

## **7. Annex C**

### **Heart of the South West CIC Members Meeting 14<sup>th</sup> July 2023**

It is proposed to make amendments to the following relating to the Somerset Public Sector Directors, following the establishment of Somerset Council on 1<sup>st</sup> April 2023. The other Articles will remain unchanged.

#### **Current Articles**

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

##### **21. Appointment of Directors**

21.1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.

21.2 Following incorporation the Company shall have the following Directors:

- i. up to six Public Sector Directors appointed in accordance with Article 22;
- ii. up to two HE Directors appointed in accordance with Article 23;
- iii. up to one FE Director appointed in accordance with Article 24;
- iv. up to ten Private Sector Directors appointed in accordance with Article 25 so as to ensure that the total number of Private Sector Directors, together with the HE Directors, the FE Director and the Chair is at least two thirds of the total number of all the Directors;
- v. the Chair appointed in accordance with Article 26; and
- vi. up to five Directors co-opted by the Directors in accordance with Article 27.

##### **22. Public Sector Directors**

22.1 Each of Devon County Council, Plymouth City Council, Somerset County Council and Torbay Council and, as determined by the Directors, a District Council from Somerset and a District Council from Devon (as determined by the Directors) have the right to appoint one elected member as a Public Sector Director. Such an appointment is to take effect when notified to the Company in writing and delivered to the Registered Office, a Directors' meeting or the Secretary in person.

22.2 Subject to Article 22.3 and Article 28 a Public Sector Director is to hold office indefinitely.

22.3 The Council which appointed an individual as a Public Sector Director in accordance with Article 22.1 is entitled to remove him or her at any time in the same way as it appointed him or her.

22.4 In the event that a District Council determined by the Directors under Article 22.1 does not exercise its right of appointment under Article 22.1, the Directors may appoint an individual who is an elected member of a District Council to serve as a Public Sector Director and may remove such an individual from office at any time.

#### **MEMBERS**

#### **BECOMING AND CEASING TO BE A MEMBER**

- 30.4 Subject to Article 30.5, Devon County Council, Plymouth City Council, Somerset County Council and Torbay Council shall each be admitted as a member of the Company.
- 30.5 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 and executed by him, her or it.
- 30.6 Subject to Article 30.5, each Director, except for the Public Sector Directors appointed by each of Devon County Council, Plymouth City Council, Somerset County Council and Torbay Council in accordance with Article 22.1, and the Co-opted Directors, shall be a member.
- 30.7 Each of Devon County Council, Plymouth City Council, Somerset County Council and Torbay Council shall be deemed to have authorised the individual appointed by them as a Public Sector Director in accordance with Article 22.1 to act as their respective authorised representative at General Meetings until such time as the individual ceases to be a Public Sector Director in accordance with Article 28.

## **SCHEDULE**

### **INTERPRETATION**

- 1.41 "Somerset County Council" means the county council which administers the county of Somerset and of which the principal office is located at County Hall, Taunton, Somerset, TA1 4DY and includes any successor body to its statutory functions;

### **Proposed Articles**

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

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### **22. Public Sector Directors**

- 22.1 Each of Devon County Council, Plymouth City Council, Torbay Council and, as determined by the Directors, a District Council from Devon (as determined by the Directors) have the right to appoint one elected member as a Public Sector Director. Somerset Council have the right to appoint two elected members as Public Sector Directors. Such an appointment is to take effect when notified to the Company in

writing and delivered to the Registered Office, a Directors' meeting or the Secretary in person.

- 22.2 Subject to Article 22.3 and Article 28 a Public Sector Director is to hold office indefinitely.
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## **SCHEDULE**

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<sup>1</sup> Note that Article 28 applies to Directors in general and does not contain specific references to Public Sector Directors. No changes are proposed to Article 28