

Borough Council of
**King's Lynn &
West Norfolk**



Shareholder Committee

Agenda

Tuesday, 18th February, 2025
at 3.00 pm

in the

**Council Chamber, Town Hall and available
for the public to view on [WestNorfolkBC on
You Tube](#)**



King's Court, Chapel Street, King's Lynn, Norfolk, PE30 1EX
Telephone: 01553 616200

Monday 10 February 2025

Dear Member

Shareholder Committee

You are invited to attend a meeting of the above-mentioned Task Group which will be held on **Tuesday, 18th February, 2025 at 3.00 pm** in the **Council Chamber, Town Hall, Saturday Market Place, King's Lynn PE30 5DQ** to discuss the business shown below.

Yours sincerely

Chief Executive

AGENDA

1. **Minutes of the previous meeting on 26 November 2024** (Pages 4 - 10)

2. **Apologies for absence**

3. **Declarations of Interest** (Page 11)

Please indicate if there are any interests which should be declared. A declaration of an interest should indicate the nature of the interest (if not already declared on the Register of Interests) and the agenda item to which it relates. If a disclosable pecuniary interest is declared, the member should withdraw from the room whilst the matter is discussed.

These declarations apply to all Members present, whether the Member is part of the meeting, attending to speak as a local Member on an item or simply observing the meeting from the public seating area.

4. **Chair's correspondence**

5. **Members present under standing order 34**

To note the names of any Councillors who wish to address the meeting under

Standing Order 34.

Members wishing to speak pursuant to Standing Order 34 should inform the Chair of their intention to do so and on what items they wish to be heard before a decision on that item is taken.

6. Urgent Business

To consider any business, which by reason of special circumstances, the Chair proposes to accept, under Section 100(b)(4)(b) of the Local Government Act 1972.

7. Appointment of Director to Alive Management Ltd (Pages 12 - 14)

8. Updated Articles of Association for West Norfolk Property (Pages 15 - 52)

9. 6 Monthly Assurance Report - West Norfolk Housing - D Hall (Pages 53 - 60)

10. 6 Monthly Assurance Report - West Norfolk Property - D Hall (Pages 61 - 66)

11. Update on Insourcing of Alive West Norfolk Ltd (Pages 67 - 70)

12. Financing of Housing Companies (Pages 71 - 74)

13. Committee Forward Plan (Pages 75 - 78)

14. Date of future meeting

15 April 2025 @ 4.00pm

To:

Shareholder Committee: A Beales, C Morley and S Ring

BOROUGH COUNCIL OF KING'S LYNN & WEST NORFOLK

SHAREHOLDER COMMITTEE

Minutes from the Meeting of the Shareholder Committee held on Tuesday, 26th November, 2024 at 11.00 am in the Council Chamber, Town Hall, Saturday Market Place, King's Lynn PE30 5DQ

PRESENT: Councillor A Beales (Chair)
Councillors C Morley and S Ring

1 **MINUTES OF THE PREVIOUS MEETING**

RESOLVED: The Minutes of the meeting held on 11 September 2024 were agreed as a correct record.

2 **APOLOGIES FOR ABSENCE**

Apologies were received from O Judges and H Howell.

3 **DECLARATIONS OF INTEREST**

Councillor A Ware, attending under standing order 34 declared a non pecuniary interest as a Board Member of West Norfolk Housing Co and West Norfolk Property Co.

4 **CHAIR'S CORRESPONDENCE**

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Reference was made to an email from the Monitoring Officer updating on the Loan arrangements where solicitors were being instructed to prepare the agreements so when ready it could be progressed as soon as possible.

5 **MEMBERS PRESENT UNDER STANDING ORDER 34**

Councillor A Ware attended under standing order 34.

6 **URGENT BUSINESS**

None

7 **COMMITTEE FORWARD PLAN**

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The Chair informed members that Finance would be a rolling agenda item from February going forward.

Councillor Ring suggested the appointment of new Directors for West Norfolk Property Ltd be included in the Plan.

Councillor Morley asked if any of the milestone dates going forward should be added to forward work plan.

The Monitoring Officer explained that once the Management Agreement had been terminated and the transfer had taken effect, further reports would be forthcoming on the transfer in February. The Exit Management Plan was reported to this meeting. The accounts etc would need to be completed after the transfer so reporting would continue until everything was finalised. With regard to the West Norfolk Housing and Property Companies financing it was agreed that this be a standing item on the agendas.

Councillor Ring undertook to forward information from the Alive Project Management Board to other members of the Shareholder Committee for their information.

It was reported that into the new year business plans would also need to be scheduled.

It was suggested that the Alive Transfer should be on the agenda going forward.

RESOLVED: 1) That financing of the Housing Committee and Insourcing of Alive WN be added as standing items going forward.

2) That Councillor Ring forward information from the Alive Project Management Group to other members of the Shareholder Committee as available.

8

UPDATE ON CLOSURE OF ALIVE MANAGEMENT LTD

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At the last Shareholder Committee, it was agreed that Oliver Judges, Executive Director would be appointed as a director to oversee the winding up of the company. The other existing director, Deborah Gates, retired from the council in June 2024 and has advised that she wishes to resign as a company director with immediate effect.

The Articles of Alive Management stated that in order for a meeting to be quorate, two directors must be present at a meeting. Therefore, a further director would need to be appointed prior to the winding up of the company.

In order to complete the necessary work to formally close the company, permission was sought from the Shareholder Committee to appoint a further company director to Alive Management Ltd to ensure a quorum could be achieved, whilst the closure actions were carried out.

RESOLVED: That Michelle Drewery, Assistant Director Resources be appointed as a Director of Alive Management Ltd whilst the company is formally wound up.

Reason for Decision

Although the Articles of Association for Alive Management Ltd stipulate a minimum of one Director, two are required for Alive Management to be quorate.

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UPDATE ON INSOURCING OF ALIVE WEST NORFOLK LTD

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On 30 July 2024, Cabinet resolved to return the services currently operated by Alive West Norfolk to the council's in-house management.

Clause 29 of the Management Agreement (termination on notice) was served on Alive West Norfolk and work was being progressed to transfer the service back to the council by 31 March 2025 at the latest.

Schedule 6 of the Management Agreement detailed an Exit Management Plan which described the roles and responsibilities of the both the council and Alive West Norfolk to ensure the orderly transition of the Services to the Authority, as well as the principles upon which the Exit Management Plan was based.

The report updated the Shareholder Committee on the Exit Management Plan and provided assurance that the transfer of the service back to the management of the council was smooth with a minimal amount of disruption to the service, for the public and staff. The Plan was to be reported to the AWN Board shortly.

Councillor Ring suggested that the Project Board overseeing the insourcing should meet monthly. He also suggested that the following the transfer, the review needed to continue to review where elements of the service had been placed and working arrangements etc.

It was also explained that the Exit Management Plan, as an operational document would be signed off by the Chief Executive or Monitoring Officer. Following questions on the reporting element of the insourcing, it was explained that the Authority would provide weekly updates to Alive WN on the transfer as it was an Authority led project, and the

Project Board was overseeing the project on behalf of the authority. It was noted that the Non Executive Directors were able to give that assurance in the same way as Executive Directors would be able to. Assurances were provided that the project management elements were being carried out.

By way of explanation Councillor Beales asked for clarity that the Authority would be able to set the fees and charges. It was explained that the Management Agreement had specific a process for increase in fees and charges, which needed to be carried for the year and the need to build it into the Authority's budget. The Authority was undertaking modelling of fees and charges but the Awn Board would consider what it needed to do to deliver a balanced budget.

Councillor Morley asked about Accounts Payable to which it was explained that there would be deadlines for Alive staff would have a segregation between purchasing via Alive or the Council, in order to facilitate the closure of accounts etc.

RESOLVED: That the details of the Exit Management Plan and the responsibility of the council officers as well as the Directors of Alive West Norfolk and Alive West Norfolk staff to complete the transfer, and the comments made in the meeting be noted.

Reason for Decision

To ensure an orderly transition of the services delivered by Alive West Norfolk back to the council's management by 31 March 2025.

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APPOINTMENT OF DIRECTORS TO WEST NORFOLK HOUSING

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The Committee received a report reminding members that West Norfolk Housing Company currently had 5 Directors. This was the minimum number as laid out in the company's Articles of Association which stated a minimum of 5 and maximum 12 Directors were required for the Board. The Social Housing regulator had recommended that at least 3 Independent Directors should be on the Board. The company recently invited applications for people to join the Board of Directors and interviews had recently taken place.

The Shareholder Committee considered that the West Norfolk Housing Company Board should take the decision on who to appoint as members of the Board.

Under standing order 34 Councillor Ware indicated she had not been involved in the recruitment process or seen the applications of

interested parties. The WN Housing Board was shortly due to consider the paper.

RESOLVED: That the West Norfolk Housing Company be invited to appoint up to 3 Independent Directors to its Board.

Reason for Decision

To increase the number of Independent Directors on the Board of West Norfolk Housing Co Ltd

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WEST NORFOLK PROPERTY SHAREHOLDER AGREEMENT

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The Monitoring Officer presented for the information of the Shareholder Committee, the latest version of the Shareholder Agreement, for which a delegation to complete was in place. The current document had not changed substantially.

It was noted that the Company had taken its own legal advice on the Agreement and connected Governance documents.

Councillor Morley commented that he didn't think that in 15.7 the Council's dominant influence in the company was reflected enough in the document. The Monitoring Officer commented that the Operational element would not have involvement by the Committee, but the Shareholder Committee's influence was exerted through the Business Plan.

Councillor Morley sought information on how the Company's accounts were prepared, to which it was explained that an independent Company prepared the accounts for the companies, and they were then presented as part of the intragroup accounts. He also asked for information on the capital receipts and dividends, to which it was explained that dividends were based on any surplus, which only West Norfolk Property would be able to do. Their treatment would be part of the Business Plans.

Councillor Morley asked for a layman's guide to the elements of the Companies, how they operate and the explanation of the key terms.

Councillor Ring made reference to the 4 income streams of the Companies.

Under standing order 34 Councillor Ware supported the production of an information sheet on the Board, which would also be useful for new Directors. The Chair agreed that it would be a useful document.

Attention was drawn to the information on the operation of the Companies which would be provided not less than twice a year on performance of the companies, members could see the detail of on the Shareholder agenda.

The Monitoring Officer reported on the development of an induction pack for new Directors which could be extrapolated to have accessible information on the new intranet for members. The Chair supported the provision of a succinct information sheet for members.

Councillor Ring expressed the need to have Independent Directors with a wider skill set on the Boards, particularly the Property Company.

Councillor Ware suggested that there should be more communications between the Shareholder Committee and the Directors. A discussion ensued on the potential for a formal meeting between the Committee and Board Members. It was suggested that there be an agenda item on the next meeting to review where we were. Councillor Ware suggested an external person to attend, potentially a third applicant for the Director position.

The Monitoring Officer suggested that as the Business Plans were to be discussed at the next meeting it would be an agenda item. This was agreed.

In agreeing the Shareholder Agreement it was requested to have it as a rolling item.

Councillor Morley questioned whether the Business Plan read as such, or as an annual operating plan. Councillor Ring agreed with the comment which he felt that if there were ambitions to do more with the companies they would need added flexibility, but the 6 monthly update was the control element.

RESOLVED: 1) That the Shareholder Agreement be noted.

2) That an invitation be extended to the February Share Holder Committee to Board Members of West Norfolk Housing and West Norfolk Property Companies to review the position of each Company and the Business Plans going forward.

3) That a short, plain English information sheet be provided for members on the workings of the Council Companies.

Reason for Decision

To facilitate collaborative working between the Companies and the Shareholder Committee.

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DATE OF FUTURE MEETING

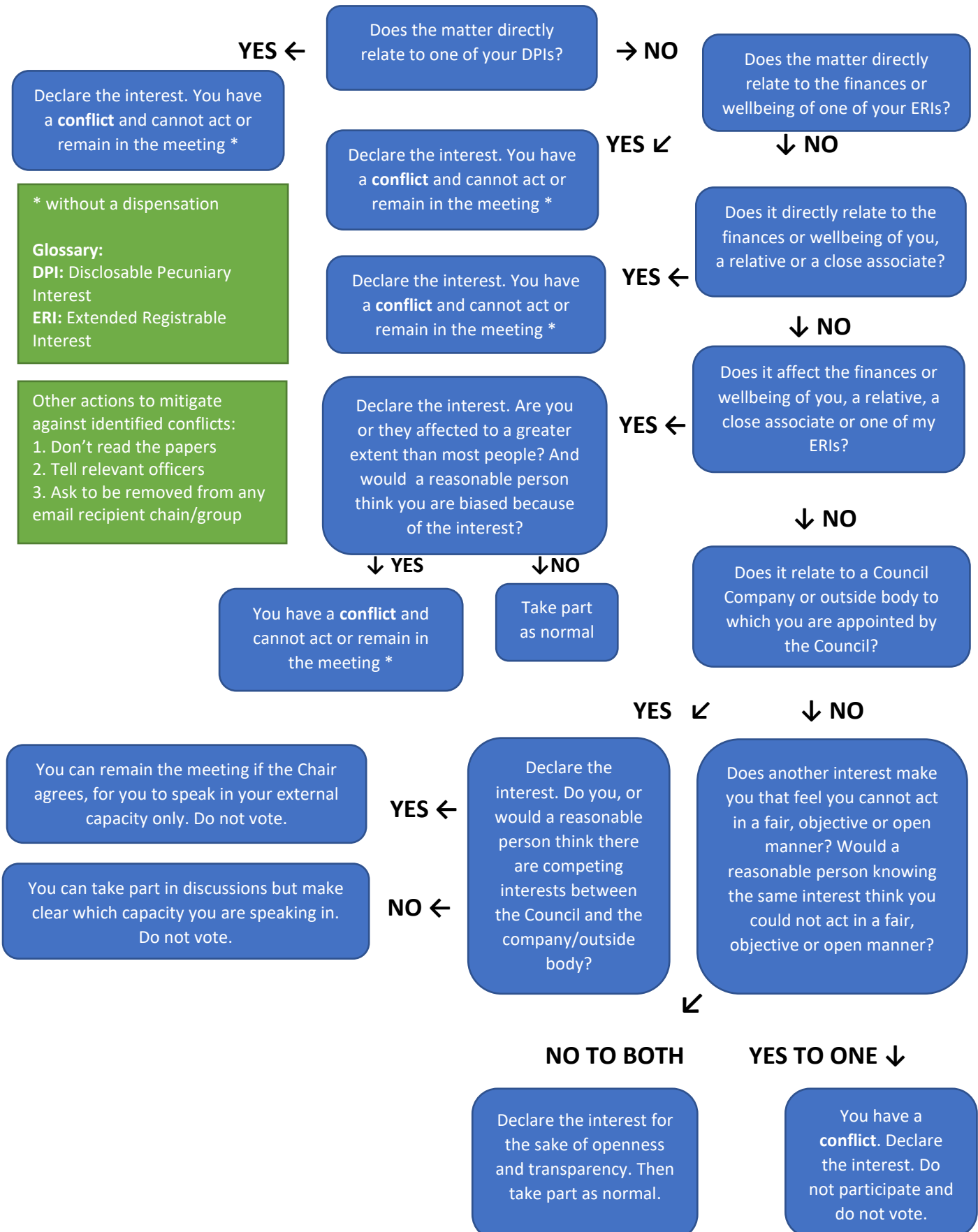
19 February 2025 at 10am
15 April 2025 at 4.00pm

The meeting closed at 12.22 pm

DECLARING AN INTEREST AND MANAGING ANY CONFLICTS FLOWCHART



START



Declare the interest. You have a **conflict** and cannot act or remain in the meeting *

* without a dispensation

Glossary:

DPI: Disclosable Pecuniary Interest

ERI: Extended Registrable Interest

Other actions to mitigate against identified conflicts:

1. Don't read the papers
2. Tell relevant officers
3. Ask to be removed from any email recipient chain/group

YES ←

Does the matter directly relate to one of your DPIs?

→ NO

Does the matter directly relate to the finances or wellbeing of one of your ERIs?

↓ NO

Declare the interest. You have a **conflict** and cannot act or remain in the meeting *

YES ↙

Does it directly relate to the finances or wellbeing of you, a relative or a close associate?

↓ NO

Declare the interest. You have a **conflict** and cannot act or remain in the meeting *

YES ←

Does it affect the finances or wellbeing of you, a relative, a close associate or one of my ERIs?

↓ NO

Declare the interest. Are you or they affected to a greater extent than most people? And would a reasonable person think you are biased because of the interest?

YES ←

↓ YES

↓ NO

You have a **conflict** and cannot act or remain in the meeting *

Take part as normal

Does it relate to a Council Company or outside body to which you are appointed by the Council?

YES ↙

↓ NO

You can remain the meeting if the Chair agrees, for you to speak in your external capacity only. Do not vote.

YES ←

Declare the interest. Do you, or would a reasonable person think there are competing interests between the Council and the company/outside body?

Does another interest make you that feel you cannot act in a fair, objective or open manner? Would a reasonable person knowing the same interest think you could not act in a fair, objective or open manner?

You can take part in discussions but make clear which capacity you are speaking in. Do not vote.

NO ←

↙

NO TO BOTH

YES TO ONE ↓

Declare the interest for the sake of openness and transparency. Then take part as normal.

You have a **conflict**. Declare the interest. Do not participate and do not vote.

REPORT TO SHAREHOLDER COMMITTEE

Open/		Would any decisions proposed:			
Any especially affected Wards	Mandatory/	Be entirely within Shareholder Committee powers to decide YES/NO			
	Discretionary /	Need to be recommendations to Council		YES/NO	
	Operational	Is it a Key Decision		YES/NO	
Lead Member: Cllr Alistair Beales E-mail: <i>cllr.alistair.beales@west-norfolk.gov.uk</i>		Other Cabinet Members consulted:			
		Other Members consulted:			
Lead Officer: Honor Howell – Corporate Governance Manager E-mail: <i>honor.howell@west-norfolk.gov.uk</i>		Other Officers consulted: Alexa Baker – Monitoring Officer Michelle Drewery – Section 151 Officer			
Financial Implications YES/NO	Policy/ Personnel Implications YES/NO	Statutory Implications YES/NO	Equal Impact Assessment YES/NO If YES: Pre-screening/ Full Assessment	Risk Management Implications YES/NO	Environmental Considerations YES/NO
If not for publication, the paragraph(s) of Schedule 12A of the 1972 Local Government Act considered to justify that is (are) paragraph(s)					

APPOINTMENT OF DIRECTOR TO ALIVE MANAGEMENT LTD

Date of meeting: 18 February 2025

Summary

Prior to the incorporation of Alive West Norfolk, the council’s sports and leisure facilities were managed by Alive Leisure, a Leisure Trust and Alive Management Ltd which provided the operational aspects of the service for Alive Leisure.

Alive Management Ltd remains a live company of the borough council, although currently dormant. Steps are now being taken to formally wind the company down and arrange for it to be struck off from Companies House.

There are two Directors of Alive Management Ltd. Michelle Drewery the Section 151 Officer and Oliver Judges, a former Executive Director who left the organisation in January 2025 and has resigned as a Company Director.

In order to complete the necessary work to formally close the company, permission is sought from the Shareholder Committee to appoint a further company director to Alive Management Ltd to provide resilience whilst the closedown actions are carried out.

Recommendation

That Kate Blakemore, Chief Executive be appointed as a Director of Alive Management Ltd whilst the company is formally wound up.

Reason for Decision

Although the Articles of Association for Alive Management Ltd stipulate a minimum of one Director, a further appointment should be made to provide resilience.

1 Background

- 1.1 Prior to the incorporation of Alive West Norfolk, the council's sports and leisure facilities were managed by Alive Leisure, a Leisure Trust and Alive Management Ltd which provided the operational aspects of the service for Alive Leisure.
- 1.2 Alive Management Ltd remains a live company of the borough council, although currently dormant. Steps are now being taken to formally wind the company down and arrange for it to be struck off from Companies House.
- 1.3 Alive Management Ltd Articles of Association state a requirement for a minimum of one Director to be appointed at all times.
- 1.4 There are currently two Directors of Alive Management Ltd. Michelle Drewery the Section 151 Officer and Oliver Judges, a former Executive Director who left the organisation in January 2025 and is therefore has resigned as a Company Director.

2 Options Considered

- 2.1 Although, in principle, Alive Management Ltd requires only one Director, it is considered best practice to have more. In order to ensure resilience and that Director guidance and agreement is received in a timely manner during the winding up process, an existing member of staff should be appointed to the Alive Management Ltd Board of Directors. Although it is not usual to appoint Statutory Officers to company boards, for the purpose of winding up a company it is proposed to appoint Kate Blakemore, Chief Executive to the Board.

3 Policy Implications

- 3.1 The appointment of Directors to the Boards of the council companies is a reserved matter for the Shareholder Committee.

4 Personnel Implications

- 4.1 There are no personnel implications. This is a short-term, unremunerated appointment.

5. Environmental Considerations

5.1 There are no Environmental Considerations.

6. Statutory Considerations

6.1 There are no statutory considerations.

7. Equality Impact Assessment (EIA)

7.1 Not applicable.

8. Risk Management Implications

8.1 Alive Management Ltd Articles of Association stipulate a minimum of one Director should be appointed at any time. In order to ensure resilience, more than one director should be in place.

9. Declarations of Interest / Dispensations Granted

9.1 None

10 Background Papers

10.1 None.

REPORT TO SHAREHOLDER COMMITTEE

Open/		Would any decisions proposed:			
Any especially affected Wards	Mandatory/	Be entirely within Shareholder Committee powers to decide YES/NO			
	Discretionary /	Need to be recommendations to Council		YES/NO	
	Operational	Is it a Key Decision		YES/NO	
Lead Member: Cllr Alistair Beales E-mail: <i>cllr.alistair.beales@west-norfolk.gov.uk</i>		Other Cabinet Members consulted:			
		Other Members consulted:			
Lead Officer: Honor Howell – Corporate Governance Manager E-mail: <i>honor.howell@west-norfolk.gov.uk</i>		Other Officers consulted: James Arrandale – Deputy Monitoring Officer			
Financial Implications YES/NO	Policy/ Personnel Implications YES/NO	Statutory Implications YES/NO	Equal Impact Assessment YES/NO If YES: Pre-screening/ Full Assessment	Risk Management Implications YES/NO	Environmental Considerations YES/NO
If not for publication, the paragraph(s) of Schedule 12A of the 1972 Local Government Act considered to justify that is (are) paragraph(s)					

UPDATED ARTICLES OF ASSOCIATION FOR WEST NORFOLK PROPERTY LTD

Date of meeting: 18 February 2025

Summary

West Norfolk Property Ltd have reviewed their Articles of Association. Prior to submission to Companies House, they are required to be agreed by the Shareholder Committee either by written resolution or a special resolution at a general meeting.

Recommendation

That the Shareholder Committee consider the revised Articles of Association for West Norfolk Property Ltd which have been agreed by the West Norfolk Property Board of Directors.

Reason for Decision

To enable West Norfolk Property to file the updated Articles of Association with Companies House.

1 Background

1.1 West Norfolk Property have updated their Articles of Association, and these have been approved by the Board of Directors.

- 1.2 The Articles of Association are required to be agreed by at least 75% of the shareholders, either by a written resolution or a special resolution at a general meeting. They can then be filed with Companies House within 15 days of the signed resolution.

2 Options Considered

- 2.1 None

3 Policy Implications

- 3.1 West Norfolk Property is required to file the updated Articles of Association at Companies House.

4 Personnel Implications

- 4.1 None.

5. Environmental Considerations

- 5.1 There are no Environmental Considerations.

6. Statutory Considerations

- 6.1 There are no statutory considerations.

7. Equality Impact Assessment (EIA)

- 7.1 Not applicable.

8. Risk Management Implications

- 8.1 Compliance with company law.

9. Declarations of Interest / Dispensations Granted

- 9.1 None

10 Background Papers

- 10.1 None.

West Norfolk Property Limited - Article of Association

Lead Officer / Owner		James Arrandale		
Sponsor				
Responsible Person <i>(non-substantive updating)</i>		David Reason		
Produced by (service name)				
Review Cycle <i>(1 to 5 years)</i>		5 Years	Next Review Date	February 2030
Approved by Board		WNPL - Yes	Approved Date	18/12/24
Published to <i>(internal, external or both)</i>				
Stakeholders consulted? <i>(please tick to confirm)</i>		Yes	<input checked="" type="checkbox"/>	No
Policy Published to	Board & Companies House			
Document Status-Draft/Current/Obsolete		Draft		
Revision Record				
Version	Originator	Description / reason for change		Date
1.0	J. Arrandale	Draft		01/11/2024
1.1	D. Reason	Waiting Shareholders Agreement		18/12/2024

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**Articles of Association of
West Norfolk Property Limited**

PART A: INTRODUCTION

1. INTERPRETATION

1.1 In these Articles:

"Act"	means the Companies Act 2006;
"Articles"	means these articles of association of the company as amended or superseded from time to time and "Article" shall be construed accordingly;
"AGM"	means an annual general meeting of the company;
"Board"	means the board of the company comprising the directors and (where appropriate) includes a committee of the board and the directors acting by written resolution;
"Board Meeting"	means a meeting of the board or (where appropriate) of a committee of the board;
"Business Day"	means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;
"Cabinet"	means the cabinet comprising the leader of the council and portfolio holders and forming the executive;
"Chair"	means (subject to the context) either the person appointed as chair of the company under Article 36 or, where the chair of the company is not present or has not taken the chair at a meeting,

	means the person who is chairing a board meeting at the time, or the person appointed by the shareholders from amongst their number to chair a general meeting;
"Clear Days"	in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"Committee"	means a committee of the board;
"Company"	means the company regulated by the articles;
"Companies House"	means the office of the Registrar of Companies;
"Council"	means the Borough Council of King's Lynn & West Norfolk;
"Councillor"	means an elected councillor of the Council;
"Council Officer"	means an employee or other officer of the Council
"Director"	means a director of the company for the time being and any person occupying the position of director, by whatever name called;
"executed"	includes any mode of execution;
"Executive"	means the cabinet of the council and (where appropriate) includes any executive committee of the cabinet and includes any individual executive member or portfolio holder or council officer acting under delegated authority;
"electronic form" and "electronic means"	has the meaning given to them respectively in section 1168 of the Act;
"General Meeting"	means any meeting of the shareholders;
"Holding Company"; "Subsidiary" and "Wholly-	mean a "holding company", "subsidiary" and "wholly-owned subsidiary" as defined in section

- Owned Subsidiary”** 1159 of the Act and a company shall be treated, for the purposes only of the membership requirement contained in subsections 1159 (1) (b) and (c) of the Act, as a member of another company even if its shares in that other company are registered in the name of (a) another person (or its nominee), whether by way of security or in connection with the taking of security, or (b) its nominee;
- “law”** means any and all of the following:
- any Act of Parliament or legislation;
 - any subordinate legislation (as defined in section 21(1) of the Interpretation Act 1978);
 - any exercise of the royal prerogative;
 - any retained or assimilated European Union law in force in England and Wales;
 - the EU/UK Trade and Co-operation Agreement (so far as directly applicable under the European Union (Future Relationship) Act 2020);
 - any applicable judgement of a relevant court of law which is a binding precedent in England; and
 - any determination, direction, statutory guidance or Code of Practice having the force of law;
- “Objects”** means the objects of the company as set out article 6;
- "Observers"** means those persons (other than directors) present at a board meeting pursuant to article 38;
- "Registered Office"** means the registered office of the company;
- “Relevant Agreement”** means any agreement or agreements entered into between the company and the shareholders relating to the management, operation and activities of the company;

"Secretary"	means the secretary of the company (if any) as may be appointed under these articles to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary;
"Share(s)"	means the shares in the company;
"Shareholder(s)"	means the holders of shares in the company whose name is entered in the register of shareholders;
"Shareholder Reserved Matters"	means those matters designated as such in a relevant agreement or elsewhere where a decision is reserved to the shareholders;
"United Kingdom"	means Great Britain and Northern Ireland.

- 1.2 No regulations or articles set out in any statute, or in any statutory instrument or other subordinate legislation made under any statute, concerning companies (including the regulations in the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*)) shall apply as the articles of the Company. These Articles alone shall be the articles of association of the Company.
- 1.3 The Company is a controlled company within the meaning of the Local Government and Housing Act 1989 and a regulated company within the meaning of the Local Authorities (Companies) Order 1995 with which it shall comply.
- 1.4 In these Articles:
- 1.4.1 terms defined in the Act are to have the same meaning;
 - 1.4.2 references to the singular include the plural and vice versa, to the whole include part and vice versa, and to the masculine include the feminine and neutral and vice versa unless the context requires otherwise;
 - 1.4.3 where the words "include(s)", "including"; or "in particular" are used in the Articles they are deemed to have the words "without limitation" following them;
 - 1.4.4 where the context permits, the words "other" and "otherwise" are illustrative and shall not limit the sense of the words preceding them;
 - 1.4.5 references to "organisations" or "persons" shall include a natural person a corporate body, a public body, an unincorporated association and a partnership (whether or not having a separate legal personality);

- 1.4.6 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
- 1.4.7 a reference to “writing” or “written” includes email but no other electronic form;
- 1.4.8 a reference in these Articles to a “document” is a reference to the document whether in paper or electronic form;
- 1.4.9 where the context permits, the words “other” and “otherwise” are illustrative and shall not limit the sense of the words preceding them;
- 1.4.10 references to times of day, unless the context requires otherwise, to London time and references to a day are to a period of 24 hours running from midnight the previous day; and
- 1.4.11 the headings are not to affect the interpretation of the Articles.

2. NAME

The Company’s name is West Norfolk Property Limited.

3. REGISTERED OFFICE

The Company’s Registered Office is to be situated in England.

4. POWERS

The Company may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Articles.

5. LIMIT OF LIABILITY

The liability of the Shareholders is limited to the amount, if any, unpaid on the Shares held by them.

6. OBJECTS

6.1 The Company’s Objects are:

- 6.1.1 to undertake activities for commercial purposes; and
- 6.1.2 to carry on business as a general commercial company.

PART B. SHARE CAPITAL

7. SHARE CAPITAL AND PAY-UP

- 7.1 The share capital of the Company as at the date of the adoption of these Articles is £100 ordinary Shares divided into 100 Shares of £1 each.
- 7.2 No Share is to be issued for less than the aggregate or its nominal value and any premium is to be paid in full to the Company in consideration for its issue.
- 7.3 Article 7.2 does not apply to the Shares taken on the formation of the Company by the subscribers to the Company's memorandum of association.

8. ISSUE OF SHARES AND SHARE CERTIFICATES

- 8.1 Subject to the Act the Company may issue Shares which must be redeemed or are liable to be redeemed at the option of the Company or the holder on such terms as the Board decides.
- 8.2 The Company may pay commissions as provided in the Act. Subject to the Act, any commission may be paid in cash and/or by the allotment of Shares.
- 8.3 Except as required by law, no person is to be recognised by the Company as holding a Share on trust. The Company is not bound to recognise any interest in a Share other than the holder's absolute right to it.
- 8.4 Unless the Shareholders decide otherwise by special resolution, any unissued ordinary Shares and any new Shares that are created must first be offered to the existing Shareholders in proportion to the number of Shares they already hold. The offer must be made by giving notice to each of the Shareholders. The notice must specify the number of Shares offered. It must give at least twenty-one Clear Days within which the offer can be accepted. Any Shares which are not accepted within this twenty-one-day period will be deemed declined and must be offered, in the same proportions, to the Shareholders who have accepted the Shares offered to them. The further offer must be made on the same terms and subject to the same notice period as the original offer. Any Shares not accepted (except by way of fractions) and any Shares released from this Article by a special resolution are to be under the control of the Board. The Board may (subject to Article 8.5) dispose of them as they decide but no Shares refused by the existing Shareholders may be disposed of on terms which are more favourable to their subscribers than the terms on which they were offered to the Shareholders. Sections 561(1) and 562 of the Act do not apply to the Company.
- 8.5 The Board may not allot shares or grant rights to subscribe for or convert securities into Shares unless approved by the Shareholders.

9. SHARE CERTIFICATES

- 9.1 Shareholders are entitled without payment to one certificate for all the Shares of each class they hold (and, on transferring part of their Shares, to a certificate for the balance of their holding). Every certificate shall be executed by the Company. Every certificate must specify the number, class and distinguishing numbers (if any) of the Shares to which it relates, and the amount paid up for the Shares. The Company need not issue more than one certificate for Shares held jointly. The delivery of a certificate to one joint holder is a sufficient delivery to all of them.
- 9.2 If a Share certificate becomes defaced or worn out or is lost or destroyed it may be renewed. The Board may specify conditions to be satisfied before it is renewed. Those conditions may relate to evidence or indemnity and provide for the payment of the Company's reasonable costs in investigating evidence. Apart from any payments due as a result of compliance with the Board's conditions no other charge may be made. If the Share Certificate is defaced or wearing out the old certificate must be delivered to the Company before it can be renewed.

10. LIEN

- 10.1 The Company is to have a first and paramount lien on every Share registered in the name of any person indebted or under a liability to the Company, (including a Share held jointly with another person) for all money payable by the holder or the holder's estate to the Company. The Board may exempt a Share from this Article at any time.
- 10.2 The Company may sell any Shares on which the Company has a lien if the debt secured by the lien is not paid within fourteen Clear Days after notifying the holder of the Share (or the person entitled to it in consequence of the death or bankruptcy of the holder), demanding payment and stating that if the notice is not complied with the Shares may be sold.
- 10.3 In order to give effect to a sale the Board may authorise any person to sign a transfer of the Shares to or as directed by the purchaser. The title of the purchaser will not be affected by any irregularity in or invalidity of the sale proceedings.
- 10.4 The net proceeds of the sale must be applied to discharge the debt secured by the lien. Any residue is to be paid to the person entitled to the Shares at the date of the sale when he surrenders the certificate for the Shares sold to the Company for cancellation.

11. CALLS ON SHARES AND FORFEITURE

- 11.1 Subject to the terms of allotment, the Board may make calls on the Shareholders for any money unpaid on their Shares (whether in respect of nominal value or premium). Each Shareholder must (subject to receiving at least fourteen Clear Days' notice specifying when and where payment is to be made) pay the Company the amount

called as required by the notice. A call may require payment in instalments. A call may be revoked before the Company receives the sum due under it. Payment of a call may also be postponed. A person on whom a call is made will remain liable for the call made even if the Shares on which it was made are later transferred.

- 11.2 A call is made when the Board resolution authorising the call is passed.
- 11.3 The joint holders of a Share are jointly and severally liable to pay all calls on it.
- 11.4 If a call is unpaid after it is due the person from whom it is payable must pay interest on the unpaid amount from when it became due until payment. The rate must be fixed by the terms of allotment of the Share or in the notice of the call. If no rate is fixed the rate is to be the appropriate rate (as defined in the Act). The Board may waive payment of the interest.
- 11.5 An amount payable on a Share on allotment on a fixed date (for the nominal value or a premium or as an instalment of a call) is to be deemed to be a call. If it is not paid this Article is to apply as if it had become payable because of a call.
- 11.6 Subject to the terms of allotment, the Board may make different arrangements on the issue of Shares for the holders of the amounts and times of payment of calls on their Shares.
- 11.7 If a call remains unpaid after it has become due the Board may give the person by whom it is payable at least fourteen Clear Days' notice requiring payment of the call and any interest due and all expenses that may have been incurred by the Company as a result of the non-payment. The notice must state where payment is to be made and that if it is not complied with the Shares on which the call was made are liable to be forfeited.
- 11.8 If the notice is not complied with then, before the payment it required is made, the Shares on which it was given may be forfeited by a resolution of the Board. The forfeiture is to include all dividends or other money payable on the forfeited Shares which were not paid before the forfeiture.
- 11.9 Subject to the Act, a forfeited Share may be sold, re-allotted or otherwise disposed of as the Board decides. This may be to its holder before the forfeiture or to any other person. At any time before the sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the Board decides. Where a forfeited Share is to be transferred to any person the Board may authorise any person to sign the Share transfer to that person.
- 11.10 Where a Shareholder's Shares have been forfeited s/he will cease to be a Shareholder in respect of them. S/he must surrender the certificate for the Shares forfeited to the Company for cancellation. S/he is still liable to the Company for all money which, at the date of forfeiture, was payable to the Company on them plus interest at the interest rate before forfeiture or, if no interest was payable, at the appropriate rate (as defined

in the Act) from the date of forfeiture until payment. The Board may waive payment or enforce payment without allowing for the value of the Shares at the time of forfeiture or the consideration received on their disposal.

11.11A statutory declaration by a Director or the Secretary that a Share has been forfeited on a specified date is to be conclusive evidence of the fact stated in it as against all persons claiming to be entitled to the Share. The declaration is (subject to the execution of an instrument of transfer if necessary) to constitute a good title to the Share. The purchaser of the Share is not bound to see to the application of the consideration, if any. The title to the Share is not to be affected by any irregularity in or invalidity of the forfeiture or disposal proceedings.

12. TRANSFER OF SHARES

12.1 A transfer may be in any usual form or in any other form the Board approves. It must be signed by or on behalf of the transferor.

12.2 The Board may refuse to register a Share transfer without giving any reason.

12.3 If the Board refuses to register a Share transfer it must notify the transferee of the refusal within two months after the date the transfer was lodged with the Company.

12.4 No fee may be charged for the registration of any transfer or other document relating to or affecting the title to any Share

12.5 The Company may retain a transfer document which is registered, but any transfer which the Board refuses to register must (except in any case of fraud) be returned to the person lodging it when notice of the refusal is given.

12.6 The Board may destroy in any manner that the Board approves all instruments of transfer of Shares of the Company which have been registered as long as the following conditions are met:

12.6.1 six years have passed since the date of registration thereof; and

12.6.2 the Board acts in good faith; and

12.6.3 the Board, at the date of destruction, has no notice of any claim to which the instrument of transfer might be relevant.

12.7 The Board may destroy in any manner that the Board approves all registered Share Certificates which have been cancelled as long as the following conditions are met:-

12.7.1 at least three years have passed since the date of cancellation of the Share Certificate; and

12.7.2 the Board acts in good faith; and

12.7.3 the Board at the date of destruction has no notice of any claim to which the Share Certificate might be relevant.

- 12.8 It shall be conclusively presumed in favour of the Company that any instrument of transfer destroyed in accordance with Article 12.6 was a valid and effective instrument duly and properly registered and that any Share Certificate destroyed in accordance with Article 12.7 was a valid Share Certificate duly and properly cancelled.
- 12.9 Nothing in this Article 12 shall be regarded as imposing any liability upon the Company in respect of any instrument of transfer or Share Certificate in circumstances where the conditions specified in Articles 12.6 or 12.7 (as appropriate) have not been fulfilled.

13. TRANSMISSION OF SHARES

- 13.1 The survivor of a joint holder who dies and/or the personal representatives of a sole holder are the only persons the Company must recognise as having any title to the Shares. Nothing in these Articles is to release the estate of a deceased Shareholder from any liability in respect of any Share which had been jointly held by her/him.
- 13.2 A person entitled to a Share on the death or bankruptcy of a Shareholder may, on producing such evidence as the Board requires either become the holder of the Share or nominate some person to be registered as the transferee. If s/he elects to become the holder, s/he must notify the Company in writing. If s/he elects to have another person registered, s/he must transfer the Share to that person. The Articles relating to Share transfer are to apply to the notice or transfer as if it were a transfer signed by the Shareholder.
- 13.3 A person entitled to a Share on the death or bankruptcy of a Shareholder is to have the same rights as the Shareholder had except that the right to attend or vote at General Meetings or at a class meeting of the holders of any class of Shares shall not arise before that person is registered as the holder of the Share.

14. ALTERATION OF SHARE CAPITAL

- 14.1 The Company may by ordinary resolution:
- 14.1.1 increase its share capital by new Shares of such amount as the resolution prescribes;
 - 14.1.2 consolidate and divide its share capital into Shares of a larger amount than its existing Shares;
 - 14.1.3 subject to the Act, sub-divide any of its Shares into Shares of smaller amount and create a preference in favour of some of the Shares resulting from the subdivision over the others; and/or
 - 14.1.4 cancel unissued Shares which have not been agreed to be taken up and reduce its share capital by the amount of the cancelled Shares.
- 14.2 Where as a result of a consolidation of Shares any Shareholders would become entitled to a fraction of a Share, the Board may, on behalf of those Shareholders, sell

the Shares representing the fraction for the best price reasonably obtainable to any person (including, subject to the Act, the Company) and distribute the net sale proceeds among those Shareholders. The Board may authorise a person to sign the Share transfer to, or as directed by, the purchaser. The purchaser is not required to see to the application of the purchase money. His title to the Shares is not to be affected by an irregularity or invalidity in the sale proceedings.

- 14.3 Subject to the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account.

15. PURCHASE OF OWN SHARES

- 15.1 Subject to the Act, the Company may purchase its own Shares (including any redeemable Shares) and pay for the redemption or purchase other than out of the Company's distributable profits or the proceeds of a fresh issue of Shares.

16. DIVIDENDS

- 16.1 Subject to the Act, the Company may by ordinary resolution declare dividends in accordance with the recommendations of the Shareholders. No dividend may exceed the amount recommended to the Board.
- 16.2 Subject to the Act and in accordance with the recommendations of the Shareholders, the Board may pay interim dividends if it appears to it that they are justified by the distributable profits of the Company. If the Share capital is divided into different classes, the Board may pay interim dividends on Shares with deferred or non-preferred dividend rights as well as on Shares which confer preferential dividend rights, but no interim dividend may be paid on Shares with deferred or non-preferred rights if any preferential dividend is in arrear at the time of payment. The Board may also pay any dividend payable at a fixed rate at such intervals as they decide if it appears to them that the distributable profits justify the payment. Provided the Board acts in good faith the Directors are not to be liable to preferred Shareholders for any loss suffered by the lawful payment of an interim dividend on any deferred or non-preferential Shares.
- 16.3 Except where the rights attaching to Shares provide otherwise, all dividends are to be paid according to the amount paid up on the Shares on which they are paid. Where the amount paid up changes over the period for which the dividend is payable, the dividend must be apportioned and paid proportionately to the amount paid up on the Shares during each part of the period for which the dividend is paid. If a Share is issued on terms that it is to rank for dividend as from a particular date that Share is to rank for dividend accordingly.
- 16.4 On the recommendation of the Shareholder Committee the Company when declaring a dividend may direct that it is to be satisfied wholly or partly by the distribution of assets. In administering the distribution the Board may:

- 16.4.1 issue fractional certificates;
 - 16.4.2 fix the value of any assets;
 - 16.4.3 adjust the rights of Shareholders by paying cash to any Shareholder based on the asset values so fixed;
 - 16.4.4 vest any assets in trustees; and/or
 - 16.4.5 settle any difficulty which arises over the distribution.
- 16.5 Any dividend or money payable on a Share may be paid by cheque posted to the registered address of the person entitled (or as s/he may direct in writing). If two or more persons hold the Share or are jointly entitled to it because of the death or bankruptcy of the holder it may be sent to the person first named in the register. Cheques are to be payable to the person entitled (or as s/he directs in writing). Payment of the cheque is to be a good discharge to the Company. Any joint holder or other person jointly entitled to a Share may give receipts for any dividend or other money payable on a Share.
- 16.6 No dividend or other money payable on a Share is to bear interest against the Company unless the rights attached to the Share provide otherwise.
- 16.7 Any dividend unclaimed twelve years after its payment date may be forfeited by a resolution of the Board.

17. CAPITALISATION OF PROFITS

- 17.1 The Board may, with the authority of an ordinary resolution of the Company:
- 17.1.1 capitalise any profits of the Company not required for paying a preferential dividend (whether or not they are available for distribution) or any sum in the Company's share premium account or capital redemption reserve;
 - 17.1.2 subject to Article 17.2, appropriate the sum resolved to be capitalised to the Shareholders who would have been entitled to it if it were distributed by dividend (in the same proportions) and apply it in paying up any amounts unpaid on any part paid Shares they hold and/or in paying up in full and allotting to them (or as they direct) unissued Shares or debentures in the Company of a nominal amount equal to that sum;
 - 17.1.3 provide for Shares or debentures distributable in fractions by the issue of fractional certificates or by payment in cash; and/or
 - 17.1.4 authorise a person to enter into an agreement with the Company on behalf of all the Shareholders concerned, providing for the allotment to them of any Shares or debentures credited as fully paid to which they are entitled upon such capitalisation. Any agreement made under such authority is to bind all such Shareholders.

17.2 The Share premium account, the capital redemption reserve and any profits which are not available for distribution may, for the purposes of this Article, only be applied in paying up unissued Shares to be allotted to Shareholders credited as fully paid.

PART C. GENERAL MEETINGS

18. ANNUAL GENERAL MEETING

- 18.1 Each year the Company may choose to hold a General Meeting as an Annual General Meeting (“AGM”) but shall not be required to do so. An AGM shall be called and held in accordance with the Articles and the Act.
- 18.2 An AGM held by the Company is to be held at such time and place as the Board appoints.
- 18.3 The Board may make whatever arrangement it considers appropriate to enable attendance at an AGM including by telephone, televisual or other electronic or virtual means provided that each person attending the meeting is able to:
- 18.3.1 communicate to all those attending the meeting the information or opinions they have on the business of the meeting;
 - 18.3.2 exercise their right to vote on a resolution put to the vote at the meeting and their vote can be taken into account in determining the outcome of the resolution at the same time as the votes of those others in attendance at the meeting.
- 18.4 In determining attendance at an AGM it is immaterial whether any two or more Shareholders attending it are in the same place as each other.
- 18.5 The business of an AGM is:
- 18.5.1 to receive the annual Directors’ report;
 - 18.5.2 to consider the accounts and auditor’s report;
 - 18.5.3 to appoint the auditor (if necessary); and
 - 18.5.4 to transact any other business specified in the notice convening the AGM.

19. GENERAL MEETINGS

- 19.1 All General Meetings are to be called by the Board.
- 19.2 A General Meeting is to be held as such time and place as the Board appoints.
- 19.3 The Board may make whatever arrangement it considers appropriate to enable attendance at General Meeting including by telephone, televisual or other electronic or virtual means provided that each person attending the meeting is able to:
- 19.3.1 communicate to all those attending the meeting the information or opinions they have on the business of the meeting;
 - 19.3.2 exercise their right to vote on a resolution put to the vote at the meeting and their vote can be taken into account in determining the outcome of the

resolution at the same time as the votes of those others in attendance at the meeting.

- 19.4 In determining attendance at a General Meeting it is immaterial whether any two or more Shareholders attending it are in the same place as each other.
- 19.5 If there are insufficient Directors in the United Kingdom to form a quorum at a Board Meeting to call a General Meeting it may be called in the same way as a Board Meeting.
- 19.6 On receiving a requisition from the requisite number of Shareholders as specified under Section 303 of the Act the Board must immediately call a General Meeting.

20. NOTICE OF GENERAL MEETINGS

- 20.1 General Meetings must be called by at least fourteen Clear Days' notice and shall be called and held in accordance with the Articles and the Act.
- 20.2 A General Meeting may be called by shorter notice if this is agreed by a majority in number of the Shareholders who may attend and vote and who together hold 90% or more in nominal value of the Shares giving that right.
- 20.3 The notice must specify:
- 20.3.1 the time and place of the General Meeting;
 - 20.3.2 the general nature of the business to be transacted; and
 - 20.3.3 if it is anticipated that Shareholders participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 20.4 No business may be transacted at a General Meeting except that specified in the notice convening the meeting.
- 20.5 Notice of a General Meeting must be given to all of the Shareholders (except any living outside the United Kingdom who have not given an address for service in the United Kingdom), the Directors and the Company's auditors (if any).
- 20.6 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

21. QUORUM FOR GENERAL MEETINGS

- 21.1 No business may be transacted at a General Meeting unless a quorum is present.
- 21.2 A quorum is one Shareholder entitled to vote upon the business to be transacted present in person or represented by a duly authorised representative (appointed pursuant to Article 24.4) but in order for a General Meeting to be quorate a duly

authorised representative of the Council must be present if the Council is a Shareholder.

- 21.3 If a quorum is not present within 30 minutes from the time of the General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the Board decides.
- 21.4 Notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Shareholders pursuant to Article 20.3.
- 21.5 If a quorum is not present within 30 minutes from the time of the adjourned General Meeting it is to be dissolved.

22. CHAIR AT GENERAL MEETINGS

- 22.1 The Shareholders present and entitled to vote must choose one of their number to chair the General Meeting (hereafter in this Part C referred to as “the Chair”).

23. ADJOURNMENT OF GENERAL MEETINGS

- 23.1 The Chair may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.
- 23.2 The Chair may also, without the consent of a General Meeting, adjourn it (whether or not it has commenced or is quorate) if it appears to the Chair that:
- 23.2.1 the number of persons wishing to attend is greater than could reasonably have been expected and cannot conveniently be accommodated in the meeting room;
 - 23.2.2 unruly conduct is likely to prevent the orderly holding of the meeting;
 - 23.2.3 an adjournment is necessary for the business of the meeting to be conducted properly; or
 - 23.2.4 a proposal of such importance is made that its consideration by a larger number of Shareholders is desirable.
- 23.3 When a meeting is adjourned under Article 23.2, the time and place for the adjourned meeting is either to be fixed by the Chair at the time of the adjournment or in default it is to be fixed by the Board.
- 23.4 The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.
- 23.5 It is not necessary to give notice of a General Meeting which is adjourned under Article 23.1 or Article 23.2 unless it is adjourned for fourteen days or more in which case seven Clear Days’ notice must be given.

23.6 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

24. VOTING AT GENERAL MEETINGS

24.1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded.

24.2 Every Shareholder present has one vote on a show of hands.

24.3 Directors who are not Shareholders may speak but not vote at General Meetings.

24.4 A Shareholder which is an organisation may, by resolution of its governing body (which shall in the case of the Council mean the Executive) or a committee or an officer of the organisation acting under powers delegated by its governing body, authorise such person as it thinks fit to act as its representative at General Meetings.

24.5 A person authorised under Article 24.4 may exercise the same powers on behalf of the organisation as the organisation could exercise if it were an individual Shareholder.

24.6 An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chair whose decision is final.

24.7 A declaration by the Chair that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

25. BALLOTS

25.1 A ballot may be demanded at any time during the General Meeting by the Chair or any Shareholder.

25.2 The demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.

25.3 The demand for a ballot will not prevent the General Meeting continuing to transact business other than the question on which the ballot is demanded.

25.4 A ballot is to be taken as the Chair directs. The Chair may appoint scrutineers (who need not be Shareholders) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.

25.5 A ballot on the election of a chair or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chair directs.

25.6 At least seven Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

26. SHAREHOLDERS' WRITTEN RESOLUTIONS

26.1 Subject to the Act, a written resolution signed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the holders of the Shares entitled to attend and vote at a General Meeting is as valid as if it had been passed at a General Meeting.

26.2 A resolution under Article 26.1 may consist of several documents in similar form each signed by one or more Shareholders.

26.3 A resolution under Article 26.1 may be signed for a corporate body or an organisation which is a Shareholder by its authorised representative, a member of its governing body or secretary, its solicitor or by an attorney.

27 AMENDING RESOLUTIONS AT A GENERAL MEETING

27.1 An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:

27.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair may determine); and

27.1.2 the proposed amendment does not, in the reasonable opinion of the Chair, materially alter the scope of the resolution.

27.2 A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:

27.2.1 the Chair proposes the amendment at the General Meeting at which the resolution is to be proposed; and

27.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

27.3 If the Chair, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

PART D. DIRECTORS

28. APPOINTMENT, TERMINATION AND RETIREMENT OF DIRECTORS

- 28.1 Unless the Shareholders decide otherwise by ordinary resolution the number of Directors shall be not more than 8 and not less than 3.
- 28.2 All of the Directors are to be appointed or reappointed by ordinary resolution of the Shareholders for such term of office as the Shareholders deem fit.
- 28.3 The appointment of a Director takes effect at the point at which the Shareholder resolution appointing her/him is passed.
- 28.4 No Director may be appointed except as set out in the Articles.
- 28.5 Subject to sections 168 and 169 of the Act, the Shareholders may remove any or all of the Directors at any time (with or without reason) by ordinary resolution.
- 28.6 The Shareholders may appoint a person as a Director either in substitution for a Director they have removed or to fill a casual vacancy.
- 28.7 A Director will cease to hold office if s/he:
- 28.7.1 dies;
 - 28.7.2 ceases to be a Director under the Act or is prohibited by law from being a Director;
 - 28.7.3 resigns by written notice to the Company delivered to the Registered Office;
 - 28.7.4 is removed by ordinary resolution of the Shareholders;
 - 28.7.5 becomes bankrupt or makes any arrangement or composition with her/his creditors generally;
 - 28.7.6 is being treated by a registered medical practitioner who gives a written opinion to the Company stating that the Director has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 28.7.7 ceases to be a Councillor or Council Officer (only where that person was a Councillor or Council Officer on appointment as a Director); or
 - 28.7.8 is appointed by the Shareholders for a specific period of office as a Director (“Term“) and that Term ends without the Director having been appointed to any further Term.

29. NOT USED

30. NOT USED

31. DIRECTORS' REMUNERATION, FEES AND EXPENSES

31.1 A Director who is a Councillor or Council Officer, or an elected member, directly elected mayor or officer of any other local authority shall not be entitled to any remuneration from the Company for her/his services to the Company as a Director.

31.2 A Director who is a Council Officer or an officer of any other local authority may be paid fees and/or expenses for her/his services to the Company as a Director in line with her/his contract of employment with the Council or other local authority (as the case may be).

31.3 A Director who is a Councillor or an elected member or directly elected mayor of any other local authority may be paid such fees and/or expenses for her/his services to the Company by the Council or the local authority of which s/he is an elected member or directly elected mayor (as the case may be) as are permitted by the Local Authorities (Companies) Order 1995.

31.4 Subject to Articles 31.1, 31.2 and 31.3 the Company may pay Directors for their services to the Company such fees as the Shareholders may decide from time to time.

31.5 Subject to Articles 31.1, 31.2 and 31.3 Directors are entitled to be paid by the Company all reasonable expenses properly incurred by them in attending Board Meetings and General Meetings and in carrying out their duties as Directors.

31.6 The payment or reimbursement of Directors' expenses is subject to the production of satisfactory receipts.

32. DIRECTORS' INTERESTS

32.1 A Director who has a direct or indirect interest in any contract, proposed contract, arrangement or dealing with the Company must declare his interest under sections 177 or 182 of the Act (as appropriate) before the matter is discussed by the Board.

32.2 Every Director must ensure that at all times a list is kept at the Registered Office including details of:

32.2.1 any other body of which s/he is a director or officer;

32.2.2 any firm of which s/he is a partner;

32.2.3 any firm or organisation of which s/he is an employee;

32.2.4 any public body of which s/he is an official or elected member;

32.2.5 any company whose shares are publicly quoted in which s/he owns or controls more than 2% of the shares;

- 32.2.6 any company whose shares are not publicly quoted in which s/he owns or controls more than 10% of the shares;
 - 32.2.7 any property owned by the Company or the parent company in which s/he has an interest or which he occupies; or
 - 32.2.8 any other interest which is significant or material including any direct or indirect financial interest which may influence her/his judgement on matters being considered or to be considered by the Board.
- 32.3 A decision of the Board will not be invalid because of the subsequent discovery of an interest which should have been declared.
- 32.4 Every Director must ensure that at all times s/he declares to either the Secretary in writing or to a Board Meeting if a person with whom s/he is “connected” for the purposes of Section 252 of the Act:
- 32.4.1 is likely to receive a payment or benefit from the Company;
 - 32.4.2 is a director, officer or employee of a company, body or organisation which is likely to receive a payment or benefit from the Company;
 - 32.4.3 is a partner of a firm which is likely to receive a payment or benefit from the Company;
 - 32.4.4 is an official or elected shareholder of a public body which may make or receive a payment or benefit to or from the Company;
 - 32.4.5 is the owner or controller of more than 2% of the shares of a company whose shares are publicly quoted and which may make or receive payment or benefit to or from the Company;
 - 32.4.6 is the owner or controller of more than 10% of the shares of any company whose shares are not publicly quoted, which may make or receive a payment or benefit to or from the Company; or
 - 32.4.7 is a tenant or occupier of any property owned by the Company or is seeking accommodation from the Company.
- 32.5 A general notice to the Board that a Director has an interest, of the nature and extent specified in the notice, in any transaction or arrangement in which a specified person or class of persons is interested, is to be treated as a disclosure that the Director has an interest in any such transaction of the nature and extent specified.
- 32.6 For the purposes of this Article 32 an interest of which a Director has no knowledge and of which it is unreasonable to expect her/him to have knowledge is not to be treated as an interest of that Director.

32.7 Personal Interests

32.7.1 A Director has a personal interest in a matter which is to be discussed or determined by the Board if s/he or a member of the Director's family as defined in section 253 of the Act will be directly affected by the decision of the Board in relation to that matter.

32.7.2 A Director who has a personal interest in a matter which is to be discussed or determined by the Board:

- (a) may not count towards the quorum in relation to that matter;
- (b) may not take part in the discussion in relation to that matter;
- (c) may not vote in relation to that matter; and
- (d) must leave the Board Meeting at which the matter is discussed and determined.

32.8 Despite having a personal interest in the outcome, a Director may count towards the quorum, take part in the discussion and vote on a resolution of the Board (other than a resolution to make a payment or grant a benefit to the Director personally which is not at the same time being granted to the other Directors):

32.8.1 to take out Directors' and officers' indemnity insurance;

32.8.2 to give an indemnity or to establish a policy for the Company to give indemnities to the Directors generally under Article 41; or

32.8.3 to set a policy for the payment of Directors' fees and expenses under Article 31.

32.9 In the event that there are not sufficient Directors to hold a quorate Board Meeting because one or more Directors have a personal interest in a relevant matter and are not permitted to form part of the quorum, then those Directors with a personal interest may form part of the quorum for the purposes of agreeing to circulate an ordinary resolution to the Shareholders detailing the extent of the conflict arising from the personal interest and requesting the Shareholders to authorise the Director's conflict arising from her/his personal interest.

32.10 In the event that a resolution is passed by the Shareholders in accordance with Article 32.9, the Director(s) with such an authorised personal interest may then count as part of the quorum and for voting purposes in relation to the relevant matter.

32.11 Non-Personal Interests

32.11.1 A Director who has an interest in a matter which is to be discussed or determined by the Board but which is not a personal interest may, subject to his fulfilling her/his duty to act in the best interests of the Company and to the

right of the remaining Directors to require that s/he should withdraw from the Board Meeting at which the matter is to be discussed or determined:

- (a) count towards the quorum in relation to that matter;
- (b) take part in the discussion in relation to that matter;
- (c) remain in the Board Meeting at which the matter is to be discussed or determined; and
- (d) vote in relation to that matter.

32.11.2 A Director is not to be regarded for the purposes of this Article 32 as having a non-personal interest in any matter if her/his interest in that matter arises solely because:

- (a) s/he is a director, or officer, or councillor, or elected member, or directly elected mayor of any body, the accounts of which are consolidated with the Company's accounts;
- (b) s/he is a councillor or, officer, or an elected member, or directly elected mayor of any other local authority that is a Shareholder;
- (c) s/he is a director or officer of any subsidiary of the Company; and/or s/he is a director or officer of the Company's holding company or another person that wholly owns the Company;
- (d) but he must nonetheless disclose her/his interest in accordance with Article 32.1.

32.12A Director may disclose the business of the Company to the Council where the Council is a Shareholder.

PART E. THE BOARD

33. POWERS OF THE BOARD

- 33.1 Subject to the Act, the Articles and any Relevant Agreement, the business of the Company is to be managed by the Board, for the purpose of which, the Board may exercise all the powers of the Company.
- 33.2 Alterations of the Articles do not invalidate earlier acts of the Board which would have been valid without the alteration.
- 33.3 The Shareholders may, by special resolution, direct the Board and/or any Director to take, or refrain from taking, specified action.
- 33.4 No special resolution under Article 33.3 shall invalidate anything which the Board and/or any Director may have done before the resolution is passed.
- 33.5 Decisions on matters specified in a Relevant Agreement or otherwise and designated as “Shareholder Reserved Matters” shall be reserved to the Shareholders of the Company from time to time for their prior approval, and such reservation shall take priority over any provision in these articles which allocates responsibility for the relevant matter to the Board.

34. BOARD MEETINGS AND DECISION MAKING

- 34.1 Subject to the Articles and any Relevant Agreement, the Board may regulate Board Meetings as it wishes.
- 34.2 The Board may make whatever arrangements it considers appropriate to enable attendance at a Board Meeting including by telephone, televisual or other electronic or virtual means provided that each person attending the meeting is able to:
- 34.2.1 communicate to all those attending the meeting the information or opinions they have on the business of the meeting;
- 34.2.2 exercise their right to vote on a resolution put to the vote at the meeting and their vote can be taken into account on determining the outcome of the resolution at the same time as the votes of those others in attendance at the meeting.
- 34.3 In determining attendance at a Board Meeting it is immaterial whether any two or more Directors attending it are in the same place as each other.
- 34.4 Board Meetings are to be called by any Director or the Secretary (if any).
- 34.5 Seven Clear Days’ notice of Board Meetings must be given to each of the Directors but it is not necessary to give notice of a Board Meeting to a Director who is out of the United Kingdom.

34.6 Notice of any Directors' meetings must indicate:

34.6.1 its proposed date and time;

34.6.2 where it is to take place; and

34.6.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

34.7 A Board Meeting which is called on shorter notice than required under Article 34.5 is deemed to have been duly called if at least two Directors certify in writing that because of special circumstance it ought to be carried as a matter of urgency.

34.8 Each Director is to have one vote and questions arising at a Board Meeting are to be decided unanimously.

34.9 All decisions of the Board or a Committee must be recorded.

34.10A technical defect in the appointment of a Director or in the delegation of powers to a Committee of which the Board is unaware at the time does not invalidate decisions taken in good faith.

35. QUORUM FOR BOARD MEETINGS

35.1 Subject to Article 35.3 the quorum for Board Meetings is two Directors.

35.2 A Director may be part of the quorum of a Board Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.

35.3 The Board may act despite vacancies in its number but if the number of Directors is less than three the Board may act only to procure the appointment of Directors by ordinary resolution of the Shareholders under Article 28.2.

35.4 At an inquorate Board Meeting or one which becomes inquorate for more than 20 minutes the Directors present may act only to call a General Meeting.

36. CHAIR

36.1 The Company must have a Chair. The Chair (and any deputy who serves in her/his place) shall be appointed by the Board.

36.2 The Chair is to hold office for three years or such other period as the Board shall from time to time determine.

36.3 The Chair may resign from her/his position at any time (without necessarily resigning as a Director at the same time).

- 36.4 The Chair may be removed from the office of Chair (but not as a Director) only at a Board Meeting called for the purpose. The Chair must be given an opportunity to say why s/he should not be removed.
- 36.5 The Chair is to chair all Board Meetings at which s/he is present unless s/he does not wish to do so.
- 36.6 If the Chair is not present within 10 minutes after the starting time of a Board Meeting another Director must chair that Board Meeting during the Chair's absence.
- 36.7 If the Chair is absent or does not wish to chair the Board Meeting then the Board must elect one of the other Directors who is present to chair the Board Meeting during the Chair's absence.

37. DELEGATION

- 37.1 Subject to the Articles, the Act and any Relevant Agreement, the Board may delegate any of the powers conferred on them under the Articles to:
- 37.1.1 to such person or committee;
 - 37.1.2 by such means (including by power of attorney);
 - 37.1.3 to such an extent;
 - 37.1.4 in relation to such matters or territories; and
 - 37.1.5 on such terms and conditions;
- as the Board thinks fit.
- 37.2 The Board may also delegate to any Director(s) or any other person such of the Board's powers as the Board considers desirable to be exercised by her/him.
- 37.3 The Board may revoke (in whole or in part) or alter the terms and conditions of any delegation at any time.
- 37.4 Committees to which the Board has delegated any of their powers must follow procedures which are based as far as they are applicable on the provisions of the relevant Articles.
- 37.5 The Board may make rules of procedure for any Committee which prevail over any rules made by the Committee if the Board considers that rules made by the Committee are not consistent with the Articles.

38. OBSERVERS

- 38.1 The Board may allow individuals who are not Directors to attend meetings of the Board or a Committee as Observers on whatever terms the Board decides.
- 38.2 Observers may not vote but may take part in discussions unless the Board decides otherwise.

38.3 The Board may exclude Observers from any part of a Board Meeting where the Board considers the business is private.

39. DIRECTORS' WRITTEN RESOLUTIONS

39.1 A written resolution signed by all of the Directors entitled to receive notice of a Board Meeting (provided they would constitute a quorum at a Board Meeting) is as valid as if it had been passed at a Board Meeting.

39.2 A written resolution signed by all of the members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee.

39.3 A resolution under Articles 39.1 or 39.2 may be executed in any number of counterparts, each of which is an original and which together have the same effect as if each Director or member of Committee (as the case may be) had signed the same document.

39.4 For the purposes of article 39.1 and 39.2 it shall be an acceptable alternative to signature for any director to confirm his or her clear agreement to the resolution in writing (such as email correspondence stating "I agree").

PART F. OFFICERS

40. THE SECRETARY

- 40.1 The Board may decide whether to appoint a Secretary and for what term.
- 40.2 Where appointed, a Secretary may be removed by the Board at any time.
- 40.3 No Director may occupy a salaried position of Secretary.
- 40.4 Where any Secretary appointed is a Council Officer then s/he shall not be paid any fee or expenses by the Company.

41. INDEMNITIES AND INSURANCE FOR OFFICERS AND EMPLOYEES

- 41.1 No officer or employee is to be liable for losses suffered by the Company except those due to her/his own dishonesty or gross negligence.
- 41.2 Subject to Article 41.3, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
 - 41.2.1 each relevant officer may be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by her/him as a relevant officer:
 - (a) in the actual or purported execution and/or discharge of her/his duties, or in relation to them; and
 - (b) in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),
 - 41.2.2 including (in each case) any liability incurred by her/him in defending any civil or criminal proceedings, in which judgment is given in her/his favour or in which s/he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on her/his part or in connection with any application in which the court grants her/him, in her/his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and
 - 41.2.3 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by her/him in connection with any proceedings or application referred to in Article 41.2.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- 41.3 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

41.4 The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

41.5 In this Article:

41.5.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate;

41.5.2 a "relevant officer" means any Director or other officer or former Director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent s/he acts in his capacity as auditor); and

41.5.3 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company.

PART G. STATUTORY AND MISCELLANEOUS

42. MINUTES

- 42.1 The Board must arrange for minutes to be kept of all Board Meetings and General Meetings. The names of the Directors present must be included in the minutes.
- 42.2 Copies of the draft minutes of Board Meetings must be distributed to the Directors as soon as reasonably possible after the meeting.
- 42.3 Minutes must be approved as a correct record at the next Board Meeting (as regards minutes of Board Meetings) or next General Meeting (as regards minutes of General Meetings).
- 42.4 The Board must keep minutes of all of the appointments made by the Board.

43. ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN

- 43.1 The Company must comply with Part 15 of the Act in:-
 - 43.1.1 preparing and filing an annual Directors' report and annual accounts; and
 - 43.1.2 making an annual return to the Registrar of Companies.
- 43.2 The Company must comply with Part 16 of the Act in relation to the audit or examination of accounts to the extent that the law requires.
- 43.3 The annual Directors report and accounts must contain:
 - 43.3.1 the revenue accounts and balance sheet for the last accounting period;
 - 43.3.2 the auditor's report on those accounts (if applicable); and
 - 43.3.3 the Board's report on the affairs of the Company.
- 43.4 The accounting records of the Company must always be open to inspection by a Director.

44. BANK AND BUILDING SOCIETY ACCOUNTS

- 44.1 All bank and building society accounts must be controlled by the Directors and must include the name of the Company.
- 44.2 Cheques and orders for the payment of money must be signed in accordance with the Board's instructions.

45. EXECUTION OF DOCUMENTS

- 45.1 If the Company has a seal it may only be used with the authority of the Board (which may be given generally for documents of a particular type).
- 45.2 Unless the Board decides otherwise, documents to which the seal is attached or which are executed as deeds must be signed by:

- 45.2.1 two Directors; or
- 45.2.2 one Director and the Secretary (where appointed); or
- 45.2.3 one Director in the presence of a witness who attests the Director's signature.

46. NOTICES

- 46.1 Notices under the Articles must be in writing (which subject to the Act shall include hard copy or electronic form)
- 46.2 A Shareholder present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.
- 46.3 The Company may give a notice to a Shareholder, Director or auditor:
 - 46.3.1 personally;
 - 46.3.2 sending it by commercial courier;
 - 46.3.3 sending it by post in a prepaid envelope;
 - 46.3.4 by leaving it at her/his address;
 - 46.3.5 by email; or
- 46.4 Notices served under Article 46.3.2 to 46.3.4 may be sent:
 - 46.4.1 to an address in the United Kingdom which that person has given the Company;
 - 46.4.2 to the last known home or business address of the person to be served; or
 - 46.4.3 to that person's address in the Company's register of Shareholders; and,
- 46.5 Notices served under Article 46.3.5 may be sent:
 - 46.5.1 to such email address as the Company has been notified for the purpose.
- 46.6 Any notice given in accordance with the Articles is to be treated for all purposes as having been received:
 - 46.6.1 if delivered personally, at the time of delivery;
 - 46.6.2 if delivered by commercial courier, at the time of signature of the courier's delivery receipt;
 - 46.6.3 48 hours after being sent by first class post to that address;
 - 46.6.4 24 hours after being delivered by hand to the relevant address;
 - 46.6.5 24 hours after being sent by email.
- 46.7 A notice may be served on the Company by delivering it or sending it to the Registered Office or by handing it to the Secretary (where appointed).

46.8 For the purposes of this Article no account shall be taken of any part of a day which is not a Business Day.

46.9 To prove delivery, it is sufficient to prove in the case of post, that the envelope containing the notice was properly addressed and posted, and in the case of email, that the sender has a transmission report showing a successful transmission to the correct email address (delivery receipt) and evidence of the email having been opened (read receipt).

46.10 The Board may make standing orders to define other acceptable methods of delivering notices.

47. STANDING ORDERS

47.1 Subject to Article 47.4

47.1.1 the Board may from time to time, make, adopt, alter, add to or repeal standing orders for the proper conduct and management of the Company; and

47.1.2 the Shareholders in a General Meeting may alter, add to, or repeal the standing orders.

47.2 The Board must use such means as they think sufficient to bring the standing orders to the notice of Shareholders.

47.3 Standing orders are binding on all Shareholders and Directors.

47.4 No standing order may be inconsistent with or may affect or repeal anything in the Articles or any Relevant Agreement.

REPORT TO SHAREHOLDER COMMITTEE

Open		Would any decisions proposed:			
Any especially affected Wards	Mandatory/	Be entirely within Shareholder Committee powers to decide YES/NO			
	Discretionary /	Need to be recommendations to Council		NO	
	Operational	Is it a Key Decision		NO	
Lead Member: Cllr Beales E-mail:		Other Cabinet Members consulted:			
		Other Members consulted:			
Lead Officer: Karl Patterson E-mail: karl.patterson@west-norfolk.gov.uk Direct Dial: 01553 616847		Other Officers consulted: David Reason, Governance and Compliance Officer and Tina Smith, Strategic Finance Business Partner			
Financial Implications YES/NO	Policy/ Personnel Implications NO	Statutory Implications YES/NO	Equal Impact Assessment NO	Risk Management Implications YES	Environmental Considerations NO
If not for publication, the paragraph(s) of Schedule 12A of the 1972 Local Government Act considered to justify that is (are) paragraph(s)					

Date of meeting: 18th February 2025

West Norfolk Housing Company – 6 monthly Assurance Report

<p>Summary This report provides an update on West Norfolk Housing’s activities over the past 6-12 months in relation to finances, governance and progress against the business plan</p> <p>Recommendation It is recommended that the Shareholder Committee note the contents of the Annual Assurance Report</p> <p>Reason for Decision</p>

1. Background

- 1.1. West Norfolk Housing Company Limited (WNHC) is an incorporated Company, limited by shares, and wholly owned by The Borough Council of King’s Lynn & West Norfolk. WNHC is a not-for-profit Registered Provider of Social Housing, regulated by the Regulator of Social Housing (RSH).
- 1.2. The organization’s focus is on meeting the housing needs of those who cannot meet the costs of market priced accommodation. It aims to be flexible and innovative in responding to those needs arising in West Norfolk. The Company’s mission is to serve our communities by working closely with the Borough Council to address gaps in provision

for those in the greatest housing need, particularly vulnerable homeless households. We want to ensure investment opportunities are taken in our area, and that the proceeds of investment benefit local communities and local services.

- 1.3. The Company's latest Business Plan was endorsed by the Shareholder Committee in September 2024.

2. Progress against the business plan

- 2.1. The company has agreed terms with the Council for the acquisition of 34 S106 units on the Florence Fields Development. The first of these are expected to be delivered in July 2025.
- 2.2. The Company has also agreed the principle of acquiring 14 properties at Florence Fields through the Local Authority Housing Fund (LAHF). The first of these are anticipated in March 2025.
- 2.3. The company is actively exploring the opportunity to acquire 4 S106 affordable homes from a private developer where the developer has not been able to engage another RP. The company hopes to be able to agree terms with the developer to ensure that these affordable homes can be delivered.
- 2.4. The 6 S106 units to be delivered on the Southend Road, Hunstanton development are now anticipated in March 2025.
- 2.5. Heads of terms for a new Loan Facility with the Council are nearly agreed and the facility is expected to be in place by May 2025.
- 2.6. The company is in the process of tendering services for the management of the Company's Temporary Accommodation and expects to have a new contract in place by the end of the financial year.

3. Overview of the next years plan

- 3.1. The company has an identified pipeline of 58 affordable homes to be acquired in 2025/26. This includes homes currently under construction at Florence Fields and Valentine Park as well as 28 homes funded through the Local Authority Housing Fund
- 3.2. The Company will continue to consider the acquisition of S106 units from private developers to safeguard the delivery of Affordable Housing within the borough.

4. Financial position

- 4.1. Summary of 2023/24 accounts:

- 4.2. Full audited accounts can be found on Companies House for review and give a detailed position of where the company was financially for the year ended 31 March 2024.
- 4.3. For the year ended 31 March 2024, West Norfolk Housing Company made a surplus before tax totalling £46,450 compared to £387,710 in 31 March 2023.
- 4.4. The main factors which contributed to this drop in surplus were due to higher interest rates on the loans with the Council, and a reduction in grant income received.
- 4.5. Revaluation gains have been recognised totalling £374,331 for the year ended 31 March 2024 which relate to the increase in market value of the housing stock owned by the company.
- 4.6. The company was in a solvent position, with net assets totalling £1,060,300.
- 4.7. Financial forecast
- 4.8. The company has prepared its budgets for 2025/2026 and future years and a surplus is anticipated in all years.
- 4.9. Work has been undertaken with the Council to enable a new loan facility to be set up to enable the company to continue to add properties into their housing portfolio.
- 4.10. The company has incurred some cash flow issues in the 2024/2025 financial year. Extensive work has been undertaken to prepare cashflow forecasts for the next 3 years to help identify any future issues and identify solutions to help mitigate any present and current risks.

5. Governance update

- 5.1. WNHC is governed by a Board made up of Non-Executive Directors, Independent Non-Executive Directors and one experienced Executive Director.
- 5.2. Following a recruitment process, the board has recently appointed 2 new independent board members and is in the process of appointing a further independent board member. This will ensure that the board has the necessary skills and experience to oversee and guide the Company.
- 5.3. The Governance Framework is designed to support the delivery of the WNHC's strategy, ensuring decisions are made in accordance with our values and ambition. WNHC have adopted the National Housing Federation's Code of Governance 2020 as recommended by the Regulator of Social Housing and approved by the WNHC board.

- 5.4. Our governance arrangements are designed to promote and embed the highest standards of accountability, integrity and probity and to set the appropriate policies and internal controls to support responsible decision making.
- 5.5. The Company has recently formed a Risk and Audit Committee. The remit for the Risk & Audit Committee sets out those areas in which authority has been delegated to the Committee. Where there is any doubt about the extent of the Committee's responsibilities, the matter is referred to the WNHC Board for decision.
The Committee will:
- be constituted formally as a Standing Committee of Management
 - have sufficient authority and resources, including the right of access to obtain all the information it considers necessary and to consult with any professional advisors it considers necessary.
 - act in an advisory capacity to the Board but will also be able to take decisions as defined within its delegated authority.
- 5.6. The company has recently updated its declarations of interests register. No conflicts of interest have been recorded in the last 12 months.

6. Reserved matter decisions taken in last 12 months

- 6.1. The board can confirm that they have not taken made any decisions which should be reserved matters.

7. Any outstanding audit recommendations and the plan to implement them

- 7.1. New SLA with Council to be agreed including KPIs – Agreement being drafted based on template used for West Norfolk Property.

8. Document reviews

- 8.1. Policy review.

In the last six months the on-boarding policy, procedures and remit have been approved by the board as well as the Risk Management Policy & Procedure. The following policy and procedures are waiting Board Approval:

- Code of Conduct.
- Governance handbook.
- Probity Policy.
- Board Terms of Reference.
- Roles & Responsibilities.
- Professional Boundaries.

- Whistle Blowing Policy.
- Gifts & Hospitality Policy

9. Any known risks and mitigations

9.1. Current amber and red risks as follows

9.2. Red

Risk	Impact	Likelihood	Trend	Methods to manage risk
Impact of high interest rates on discount rate used to calculate value of S106 units leads to company being unable to agree terms to acquire units	Major	Likely	Same	Financial modelling undertaken to support business plan which is being used to inform new loan facility
Unable to deliver on business plan objectives as no funding agreement is in place	Major	likely	Same	New Facility agreement being drafted by solicitors acting for the Council. Company will seek independent advice on the agreement.

9.3. Amber

Risk	Impact	Likelihood	Trend	Methods to manage
Inability to secure an appropriate partner(s) for management/lease of the companies' properties	Major	Possible	Same	Current arrangements for general needs and shared ownership stock in place until 2029. Tender process ongoing for new temporary accommodation management service.
Impact of Council decisions on delivery of housing developments included in the business plan may decrease pipeline	Moderate	Likely	same	This is largely out of the company's control. Company is exploring opportunities to acquire homes from private developers which would reduce reliance on the Council.
Failure to comply with the Regulatory Standards following new regulations being introduced	Major	Possible	Same	Compliance Reviews undertaken and actions identified to ensure compliance. Assurance being sought from partners re standards

Loss of key staff/board members reducing the effectiveness of the board and ability to make decisions	Major	Possible	Same	Board Skills matrix maintained to ensure board has the necessary skills and experience. New board members recently appointed
Unable to make key decisions and function correctly due to capacity issues at the Council	major	Possible	Same	The company has an SLA with the Council and this will need to be monitored to ensure that sufficient resource is allocated to the company New SLA being drafted

- 10. Options Considered – NA**
- 11. Policy Implications - None**
- 12. Personnel Implications – None**
- 13. Environmental Considerations - None**
- 14. Statutory Considerations - None**
- 15. Equality Impact Assessment (EIA) - NA**
- 16. Risk Management Implications**
 - 16.1. Risks are identified above
- 17. Declarations of Interest / Dispensations Granted**
- 18. Background Papers**

Pre-Screening Equality Impact Assessment

Borough Council of
King's Lynn & West Norfolk



Name of policy/service/function					
Is this a new or existing policy/service/function?					
Brief summary/description of the main aims of the policy/service/function being screened. Please state if this policy/service is rigidly constrained by statutory obligations					
Question	Answer				
<p>1. Is there any reason to believe that the policy/service/function could have a specific impact on people from one or more of the following groups according to their different protected characteristic, for example, because they have particular needs, experiences, issues or priorities or in terms of ability to access the service?</p> <p>Please tick the relevant box for each group.</p> <p>NB. Equality neutral means no negative impact on any group.</p>		Positive	Negative	Neutral	Unsure
	Age				
	Disability				
	Gender				
	Gender Re-assignment				
	Marriage/civil partnership				
	Pregnancy & maternity				
	Race				
	Religion or belief				
	Sexual orientation				
Other (eg low income)					

REPORT TO SHAREHOLDER COMMITTEE

Open		Would any decisions proposed:			
Any especially affected Wards	Mandatory/	Be entirely within Shareholder Committee powers to decide YES/NO			
	Discretionary /	Need to be recommendations to Council		NO	
	Operational	Is it a Key Decision		NO	
Lead Member: Cllr Beales E-mail:		Other Cabinet Members consulted:			
		Other Members consulted:			
Lead Officer: Karl Patterson E-mail: karl.patterson@west-norfolk.gov.uk Direct Dial: 01553 616847		Other Officers consulted: David Reason, Governance and Compliance Officer Tina Smith, Strategic Finance Business Partner			
Financial Implications YES/NO	Policy/ Personnel Implications YES/NO	Statutory Implications YES/NO	Equal Impact Assessment YES/NO If YES: Pre-screening/ Full Assessment	Risk Management Implications YES/NO	Environmental Considerations YES/NO
If not for publication, the paragraph(s) of Schedule 12A of the 1972 Local Government Act considered to justify that is (are) paragraph(s)					

Date of meeting: 18th February 2025

West Norfolk Property Ltd – Annual Assurance Report

<p>Summary</p> <p>This report provides an update on West Norfolk Property’s activities over the past 6-12 months in relation to finances, governance and progress against the business plan</p> <p>Recommendation</p> <p>It is recommended that the Shareholder Committee note the contents of the Annual Assurance Report</p> <p>Reason for Decision</p>
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1. Background

- 1.1. West Norfolk Property Limited (WNPL) is an incorporated Company, limited by shares, and wholly owned by The Borough Council of King’s Lynn & West Norfolk. The company currently holds 74 Private Rented Sector (PRS) homes in King’s Lynn. These homes have been delivered through the Council’s development program in partnership with Lovell Homes.
- 1.2. Whilst the original business plan set out the intention to acquire the freehold of properties, as an interim position, the company is currently leasing properties from the Council due to the high level of interest

rates, appropriate funding arrangements are being put in place to enable acquisition of the properties when the financial situation is right.

- 1.3. All homes are let on 3-year assured shorthold tenancies (AST) in line with the business plan. The properties are managed by Touchstone Property Management (Touchstone), a subsidiary of Places for People. Touchstone were selected due to their customer (tenant) focused approach and extensive experience in residential portfolio management.
- 1.4. The company's latest Business Plan was presented to the Shareholder Committee in September 2024.

2. Progress against the business plans

2.1. New Leases for existing properties

- 2.2. Terms have been agreed with the council for new leases for the existing 74 properties. 16 leases have been completed to date with the remaining leases expected to be completed by the end of February.

2.3. Pipeline

- 2.4. The lease terms agreed for the existing properties will be used for the new PRS properties to be delivered at Florence Fields until such time as the company can acquire the freehold. Preparations are being made for the first 2 units to be delivered in April 2025.

3. An overview of the next years plan

- 3.1. The company is anticipating the delivery of 30 new PRS homes on the Florence Fields development within the 2025/26 financial year with a further 16 homes to be delivered by June 2027.
- 3.2. The first PRS units on the Valentine Park (Lynnsport 1) development are anticipated in March 2026.
- 3.3. The company will be working with the Council to agree a new loan agreement and will continue to monitor interest rates with a view to acquiring properties when the financial conditions are right.

4. Financial position

4.1. Summary of 2023/24 accounts

- 4.2. Full audited accounts can be found on Companies House for review and give a detailed position of where the company was financially for the year ended 31 March 2024.

- 4.3. For the year ended 31 March 2024 the company had a profit before tax of £121,149, compared to £249,609 for the year ended 31 March 2023. The company benefitted from a full year of rental income for the properties resulting in an increase in revenue to £747k from £369k in the prior year. This subsequently also resulted in an increase in cost of sales to £644k from £351k in the prior year.
- 4.4. The company is in a solvent position for the year ended 31 March 2024, with net assets totalling £138k. The company held a cash balance of £456k.
- 4.5. Financial forecast**
- 4.6. The company has prepared its budgets for 2025/2026 and future years and a surplus is anticipated in all years.
- 4.7. The leases between the Council and the Company for the properties have been reviewed and renewed.
- 4.8. Work has been undertaken between the Council and the Company to get a loan facility set up to enable the Company to purchase the current and future housing stock.
- 5. Governance update**
- 5.1. WNPL is governed by a Board of Non-Executive Directors and one Executive Director. The company is currently seeking new board members to ensure that the board has the necessary skills and experience to oversee and guide the company.
- 5.2. The Governance Framework is designed to support the delivery of the WNPL's strategy, ensuring decisions are made in accordance with our values and ambition. Our governance arrangements are designed to promote and embed the highest standards of accountability, integrity and probity and to set the appropriate policies and internal controls to support responsible decision making.
- 5.3. A new Shareholder Agreement has been agreed between the Council and WNPL and new articles of association are due to be adopted and lodged with Companies House shortly.
- 5.4. A new Scheme of Delegation will be presented to the board at the next Board meeting.
- 5.5. A new Service Level Agreement for services provided by the Council is being finalised.
- 5.6. The company has recently updated its declarations of interests register. No conflicts of interest have been recorded in the last 12 months.

6. Reserved matter decisions taken in last 12 months

6.1. The board can confirm that they have not taken made any decisions which should be reserved matters.

7. Any outstanding audit recommendations and the plan to implement them

7.1. New SLA to be agreed with the Council – Document currently being finalised and expected to be complete very shortly

8. Document reviews

8.1. The company is currently reviewing it's policies in relation to the management and maintenance of it's homes. This review is expected to be completed in Spring 2025.

8.2. The Company has completed reviews and approved the following Company documents:

- Revised Articles of Association
- Shareholders Agreement
- Memorandum of Understanding
- Service Level Agreement

8.3. Plus the Scheme of Delegation is being presented the board at the next board meeting for approval

9. Any known risks and mitigations

9.1. Amber and Red risks as follows

9.2. Red – None

Risk	Impact	Likelihood	Trend	Methods to manage
Lack of governance arrangements impact on ability of board to effectively oversee the company	Major	Likely	Same	Shareholder agreement and new articles agreed. New Scheme of delegation to be presented at Feb board meeting. Downgrading to amber to be considered by board

9.3. Amber

Risk	Impact	Likelihood	Trend	Method to manage
Increase in interest rates makes it less viable for company to acquire the freehold	Minor	almost certain	Same	The company is negotiating a loan agreement with BCKLWN and will need to take into account this risk during negotiations Leases being extended in interim
Loss of key staff/board members effect ability to effectively run company	Major	Possible	Same	Board skills matrix maintained to monitor skills and experience of board. Recruitment of new board members underway
Unable to make key decisions and function correctly due to capacity issues at the Council	Major	Possible	Same	New SLA being finalised

10. Options Considered

NA

11. Policy Implications

None

12. Personnel Implications

None

13. Environmental Considerations

None

14. Statutory Considerations

15. Equality Impact Assessment (EIA)

15.1.1. (Pre screening report template attached)

16. Risk Management Implications

17. Risks are identified above

18. Declarations of Interest / Dispensations Granted

None

19. Background Papers

REPORT TO SHAREHOLDER COMMITTEE

Open/Exempt		Would any decisions proposed:			
Any especially affected Wards	Mandatory/	Be entirely within Shareholder Committee powers to decide YES/NO			
	Discretionary /	Need to be recommendations to Council		YES/NO	
	Operational	Is it a Key Decision		YES/NO	
Lead Member: Cllr Simon Ring E-mail: cllr.simon.ring@west-norfolk.gov.uk		Other Cabinet Members consulted: N/A			
		Other Members consulted: N/A			
Lead Officer: Charlotte Marriott E-mail: charlotte.marriott@west-norfolk.gov.uk Direct Dial:		Other Officers consulted: N/A			
Financial Implications YES/NO	Policy/ Personnel Implications YES/NO	Statutory Implications YES/NO	Equality Impact Assessment YES/NO If YES: Pre-screening/ Full Assessment	Risk Management Implications YES/NO	Environmental Considerations YES/NO
If not for publication, the paragraph(s) of Schedule 12A of the 1972 Local Government Act considered to justify that is (are) paragraph(s)					

Date of meeting: 18 February 2025

Summary

In July 2024, Cabinet resolved to transfer Alive West Norfolk (AWN) from a wholly owned Local Authority Company to an in-house function of the council. Following this decision Officers began the work required to ensure an efficient and effective transfer of services was realised by 1 April 2025.

Appendix A provides the Shareholder Committee with a high-level summary of the project work that has taken place to date.

Recommendation

That the Shareholder Committee note the progress on the transfer of Alive West Norfolk back to the council.

Reason for Decision

To provide assurance to the Shareholder Committee that the project is progressing on schedule and there are no significant risks to the transfer taking place on 1 April 2025.

Project Highlight Report

Project Manager	Charlotte Marriott		
Shareholder Committee meeting date	13 February 2025	Time	14.00-17.00

1. Purpose

- 1.1 To update the Shareholder Committee on the progress that has been made towards transferring AWN from a wholly owned Local Authority Company to an in-house function of the council, following the decision made by Cabinet in July 2024.
- 1.2 This report provides a high-level summary of the project activity that has taken place since the Cabinet decision in July 2024.

2. Overall Status – High-level Summary

- 2.1 Following the decision, work began quickly to identify key project workstreams, Lead Officers and project governance arrangements. This included the creation of the Project Working Group and Project Board, along with relevant Terms of Reference for each. A detailed project plan was generated which details key actions, deadlines and responsible Officers for each.
- 2.2 The key project workstreams are:
- 2.2.1 Structure and position
 - 2.2.2 Finance
 - 2.2.3 Personnel
 - 2.2.4 Property
 - 2.2.5 ICT
 - 2.2.6 Legal and Governance
 - 2.2.7 AWN
- 2.2 The Exit Management Plan (EMP), as per Schedule 6 of the Management Agreement, was drafted. The EMP sets out the agreement between the council and AWN on how the transfer of services will happen. It outlines key processes and actions required to ensure the transfer is successful and includes information on the following areas:
- 2.2.1 Termination of the Management Agreement
 - 2.2.2 Key workstreams
 - 2.2.3 Reporting (to the AWN Board)
 - 2.2.4 Key milestones
 - 2.2.5 Staff transfer arrangements (including TUPE)
 - 2.2.6 Finance (including fees and charges process for 2025-26)
 - 2.2.7 Data and information security
 - 2.2.8 Assets, leases and contracts
 - 2.2.9 Communication and stakeholder engagement
 - 2.2.10 Risk management and contingency planning
 - 2.2.11 Post-transfer period

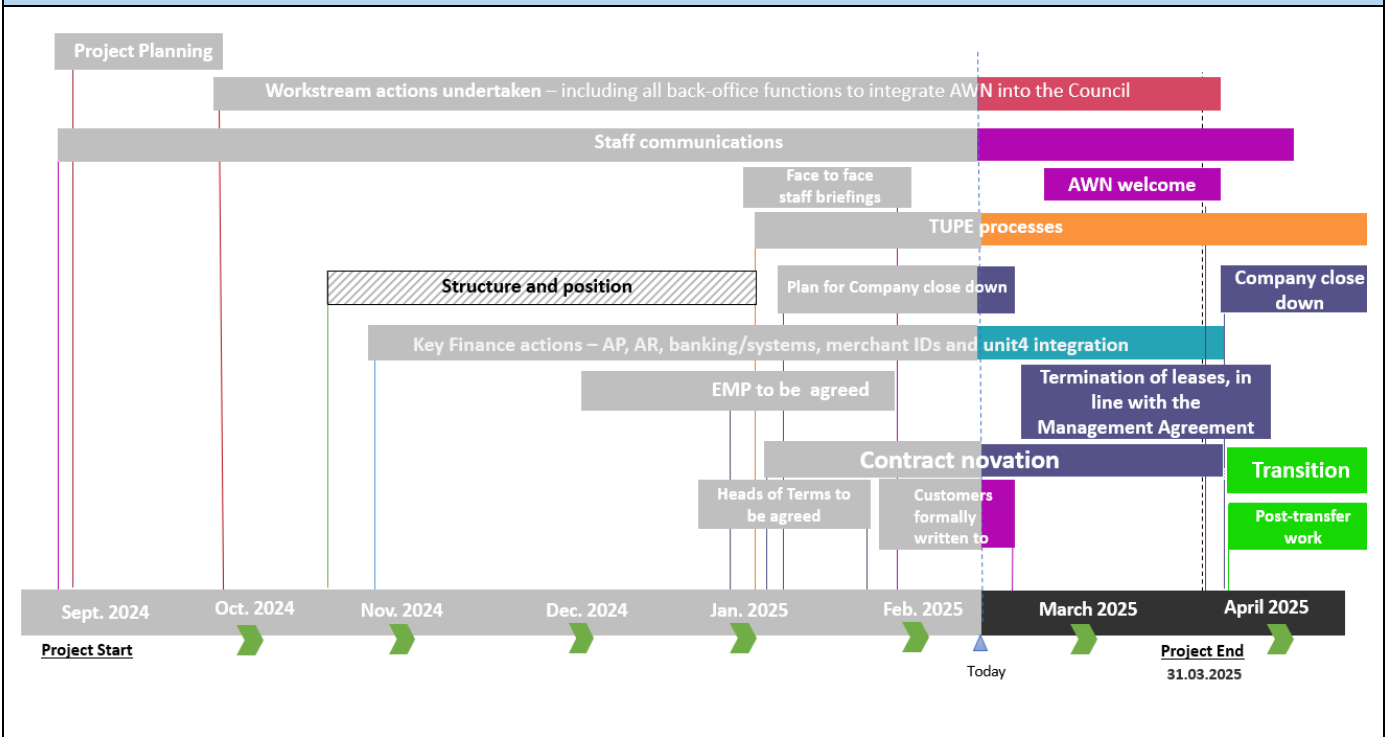
2.3 Key workstream update, as of 7 February 2025:

Workstream RAG rating						
Structure and Position	Finance	Personnel – including staff comms	Property	ICT	Legal and Governance	AWN
G	G	G	G	G	G	G

- 2.3.1 Structure and position** – this workstream has now been closed – creation of the Assistant Director post for Leisure and Culture – final assessment and interviews will take place on 19 February.
- 2.3.2 Personnel** – Letter from AWN Board has been sent to AWN staff to update them on the transfer and TUPE process.
AWN briefing sessions have been held during January 2025, with Borough Council HR colleagues attending to respond to any technical questions about the transfer and provide reassurance.
Work is currently taking place between Payroll and Finance to ensure everything is in place to accommodate the transfer within our payroll system. Scoping for this work will be undertaken with Bedford Borough Council, so that work can be initiated.
- 2.3.3 Finance** – All suppliers have been reviewed and will now be transferred to Unit4. Letter to suppliers notifying them of the transfer, has been drafted, and a list of all current suppliers has been generated for review.
Finance are liaising with Payroll to ensure everything is in place to accommodate the transfer.
Cost centre and account codes have been mapped and implemented in Unit4.
Accountancy and ICT are progressing the requirements for Merchant IDs (BC – 273, AWN – 455).
- 2.3.4 ICT** – Income Management software and scripting are being updated to bring across end of day files.
ICT are liaising with the Access Group and Finance/Accountancy to support work around Merchant IDs.
- 2.3.5 Property** – Property leases will terminate upon the termination of the Management Agreement, on 31 March 2025.
- 2.3.6 Legal and Governance** – Heads of Terms for the Transfer Agreement have been drafted, along with the Transfer Agreement. This will be presented to AWN Board at the Board meeting in February.
Formal supplier contract novation letter has been drafted and will be sent to all suppliers. The plan for company close down is being developed.
During this period, it has been agreed that our Assistant Director Legal Services, Alexa Baker, will act on behalf of the Council and our Legal Services Manager, James Arrandale, will act on behalf of the AWN Board, creating an ethical wall.
- 2.3.7 Communications** - Work has started on the AWN Welcome Video. There is a plan in place to ensure a joined-up approach with AWN, particularly around the direct debit letter being sent to customers.
Initial conversation has taken place regarding AWN branding, and work has begun to produce a 'logo lock'.
- 2.3.8 AWN** – Letter drafted for Direct Debit customers; this is currently with the bank for approval.
Continued support for staff and encouraging attendance at the technical briefing sessions in January and February, and the Welcome sessions in March.
AWN Lead Officers continue to support other project workstreams, and provide information when requested.
- 2.3.9 Other actions to note**
Post transfer work if being collated as the project progresses.
'Welcome Sessions' in March have been planned.

3. Risks and issues	
3.1 Emerging issues or concerns	Mitigating actions
Increase in work required from January onwards, and workstream interdependencies should be noted.	Project Manager has increased frequency of one-to-one meetings with Lead Officers. These will take place fortnightly throughout February and weekly during March, increasing where any concerns or slippage is identified.
3.2 Project risk register	
A comprehensive project risk register has been created and agreed by the Officer Working Group. This is regularly monitored by the Project Manager and members of the Officer Working Group.	

4. Timelines – High Level Milestones



5. Budget Spend to date

An initial £20,000 budget was allocated to undertake the transfer. This was to cover one-off cost, such as staff overtime and paying external providers for any additional work required. On this basis, budget requirements were identified for the Personnel and ICT/Finance workstreams.

£3,995.00 of the original budget has been spent - £16,005 remaining.
 Further budget may be required to support the additional work needed by Bedford District Council (Payroll); this is currently in discussion.

6. Actions required by the Shareholder Committee

6.3 The Shareholder Committee are requested to note the progress made to date.

REPORT TO SHAREHOLDER COMMITTEE

Open		Would any decisions proposed:			
Any especially affected Wards	Mandatory/	Be entirely within Shareholder Committee powers to decide YES			
	Discretionary /	Need to be recommendations to Council		NO	
	Operational	Is it a Key Decision		NO	
Lead Member: Cllr Ring E-mail:		Other Cabinet Members consulted: Cllr Morley			
		Other Members consulted:			
Lead Officer: Karl Patterson E-mail: karl.patterson@west-norfolk.gov.uk Direct Dial: 01553 616847		Other Officers consulted: Michelle Drewery, S151 Officer			
Financial Implications YES/NO	Policy/ Personnel Implications NO	Statutory Implications YES/NO	Equal Impact Assessment NO If YES: Pre-screening/ Full Assessment	Risk Management Implications YES/NO	Environmental Considerations NO
If not for publication, the paragraph(s) of Schedule 12A of the 1972 Local Government Act considered to justify that is (are) paragraph(s)					

Date of meeting: 18th February 2025

Housing Companies Finance Arrangements Update

<p>Summary This report provides an update regarding funding arrangements for the Council’s wholly owned housing companies including details of existing arrangements, interim measures and new facilities to be put in place.</p> <p>Recommendation It is recommended that the Shareholder Committee note the contents of the report.</p> <p>Reason for Decision</p>

1. Background

- 1.1. The Council has 2 wholly owned housing companies, West Norfolk Housing Company and West Norfolk Property Ltd. The Council received advice from Grant Thornton consultants in 2023/4 regarding the financing of the companies. Following this advice, Cabinet agreed in January 2024 that a drawdown facility be offered to the Companies with an overall lending cap of £50 million.
- 1.2. Business plans for the companies were finalised and endorsed by Shareholder Committee in September 2024 and the Council has instructed solicitors to draft the new facilities for both West Norfolk Housing and West Norfolk Property.

2. West Norfolk Housing

2.1. Existing Arrangements

2.2. West Norfolk Housing currently own the freehold for 47 affordable homes and has existing loans with the Council of £3.2m secured against the properties. The properties are currently valued at £5m.

2.3. These loans are on fixed interest rates at various levels with an average rate of 5.9% and the capital being repaid. The company's business plan states that *"For cashflow purposes, the Company's requirement going forward is for further finance to initially be on an interest only basis with consideration of repaying the principal sum in the future. Once new funding arrangements are in place, the Company may also look into refinancing some, or all, of the existing loans in line with the new arrangements."*

2.4. The loan facility under which these loans were drawn down has expired meaning the Company is unable to draw down any further loans until a new facility is in place.

2.5. Interim Solutions

2.6. As the company is currently unable to draw down loans to fund acquisitions, the Company has needed to find alternative solutions to ensure affordable homes can be delivered.

2.7. The Company has agreed to defer payment to the Council on 5 homes. As part of the agreement, the Company is paying the net rent from the properties to the Council to cover any borrowing costs incurred by the Council.

2.8. New Loan Facility

2.9. The Company's business plan set out an identified pipeline of 79 homes to be delivered by the end of 2027 and a requirement for additional funding of c.£8.9m to deliver these homes. This identified pipeline consists of the following

- Florence Fields S106 affordable homes – 34 homes
- Valentine Park (Lynnsport 1) S106 affordable homes – 10 homes
- Southend Road, Hunstanton affordable homes – 6 homes
- Local Authority Housing Fund (LAHF) Rounds 1 and 2 – 29 homes currently held by the Council

2.10. In addition, the Business Plan set out plans to deliver a further 33 homes unidentified at the time required a further c.£3.4m funding to deliver these. It was anticipated that these homes would be delivered through further LAHF funding, S106 units acquired from private

developers and additionality on the Council's developments using Homes England funding.

2.11. Based on this, the Company requested an overall facility of £15m to be drawn down of a 48 month period.

2.12. To date the following 17 additional homes have been identified

- Further LAHF funding – 13 homes
- S106 units from private developers – 4 homes

2.13. The Council has instructed solicitors to draft the new loan facility and Heads of Terms are nearly agreed. The new agreement is expected to complete by May 2025 and it is anticipated that West Norfolk Housing would then be able to start drawing down funds immediately.

3. West Norfolk Property

3.1. Existing Arrangements

3.2. West Norfolk Property currently lets 74 homes in the private rented sector at market rents. These properties are leased from the Council. Therefore, West Norfolk Property have no existing loans. These homes have an estimated value of c.£14.04m after a bulk purchase discount is applied.

3.3. Interim Solutions

3.4. New 10 year leases are being completed to enable West Norfolk Property to continue to let the properties on long term tenancies in line with the Company's objective until such time as market conditions enable the company to acquire freeholds.

3.5. New Arrangements

3.6. West Norfolk Property's business plan identifies a pipeline of a further 65 PRS homes to be delivered at Florence Fields and Valentine Park. Together with the existing 74 homes, the combined market value (allowing for a bulk purchase discount) would be around £25-30m.

3.7. The Grant Thornton report recommended that funding for West Norfolk Property could be provided as a combination of commercial loans and equity. However, the Council will need to ensure that the interest received from the commercial loans covers all of the Council's borrowing costs in relation to the properties.

3.8. West Norfolk Property would also need to ensure that the loan payments would be covered by the rental income from the property.

3.9. Grant Thornton advised that this would require the Council to be able to borrow with interest at around 4.1% for the both the Council and

company's requirements to be met. However, further modelling will be needed to review this.

- 3.10. Whilst, work is being undertaken to get the new facility in place, with PWLB rates currently at 5-6%, West Norfolk Property would not currently be in a position to draw down funds to acquire properties.

4. Options Considered

NA

5. Policy Implications -

None

6. Personnel Implications

None

7. Environmental Considerations

None

8. Statutory Considerations

NA

9. Equality Impact Assessment (EIA)

NA

10. Risk Management Implications

NA

11. Declarations of Interest / Dispensations Granted

None

12. Background Papers

SHAREHOLDER COMMITTEE FORWARD PLAN

Date of Meeting	Report Title	Decision Maker	Cabinet Member Lead and Lead Officer	List of Background Papers	Public or Private Meeting
23 April 2024	Shareholder Committee Terms of Reference	Shareholder Committee	Leader Monitoring Officer – A Baker		Public
	Responses from WNH and WNP regarding Section 21 Notices	Shareholder Committee	Cllr Alistair Beales – Portfolio Holder Council Companies Alexa Baker – Monitoring Officer		Public
	Financing of Housing Companies	Cabinet	Cllr Alistair Beales – Portfolio Holder Council Companies Michelle Drewery – Section 151 Officer David Ousby – Assistant Director Programme and Project Delivery		Private – Contains exempt information under para 3 – information relating to the business affairs of any person (including the authority)
Date of Meeting	Report Title	Decision Maker	Cabinet Member Lead and Lead Officer	List of Background Papers	Public or Private Meeting
June 2024 <i>Meeting Postponed</i>	Service Level Agreement with WNPL	Shareholder Committee	Cllr Alistair Beales – Portfolio Holder for Business Alexa Baker – Monitoring Officer Duncan Hall/Karl Patterson – Housing Companies		
	Shareholder Agreement - WNPL	Shareholder Agreement	Cllr Alistair Beales – Portfolio Holder for Business Alexa Baker – Monitoring Officer Duncan Hall/Karl Patterson – Housing Companies		

	Approval of Business plans for WNP WNH	Shareholder Committee	Cllr Alistair Beales – Portfolio Holder for Business Alexa Baker – Monitoring Officer Duncan Hall/Karl Patterson – Housing Companies		Private – Contains exempt information under para 3 – information relating to the business affairs of any person (including the authority)
	Appointment of new Directors to WNPL	Shareholder Committee	Cllr Alistair Beales – Portfolio Holder for Business Alexa Baker – Monitoring Officer		Item scheduled at end of agenda should the committee determine to exclude the Press and Public to consider the report
Date of Meeting	Report Title	Decision Maker	Cabinet Member Lead and Lead Officer	List of Background Papers	Public or Private Meeting
11 Sept 2024	Appointing a Director to Alive Management Ltd.	Shareholder Committee	Cllr Alistair Beales – Portfolio Holder for Business Honor Howell – Corporate Governance Manager		Open
	Update to Shareholder Committee on governance documents status	Shareholder Committee	Cllr Alistair Beales – Portfolio Holder for Business Honor Howell – Corporate Governance Manager		Open
	West Norfolk Housing and West Norfolk Property Draft Business Plans	Shareholder Committee	Cllr Alistair Beales – Portfolio Holder for Business – Alexa Baker – Monitoring Officer Duncan Hall/Karl Patterson – West Norfolk Housing		Private – Contains exempt information under para 3 – information relating to the business affairs of any person

					(including the authority)
Date of Meeting	Report Title	Decision Maker	Cabinet Member Lead and Lead Officer	List of Background Papers	Public or Private Meeting
13 November 2024	Update on closure of Alive Management Limited	Shareholder Committee	Cllr Alistair Beales – Leader of the Council Honor Howell – Corporate Governance Manager		Public
	Update on insourcing of Alive West Norfolk Ltd	Shareholder Committee	Cllr Simon Ring – Portfolio Holder for Business and Culture Honor Howell – Corporate Governance Manager and Alive West Norfolk Client Officer		Public
	West Norfolk Property Shareholder Agreement	Shareholder Committee	Cllr Alistair Beales – Leader of the Council Karl Patterson – West Norfolk Property		Public
Date of Meeting	Report Title	Decision Maker	Cabinet Member Lead and Lead Officer	List of Background Papers	Public or Private Meeting
February 2025	6 monthly Assurance Report – West Norfolk Housing	Shareholder Committee	Cllr Alistair Beales – Leader of the Council Duncan Hall – Chair of West Norfolk Housing		Public
	6 monthly Assurance Report – West Norfolk Property	Shareholder Committee	Cllr Alistair Beales – Leader of the Council Duncan Hall – Chair of West Norfolk Housing		Public

	Update on insourcing of Alive West Norfolk Ltd	Shareholder Committee	Cllr Simon Ring – Portfolio Holder for Business and Culture Honor Howell – Corporate Governance Manager and Alive West Norfolk Client Officer		Public
	Financing of Housing Companies	Cabinet	Cllr Alistair Beales – Leader of the Council Michelle Drewery – Section 151 Officer		Private – Contains exempt information under para 3 – information relating to the business affairs of any person (including the authority)
May 2025					
August 2025					
November 2025					