



No. 07471437

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

**CORNWALL AND ISLES OF SCILLY LOCAL ENTERPRISE PARTNERSHIP
LIMITED**

**(As amended by special resolutions passed on 25 July 2013, 18 June 2019, 28 July
2021 and 28 September 2022)**

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AGREED TERMS

PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

1. DEFINED TERMS

1.1 In the Articles, unless the context requires otherwise:

Annual General Meeting means the Members' General Meeting held annually in accordance with Article 23A.1;

Articles means the Company's articles of association;

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;

Business Day means 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;

Chair means the individual appointed as the Chair of the Company in accordance with Article 17.9;

Chair of the Meeting has the meaning given in Article 25;

Companies Acts means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

Company means the company intended to be regulated by these Articles;

Connected Person means:

- (a) a member of a Director's family or any person with whom a Director has a close association; or
- (b) any person or body:
 - (i) who employs or has appointed such persons;
 - (ii) to whom such person provides goods or services
 - (iii) in which such person is a partner, or
 - (iv) of which such person is a director;
 - (v) of which such person is a shareholder;

Conflict of Interest means any situation in which a Director (or Connected Person) has a personal interest, or an interest that he or she owes to another body, which may (or may appear to) influence or affect his or her decision making;

Co-opted Director means an individual appointed as a Co-opted Director in accordance with Article 17.12;

Cornwall Council means the unitary authority which administers the county of Cornwall, except for the Isles of Scilly, and includes any successor body to its statutory functions;

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

Document includes, unless otherwise specified, any Document sent or supplied by Electronic Means;

Electronic Means has the meaning given in section 1168 of the Companies Act 2006;

Eligible Directors means a Director who would be entitled to vote on the matter at a meeting of Directors (but excluding any Director whose vote is not to be counted in respect of the particular matter);

Isles of Scilly Council means the unitary authority which administers the Isles of Scilly and includes any successor body to its statutory functions;

Member has the meaning given in section 112 of the Companies Act 2006;

Members' General Meeting means a meeting of the Members;

Nolan Principles means the seven principles of public life as set out by the Committee on Standards in Public Life (as amended from time to time

Nominations Committee is the committee convened by the Directors in accordance with Article 17.5;

Observer means a person (other than a Director) who is present at a Directors' meeting in accordance with Article 10.4;

Ordinary Resolution has the meaning given in section 282 of the Companies Act 2006;

Participate, in relation to a Directors' meeting, has the meaning given in Article 10;

Private Sector Individual means an individual who is or has been, employed by an organisation not included as central government, local government or a public corporation as defined for the UK National Accounts;

Private Sector Director means an individual appointed as a Director in accordance with Article 17.5;

Private Sector Member means a Member who is not a Public Sector Member;

Proxy Notice has the meaning given in Article 31;

Public Sector Director means an individual appointed as a Director in accordance with Article 17.2;

Public Sector Member means any of:

1. Cornwall Council; or

2. The Council of the Isles of Scilly

Special Resolution has the meaning given in section 283 of the Companies Act 2006;

Subsidiary has the meaning given in section 1159 of the Companies Act 2006;

UK National Accounts means core accounts for the UK economy as a whole as published by the Office for National Statistics;

Vice Chair means the Private Sector Director appointed to be Vice-Chair of the Company in accordance with Article 12; and

Writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied by Electronic Means or otherwise.

- 1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company.

2. LIABILITY OF MEMBERS

- 2.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a Member or within one year after he or she ceases to be a Member, for:

- (a) payment of the Company's debts and liabilities contracted before he or she ceases to be a Member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

**PART 2
DIRECTORS**

DIRECTORS' POWERS AND RESPONSIBILITIES

3. DIRECTORS' GENERAL AUTHORITY

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

4. MEMBERS' RESERVE POWER

- 4.1 The Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action.
- 4.2 No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution.

5. DIRECTORS MAY DELEGATE

5.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions,

as they think fit.

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

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

6. COMMITTEES

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

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

DECISION-MAKING BY DIRECTORS'**7. DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

7.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 8.

7.2 If:

- (a) the Company only has one Director, and
- (b) no provision of the Articles requires it to have more than one Director,

the general rule does not apply, and the Director may take decisions without regard to any of the provisions of the Articles relating to Directors' decision-making.

8. UNANIMOUS DECISIONS

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

8.2 Such a decision may take the form of a resolution in Writing, copies of which have been signed by each Eligible Director or to which each Eligible Director has otherwise indicated agreement in Writing.

8.3 A decision may not be taken in accordance with this Article if the Eligible Directors would not have formed a quorum at a Directors' meeting at which the matter was proposed as a resolution.

9. CALLING A DIRECTORS' MEETING

9.1 Any Director may call a Directors' meeting by giving not less than seven days' written notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice.

9.2 Notice of any Directors' meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) 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.

9.3 Notice of a Directors' meeting must be given to each Director, but need not be in Writing.

9.4 Notice of a Directors' 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 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.

10. PARTICIPATION IN DIRECTORS' MEETINGS AND OBSERVERS

10.1 Subject to the Articles, Directors Participate in a Directors' meeting, or part of a Directors' meeting, when:

- (a) the meeting has been called and takes place in accordance with the Articles; and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

10.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

10.3 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.

10.4 Subject to Article 10.7, the Directors may allow individuals who are not Directors to attend a Directors' meeting as Observers on whatever terms the Directors decide.

- 10.5 Observers may not vote but may take part in discussions with the prior consent of the Chair.
- 10.6 The Directors may exclude Observers from any part of a Directors' meeting where the Directors consider the business is private.
- 10.7 The Directors must exclude an Observer from any Directors' meeting at which a possible personal benefit to him or her is being considered.

11. QUORUM FOR DIRECTORS' MEETINGS

- 11.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 11.2 The quorum for Directors' meetings shall be five Eligible Directors or one-third of the total number of Directors, whichever is the greater, and a Directors' meeting shall not be quorate unless there is a majority of Private Sector Directors present.
- 11.3 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:
- (a) to appoint further Directors; or
 - (b) to call a Members' General Meeting so as to enable the Members to appoint further Directors; or
 - (c) to adjourn the meeting.

12. CHAIRING OF DIRECTORS' MEETINGS AND APPOINTMENT OF VICE CHAIR

- 12.1 The Directors must appoint one of the Private Sector Directors to be the Vice-Chair of the Company for a three year term of office.
- 12.2 The Vice-Chair will cease to hold office prior to the expiry of the term specified in accordance with Article 12.1 in the event that:-
- (a) he is removed from the office of Vice-Chair by the Directors (in which case he or she will continue as a Private Sector Director); or
 - (b) he ceases to be a Director in accordance with Article 18.
- 12.3 An individual is eligible to put himself or herself forward for re-appointment as the Vice-Chair in accordance with Article 12.1 provided that no individual may serve as Vice-Chair for more than six years, consecutively or otherwise.
- 12.4 The Chair or, in his or her absence or in the event that he or she is unwilling, the Vice-Chair or when both are absent or unwilling, another Private Sector Director nominated by the Directors present shall preside as chair of each Directors' meeting.

13. CASTING VOTE

- 13.1 If the numbers of votes for and against a proposal are equal, the Chair or other Director chairing the meeting has a casting vote.
- 13.2 But this does not apply if, in accordance with the Articles, the Chair or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14. CONFLICTS OF INTEREST

- 14.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or hers interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.

- 14.2 Where a Director considers that the information relating to his or hers Conflict of Interest is sensitive information, and the Chair agrees, he or she need not declare that interest provided that, within 28 days of becoming aware of any change of circumstances which means that information excluded under this Article is no longer sensitive information, disclose the existence and nature of the interest.

- 14.3 In this Article, "sensitive information" means information:

- (a) that is held by the Director under obligations of confidence to a third party such that the use or application of such information in relation to the Company's affairs would amount to a breach of that confidence; or
- (b) whose availability for inspection by the public creates, or is likely to create, a serious risk that the Director or a person who lives with the Director may be subjected to violence or intimidation.
 - (i) If a question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors

- 14.4 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 8 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 14.5, he or she must:-

- (a) remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate,
- (b) not be counted in the quorum for that part of the meeting, and
- (c) withdraw during the vote and have no vote on the matter.

- 14.5 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:-

- (a) in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 14.4;
- (b) that in their reasonable opinion, the Director's Conflict of Interest is unlikely to materially affect his or her ability to vote without prejudice;

- (c) in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum; and
- (d) the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation.

14.6 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 14.5 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed

14.7 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 14.5 (subject to any limits or conditions to which such approval was subject).

14.8 The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, that he or she has which does or could reasonably amount to a Conflict of Interest

15. RECORDS OF DECISIONS TO BE KEPT

15.1 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. Where decisions of 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.

15.2 Unless otherwise agreed by the Directors, the minutes of meetings shall be taken by a representative of the democratic services department (or closest equivalent from time to time) of Cornwall Council.

16. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

Subject to the 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.

NUMBERS AND APPOINTMENT OF DIRECTORS

17. METHODS OF APPOINTING DIRECTORS

17.1 The Company shall have the following Directors:-

- (a) up to four Public Sector Directors appointed in accordance with Article 17.2;
- (b) such number of Private Sector Directors appointed in accordance with Article 17.5, up to a maximum of fifteen, so as to ensure that at all times the total number of Private Sector Directors and the Chair is greater than the number of Public Sector Directors;
- (c) the Chair appointed in accordance with Article 17.9; and
- (d) up to five Directors co-opted in accordance with Article 17.12.

Public Sector Directors

- 17.2 Cornwall Council has the right to appoint up to three elected members, and the Council of the Isles of Scilly has the right to appoint one elected member, as Public Sector Directors. Such appointments are to take effect when notified to the Company in writing and delivered to the Registered Office, a Directors' meeting or the Secretary or when notified to the Company in writing by Electronic Means.
- 17.3 Subject to Article 17.4 and Article 18, a Public Sector Director is to hold office indefinitely.
- 17.4 The Council which appointed an individual as a Public Sector Director in accordance with Article 17.2 is entitled to remove him or her at any time by notifying the Company in writing and delivering such notification to the Registered Office, a Directors' meeting or the Secretary or by notifying the Company in writing by Electronic Means.

Private Sector Directors

- 17.5 In accordance with Article 5 the Directors shall convene a Nominations Committee, comprising of at least two Directors, to conduct an open recruitment procedure for Private Sector Directors in line with the Nolan Principles. The Nominations Committee shall be responsible for nominating individuals for appointment, subject to Article 17.6, by an Ordinary Resolution of the Members as Private Sector Directors.
- 17.6 When considering individuals for appointment as Private Sector Directors, the Members shall:-
- (a) take account of the need for the Private Sector Directors to be representative of the community served by the Company; and
 - (b) ensure that the individuals are Private Sector Individuals.

17.7 Subject to Article 17.8 and Article 18 a Private Sector Director is to hold office for a period of three years.

17.8 An individual may only be reappointed as a Private Sector Director in accordance with Article 17.5 if he or she has served for less than six years, consecutively or otherwise.

Chair

17.9 Following an open recruitment procedure in line with the Nolan Principles, the Nominations Committee shall nominate a Private Sector Individual for appointment by the Directors as the Chair for a three year term of office, subject to Article 17.10, Article 17.11 and Article 18. For the avoidance of doubt, an individual so appointed shall also be a Director.

17.10 Before the expiry of the Chair's term of office in accordance with Article 17.9, the Directors may decide to extend his or her term of office for a further three years. An individual must not serve as the Chair for more than six years, consecutively or otherwise, save for in accordance with Article 17.11.

17.11 Before the expiry of the Chair's second term of office in accordance with Article 17.10, the Directors may decide to extend his or her term of office for a further period of up to three years, such period to be at the absolute discretion of the Directors and only if the Directors resolve that exceptional circumstances exist to justify such extension. An individual must not serve as the Chair for more than nine years, consecutively or otherwise.

Co-opted Directors

17.12 The Directors may co-opt up to five Private Sector individuals who have specialist knowledge that, in the reasonable opinion of the Directors, will benefit the Company, as Co-opted Directors for a fixed term of one year, subject to Article 17.13 and Article 18.

17.13 Before the expiry of the Co-opted Director's term of office in accordance with 17.12, the Directors may decide to extend his or her term of office for a further period of up to two years, such period to be at the absolute discretion of the Directors and only if the Directors resolve that exceptional circumstances exist to justify such extension.

18. TERMINATION OF DIRECTOR'S APPOINTMENT

18.1 A person ceases to be a Director as soon as:

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;

- (b) a Bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (e) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (f) being a Public Sector Director, that person is removed from office in accordance with Article 17.4;
- (g) being a Private Sector Director, that person comes to the end of his or her term of office under Article 17.7, or has served for a total of six years consecutively or otherwise or, if that person is also the Chair, has come to the end of his or her term of office under Article 18.1(h);
- (h) being the Chair, that person comes to the end of his or her term of office under Article 17.9 or has served for a total of up to nine years (or such other period as determined by the Directors in accordance with Article 17.11) consecutively or otherwise, or ceases to be employed by the Company in the capacity of the Chair;
- (i) being a Co-opted Director, that person comes to the end of his or her term of office under Article 17.12 or Article 17.13;
- (j) a resolution is passed at a Directors' meeting that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views; or
- (k) that person ceases to be a Member of the Company.

18.2 The Company may require a Director to retire in the event that such Director has failed to attend a board meeting in any six month period.

19. DIRECTORS' REMUNERATION

19.1 Subject to Article 19.3, Directors may undertake any services for the Company that the Directors decide.

19.2 The Chair, as an employee of the Company, is entitled to such remuneration as the Directors determine.

19.3 Subject to Article 19.2, a Director is only entitled to such remuneration and / or the reimbursement of reasonable expenses to the extent permitted in the Company's remuneration and expenses policy.

20. DIRECTORS' EXPENSES

20.1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

- (a) meetings of Directors or committees of Directors; or
- (b) Members' General Meetings, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

PART 3 MEMBERS

BECOMING AND CEASING TO BE A MEMBER

21. APPLICATIONS FOR MEMBERSHIP

- 21.1 Cornwall Council and the Council of the Isles of Scilly shall be Members of the Company together with any other person (here meaning a human being) approved under article 21.2.
- 21.2 No person (here meaning a human being) shall become a Member of the Company unless the Directors have approved the application.
- 21.3 Every person who wishes to become a Member shall deliver to the Company an application for membership in such form (and containing such information) as the Directors require.
- 21.4 Subject to Article 21.3, each Director, except for the Public Sector Directors appointed in accordance with Article 17.2, shall be a Member.
- 21.5 Each of Cornwall Council and the Council of the Isles of Scilly shall appoint one of the individuals appointed by them as a Public Sector Director in accordance with Article 17.2 to act as their respective authorised representative at Members' General Meetings until such time as the individual ceases to be a Public Sector Director in accordance with Article 18.

22. TERMINATION OF MEMBERSHIP

- 22.1 Subject to Article 22.4, a Member may withdraw from Membership of the Company by giving not less than 28 days' notice to the Company in Writing.
- 22.2 Membership is not transferable.
- 22.3 The membership of a Private Sector Member terminates when:-
 - (a) the Member dies; or
 - (b) the Member ceases to be a Director of the Company.
- 22.4 The membership of a Public Sector Member can only terminate:-
 - (a) with the consent of the entire membership of the Company; or
 - (b) if such Public Sector Member ceases to exist.

ORGANISATION OF MEMBERS' GENERAL MEETINGS

23A. CALLING AND NOTICE OF MEMBERS' GENERAL MEETINGS

- 23A.1 The Company shall hold an Annual General Meeting at least once every calendar year in Cornwall or the Isles of Scilly and such meeting shall be open to the public.
- 23A.2 The Directors may call a Members' General Meeting at any time and must call a Members' General Meeting if required to do so by the Members under the Companies Acts.
- 23A.3 All Members' General Meetings (including the Annual General Meeting) must be called by either:
- (a) at least 14 Clear Days' notice; or
 - (b) shorter notice if it is so agreed by a 90% majority of the Members having a right to attend and vote at that Meeting.
- 23A.4 Every notice calling a Members' General Meeting must specify the place, day and time of the Meeting, whether it is a General or an Annual General Meeting, and the agenda for the Meeting.
- 23A.5 If a Special Resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a Special Resolution.
- 23A.6 In every notice calling a Members' General Meeting there must appear with reasonable prominence a statement informing the Member of his or her rights to appoint another person as his or her proxy at a Members' General Meeting.
- 23A.7 Notice of a Members' General Meeting must be given to every Member, to the Directors and to the auditors of the Company.

23. ATTENDANCE AND SPEAKING AT MEMBERS' GENERAL MEETINGS

- 23.1 A person is able to exercise the right to speak at a Members' 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.
- 23.2 A person is able to exercise the right to vote at a Members' General Meeting when:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) 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.

- 23.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a Members' General Meeting to exercise their rights to speak or vote at it.
- 23.4 In determining attendance at a Members' General Meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 23.5 Two or more persons who are not in the same place as each other attend a Members' General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

24. QUORUM FOR MEMBERS' GENERAL MEETINGS

- 24.1 No business other than the appointment of the Chair of the Meeting in accordance with Article 25 is to be transacted at a Members' General Meeting if the persons attending it do not constitute a quorum.
- 24.2 The quorum for Members' General Meetings shall be five Members or one third of the total number of Members, whichever is the greater, present in person or by proxy or by authorised representative, and a Members' meeting shall not be quorate unless there is a majority of Private Sector Members present in person or by proxy.

25. CHAIRING MEMBERS' GENERAL MEETINGS

- 25.1 The Chair shall chair Members' General Meetings if present and willing to do so. In his or her absence, or in the event that he or she is unwilling, the Vice-Chair, or when both are absent or unwilling, another Private Sector Member nominated by the Members present shall preside as chair of each Members' General Meeting. The person chairing a meeting in accordance with this Article is referred to as "the Chair of the Meeting".

26. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

- 26.1 Directors may attend and speak at Members' General Meetings, whether or not they are Members.
- 26.2 The Chair of the Meeting must permit other persons who are not Members of the Company to attend and, with the permission of the Chair of the Meeting, to speak at the Annual General Meeting and may do so for other Members' Meetings.
- 26.3 The Chair of the Meeting has the right to exclude a person who is not a Member from any part of a Members' Meeting when, in his or her reasonable opinion, it is in the best interests of the Company to do so.

27. ADJOURNMENT

- 27.1 If the persons attending a Members' General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the Meeting must adjourn it.
- 27.2 The Chair of the Meeting may adjourn a Members' General Meeting at which a quorum is present if:

- (a) the meeting consents to an adjournment; or
 - (b) 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.
- 27.3 The Chair of the Meeting must adjourn a Members' General Meeting if directed to do so by the meeting.
- 27.4 When adjourning a Members' General Meeting, the Chair of the Meeting must:
- (a) 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
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 27.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- (a) to the same persons to whom notice of the Company's Members' General Meetings is required to be given; and
 - (b) containing the same information which such notice is required to contain;
 - (c) No business may be transacted at an adjourned Members' General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT MEMBERS' GENERAL MEETINGS

28. VOTING: GENERAL

- 28.1 A resolution put to the vote of a Members' General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 28.2 On a resolution or vote, Cornwall Council shall be entitled to cast three votes via its authorised representative. Every other Member shall be entitled to one vote.

29. ERRORS AND DISPUTES

- 29.1 No objection may be raised to the qualification of any person voting at a Members' 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.
- 29.2 Any such objection must be referred to the Chair of the Meeting whose decision is final.

30. POLL VOTES

- 30.1 A poll on a resolution may be demanded:

- (a) in advance of the Members' General Meeting where it is to be put to the vote; or
- (b) at a Members' 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.

30.2 A poll may be demanded by:

- (a) the Chair of the Meeting;
- (b) the Directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

30.3 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken; and
- (b) the Chair of the Meeting consents to the withdrawal.

30.4 Polls must be taken immediately and in such manner as the Chair of the Meeting directs.

31. CONTENT OF PROXY NOTICES

31.1 Proxies may only validly be appointed by a notice in Writing (a "proxy notice") which:

- (a) states the name and address of the Member appointing the proxy;
- (b) identifies the person appointed to be that Member's proxy and the Members' General Meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
- (d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the Members' General Meeting to which they relate.

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

31.3 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.

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

- (a) 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

- (b) appointing that person as a proxy in relation to any adjournment of the Members' General Meeting to which it relates as well as the meeting itself.

32. DELIVERY OF PROXY NOTICES

- 32.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a Members' 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.
- 32.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 32.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 32.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

33. AMENDMENTS TO RESOLUTIONS

- 33.1 An Ordinary Resolution to be proposed at a Members' General Meeting may be amended by Ordinary Resolution if:
 - (a) notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the Members' 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
 - (b) the proposed amendment does not, in the reasonable opinion of the Chair of the Meeting, materially alter the scope of the resolution.
- 33.2 A Special Resolution to be proposed at a Members' General Meeting may be amended by Ordinary Resolution, if:
 - (a) the Chair of the Meeting proposes the amendment at the Members' General Meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 33.3 If the Chair of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

34. WRITTEN RESOLUTIONS

- 34.1 Subject to Article 34.3, a written resolution of the Company passed in accordance with this Article 34 shall have effect as if passed by the Company at a Members' General Meeting.

- 34.2 A written resolution is passed as an Ordinary Resolution if it is passed by a simple majority of the total voting rights of eligible Members.
- 34.3 A written resolution is passed as a Special Resolution if it is passed by Members representing not less than 75% of the total voting rights of eligible Members. A written resolution is not a Special Resolution unless it states that it was proposed as a Special Resolution.
- 34.4 In relation to a resolution proposed as a written resolution of the Company the eligible Members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.
- 34.5 A Members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
- 34.6 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts.
- 34.7 A Member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
- 34.8 If the Document is sent to the Company in hard copy, it is authenticated if it bears the Member's signature.
- 34.9 If the Document is sent to the Company by Electronic Means, it is authenticated if it is from an email Address notified by the member to the Company for the purposes of receiving Documents or information by Electronic Means.
- 34.10 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.
- 34.11 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

PART 4
ADMINISTRATIVE ARRANGEMENTS

35. MEANS OF COMMUNICATION TO BE USED

- 35.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 35.2 Subject to the 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.
- 35.3 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.
- 35.4 Any notice, Document or other information shall be deemed served on or delivered to the intended recipient:
- (a) 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);
 - (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - (c) if properly addressed and sent or supplied by Electronic Means, one hour after the Document or information was sent or supplied; and
 - (d) 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.
- 35.5 For the purposes of this Article, no account shall be taken of any part of a day that is not a Business Day.
- 35.6 In proving that any notice, Document or other information was properly addressed, it shall be sufficient to show that the notice, Document or other information was delivered to an address permitted for the purpose by the Companies Acts.

36. COMPANY SEALS

- 36.1 Any common seal may only be used by the authority of the Directors.
- 36.2 The Directors may decide by what means and in what form any common seal is to be used.

- 36.3 Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a Document, the Document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 36.4 For the purposes of this Article, an authorised person is:
- (a) any Director of the Company;
 - (b) the company secretary (if any); or
 - (c) any person authorised by the Directors for the purpose of signing Documents to which the common seal is applied.

37. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

Except as provided by law or authorised by the Directors 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.

38. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

The Directors 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.

DIRECTORS' INDEMNITY AND INSURANCE

39. INDEMNITY

- 39.1 Subject to Article 39.2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:
- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
 - (b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and
 - (c) any other liability incurred by that Director as an officer of the Company or an associated company including any liability incurred by him or her in defending any civil or criminal proceedings, in which judgment is given in his or hers favour or in which he or she is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or hers part or in connection with any application in which the court grants him, in his or hers 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.
- 39.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

39.3 The Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him or her in connection with any proceedings or application referred to in Article 39.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

39.4 In this Article:

- (a) companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a “relevant Director” means any Director or former Director of the Company or an associated company.

40. INSURANCE

40.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

40.2 In this Article:

- (a) a “relevant Director” means any Director or former Director of the Company or an associated company;
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’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
- (c) companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate.