

THE COMPANIES ACT 2016

WRITTEN RESOLUTION

Of

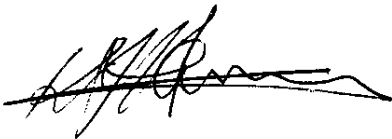
LEICESTER AND LEICESTER ENTERPRISE PARTNERSHIP LTD ("the company")

Company Number 11932434

At a general meeting of the Company, held at City Hall, 115 Charles Street, Leicester LE1 5FH on 4th February 2020 the following resolution was passed.

Special Resolution

THAT, the draft Articles of Association annexed to this special resolution are adopted as the Articles of Association of the company in substitution for, and the exclusion of, any Articles of Association of the company previously registered with the Register of Companies.



Name
Chair

4/2/20

Date



THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
LEICESTER AND LEICESTERSHIRE ENTERPRISE PARTNERSHIP
LIMITED

Adopted by special resolution passed on

2020

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

LEICESTER AND LEICESTERSHIRE ENTERPRISE PARTNERSHIP] LIMITED (the
"Company")

(Adopted by special resolution passed on 2020)

Interpretation, objects and limitation of liability

1. INTERPRETATION

1.1. In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

AGM: has the meaning given to it in article 27;

Articles: means the Company's articles of association for the time being in force;

Authorised Representative: has the meaning given to it in article 34.2

bankruptcy: includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

Business Day: means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

Committee: means a Committee of the Company as established by the directors for the purposes of undertaking specific functions on behalf of the Company and, more particularly, on delegation from and on behalf of the directors

Conflict: means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

director: means a director of the Company and includes any person occupying the position of director, by whatever name called;

District Council: means each of the district and borough council within the LEP Area being Oadby & Wigston Borough Council, Blaby District Council, Charnwood Borough Council, Hinckley & Bosworth Borough Council, Melton Borough Council, Harborough District Council and North West Leicestershire District Council and the term District Councils shall refer to the District Councils who are Members as from time to time.

document: includes, unless otherwise specified, any document sent or supplied in electronic form;

electronic form: has the meaning given in section 1168 of the Act;

Education Sector Director: means any person appointed as a director under article 25.3.3;

Education Sector Member: means any eligible educational institution admitted to Membership in accordance with article 24 as an Education Sector Member;

Eligible Director: means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to article 16, any director whose vote is not to be counted in respect of the particular matter);

FE Body: means the Leicestershire based body of further education established for further education in the LEP Area appointed as a Member to represent the interests of the further education bodies in LEP Area.

General Meeting: means a general meeting of the Members

Interested Director: has the meaning given in article 16.1;

LAF: means the Local Assurance Framework of the Leicester and Leicestershire Enterprise Partnership in accordance with the National Assurance Framework as issued by the Government or such successor document as adopted by the Company from time to time in order to comply with the National Assurance Framework or other such successor document as issued by the Government to LEPs from time to time.

LEP Area: means Leicester and Leicestershire, or such other geographical area as is assigned to the Company by government from time to time;

Member: means a person whose name is entered in the Register of Members of the Company and **Membership** shall be construed accordingly;

Member Organisation: has the meaning given to it in article 34.1;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles;

Objects: has the meaning given to it in article 2.1 and **object** shall mean any one of them;

Officer: means officer of the Company being a person who is seconded to or employed by the Company and who is accountable to the Company in such a role

ordinary resolution: has the meaning given in section 282 of the Act;

Private Sector Director: means any person appointed under article 25.1.3;

Private Sector Member: means any eligible person or organisation admitted to Membership in accordance with article 24 as a Private Sector Member;

Public Sector Director: means any person appointed under article 25.2.3;

Public Sector Member: means any eligible organisation admitted to Membership in accordance with article 24 as a Public Sector Member;

secretary: means the secretary of the Company and any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

special resolution: has the meaning given in section 283 of the Act;

subsidiary: has the meaning given in section 1159 of the Act;

University: means a Leicestershire based university established for further or higher education in the LEP Area appointed as a Member to represent the interests of the universities in LEP Area.

VCS: shall mean any voluntary and community sector organisation based in the LEP Area.

writing: means 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.

- 1.2. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4. A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5. Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.6. Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7. The Model Articles shall not apply to the Company.

2. OBJECTS

- 2.1. The objects for which the Company is established (**Objects**) are:

- 2.1.1. **Strategy:** Developing an evidence-based Local Industrial Strategy (or any other such successor document that the Government requires LEP's to develop and adopt from time to time) that identifies local strengths and challenges, future opportunities and the action needed to boost productivity, earning power and competitiveness across the area;

- 2.1.2. Allocation of funds: Identifying and developing investment opportunities; prioritising the award of local growth funding; and monitoring and evaluating the impacts of its activities to improve productivity across the local economy;
- 2.1.3. Co-ordination: Using their convening power, for example to co-ordinate responses to economic shocks; and bringing together partners from the private, public and third sectors; and
- 2.1.4. Advocacy: Collaborating with a wide-range of local partners to act as an informed and independent voice for their area

3. POWERS

- 3.1. In pursuance of the Objects, the Company has the powers to:
 - 3.1.1. do all such things which in the opinion of the directors are in the best interests of the Company and its Members; and
 - 3.1.2. do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the Objects.

4. INCOME

- 4.1. The income and property of the Company from wherever derived shall be applied solely in promoting the Objects.
- 4.2. No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Company of:
 - 4.2.1. reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
 - 4.2.2. any interest on money lent by any Member or any director at a reasonable and proper rate;
 - 4.2.3. reasonable and proper rent for premises demised or let by any Member or director; or
 - 4.2.4. reasonable out-of-pocket expenses properly incurred by any director.

5. WINDING UP

On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members but shall be transferred to another body with objects similar to those of the Company or as directed by the government department then responsible for local enterprise partnerships.

6. GUARANTEE

- 6.1. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for
- 6.1.1. payment of the Company's debts and liabilities contracted before he ceases to be a Member;
 - 6.1.2. payment of the costs, charges and expenses of the winding up; and
 - 6.1.3. adjustment of the rights of the contributories among themselves.

Director: general

7. DIRECTORS' GENERAL AUTHORITY AND CONDUCT

- 7.1. The directors are responsible for the management of the Company's business and may exercise all the powers of the Company accordingly.
- 7.2. In their conduct of the Company's business the directors shall at all times:
- 7.2.1. conduct themselves in a professionally responsible manner;
 - 7.2.2. will have due regard to all confidentiality obligations concerning the Company's business; and
 - 7.2.3. act solely in the public interest in line with the Nolan principles; make decisions purely on merit, in accordance with agreed LEP processes and act with regularity and propriety when managing public money.
 - 7.2.4. Take all decisions in accordance with the LAF in so far as the LAF is relevant to the decision to be taken

8. DIRECTORS MAY DELEGATE

- 8.1. Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:
- 8.1.1. to such Officer or Committee;
 - 8.1.2. by such means (including power of attorney);
 - 8.1.3. to such an extent;
 - 8.1.4. in relation to such matters or territories; and
 - 8.1.5. on such terms and conditions;
- as they think fit.

8.2. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

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

9. COMMITTEES

9.1. Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by directors.

9.2. The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

Directors: decision-making

10. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

Subject always to where these Articles require a unanimous decision and article 11 in particular, the general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 11.

11. UNANIMOUS DECISIONS AND WRITTEN PROCEDURES

11.1. A decision of the directors is taken in accordance with this article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.

11.2. Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.

11.3. A decision made in writing in accordance with article 11.2 may not be taken if the Eligible Directors would not have formed a quorum at such a meeting.

11.4. Directors may take a decision by formal resolution in writing, whether such decision is a unanimous decision or not, in accordance for the procedure set out in the LAF.

12. CALLING A DIRECTORS' MEETING

12.1. Any director may call a directors' meeting by giving not less than ten Business Days' notice of the meeting to the directors or by authorising the secretary (if any) to give such notice.

12.2. A director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the directors' meeting.

13. QUORUM FOR DIRECTORS' MEETINGS

- 13.1. At a meeting of the directors, unless a quorum as detailed in this article 13 is participating, no proposal is to be voted on other than as detailed in article 13.3 below.
- 13.2. The quorum for the transaction of business at a meeting of directors is any eight Eligible Directors and no meeting shall be quorate unless the number of Eligible Directors who are Private Sector Directors and/or Education Sector Directors between them comprise more than two-thirds of the number of total Eligible Directors participating.
- 13.3. If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:
 - 13.3.1. to appoint further directors; or
 - 13.3.2. to call a General Meeting so as to enable the Members to appoint further directors.

14. CHAIRING OF DIRECTORS MEETINGS AND APPOINTMENT OF VICE CHAIR

- 14.1. The directors must appoint a Private Sector Director to chair their meetings and the person so appointed for the time being is the **Chair**.
- 14.2. The directors must also appoint a Private Sector Director to act as a deputy to the Chair (**Deputy Chair**) for such purposes as the directors may determine.
- 14.3. A Chair or Deputy Chair (as applicable) shall be appointed for periods of no more than three years, such appointment ending at the board meeting falling closest to the third anniversary of their appointment (or re-appointment). The Chair and Deputy Chair (as applicable) shall be entitled to put themselves forward for re-election and the board of directors may resolve to appoint the Chair and/or Deputy Chair at such board meeting for a further period of three years provided that no Chair or Deputy Chair shall be able to serve more than six years in their respective role.
- 14.4. To ensure that the Chair and Deputy Chair remain subject, after the end of their respective terms, to the provisions of article 20, the Chair shall not be eligible for the role of Deputy Chair after serving two consecutive terms as Chair and the Deputy Chair shall not be eligible for the role of Chair after serving two consecutive terms as Deputy Chair.
- 14.5. In the event that neither Chair nor the Deputy Chair are participating in a meeting of directors within 15 minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it, such person being a Private Sector Director.

15. CASTING VOTE

- 15.1. If the numbers of votes for and against a proposal at a meeting of directors are equal, the Chair, or in the Chair's absence the Deputy Chair or other director chairing the meeting holding the position of Chair for that meeting (as appropriate) has a casting vote.

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- 15.2. Article 15.1 this does not apply in respect of a particular meeting (or part of a meeting) if, in accordance with these Articles, the Chair, Deputy Chair or other director chairing (as presiding) of the meeting is not an Eligible Director for the purposes of that meeting (or part of a meeting).

16. DIRECTORS' CONFLICTS OF INTEREST

- 16.1. The directors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty to avoid conflicts of interest under section 175 of the Act.

- 16.2. Any authorisation under this article 16 shall be effective only if:

16.2.1. to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles;

16.2.2. any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and

16.2.3. the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

16.2.4. For the avoidance of doubt the Interested Director shall not vote on any authorisation of its own Conflict and shall not count towards the quorum for any such vote.

- 16.3. Any authorisation of a Conflict under this article 16 may (whether at the time of giving the authorisation or subsequently):

16.3.1. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;

16.3.2. provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;

16.3.3. provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;

16.3.4. impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;

16.3.5. provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the

Company's affairs where to do so would amount to a breach of that confidence;
and

- 16.3.6. permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
 - 16.4. Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict.
 - 16.5. The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
 - 16.6. A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in General Meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
 - 16.7. Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act where such Conflict has been authorised in accordance with this article 16 and subject to any conditions attached to such authorisation, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
 - 16.7.1. may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
 - 16.7.2. shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
 - 16.7.3. shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
 - 16.7.4. may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
 - 16.7.5. may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
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- 16.7.6. shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

17. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

Directors: numbers and appointment

18. NUMBER OF DIRECTORS

- 18.1. Unless otherwise determined by special resolution and subject to the requirements of these Articles, the number of directors shall not be less than eight but shall not exceed twenty.

19. APPOINTMENT OF DIRECTORS

- 19.1. A director must be a natural person and must at all times possess the following characteristics (as appropriate) unless otherwise approved by a special resolution of the Members:

- 19.1.1. in respect of a Private Sector Director, an owner (in whole or in part), officer, principal or person of equivalent seniority of a business or undertaking carried on with a view to making profit and conducting the whole or part of its business within the LEP Area and appointed in accordance with Article 25.1 or a Chief Executive or director of the VCS;
- 19.1.2. in respect of a Public Sector Director, a leader or deputy leader, or cabinet member with the portfolio/lead responsibility for economic development within a Public Sector Member and appointed in accordance with Article 25.2;
- 19.1.3. in respect of an Education Sector Director, a vice-chancellor, pro vice-chancellor, principal or person of equivalent seniority in an Education Sector Member and appointed in accordance with Article 25.3.

20. RETIREMENT OF PRIVATE SECTOR DIRECTORS

Private Sector Directors

- 20.1. Subject to article 20.4 and 20.5 Private Sector Directors shall retire from office from the end of the annual General Meeting following the third anniversary of their appointment. Subject to articles 20.2 and 20.3, such retiring Private Sector Directors shall be eligible for re-election by the Members at that annual General Meeting.

- 20.2. A retiring Private Sector Director shall, subject to article 20.3, be eligible for re-election for further periods of three years.
- 20.3. Subject to 20.4 Any Private Sector Director who shall have served for a total term of six years shall not be entitled to be re-elected.
- 20.4. In exceptional circumstances a Private Sector Director may, with the approval of the Members, serve a further three-year term, and therefore a total term of nine years.
- 20.5. The Chair and Deputy Chair shall not be required to retire from the office of director whilst they are in post.

Public Sector Directors and Education Sector Directors

- 20.6. Public Sector Directors and Education Sector Directors shall retire from office from the end of the annual General Meeting following the third anniversary of their appointment. Such retiring Public Sector Directors shall be eligible for re-election by the Members at that annual General Meeting.

21. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 21.1. A person ceases to be a director as soon as:
 - 21.1.1. that person ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director;
 - 21.1.2. that person ceases to have the characteristics (as appropriate) required pursuant to article 19.1;
 - 21.1.3. that person shall for more than twelve months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that that person's office be vacated;
 - 21.1.4. a bankruptcy order is made against that person;
 - 21.1.5. a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 21.1.6. a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than six months; or
 - 21.1.7. notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 21.2. In the event of any director who is also a Private Sector Member vacating their office as a director of the Company for any reason, such director shall at the same time cease to be a Member.

Directors: miscellaneous

22. ALTERNATE DIRECTORS

No director shall be entitled to appoint an alternate director or any other person to act on their behalf at meetings of the directors.

23. SECRETARY

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

Members: becoming and ceasing to be a Member

24. MEMBERSHIP

24.1. The Members shall be categorised as follows:

24.1.1. Private Sector Members;

24.1.2. Public Sector Members; and

24.1.3. Education Sector Members.

24.2. Membership shall be open to persons who possess the characteristics (as appropriate) set out in articles 25.1, 25.2 and 25.3, and who:

24.2.1. apply to the Company in the form required by the directors;

24.2.2. are approved by the directors; and

24.2.3. sign a written consent to become a Member agreeing to be bound by these Articles.

24.3. The directors shall be entitled to refuse admission to membership if:

24.3.1. in their opinion, the person does not possess the required characteristics of a Member pursuant to articles 25.1, 25.2 and 25.3 (as appropriate); or

24.3.2. in their opinion, they consider it not to be in the best interest of the Company to admit such person as a Member.

24.4. No membership fee shall be charged by the Company.

25. RIGHTS OF MEMBERSHIP

25.1. The Private Sector Members shall:

- 25.1.1. consist of persons who undertake business, professional or other commercial activities within the LEP Area with a view to making a profit and VCS;
 - 25.1.2. subject to article 25.1.3, each be entitled to exercise one vote in relation to any resolution of the Members; and
 - 25.1.3. subject to article 19.1.1, have the right, as a class of Members, from time to time to appoint as their representatives up to fourteen natural persons to be directors and may at any time remove any such person and appoint another person in their place. At least one director appointed must be a natural person from a VCS.
- 25.2. The Public Sector Members shall:
- 25.2.1. Unless varied by a special resolution, be Leicester City Council, Leicestershire County Council and such of the district councils in the LEP Area who apply to become Members;
 - 25.2.2. subject to article 25.2.3, each be entitled to exercise one vote in relation to any resolution of the Members; and
 - 25.2.3. subject to article 19.1.2 and 19.1.4 have the right, as a class of Members, from time to time to appoint as their representatives up to five natural persons to be directors comprising of:
 - i. one natural person from Leicester City Council;
 - ii. one natural persons from Leicestershire County Council; and
 - iii. one natural persons from each of the district councils in the LEP Areaand may at time appoint or remove any such natural person and appoint another natural person in their place.
- 25.3. The Education Sector Members shall:
- 25.3.1. consist of Universities and FE Bodies who apply to become Members;
 - 25.3.2. subject to article 25.3.3, each be entitled to exercise one vote in relation to any resolution of the Members; and
 - 25.3.3. subject to article 19.1.3, have the right, as a class of Members, from time to time to appoint as their representatives up to two persons, being one director whom is employed by an FE Body and one from a University, to be directors and may at any time remove such person and appoint another person in their place.
- 25.4. Any appointments or removals of directors referred to in articles 25.1, 25.2 and 25.3 shall be effected in writing signed by or on behalf of a majority of the relevant Members and shall take effect upon lodgement at the Company's registered office or on delivery to a meeting of the directors. Any such representative director shall be entitled to notice of board meetings, to attend all board meetings and to receive copies of all documents to be considered at board meetings, and to speak and vote at such meetings.

- 25.5. The rights of a class of Members under these Articles shall only be varied if:
- 25.5.1. 75 per cent of the Members of that class consent in writing to the variation; or
 - 25.5.2. a special resolution is passed at a separate class meeting of those Members agreeing to the variation.
- 25.6. The provisions regarding General Meetings in these Articles shall, subject to the necessary changes being made, apply to such class meetings of the Members.

26. TRANSFER OF MEMBERSHIP

Membership shall not be transferable.

Decision making by Members: General Meetings

27. ANNUAL GENERAL MEETING

- 27.1 The Company shall hold an annual General Meeting (**AGM**) at least once every calendar year to be held within the LEP Area and such meeting shall be open to the public.

28. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 28.1. A Member (or individual representing the Member) is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 28.2. A Member (or individual representing the Member) is able to exercise the right to vote at a General Meeting when:
- 28.2.1. they are able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 28.2.2. their vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the others attending the meeting.
- 28.3. The directors may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
- 28.4. In determining attendance at a General Meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 28.5. Two or more Members (or individuals representing Members) who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

29. QUORUM FOR GENERAL MEETINGS

- 29.1. No business other than the appointment of the chair in accordance with Articles 30.2 is to be transacted at a General Meeting if the Member (or individual representing the Member) attending it do not constitute a quorum.
- 29.2. The quorum for a General Meeting is eight Members and no meeting shall be quorate unless the number of Members who are Private Sector Members or Education Members between them comprises more than two-thirds of the number of total Members participating.

30. CHAIRING GENERAL MEETINGS

- 30.1. The Chair or, in his or her absence, the Deputy Chair or, in his or her absence, a Private Sector Director nominated by the directors shall preside as chair of every General Meeting.
- 30.2. If neither the Chair, the Deputy Chair nor such other Private Sector Director nominated in accordance with article 30.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to chair the meeting.
- 30.3. If no director is willing to act as chair of the meeting, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the Members present in person or by proxy and entitled to vote must choose one of their number to be chair of the meeting, save that a proxy holder who is not a Member entitled to vote shall not be entitled to be appointed as chair of that meeting.

31. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

- 31.1. Directors may attend and speak at General Meetings, whether or not they are Members.
- 31.2. The chair of the General Meeting may permit other persons who are not Members of the Company to attend and speak at a General Meeting and, in the case of an AGM, the chair of the meeting is obliged to permit such other persons who are not Members of the Company to speak.

32. ADJOURNMENT

- 32.1. If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- 32.2. The chair of the General Meeting may adjourn a General Meeting at which a quorum is present if:
 - 32.2.1. the meeting consents to an adjournment; or
 - 32.2.2. it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- 32.3. The chair of the General Meeting must adjourn a General Meeting if directed to do so by the *meeting*.
- 32.4. When adjourning a General Meeting, the chair of the General Meeting must:
- 32.4.1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - 32.4.2. have regard to any directions as to the time and place of any adjournment which *have been given by the meeting*.
- 32.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 32.5.1. to the same persons to whom notice of the company's General Meetings is required to be given; and
 - 32.5.2. containing the same information which such notice is required to contain.
- 32.6. No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 32.7. When taking decisions at both the AGM and the General Meeting Members shall at all times take such decisions in accordance with the LAF in so far as it is relevant to the decision being taken.

Voting at General Meetings

33. VOTING: GENERAL

- 33.1. Without prejudice to any other provision of these Articles, 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 these Articles.

34. MEMBER ORGANISATIONS

- 34.1. The following provisions shall apply to a Member that is an organisation (and not an individual) (**Member Organisation**).
- 34.2. A *Member Organisation* may nominate any individual to act as its representative (**Authorised Representative**) at any meeting of the Company.
- 34.3. The Member Organisation must give notice in writing to the Company of the name of its Authorised Representative. The Authorised Representative will not be entitled to represent the Member Organisation at any meeting of the Company unless such notice has been received by the Company and the Authorised Representative may continue to represent the Member Organisation until notice in writing is received by the Company to the contrary.

- 34.4. A Member Organisation may appoint an Authorised Representative to represent it at a particular meeting of the Company or at all meetings of the Company until notice in writing to the contrary is received by the Company.
- 34.5. Any notice in writing received by the Company shall be conclusive evidence of the Authorised Representative's authority to represent the Member Organisation or that his or her authority has been revoked and the Company shall not be required to look behind such notice.
- 34.6. Any individual appointed by a Member Organisation to act as its Authorised Representative may exercise (on behalf of the Member Organisation) the same powers as an individual Member.
- 34.7. On a vote on a resolution at a meeting of the Company, the Authorised Representative has the same voting rights as the Member Organisation would have if it were an individual Member present in person at the meeting.
- 34.8. The power to appoint an Authorised Representative under this article 34 is without prejudice to any rights which the Member Organisation has under the Act and these Articles to appoint a proxy or corporate representative.

35. ERRORS AND DISPUTES

- 35.1. 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.
- 35.2. Any such objection must be referred to the chair of the meeting whose decision is final.

36. POLL VOTES

- 36.1. A poll on a resolution may be demanded by those identified in article 36.2:
 - 36.1.1. in advance of the General Meeting where it is to be put to the vote; or
 - 36.1.2. 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.
- 36.2. A poll may be demanded by:
 - 36.2.1. the chair of the meeting;
 - 36.2.2. the directors;
 - 36.2.3. two or more persons having the right to vote on the resolution; or
 - 36.2.4. 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.
- 36.3. A demand for a poll may be withdrawn if:

- 36.3.1. the poll has not yet been taken; and
- 36.3.2. the chair of the meeting consents to the withdrawal.
- 36.4. Polls must be taken immediately and in such manner as the chair of the meeting directs.

37. CONTENT OF PROXY NOTICES

- 37.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - 37.1.1. states the name and address of the Member appointing the proxy;
 - 37.1.2. identifies the alternative Member appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
 - 37.1.3. is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 37.1.4. is delivered to the company in accordance with these Articles and any instructions contained in the notice of the General Meeting to which they relate.
- 37.2. The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 37.3. For the avoidance of doubt a Member may only appoint another Member as its proxy and not any other person.
- 37.4. Unless a proxy notice indicates otherwise, it must be treated as:
 - 37.4.1. 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
 - 37.4.2. 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.

38. DELIVERY OF PROXY NOTICES

- 38.1. 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 the Company by or on behalf of that person.
- 38.2. An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 38.3. 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.

38.4. 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.

39. AMENDMENTS TO RESOLUTIONS

39.1. An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:

39.1.1. notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair may determine); and

39.1.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

39.2. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

Administrative arrangements

40. MEANS OF COMMUNICATION TO BE USED

40.1. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

40.1.1. if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);

40.1.2. if properly addressed and delivered by hand, when it was given or left at the appropriate address;

40.1.3. if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and

40.1.4. if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

40.2. *In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.*

41. INDEMNITY AND INSURANCE

41.1. Subject to article 41.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

41.1.1. each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and

41.1.2. the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 41.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

41.2. This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

41.3. The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

41.4. In this article:

41.4.1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

41.4.2. a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and

41.4.3. a **relevant officer** means any director or other officer or former director or other officer of the Company, but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor.