
PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTIONS

of

**CHESHIRE & WARRINGTON LOCAL ENTERPRISE
PARTNERSHIP**

(Registered in England and Wales - No. 04453576)

(Circulated on _____ 2024)

(“Circulation Date”)

The directors of the Company propose that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions be passed in the case of the first as an ordinary resolution and in the case of the second, third and fourth as special resolutions:

ORDINARY RESOLUTION

- 1 **THAT**, in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to The Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), for the purposes of section 175 Companies Act 2006, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of duty of a director under that section to avoid a situation in which he has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company.

SPECIAL RESOLUTIONS

- 2 **THAT:**
- 2.1 the articles of association of the Company be amended by deleting all the provisions of the Company’s memorandum of association which, by virtue of section 28 Companies Act 2006, are treated as provisions of the Company’s articles of association; and
- 2.2 new articles of association in the form annexed to this written resolution are approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
- 3 **THAT** each of the Class A Members of the Company be re-designated as members, each having the rights and being subject to the conditions set out in the articles of association of the Company to be adopted pursuant to resolution 2 above.
- 4 **THAT** the name of the Company be changed to “Enterprise Cheshire and Warrington” effective from the issue to the Company of the certificate of incorporation on change of name in respect of such change.

If you agree to the above resolutions, please signify your agreement in accordance with the notes at the end of this document. Unless sufficient agreement has been received for the resolutions to pass by the end of the period of 28 days beginning on the Circulation Date, they will lapse. You should read the notes at the end of this document before signifying your agreement to the above resolutions.

I/WE, the undersigned, being a member entitled to vote on the above resolutions on the Circulation Date, **IRREVOCABLY AGREE** to the above resolutions:

Signature:

Name:

Duly authorised for and on behalf of
CHESHIRE EAST COUNCIL

Date:

Signature:

Name:

Duly authorised for and on behalf of
WARRINGTON BOROUGH COUNCIL

Date:

Signature:

Name:

Duly authorised for and on behalf of
**CHESHIRE WEST AND CHESTER
COUNCIL**

Date:

Notes:

1 You may choose to agree to **all** of the resolutions or **none** of them but **you cannot agree to some only** of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company by using one of the following methods:

By hand: by delivering the signed copy to the Company, Floor 1, Wyvern House, The Drummer, Winsford, Cheshire, England, CW7 1AH;

By post: by returning the signed copy by post to the Company, Floor 1, Wyvern House, The Drummer, Winsford, Cheshire, England, CW7 1AH;

By e-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to ian.brooks@cheshireandwarrington.com.

2 If you do not agree to all of the resolutions, you do not need to anything. You will not be deemed to agree if you fail to reply.

3 **ONCE YOU HAVE INDICATED YOUR AGREEMENT TO THE RESOLUTIONS, YOU MAY NOT REVOKE YOUR AGREEMENT.**

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- 4 Unless sufficient agreement has been received for the resolution[s] to pass by the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches the Company within this period.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.
- 6 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.

Company No. 04453576

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

ENTERPRISE CHESHIRE AND WARRINGTON

(Passed on _____ 2024)

The following resolutions were duly passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on _____ 2024 by members of the Company representing the required majority of total voting rights of eligible members in the case of the first as an ordinary resolution and in the case of the second and third as special resolutions:

ORDINARY RESOLUTION

- 1 **THAT**, in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to The Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), for the purposes of section 175 Companies Act 2006, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of duty of a director under that section to avoid a situation in which he has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company.

SPECIAL RESOLUTIONS

- 2 **THAT:**
- 2.1 the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 Companies Act 2006, are treated as provisions of the Company's articles of association; and
 - 2.2 new articles of association in the form annexed to this written resolution are approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
- 3 **THAT** each of the Class A Members of the Company be re-designated as members, each having the rights and being subject to the conditions set out in the articles of association of the Company to be adopted pursuant to resolution 2 above.

.....
Director