

**RESOLUTION ON THE ARTICLES OF ASSOCIATION FOR CAMBRIDGESHIRE HOUSING AND INVESTMENT COMPANY LIMITED**

*To:* **Commercial and Investment Committee**

*Meeting Date:* **28<sup>th</sup> July 2017**

*From:* **Quentin Baker, Director of Law and Governance,  
Cambridgeshire County Council**

*Electoral division(s):* **All**

*Forward Plan ref:* **N/a** *Key decision:* **No**

*Purpose:* **Resolution to adopt revised Articles of Association for  
Cambridgeshire Housing and Investment Company**

*Recommendation:* **Commercial & Investment Committee, as the  
Shareholder's representative, is asked to agree the  
Resolution to adopt the attached Articles of Association of  
the Company in substitution for and to the exclusion of  
the current Articles of Association.**

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## **1. BACKGROUND**

- 1.1 Cambridgeshire Housing and Investment Company Limited (the Company) was incorporated on the 17<sup>th</sup> June 2016. As part of this incorporation standard Articles of Association provided by Companies House were used.
- 1.2 Articles of Association are required for a company formed in the UK under the Companies Act 2006 and previous Companies Acts. The Articles of Association set out how the company is run, governed and owned.

## **2. MAIN ISSUES**

- 2.1 With the Company becoming operational from the 1st April 2017, Articles of Association that better reflect how the Company is run, governed and owned have been produced.
- 2.2 The revised Articles of Association were circulated to C&I Committee on the 27th June 2017 for information ahead of a Member Workshop on the Company.
- 2.3 The Board of Directors for Cambridgeshire Housing and Investment Company Limited resolved in writing to approve these revised Articles of Association on the 16th July 2017.
- 2.4 The Resolution in Writing for C&I Committee, as the Shareholders Representative (Cambridgeshire County Council), is attached in Appendix 1.
- 2.5 The revised Articles of Association for the Resolution in Writing is attached in **Appendix 2**.

## **3. ALIGNMENT WITH CORPORATE PRIORITIES**

- 3.1 **Developing the local economy for the benefit of all**  
There are no significant implications for this priority.
- 3.2 **Helping people live healthy and independent lives**  
There are no significant implications for this priority.
- 3.3 **Supporting and protecting vulnerable people**  
There are no significant implications for this priority.

## **4. SIGNIFICANT IMPLICATIONS**

- 4.1 **Resource Implications**  
There are no significant implications within this category.
- 4.2 **Procurement/Contractual/Council Contract Procedure Rules Implications**  
*There are no significant implications within this category.*
- 4.3 **Statutory, Legal and Risk Implications**  
There are no significant implications within this category.
- 4.4 **Equality and Diversity Implications**  
There are no significant implications within this category.

#### 4.5 Engagement and Communications Implications

There are no significant implications within this category.

#### 4.6 Localism and Local Member Involvement

There are no significant implications within this category.

#### 4.7 Public Health Implications

There are no significant implications within this category.

Implications	Officer Clearance
Have the resource implications been cleared by Finance?	No Name of Financial Officer:
Have the procurement/contractual/ Council Contract Procedure Rules implications been cleared by Finance?	No Name of Financial Officer:
Has the impact on statutory, legal and risk implications been cleared by LGSS Law?	No Name of Legal Officer:
Have the equality and diversity implications been cleared by your Service Contact?	No Name of Officer:

Have any engagement and communication implications been cleared by Communications?	No Name of Officer:
Have any localism and Local Member involvement issues been cleared by your Service Contact?	No Name of Officer:
Have any Public Health implications been cleared by Public Health	No Name of Officer:

Source Documents	Location
None	

**THE COMPANIES ACT 2006  
CAMBRIDGESHIRE HOUSING AND INVESTMENT COMPANY LIMITED  
PRIVATE LIMITED COMPANY**

**(COMPANY NUMBER 10237292)**

**RESOLUTION IN WRITING**

Circulated on 20<sup>th</sup> July 2017 (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the **Resolution**).

**SPECIAL RESOLUTION**

**THAT** the Articles of Association attached to this Resolution be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the current Articles of Association.

**AGREEMENT**

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

The undersigned, being the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution (and the date of the Resolution is the date on which the last to sign and date the Resolution does so):

.....  
Signed for and on behalf of

**CAMBRIDGESHIRE COUNTY COUNCIL**

.....  
Date

**NOTES**

1. To signify your agreement to the Resolution, please sign and date these where indicated and return the document to the Company at the registered office by one of the following methods:  
  
**By hand:** delivering the signed document to the company at the registered office.  
  
**Post:** returning the signed document addressed to the company at the registered office.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. The Resolution will lapse unless it is passed by the end of the period of 28 days beginning with the Circulation Date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.