**STOKE ON TRENT & STAFFORDSHIRE**

**LOCAL ENTERPRISE PARTNERSHIP**

**COMPANY EXECUTIVE BOARD MEETING**

**19 September 2019**

**Public**

**Special Resolution: Changes to SSLEP Articles of Association**

**1. Background**

1.1 In recent weeks, Board Directors have taken decisions to alter the SSLEP Company Articles of Association in respect of the following:

* To reflect an increase from 3 to 4 District Council Board Director places.
* To represent both Universities on the Board of Directors and dispense with the annual rotation of the University Director place.

The Interim Partnership Manager and Accountable Body Finance Officer have taken further advice on the procedure for making these changes and determined that they need to be made by a special resolution.

1.2 **Special Resolution process:** A special resolution can be proposed by directors or members and is voted on by the members of the company and is passed by a majority of not less than 75%. In order to pass a special resolution, *14 days’ notice must be given to all members about the proposed resolution and its intention*, unless the Articles states otherwise.

1.3 When such a resolution is put to the members, it may be put either at a physical meeting or in writing. The company will send the proposed resolution to every eligible member in electronic form. A copy of the resolution will be accompanied by a statement informing the member—

(a) how to signify agreement to the resolution, and

(b) as to the date by which the resolution must be passed if it is not to lapse.

1.4 **Corporate representatives:** Private Sector Members are individuals who can accept the resolution. The County Council, City Council, Stafford Borough Council, Newcastle-under-Lyme Borough Council and Staffordshire University may not be individuals who can accept the resolution. These organisations should appoint a Corporate Representative.  The Corporate Representative should be able to provide evidence of their authority and it would be beneficial for the County Council, City Council, Stafford Borough Council, Newcastle-under-Lyme Borough Council and Staffordshire University to appoint such Corporate Representatives and provide evidence of their authority which could be provided by way of a letter. A proposed wording for this letter will be shared with these organisations for ease.

**Recommended: That Board Directors note the content of the report and propose the special resolution as attached to the members**