

**THE COMPANIES ACT 2006
SPECIAL RESOLUTION**

**The Great Sussex Way
COMPANY NUMBER 5230824**

FRIDAY



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17/09/2021

#152

COMPANIES HOUSE

ADOPTION OF REVISED ARTICLES OF ASSOCIATION

At a General Meeting of the above-named company, duly convened and held at John Bunn House, Selsey, Chichester on 13 September 2021 at 10:00.

Item 5 To approve the following Special Resolution.

1. That the Articles of Association of the company be amended as follows.
 - a. Renumber Article 3. to 3. (a)
 - b. at line 4 Article 3. delete "and Chichester BID"
 - c. At Article 3. add new sub clause 3(b) "The company will be known as a Destination Management Organisation or DMO."
 - d. Add a new sub heading to Objects after Object 4. (l) insert "5. Powers" on a new line
 - e. Renumber 4. (m) to 4. (kk)
 - i. 5. (a) to 5 (y)
 - f. Add new sub heading after sub clause 5. (y) on a new line "6. Restrictions on use of the company's assets".
 - g. Reword 7. (3) "A Finance and Remuneration Committee with power to act shall consist of at least three directors plus the CEO and will meet at least twice each calendar year".
 - h. Add a new sub clause to Article 18. (1) after (a) "(b) "The Directors will define the name(s) of Strategic Partners and a list of the Strategic Partners will be maintained by the Company Secretary. Strategic Partners may at the discretion of the Directors be offered one Directorship".
 - i. Add a new sub clause to Article 18 (1) "(f) The number of directors and the Board shall be set at a minimum of 6 Directors"

- j. Amend sub clause 18. (2) to read "Subject to a current Service Level Agreement being in operation Chichester District Council shall be entitled to have one representative as a Director for the operative period defined in the SLA".
- k. Sub Clause 19. (1) be amended to read "The chair of the Board and the vice chair will be appointed by the directors".
- l. Sub Clause 19. (2) be amended to read "The Chair of the Board may be appointed an employee by simple majority vote of the Directors but as an employee he should be independent of the other company directors and their interests".
- m. Sub clause 19. (3) be amended to read "The Chair of the Board or any vice chair shall not be a person on the payroll of any of the Strategic Partners, except in circumstances where a temporary meeting chair is required.
- n. Delete sub clause 19. (4)
- o. Article 22 add new 22. (5) to read "Directors may only serve a maximum of two terms. The first term will not exceed five years and if the other Directors agree a final term shall not exceed three years".
- p. Add new sub clause 23. (1) to read "In accordance with the Companies Act 2006 there is no requirement to hold an Annual General meeting".