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COMMUNITIES ACT 1972  
JORDAN & SONS LTD.  
R65953

No. of Company 761527/55

The Companies Act 1948  
and

The Companies Act 1985

COMPANY LIMITED BY SHARES

# Memorandum and Articles of Association of

JOHNSON BROS. COAL FACTORS LIMITED

(Incorporated the 21st day of May 1963)



Jordan & Sons Limited  
Company Formation and Information Services  
Printers and Publishers  
Branches Throughout the United Kingdom  
Telephone 01-253-3030 Telex 261010

THE COMPANIES ACT 1948

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

JOHNSON BROS. COAL FACTORS LIMITED

1. The Name of the Company is "JOHNSON BROS. COAL FACTORS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-

(A) To take on lease or underlease, or otherwise acquire and take over, occupy, develop, work, operate, maintain, improve, manage and otherwise deal with and generally turn to account coalmines, colliery lands and mining grounds, timber estates, woodlands, forests and metalliferous land, waste heaps, and quarries, pits, works and manufactories, and any mineral rights, mining grants, concessions, leases, licences, rights and easements, and generally any land and hereditaments, anywhere and of any tenure, or other real or personal property necessary or convenient for the Company's objects; to carry on the businesses of Fuel Contractors, Processors and Screeners, Coal, Coke and Patent Fuel Merchants and Factors, Transporters and Distributors of and Dealers in and Agents and Brokers for the sale and purchase of Coal, Coke, Breeze and Colliery Waste, Slag, Ash and Waste Products and By-Products of every description and of and in, Anthracite, Briquettes, Firelogs, Firewood and Patent and Prepared Fuel of all kinds, Operators, Designers, Manufacturers, Importers, Exporters, Merchants and Agents for the sale and distribution of and Dealers in Coal Washing and Grading Plants, Mining, Colliery and Quarry Machinery and General Engineering Machinery, Plant, Engines, Machinery, Apparatus, Implements and Tools of every description, Manufacuturers and Merchants of, Agents for, and Dealers in Colliery Stores, Supplies and Requisites, Importers of and Dealers in Pitwood and other Timber, Colliery Agents, Colliery Proprietors, Engineering and General Contractors and Agents, Colliery, Mechanical, Electrical, Heating, Lighting and General Engineers,

\* The name of the Company was, on the 10th day of February 1986, changed from "JOHNSON BROS. COAL RECOVERIES LIMITED".



Manufacturers and Merchants of, Agents for, and Dealers in Excavating and Earthmoving Plant and Apparatus, Garage Proprietors, and Proprietors and Letters on Hire of Motor and other Vehicles of all kinds, Carriers, Haulage and Cartage Contractors, Insurance Agents, and Railway, Forwarding and Freight Agents.

(B) To buy, sell, manufacture, repair, alter, manipulate, and otherwise deal in apparatus, plant, machinery, materials, products, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses, or any of them, or likely to be required by customers of the Company.

(C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, road, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any persons, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

(F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

(G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm, or company, and to give or accept, by way of consideration

for any of the acts or things aforesaid or property acquired, and Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

(J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.

(K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or Other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(N) To enter into any arrangement with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

(O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities or any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

(P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

(Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.

(S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.

(T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company have the power of disposing.

(W) To procure the Company to be registered or recognised in any part of the world.

(X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is FIVE THOUSAND POUNDS divided into FIVE THOUSAND Shares of ONE POUND each.

# THE COMPANIES ACT 1948

## COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION OF

#### JOHNSON BROS. COAL FACTORS LIMITED

##### PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53, and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

##### SHARE CAPITAL AND SHARES

3. The original Share Capital of the Company is FIVE THOUSAND POUNDS divided into FIVE THOUSAND Shares of ONE POUND each.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

##### GENERAL MEETINGS

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."



## VOTES OF MEMBERS

8. If at any General Meeting a poll is duly demanded on a resolution to remove a Permanent Director from office, such Permanent Director shall on the poll being taken be entitled to ten votes for each Share of which he is the holder; and Clause 62 in Part I of Table A shall be modified accordingly. Any motion for the removal of two or more Permanent Directors from office shall be submitted to the Meeting as a separate resolution in respect of each of such Directors.

## DIRECTORS

9. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

10. The following persons shall be the first Directors of the Company: KENNETH JOHNSON, ROBERT ALAN JOHNSON and MARGARET LILIAN JOHNSON. They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he or she shall live unless he or she shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

11. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly

## WINDING UP

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.