

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association
of
The Mines Advisory Group

As amended by a special resolution passed 15 May 2015

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INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

The objects of the Charity are:

- 2.1 the relief of suffering and distress throughout the world, particularly in areas where conflict results in human fatality or injury, due to the presence of the debris of war, such as land mines, unexploded ordnance, stockpiles of weapons and ordnance, and other residual contamination; and to deliver such relief by (but not limited to):
 - (a) the provision of training and assistance in clearance and reconstruction;
 - (b) undertaking any preventative measures that improve human security including (but not limited to) safely managing, storing, destroying or reducing the availability of stockpiles of ammunition, arms and weapons;
 - (c) providing necessary medical support and education needed; and
- 2.2 to carry out research into solving the problems faced by those whose lives have been affected by conflict and to disseminate any useful results of such research for the public benefit.

3. Powers

To further its objects the Charity may:

- 3.1 provide and assist in the provision of money, materials or other help;
- 3.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media;
- 3.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;

- 3.5 provide or procure the provision of counselling and guidance;
- 3.6 provide or procure the provision of advice;
- 3.7 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;
- 3.8 enter into contracts to provide services to or on behalf of other bodies;
- 3.9 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.10 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Charity must comply as appropriate with the Charities Act 1993);
- 3.11 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds (the Charity must comply as appropriate with the Charities Act 1993 if it wishes to mortgage land);
- 3.12 set aside funds for special purposes or as reserves against future expenditure;
- 3.13 invest the Charity's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.14 arrange for investments or other property of the Charity to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a Financial Expert or Experts acting under their instructions and pay any reasonable fee required;
- 3.15 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.16 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.17 accept (or disclaim) gifts of money and any other property;
- 3.18 raise funds by way of subscription, donation or otherwise;
- 3.19 trade in the course of carrying out the objects of the Charity and carry on any other trade which is not expected to give rise to taxable profits;
- 3.20 incorporate subsidiary companies to carry on any trade;
- 3.21 subject to Article 4:

- 3.21.1 engage and pay employees, consultants and professional or other advisers; and
- 3.21.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.22 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.23 become a member, associate or affiliate of or act as Trustee or appoint Trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Charity's objects);
- 3.24 undertake and execute charitable trusts;
- 3.25 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.26 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.27 pay out of the funds of the Charity the costs of forming and registering the Charity;
- 3.28 insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Charity;
- 3.29 provide indemnity insurance for the Trustees or any other officer of the Charity in accordance with, and subject to the conditions in, Section 73F of the Charities Act 1993 (provided that in the case of an officer who is not a Trustee, the second and third references to "charity trustees" in the said Section 73F(1) shall be treated as references to officers of the Charity); and
- 3.30 do all such other lawful things as may further the Charity's objects.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 The income and property of the Charity shall be applied solely towards the promotion of its objects.

Permitted benefits to members and Trustees

- 4.2 No part of the income and property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity unless the payment is permitted by Article 4.4.
- 4.3 No Trustee may:
 - 4.3.1 sell goods, services or any interest in land to the Charity;

4.3.2 be employed by, or receive any remuneration from, the Charity; or

4.3.3 receive any other financial benefit from the Charity;

unless the payment is permitted by Article 4.4.

4.4 A Trustee (who shall also be a member in accordance with the Articles) may receive the following benefits from the Charity:

4.4.1 reasonable and proper remuneration to any Trustee for any goods or services supplied to the Charity on the instructions of the Trustees (excluding the service of acting as Trustee and services performed under a contract of employment with the Charity) provided that:

(a) the procedure described in Article 20 (Conflicts of Interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision; and

(b) this provision may not apply to more than half of the Trustees in any financial year;

4.4.2 of interest on money lent to the Charity at a reasonable and proper rate per annum;

4.4.3 of reasonable and proper rent for premises let to the Charity;

4.4.4 of fees, or other benefits to any company of which a Trustee is also a member holding not more than 1/100th part of the capital;

4.4.5 of reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.29; and

4.4.6 to any Trustee of reasonable out-of-pocket expenses.

4.5 For any transaction authorised by Article 4.4 the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Charity shall be disapplied provided the relevant provisions of Article 4.4 have been complied with.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for:

5.1 payment of the Charity's debts and liabilities contracted before he or she ceases to be a member;

5.2 payment of the costs, charges and expenses of winding up; and

5.3 adjustment of the rights of the contributories among themselves.

6. **Indemnity**

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Charity shall be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

Trustees

TRUSTEES' POWERS AND RESPONSIBILITIES

7. **Trustees' general authority**

Subject to the Articles, the Trustees are responsible for the management of the Charity's business, for which purpose they may exercise all the powers of the Charity.

8. **Chair**

The Trustees may appoint one of their number to be the Chair of the Trustees for such term of office as they determine and may at any time remove him or her from that office.

9. **Trustees may delegate**

9.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.

9.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Charity to any person or committee.

9.3 Any delegation by the Trustees may be:

9.3.1 by such means;

9.3.2 to such an extent;

9.3.3 in relation to such matters or territories; and

9.3.4 on such terms and conditions;

as they think fit.

9.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person to whom they are delegated.

9.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

9.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

10. **Committees**

10.1 In the case of delegation to committees:

10.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);

10.1.2 the composition of any committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;

10.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose;

10.1.4 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and

10.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

10.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any regulations made by the Trustees.

11. **Delegation of day to day management powers**

11.1 In the case of delegation of the day to day management of the Charity to a chief executive or other manager or managers:

11.1.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted by and within a budget approved by the Trustees and (if applicable) to advise the Trustees in relation to such policy, strategy and budget;

11.1.2 the Trustees shall provide any manager with a description of his or her role and the extent of his or her authority; and

11.1.3 any manager must report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts which are sufficient to explain the financial position of the Charity.

12. Delegation of investment management

The Trustees may delegate the management of investments to a Financial Expert or Experts provided that:

- 12.1 the investment policy is set down in Writing for the Financial Expert or Experts by the Trustees;
- 12.2 every transaction is reported promptly to the Trustees;
- 12.3 the performance of the investments is reviewed regularly with the Trustees;
- 12.4 the Trustees are entitled to cancel the delegation arrangement at any time;
- 12.5 the investment policy and the delegation arrangements are reviewed regularly;
- 12.6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- 12.7 the Financial Expert or Experts must not do anything outside the powers of the Trustees.

DECISION-MAKING BY TRUSTEES

13. Trustees to take decisions collectively

Subject to Article 25.8, any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with Article 19.

14. Calling a Trustees' meeting

- 14.1 Two Trustees may (and the Secretary, if any, must at the request of two Trustees) call a Trustees' meeting.
- 14.2 A Trustees' meeting must be called by at least seven Clear Days' notice unless either:
 - 14.2.1 all the Trustees agree; or
 - 14.2.2 urgent circumstances require shorter notice.
- 14.3 Notice of Trustees' meetings must be given to each Trustee.
- 14.4 Every notice calling a Trustees' meeting must specify:
 - 14.4.1 the place, day and time of the meeting;
 - 14.4.2 the general nature of the business to be considered at such meeting; and
 - 14.4.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

14.5 Notice of Trusteesø meetings need not be in Writing. Notice of Trusteesø meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.

15. Participation in Trustees' meetings

15.1 Subject to the Articles, Trustees participate in a Trusteesø meeting, or part of a Trusteesø meeting, when:

15.1.1 the meeting has been called and takes place in accordance with the Articles; and

15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

15.2 In determining whether Trustees are participating in a Trusteesø meeting, it is irrelevant where any Trustee is or how they communicate with each other.

15.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

16. Quorum for Trustees' meetings

16.1 At a Trusteesø meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

16.2 The quorum for Trusteesø meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than five, and unless otherwise fixed it is five.

16.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to appoint further Trustees.

17. Chairing of Trustees' meetings

The Chair, if any, or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each Trusteesø meeting.

18. Casting Vote

18.1 In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

18.2 But this does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

19. Decisions without a meeting

19.1 The Trustees may, in the circumstances outlined in this Articles, make a majority decision without holding a Trusteesø meeting.

19.2 If:

- 19.2.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;
 - 19.2.2 that Trustees has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;
 - 19.2.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
 - 19.2.4 a majority of the Trustees vote in favour of a particular decision on that matter;
- 19.3 Trustees participating in the taking of majority decision otherwise than at a Trustees meeting in accordance with this Article:
- 19.3.1 may be in different places, and may participate at different times; and
 - 19.3.2 may communicate with each other by any means.
- 19.4 The Chair, or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Article and he or she must consent to the decision.

20. Conflicts of interest

- 20.1 Whenever a Trustee finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Trustees unless, or except to the extent that, the other Trustees are or ought reasonably to be aware of it already.
- 20.2 If any question arises as to whether a Trustee has a Conflict of Interest, the question shall be decided by a majority decision of the other Trustees.
- 20.3 Whenever a Trustee has a Conflict of Interest either in relation to a matter to be discussed at a meeting or a decision to be made in accordance with Article 19:
- 20.3.1 if the Conflict of Interest relates to a benefit permitted under Article 4.4.1, then the Trustee must comply with Article 20.4;
 - 20.3.2 for all other Conflicts of Interest, either the Trustee must comply with Article 20.4 or authorisation must be given by the unconflicted Trustees under Article 21.1.
- 20.4 If a Trustee with a Conflict of Interest is required to comply with Article 20.4 he or she must:
- 20.4.1 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
 - 20.4.2 not be counted in the quorum for that part of the meeting; and
 - 20.4.3 withdraw during the vote and have no vote on the matter.

20.5 When a Trustee has a Conflict of Interest which he or she has declared to the Trustees, he or she shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

21. Trustees' power to authorise a conflict of interest

21.1 The Trustees have power to authorise a Trustee to be in a position of Conflict of Interest provided:

21.1.1 this power cannot be used to authorise a Conflict of Interest arising from a benefit permitted under Article 4.4.1;

21.1.2 in relation to the decision to authorise a Conflict of Interest, the conflicted Trustee must comply with Article 20.4;

21.1.3 in authorising a Conflict of Interest, the Trustees can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Trustee with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;

21.1.4 the decision to authorise a Conflict of Interest can impose such terms as the Trustees think fit and is subject always to their right to vary or terminate the authorisation; and

21.1.5 nothing in this Article 21.1 shall permit the Trustees to authorise a direct or indirect benefit to a Trustee or Connected Person that is not permitted in accordance with Article 4.

21.2 If a matter, office, employment or position, has been authorised by the Trustees in accordance with Article 21.1 then, even if he or she has been authorised to remain at the meeting by the other Trustees, the Trustee may absent himself or herself from meetings of the Trustees at which anything relating to that matter, or that office, employment or position, will or may be discussed.

21.3 A Trustee shall not be accountable to the Charity for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Trustees in accordance with Article 21.1 (subject to any limits or conditions to which such approval was subject).

22. Register of Trustees' interests

The Trustees must cause a register of Trustees' interests to be kept. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.

23. Validity of Trustee actions

All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from

holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

APPOINTMENT AND RETIREMENT OF TRUSTEES

24. Number of Trustees

24.1 Subject to 24.2, the maximum number of Trustees shall be thirteen and the minimum number of Trustees shall be eight.

24.2 The Trustees may from time to time invite the Board of MAG America Inc. to nominate one additional person to be appointed as a Trustee in accordance with Article 2.5.1.

25. Appointment of Trustees and retirement of Trustees by rotation

25.1 Any person who is willing to act as a Trustee, and is permitted by law to do so, may be appointed to be a Trustee by a decision of the Trustees.

25.2 Trustees shall retire from office at the third Annual Retirement Meeting following his or her appointment to the board. The retirement takes effect at the conclusion of the meeting.

25.3 The Annual Retirement Meeting shall be the meeting of the Trustees at which the accounts of the Charity are adopted.

25.4 Retiring Trustees may be reappointed but, a Trustee who has served for two consecutive terms of office must take a break from office and may not be reappointed until the earlier of:

25.4.1 the second anniversary of the commencement of his or her break from office; and

25.4.2 the second Annual Retirement Meeting following the Annual Retirement Meeting at which his or her break from office commenced.

25.5 For the avoidance of doubt, for the purposes of calculating a Trustee's term of office under Article 25.2, a term of office shall include time for which the Trustee was appointed as a Trustee prior to the adoption of these Articles.

25.6 If the retirement of a Trustee under this Article 25 causes the minimum number of Trustees to fall below that set out in Article 24 then the retiring Trustee shall remain in office until a new appointment is made.

25.7 No person may be appointed as a Trustee unless he or she has reached the age of 18 years.

25.8 The obligation on a Trustee to follow the provisions of Article 25.4 may be relaxed or altered at any time, whether or not by reference to one, some or all of the Trustees, by a resolution of the Trustees passed by 75% or more of the Trustees. For the avoidance of doubt this does not amend the members' rights to amend these Articles by a special resolution of the members.

26. Termination of Trustee's appointment

A person ceases to be a Trustee as soon as:

- 26.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 26.2 that person is disqualified under the Charities Act 1993 from acting as a trustee of a Charity;
- 26.3 a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- 26.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 26.5 the Trustees reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
- 26.6 notification is received by the Charity from the Trustee that the Trustee is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least four Trustees will remain in office when such resignation has taken effect);
- 26.7 the Trustee fails to attend three consecutive meetings of the Trustees and the Trustees resolve that the Trustee be removed for this reason; or
- 26.8 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either, at the option of the Trustee being removed, being heard by or of making written representations to the Trustees; or
- 26.9 he or she ceases to be a member of the Charity.

PATRONS

27. Patrons

The Trustees may appoint and remove any individual(s) as patron(s) of the Charity on such terms as they shall think fit. A patron (if not a member) shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Charity and shall also have the right to receive accounts of the Charity when available to members.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

28. Trustees as members

28.1 The Trustees from time to time shall be the only members of the Charity.

28.2 A Trustee shall become a member on becoming a Trustee.

29. Termination of membership

29.1 A member shall cease to be a member if he or she ceases to be a Trustee.

29.2 Membership is not transferable and shall cease on death.

30. Associate members

The Trustees may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Trustees shall make, provided that no such associate members shall be members of the Charity for the purposes of the Articles or the Companies Acts.

DECISION-MAKING BY MEMBERS

31. General meetings

Any two Trustees may (and the Secretary (if any) must at the request of two Trustees) call a general meeting at any time.

32. Length of notice

All general meetings must be called by either:

32.1 at least 14 Clear Days notice; or

32.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

33. Quorum for general meetings

33.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

33.2 The quorum shall be five members present in person or by proxy and entitled to vote on the business to be transacted.

34. **Chairing general meetings**

- 34.1 The Chair (if any) or in his or her absence some other Trustee nominated by the Trustees present shall preside as chair of every general meeting.
- 34.2 For the avoidance of doubt, a proxy holder who is not a Trustee shall not be entitled to be appointed chair of the meeting.

VOTING AT GENERAL MEETINGS

35. **Voting: general**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

36. **Votes**

- 36.1 On a vote on a resolution on a show of hands at a meeting every person present in person (whether a member or a proxy of a member) and entitled to vote shall have one vote.
- 36.2 On a vote on a resolution on a poll at a meeting every member present (whether in person or by proxy) and entitled to vote shall have one vote.
- 36.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

37. **Errors and disputes**

- 37.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 37.2 Any such objection must be referred to the chair of the meeting whose decision is final.

38. **Poll votes**

- 38.1 A poll on a resolution may be demanded:
- 38.1.1 in advance of the general meeting where it is to be put to the vote; or
 - 38.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 38.2 A poll may be demanded by:
- 38.2.1 the chair of the meeting;
 - 38.2.2 the Trustees;

- 38.2.3 two or more persons having the right to vote on the resolution;
 - 38.2.4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote on the resolution, holds two or more votes; or
 - 38.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 38.3 A demand for a poll may be withdrawn if:
- 38.3.1 the poll has not yet been taken; and
 - 38.3.2 the chair of the meeting consents to the withdrawal.
- 38.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.
39. **Content of Proxy Notices**
- 39.1 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:
- 39.1.1 states the name and address of the member appointing the proxy;
 - 39.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 39.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - 39.1.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 39.2 The Charity may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 39.3 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.
- 39.4 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 39.4.1 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
 - 39.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

WRITTEN RESOLUTIONS

40. Written resolutions

- 40.1 Subject to Article 40.1, a written resolution of the Charity passed in accordance with this Article 40 shall have effect as if passed by the Charity in general meeting:
- 40.1.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.
 - 40.1.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 40.2 In relation to a resolution proposed as a written resolution of the Charity the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 40.3 A members' resolution under the Companies Acts removing a Trustee or an auditor before the expiry of his or her term of office may not be passed as a written resolution.
- 40.4 A copy of the written resolution must be sent to every eligible member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Companies Acts.
- 40.5 A member signifies their agreement to a proposed written resolution when the Charity receives from him or her (or from someone acting on his or her behalf) an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
- 40.5.1 If the Document is sent to the Charity in Hard Copy Form, it is authenticated if it bears the member's signature.
 - 40.5.2 If the Document is sent to the Charity by Electronic Means, it is authenticated if it bears the member's signature or if the identity of the member is confirmed in a manner specified by the Trustees or if it is accompanied by a statement of the identity of the member and the Charity has no reason to doubt the truth of that statement or if it is from an email Address specified by the member to the Charity for the purposes of receiving Documents or information by Electronic Means.
- 40.6 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 40.7 A proposed written resolution lapses if it is not passed within 56 days beginning with the Circulation Date.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

41. Communications

41.1 Subject to the provisions of the Companies Acts and these Articles, a Document or information (including any notice) to be given, sent or supplied to any person may be given, sent or supplied in Hard Copy Form, in Electronic Form or (in the case of communications by the Charity) by making it available on a website, provided that a Document or information (including any notice) may only be given, sent or supplied in Electronic Form or by being made available on a website if:

41.1.1 the recipient has agreed (generally or specifically) that the Document or information may be sent or supplied in that manner; or

41.1.2 if the recipient is deemed to have so agreed in accordance with the Companies Acts;

and has not revoked that agreement.

41.2 Subject to the Articles, any notice or Document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.

41.3 A member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

41.4 Where any Document or information is sent or supplied under the Articles:

41.4.1 Where the Document or information is sent or supplied by post, service or delivery shall be deemed to be effected 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.

41.4.2 Where the Document or information is sent or supplied by Electronic Means to an Address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed.

41.4.3 Where the Document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:

(a) the material is first made available on the website; or

(b) (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.

41.5 A Trustee may agree with the Charity that notices or Documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

41.6 Where any Document or information has been sent or supplied by the Charity by Electronic Means and the Charity receives notice that the message is undeliverable:

41.6.1 if the Document or information has been sent to a member and is notice of a general meeting of the Charity or a copy of the annual report and accounts of the Charity, the Charity is under no obligation to send a Hard Copy of the Document or information to the member's postal address as shown in the Charity's register of members, but may in its discretion choose to do so; and

41.6.2 in all other cases, the Charity will send a Hard Copy of the Document or information to the member's postal address as shown in the Charity's register of members, or in the case of a recipient who is not a member, to the last known postal address for that person.

41.6.3 The date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

42. **Secretary**

A Secretary may be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

42.1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity; and

42.2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

43. **Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless a provision of the Companies Acts specifies that such informality, irregularity, want of qualification or lack of specification shall invalidate it.

44. **Minutes**

44.1 The Trustees must cause minutes to be made in books kept for the purpose:

44.1.1 of all appointments of officers made by the Trustees;

44.1.2 of all resolutions of the Charity and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and

44.1.3 of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings.

44.2 Minutes made pursuant to Articles 44.1.2 and 44.1.3 of resolutions or decisions made and meetings held on or after 1 October 2007 must be kept for at least ten years from the date of the meeting, resolution or decision.

44.3 Minutes made pursuant to Article 44.1.1 and (in the case of meetings held and resolutions made prior to 1 October 2007) minutes of Trustees' meetings, general meetings and written members' resolutions must be kept indefinitely.

45. **Records and accounts**

The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

45.1 annual reports;

45.2 annual returns; and

45.3 annual statements of account.

46. **Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

47. **Winding up**

If any property remains after the Charity has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Charity. It shall instead be given or transferred to some other charitable institution or institutions having similar objects to those of the Charity and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as Article 4 imposes upon the Charity. The institution or institutions which are to benefit shall be chosen by the members of the Charity at or before the time of winding up or dissolution.

SCHEDULE
INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

| | Term | Meaning |
|------|---|---|
| 1.1 | “Address” | includes a number or address used for the purposes of sending or receiving documents by Electronic Means; |
| 1.2 | “Annual Retirement Meeting” | has the meaning given in Article 25.3; |
| 1.3 | “Articles” | the Charity’s articles of association; |
| 1.4 | “Chair” | has the meaning given in Article 8; |
| 1.5 | “Charity” | The Mines Advisory Group; |
| 1.6 | “Circulation Date” | in relation to a written resolution, has the meaning given to it in the Companies Acts; |
| 1.7 | “Clear Days” | in relation to the period of a notice, that 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; |
| 1.8 | “Companies Acts” | the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Charity; |
| 1.9 | “Conflict of Interest” | any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Charity; |
| 1.10 | “Document” | includes, unless otherwise specified, any document sent or supplied in Electronic Form; |
| 1.11 | “Electronic Form” and “Electronic Means” | have the meanings respectively given to them in Section 1168 of the Companies Act 2006; |
| 1.12 | “Financial Expert” | an individual, company or firm who, or which, is authorised to give investment advice under the |

- Financial Services and Markets Act 2000;
- 1.13 **“Hard Copy” and “Hard Copy Form”** have the meanings respectively given to them in the Companies Act 2006;
- 1.14 **“MAG America Inc.”** being a United States of America 501(c)(3) organisation of 1776 K Street NW Suite 700 Washington DC 20006
- 1.15 **“Proxy Notice”** has the meaning given in Article 39;
- 1.16 **“Secretary”** the secretary of the Charity (if any);
- 1.17 **“Trustee”** a director of the Charity, and includes any person occupying the position of director, by whatever name called; and
- 1.18 **“Writing”** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
2. Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Charity.