

Threlkeld Quarry Road Management Ltd
Minutes of a general meeting of the company

Held at: Lake District National Park Authority Northern Area Office, Old Station Yard,
Threlkeld, Keswick, Cumbria, CA12 4TT
Date: 23 April 2015
Time: 6pm

Present: Martin Curry (in the chair)

Attendance: Lucy Harrison, Eleanor Whiteford, Patrick Holmes, Threlkeld Housing Association,
Colin Burrill, Threlkeld Quarry & Mining Museum, Mr W I Hartland, Jacqueline
Beattie and David Selby

1. Preliminary

The Chairman announced that a quorum was present and declared the meeting open.

There was produced to the meeting a copy of the notice convening this general meeting of the Company and it was unanimously agreed that the notice should be taken as read.

2. Amendment of articles of association

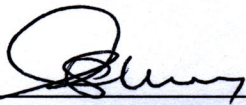
2.1 The Chairman proposed the following resolutions as special resolutions of the company:

1. That the draft definition set out below be and is adopted by the Company as a new definition in article 2.1 of its existing articles of association.
""Britain's Energy Coast" means a public-private partnership known as Britain's Energy Coast"
2. That the draft definition set out below be and is adopted by the Company as a new definition in article 2.1 of its existing articles of association.
""Quarry units" means the commercial units situated at the Quarry which, for the avoidance of doubt, are at the date of amendment of this Article occupied by the following businesses, namely, Threlkeld Quarry and Mining Museum Limited (CRN: 05982638), King Kong Climbing Centre Ltd (CRN: 08825029), Saddleback Slate, N J Davies & Sons Builders Limited (CRN: 07184481) and WI Hartland, and "Quarry unit" means any one of such units"
3. That the draft definition set out below be and is adopted by the Company in substitution for the existing definition of 'unit' contained in article 2.1 of its existing articles of association.
""unit" means any of the commercial, industrial or residential units known as Carr Cottage, 1-16 Glenderamackin Terrace, Chapel House, 1-18 Blencathra View, 1 & 2 School House, 1-4 Lucy Bank Cottages, 1-4 Stable Cottages, 1-14 Saddleback View, Katellen Cottage, Mountain View Cottage, Units 1-23 Blencathra Business Centre and any Quarry unit"
4. That the draft article set out below be and is adopted by the Company in substitution for article 12 of its existing articles of association.

"12. MEMBERSHIP

- 12.1 Save as is otherwise provided in this Article 12, no persons other than unitholders, the Lake District National Park Authority (or any successor body) and any person nominated by Britain's Energy Coast (or any successor body) may be registered as members of the Company.
- 12.2 The subscribers to the Memorandum of Association shall be members of the Company.
- 12.3 Each subscriber to the Memorandum of Association shall, if not himself a unitholder, cease to be a member as soon as unitholders for all the units have become members.
- 12.4 (a) Every unitholder shall, on signing a written consent, be entitled to be registered as a member of the Company. If two or more persons together constitute one unitholder, the first such person to deliver a signed written consent to the Company shall be entitled to registration as a member and no other persons constituting the unitholder shall be entitled to registration as members.
- (b) The Lake District National Park Authority (or any successor body) shall be entitled to be registered as a member of the Company on delivering to the Company a written application for membership, in such form as the directors may require, signed by a duly authorised officer of the Lake District National Park Authority.
- (c) Britain's Energy Coast (or any successor body) shall be entitled to be registered as a member of the Company on delivering to the Company a written application for membership, in such form as the directors may require, signed by a duly authorised officer of Britain's Energy Coast.
- 12.5 A mortgagee in possession is entitled to be registered as a member in place of a unitholder on serving a notice in writing to the Company requesting such registration, together with a certificate confirming that possession has been taken of that unitholder's unit and an official copy of the Charges Register of Title to the unit showing the mortgagee in possession as the registered proprietor of the charge under which possession was taken. On service of such notice and accompanying documents, the unitholder shall cease to be a member of the Company and the mortgagee in possession shall be entered in the Register of Members of the Company in place of that unitholder.
- 12.6 If a member who is a unitholder dies or is adjudged bankrupt, his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a member provided that he or they shall for the time being be a unitholder.
- 12.7 A member who is a unitholder may not resign while holding, whether alone or jointly with others, an interest in any unit. A unitholder's membership of the Company terminates on the disposal by him of his interest in a unit and the registration of the successor to his unit."

- 2.2 The Chairman put the vote to the meeting and reported that these resolutions had been duly passed by the required majority.
- 3 The Chairman proposed the following resolutions as ordinary resolutions of the company:
- 3.1 To elect as directors of the Company in accordance with paragraph 8 Appointment of Directors in the articles of association the following individuals who indicated that they were willing to act as director and are permitted by law to be appointed as director:
- Mrs Katherine Frances Lucy Harrison – representing the residents
 - Dr Richard Martin Siddall – representing the residents
 - Mr William Ian Hartland – representing the businesses
 - Mr Cyril Roger Wildsmith as general director
- 3.2 The Chairman put the vote to the meeting and reported that those resolutions had duly been passed by the required majority.
- 3.3 The meeting accepted the resignation of Mr Martin Curry as director.
- 4 **Close**
- There being no further business the meeting closed.


M. R. CURRY

Chairman