



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 8164875

The Registrar of Companies for England and Wales, hereby certifies that

THE COMMITTEE ON MINING AND METALS

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **1st August 2012**



N08164875Q



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company



A fee is payable with this form.
Please see 'How to pay' on the last page



What this form is for
You may use this form to register a
private or public company

X What this form is NOT for
You cannot use this form to register
a limited liability partnership. To do
this, please use form LL IN01

COMPANIES HOUSE



L1EE2ACZ

LD1

01/08/2012

#23

WEDNESDAY

117059

Part 1 Company details

A1

Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

THE COMMITTEE ON MINING AND METALS

For official use

8164875

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① Duplicate names

Duplicate names are not permitted
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at
www.companieshouse.gov.uk

A2

Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at
www.companieshouse.gov.uk

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible
to apply for this. For more details,
please go to our website
www.companieshouse.gov.uk

A4

Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

- ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ②

Please give the registered office address of your company

Building name/number 2

Street STONE BUILDINGS

LINCOLN'S INN

Post town LONDON

County/Region

Postcode W C 2 A 3 T H

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐

④ Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

IN01

Application to register a company

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1. For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary**B1 Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title *	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2 Secretary's service address ③

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3 Signature ④

I consent to act as secretary of the proposed company named in **Section A1**.

Signature	Signature  
-----------	--

④ Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary**C1****Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2**Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3** only→ **No** Complete **Section C4** only**C3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③

Registration number

② EEAA full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**C4****Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5**Signature ⑤**I consent to act as secretary of the proposed company named in **Section A1**.

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate secretary of the proposed company

IN01

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title *	MR
Full forename(s)	MATTHEW
Surname	OVERTON
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Date of birth	d 0 d 4 m 0 m 9 y 1 y 9 y 7 y 3
Business occupation (if any) ④	SOLICITOR

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	2
Street	STONE BUILDINGS LINCOLN'S INN
Post town	LONDON
County/Region	
Postcode	W C 2 A 3 T H
Country	UNITED KINGDOM

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director**D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title *	
Full forename(s)	
Surname	
Former name(s) ②	
Country/State of residence ③	
Nationality	
Date of birth	d d m m y y y y
Business occupation (if any) ④	

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3**Signature ⑥**

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X
-----------	----------------

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director**E1****Corporate director appointments ①**

Please use this section to list all the corporate directors taken on formation

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2**Location of the registry of the corporate body or firm**

Is the corporate director registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section E3 only**→ **No** Complete **Section E4 only****E3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4**Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

If applicable, the registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5**Signature ⑤**I consent to act as director of the proposed company named in **Section A1**.

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate director of the proposed company

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ **Yes** Complete the sections below→ **No** Go to **Part 4 (Statement of guarantee)****F1 Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling
 If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals			0	£ 0 00

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
 Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals			0	0 00

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals			0	0 00

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate nominal value ④

④ **Total aggregate nominal value**
 Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**.

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share		1 Prescribed particulars of rights attached to shares
Prescribed particulars 1		<p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

- **Yes** Complete the sections below
 → **No** Go to **Part 5** (Statement of compliance)

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) 1	NICHOLAS									
Surname 1	GILES									
Address 2	2 STONE BUILDINGS, LINCOLN'S INN									
	LONDON									
Postcode	W	C	2	A		3	T	H		
Amount guaranteed 3	£1 00									

Subscriber's details

Forename(s) 1										
Surname 1										
Address 2										
Postcode										
Amount guaranteed 3										

Subscriber's details

Forename(s) 1										
Surname 1										
Address 2										
Postcode										
Amount guaranteed 3										

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Application to register a company

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5**Statement of compliance**

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?


- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1**Statement of compliance delivered by the subscribers ①**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X 	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

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Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X

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Application to register a company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name

Company name

Edwin Coe LLP

Address 2 Stone Buildings

Lincolns Inn

Post town London

County/Region London

Postcode

W C 2 A 3 T H

Country United Kingdom

DX DX 191 LDE CHANCERY LANE

Telephone 020 7691 4000

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
☐ At the agents address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following.

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

**How to pay**

A fee is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquires@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF
THE COMMITTEE ON MINING AND METALS

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each subscriber

Authentication by each subscriber

NICHOLAS GILES



Dated 1 August 2012

Company No []

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

THE COMMITTEE ON MINING AND METALS

Incorporated []

EDWIN COE LLP
2 Stone Buildings
Lincoln's Inn
London
WC2A 3TH

Ref 2352214_6

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Company No []

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

OF

THE COMMITTEE ON MINING AND METALS

Company registered in England and Wales (No [])

PRELIMINARY

1. Preliminary

- 1.1 No regulations or articles for management of a company contained or set out in any Act of Parliament or statutory instrument concerning companies shall apply to the Company and the following shall be the Articles of Association of the Company
- 1.2 The Company's name is **The Committee on Mining and Metals** (and in this document is called "**ICMM**" or the "**Company**")

2. Interpretation

- 2.1** In the Articles the words in the following table have the meanings set opposite them

Association Members	any (i) association representing the mining and metals industries, (ii) minerals and metals commodity associations, or (iii) associations of metals fabricators or other participants in related downstream activities or (iv) professional companies or associations involved in the mining and metals industry, which is admitted to membership of ICMM in accordance with these Articles
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Articles	these Articles of Association as amended from time to time
Committee	committee, sub-committee, board, panel, working group and other delegated body by whatever name called
the Companies Acts	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to ICMM
Connected Person	<p>a Connected Person is considered to be</p> <ul style="list-style-type: none"> (i) a child, parent, grandchild, grandparent, brother or sister of a Member of Council, (ii) the spouse or civil partner of a Member of Council or of any person falling within paragraph (i) above, (iii) a person carrying on business in partnership with a Member of Council or with any person falling within paragraphs (i) or (ii) above, (iv) an institution which is controlled <ul style="list-style-type: none"> • by a Member of Council or any person falling within paragraphs (i), (ii) or (iii) above, or • by two or more persons falling within the above, when taken together, or (v) a body corporate in which <ul style="list-style-type: none"> • a Member of Council or any person falling within paragraphs (i), (ii) or (iii) above has a substantial interest, or • two or more persons falling within the above who, when taken together, have a substantial interest
Company Members	any corporation or firm engaged in any country of the world in activities related to the extraction and processing of metals and minerals, in the exploration for metals and minerals, in mining or in metals fabrication or other related downstream activities which is admitted to membership of ICMM in accordance with these Articles
Co-opted Member of Council	a Member of Council co-opted to such office in accordance with the provisions of Article 45
the Council	collectively, the Members of Council at any given time
Deed	a legal document signed, witnessed and delivered to effect a conveyance or transfer of property or to create a legal contract
Document	includes, unless otherwise specified, any document sent or supplied in electronic form
Electronic form	has the meaning given in section 1168 of the Companies Act 2006

ICMM	the International Council on Mining and Metals – the company regulated by these Articles
Member	a person admitted to the membership of ICMM as a Company Member or an Association Member or any other category of membership that may be created in accordance with the provisions of Article 8
Members of Council	the directors of ICMM from time to time and “ Member of Council ” shall mean any of them
the Memorandum	ICMM’s Memorandum of Association
Representative	a natural person nominated by a Member to be its representative in accordance with the provisions of Article 17
the Objects	has the meaning given in Article 4
the Office	the registered office of ICMM
Officers	the President, the Secretary (if any) and any other person fulfilling the role of officer of ICMM (provided that any such person is not also a Member)
the President	an employee of ICMM who shall be fulfil the role of chief executive of ICMM and who shall for the duration of such employment be a Member of Council
the Seal	the common seal of ICMM
the Secretary	the company secretary of ICMM (if any) appointed by the Council
Suspended Member	a Member whose membership has been suspended in accordance with the provisions of these Articles
United Kingdom	Great Britain and Northern Ireland
in writing	written, printed, photographed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in visible form or by electronic transmission

- 2.2** Words importing one gender shall include all genders, and the singular includes the plural and vice versa
- 2.3** Unless the context requires otherwise words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force at the date of adoption of these Articles
- 2.4** Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

LIABILITY OF MEMBERS

3. Liability of members

- 3.1** The liability of the Members is limited

- 3.2 Every Member promises, if ICMM is dissolved while he or she is a Member or within twelve months after he or she ceases to be a Member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of ICMM incurred before he or she ceases to be a Member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves

OBJECTS

4. Objects

The objects of ICMM are to assist the world's mining, minerals and metals industries in aligning their economic, social and environmental goals so as to maximise their contribution to meeting the challenges of sustainable development, to serve as a vehicle for such industries to develop and articulate their case for sustainable development, to determine and promote best practices within those industries and to act as the principal point of engagement with those industries for stakeholders at the global level, and to these ends

- 4.1 to initiate, conduct, promote, coordinate and communicate research and analysis into and interaction of the world's mining, minerals and metals industries with the economy, the environment and its communities,
- 4.2 to seek to lead change within these industries by stimulating discussion and coordinating activities between and among member companies, others involved with the industry and their regional, national, commodity and international associations,
- 4.3 to develop and communicate a clear and authoritative position on global issues affecting the future of the mining, mineral and metal industries,
- 4.4 to determine and promote global best practice performance standards within these industries,
- 4.5 to maintain a high-level of dialogue with governmental and intergovernmental bodies, non-governmental and community organisations, academic and professional institutions and other stakeholders, and
- 4.6 to support when requested, the work of members and of regional, national or commodity associations

5. Powers

ICMM has power to do anything in any country in the world which is calculated to further its Objects or is conducive or incidental to doing so. In particular, ICMM has power

- 5.1 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- 5.2 to sell, lease or otherwise dispose of all or any part of the property belonging to ICMM,
- 5.3 to borrow money and to charge the whole or any part of the property belonging to ICMM as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation,
- 5.4 to co-operate with appropriate charities, voluntary bodies and statutory authorities and to exchange information and advice with them,

- 5.5 to establish or support any charitable trusts, associations or institutions consistent with the Objects,
- 5.6 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- 5.7 to employ and remunerate such staff as are necessary for carrying out the work of ICMM ICMM may employ or remunerate a director only to the extent it is permitted to do so by Article 6 and provided it complies with the conditions in that Article,
- 5.8 to provide indemnity insurance for the officers, and
- 5.9 to take whatever measures may be necessary to oppose any proposed legislation in any jurisdiction which prejudicially affect ICMM's objects

6. Application of income and property

- 6.1 The income and property of ICMM shall be applied solely towards the promotion of the Objects
- 6.2 Without prejudice to Article 6 1, an Officer
 - (a) is entitled to be reimbursed from the property of ICMM or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of ICMM,
 - (b) is entitled to receive reasonable and proper remuneration for any goods or services supplied to ICMM,
 - (c) may benefit from director and officers indemnity insurance cover purchased at ICMM's expense, or
 - (d) may receive an indemnity from ICMM in the circumstances specified in Article 72
- 6.3 None of the income or property of ICMM may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member This does not prevent a Member who is not also an Officer receiving reasonable and proper remuneration for any goods or services supplied to ICMM

MEMBERSHIP OF ICMM

7. Membership

- 7.1 The subscribers to the Memorandum, and such other persons as shall become Members in accordance with the provisions of Article 10 shall, subject to these Articles, be the Members of ICMM
- 7.2 For the purpose of registration ICMM is declared to consist of an unlimited number of Members

8. Categories of Membership

The membership of ICMM shall consist of Company Members and Association Members The Council may determine the requirements and qualifications for membership, except where they are stated in these Articles and may create additional categories of membership from time

to time Decisions on applications for membership as a Company Member are determined at the absolute discretion of the Council

9. Members' Addresses

The name and address provided in writing by each Member from time to time shall be entered in the Register of Members according to their category of membership

10. Admission to Membership

10.1 The Council shall prescribe Regulations ("**Admission Regulations**") which shall govern the process of, and criteria for, the admission of new Members of ICMM

10.2 Such Regulations may be amended from time to time but shall be structured in such a way as to support the following principles

- (a) the criteria by which prospective Company Members will be assessed will be consistent with the obligations of Company Members,
- (b) prospective Company Members will be required to demonstrate the ability and willingness to comply with such obligations, and
- (c) the assessment of prospective Company Members' ability and willingness to comply with such obligations will be consistent, rigorous and independent

10.3 No new Member shall be admitted unless they have satisfied the requirements of the Admission Regulations

10.4 If any new Member admitted to membership has not paid the registration or admission fee required under Article 12 1 within two calendar months of the date of admission, the Council may, in its discretion, revoke such admission

11. Membership not transferable

Neither membership nor any of the rights and privileges of membership shall be in any way either transferable or transmissible

12. Registration, Admission Fees and Annual Subscriptions

12.1 Except as otherwise provided by these Articles or by regulations every person shall, as a pre-requisite to being admitted to membership of ICMM, pay such registration or admission fee as may be prescribed from time to time by the Council and shall further pay an annual subscription for each year following the year of admission to membership

12.2 The annual subscription shall be due and payable on such dates and in such amounts as may be prescribed by the Council

12.3 The Council may determine different levels of annual subscription for different classes or categories of membership and the amount and date of their respective subscriptions The annual subscription for a Company Member may reflect the scale of a Company Member's activities, whether based on sales revenues and/or other measures In addition, the Council may establish minimum and maximum annual subscriptions payable by Company Members

12.4 Each Member shall be notified of the subscription assessed upon it and payment thereof shall be due in such instalments and by such dates as may be fixed by the

Council Default in the payment of any instalment by the due date of such instalment as fixed by the Council, and continuation of such default for a period of sixty (60) days after notice thereof to the Member in default shall be grounds for suspension or expulsion from ICMM The subscription owed by a Member admitted during the course of a year shall be prorated in accordance with the date of its admission to membership

12.5 Unless otherwise determined by the Council, the liability for the subscription of a Member shall continue until the end of the financial year of ICMM following the financial year during which the notice of resignation was received by ICMM and such subscription shall be equal to the amount of subscription payable by such member for the year during which the notice of resignation was received by ICMM

12.6 The Council may, from time to time, require additional contributions from the Members above the annual subscriptions for a particular year to cover certain extraordinary expenses or shortfalls in the annual budget as may be determined by the Council Company Members shall pay such additional contributions in the same proportions as the annual subscriptions for such year

12.7 No registration or admission fee and no annual subscription shall be payable by a subscriber to the Memorandum or by a Representative (who for the avoidance of doubt shall not be eligible to be a Member)

13. List of Members

The Council may publish a list of Members and addresses as recorded in the Register of Members compiled in accordance with Article 9, copies of which may be available on payment of such charge, if any, as the Council thinks fit

14. Termination of Membership

Without prejudice to the rights of ICMM to recover all sums due from a Member to ICMM

14.1 any Member may, by giving written notice of such intention to the President, terminate its membership by resignation, such resignation to be effective at the end of the financial year following the year during which the notice of resignation was received by ICMM unless the Council agrees to an earlier date,

14.2 if any two or more Members of ICMM notify the President in writing that in their opinion a Member or Members should be sanctioned or cease to be member(s) of ICMM and specifying their reasons for such opinion, the President shall, as speedily as possible, call a meeting of the Council and submit the matter to such meeting and shall also notify the Member or Members in question of such meeting specifying the grounds alleged for the sanction, suspension or expulsion of such Member or Members who shall be entitled to be present at such meeting and be heard thereat If a majority of seventy-five per cent of the Members of Council present at such meeting are in favour of the sanction(s), suspension or expulsion, such sanction(s), suspension or expulsion shall take effect immediately Without limiting the generality of the foregoing, the refusal to pay subscriptions when due or to abide by these Articles and any Regulations of ICMM shall be ground for suspension or expulsion from ICMM

15. Suspension of Membership for arrears of subscription or insolvency

15.1 Any Member whose annual subscription (including any part of a subscription and any reduced subscription) is in arrears or whose payment of any late renewal fee, licensing fee or any such similar fee due to ICMM is in arrears shall, unless the Council otherwise determines

- (a) after 2 months be a Suspended Member and shall cease to be entitled to receive notices as provided for in these Articles and to vote at meetings called thereby, and
- (b) after 6 months, cease to be a Member

15.2 The membership of any Member shall, at the discretion of Council, cease or become suspended in the event that it

- (a) becomes unable to pay its debts (within the meaning of section 123 of the Insolvency Act 1986), admits its inability to pay its debts or becomes insolvent,
- (b) a petition is presented, an order made or a resolution passed for the liquidation (otherwise than for the purposes of a solvent amalgamation or reconstruction), administration, bankruptcy or dissolution of that Member,
- (c) an administrative or other receiver, manager, trustee, liquidator, administrator or similar person or officer is appointed to that Member and/or over all or any part of the assets of that Member, or
- (d) it enters into or proposes any composition or arrangement concerning its debts with its creditors (or any class of its creditors) generally, or
- (e) undergoes, causes or is subject to any event with respect to it which, under the applicable laws of any jurisdiction, has an analogous effect to any of the events specified in paragraphs (a) to (e) above

15.3 The annual subscription of any Member which is being paid in accordance with instalment arrangements approved by the Council shall not be deemed to be in arrears

16. Reinstatement of Membership

The Council may reinstate any person who has for any reason ceased to be a Member of ICMM on such terms and conditions as the Council in its absolute discretion may decide

REPRESENTATIVES

17. Appointment of Representatives

17.1 Each Member shall from time to time appoint a Representative who shall be vested with full authority to act on its behalf as a Member of ICMM and to attend all meetings of ICMM on behalf of the Member in question and who at all such meetings shall be entitled on behalf of such Member to cast the vote which such Member would be entitled to cast and otherwise act for such Member as if such Member were personally present and acting

17.2 The Representative of a Company Member shall be the chief executive officer or equivalent of the Member or if the chief executive officer is unable or unwilling to act, another senior executive of the Member designated by the Member in writing The Representative of an Association Member shall be its chairman, another office bearer from the elected leadership of the Association Member, or the chief executive officer or executive director of the Association Member, as designated by it in writing The Representative of a Member shall be fully empowered to act on its behalf in accordance with these Articles on any subject legally tabled at a meeting of the Members of the Council

- 17.3** The Council may, from time to time, make Regulations regarding appointment of Representatives
- 17.4** Any Member shall have the right at any time to replace its Representative by another Representative by notice given to the President, such appointment to be effective from the date of receipt of such notice by the President at the Office or at any subsequent date indicated in the notice. The Representative of a Company Member shall automatically become a Member of the Council from the date of his or her appointment
- 17.5** Each Representative shall from time to time notify to the Secretary his or her address, and such place shall be registered as the address to be entered in the Register of Members compiled in accordance with Article 9, and the place so from time to time registered shall, for the purpose of the Acts and these Articles, be deemed their registered address

GENERAL MEETINGS

18. Annual General Meetings

ICMM must in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting and the next. The Annual General Meeting shall be held at such time and place as the Council determines

19. General Meetings

- 19.1** The Council may call a General Meeting, at such time and place as the Council appoints, at any time
- 19.2** The Council is required to call a General Meeting once ICMM has received requests to do so from at least five (5) Company Members. The Council must call the meeting within 21 days of the date on which it becomes subject to the requirement and the meeting must be held at such time and place as the Council appoints, not more than 28 days after the date of the notice convening the meeting

20. Notice of General Meetings

- 20.1** The minimum periods of notice required to hold a General Meeting are
- (a) twenty-one clear days for an Annual General Meeting, and
 - (b) fourteen clear days for all other General Meetings
- 20.2** The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy to attend and vote instead of that Member under section 324 of the Companies Act 2006 (in accordance with the provisions of Articles 34 and 35)
- 20.3** The notice must be given to all Members (other than Suspended Members) and to the Council and auditors

21. Accidental omission or non-receipt of notice

The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by ICMM

22. Short notice of General Meetings

A General Meeting may be held without notice at any time and place permitted by these Articles provided that

22.1 if all the Members entitled to vote thereat are present in person or represented by proxy or if those not present or represented by proxy waive notice or otherwise consent to such meeting being held, and

22.2 if the auditors and a quorum of Members of Council are present or waive notice of or otherwise consent to such meeting being held

At such a meeting any business may be transacted which ICMM may transact at a meeting of Members

PROCEEDINGS AT GENERAL MEETINGS

23. Quorum

23.1 No business shall be transacted at any General Meeting unless a quorum is present

23.2 A quorum is a majority of Company Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting

24. Adjournment of dissolution for lack of quorum

24.1 If

(a) a quorum is not present within thirty minutes from the time appointed for the meeting, or

(b) during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the Council shall determine

24.2 The Council must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting

24.3 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting

25. Chair of General Meeting

25.1 General Meetings shall be chaired by the person who has been appointed to chair meetings of the Council, which shall normally be the Chair or, in the absence of the Chair, the Deputy-Chair

25.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Member of Council nominated by the Council shall chair the meeting

- 25.3 If there is only one Member of Council present and willing to act, he or she shall chair the meeting
- 25.4 If no Member of Council is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting

26. Eligibility to attend General Meetings

The only persons entitled to be present at a General Meeting shall be the Members (including Association Members) through their Representative(s), the Members of Council and auditors of ICMM, and others who, although not entitled to vote, are entitled to or required under any provision of the Act or the Articles to be present at the meeting Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of those present at the meeting

27. General Meetings held by teleconference or similar means

- 27.1 If the majority of Members participating in a General Meeting consent, a Member may participate in such meeting by teleconference facilities that permit all persons participating in the meeting to hear each other Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all General Meetings
- 27.2 Members may participate in a meeting of Members by other electronic means that permit each Member to communicate adequately with each other, provided that
- (a) the Council has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and recording votes,
 - (b) each Member has equal access to the specific means of communication to be used, and
 - (c) each Member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting
- 27.3 A Member participating in a meeting by such means is deemed to be present at the meeting

28. Adjournment for other reasons

The chairman may, with the consent of any General 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 any adjourned meeting other than business which might have been transacted at the meeting for which the adjournment took place Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given on the same manner as of an original meeting Otherwise, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting

VOTES OF MEMBERS

29. Votes of Members

- 29.1** Subject to Article 29 2, at General Meetings and in respect of all written resolutions of Members, every Company Member shall have one vote Association Members shall not be entitled to vote at General Meetings
- 29.2** Suspended Members shall not be entitled to receive notice of, attend or vote at General Meetings or in respect of any written resolutions of Members
- 29.3** Any objection to the qualification of any voter must be raised at the General Meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

30. Resolution decided by show of hands or poll

Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded

- 30.1** by the person chairing the meeting, or
- 30.2** by at least two Members present in person or by proxy and having the right to vote at the meeting

31. Records of decisions

- 31.1** The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
- 31.2** The result of the vote must be recorded in the minutes of ICMC but the number or proportion of votes cast need not be recorded

32. Demand for a poll may be withdrawn

- 32.1** A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting
- 32.2** If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made

33. When a poll to be taken

- 33.1** A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
- 33.2** A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
- 33.3** The poll must be taken within thirty days after it has been demanded
- 33.4** If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- 33.5** If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

- 33.6 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall not be entitled to a second or casting vote
- 33.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

APPOINTMENT OF PROXIES

34. Content of proxy notices

- 34.1 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which
- (a) states the name and address of the Member appointing the proxy,
 - (b) identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Council may determine, and
 - (d) is delivered to ICMM in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- 34.2 ICMM may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 34.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 34.4 Unless a proxy notice indicates otherwise, it must be treated as
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of General Meeting to which it relates as well as the meeting itself

35. Delivery of proxy notices

- 35.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to ICMM by or on behalf of that person
- 35.2 An appointment under a proxy notice may be revoked by delivering to ICMM a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 35.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 35.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf

WRITTEN RESOLUTIONS

36. Written resolutions

- 36.1** 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 a general meeting shall be effective provided that
- (a) a copy of the proposed resolution has been sent to every eligible Member,
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution, and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date
- 36.2** A resolution in writing may comprise several copies to which one or more Members have signified their agreement
- 36.3** For the avoidance of doubt, the provisions of Article 29 shall apply to all written resolutions

CHAIR,

DEPUTY-CHAIR AND TREASURER

37. Chair, Deputy-Chair and Treasurer

- 37.1** The Council shall from time to time appoint one of their number to be the Chair of ICMM, one of their number to be the Deputy Chair of ICMM and one of their number to be the Treasurer of ICMM
- 37.2** The Chair, Deputy-Chair and Treasurer shall each hold office for a term of two years from the date of their respective appointments
- 37.3** In the event of a casual vacancy in the office of the Chair or the Deputy-Chair or the Treasurer, the Council shall appoint a replacement to serve the remainder of the two year term
- 37.4** Each Chair and each Deputy-Chair and each Treasurer shall hold office until the conclusion of the second Annual General Meeting after he or she assumes such office

THE COUNCIL

38. The Council

- 38.1** The Council shall consist of the President, the Representatives of Company Members and the Co-opted Members of Council (if any)
- 38.2** Co-opted Members of Council (if any) shall have the full rights of Representatives unless Council decides otherwise
- 38.3** The number of Members of Council shall be no fewer than three and not more than fifty (or a number equal to the number of Company Members, if greater) Members of

Council shall be any person who is a Representative of a Company Member who shall automatically become a Member of Council on being appointed a Representative

39. Powers of the Council

39.1 The affairs of ICMM shall be managed by the Council which may exercise all such powers of ICMM, and do on behalf of ICMM all such acts as may be exercised and done by ICMM, and as are not by the Companies Acts or by these Articles required to be exercised or done by ICMM in General Meeting, or to be delegated by the Council to the President or to Committees, subject nevertheless, to the provisions of the Companies Acts

39.2 Without prejudice to the generality of the foregoing the Council may make and from time to time alter, revoke or add to rules and regulations (not being inconsistent with any provision of these Articles) relating to ICMM and its affairs as from time to time the Council may decide

40. Delegation by Council

40.1 The Council may delegate any of its powers, duties or functions either to the President or to Committees consisting of such Members of Council and other persons whether or not Members of ICMM as Council determines, and any Committees so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on them by the Council

40.2 The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council

40.3 Any such Committee may by resolution co-opt as a member of the Committee any person who is considered suitable for such period as the Committee may decide

41. Administrative Committee

41.1 Without prejudice to the provision of Article 40, the Council shall constitute a standing Committee to be called the Administrative Committee which shall have such powers as the Council determines by Regulation from time-to-time

41.2 The Administration Committee shall consist of

- (a) the President,
- (b) the Chair,
- (c) the Deputy Chair, and
- (d) the treasurer of ICMM

42. Adoption of anti-trust guidelines

Without prejudice the general powers of Council, the Council shall adopt appropriate guidelines and policies to ensure ICMM's activities are in full compliance with applicable competition or anti-trust laws in the jurisdictions where it and the Members operate

43. Continuing Members of Council may act

The Members of Council may act despite any vacancy in their body, provided always that in case the Members of Council shall at any time be or be reduced in number to fewer than ten, it shall in either case be lawful for them to act as the Council only for the purpose of admitting persons to membership of ICMM, filling vacancies in their body, or of summoning a General Meeting, but not for any other purpose

MEMBERS OF COUNCIL

44. Members of Council

44.1 A Member of Council must be a natural person aged 18 years or older

44.2 No one may be appointed a Member of Council if he or she would be disqualified from acting under the provisions of Article 48

44.3 No Member of Council shall be required to vacate office solely by reason of age

45. Co-opted Members of Council

45.1 The Council may at any time appoint any person considered suitable by the Council to be a Co-opted Member of Council provided that there shall not at any time be more than four Co-opted Members of Council

45.2 A Co-opted Member of Council shall retain their office until the conclusion of the next annual general meeting following their co-option but shall be eligible for co-option for a further period or periods

46. Association Members nominated observers at Council

In addition to Members of Council co-opted in accordance with Article 45, two Representatives of the Association Members as elected from time to time by the Association Members in a manner authorised by resolution of Council shall be entitled to receive notice of each meeting of the Council and, at the discretion of the Representatives of the Company Members, to attend and participate in any meeting of the Council, but shall not be entitled to vote at any such meeting

47. Remuneration of Members of Council

No remuneration shall be payable to Members of Council in respect of their services as Members of Council but the Council may pay any reasonable expenses incurred by them and/or their Representatives in or about their duties as Members of Council and any remuneration payable to them in the other capacities permitted by Article 6

48. Disqualification of Members of the Council

The office of a Member of Council shall be vacated if

48.1 he or she ceases for any reason to be a Representative of a Company Member,

48.2 the Company Member of which he or she is the Representative is suspended or expelled from membership of ICMM,

48.3 by notice in writing to ICMM, he or she resigns their office,

48.4 he or she shall become prohibited by law from acting as a Member of Council,

48.5 in the case of the President, the employment contract of the President is terminated, provided that until an entry of the vacating of office by a Member of Council under one of the paragraphs of this Article shall be entered in the minutes of Council his or her acts as a Member of Council shall be effectual

49. Removal of Members of the Council

49.1 In the event that any two or more Company Members notify the President in writing that in their opinion (specifying their reasons for such opinion) the Representative of any Company Member acting as a Member of Council should be removed as a Member of Council, the President shall, as speedily as possible

- (a) call a meeting of Council and submit the matter to such meeting, and
- (b) notify the Member of Council in question of such meeting specifying the grounds alleged for the removal of such Member of Council

49.2 The Member of Council in question shall be entitled to be present at such meeting and be heard thereat

49.3 If a majority of seventy-five per cent (75%) of the Council Members present at such meeting are in favour of the removal, such removal shall take effect immediately

49.4 Following such removal, the relevant Company Member shall nominate a replacement Representative

PROCEEDINGS OF THE COUNCIL

50. Convening meetings of Council

Meetings of the Council shall be held from time to time and at such place as the Council, the Chair, the President or a Member of Council authorised by the Council may determine, but in any case at least once a year and timed to coincide with the Annual General Meeting. In addition, on the request of no fewer than four Members of Council the Secretary shall or the President, at any time, summon a meeting of the Council by notice served upon all the Members of Council

51. Proceedings of the Council

The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Meetings may be held in any country in the world. Subject to any regulations made by Council, all or any of the Members of Council may participate in a meeting of Council by means of a conference telephone or any other communication equipment in the same terms as apply for a General Meeting. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. The meeting shall be deemed to take place at the place at which such meeting was convened by the notice of the meeting

52. Notice of meetings of Council

52.1 Provided a quorum of Council is present, Council may without notice hold a meeting immediately following any General Meeting

52.2 Notice of an adjourned meeting of the Council is not required if the time and place of the adjourned meeting is announced at the original meeting

53. Chair of meetings of Council

The Chair shall preside at all meetings of the Council at which he or she shall be present, but if at any meeting they are absent or unable to preside, then the Deputy-Chair, if present and able to preside, shall preside and in the absence or inability of the Deputy-Chair the Members of the Council present shall choose one of their number to be chairman of the meeting

54. Quorum for meetings of Council

54.1 A quorum of Council shall be one-half of the Members of Council from time to time

54.2 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the Council generally

55. Votes of Members of Council

55.1 Each Member of Council shall have one vote and, save as otherwise provided in these Articles, questions arising at any meeting of Council or a Committee of Council shall (subject to the provisions of Article 58) be decided by a majority of votes

55.2 In case of an equality of votes the Chair or whoever is in the chair shall not have a second or casting vote

56. Act of Council or Committee valid notwithstanding disqualification

All acts bona fide done by any meeting of the Council or of any Committee of the Council, or by any person acting in their capacity as a Member of Council, shall, even though it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of Council

57. Written resolutions of Council

A resolution in writing signed by all the Members of Council or of any Committee of the Council who are entitled to receive notice of a meeting of the Council or of such Committee shall be as valid and effectual as if it has been passed at a meeting of the Council or of such Committee convened and constituted. Provided that nothing contained in this Article shall apply to any resolution passed pursuant to Article [44]. Such resolution may consist of more than one document and may be transmitted by delivery, post, facsimile, e-mail or otherwise in such form as the Council may approve

58. Conflict of interest of Member of Council.

58.1 Subject to Article 58.1 any Member of Council who believes he or she has a conflict of interest with any matter under discussion must

- (a) declare the interest at the commencement of the meeting, or at any time during the course of the meeting when he or she identifies the conflict arises,
- (b) withdraw from the meeting for that item after providing any information requested by the chairman of the meeting,
- (c) not be counted in the quorum for that part of the meeting, and
- (d) be absent during the vote and have no vote on the matter

58.2 After withdrawal of a Member of Council under Article 58 2, the remaining Members of Council, being quorate may resolve to invite such Member of Council to rejoin the meeting if the other Members of Council believe it is in the best interest of ICMM so to do for the purpose of

- (a) participating in the discussion and/or vote, or,
- (b) disclosing to a third party information confidential to ICMM,

provided that a Member of Council or Connected Person with a conflict does not receive any material benefit from ICMM, and refrains from taking any steps to remove the conflict

OFFICERS

59. Officers generally

The following shall apply

- 59.1** the powers and duties of all other officers shall be such as the terms of their engagement call for or as the Council or the President may specify Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Council otherwise directs,
- 59.2** the Council may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer,
- 59.3** the Council, in its discretion, but subject to the provisions of Articles, may remove any officer of ICMM (including the President), without prejudice to such officer's rights under any employment contract Otherwise each officer appointed by the Council shall hold office until his successor is appointed,
- 59.4** the conditions of employment and the remuneration of officers shall be determined by the Council, and
- 59.5** an officer shall disclose his interest in any material contract or proposed material contract with ICMM

EXECUTION OF DEEDS

60. Execution of Deeds

Deeds shall be executed by ICMM only with the express or delegated authority of the Council and may be so executed either

- 60.1** under the Common Seal of ICMM with the attestation of two Members of Council, or
- 60.2** without the Common Seal but with the signatures of two Members of Council,

and in favour of any purchaser or person bona fide dealing with ICMM execution in such form shall be conclusive evidence of due execution

MINUTES AND RECORDS

61. Minutes

The Council must keep minutes of all

- 61.1** appointments of Officers made by the Council,
- 61.2** proceedings at General Meetings, and
- 61.3** meetings of the Council and Committees of the Council, including
 - (a) the names of the Members of Council present at the meeting,
 - (b) the decisions made at the meetings, and
 - (c) where appropriate the reasons for the decisions

Minutes of meetings shall be sufficient evidence of all business transacted at the meetings when signed by the chairman of the meeting or the chairman of the next following meeting

ACCOUNTS AND AUDITORS

62. Auditors

The Members shall at each annual meeting appoint an auditor or auditors to audit the accounts of ICMM for report to the Members at the next annual meeting. The auditor or auditors shall hold office until the next annual meeting or until his or their removal according to the provisions of the Act. The remuneration of the auditor or auditors shall be fixed by the Council.

63. Accounts

63.1 The Council must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and shall be prepared in accordance with United Kingdom Generally Accepted Accounting Principles.

63.2 The Council must keep accounting records as required by the Companies Acts.

63.3 Subject to the above, no Member or other person shall have any right of inspecting any other account or book or document of ICMM except as conferred by the Companies Acts or otherwise required by law.

64. Laying of accounts before Members

At the annual general meeting in every year the Council shall lay before ICMM an income and expenditure account for the period since the last preceding account made up to a date not more than twelve months before such meeting, together with a balance sheet made up as at the same date. Each such balance sheet and income and expenditure account shall be accompanied by reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall comply with any statutory requirements for the time being in force and may be in such abbreviated or summary form as the law may permit) 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 the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are directed to be served.

65. Financial Year

Unless and until otherwise determined by ICMM in a general meeting, the financial year of ICMM shall begin on the 1st January in each year and shall end on the 31st December of that year.

66. Audit

66.1 The Auditors of ICMM for the time being shall audit the accounts of ICMM for presentation at each annual general meeting in fulfilment of the Council's duties under the Companies Acts

66.2 The Auditors shall be appointed at each annual general meeting to hold office until the conclusion of the next annual general meeting and their remuneration fixed in accordance with the Companies Acts. None of the following persons shall be eligible for appointment as Auditors

- (a) a Member of Council or an official or employee of ICMM, or
- (b) a person who is a Connected Person of a Member of Council, an official or an employee of ICMM

NOTICES

67. Means of communication to be used

67.1 Subject to the Articles, anything sent or supplied by or to ICMM under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to ICMM

67.2 Subject to the Articles, any notice or document to be sent or supplied to a Member of Council in connection with the taking of decisions by the Council may also be sent or supplied by the means by which that Member of Council has asked to be sent or supplied with such notices or documents for the time being

67.3 Any notice to be given to or by any person pursuant to the Articles must be in writing

68. Method of given notice to a Member

68.1 ICMM may give any notice to a Member either

- (a) personally, or
- (b) by sending it by post in a prepaid envelope addressed to the Member at the postal address of the Member, or
- (c) by leaving it at the address of the Member, or
- (d) by giving it in electronic form to the Member's address

68.2 A Member who does not register a postal address with ICMM within the United Kingdom and who does not provide an address for electronic communications shall not be entitled to receive any notice from ICMM

69. When service effected on a Member

69.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

69.2 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006

69.3 Notice shall be deemed to be given to a Member

- (a) 24 hours after the envelope containing it was posted, or
- (b) in the case of an electronic form of communication, at the time it was sent

69.4 A Member present in person at any General Meeting shall be deemed to have received notice of the meeting and of the purposes for which it was called

70. Suspension of notice to a Member, accidental omission to give notice

70.1 If any notice given to a Member pursuant to the provisions of these Articles is returned on three consecutive occasions because he can not be found, ICMM shall not be required to give any further notices to such Member until he informs ICMM in writing of his new address

70.2 The accidental omission to give any notice to any Member, Representative, Member of Council, officer, auditor or member of a committee of the Council or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at the meeting held pursuant to such notice or otherwise founded thereon

71. Waiver of notice

Any Member (or its duly appointed Representative), director, officer, auditor or member of a Committee of the Council may at any time waive notice, or waive or abridge the time for any notice, required to be given to him under any provision of the Act, the regulations thereunder, these Articles or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice as the case may be Any such waiver or abridgement shall be in writing except a waiver of a notice meeting of Members or of the Council which be given in any manner

INDEMNITY

72. Indemnity

72.1 ICMM shall indemnify any relevant officer against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006

72.2 In this article a "relevant officer" means any Council Member, former Council Member, Officer or former Officer

73. Limitation of liability

No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to ICMM through the insufficiency or deficiency of title to any property acquired for or on behalf of ICMM or for the insufficiency or deficiency of any security in or upon which any of the moneys of ICMM shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of ICMM shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default, provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof

DISSOLUTION

74. Dissolution

Subject to any resolution of the Members to the contrary, the Council may at any time before and in expectation of its dissolution resolve that any net assets of ICMM after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of ICMM be applied or transferred

74.1 directly for the Objects, or

74.2 to the Members pro-rata in such proportions as the amount of annual subscriptions paid up by each Member in the financial year of the distribution and the preceding year bears to the aggregate amount of annual subscriptions paid up by all Members in this period