

Resources Committee Written Resolution Procedure - Proposed Adoption of new Articles of Association for Westlakes Research Ltd, Company Number 02699264

The Terms of Reference for the Resources Committee include the following remit:

“to take such actions or decisions on behalf of the University in its role as a shareholder or member (or proposed shareholder or member) of a company or other Body (including the oversight of any necessary due diligence processes) as the Committee consider to be appropriate”. The Chair of the Committee has agreed that this decision may be made via the written resolution Procedure.

Recommended Resolution

That:-

- (i) As the Sole Member of Westlakes Research Ltd ("WRL"), the University hereby agrees the following Special Resolution be passed on 24th May 2021:

THAT the draft articles of association attached to this written resolution as Schedule 1 ("the New Articles") be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association PROVIDED THAT those provisions of the New Articles requiring Charity Commission consent, and highlighted in red text in the New Articles for ease of reference, will only take effect upon the receipt of such consent and until that time the relevant provisions of the Company's existing articles of association will continue to be effective.

- (ii) The University Secretary and General Counsel be appointed as Secretary of WRL with effect from 1st June 2021, or such a date to be agreed with the current Secretary; and
- (iii) The Vice-Chancellor, Deputy Vice-Chancellor and University Secretary and General Counsel be authorized to agree, sign or execute etc any document necessary or ancillary to give effect to the adoption of the revised Articles.

Westlakes Research Limited (WRL) was incorporated (as a company limited by guarantee) in the early 1990s by British Nuclear Fuels Limited, along with its trading subsidiary, a company limited by shares which became known as Westlakes Scientific Consulting Limited (WSCL). The intention was that WSCL would undertake scientific consulting work and feed its profits into WRL, which was a registered charity. BNFL endowed the Group with two buildings on the Westlakes Science Park (the building which is now known as the Samuel Lindow Building (formerly the Westlakes Research Institute Building), and the Princess Royal Building) together with cash reserves.

In circa 2005 ownership of WRL (the parent company in the Group) was transferred to UCLan and UCLan representatives were appointed to its Board of Directors. WRL became an exempt charity (as a subsidiary of UCLan). The constitution of WRL was amended so that (i) the pre-existing restriction on its area of benefit (to West Cumbria) was removed altogether, and (ii) it became a requirement that two directors of the Company be domiciled in West Cumbria. (This is the only amendment to the constitution of WRL which has been made since it became owned by UCLan.)

Following discussions involving the Vice Chancellor and Deputy Vice-Chancellor (who is a Director of WRL), it is now proposed to change the existing articles of the company in order to bring them up-to-date and fit for purpose, and the proposed revised Articles is attached hereto. The revised draft closely follows the revised Articles adopted by Training 2000 when the University became the sole member of that company.

The Board of WRL is scheduled to meet on Monday 24th May and will formally request the University to adopt the new Articles.

Accordingly, assuming the Board agrees, the Committee (on behalf of the University) is now requested to adopt the revised Articles. Subject to the above decisions, the revised Articles will be submitted to the Charity Commission whose consent is required to certain changes (the sections in red on the attached draft).

Hopefully the above is clear. However, should Committee members have any questions, please let me know, if not would you please confirm whether you agree to the above recommendation, by replying to this email.