and regulations, the accounts and books of the Institute shall be open to the inspection of members at all reasonable times during business hours.

81. The directors shall from time to time, in accordance with the Act, cause to be prepared and to be laid before the Institute in general meeting and to be delivered to the Registrar of Companies such profit and loss accounts, balance sheet and reports as are referred to in the Act. Every such balance sheet shall be accompanied by proper reports of the directors and the auditors, and copies of such accounts, balance sheets and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to all persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The auditors report shall be read before the meeting as required by the Act.

AUDIT

82. Once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditors.

83. Auditors shall be appointed and their powers, rights and duties regulated in accordance with the Act.

OFFICIAL LANGUAGE

84. The official language of the Institute shall be English.

NOTICES

85. Any notice to be given pursuant to the articles shall be in writing and the Institute may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his registered address or by leaving it at that address. In the case of a notice to be sent to or from an address outside the United Kingdom, the envelope containing the same shall in addition be sent by airmail post.

86. A member present, in person or by representative or by proxy, at any meeting of the Institute shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

87. Proof that an envelope containing a notice was properly addressed prepaid and posted in accordance with article 86 shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 72 hours after the envelope containing it was posted.

INDEMNITY

88. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute.

DISSOLUTION

89. Clause 8 of the memorandum of association of the Institute relating to the winding up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in these articles.