

Company Number 4914614

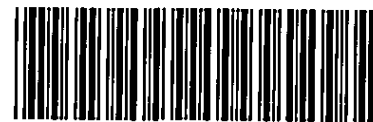
Charity Number 1103729

Haig Colliery Mining Museum

The Companies Acts 1985 to 2006

Company Limited by Guarantee

MONDAY



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COMPANIES HOUSE

WRITTEN RESOLUTION OF THE DIRECTORS

1. Background

It is noted and agreed as follows:

- 1.1 It is intended to capitalise the skills, knowledge and experience of the Chief Executive in strategic decision making and maximise continuity of key personnel of the Charity particularly in light of a specific large scale project and period of challenge and that consequently the Chief Executive should be a trustee of the Charity
- 1.2 The current provisions of the Memorandum of Association prohibit a paid officer of the company being a trustee
- 1.3 The appointment of the Chief Executive as a trustee would have beneficial VAT consequences for the Charity

2. Written Resolution

We, the undersigned being Directors of the above-named Company entitled to attend and vote at Directors' meetings hereby pass the following resolution as a Written Resolution:

To propose a Special Written Resolution to the Members to amend the Memorandum and Articles of Association of the Company and appoint the Chief Executive Officer as a trustee of the charity, subject to the consent of the Charity Commission. All trustees are authorised to sign and certify necessary documents to effect the changes and make all necessary filings after passing of the resolution.

Signed	Director	Date
	R J METCALFE	4.6.08
	JOHN MANN	4-6-08
	D. ST. QUINTIN	4.6.08
	R. EDWARDS	4.6.08
	NTC FENNELL	4 JUNE 2008

Company Number 4914614

Charity Number 1103729

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SPECIAL WRITTEN RESOLUTIONS OF THE MEMBERS

1. Background

It is noted and agreed as follows:

- 1.1 It is intended to capitalise the skills, knowledge and experience of the Chief Executive in strategic decision making, ensure that the Chief Executive (who will bear considerable responsibility for delivering the Charity's goals) has sufficient authority when dealing with third parties as well as legal responsibility as trustee; and maximise continuity of key personnel of the Charity, particularly in light of a specific large scale project and period of challenge, and that consequently the Chief Executive should be a trustee of the Charity
- 1.2 The current provisions of the Memorandum of Association prohibit a paid officer of the company being a trustee
- 1.3 The appointment of the Chief Executive as a trustee would have beneficial VAT consequences for the Charity
- 1.4 The consent of the Charity Commission is required to amend the provisions of the Memorandum of Association and the amendment proposed will not be effective until the formal consent of the Charity Commission under section 64 Charities Act 1993 is given.

2. **Written Resolutions**

We, the undersigned being members of the above-named Company entitled to attend and vote at general meetings subject to the consent of the Charity Commission under section 64 Charities Act 1993 pass the following resolutions as Special Written Resolutions under sections 283 and 288 of the Companies Act 2006:

2.1 Clause 5 of the Memorandum of Association be amended by:

2.1.1 the insertion of the words "except as provided below and" after the words "no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity";

2.1.2 the deletion of the colon after the words to be inserted as above and before the words "provided that nothing in this document"; and

2.1.3 in clause 5(2) the insertion of the words "except a trustee who is the Chief Executive Officer of the Charity" after the words "who is not a trustee".

2.2 The Articles of Association of the Charity be amended by:


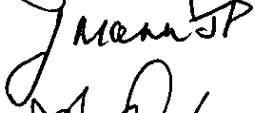



2.2.1 The amendment of Article 25 by the addition of a new sentence at the end of the existing wording with the words "Subject to confirmation of willingness to act, the Chief Executive Officer of the Charity will be one of the trustees."

2.2.2 The amendment of Article 29 by the deletion of the first sentence, deletion of the word "subsequent" from the second sentence and insertion of the words "except a trustee who is also the Chief Executive Officer of the Charity" between the words "all the trustees" and "shall retire from office" in the remaining words of the Article.

2.2.3 The amendment of Article 38 by the addition of a new subparagraph 5 the words "is the Chief Executive Officer and ceases to hold that office, provided that a trustee who ceases to be a trustee because of such loss of officer may be reappointed as a trustee who is not a trustee by virtue of such office".

2.2.4 The amendment of Article 45 by the addition of a new sentence at the end of the existing Article with the words "A trustee who is also the Chief Executive Officer of the Charity shall not be the chairman of any meeting of the Trustees."

2.3 In accordance with Article 35, the Chief Executive Officer [] be appointed as a trustee of the Charity, subject to confirmation of his willingness to act as such.

Signed	Name	Date
	R J METCALFE	4.6.08
	JOHN MANN	4-6-08
	J. ST. QUINTIN	4.6.08.
	R. EDWARDS	4.6.08
	NTC FENNEL	4 JUNE 2008

Accompanying Statement:

To signify agreement to this Written Resolution members should sign, write their name or the name of the member organisation they are authorised to act on behalf of, and date the resolution and return it to the Company Secretary in hard copy or electronic form. Members may not revoke their agreement to a written resolution once agreement is signified. Members do not all have to sign the same resolution.

This Written Resolution will be passed when 75% of the eligible members have signified their agreement. However, this Written Resolution will lapse if it is not agreed by 75% of the members within 28 days beginning with the day the Written Resolution was circulated by the Company and the agreement of any member signified after that date is ineffective.