

STANDING ORDERS

Approved and Effective from 19 January 2010

Note: Except so far as the context otherwise requires, any reference in these Orders to the male gender shall be deemed to include the female.

MEETINGS OF THE MEMBERS OF THE AUTHORITY ("THE BOARD")

Convening

- 1 The Board shall meet not less frequently than at three monthly intervals. Other Meetings will be convened as may be necessary to deal with any special or urgent matters of business.
- 2 The Chairman may call a Meeting of the Board at any time.
- 3 Except in cases of urgency, five clear days at least before a Meeting of the Board, a notice to attend, signed by the Solicitor & Secretary and specifying the business proposed to be transacted, shall be left at or sent by post to the usual place of residence or business of each Board Member. The accidental failure to give notice to, or the non-receipt of a duly despatched notice by, a Board Member shall not invalidate the proceedings at a Meeting.
- 4 Meetings of the Board or any Committee of the Board may take place in any part of the world and may take place via telephonic or similar means of communication notwithstanding that the Board Members or Committee Members present may not all be meeting in one particular place provided that all persons participating in the Meeting can hear each other, and participation in a Meeting in that manner shall be deemed to constitute presence in person at such Meeting. A Meeting held in accordance with this provision shall be deemed to take place where the Chairman of the Meeting is then present.

Chairman of Meeting

- 5 At a Meeting of the Board the Chairman shall preside. If the Chairman is absent the Deputy Chairman (if any) shall preside. If the Chairman and Deputy Chairman are absent, the Board Members present shall choose a non-executive Board Member to preside.

Quorum

- 6 No business shall be transacted at a Meeting of the Board unless at least three Board Members are present, except that if the number of Board Members is reduced to two, then the quorum shall be two

The COAL AUTHORITY

Voting

- 7 All questions (including the amendment of these Orders) shall be decided by a majority of votes of those Board Members present at a Meeting of the Board.
- 8 In the case of an equality of votes the Chairman of the Meeting shall have a second or casting vote.
- 9 Voting shall be by show of hands, save that, at any Meeting held in accordance with Standing Order 4 above, the Chairman of the Meeting shall call the roll of Board Members and each Board Member shall, on his name being called, indicate his vote in such manner that all persons participating in the Meeting can hear it.

Resolution

- 10 A Resolution in writing signed by all the Board Members, or in respect of any Committee appointed under Order 14, by all of the Members of such Committee, shall be as valid and effectual as if it had been passed at a Meeting of the Board, or of such Committee, duly convened and held.

The terms "in writing" and "signed" shall include cable, telex and facsimile messages and any mode of reproducing words in a legible and non-transitory form.

Minutes

- 11 The names of the Board Members present at a Meeting of the Board shall be recorded in the Minutes.
- 12 Minutes of the Meetings of the Board and of any Committee appointed under Order 14 shall be prepared by the Solicitor & Secretary and entered in a book to be kept for that purpose and submitted for approval as to their accuracy to the next appropriate Meeting. The Minutes as approved shall be signed by the person in the chair at the Meeting to which they are submitted and if so signed shall be received as conclusive evidence of the facts therein stated.
- 13 Copies of the Minutes of each Meeting of the Board shall be sent to each Board Member before the next Meeting (except where the second of the Meetings referred to is called in a case of urgency, when the Minutes shall be sent to each Board Member before the next scheduled ordinary Meeting).

The COAL AUTHORITY

COMMITTEES

Appointment

- 14 The Board may appoint Committees with or without plenary powers and may include such Board Members as it may decide and with power to co-opt any Board Member, to deal with any particular matter under direction of the Board. Questions arising at a meeting of a Committee shall be decided by a majority of votes of the appointed Board Members present. The quorum for meetings of any Committee shall be determined by the Board.

Without prejudice to the generality of the foregoing, the Board shall appoint an Audit Committee and a HR & Remuneration Committee whose terms of reference shall be determined from time to time by the Board.

Regulations

- 15 Any Committee appointed under Order 14 hereof shall be governed by any regulations (including these Orders, which shall apply mutatis mutandis) made by the Board at the date of such appointment or from time to time thereafter.

SEALS OF THE AUTHORITY

- 16 (i) There shall be one or two Seals and each shall be the Seal of the Authority.
- (ii) Each Seal of the Authority shall be held in the custody of the Solicitor & Secretary or such member of staff as shall be so authorised by the Chief Executive.
- (iii) The application of each Seal of the Authority shall be authenticated by the signature of:-
- (a) the Solicitor & Secretary, or
 - (b) the Chief Executive, or
 - (c) the Director of Information and Systems, or
 - (d) the Director of Finance & Commercial, or
 - (e) the Director of Environment, Mining and Property, or
 - (f) the Director of Public Safety & Communication, or
 - (g) in their absence any Board Member who has been authorised

The
COAL
AUTHORITY

for that purpose.

- (iv) The Chief Executive may direct that one Seal may be used for attesting only such class or classes of instrument as he shall specify.
- (v) The Solicitor & Secretary shall maintain a Seal Register in respect of each of the Seals in which the use of that Seal shall be recorded and initialled by the signatories to every instrument sealed.

SOLICITOR & SECRETARY

17 Reference in these Orders to the Solicitor & Secretary shall be construed as referring to the Solicitor & Secretary of the Authority or such other person as may be appointed by the Board to act for the Solicitor & Secretary in the capacity of Secretary in his absence.

DECLARATIONS OF MEMBERS' INTERESTS

- 18
- (i) A Board Member who is in any way directly or indirectly interested in any matter that is brought up for consideration at a Meeting of the Board shall disclose the nature of his interest to the Meeting.
 - (ii) Where such a disclosure is made, the disclosure shall be recorded in the Minutes of the Meeting and the Board Member shall not take part in any deliberation or decision with respect to that matter if either:-
 - a) it relates to any application made to the Authority or to any licence or contract which the Authority has granted or entered into or is considering granting or entering into; or
 - b) the other Board Members determine that the nature of the matter, the extent of the Board Member's interest and any prejudicial effect of his joining in the consideration of that matter are such that the Board Member should not take part.
 - (iii) For the purpose of sub-paragraph (i) of this Order, a general notification given at a Meeting of the Board by any Board Member to the effect that:-
 - a) he is a member of a specified body, corporate or firm, and;
 - b) he is to be regarded as interested in any matter involving that body or firm which falls to be considered after the giving of the notification;

shall be regarded as a sufficient disclosure of his interest in relation to any such matter.

- (iv) A Board Member who is required under this Order to make a disclosure at any Meeting need not attend in person at the Meeting in order to make the disclosure if he takes reasonable steps to secure that the disclosure is made by a notice which is taken into consideration and read at the Meeting.
- (v) The Solicitor & Secretary shall record in the Minutes any disclosures made under this Order.
- (vi) The Solicitor & Secretary will, at least annually, in May of each year, ask Members to confirm their interests for inclusion on the Register of Interests maintained by him. Nevertheless, Members should inform him of any changes in their interests as they occur, both for the purposes of updating the Register and, if necessary, for formal reporting to the Board.

VARIATION AND REVOCATION OF STANDING ORDERS

- 19 These Orders shall be reviewed by the Board at the first Meeting to be held in each calendar year and the Board at such Meetings may confirm or vary these Orders as they see fit.
- 20 Upon the request of any Board Member or the Solicitor & Secretary, the Board may consider the variation or revocation of these Orders either on notice at a scheduled meeting, at a meeting convened under the provisions of Standing Order 3 (urgency) or 4 (telephonic) or alternatively via Standing Order 10 (unanimous written resolution).