**PRIVATE COMPANY LIMITED BY GUARANTEE**

**WRITTEN RESOLUTIONS**

**of**

**CHESHIRE & WARRINGTON LOCAL ENTERPRISE PARTNERSHIP**

**Company Number 04453576**

**(the "Company")**

**Circulation Date:** ………………………….. 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions (each a **"Resolution"** and together, the "**Resolutions"**).

**SPECIAL RESOLUTIONS**

1. **THAT** the technical breach of articles 4.3, 26.1 and 26.4 of the existing articles of association of the Company in relation to the requirement of all Class B Directors to also be Class B Members of the Company be ratified and approved.
2. **THAT**, subject to the passing of Resolution 1 above, the draft regulations produced to us and attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

|  |  |
| --- | --- |
| **SIGNED** by ……………………………………………….. …………… **FOR AND ON BEHALF OF CHESHIRE WEST AND CHESTER COUNCIL** | |
| Signature: |  |
| Date: |  |

|  |  |
| --- | --- |
| **SIGNED** by ……………………………………………….. …………… **FOR AND ON BEHALF OF CHESHIRE EAST COUNCIL** | |
| Signature: |  |
| Date: |  |

|  |  |
| --- | --- |
| **SIGNED** by ……………………………………………….. …………… **FOR AND ON BEHALF OF WARRINGTON BOROUGH COUNCIL** | |
| Signature: |  |
| Date: |  |

**Notes**

1. You can choose to agree to all the Resolutions or none of them but you cannot agree to only some of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
   1. By Hand delivering the signed copy to: Wyvern House Floor 1, Wyvern House, The Drumber, Winsford, Cheshire, England, CW7 1AH.
   2. By Post returning the signed copy by post to: Wyvern House Floor 1, Wyvern House, The Drumber, Winsford, Cheshire, England, CW7 1AH.

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply.

1. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
2. Unless within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
3. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.
4. This document may be executed in any number of counterparts, each of which when signed shall constitute a duplicate original, but all the counterparts shall together constitute the one agreement to the Resolutions.

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**WRITTEN RESOLUTIONS**

**of**

**CHESHIRE & WARRINGTON LOCAL ENTERPRISE PARTNERSHIP**

**Company Number 04453576**

**(the "Company")**

On ………………………… 2020 the following resolutions were duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

**SPECIAL RESOLUTIONS**

1. **THAT** the technical breach of articles 4.3, 26.1 and 26.4 of the existing articles of association of the Company in relation to the requirement of all Class B Directors to also be Class B Members of the Company be ratified and approved.
2. **THAT**, subject to the passing of Resolution 1 above, the draft regulations produced to us and attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

|  |  |  |
| --- | --- | --- |
|  | Director |  |