

THE COMPANIES ACT 1985

NATIONAL MINING MUSEUM SCOTLAND TRUST (Company Number SC88361: Scottish Charity Number SC003227)

SPECIAL RESOLUTION

At General Meeting of the above named Company duly convened and held at Lady Victoria Colliery, Newtongrange, Midlothian on the 20th day of August 2018, the following Resolution was passed as a Special Resolution:

That the Memorandum of Association of National Mining Museum Scotland Trust be amended in the following respects:

1. By the insertion of the following words to be read at the end of the definition of "The Collection" contained in the Preliminary part of the Memorandum:

"Subject always to the following proviso namely that, for the avoidance of any misunderstanding or doubt, the expression "the Collection" wherever it appears in Clause 9 of the Memorandum does not include any items that as at the date of winding up or dissolution of the Trust may be owned by, or may have been transferred to, the trustees of the Scottish Mining Museum Collection Trust (being Scottish charity number SC029174); under explanation that as at the date of amendment of the Memorandum to include this proviso the collections of the said Scottish Mining Museum Collection Trust are managed and/or cared for by the Trust pursuant to the terms of a Management Agreement."

2. By deleting the provisions contained in the existing Clause 3 and by substituting therefor the following provisions:

"3. Each and every Clause (including this Clause) both of the Memorandum and of the Articles shall be read and interpreted as if there were embodied therein an overriding qualification to the effect that no expenditure of income or capital by the Trust shall be permitted for the purpose of carrying out any activities which are not wholly charitable and that in all cases in which the powers conferred upon the Trust, whether by the Memorandum or by the Articles or otherwise are in their nature alike capable of being exercised for purposes which are not charitable or only partially so, as well as for purposes which are wholly charitable, the Trust shall be entitled to exercise those powers only in those ways which will not prejudice the charitable status of the Trust. The expression "charitable purposes" wherever it is used in the Memorandum or in the Articles shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts and the expressions "charity" and "charitable" shall be construed accordingly."

3. By deleting the words "The Scottish Mining Museum" where they appear in the opening part of Clause 3.1 and by substituting therefor the words "the National Mining Museum Scotland or such other name as may be decided upon from time to time."

I A Rose, PARTNER, 10/9/2018.

Thorntons Law LLP, Company Secretaries

TUESDAY



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COMPANIES HOUSE