

THE COMPANIES ACTS 1985 - 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE COMMUNITY LEGACY TRUST

COMPANY NUMBER 6855302

As amended by Special Resolution on 9th March 2016

PART A: INTRODUCTION

1 INTERPRETATION

1.1 In these Articles -

"the Act"	means the Companies Act 2006,
"AGM"	means the annual general meeting of the Company,
"the Articles"	means these Articles of Association of the Company,
"the Board"	means the board of the Company,
"Board Meeting"	means a meeting of the Board,
"Chair"	means (subject to the context) either the person who is chairing a Board meeting from time to time in accordance with Article 26 or, where such person is not present at an AGM or General Meeting, the person elected as chair of the Company under Article 9,
"Clear Days"	in relation to a period of notice means the

THURSDAY



	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,
"Committee"	means a committee of the Board,
"Companies House"	means the office of the Registrar of Companies,
"Elected Trustee"	means the Trustees elected in accordance with Article 17
"Member"	means a Member for the time being of the Company,
"the Memorandum"	means the Memorandum of Association of the Company,
"Nominated Trustees"	Means the Trustees nominated in accordance with Article 18
"the Objects"	means the objects of the Company as set out in Clause 3 of the Memorandum,
"Registered Office"	means the registered office of the Company,
"Standing Orders"	means standing orders of the Company adopted by the Board under Article 37,
"the Seal"	means the common seal of the Company,
"Secretary"	means any person appointed to perform the duties of the secretary of the Company including a joint, associated or deputy secretary, and

"Trustee"	Means any person appointed to the Board
"the United Kingdom"	means Great Britain and Northern Ireland

1 2 In these Articles

- 1 2 1 terms defined in the Act are to have the same meaning,
- 1 2 2 references to the singular include the plural and vice versa, to the whole include part and vice versa, and to the masculine include the feminine and neutral and vice versa,
- 1 2 3 references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships,
- 1 2 4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and all regulations, determinations and directions made or given under it,
- 1 2 5 references to "Clauses" are to clauses of the Memorandum and to "Articles" are to those within the Articles,
- 1 2 6 the index and heading are not to affect their interpretation, and
- 1 2 7 terms defined in the Memorandum have the same meaning in the Articles and vice versa

PART B: MEMBERSHIP

2 ADMISSION TO MEMBERSHIP

2 1 The Members are -

- 2 1 1 the subscribers to the Memorandum, and
- 2 1 2 others admitted to Membership of the Company under this Article

2 2 A person may be admitted as a Member only where -

2 2 1 he has signed a written application to become a Member in such form as the Board requires, and

2 2 2 his application has been approved by the Board (which has an absolute discretion to refuse any application)

2 3 Membership of the Company is personal and not transferable

3 TERMINATION OF MEMBERSHIP

3 1 A person will cease to be a Member if -

3 1 1 in the case of an individual, he dies,

3 1 2 in the case of an organisation, it is dissolved,

3 1 3 he gives written notice of resignation to the Secretary (provided that after such resignation the number of Members is not less than one),

3 1 4 being a nominee of an unincorporated body, is replaced by another nominee,

3 1 5 he ceases to be a Trustee,

3 1 6 is removed by a resolution of the Board on the ground that in their reasonable opinion the Member's continued Membership of the Company is detrimental to the interests of the Company (but only after notifying the Member in writing and considering the matter in the light of any written representation which the Member concerned puts forward within 14 Clear Days after receiving the notice), or

3 1 7 having failed to attend meetings for a period of two years and having been notified in writing that failure to attend the next meeting may lead to his Membership being terminated, fails to attend the next meeting

PART C: MEETINGS

4 AGM

- 4 1 The Company shall in each year hold an AGM unless it resolves not to do so by passing a resolution
- 4 2 There must be no more than fifteen months between the date of one AGM and the next, but provided the first AGM is held within eighteen months of incorporation, an AGM need not be held in the year of its incorporation or in the following year
- 4 3 The AGM shall be held at such time and place as the Board shall appoint
- 4 4 The business of the AGM is -
 - 4 4 1 to receive the annual Trustee's report,
 - 4 4 2 to consider the accounts and auditor's report,
 - 4 4 3 to appoint the auditor (if necessary), and
 - 4 4 4 to transact any other business specified in the notice convening the meeting

5 GENERAL MEETINGS

- 5 1 All meetings other than AGM shall be called General Meetings
- 5 2 The Board may, whenever they think fit, convene a General Meeting
- 5 3 General Meetings shall also be convened on requisitions raised by at least ten per cent of the Members in accordance with the Act
- 5 4 If at any time there are not within the United Kingdom sufficient Trustees capable of acting to form a quorum, any Trustee or any two Members may convene a General Meeting in the same manner as that in which meetings may be convened by the Board

6 NOTICE OF MEETINGS

- 6 1 An AGM and a General Meeting called to pass a special resolution shall be called by at least twenty-one Clear Days' notice in writing
- 6 2 Any other General Meeting shall be called by at least fourteen Clear Days' notice in writing
- 6 3 Any meeting may be called by shorter notice if this is agreed by a majority of Members having a right to attend and vote at a meeting who together hold not less than 90 per cent of the total voting rights
- 6 4 The notice shall specify -
 - 6 4 1 the place, the day and the hour of the meeting,
 - 6 4 2 in case of special business, the general nature of that business, and
 - 6 4 3 in the case of an AGM, that it is an AGM
 - 6 4 4 The right of members to appoint a proxy under section 324 of the Act and article 13 of these articles
- 6 5 Notice of an AGM or General Meeting must be given to all of the Members (except any living outside the United Kingdom who have not given an address for service in the United Kingdom), the Trustees and the Company's Auditors (if any)
- 6 6 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

7 PROCEEDINGS AT MEETINGS

- 7 1 All business shall be deemed special that is transacted at a General Meeting, and also all that is transacted at an AGM, with the exception of
 - 7 1 1 the consideration of the accounts, balance sheets, and the reports of the Board and auditors,

7 1 2 the election of Members of the Board in the place of those retiring and the appointment of, and

7 1 3 the fixing of the remuneration of the auditors

8 QUORUM FOR MEETINGS

8 1 No business shall be transacted at an AGM or General Meeting unless a quorum is present at the time when the meeting proceeds to business

8 2 A quorum for all purposes shall be the number of Members equal to fifty percent of all the Members at the time of the meeting plus one other Member, who are entitled to vote upon the business to be transacted, present in person or by proxy

8 3 A Member may be part of the quorum for a meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment

8 4 If a quorum is not present within half an hour of the time specified for the start of the meeting the meeting shall be adjourned

8 5 Notice of an adjournment of a meeting because of lack of quorum and the time and place of the adjourned meeting must be given to all Members under Article 6

8 6 If a quorum is not present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the adjourned meeting is to be dissolved

9 CHAIR AT MEETINGS

9 1 The Chair, if any, of the Board shall preside as Chair at every AGM and General Meeting

9 2 If there is no such Chair, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Trustees present shall elect one of their number to be the Chair of the meeting

10 ADJOURNMENT OF MEETINGS

- 10 1 The Chair may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn it to a time and place agreed by the meeting
- 10 2 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place
- 10 3 It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting unless the meeting is adjourned for thirty days or more
- 10 4 Notice of the adjourned meeting shall be given as in the case of an original meeting in accordance with Article 6
- 10 5 Resolutions passed at an adjourned meeting are to be treated as having been passed on the date on which they are actually passed

11 VOTING AT MEETINGS

- 11 1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded in accordance with article 12
- 11 2 Every Member present in person or by representative has one vote on a show of hands Proxies have no vote on a show of hands
- 11 3 A Member which is an organisation may, by resolution of its governing body (or a committee or officer of the organisation acting under powers delegated by its governing body) authorise such person as it thinks fit to act as its representative at AGM's and General Meetings
- 11 4 A person authorised under Article 11 3 may, to the extent that the organisation authorises him/her to do so, exercise the same powers on behalf of the organisation as the organisation could exercise if it were a Member who is an individual The Company may assume that the representative has unlimited authority to act on behalf of the organisation unless the Company has written notice of any limitation
- 11 5 If there is an equality of votes on a show of hands or a ballot, the Chair is not entitled to a second or casting vote

- 11 6 An objection to the qualification of any voter may only be raised at the meeting at which the vote objected to is tendered Every vote not disallowed at the meeting is valid An objection made in time must be referred to the Chair whose decision is final
- 11 7 A declaration by the Chair that a resolution has been carried (or not carried) unanimously or by a particular majority which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded

12 BALLOTS

- 12 1 A Ballot may be demanded at any time during an AGM and General Meeting by,
- (a) The Chairman, or
 - (b) By at least two members present in person or by proxy and having the right to vote at the meeting
 - (c) By any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting
- 12 2 The demand for a ballot may be withdrawn before the ballot is taken If the demand for a ballot is withdrawn the result of the show of hands will stand
- 12 3 A ballot must be taken immediately The Chair may appoint scrutineers (who need not be Members)
- 12 4 On a ballot votes may be given either personally or by proxy and each Member present in person or by proxy is to have one vote
- 12 5 The result of the ballot shall be deemed to be the resolution of the meeting at which the ballot is demanded

13 PROXIES

- 13 1 A Member may appoint a proxy in writing in the form set out at Articles 13 6 or 13 7 and signed by Member appointing the proxy or the Member's attorney If the appointing Member is a corporation, the form shall be either sealed or signed by a duly authorised officer or attorney of the corporate body

- 13 2 A proxy need not be a Member of the Company A proxy may not appoint another proxy
- 13 3 A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least 48 hours before the starting time for the AGM or General Meeting or an adjourned AGM/General Meeting or the ballot at which the proxy proposes to vote, or, in the case of a ballot, not less than 24 hours before the time appointed for the taking of the ballot A document appointing a proxy which is not deposited in accordance with this Article 13 3 shall not be treated as valid
- 13 4 No document appointing a proxy will be valid for more than 12 months
- 13 5 A vote given or ballot demanded by proxy or by the duly authorised representative of an organisation which is a Member is to be valid despite the revocation of the proxy or authorisation or death or insanity of the principal unless written notice of the death, insanity or revocation is received at the Registered Office before the start of the AGM or General Meeting or adjourned AGM/General Meeting at which the proxy is used
- 13 6 A document appointing a proxy shall be in the following form or a form as near to it as circumstances admit -

"[The Community Legacy Trust]"

I/We [] of [] in the County of []
] being a Member/Members of the above named Company, appoint []
] of [] or failing him [] of [] as
my/our proxy to vote for me/us on my/our behalf at the (Annual or
Extraordinary, as the case may be) General Meeting of the Company to be held
on the [day] day of [month] [year], and at any adjournment of it

Signed [date] "

This form to be used *in favour of/against the resolution

Unless otherwise instructed, the proxy will vote as he thinks fit

*Strike out whichever is not desired

14 MEMBERS' WRITTEN RESOLUTIONS

- 14 1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at an AGM or General Meeting will be as valid as if it had been passed at a meeting
- 14 2 A copy of the proposed resolution must have been circulated to every eligible member and the authenticated document received at the registered office of the Company within 28 days from the date of circulation
- 14 3 A resolution under this article may consist of several documents in similar form each signed by one or more Members
- 14 4 A resolution under the article may be signed for a corporate body which is a Member by its authorised representative, a Trustee or secretary, its solicitor or by an attorney

PART D: TRUSTEES

15 NUMBER OF TRUSTEES

- 15 1 The number of Trustees shall be not less than 2 and there shall be no more than 12

15 2 There shall be no more than 11 Elected Directors elected in accordance with the provisions of Article 17

15 3 There shall be no more than 1 Nominated Director nominated in accordance with the provisions of Article 18

16 APPOINTMENT OF TRUSTEES

16 1 The first Trustees are the persons notified to Companies House as the first Trustees of the Company

16 2 Other than the first Trustees and the Nominated Trustee, no person may be a Trustee -

16 2 1 unless he is a natural person aged 16 or over

16 2 2 unless he is a Member, and

16 2 3 if he would immediately cease to be a Trustee under Articles 19 or 20

16 3 The appointment of a Trustee is not to take effect until he has signed the prescribed Companies House form

16 4 All acts done by any Board Meeting, or by any person acting as a Trustee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as a Trustee, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee

17 ELECTED TRUSTEES

17 1 The Elected Trustees shall be elected by a simple majority of all the Trustees entitled to attend and vote at any meeting of the Board. An Elected Trustee shall hold office for a fixed term of not more than three years but may be re-elected for four further terms of not more than three years

18 NOMINATED TRUSTEES

18 1 One Nominated Trustee may be appointed by The Homes and Communities Agency (the Nominating Authority)

18 2 The Nominated Trustee may be appointed by the Nominating Authority by notice in writing given to the Secretary. The Nominated Trustee shall hold office for no more than three years. A Nominated Trustee may be appointed for four further terms of not more than three years.

18 3 If a vacancy occurs in the office of Nominated Trustee the Secretary shall give notice to the Nominating Authority who may appoint another person to be a Nominated Trustee.

19 REMOVAL OF TRUSTEES

19 1 The Trust may by ordinary resolution, of which special notice has been given in accordance with section 168 of the Act, remove any Elected Trustee before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Trust and such Trustee.

19 2 Subject to Article 17 the Board may elect another person in place of a Trustee removed under Article 19.

20 DISQUALIFICATION OR VACATION OF TRUSTEES

20 1 A Trustee will cease to hold office if he -

20 1 1 dies,

20 1 2 resigns by written notice to the Secretary,

20 1 3 ceases to be a Trustee by virtue of any provision of the Act or is prohibited in law from being a Trustee of a company,

20 1 4 is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),

20 1 5 becomes incapable of managing and administering his affairs because of mental disorder, illness or injury,

20 1 6 is convicted of an offence which is likely to bring the Company into disrepute and the Board resolves that he be removed,

20 1 7 is declared bankrupt or makes any arrangement or composition with his creditors,

20 1 8 is removed by a resolution of the Board on the ground that in their reasonable opinion the Trustee's continuing office is detrimental to the interests of the Company (but only after notifying the Trustee in writing and considering the matter in the light of any written representations which the Trustee concerned puts forward within 14 Clear Days after receiving notice),

20 1 9 ceases to be a Member,

20 1 10 fails to attend four consecutive Board Meetings without leave of absence from the Board and the Board resolves that the should be removed,

20 1 11 accepts remuneration or other benefits in contravention of clause 6 of the Memorandum,

20 1 12 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest

21 TRUSTEES REMUNERATION AND EXPENSES

21 1 Trustees are not to receive any remuneration from the Company for acting as a Trustee unless it is authorised by clause 6 of the Memorandum

21 2 The Trustees shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Company or in connection with the business of the Company

22 CONFLICTS OF INTERESTS

22 1 A Trustee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared

- 22 2 A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest) PROVIDED that any declaration which arises solely by virtue of a Trustee also being a trustee of the Coalfields Regeneration Trust ("Trust") and the matter under consideration being one in which both the Company and the Trust are interested shall not prevent that Trustee from both speaking and voting on that matter

PART E: BOARD MEETINGS

23 POWERS OF THE BOARD

- 23 1 Subject to the Act, the Memorandum and the Articles, the business of the Company is to be managed by the Board who may exercise all the powers of the Company
- 23 2 Alterations to the Memorandum or the Articles and resolutions made by the Company in meetings do not invalidate earlier acts of the Board which would have been valid without the alteration or resolution

24 PROCEEDINGS OF THE BOARD

- 24 1 Subject to the Articles, the Board may regulate Board Meetings as it wishes
- 24 2 Board Meetings shall be called
- 24 2 1 by the Secretary, or
- 24 2 2 by notice in writing to the Secretary from the Chair or a Trustee
- 24 3 The Secretary must call a Board Meeting for a time as soon as reasonably practicable from the receipt of a notice under Article 21 2 2
- 24 4 If the Secretary fails to convene the Board Meeting within 14 days of the receipt of a notice under Article 21 2 2 it may be called by the Chair or the Trustee (as the case may be) who requested it

- 24 5 The Secretary (or the Chair or the Trustee calling the Board Meeting, as the case may be) must give at least 5 Clear Days notice of Board Meetings in writing to each of the Trustees but it shall not be necessary to give notice of a Board Meeting to any Trustee for the time being out of the United Kingdom
- 24 6 The notice for a Board Meeting shall specify the place the day and the hour of the meeting
- 24 7 A Board Meeting which is called on shorter notice than require under Article 21 5 is deemed to have been duly called if this is agreed by at least fifty percent of all the Trustees at the time of the Board Meeting plus one other Trustee
- 24 8 Questions arising at any meeting shall be decided by a majority of votes
- 24 9 A technical defect in the appointment of a Trustee or in the delegation of powers to a committee of which the Board is unaware at the time does not invalidate decisions taken in good faith

25 QUORUM FOR BOARD MEETINGS

- 25 1 The quorum for Board Meetings is the number of Trustees equal to fifty percent of all the Trustees at the time of the Board Meeting plus one other Trustee
- 25 2 A Trustee may be part of the quorum of a Board Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment
- 25 3 The Board may act despite vacancies in its number but if the number of Trustees is less than the minimum the Board may only act for the purpose of increasing the number of Trustees or to call an AGM/General Meeting of the Company
- 25 4 At an inquorate Board Meeting or one which becomes inquorate for more than 20 minutes the Trustees present may act only to adjourn it or call an AGM or General Meeting

26 CHAIR

- 26 1 The Board may elect one of the Trustees to be Chair of their meetings and determine the period for which he is to hold office. If no such Chair is elected or if at any meeting the Chair is not present within 5 minutes after the time appointed for holding the same the Trustees present may choose one of their number to be Chair of the meeting.
- 26 2 A Chair appointed in accordance with Article 23 1 shall not be entitled to exercise a second or casting vote on any matter which is considered at a Board Meeting or a meeting of the Company.

27 DELEGATION

- 27 1 The Board may
- 27 1 1 establish Committees consisting of those persons the Board decide (including people who are not Trustees) provided that the majority of members of the Committee shall be Trustees,
 - 27 1 2 delegate to a Committee any of its powers, and
 - 27 1 3 revoke a delegation at any time
- 27 2 The chair of a Committee may be appointed by the Board but if the Board fails to appoint a chair the Committee may elect a member of the Committee who is also a Trustee to be chair.
- 27 3 A Committee shall in the execution of the powers delegated to it conform to any regulations imposed on it by the Board and will report back to the Board fully and promptly all acts and proceedings of and decisions taken by the Committee.
- 27 4 Subject to Article 27 5 the meetings and proceedings of a Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as practicable and so far as the same shall not be superseded by any Standing Orders made by the Board.

- 27 5 The quorum necessary for the transaction of business of a Committee shall when the Committee consists of three or more persons be two and in any other case shall be fifty percent of the Committee members plus one other Committee member
- 27 6 The members of a Committee are to be appointed by the Board to hold office for whatever period the Board decides and may be removed or replaced by the Board at any time
- 27 7 The Board may set financial limits within which a Committee must function and may authorise a Committee to operate any bank account The Board may specify how that bank account must be operated
- 27 8 The Board may also delegate to any Trustee, officer or employee of the Company or any person seconded to or providing services to the Company any such of their powers as they consider desirable to be exercised by him/her

28 TRUSTEES WRITTEN RESOLUTIONS

- 28 1 A resolution in writing agreed by a simple majority of all the Trustees entitled to receive notice of a meeting of Trustees or a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held provided that
- 28 1 1 A copy of the resolution is sent or submitted to all the Trustees eligible to vote,
- 28 1 2 A simple majority of Trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date,
- 28 1 3 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement

PART F: OFFICERS

29 SECRETARY

- 29 1 the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit
- 29 2 no Trustee may occupy the salaried position of Secretary
- 29 3 a Secretary may be removed by the Board at any time
- 29 4 a provision of these Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as Trustee and the Secretary

30 INDEMNITIES FOR OFFICERS AND EMPLOYEES

- 30 1 No officer or employee is to be liable for the losses suffered by the Company except those due to his/her own dishonesty or gross negligence
- 30 2 Subject to the Act every Trustee, officer, employee or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred in the discharge of his/her duties or in that capacity in defending any civil or criminal proceedings as long as
 - 30 2 1 judgment is given in his/her favour (or the proceedings are dealt with without a finding or admission of material breach of duty by him/her),
 - 30 2 2 he is acquitted, or
 - 30 2 3 relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

PART G: STATUTORY AND MISCELLANEOUS

31 MINUTES

- 31 1 The Secretary must keep minutes of all the AGM's and General Meetings

31 2 The Secretary must arrange for minutes to be kept of all Board Meetings including,

- (a) Appointments of Trustees
- (b) The names of the Trustees present at the meeting
- (c) The decisions made at the meetings; and
- (d) Where appropriate the reasons for the decisions

31 3 Copies of the draft minutes of Board Meetings must be distributed to the Trustees as soon as reasonably possible after the meeting

31 4 Minutes must be approved as a correct record at the next AGM or General Meeting or Board Meetings (as regards minutes of Board Meetings) Once approved they must be signed by the person chairing the meeting at which they are approved

32 ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN

32 1 The Company must comply with the Act and the Charities Act 1993 with regard to -

32 1 1 preparing and filing an annual Trustees report and annual accounts to the Charity Commissioners and the Registrar of Companies, and

32 1 2 making an annual return to the Charity Commissioners and the Registrar of Companies

32 2 The accounting records of the Company shall be kept at the registered office of the Company or, subject to Section 388 of the Act, at such other place or places as the Board thinks fit

32 3 The accounting records of the Company must always be open to the inspection of the Trustees or officers of the Company

32 4 Not less than 21 Clear Days before a meeting the Board shall send to every Member (except any living outside the United Kingdom who have not given an address for service in the United Kingdom) -

32 4 1 a copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Company in its AGM or General Meeting,

32 4 2 a copy of the auditor's report, and

32 4 3 the Board's report

33 AUDIT

33 1 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act

34 BANK AND BUILDING SOCIETY ACCOUNTS

34 1 All bank and building society accounts must be operated by the Trustees and must include the name of the Company

34 2 Cheques and orders for the payment of money must be signed in accordance with the Board's instructions

35 EXECUTION OF DOCUMENTS

35 1 If the Company has a Seal the Board shall provide for the safe custody of the Seal, which shall only be used with the authority of the Board (which may be given generally for documents of a particular type)

35 2 Unless the Board decides otherwise, documents to which the seal is attached or which are executed as deeds must be signed by -

35 2 1 two Trustees,

35 2 2 one Trustee and the Secretary, or

35 2 3 in any other manner the Board authorises

36 NOTICES

36 1 Any notice to be given to or by any person pursuant to these articles,

36 2 must be in writing, or

- 36 3 must be given using electronic communication in accordance with the Act
(Such communication will include fax, email or sending a disc by post)
- 36 4 A Member present in person at an AGM or General Meeting is deemed to
have received notice of the General Meetings and (where necessary) of the
purposes for which it was called
- 36 5 The Company may give a notice to a Member, Trustee or auditor either
- 36 5 1 personally,
 - 36 5 2 by sending it by post in a prepaid envelope addressed to the
member at his or her address,
 - 36 5 3 by leaving it at his/her address
 - 36 5 4 By using electronic communications to the member's address
 - 36 5 5 A member who does not register an address with the
Company or who registers only a postal address that is not
within the United Kingdom shall not be entitled to receive any
notice from the Company
- 36 6 Proof that an envelope containing a notice was properly addressed, prepaid
and posted is conclusive evidence that the notice was given
- 36 7 Proof that a facsimile transmission was made is conclusive evidence that the
notice was given at the time stated on the transmission report
- 36 8 Proof that a notice contained in an electronic communication was sent in
accordance with guidance issued by the Institute of Chartered Secretaries and
Administrators shall be conclusive evidence that the notice was given
- 36 9 A notice may be served on the Company by delivering it or sending it to the
Registered Office or by handing it to the Secretary
- 36 10 The Board may make Standing Orders to define other acceptable methods of
delivering notices by electronic mail or other means
- 36 11 A notice shall be deemed to be given,
- (a) 48 hours after the envelope containing it was posted, or

- (b) in the case of electronic communication, 48 hours after it was sent

37 STANDING ORDERS

37 1 Subject to Article 35 4

37 1 1 the Board may from time to time make such Standing Orders as it may deem necessary or expedient or convenient for the proper conduct and management of the Company, and

37 1 2 the Company in an AGM or General Meeting may alter, add to or repeal the standing orders

37 2 The Board shall adopt such means as they deem sufficient to bring to the notice of Members all such Standing Orders

37 3 Standing Orders shall be binding on all Members and Trustees

37 4 No Standing Order shall be inconsistent with, or shall effect or repeal anything contained in, the Memorandum or Articles

Name and addresses of the subscribers

P McNestry for and on behalf of the Coalfields Regeneration Trust

Dated 19th March 2009