

**Minutes of a meeting of the board of directors of
Heart Of The South-West LEP C.I.C. (Company)**

PRESENT:	NAME	POSITION
		Director and Chairperson

1 Business of the meeting

1.1.1 The chairperson reported that the business of the meeting was to consider and, if thought fit, approve:

1.1.1.1 the adoption of new articles of association of the Company (the **New Articles**) for the purpose of amending the provisions relating to maximum term of office for Private Sector Directors;

2.2.1 the revised Articles to be adopted by the Company as new articles of association of the Company with proposed changes highlighted;

2.2.2 a form of written resolution of the members of the Company (**Written Resolution**) to consider and, if thought fit, approve the adoption of the revised Articles in substitution for, and to the exclusion of, the relevant sections of the existing articles of association of the Company;

3.1.1 The chairperson referred the meeting to the provisions of section 171 to 177 of the CA2006 (inclusive). The meeting noted that under section 172 CA2006, each director must act in a way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to certain factors set out in that section. Each director acknowledged that they understood their statutory duties as a director set out in such sections.

3.1.2 The directors carefully considered the revised Articles and the Written Resolution.

3.1.3 The chair noted that the original drafting of the articles of association of the Company and the provisions relating to Public Sector Directors needed to be amended to reflect the governance arrangements in Somerset following the

establishment of Somerset Council on 1st April 2023. To that end it was proposed that the articles of association enable two Public Sector Directors to be appointed from Somerset Council in place of the former representatives from Somerset County Council and a Somerset District Council.

IT WAS RESOLVED to:

- 3.1.4 approve the Written Resolution in the form produced to the meeting; and
- 3.1.5 send it to every eligible member of the Company.

4. Adjournment and resumption of meeting

Following a short adjournment, the Chairperson reported that the Company had received an authenticated document from the requisite number of members of the Company signifying their agreement to the Written Resolution and therefore it had been duly passed.

5. Filing

The chairperson instructed [●] to arrange for a filing print of the Written Resolution and the revised Articles to be filed at Companies House and for a copy to be sent to the Company's auditors.