

**COMPANIES ACT 2006
SPECIAL/WRITTEN/ORDINARY RESOLUTION**

Company number: 10909107

Company name: Lincolnshire Coastal BID

On the 24 day of July 2020 the following special/written/ordinary resolution was agreed and passed by the members:

It has been identified that point 21.3 is causing confusion and is potentially no longer fit for purpose. It was therefore suggested at the board meeting of the 15th July that the Articles of Association be revised to reflect the current situation and to make it clearer for all directors to understand who is representing who.

The issue primarily lies around the definition of Local Authority Associated Person, which was not defined within the Articles, but would seem to be linked to statute and mean:

- (a) he is at that time a member of the authority;
- (b) he is at that time an officer of the authority;
- (c) he is at that time both an employee and either a director, manager, secretary or other similar officer of a company which is under the control of the authority; or
- (d) at any time within the preceding four years he has been associated with the authority by virtue of paragraph (a) above.

In practice there is only one Authority that appoints a member to serve on the BID board (currently Steve Kirk) and in hindsight it was possibly this definition of the relationship that was enacted, but not fully in line with the Articles. It would therefore now seem appropriate, with the support of the board, and ratification at an EGM, to put in place what is happening in practice, but at the same time enhance our governance processes.

It is therefore suggested that the word 'Associated' be replaced with 'Appointed'

21.3 No director who is a Local Authority Appointed Person may either:

- Be appointed to the Board if at the time of the appointment is to take effect, the number on the board who are Local Authority Appointed Persons will represent 20% or more of the total number of directors
- Be counted with any other Local Authority Appointed Person to any extent greater in aggregate than 20% or more of the number of votes available to be cast on a resolution of Directors
- Be appointed Chair.

In addition we will seek official notification from the Local Authority each year of their nominated individual. This way we have clarity and transparency over who is representing who at the board and an audit trail from the Local Authorities to empower their candidates.

The board of directors of the Lincolnshire Coastal BID agree to change Article 21.3, by altering reference from Local Authority Associated Person to Local Authority Appointed Person.

Signed

Sid Dennis
Lincolnshire Coastal BID Chairman

