**Company Number: 04453576**

CHESHIRE & WARRINGTON LOCAL ENTERPRISE PARTNERSHIP

(the "Company")

**MINUTES** of a meeting of the directors held on 26th February 2020 at 5pm at Wyvern House, The Drumber, Winsford, Cheshire, CW7 1AH

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| **PRESENT:** | Christine Gaskell | (the **"Chairman"**) |
| (together the **"Directors"**) |
| **IN ATTENDANCE:** |   |  |

# Notice and quorum

The Chairman noted that due notice of the meeting had been given and that a quorum was present. Accordingly, the Chairman declared the meeting open.

# Purpose of the meeting

## The Chairman reported that to the meeting that a technical breach of the Company's existing articles of association had been identified. There was produced to the meeting a copy of the Company's existing articles of association (the "**Existing Articles**")and the Chairman explained that the Existing Articles required each Class B Director to also be appointed as members of the Company.

## It was noted that capitalised terms used but not defined in these minutes had the same meaning as set out in the Existing Articles.

## The Chairman explained further that only the Local Authorities were currently members of the Company and, as such, the terms of the Existing Articles had been technically been breached on the basis that each Class B Director had been appointed as a director of the Company without also being a member of the Company ("**Technical Breach**").

## The Chairman reported that the purpose of the meeting was for the Directors to consider, and if thought fit, approve the circulation of written resolutions to the members of the Company to obtain:

### ratification and approval of the Technical Breach; and

### approval for the adoption of new articles of association for the Company.

## The Chairman reminded the Directors of the need to have regard to their duties (including those contained in the Companies Act 2006 (the **"Act"**)) in considering the matters to be dealt with at the meeting.

# Declaration of interests

As required by the Act or otherwise, the Directors declared the nature and extent of their interests (if any) in the matters to be discussed at the meeting. It was noted that notwithstanding such interests the Directors could, pursuant to the articles of association, vote and be counted in the quorum at the meeting.

# Approval of Written Resolution and New Articles

## There was produced to the meeting draft written resolution (the **"Written Resolution"**) containing:

### a special resolution to ratify and approve the Technical Breach; and

### a special resolution to adopt new articles of association of the Company,

### together, the "**Resolutions**".

## A copy of the proposed new articles of association of the Company were tabled at the meeting (the "**New Articles**"). The terms of the New Articles were considered in detail and it was noted that the New Articles were in substantially the same form as the Existing Articles save that the New Articles provided that:

### there was no requirement for the Class B Directors to be members of the Company; and

### each director appointed by each Local Authority would be deemed to be a Class A Director (as defined in the New Articles).

## After discussion and due and careful consideration by the Directors of their duties (including those in the Act) **IT WAS RESOLVED** that the Written Resolution and the New Articles be approved and sent immediately to all eligible members of the Company (as defined by section 289 of the Act).

# Adjournment

The meeting then adjourned.

# Resumption

## On resumption of the meeting the Chairman reported that the Resolutions had been duly passed and the New Articles duly adopted.

## Following the adoption of the New Articles it was noted that:

### the Class A Directors comprised [*insert names of Local Authority directors*]; and

### the Class B Directors comprised [*insert names of all co-opted directors*].

# Filing

Each Class B Director was authorised to:

## file the following at Companies House:

### a copy of the Resolutions passed by the members; and

### a copy of the New Articles; and

## update the company books.

# Close of meeting

There being no further business the Chairman declared the meeting closed.

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|  | **Chairman** |  |