



Cheshire and Warrington Joint Committee

Agenda

Date:	Monday 8th April 2024
Time:	9.30 am
Venue:	Committee Suite 1,2 & 3, Westfields, Middlewich Road, Sandbach CW11 1HZ

The agenda is divided into 2 parts. Part 1 is taken in the presence of the public and press. Part 2 items will be considered in the absence of the public and press for the reasons indicated on the agenda and at the top of each report.

PART 1 – MATTERS TO BE CONSIDERED WITH THE PUBLIC AND PRESS PRESENT

1. **Changes to the name and Articles of Association of Cheshire & Warrington Local Enterprise Partnership and other associated matters (Pages 3 - 46)**

To deal with the formalities required to implement the decisions of Warrington Borough Council, Cheshire West & Chester Council and Cheshire East Council in February 2024 in relation to the Cheshire & Warrington Local Enterprise Partnership Limited.

2. **Draft Business Plan 2024-25 (Pages 47 - 74)**

To consider and endorse the draft business plan for Enterprise Cheshire and Warrington and Marketing Cheshire for 2024-25.

3. **Terms of Reference for the Business Advisory Board**

To agree the Terms of Reference for the Business Advisory Panel.
Report to follow.

4. **Dates of Future Meetings**

2.30 pm - 6 June 2024 Venue: Cheshire West and Chester

2.00 pm - 22 August 2024 Venue: Warrington

2.00 pm - 10 October 2024 Venue: Cheshire East

3.30 pm - 3 December 2024 Venue: Cheshire West and Chester

2.30 pm - 13 February 2025 Venue: Warrington

2.00 pm - 10 April 2025 Venue: Cheshire East



OPEN

Cheshire and Warrington Joint Committee

8 April 2024

Changes to the name and Articles of Association of Cheshire & Warrington Local Enterprise Partnership and other associated matters

Report of: David Brown, Director of Governance & Compliance, Cheshire East Council

Report Reference No: CWJC/01/23-24

Ward(s) Affected: All

Significant/Key Decision?	Yes/No	Definition (to be deleted once completed)
Cheshire West and Chester	No	Constitution Page 115.
Warrington	No	Constitution page 41
Cheshire East	No	Constitution Page 78

Purpose of Report

- 1 This report deals with the formalities required to implement the decisions of Warrington Borough Council, Cheshire West & Chester Council and Council of Cheshire East Council ('the Councils'), in February 2024 in relation to the Cheshire & Warrington Local Enterprise Partnership Limited (referred to as 'CWLEP') as set out in the background papers to this report.

Executive Summary

- 2 Following the transfer of local enterprise partnership functions to local authorities from 1 April 2024, the Councils agreed to increase their shareholding in CWLEP from 20% each to 33.3% each.
- 3 The Councils have proposed that CWLEP will be renamed Enterprise Cheshire & Warrington (referred to as 'ECW'), as the Local Enterprise Partnership no longer formally exists.
- 4 To give effect to the Councils' decisions, there is a need to change the Articles of Association of CWLEP, and to appoint new company directors. This report sets out the resolutions needed to give effect to the Councils decisions and to ensure effective governance of ECW by the Councils.

RECOMMENDATIONS

The Joint Committee is recommended to:

1. Note the resignation of the two Class B members and formally thank them for their service to the CWLEP
2. Sign the Consent Form set out at Appendix A
3. Approve and sign the attached resolutions set out at Appendix B which give effect to the decisions made by the Councils
4. Note the resignation of current Directors and formally thank them for their service to the CWLEP.
5. Sign the local authority direction for the appointment of Directors set out at Appendix C.

Increase in Shareholding & Change of Membership

5. The resignation of the two Class B members of the CWLEP means that there are no longer any voting members of the company other than the three local authorities members represented at this Joint Committee. The change of membership has been noted in the register of company members.
6. The Councils agreed to increase their shareholding to 33.3% at their various meetings in February and so the two Class B members will not be replaced. This means that there will no longer be any 'Class A' and 'Class B' members and the Articles of Association of the company should be changed to reflect that the company is now under the sole control of the local authority owners.

7. The Class A members (i.e. the Joint Committee members) should also pass a special resolution to reclassify themselves as 'members' rather than 'Class A members'. This special resolution is set out at Appendix B (resolution no.3). This is because the Companies Act 2006 gives protection where members 'class rights' (essentially, those rights conferred on members which are different as between classes) are being varied or abrogated, and a separate consent is usually required from the members of the affected class to sanction the variation i.e. the change from Class A to Members. Members are therefore requested to sign the written consent set out at Appendix A.

Changes to the Articles

8. The Councils agreed at their respective meetings that changes to the Articles were necessary to ensure that they were fit for the future of the company once it was fully in the ownership of the local authorities. A copy of the Articles showing the revisions is available if required. The resolution for the adoption of the revised Articles is set out at Appendix B (resolution no.2).

Appointment of Directors

9. There is a need for the appointment of new Directors to the company, following the resignation of the existing directors on 7 April 2024. Each Council owner has nominated one of its officers to be a director, in addition to the Chief Executive of the CWLEP. These appointments are set out in the Direction at Appendix C, which members are recommended to sign.
10. Directors must always act in the best interests of the company to which they are appointed. This may lead to a conflict of interest at certain times for a local authority officer or members who is a director of a company e.g. budget setting. The Companies Act 2006 (S175) permits a company's independent directors to authorise a director's conflict of interest if they consider it justifiable (provided the requirements as to quorum and voting are met without the conflicted director taking part).
11. As the CWLEP was incorporated prior to the Companies Act 2006 this power can only be used if the members have previously approved its use by ordinary resolution. The ordinary resolution set out at Appendix B (resolution no.1) deals with this and, if agreed, would allow the Directors to authorise situations where conflicts of interest might arise, provided that proper consideration is given, and the authority is justifiable. The Articles attached at Appendix B also reflect this revision.

Change of Name

12. The Councils recommended that the name of the Company be changed to Enterprise Cheshire & Warrington, to reflect its move into local authority ownership and that the local enterprise partnership, as an entity, no longer exists. The resolution to change the name is set out at Appendix B (resolution no.4). The change of name will not be effective until filed at Companies House and a Certificate of Incorporation will be sent to the company to show its new name.

Reasons for Recommendations

13. The three Councils have all considered this matter in detail (as set out in the background papers) and set up the Joint Committee to act as the Joint Owner of the company. They also recommended to the Joint Committee that it change the name of CWLEP to ECW, and that they agree to the changes to the Articles to ensure that governance of the ECW is effective.
14. The recommendations in this report give effect to the decisions of the Councils. The additional resolution to authorise Directors to resolve any conflicts of interests will aid the good governance of the company model.

Other Options Considered

15. No other options have been considered, as this report gives effect to the decisions of the three Councils.

Implications and Comments

Monitoring Officer/Legal

16. The legal implications are contained within this report.

Section 151 Officer/Finance

17. There are no direct financial implications as a result of this report.

Policy

18. The policy implications for each Council were set out in the background reports listed below.

Equality, Diversity and Inclusion

19. There are no implications.

Human Resources

20. There are no implications.

Risk Management

21. The risk of increasing the share in the CWLEP was considered by each local authority as part of its decision making, as set out in the background reports.

Rural Communities

22. There are no implications.

Children and Young People including Cared for Children, care leavers and Children with special educational needs and disabilities (SEND)

23. There are no implications.

Public Health

24. There are no implications.

Climate Change

25. There are no implications.

Access to Information	
Contact Officer:	Deborah Upton, Cheshire East Council Deborah.upton@cheshireeast.gov.uk
Appendices:	A. Consent form - class of members B. Ordinary & Special Resolutions & Articles of Association C. Direction in respect of Directors
Background Papers:	Cheshire East Council report dated 28 February 2024 Warrington Borough Council Cabinet report dated 12 February 2024 Cheshire West & Chester Council report dated 7 February 2024

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 do 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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Legal

- 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

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PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTIONS

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**CHESHIRE & WARRINGTON LOCAL ENTERPRISE
PARTNERSHIP**

(Registered in England and Wales - No. 04453576)

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- 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.

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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:

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Company No. 04453576

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

ENTERPRISE CHESHIRE AND WARRINGTON

(Passed on _____ 2024)

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- 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

EXECUTION VERSION

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ENTERPRISE CHESHIRE AND WARRINGTON

Company No. 04453576

ARTICLES OF ASSOCIATION

Adopted by Special Resolution of the Company dated _____ 2024

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Company Number: 04453576

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

ENTERPRISE CHESHIRE AND WARRINGTON

(Adopted by Special Resolution passed on _____ 2024)

Part 1

Interpretation and Limitation of Liability and Objects

1. Definitions and interpretation

1.1 In this Articles, unless the context requires otherwise means:

"Articles"	the Company's Articles of Association for the time being in force;
"Bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
"Board"	the board of directors of the Company appointed in accordance with Article 4;
"Business Day"	any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;
"Business Plan"	the business plan of the Company from time to time;
"CA 2006"	the Companies Act 2006;
"Chair"	the individual appointed in accordance with Article 22;
"chair of the meeting"	has the meaning given to that term in Article 30;
"clear days"	(in relation to a period of notice) that period excluding the day on which the notice is given or deemed to be given and the day for which it is given or on which it takes effect;
"Companies Acts"	the Companies Acts (as defined in section 2 of CA 2006), in so far as they apply to the Company;
"Conflict"	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"	a director of the Company;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form"	has the meaning given in section 1168 of the CA 2006;
"ECW Director"	has the meaning given to that term in Article 4.1.2;
"Eligible Director"	a director who would be entitled to vote on the matter at a meeting of the Board (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 that particular matter);
"Joint Committee"	a joint committee established by the Local Authorities pursuant to Part VI of the Local Government Act 1972;
"Local Authority"	Cheshire East Council, Warrington Borough Council and Cheshire West and Chester Council (while such local authorities are admitted as members of the Company) and such other local authority as may from time to time be admitted to membership by the Board;
"Local Authority Area"	the aggregate of the administrative areas of each Local Authority;
"Local Authority Consent" or "Local Authority Direction"	the giving of a consent or direction by the Local Authorities either: i) by notice in writing signed by or on behalf of all of the Local Authorities, or ii) in accordance with Article 1.9;
"Local Authority Director"	has the meaning given to that term in Article 4.1.1;
"member"	has the meaning given in section 112 of the CA 2006;
"Model Articles"	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;
"ordinary resolution"	has the meaning given in section 282 of the CA 2006;
"participate"	in relation to a directors' meeting, has the meaning given in Article 13;
"proxy notice"	has the meaning given to that term in Article 36;
"relevant loss"	has the meaning given to that term in Article 42;
"relevant officer"	has the meaning given to that term in Article 42;
"Secretary"	the person (if any) appointed in accordance with Article 23;
"special resolution"	has the meaning given in section 283 of the CA 2006;
"subsidiary"	has the meaning given in section 1159 of the CA 2006; and
"writing"	the representation or reproduction of words, symbols or other information in a visible form by any method or

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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 CA 2006 as at the date of adoption of these Articles 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, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - 1.5.1 any subordinate legislation from time to time made under it; and
 - 1.5.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7 A reference to "**persons**" in these Articles includes individuals, societies (whether incorporated or not), firms (or all the partners therein), companies (whether limited or unlimited and whether or not incorporated under the CA 2006) and local authorities.
- 1.8 The Model Articles shall not apply to the Company.
- 1.9 Where the Local Authorities have established a Joint Committee in relation to the affairs of the Company, a Local Authority Consent or Local Authority Direction may also be validly given by the delivery to the Company of the minutes of a duly convened meeting of the Joint Meeting, signed by the chair of the Joint Committee, at which: i) the matter giving rise to the requirement to obtain Local Authority Consent or ii) the decision to direct the Company by way of a Local Authority Direction, was considered and approved by the Local Authorities.

2. **Liability of members**

The liability of each member is limited to £1.00, being the amount that each member undertakes to contribute to the assets of the Company in the event of it being wound up while that person is a member or within one year after that person ceases to be a member, for:

- 2.1.1 payment of the Company's debts and liabilities contracted before that person ceases to be a member;
- 2.1.2 payment of the costs, charges and expenses of winding up; and
- 2.1.3 adjustment of the rights of the contributories among themselves.

3. **Objects of the Company**

The objects for which the Company is established are the promotion and furtherance of:

- 3.1.1 the economic, cultural and social well-being of,

EXECUTION VERSION

3.1.2 investment and growth in, and

3.1.3 economic development and regeneration and employment in, the Local Authority Area,

and for that purpose the Company shall have the powers set out in Article 45 to be exercised in furtherance of and incidental to these objects.

Part 2 Directors

4. The Board

4.1 The Board shall be composed as follows:

4.1.1 each Local Authority shall be entitled to appoint one director of the Company in accordance with Article 4.3 (each being a “**Local Authority Director**”); and

4.1.2 the Local Authorities shall be entitled to collectively appoint further directors of the Company in accordance with Article 4.4 (each being an “**ECW Director**”),

in each case, subject to the appointee consenting to act as a director of the Company and being permitted by law to do so.

4.2 Each Local Authority shall be entitled to dismiss or remove the Local Authority Director appointed by it, and to appoint any other person to take the place of the Local Authority Director so removed, in accordance with Article 4.3. If any Local Authority Director shall die or be removed from or vacate office for any cause, the Local Authority who appointed such Local Authority Director shall appoint in the relevant director's place another person to be a Local Authority Director as soon as reasonably practicable.

4.3 Any appointment or removal of a Local Authority Director pursuant to Article 4.1.1 or 4.2 shall be in writing and signed by or on behalf of the relevant Local Authority and served on each of the other Local Authorities and the Company at its registered office (or delivered to a duly constituted meeting of the Board) and on the director, in the case of the director's removal. Any such appointment or removal shall take effect when received by the Company or at such later time as shall be specified in such notice.

4.4 Any appointments of ECW Directors shall be made by:

4.4.1 Local Authority Direction served on the Company at its registered office (or delivered to a duly constituted meeting of the Board); or

4.4.2 an ordinary resolution of the Company,

and such appointments shall take effect, in the case of a Local Authority Direction, when received by the Company or at such later time as shall be specified in such Local Authority Direction, or in the case of an ordinary resolution, when passed or at such latter time as shall be specified in such resolution.

4.5 The Local Authorities shall be entitled to dismiss or remove any ECW Director from office by Local Authority Direction served on: i) the Company at its registered office (or delivered to a duly constituted meeting of the Board) and ii) the director being removed from office. Any such removal shall take effect when received by the Company or at such later time as shall be specified in such notice.

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4.6 In addition to the means of termination of appointment of directors in Articles 4.2 or 4.5 respectively, a person ceases to be a director:

4.6.1 immediately if:

4.6.1.1 that person ceases to be a director by virtue of any provision of the CA 2006 or is prohibited from being a director by law;

4.6.1.2 a bankruptcy order is made against that person;

4.6.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

4.6.1.4 notification is received by the Company from the director that such person is resigning from office and such resignation has taken effect in accordance with its terms;

4.6.1.5 in the case of a Local Authority Director, the Local Authority who appointed such Local Authority Director ceases to be a member of the Company;

4.6.1.6 in the case of a Local Authority Director, the Local Authority Director ceases to be an employee and/or officer of the Local Authority who appointed them; or

4.6.2 on such date as the Board shall resolve if 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 three months.

5. Validity of appointments

All acts done by the Board or a committee of the Board or by any person acting as a member of the Board or any committee of the Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any member of the Board or, as the case may be, any committee of the Board or of any person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office or was qualified to be a member of the Board or such committee.

Directors' Powers and Responsibilities

6. Directors' general authority

Subject to these Articles and the applicable provisions for the time being of the Companies Acts, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

7. Members' reserve power

7.1 The members may, by Local Authority Direction, direct the Board to take, or refrain from taking, specified action.

7.2 No such Local Authority Direction invalidates anything which the Board has done before the receipt of the Local Authority Direction.

7.3 Without prejudice to the generality of Article 7.1, the Company shall not carry out any of the matters listed in Article 7.4 without Local Authority Consent.

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- 7.4 The specified matters for the purposes of Article 7.3 are:
- 7.4.1 the adoption or amendment of the Business Plan in respect of each financial year or the entry by the Company into any contract or commitment not provided for in the Business Plan under which it may incur costs in excess of £100,000 (exclusive of VAT);
 - 7.4.2 the entry into or making itself liable for any capital commitment (whether by way of purchase, lease, hire purchase or otherwise) which exceeds £100,000 (exclusive of VAT) in any financial year, except where such capital commitment is provided for in the Business Plan;
 - 7.4.3 the acquisition or disposal of any freehold or leasehold property, the variation of any interest in the same, the grant or surrender of a lease in respect of such property or taking or omitting to take any action which could prejudice the continuation of any such lease;
 - 7.4.4 the appointment or removal of any chief executive, managing director or any other executive officer of the Company;
 - 7.4.5 entering into or varying any contract of employment providing for the payment of remuneration (including pension and other benefits) in excess of a rate of £100,000 per annum or increasing the remuneration of any staff (including pension and other benefits) to a rate in excess of £100,000 per annum;
 - 7.4.6 agreeing to remunerate (by payment of fees, the provision of benefits-in-kind or otherwise) any officer of, or consultant to, the Company at a rate in excess of £100,000 per annum or increasing the remuneration of any such person to a rate in excess of £100,000 per annum;
 - 7.4.7 making or permitted to be made any material change in the terms and conditions of employment which apply to the employees of the Company generally, save where such changes are required to comply with any applicable laws and regulations;
 - 7.4.8 making any loan (otherwise than by way of deposit with a bank or other institution the normal business of which includes the acceptance of deposits or in the ordinary course of business) or granting any credit (other than in the normal course of trading) or giving any guarantee (other than in the normal course of trading) or indemnity (other than in the normal course of trading);
 - 7.4.9 making or permitting to be made any material change in the treasury policies adopted by the Company with regards to the levels of financial reserves maintained by the Company from time to time;
 - 7.4.10 the opening or closure of any bank account;
 - 7.4.11 the variation of its articles of association;
 - 7.4.12 the formation of any subsidiary or the acquisition of shares in any other company or participate in any partnership or joint venture (incorporated or not);
or
 - 7.4.13 the passing of a resolution whereby its classification or status as a limited company may be changed or any merger, amalgamation or consolidation with any other entity.

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8. Directors may delegate

- 8.1 Subject to these Articles, the Board may delegate any of their functions or powers which are conferred on them under these Articles:
- 8.1.1 to such person or committee (including, without limitation, any Joint Committee),
 - 8.1.2 by such means (including by 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 the Board thinks fit.
- 8.2 If the Board so specifies, any such delegation may authorise further delegation of the Board's functions or powers by any person to whom they are delegated.
- 8.3 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

9. Committees

- 9.1 Committees to which the Board delegates any of its 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 the Board.
- 9.2 The Board may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

Decision-making by Directors**10. Directors to take decisions collectively**

Unless expressly stated otherwise in these Articles, any decision of the Board must be either a majority decision at a meeting or a decision taken in accordance with Article 11.

11. Unanimous decisions

- 11.1 A decision of the Board is taken in accordance with this Article 11 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 may not be taken in accordance with this Article 11 if the Eligible Directors would not have formed a quorum at such a meeting.

12. Board meetings

- 12.1 Subject to Article 12.3, each Board meeting shall be held on the date and at the time and venue set at the preceding meeting.
- 12.2 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings at its discretion.

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- 12.3 The Chair or (at the request of the Chair) the Secretary may summon a meeting of the Board by giving not less than seven (7) Business Days' notice (or such lesser notice as all the directors may agree).
 - 12.4 Notice of any Board meeting must indicate:
 - 12.4.1 its proposed date and time;
 - 12.4.2 where it is to take place; and
 - 12.4.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
 - 12.5 Notice of a Board meeting must be given to each director and must be in writing.
 - 12.6 Notice of a Board meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than seven (7) days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
 - 12.7 An agenda and supporting papers for each Board meeting shall be sent to each director in writing at least five days in advance of the meeting save that, if approved by the Chair, supporting papers may be circulated less than five days prior to the relevant meeting.
13. **Participation in Board meetings**
- 13.1 Subject to these Articles, directors participate in a Board meeting, or part of a Board meeting, when:
 - 13.1.1 the meeting has been called and takes place in accordance with these Articles; and
 - 13.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
 - 13.2 In determining whether directors are participating in a Board meeting, it is irrelevant where any director is or how they communicate with each other.
 - 13.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
14. **Quorum for Board meetings**
- 14.1 The quorum for Board meetings shall be at least three directors appointed from to time of which:
 - 14.1.1 each director forming part of a quorum must be an Eligible Director; and
 - 14.1.2 two of the directors forming part of the quorum must be Local Authority Directors.
- If the above conditions are not satisfied at a Board meeting, such meeting shall not be quorate.

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- 14.2 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision to call a general meeting of the Company so as to enable the members to appoint further directors.

15. **Casting vote**

- 15.1 If the numbers of votes for and against a proposal at a Board meeting are equal, the Chair or such other director chairing the meeting has a casting vote.
- 15.2 Article 15.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with these Articles, the Chair or such other director chairing the meeting is not an Eligible Director for the purposes of that meeting (or part of that meeting).

16. **Conflicts of interest**

- 16.1 The Board may, in accordance with the requirements set out in this Article 16, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an "**Interested Director**") breaching their duty under section 175 of the CA 2006 to avoid conflicts of interest.
- 16.2 Any authorisation under this Article 16 shall be effective only if:
- 16.2.1 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 or in such other manner as the directors may determine;
 - 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.
- 16.3 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 the Interested Director's involvement in the Conflict and otherwise than through their position as a director of the Company) information that is confidential to a third party, the Interested Director 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

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- 16.3.6 permit the Interested Director to absent themselves 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 Board authorises a Conflict, the Interested Director shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the Board in relation to the Conflict.
- 16.5 The Board 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 the director derives from or in connection with a relationship involving a Conflict which has been authorised by Article 16.7 or by the Board 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 nor shall the receipt of any such remuneration or other benefit constitute a breach of that director's duty under section 176 of CA 2006.
- 16.7 A Local Authority Director, notwithstanding the director's office, may be a director or other officer of, employed by, or otherwise interested in, the Local Authority who appointed them as a director of the Company, and no authorisation under Article 16.1 shall be necessary in respect of any such interest.
- 16.8 Any Local Authority Director shall be entitled from time to time to disclose to the Local Authority who appointed them as a director such information concerning the business and affairs of the Company as such Local Authority Director shall at their discretion see fit.
- 17. Transactions or arrangements with the Company**
- 17.1 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the CA 2006, and provided the director has declared the nature and extent of their interest in accordance with the requirements of the CA 2006, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- 17.1.1 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;
- 17.1.2 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 the relevant director is interested;
- 17.1.3 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 the relevant director is interested;

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- 17.1.4 may act by themselves or their firm in a professional capacity for the Company (otherwise than as auditor) and they or their firm shall be entitled to remuneration for professional services as if they were not a director;
 - 17.1.5 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
 - 17.1.6 shall not, save as the relevant director may otherwise agree, be accountable to the Company for any benefit which they (or a person connected with them (as defined in section 252 of the CA 2006)) 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 their duty under section 176 of the CA 2006.
- 17.2 Subject to Article 17.3, if a question arises at a Board meeting or a meeting of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of that meeting whose ruling in relation to any director other than the chair is to be final and conclusive.
- 17.3 If any question as to the right to participate in the Board meeting or a meeting of a committee of directors (or part of the meeting in each case) should arise in respect of the chair of that meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
18. **Records of decisions to be kept**
- 18.1 The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.
 - 18.2 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.
19. **Directors' discretion to make further rules**
- Subject to these Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.
20. **Directors' remuneration**
- 20.1 Directors may undertake any services for the Company that the Board (or any committee duly authorised by the Board in accordance with Article 9) decides.
 - 20.2 Directors are entitled to such remuneration as the Board (or any committee duly authorised by the Board in accordance with Article 9) determines with Local Authority Consent:
 - 20.2.1 for their services to the Company as directors (other than Local Authority Directors, who shall not be entitled to any remuneration for their services to the Company as directors); and

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20.2.2 for any other service which they undertake for the Company.

20.3 Subject to these Articles, a director's remuneration may:

20.3.1 take any form; and

20.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

20.4 Unless the Board decides otherwise, directors' remuneration accrues from day to day.

20.5 Unless the Board decides otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

21. Officers' expenses

The Company may pay any reasonable expenses which the directors and the Secretary (if any) properly incur in connection with their attendance at:

21.1.1 meetings of directors or committees of directors;

21.1.2 general meetings; or

21.1.3 separate meetings of any class of members or the holders of debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

22. Chairing directors' meetings

22.1 The Board shall elect a Chair from amongst the directors. Each Chair shall be appointed to a term of office as Chair of two years, although that term may be renewed or extended as the Board thinks fit. Such appointment may be terminated by the Board at any time and shall be terminated automatically if that person ceases to be a director.

22.2 If the Chair is not present at a Board meeting within 15 minutes after the time appointed for holding the meeting, the participating directors must appoint one of themselves to chair the meeting.

23. Secretary

The Board (or any committee duly authorised by the Board in accordance with Article 9) may, with Local Authority Consent, appoint any person who is willing to act as the secretary of the Company for such term, at such remuneration, and upon such conditions as it may think fit. The Board may, with Local Authority Consent, and from time to time remove such person and, if the Board (or any committee duly authorised by the Board in accordance with Article 9) so decides, appoint a replacement with Local Authority Consent.

Part 3
Membership

24. Members

- 24.1 Subject to the provisions of these Articles, the members of the Company shall be the Local Authorities.
- 24.2 The Company shall keep a register of members pursuant to section 113 of CA 2006 and shall enter in such register the members' respective names and addresses and their class of membership.
- 24.3 No person shall become a member of the Company unless:
 - 24.3.1 that person has completed an application for membership in such form as the Board may from time to time prescribe containing an agreement by the applicant to be bound by the provisions of these Articles and such other requirements as the Board may from time to time determine, and
 - 24.3.2 the Local Authorities have approved the application by Local Authority Consent.

25. Termination of membership

- 25.1 Any member of the Company shall cease to be a member:
 - 25.1.1 if the member shall resign by giving twelve (12) months' notice to the Board in writing (or such lesser period of notice as the Board may agree with Local Authority Consent), unless the resignation would cause there to be fewer than one member; or
 - 25.1.2 if the member ceases to exist.
- 25.2 Membership is not transferable.

Organisation of general meetings

26. General meetings

The Board may, whenever it thinks fit, convene a general meeting, and general meetings shall also be convened on requisition by the members as provided by sections 303 to 305 of the CA 2006.

27. Notice of general meetings

- 27.1 A general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice in writing, and a general meeting for the passing of an ordinary resolution shall be called by at least 14 clear days' notice in writing. The notice shall specify the place, the day and the hour of the meeting and the general nature of the business to be transacted and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in a general meeting to such persons as are, under these Articles, entitled to receive such notices from the Company.
- 27.2 A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 27.1 be deemed to have been duly called if it is so agreed by all members having a right to attend and vote at the meeting.

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- 27.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to received notice shall not invalidate the proceedings at that meeting.

28. **Attendance and speaking at general meetings**

- 28.1 A person 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 person is able to exercise the right to vote at a general meeting when:
- 28.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 28.2.2 that person's 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 other persons attending the meeting.
- 28.3 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

29. **Quorum for general meetings**

- 29.1 No business other than the appointment of a chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 29.2 At least 50% of members of the Company present in person or by a proxy and entitled to vote upon the business to be transaction shall be a quorum.

30. **Chairing general meetings**

- 30.1 If the Board has appointed a Chair, the Chair shall chair general meetings if present and willing to do so.
- 30.2 If the Board has not appointed a Chair, or if the Chair is unwilling to chair the general meeting or is not present within 10 minutes of the time at which a general meeting was due to start:
- 30.2.1 the directors present, or
- 30.2.2 (if no directors are present), the meeting,
- must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- 30.3 The person chairing a general meeting in accordance with this Article 30 is referred to as "**the chair of the 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 meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

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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 general meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- 32.2 The chair of the 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 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 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 seven (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 If a meeting is adjourned pursuant to this Article 32 by reason of a quorum not being present and a quorum is not present at the adjourned meeting within half an hour from the time appointed for the meeting, the members present shall be a quorum.

Voting at general meetings

33. **Voting: General**

- 33.1 Each member shall have the right to cast the number of votes at general meetings referred to in this Article 33 or to appoint a representative to vote at general meetings.
- 33.2 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 Article 35.
- 33.3 Subject to the CA 2006, on a show of hands and on a poll every member who is present in person or by proxy shall have one vote.
- 33.4 In the case of equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second or casting vote.

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34. **Errors and disputes**

34.1 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.

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

35. **Poll votes**

35.1 A poll on a resolution may be demanded:

35.1.1 in advance of the general meeting where it is to be put to the vote; or

35.1.2 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.

35.2 A poll may be demanded by:

35.2.1 the chair of the meeting;

35.2.2 the Board; or

35.2.3 two or more persons having the right to vote on the resolution.

35.3 A demand for a poll may be withdrawn if:

35.3.1 the poll has not yet been taken; and

35.3.2 the chair of the meeting consents to the withdrawal.

A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.

35.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

36. **Content of proxy notices**

36.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:

36.1.1 states the name and address of the member appointing the proxy;

36.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

36.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board may determine; and

36.1.4 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 and received by the Company:

36.1.4.1 subject to Articles 36.1.4.2 and 36.1.4.3 in the case of a general meeting or adjourned meeting, not less than 48 hours before the time at which the right to vote is to be exercised;

36.1.4.2 in the case of a poll taken more than 48 hours after it is demanded, after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

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36.1.4.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, at the time at which the poll was demanded or 24 hours before the time appointed for the taking of the poll, whichever is the later,

and a proxy notice which is not delivered in such manner shall be invalid.

36.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

36.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

36.4 Unless a proxy notice indicates otherwise, it must be treated as:

36.4.1 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

36.4.2 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.

36.5 The Company is under no obligation to check whether proxies or, where a member is not an individual, such member's appointed representative are voting in accordance with their instructions and a vote is not invalidated should such instructions not be followed.

37. **Delivery of proxy notices**

37.1 Any notice of a general meeting must specify the address at which the Company or its agents will receive a proxy notice relating to that meeting, or any adjournment of it, delivered in hard copy or electronic form.

37.2 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 to the address referred to in Article 37.1.

37.3 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.

37.4 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.

37.5 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 appointors behalf such evidence having been approved by the Board.

38. **Amendments to resolutions**

38.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

38.1.1 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 of the meeting may determine); and

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- 38.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 38.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - 38.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 38.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 38.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair of the meeting's error does not invalidate the vote on that resolution.

Part 4
Administrative arrangements

39. Means of communication to be used

- 39.1 Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the CA 2006 provides for documents or information which are authorised or required by any provision of the CA 2006 to be sent or supplied by or to the Company.
- 39.2 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
 - 39.2.1 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);
 - 39.2.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - 39.2.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
 - 39.2.4 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.

- 39.3 Subject to these Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

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39.4 A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

40. **No right to inspect accounts and other records**

Except as provided by law or authorised by the Board or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member

41. **Provision for employees on cessation of business**

The Board may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary

42. **Directors' indemnity and insurance**

42.1 Subject to Article 42.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

42.1.1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by that person as a relevant officer;

42.1.1.1 in the actual or purported execution and/or discharge of the relevant officer's duties, or in relation to them; and

42.1.1.2 in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the CA 2006),

including (in each case) any liability incurred by the relevant officer in defending any civil or criminal proceedings, in which judgment is given in the relevant officer's favour or in which the relevant officer is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on the relevant officer's part or in connection with any application in which the court grants them, in their 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

42.1.2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by the relevant officer in connection with any proceedings or application referred to in Article 42.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

42.2 This Article 42 does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law and any such indemnity is limited accordingly.

42.3 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.

42.4 In this Article 42:

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- 42.4.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- 42.4.2 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
- 42.4.3 a "**relevant officer**" means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the CA 2006), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not that person is also a director or other officer), to the extent the person acts in their capacity as auditor).

Part 5
General

43. Not for distribution

- 43.1 The income and property of the Company shall be applied solely in promoting the objects of the Company as set out in Article 3.
- 43.2 No dividends or bonus may be paid or capital otherwise returned to the members provided that nothing in these Articles shall prevent any payment in good faith of:
 - 43.2.1 reasonable and proper remuneration of any member, officer or servant of the Company for services rendered to the Company;
 - 43.2.2 reasonable out-of-pocket expenses properly incurred by an officer of the Company; or
 - 43.2.3 any premium in respect of indemnity insurance to cover the liability of a relevant officer in accordance with Article 42.3.

44. Winding up

On a winding-up or dissolution of the Company any assets or property that remains available to be distributed or paid to the members shall not be paid or distributed to such members but shall be transferred to another body.

- 44.1.1 with objects similar to those of the Company; and
- 44.1.2 which shall prohibit the distribution of its or their income to its or their members, such body to be determined by the members at or before the time of winding-up or dissolution.

45. Powers

- 45.1 to promote the association or partnership of governmental agencies and local authorities, voluntary organisations, trade unions, employers, the professions and the inhabitants of the Local Authority Area in a common effort to advance and create and provide facilities for employment;

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- 45.2 to assist, promote and encourage existing and new industry and commerce to develop in the Local Authority Area and to encourage and promote the creation of employment opportunities within the Local Authority Area for the benefit of such area and its inhabitants;
- 45.3 to investigate the needs of industry and commerce and to advertise and promote the benefits of the Local Authority Area as a location for the expansion and creation of industry and commerce;
- 45.4 to promote the interests of commerce and industry in the Local Authority Area in all circles of local and central government and administration in the United Kingdom, the European Economic Community and elsewhere in all quasi-governmental bodies and agencies in such places;
- 45.5 to enter into partnership or into any arrangement for joint, shared or mutual promotion, investment or development, union of interest, reciprocal concession or co-operation with any person, partnership or corporate body carrying on, engaged in, or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to further the objects of the Company or any of them and to take or otherwise acquire and hold shares or stock in or securities of, and to make grants to or otherwise assist any person, partnership or corporate body and to sell, hold, re-issue, with or without guarantee, or otherwise deal with such shares, stock or securities;
- 45.6 to provide or procure expert advice and consultancy services to enable or assist any individual, corporate body, firm, undertaking, partnership, cooperative or other group to establish a new business or enterprise or to expand an existing business or enterprise within the Local Authority Area and to make such available on a commercial, gratuitous or subsidised basis as maybe considered appropriate;
- 45.7 to direct prospective businesses and enterprises to existing resources within the Local Authority Area for the provision of buildings, land, materials, plant and finance and for that purpose:
 - 45.7.1 to interest executives and advisers of national and international corporations in the business opportunities available in the Local Authority Area, project the professional, commercial and industrial facilities, and the social, recreational and cultural amenities of the Local Authority Area, and generally promote the Local Authority Area in a manner conducive to attracting long term capital investment, so as to enhance the economic and employment prospects of the Local Authority Area; and
 - 45.7.2 to provide and disseminate both nationally and internationally information relating to business opportunities in the Local Authority Area by the distribution on a non-profit making basis of literature, videos and other promotional material and by the holding of seminars and generally to publicise the benefits of starting or expanding a business in the Local Authority Area and to publish guidance on matters of general application on the establishment and operation of business enterprises in the Local Authority Area with a view to informing and educating the public generally on the establishment and operation of businesses in the Local Authority Area;
- 45.8 to promote, encourage, sponsor, make grants or loans to, organise or assist any individual, corporate body, firm, undertaking, partnership, co-operative or other group to examine the feasibility of or to undertake on an experimental basis any enterprise or

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- project which, if successful, seems likely to provide employment opportunities for the inhabitants of the Local Authority Area;
- 45.9 to promote, maintain and advance the visitor economy and the leisure industries in the Local Authority Area;
 - 45.10 to develop, provide, organise or manage facilities for tourist, trade or other visitors to the Local Authority Area, and to make known and advertise the facilities and advantages of the Local Authority Area;
 - 45.11 to promote or encourage industrial and commercial activity or enterprise in the Local Authority Area having as an objective the provision of goods or services or the creation of employment opportunity and in particular to encourage the formation and development of small businesses engaged in or connected with the visitor economy or the leisure industries;
 - 45.12 to sponsor, arrange, organise, manage and support conferences, exhibitions and fairs and cultural, sporting and leisure events and activities of all kinds;
 - 45.13 to provide Growth Hub provision and a convening point for broader business support provision in the Local Authority Area;
 - 45.14 to establish and convene a Business Representative Board to provide the view of local businesses as part of regional decision making and work with local leaders to create a broad economic strategy for the Local Authority Area;
 - 45.15 to work with educational establishments to ensure that they are aware of the skills required by businesses in the Local Authority Area;
 - 45.16 to work to encourage the development of entrepreneurial skills in the Local Authority Area;
 - 45.17 to review and comment on integrated action plans for housing and transport and to work with statutory agencies and others to revise and implement them;
 - 45.18 to co-operate with local authorities and organisations which share common interests, including those outside the Local Authority Area;
 - 45.19 to maintain offices for answering inquiries and disseminating information and to print, publish, sell, circulate and distribute gratuitously or otherwise handbooks, leaflets, guide books and publications of all sorts calculated to be useful to visitors to the Local Authority Area or to promote directly or indirectly any of the Company's objects;
 - 45.20 to advertise the Company's objects and activities in any manner that may seem expedient;
 - 45.21 to manufacture or purchase and to deal in and sell or otherwise dispose of (whether gratuitously or otherwise) souvenirs, articles and goods of all descriptions;
 - 45.22 to employ, sponsor, contract with or otherwise engage such persons and upon such terms as may seem expedient and to carry on business as an employment agency;
 - 45.23 to sponsor research on the economic, social and business needs of the Local Authority Area and the best methods of meeting those needs;
 - 45.24 to sponsor on a non-profit making basis trade stands and trade missions for the purpose of publicising the Local Authority Area on a national and worldwide basis;

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- 45.25 to solicit, raise, obtain, collect, accept or receive monies funds and property by way of contributions, donations, subscriptions, legacies, grants or any other lawful method and in particular (but without prejudice to the generality of the foregoing) power to solicit, raise, obtain, collect or receive such money and funds by promoting or organising the voluntary deduction of sums of money from the wages or salaries of individuals and the covenanting of the sums so deducted to the Company;
- 45.26 to promote, support, encourage or organise co-operation in the achievement of the Company's objects and to that end to bring together both individuals and representatives or organisations (whether corporate or unincorporate) engaged in such objects;
- 45.27 to procure to be written and to print, publish, issue and circulate gratuitously or otherwise any reports, periodicals, books, pamphlets, leaflets or other documents and otherwise to procure and provide information in such manner and for such purposes as the Company may think desirable for the attainment of its objects;
- 45.28 to promote, encourage or undertake experimental work or research;
- 45.29 to promote, support, encourage or assist in the establishment of or acquire or undertake all or any part of the assets, liabilities and engagements of any charitable body or bodies;
- 45.30 to become affiliated to and to participate in the activities of any charitable body or bodies;
- 45.31 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property which may be deemed convenient for any purpose of the Company;
- 45.32 to construct, maintain, alter, endow, furnish or fit out with any necessary furniture, fitting and equipment and otherwise manage such houses, buildings and other premises as may from time to time be necessary and convenient for the purposes of the Company;
- 45.33 to borrow and raise money for any of the above objects or for the purpose of exercising any of the above powers in such manner as the Company shall think fit;
- 45.34 to sell and dispose of, lease and accept surrenders of leases and manage any estate in land (whether freehold or leasehold) and any type of personal property held on behalf of the Company and not required to be used or occupied for the purposes of the Company;
- 45.35 to invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
- 45.36 to lend money, to give grants, to guarantee or otherwise render financial assistance by any means whatsoever (including the acquisition of shares and/or debentures), to any business or prospective business or charitable body with or without taking security or remuneration for any monies so lent or assistance rendered;
- 45.37 to accept or receive monies or property from any charitable body or bodies (upon such terms as are thought fit with regard to the expenses of the Company) for investment by the Company on behalf of such body or bodies and for that purpose to mix such money or property with that of the Company;
- 45.38 to accept or receive money or property (whether subject to any special trust or not) for any one or more of the objects of the Company and in connection with the investment of the same to mix such money or property with that of the Company;

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- 45.39 to act as agent in the distribution to any charitable body or bodies of money and property;
- 45.40 to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company;
- 45.41 to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the bodies with which the Company is authorised to amalgamate;
- 45.42 to apply for promote and obtain any statute order regulation or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company and to oppose any bills proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;
- 45.43 to pay or provide superannuation or other welfare benefits for any servant of the Company, their families and other dependants and for that purpose to establish or participate in any fund scheme or arrangement providing such benefits;
- 45.44 to give such indemnities as may be required for the carrying out of the objects of the Company;
- 45.45 to purchase and maintain for any member of the governing body, auditor, secretary or other officer of the Company insurance against any such liability as is referred to in section 232 of the CA 2006, subject to the provisions of the CA 2006; and
- 45.46 to do all such things as are conducive or incidental to the attainment of the Company's objects or any of them,

provided that:

- (i) in case the Company shall take or hold property subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
- (ii) the Company shall not support with its funds any object nor endeavour to impose on nor procure to be observed by its members any regulation restrictions or conditions which if any object of the Company would make it a trade union;
- (iii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and
- (iv) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Business and Trade (or in each case any successor body), the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law.

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LOCAL AUTHORITY DIRECTION

in respect of matters related to Cheshire & Warrington Local
Enterprise Partnership (company number: 04453576)
(the "**Company**")

Dated _____ 2024

We refer to the articles of association of the Company, as adopted on the date of this notice ("**Articles**"). Words and phrases used in this notice have the same meaning as in the Articles.

We, the undersigned, being all of the Local Authorities for the purposes of the Articles, hereby resolve as follows:

- 1 In accordance with articles 4.1.1 and 4.3 of the Articles:
 - (a) Cheshire East Council appoints Charles Jarvis as a Local Authority Director of the Company;
 - (b) Warrington Borough Council appoints Eleanor Blackburn as a Local Authority Director of the Company;
 - (c) Cheshire West and Chester Council appoints Gemma Davies as a Local Authority Director of the Company; and
- 2 In accordance with article 4.4 of the Articles, the Local Authorities appoint Philip Cox as a Co-opted Director of the Company,

the appointment specified in paragraph 2 being a matter requiring Local Authority Direction.

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:



OPEN

Cheshire and Warrington Joint Committee

08 April 2024

**Enterprise Cheshire and Warrington
(ECW) / Marketing Cheshire
Draft Business Plan 2024-25**

Report of: Philip Cox, Chief Executive ECW

Report Reference No: CWJC/02/2023-24

Ward(s) Affected: All

Significant/Key Decision?	Yes/No	Definition (to be deleted once completed)
Cheshire West and Chester	No	Constitution Page 115.
Warrington	No	Constitution page 41
Cheshire East	No	Constitution Page 78

Purpose of Report

- 1 This report presents the draft business plan for ECW and Marketing Cheshire for 2024-25. This plan was approved by the Local Authorities as part of the agreements reached in February for ECW to move into Local Authority control. The report recommends that the Committee formally endorse the plan so that ECW can begin to carry out its work on the understanding that an updated, more detailed delivery plan will be presented to the committee at its next meeting. The updated version will confirm budget allocations and be discussed in advance with Growth Directors.

- 2 The proposed functions and activities are in accordance with shared economic vision for Cheshire and Warrington as "the healthiest, most sustainable, inclusive and growing economy in the UK". This vision is aligned with the initial findings of the Cheshire and Warrington Sustainable and Inclusive Growth Commission, which was led by elected representatives from each local authority in the sub-region.

Executive Summary

- 3 This report sets out that a draft business plan for ECW and Marketing Cheshire 2024-25 has been prepared which will provide a framework for objectives and activities during the year. The plan is attached in Appendix 1.
- 4 The draft plan was presented to the Local Authorities in February when they agreed for ECW to move under Local Authority control. Compared with the version presented in February, one small adjustment to projected expenditure has been made, so that the financial plan is for a surplus of £10k, instead of a deficit of £80k.
- 5 A more detailed and, if necessary updated, version of the plan will be presented to the Joint Committee at a future meeting, expected to be in June.

RECOMMENDATIONS

The Joint Committee is recommended to:

1. Formally endorse the draft plan as a guiding document to the activities and objectives for ECW and Marketing Cheshire to be delivered during 2024-25, and to delegate to the board of ECW and MC the authority to deliver the activities described within the plan.
2. Note that ECW and Marketing Cheshire will present a more detailed delivery plan and objectives for 2024-25 at a future meeting of the Joint Committee and progress reports throughout the year.
3. Note that ECW and MC together will operate to a balanced financial position for the year 2024-25.
4. Approve that ECW can, as required by the Department for Education submit bids for additional grant funding in relation to the delivery of the Skills Bootcamps programme, provided that this is agreed by the Accountable Body acting by its S151 officer.

Background

- 6 Prior to becoming a local authority-controlled company, it was a requirement by DLUHC that LEPs prepared annually, in consultation with local authority colleagues, a delivery plan and budget which was approved the company board. Progress against the plan and budget was then monitored throughout the year. Under the new arrangements approval of the plan and budget rests with the Joint Committee.
- 7 The draft business plan for 2024-25 has been prepared on the basis that ECW and Marketing Cheshire shall continue to perform all the activities previously carried out and that funding for those activities, except for the Skills Bootcamps programme for 2024-25, will be of a similar level to that received in 2023-24. At this stage of the financial cycle, ECW and MC still await confirmation of funding from some Government departments.
- 8 The financial budget has been prepared based on what is known and by making reasonable assumptions regarding both income and expenditure. The budget comprises quite a wide range of funding sources including grants from central and local government, specific project and programme grants, retained business rates, and in Marketing Cheshire, commercial activities. The estimated budget out turn in 2024-25 for both organisations combined is balanced.
- 9 Included within the budget is the Department for Education (DfE) confirmed allocation to ECW for the Skills Bootcamp programme in 2024-25. The allocation of £2.5M represents a significant increase compared to the allocation of £1.2M in 2023-24. The increased funding will fund a larger programme in Cheshire and Warrington and support over 600 learners to develop skills that are in short supply. In addition, the DfE has already indicated that invitations to bid for additional resources, possibly £1M to £1.5M, may be issued early in the 2024-25 financial year.

Consultation and Engagement

- 10 Preparation of the draft business plan has been completed by officers of ECW and MC engaging with various stakeholders including council members, council officers, board members representing business and the visitor economy, schools, colleges and places of further education and the third sector. The plan remains a living document, and delivery of the activities contained within it will entail further consultation and engagement with a wide range of stakeholders. The plan therefore reflects as far as is possible within the limitations of ECW and Marketing Cheshire resources, the priorities of those stakeholders.

Reasons for Recommendations

- 11 ECW and Marketing Cheshire seek to operate and deliver a set of sub-regional functions, activities and objectives supported and approved by

the local authorities. The draft business plan provides a framework for that delivery and a tool against which to monitor progress.

- 12 In meetings between ECW and the Department for Education, DfE has already indicated that additional funding for the Skills Bootcamps programmes is likely to be available to be bid for during April or May 2024. Usually deadlines are on short timescales and a bid may need to be submitted before the next Joint Committee meeting.

Other Options Considered

- 13 No other options have been considered because the draft plan was previously included in the proposals regarding the transfer of ECW to local authority control and approved by the local authorities.
- 14 Should the joint Committee resolve not to approve the draft business plan:

Option	Impact	Risk
Do nothing	ECW and MC would lack clear direction until an updated and revised version of the plan is approved.	Less efficient use of resources and a delay to the delivery of at least some of the activities.

Implications and Comments

Monitoring Officer/Legal

- 15 There are no legal implications as a result of this report.

Section 151 Officer/Finance

16. There are no direct financial implications at this stage as the Accountable Body will consider each grant application before submission.

Policy

- 16 In its entirety the business plan supports the local authority policy framework and corporate priorities. The activities set out in the plan promote the sub-regional economy with a focus on sustainability, inclusion, health and economic growth.

Equality, Diversity and Inclusion

- 17 Equality, Diversity and Inclusion factors are considered as each activity or element of the business plan is developed and performed.

Human Resources

- 18 The combined workforce of ECW and Marketing Cheshire is approximately 40 employees (35 FTE).

Risk Management

- 19 Achieving the delivery plan is dependent on sufficient financial resources and appropriately knowledgeable officers being available to perform the activities. Key risks are therefore linked to funding and staff recruitment and / or retention.

Rural Communities

- 20 The economy in rural areas is a key consideration for the development of any policies or proposals relating to sustainable and inclusive economic growth in Cheshire and Warrington. Rural stakeholders are consulted when appropriate.

Children and Young People including Cared for Children, care leavers and Children with special educational needs and disabilities (SEND)

- 21 None

Public Health

- 22 None

Climate Change

- 23 Within the plan are several projects directly or indirectly relating to industrial decarbonisation, development of skills required by sectors engaged in improving energy efficiency and the promotion of active travel.

Access to Information	
Contact Officer:	Philip Cox, ECW Chief Executive philip.cox@cheshireandwarrington.com
Appendices:	Appendix 1 – Draft Business Plan for ECW and Marketing Cheshire 2024-25
Background Papers:	An earlier version of this draft business plan for 2024-25 was included with the papers presented to the councils in February relating to the Local Authorities taking control of ECW.

DRAFT BUSINESS PLAN FOR ENTERPRISE CHESHIRE AND WARRINGTON

2024/25

Draft as at 13th March 2024: NB: Name subject Member approval. Also note that around half on Enterprise Cheshire and Warrington's (ECW) income derives from Government funded programmes. The LEP/ECW is not usually informed of the funding that will be provided for those programmes until close to the start of the financial year to which they apply. Where this is the case

funding and targets for 2024/5 have been set at 2023/4 levels.

ENTERPRISE CHESHIRE AND WARRINGTON: ROLE

- Reporting to the Cheshire and Warrington local authorities the role of Enterprise Cheshire and Warrington (ECW) is to support Cheshire and Warrington's elected leaders to make C&W the healthiest, most sustainable inclusive and growing place in the country by
 - providing strategic economic planning;
 - delivery of key government programmes; and
 - ensuring that a strong, independent business voice is reflected in the advice ECW provides to elected leaders.
- ECW is also responsible for promoting Cheshire and Warrington as a great place to visit, live, work, invest and study through Marketing Cheshire, which is an integral part of ECW and is designated by Visit England as the sub-region's Local Visitor Economy Partnership (LVEP).

ENTERPRISE CHESHIRE AND WARRINGTON: KEY OBJECTIVES 2024/5

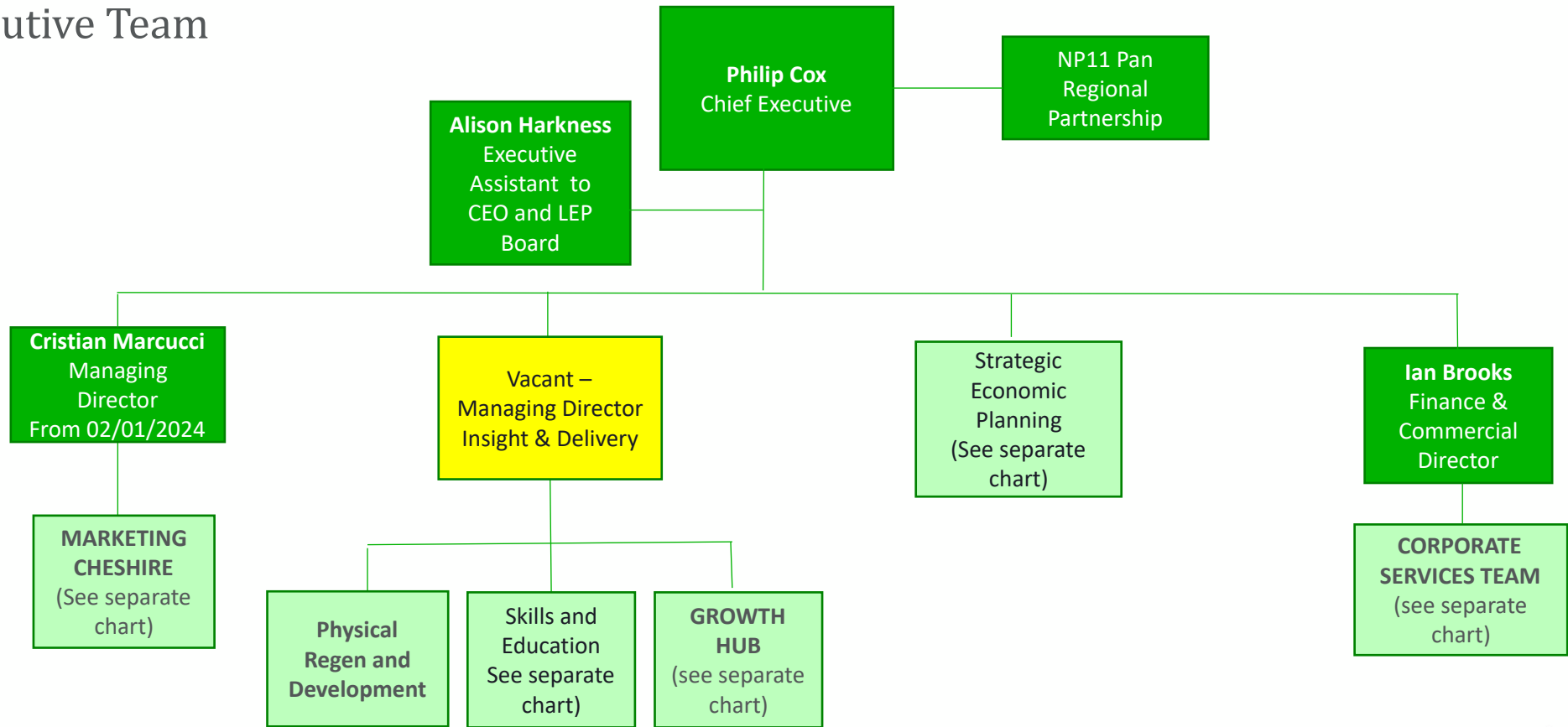
In 2024/5 ECW will:

- Produce a Sustainable and Inclusive Economic Plan (SIEP) through to 2045;
- Produce a strategic transport and a workforce and skills plan;
- Support elected members to launch a Fair Employment Charter for C&W;
- Lead the establishment of an industry body that will co-ordinate and facilitate the delivery of the £30 billion industrial cluster decarbonisation programme. The body will also lead a programme of community engagement and communication about the programme;
- Support the LAs and elected leaders to deliver their vision for C&W, including through the development of plans for future devolution to C&W;
- Deliver 640 Skills Bootcamp training places for shortage occupations;
- Working closely with Youth Fed, support all secondary schools in C&W to work with employers to help every young person find their best next step;
- As part of the Growth Hub network, provide all businesses across C&W with access to advice and support via a free, impartial, 'single point of contact'
- Ensure that C&W's £260 million suite of investment programmes is invested to support the delivery of leaders' key objectives for the C&W economy;
- Deliver the recommendations of Marketing Cheshire's review of visitor information services;
- Support the creation of a Tourism BID for Chester;
- As the body responsible for the funding provided by Government, lead the establishment of a Pan Regional Partnership for the North

ENTERPRISE CHESHIRE AND WARRINGTON: STRUCTURE AND ORGANISATION

- ECW will deliver its objectives through three divisions:
 - Strategic Economic Planning
 - Economic Insight and Delivery
 - Marketing Cheshire
- These teams are supported by a Finance and Corporate Services division that provides finance, HR, accommodation and business support to ECW.
- ECW has 36.5 full time equivalent staff and an operational budget of £3.6 million. It is responsible for £3.5 million pa of programme funding; manages (with partners) a suite of investment funds of £260 million; and is responsible for managing, on behalf of the sub-region, income from the Cheshire Science Corridor Enterprise Zone expected to total £60 million over its remaining lifetime.

Executive Team



ECW FIRST DRAFT BUDGET 2024/5 – 2025/6 (including Marketing Cheshire)

	2024/5	2025/6	
INCOME			
LA Grants	£ 615k	£ 375k	incl. in 2024/25 £240k from Central Government
Government Programme Grants	£ 4505k	£ 4505k	incl. Bootcamps £2.459M, NP11 £1M
Commercial Income	£ 425k	£ 425k	
Enterprise Zone	£ 2700k	£ 3800k	
Interest on balances with bank and Cheshire East	£ 600k	£ 500k	
TOTAL INCOME	£ 8845k	£ 9605k	
EXPENDITURE			
LEP and MC Running Costs	£ 3599k	£ 3599k	
EZ Loan Repayments	£ 1427k	£ 1427k	
Programme Expenditure		£ 3459k	incl. Bootcamps £2.459M, NP11 £1M
Sub-Regional Programmes	£ 350k	£ 750k	e.g. Transport Strategy, Fair Employment Charter
TOTAL EXPENDITURE	£8835k	£ 9235k	
SURPLUS / (DEFICIT)		£ 10k	£ 370k

ECW FIRST DRAFT BUDGET 2024/5 – LEP AND MARKETING CHESHIRE

	LEP	MC	TOTAL	
INCOME				
LA Grants	£ 313k	£ 282k	£ 615k	incl. £240k Central Government
Government Programme Grants	£ 4335k	£ 170k	£4505k	
Commercial Income	£ 0k	£ 425k	£ 425k	
Enterprise Zone	£ 2500k	£ 200k	£2700k	
Interest on balances with bank and Cheshire East	£ 600k	£ 0k	£ 600k	
TOTAL INCOME	£ 7768k	£ 1077k	£8845k	
EXPENDITURE				
LEP and MC Running Costs	£ 2501k	£ 1098k	£3599k	
EZ Loan Repayments	£ 1427k	£ 0k	£1427k	
Programme Expenditure		£ 3459k	£ 0k	£3459k
Sub-Regional Programmes	£ 350k	£ 0k	£ 350k	
TOTAL EXPENDITURE	£7737k	£ 1098k	£8835k	
SURPLUS / (DEFICIT)		£ 31k	(£ 21k)	£ 10k

ECW FIRST DRAFT BUDGET 2024/5 – LEP AND MC “DEPARTMENTAL” ANALYSIS

	LEP & MC GROUP SUMMARY					
	Strategic Economic Planning incl. NWNZ	Insight & Delivery incl. EZ, GH, DiT, SBC, Pledge	MC	Corporate Services incl. Fund Management	Total (ex NP11)	Total (incl.NP11)
Income / Funding						
Total Income	1,095,815	5,056,340	1,076,400	666,595	7,895,150	8,845,150
Expenditure						
Programme Development	90,000	68,000	406,500	-	564,500	1,324,500
Strategy Projects	350,000	300,000	-	-	650,000	650,000
Commissioned Activities	440,000	368,000	406,500	-	1,214,500	1,974,500
Staff and related costs	451,775	1,079,443	563,063	364,075	2,458,356	2,647,756
Operating costs	157,500	49,818	109,500	156,600	473,418	474,018
Governance and overhead	-	82,000	18,500	120,300	220,800	220,800
Total Expenses	1,049,275	1,579,261	1,097,563	640,975	4,367,074	5,317,074
Loan Instalments	-	1,427,000	-	-	1,427,000	1,427,000
Grant Payments	-	2,091,000	-	-	2,091,000	2,091,000
Financial Expenses	-	3,518,000	-	-	3,518,000	3,518,000
Surplus / (Deficit)	46,540	(40,921)	(21,163)	25,620	10,076	10,076

ECW BALANCE SHEET : 1 APRIL 2024

Long Term Assets

EZ Rights to future business rates (2024-41)	£ 60000k
Growing Places Fund	£ 10223k
Life Sciences Funds	£ 13250k

Short Term (Cash & Near Cash) Assets

EZ Fund	£ 1500k
Net Operating Assets (working capital)	£ 748k

TOTAL **£ 85721k**

Liabilities

EZ Loans (2024-41)	£ 12800k
GPF Loan (to fund LSF 2)	£ 4700k

TOTAL **£ 17500k**

NB: ECW also shares responsibility with Manchester and Lancashire for oversight and deployment of the £210 million Evergreen Suite of funds. These do not appear on ECW's balance sheet.

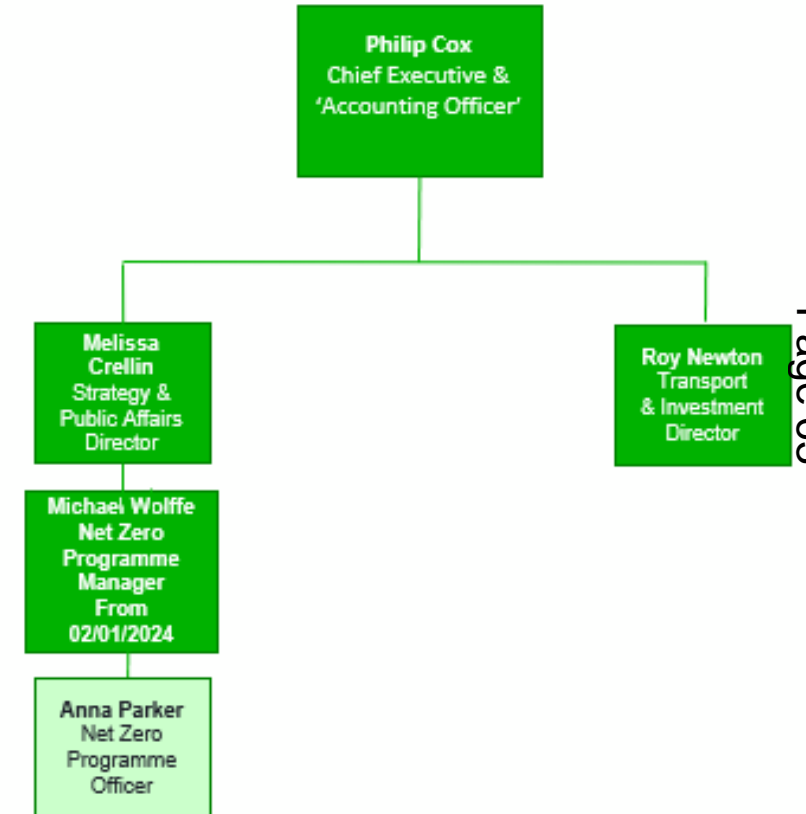


**ENTERPRISE CHESHIRE AND WARRINGTON:
DIVISIONAL BREAKDOWN**

Strategic Economic Planning

Provides sub-regional economic planning resource for C&W

- Completion and publication of C&W Sustainable and Inclusive Economic Plan (SIEP)
- Putting in place a new programme co-ordination and oversight body to ensure the delivery in C&W of world's first Net Zero industrial cluster
- Ongoing delivery of the recommendations of the Sustainable and Inclusive Growth Commission (SIGC)
- Providing support and drawing advice from the Business Advisory on strategic economic and transport issues
- Completion implementation and ongoing management of C&W's Fair Employment Charter
- Provide sub-regional input and co-ordination of C&W's response to the cancellation of HS2 and the introduction of the Network North programme
- Updating C&W's strategic transport plan to reflect the SIEP
- Ensure that the sub-region is maximising its influence with inter alia National Highways, DfT, and the rail industry;
- Advice to LAs on development of C&W's development plans

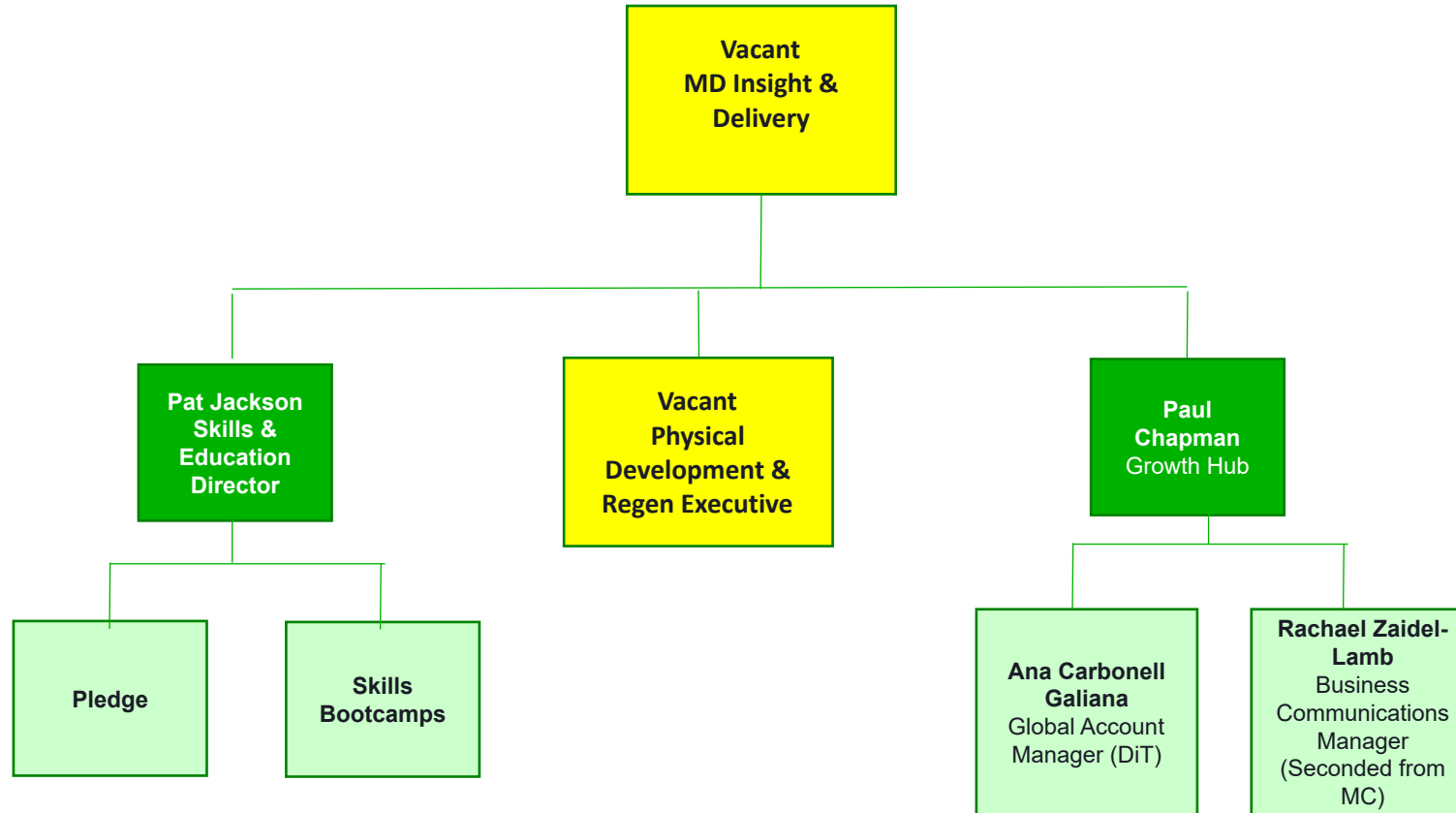


Economic Insight and Delivery

Provision of insight and intelligence about the C&W economy and the delivery of ECW's Government funded programmes

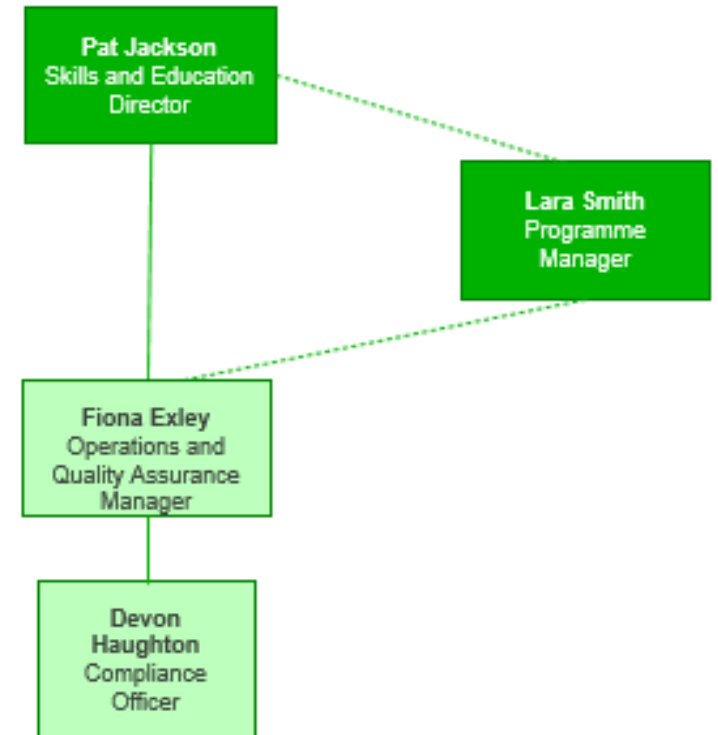
- Provide elected leaders with comprehensive timely support and advice to enable them to provide well informed direction to the land Property, Employment and Skills and Business Support programmes.
- Support the LAs and elected leaders in the development of the sub-region's devolution propositions and the sub-region's transition to more sub-regional working.
- Lead engagement with C&W's Business Advisory Board, providing support to its members to enable them to provide strong independent advice to LA leaders.
- Delivery of C&W's Careers and Skills Bootcamp programmes, delivering 640 training places in shortage occupations and supporting all 84 state funded secondary schools to achieve an average of five Gatsby benchmarks with no school achieving less than three.
- Investment and ongoing management of the EZ programme in particular retained business rate income of £60 million over the period to 2024 – 2041, using the associated £30 million loan facility to promote further development at Protos, Thornton Science Park and Alderley Park.
- In conjunction with other LA/CA and private sector partners, lead on policy and investment of C&Ws £260 million of investment funds.
- Development and promotion of C&W as a key hub for innovation through active management and promotion of Cheshire Science Corridor.
- Provision of advice and support to leaders and LAs on land and property aspects of LA and sub-regional economic development plans, potentially including the development of proposals for Investment Zones in C&W.
- Leadership and delivery of sub-region's input into UKREiiF.
- Provision of policy support for C&W's Housing Board.
- Through the C&W Growth Hub, provide direct support to SMEs and account manage foreign owned firms located in C&W.
- Develop and strengthen the sub-region's economic insight and intelligence, ensuring that plans for the development and promotion of C&W (including by Marketing Cheshire) are informed by the best available insight and intelligence, drawn from National Statistics through to local intelligence gathered from the Business Advisory Board and direct engagement with businesses in C&W.

Economic Insight & Delivery Team



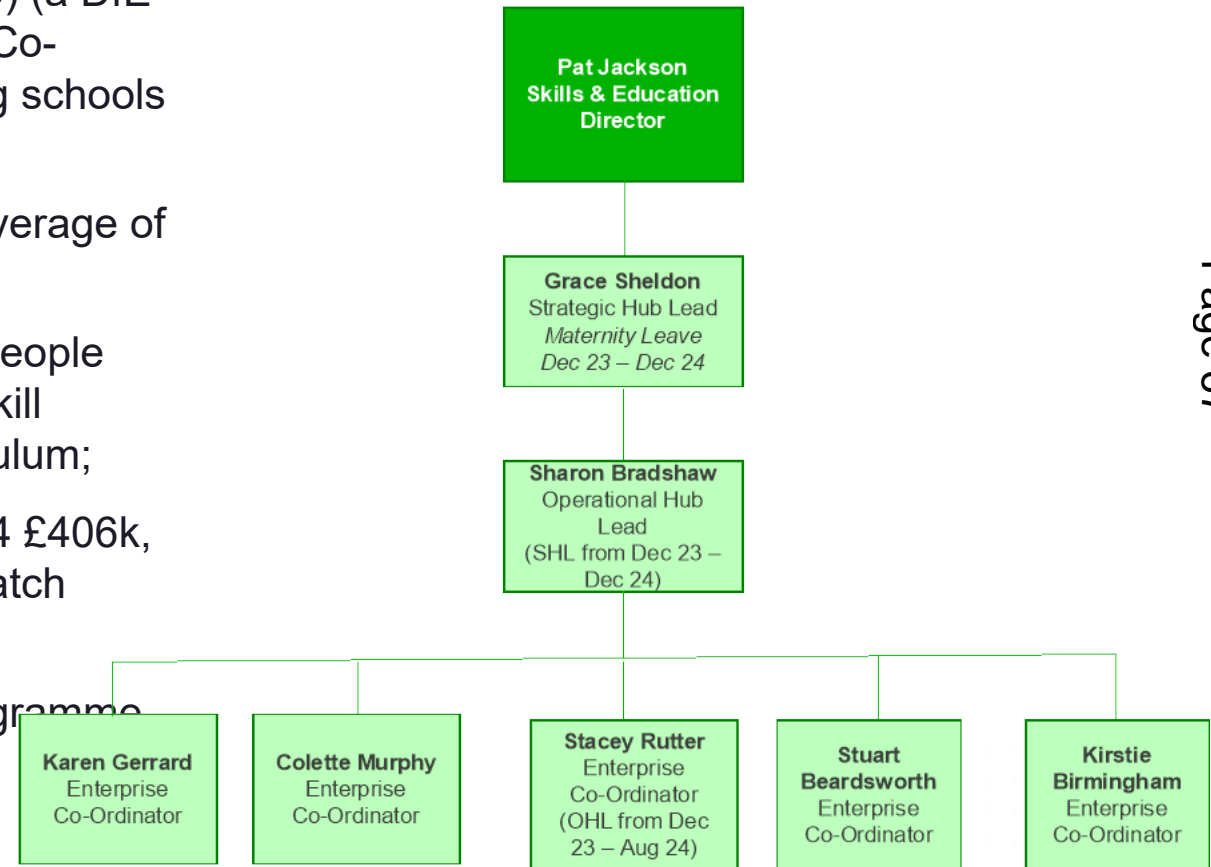
Skills Bootcamps

- Delivery of DfE's Skills Bootcamp Programme in C&W;
- Provide grants for 640 adult training places in shortage occupations through ca. 20 training providers, ensuring that at least 80% of trainees obtain a new role that uses the skills gained from the courses;
- Ensure the Bootcamp programme is informed by strong intelligence on the key skills shortages in C&W;
- Grant from DfE in 2024/5 expected to be £2.459 million;
- Funding covers costs of 3 FTE, two member of staff employed full time on programme, two others spend part of their time on programme.



Careers Pledge

- Grant from Careers and Enterprise Company (CEC) (a DfE agency) to meet the costs of providing Enterprise Co-ordinators to improve careers education by bringing schools and employers together;
- Ensure all 84 secondary schools in C&W achieve average of five Gatsby Benchmarks and a minimum of three;
- Amplify technical and vocational routes for young people and develop innovative Teacher Encounters to upskill educators about employer needs and inform curriculum;
- Total budget for academic year (Sept – Aug) 2023/4 £406k, comprising £365k CEC grant and £41k required match funding
- 6.9 FTE working in conjunction with Youth Fed programme



Physical Development and Regeneration

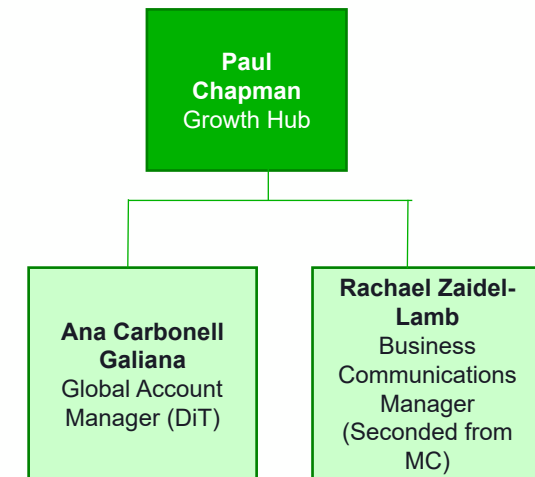
Being delivered by Cushman & Wakefield pending appointment of replacement for postholder that left in December 2023

- Investment and ongoing management of the EZ programme including retained business rate income of £60 million over the period to 2024 – 2041, deploying the £30 million EZ loan facility to promote and facilitate further development within the Zone;
- Provide support to private sector to realise prospective further development across all sites within the EZ;
- In conjunction with other LA/CA and private sector partners, lead on policy and investment of C&Ws £260 million of investment funds;
- Development and promotion of C&W as a key hub for innovation through active management and promotion of Cheshire Science Corridor;
- Provision of advice and support to LA members and officers on land and property aspects of LA and sub-regional economic development plans, potentially including the development of proposals for Investment Zones in C&W;
- Leadership and delivery of sub-region's input into UKREiiF.



Growth Hub

- Deployment of £329k grant from DBT to provide key account management services for foreign owned firms to encourage them to invest in C&W and to provide support and advice to SMEs across C&W;
- Provide DBT with intelligence on new and emerging economic opportunities or shocks and a monthly report highlighting new or emerging information on local economic conditions, local business needs and concerns;
- Promote and encourage simplification and coordination of the local business support ecosystem, to provide clarity for local businesses and partner, bringing together organisations involved in the provision of business support from across the public, private and third sectors;
- 3 FTE

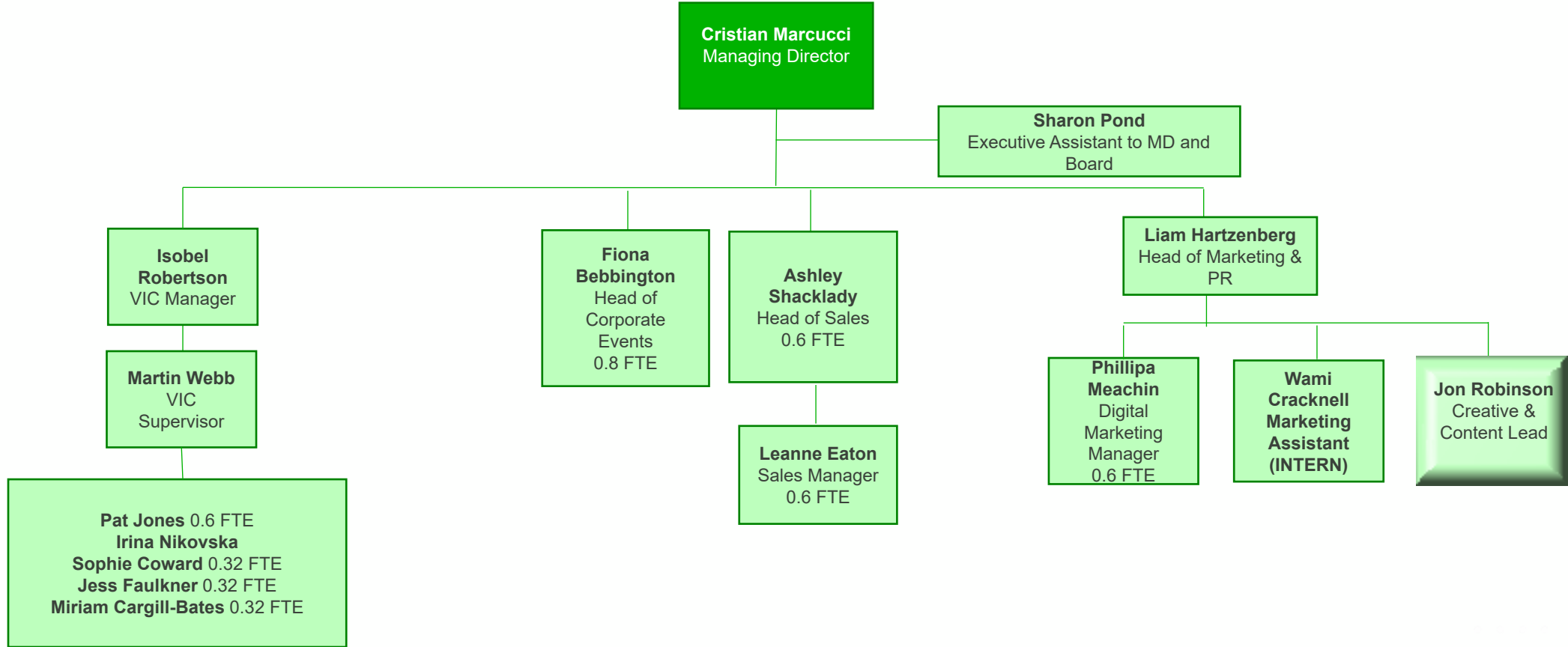


Marketing Cheshire

Provides Visitor and Place Marketing for C&W, the Visitor Information Centre (VIC) in Chester plus LEP PR and Comms;

- Inspiring visitors, residents and businesses to visit, live, work and invest in C&W;
- Support the delivery of a Chester A/TBID;
- Implement the conclusion of the review of Visitor Information;
- Publish a Destination Management Plan for C&W;
- Working closely with the Insight and Delivery team, ensure that C&W has a strong presence at UKREiiF;
- Promote the Cheshire Science Corridor as a great place to locate science based businesses;
- 11 FTE (of whom 4.5 FTE in VIC)

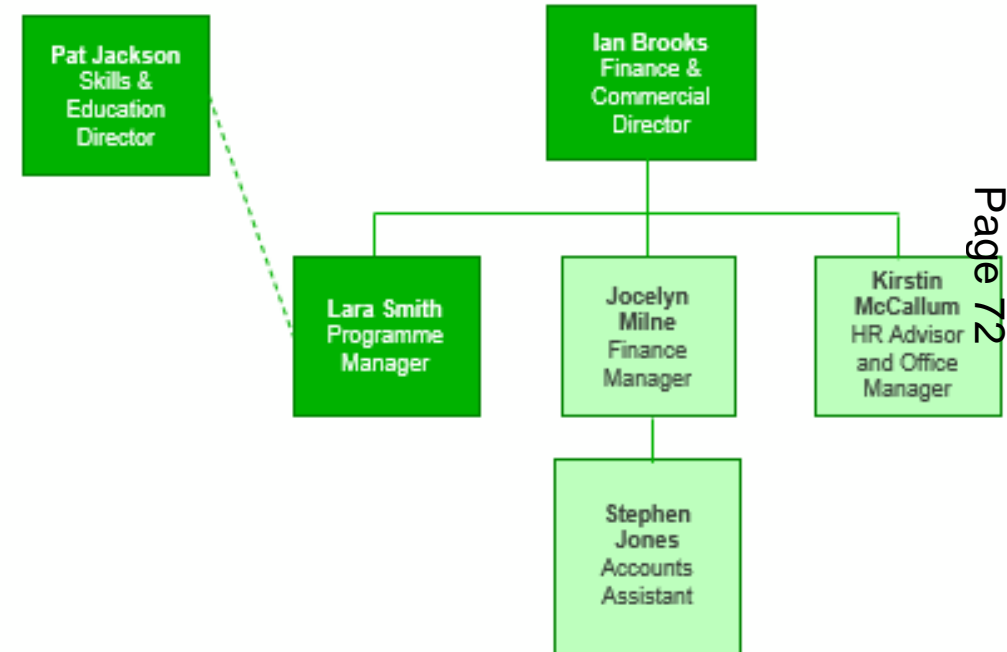
Marketing Cheshire Organisation Chart



Finance and Corporate Services

Provides ECW's finance, IT, HR and other corporate services

- Provides Finance, Company and Board Secretarial, HR, Procurement, accommodation and IT services to LEP/ECW/MC.
- Programme Management oversight of ECW's programme
- Administration of ECW's legal obligation to monitor ERDF (C&W UDF) until 2030. Also responsible for C&W's ongoing obligation to monitor LGF and GBF until 2026.
- Provision of administration and financial expertise to support C&W's investment fund portfolio (including the Evergreen suite, Life Science Fund and Growing Places Fund)
- 4.4 FTE



NP11

- C&W LEP acts as the Accountable Body for NP11 group of Northern LEPs which will become the Pan-Regional Partnership (PRP) for the North. NP11 staff are legally employed by C&W and NP11 contracts are issued in the LEP's name;
- Launch of new PRP at Convention of the North in February 2024 to “Grow the North’s Global Footprint”;
- £1 million grant from DLUHC in 2024/5 of which £50k retained by ECW to cover cost of services provided to NP11 / PRP



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