

Company Number: 7635395

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

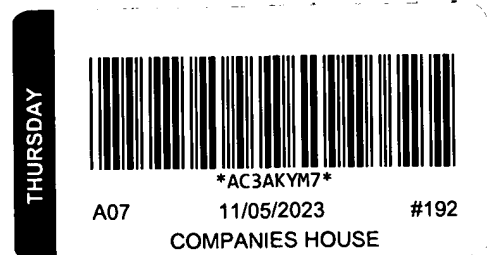
WRITTEN RESOLUTION

**THE GREATER BIRMINGHAM AND SOLIHULL LOCAL ENTERPRISE PARTNERSHIP LIMITED
(The "Company")**

We, the undersigned, being members of the Company eligible to attend and vote at the general meetings of the Company, hereby pass the following resolution designated as a SPECIAL RESOLUTION and agree that the said resolution shall be as valid and effective as if it had been passed at a general meeting the Company duly convened and held.

IT IS RESOLVED:

1. **THAT** the Articles of Association of the Company be amended and replaced in their entirety with a new version in the form set out in Schedule 1 to this Resolution.

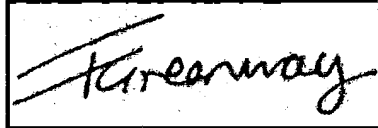


AGREEMENT:

Please read the notes at the end of this document before signing your agreement to the Resolution.

The undersigned, all those entitled to vote, hereby irrevocably agree to the Resolution:

Signed:



FIONA GREENWAY

Interim Finance Director & Deputy Section 151 Officer

20/04/2023

.....
Print name for and on behalf of
Birmingham City Council

Signed:.....

Date:.....

.....
Print name for and on behalf of
Bromsgrove District Council

Signed:.....

Date:.....

.....
Print name for and on behalf of
Redditch Borough Council

Signed:.....

Date:.....

.....
Print name for and on behalf of
Wyre Forest District Council

Signed:.....

Date:.....

.....
Print name for and on behalf of
Cannock Chase District Council

Signed:.....

Date:.....

.....
Print name for and on behalf of
East Staffordshire Borough Council

Signed:.....

Date:.....

..... Signed:..... Date:.....
Print name for and on behalf of
Lichfield District Council

..... Signed:..... Date:.....
Print name for and on behalf of
Solihull Metropolitan Borough Council

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Print name for and on behalf of
Tamworth Borough Council

..... Signed:..... Date:.....
Print name for and on behalf of
Birmingham Chamber of Commerce and Industry

..... Signed:..... Date:.....
Print name for and on behalf of
EEF Limited (The Manufacturers Association)

..... Signed:..... Date:.....
Print name for and on behalf of
Herefordshire and Worcestershire Chamber of Commerce

..... Signed:..... Date:.....
Print name for and on behalf of
National Farmers Union

..... Signed:..... Date:.....
Print name for and on behalf of
Federation of Small Businesses

..... Signed:..... Date:.....
Print name for and on behalf of
Royal Institution of Chartered Surveyors

Notes:

1. This written resolution has been proposed by the directors of the Company. The purpose of the resolution is to amend the Articles of Association and replace them in their entirety with a new version.
2. This proposed amendment is part of the Company's planned integration and transition into local democratically elected authorities following the Government's policy changes published in its Levelling Up White Paper (February 2022).
3. The circulation date of this written resolution is 31 March 2023.
4. Please signify your agreement to the written resolution by signing against your name where indicated and entering the date on which you signed the document. Please then return the document to the Company marked for the attention of Head of Governance, GBSLEP Executive, 15 Colmore Road, Birmingham B3 2BH.
5. If you sign the document and return it to the Company, it will be assumed by the Company that you agree to the written resolution being passed.
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8. As the written resolution is a special resolution, the requisite majority needed to pass it is three-fourths of the total voting rights of eligible members.
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SCHEDULE 1

FORM OF NEW ARTICLES OF ASSOCIATION

See over page attached.

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Print name for and on behalf of
Birmingham City Council

Signed:.....

Date:.....

Kevin Dicks

Signed:

Date: 24/4/23

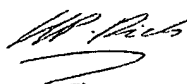


Print name for and on behalf of
Bromsgrove District Council

Kevin Dicks

Signed:

Date: 24/4/23



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Redditch Borough Council

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Signed:.....

Date:.....

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Signed:.....

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Print name for and on behalf of
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Signed:..... Date:.....

✓
Print name for and on behalf of
Bromsgrove District Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Redditch Borough Council

Signed:..... Date:.....

... Cllr. Helen Dyke
Print name for and on behalf of
Wyre Forest District Council

Signed:... *H.E. Dyke* ... Date:... 05/04/2023 ...

.....
Print name for and on behalf of
Cannock Chase District Council

Signed:..... Date:.....

.....
Print name for and on behalf of
East Staffordshire Borough Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Lichfield District Council

Signed:..... Date:.....

..... Signed:..... Date:.....
Print name for and on behalf of
Solihull Metropolitan Borough Council

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Print name for and on behalf of
Tamworth Borough Council

..... Signed:..... Date:.....
Print name for and on behalf of
Birmingham Chamber of Commerce and Industry

..... Signed:..... Date:.....
Print name for and on behalf of
EEF Limited (The Manufacturers Association)

..... Signed:..... Date:.....
Print name for and on behalf of
Herefordshire and Worcestershire Chamber of Commerce

..... Signed:..... Date:.....
Print name for and on behalf of
National Farmers Union

..... Signed:..... Date:.....
Print name for and on behalf of
Federation of Small Businesses

..... Signed:..... Date:.....
Print name for and on behalf of
Royal Institution of Chartered Surveyors

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Print name for and on behalf of
Birmingham City Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Bromsgrove District Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Redditch Borough Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Wyre Forest District Council

Signed:..... Date:.....

Tim Clegg
Print name for and on behalf of
Cannock Chase District Council

Signed: Tim Clegg Date: 28th April 2023

.....
Print name for and on behalf of
East Staffordshire Borough Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Lichfield District Council

Signed:..... Date:.....

..... Signed:..... Date:.....
Print name for and on behalf of
Solihull Metropolitan Borough Council

..... Signed:..... Date:.....
Print name for and on behalf of
Tamworth Borough Council

..... Signed:..... Date:.....
Print name for and on behalf of
Birmingham Chamber of Commerce and Industry

..... Signed:..... Date:.....
Print name for and on behalf of
EEF Limited (The Manufacturers Association)

..... Signed:..... Date:.....
Print name for and on behalf of
Herefordshire and Worcestershire Chamber of Commerce

..... Signed:..... Date:.....
Print name for and on behalf of
National Farmers Union

..... Signed:..... Date:.....
Print name for and on behalf of
Federation of Small Businesses

..... Signed:..... Date:.....
Print name for and on behalf of
Royal Institution of Chartered Surveyors

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Company Number: 7635395

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

**THE GREATER BIRMINGHAM AND SOLIHULL
LOCAL ENTERPRISE PARTNERSHIP LIMITED**

**(as amended by a special written resolution dated 5 January 2017
and further amended by a special written resolution dated [] March 2023)**

DEFINITIONS AND INTERPRETATION

1

(a) In the memorandum and in these articles:

“A” Director means a director appointed pursuant to article 42;

address means, in relation to electronic communications, any number or address used for the purposes of such communications;

Area means the aggregate of the areas of the Local Authorities who are for the time being members of the Company;

articles means these articles of association as altered from time to time by special resolution;

authorised representative means an individual who, in accordance with article 33, is authorised by a member to act as its representative at any meeting of the Company;

“B” Director means a director appointed pursuant to article 43;

Board means the board of directors;

business day means a day (other than a Saturday) on which banks generally are open in London for a full range of business;

Business Community Member means a member other than a Local Authority Member;

CA 2006 means the Companies Act 2006 as amended;

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Signed:

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Print name for and on behalf of
Birmingham City Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Bromsgrove District Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Redditch Borough Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Wyre Forest District Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Cannock Chase District Council

Signed:..... Date:.....

.....
Print name for and on behalf of
East Staffordshire Borough Council

Signed:..... Date:.....26/04/23.....

.....
Print name for and on behalf of
Lichfield District Council

Signed:..... Date:.....

..... Signed:..... Date:.....
Print name for and on behalf of
Solihull Metropolitan Borough Council

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Federation of Small Businesses

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Print name for and on behalf of
Royal Institution of Chartered Surveyors

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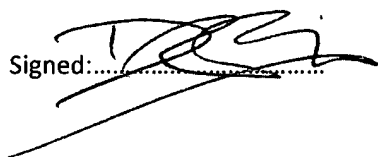
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Print name for and on behalf of
Cannock Chase District Council

Signed:..... Date:.....

.....
Print name for and on behalf of
East Staffordshire Borough Council

Signed:..... Date:.....

DOUGLAS PULLEN
.....
Print name for and on behalf of
Lichfield District Council

Signed:  Date: **25/04/23**

..... Signed:..... Date:.....
Print name for and on behalf of
Solihull Metropolitan Borough Council

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Print name for and on behalf of
Tamworth Borough Council

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Signed:..... Date:.....

.....
Print name for and on behalf of
Lichfield District Council

Signed:..... Date:.....

A KINSEY

Signed: A Kinsey

Date: 19/4/23

Print name for and on behalf of
Solihull Metropolitan Borough Council

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Tamworth Borough Council

Signed:.....

Date:.....

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(The "Company")

We, the undersigned, being members of the Company eligible to attend and vote at the general meetings of the Company, hereby pass the following resolution designated as a SPECIAL RESOLUTION and agree that the said resolution shall be as valid and effective as if it had been passed at a general meeting the Company duly convened and held.

IT IS RESOLVED:

1. **THAT** the Articles of Association of the Company be amended and replaced in their entirety with a new version in the form set out in Schedule 1 to this Resolution.

AGREEMENT:

Please read the notes at the end of this document before signing your agreement to the Resolution.

The undersigned, all those entitled to vote, hereby irrevocably agree to the Resolution:

Signed:

.....
Print name for and on behalf of
Birmingham City Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Bromsgrove District Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Redditch Borough Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Wyre Forest District Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Cannock Chase District Council

Signed:..... Date:.....


.....
Print name for and on behalf of
East Staffordshire Borough Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Lichfield District Council

Signed:..... Date:.....

..... Signed:..... Date:.....
Print name for and on behalf of
Solihull Metropolitan Borough Council

..... Signed:  Date: 28.04.2023
...Cllr Jeremy Oates
Print name for and on behalf of
Tamworth Borough Council

..... Signed:..... Date:.....
Print name for and on behalf of
Birmingham Chamber of Commerce and Industry

..... Signed:..... Date:.....
Print name for and on behalf of
EEF Limited (The Manufacturers Association)

..... Signed:..... Date:.....
Print name for and on behalf of
Herefordshire and Worcestershire Chamber of Commerce

..... Signed:..... Date:.....
Print name for and on behalf of
National Farmers Union

..... Signed:..... Date:.....
Print name for and on behalf of
Federation of Small Businesses

..... Signed:..... Date:.....
Print name for and on behalf of
Royal Institution of Chartered Surveyors

Notes:

1. This written resolution has been proposed by the directors of the Company. The purpose of the resolution is to amend the Articles of Association and replace them in their entirety with a new version.
2. This proposed amendment is part of the Company's planned integration and transition into local democratically elected authorities following the Government's policy changes published in its Levelling Up White Paper (February 2022).
3. The circulation date of this written resolution is 31 March 2023.
4. Please signify your agreement to the written resolution by signing against your name where indicated and entering the date on which you signed the document. Please then return the document to the Company marked for the attention of Head of Governance, GBSLEP Executive, 15 Colmore Road, Birmingham B3 2BH.
5. If you sign the document and return it to the Company, it will be assumed by the Company that you agree to the written resolution being passed.
6. If you return the document signed, but undated, it will be assumed by the Company that you signed the document on the date immediately preceding the day on which it was received by the Company.
7. If not passed by the requisite majority of the total voting rights of eligible members, this resolution shall lapse on 3 May 2023.
8. As the written resolution is a special resolution, the requisite majority needed to pass it is three-fourths of the total voting rights of eligible members.
9. Once this written resolution has been signed and returned to the Company, your agreement to such written resolution may not be revoked.

SCHEDULE 1
FORM OF NEW ARTICLES OF ASSOCIATION

See over page attached.

Company Number: 7635395

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION

**THE GREATER BIRMINGHAM AND SOLIHULL LOCAL ENTERPRISE PARTNERSHIP LIMITED
(The "Company")**

We, the undersigned, being members of the Company eligible to attend and vote at the general meetings of the Company, hereby pass the following resolution designated as a SPECIAL RESOLUTION and agree that the said resolution shall be as valid and effective as if it had been passed at a general meeting the Company duly convened and held.

IT IS RESOLVED:

1. **THAT** the Articles of Association of the Company be amended and replaced in their entirety with a new version in the form set out in Schedule 1 to this Resolution.

AGREEMENT:

Please read the notes at the end of this document before signing your agreement to the Resolution.

The undersigned, all those entitled to vote, hereby irrevocably agree to the Resolution:

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Print name for and on behalf of
Birmingham City Council

Signed:..... Date:.....

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Print name for and on behalf of
Bromsgrove District Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Redditch Borough Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Wyre Forest District Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Cannock Chase District Council

Signed:..... Date:.....

.....
Print name for and on behalf of
East Staffordshire Borough Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Lichfield District Council

Signed:..... Date:.....

..... Signed:..... Date:.....
Print name for and on behalf of
Solihull Metropolitan Borough Council

..... Signed:..... Date:.....
Print name for and on behalf of
Tamworth Borough Council

..... Signed:  ... Date: 5 April 2023
Print name for and on behalf of
Birmingham Chamber of Commerce and Industry

..... Signed:..... Date:.....
Print name for and on behalf of
EEF Limited (The Manufacturers Association)

..... Signed:..... Date:.....
Print name for and on behalf of
Herefordshire and Worcestershire Chamber of Commerce

..... Signed:..... Date:.....
Print name for and on behalf of
National Farmers Union

..... Signed:..... Date:.....
Print name for and on behalf of
Federation of Small Businesses

..... Signed:..... Date:.....
Print name for and on behalf of
Royal Institution of Chartered Surveyors

Notes:

1. This written resolution has been proposed by the directors of the Company. The purpose of the resolution is to amend the Articles of Association and replace them in their entirety with a new version.
2. This proposed amendment is part of the Company's planned integration and transition into local democratically elected authorities following the Government's policy changes published in its Levelling Up White Paper (February 2022).
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Company Number: 7635395

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION

THE GREATER BIRMINGHAM AND SOLIHULL LOCAL ENTERPRISE PARTNERSHIP LIMITED
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Bromsgrove District Council

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Print name for and on behalf of
Redditch Borough Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Wyre Forest District Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Cannock Chase District Council

Signed:..... Date:.....

.....
Print name for and on behalf of
East Staffordshire Borough Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Lichfield District Council

Signed:..... Date:.....

..... Signed:..... Date:.....
Print name for and on behalf of
Solihull Metropolitan Borough Council

..... Signed:..... Date:.....
Print name for and on behalf of
Tamworth Borough Council

..... Signed:..... Date:.....
Print name for and on behalf of
Birmingham Chamber of Commerce and Industry

..... Signed:..... Date:.....
Print name for and on behalf of
EEF Limited (The Manufacturers Association)

S Smith



..... Signed:..... Date:.....6/4/23...
Print name for and on behalf of
Herefordshire and Worcestershire Chamber of Commerce

..... Signed:..... Date:.....
Print name for and on behalf of
National Farmers Union

..... Signed:..... Date:.....
Print name for and on behalf of
Federation of Small Businesses

..... Signed:..... Date:.....
Print name for and on behalf of
Royal Institution of Chartered Surveyors

Notes:

1. This written resolution has been proposed by the directors of the Company. The purpose of the resolution is to amend the Articles of Association and replace them in their entirety with a new version.
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Company Number: 7635395

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION

THE GREATER BIRMINGHAM AND SOLIHULL LOCAL ENTERPRISE PARTNERSHIP LIMITED
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Signed:..... Date:.....

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Signed:..... Date:.....

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Print name for and on behalf of
East Staffordshire Borough Council

Signed:..... Date:.....

.....
Print name for and on behalf of
Lichfield District Council

Signed:..... Date:.....

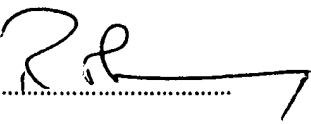
..... Signed:..... Date:.....
Print name for and on behalf of
Solihull Metropolitan Borough Council

..... Signed:..... Date:.....
Print name for and on behalf of
Tamworth Borough Council

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Print name for and on behalf of
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..... Signed:..... Date:.....
Print name for and on behalf of
EEF Limited (The Manufacturers Association)

..... Signed:..... Date:.....
Print name for and on behalf of
Herefordshire and Worcestershire Chamber of Commerce

ROBERT NOWDEAY
..... Signed:  Date: **11 04 2023**
Print name for and on behalf of
National Farmers Union

..... Signed:..... Date:.....
Print name for and on behalf of
Federation of Small Businesses

..... Signed:..... Date:.....
Print name for and on behalf of
Royal Institution of Chartered Surveyors

Notes:

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SCHEDULE 1
FORM OF NEW ARTICLES OF ASSOCIATION

See over page attached.

Company Number: 7635395

THE COMPANIES ACT 2006

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Lichfield District Council

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Print name for and on behalf of
EEF Limited (The Manufacturers Association)

..... Signed:..... Date:.....
Print name for and on behalf of
Herefordshire and Worcestershire Chamber of Commerce

..... Signed:..... Date:.....
Print name for and on behalf of
National Farmers Union

M. MCTAGUE Signed:  Date: **27/4/2023**
Print name for and on behalf of
Federation of Small Businesses

..... Signed:..... Date:.....
Print name for and on behalf of
Royal Institution of Chartered Surveyors

Notes:

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SCHEDULE 1
FORM OF NEW ARTICLES OF ASSOCIATION

See over page attached.

Company Number: 7635395

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION

THE GREATER BIRMINGHAM AND SOLIHULL LOCAL ENTERPRISE PARTNERSHIP LIMITED
(The "Company")

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Print name for and on behalf of
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Solihull Metropolitan Borough Council

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Print name for and on behalf of
Tamworth Borough Council

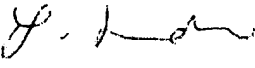
..... Signed:..... Date:.....
Print name for and on behalf of
Birmingham Chamber of Commerce and Industry

..... Signed:..... Date:.....
Print name for and on behalf of
EEF Limited (The Manufacturers Association)

..... Signed:..... Date:.....
Print name for and on behalf of
Herefordshire and Worcestershire Chamber of Commerce

..... Signed:..... Date:.....
Print name for and on behalf of
National Farmers Union

..... Signed:..... Date:.....
Print name for and on behalf of
Federation of Small Businesses

Joanna Lindon Signed:  Date: 5 April 2023
Print name for and on behalf of
Royal Institution of Chartered Surveyors

Notes:

1. This written resolution has been proposed by the directors of the Company. The purpose of the resolution is to amend the Articles of Association and replace them in their entirety with a new version.
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