

Company Number: 07493460

**THE COMPANIES ACTS 2006**

**COMPANY LIMITED BY GUARANTEE**

**WRITTEN RESOLUTION**

**OF**

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**LONDON & PARTNERS LIMITED**

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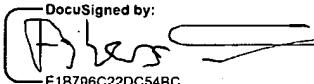
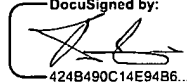
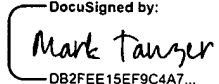

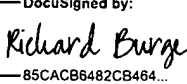
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We, being the sole eligible members of the Company agreed that the Resolution below is passed as a Special Resolution:

**SPECIAL RESOLUTION**

That Articles of Association of London & Partners Limited be amended as detailed in articles 2, 3, 21, 22, 28, 30, 42 in the attached draft.

<p>Signature  DocuSigned by: E1B706C22DC54BC...</p> <p>Print Name: Alex Conway</p> <p>Date: 22 May 2023</p> <p><b>For and on behalf of the Mayor of London</b></p>	<p>Signature  DocuSigned by: 424B490C14E94B6...</p> <p>Print Name: Katie Nicholls</p> <p>Date: 22 May 2023</p> <p><b>For and on behalf of the UK Hospitality</b></p>
<p>Signature  DocuSigned by: DB2FEE15EF9C4A7...</p> <p>Print Name: Mark Tanzer</p> <p>Date: 22 May 2023</p> <p><b>For and on behalf of ABTA</b></p>	<p>Signature  DocuSigned by: 23CB876FB2144E2...</p> <p>Print Name: Claire Walker and Hannah Essex</p> <p>Date: 01 June 2023</p> <p><b>For and on behalf of Society of London Theatre</b></p>
<p>Signature  DocuSigned by: 85CACB8482CB464...</p> <p>Print Name: Richard Burge</p> <p>Date: 10 June 2023</p> <p><b>For and on behalf of London Chamber of Commerce and Industry</b></p>	

## **2. STATEMENT OF INDEPENDENCE**

- 2.1 London & Partners is a company limited by guarantee, of which the Mayor of London is a member and major funder. L&P is strategically aligned with the Mayor's policy objectives, but operationally independent. It is important that any conflicts of interest or perceptions of such are properly managed. Examples of potential conflicts of interest may include access to London & Partners support or funding, or undue influence by companies supported by London & Partners on policy or operational decisions made by GLA teams.
- 2.2 The GLA and London & Partners leadership commit that they will act at all times to maintain proper controls and behaviours. That means:
- 2.2.1 Acting in accordance with the Nolan Principles.
  - 2.2.2 Maintaining effective policies for the prevention and management of potential conflicts.
  - 2.2.3 Provide an independent whistleblowing mechanism for staff who wish to raise a concern to do so.

## **3 OBJECTS**

- 3.1 The objects for which this company is established ("the Objects") are:
- 3.1.1.1 to advance and promote commercial, cultural and professional enterprise and entrepreneurial activity, trade and business undertakings of all kinds in London, and in other locations where doing so may directly or indirectly benefit London;
- 3.2 The company has power to do anything lawful which helps to promote its Objects (but not for any other purpose). For the avoidance of doubt (and without limit) it may:
- 3.2.1.1 promote, organise, assist, participate in, subscribe to, guarantee and defray the expenses of exhibitions, trade fairs, entertainments, tours, conferences and meetings of all sorts tending directly or indirectly to further any of the Objects;
  - 3.2.1.2 maintain offices (whether in or outside London or the United Kingdom) for answering enquiries and disseminating information and to print, publish, sell, circulate and distribute gratuitously or otherwise handbooks, guidebooks, publications and souvenirs of all sorts calculated to be useful to members, visitors or others or to promote directly or indirectly any of the Objects;
  - 3.2.1.3 organise and train persons engaged or who wish to engage in the provision of services to visitors to London either alone or in conjunction with any other body, and to award qualifications to and promote by any other means the services of those who satisfy the standards of competence laid down from time to time by the company;
  - 3.2.1.4 represent the interests of visitors to London on consultative bodies and organisations, including but not limited to, encouraging the development of services and amenities for visitors to London and support all forms of research calculated directly or indirectly to promote such development;
  - 3.2.1.5 enter into such commercial or other transactions in connection with any trade or business of the company as may seem to the directors desirable for the purposes of the company's affairs;

- 3.2.1.6 carry on through any subsidiary or associated company any activities which the company is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangement for taking the profits or bearing the losses of any such activities) as the directors think fit;
- 3.2.1.7 acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company and as part of the consideration for any such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company;
- 3.2.1.8 guarantee or otherwise support or secure, either with or without the company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) of the company, or by both such methods or by any other means whatever, the performance of the liabilities and obligations of and the repayment or payment of any monies whatever by any person, firm or company;
- 3.2.1.9 borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the company's property or assets (whether present or future), and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the company of any obligation or liability it may undertake or which may become binding on it;
- 3.2.1.10 support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the directors, directly or indirectly benefit, or is calculated to benefit, the company or its officers, ex-officers, employees or ex-employees.

## **COMPOSITION OF THE BOARD**

### **21. APPOINTING DIRECTORS**

- 21.1 The number of directors shall be not more than fifteen in number.
- 21.2 The first director or directors shall be that person or those persons named in the statement delivered under section 9(4) of the CA 2006 who is or are deemed to have been appointed under article 21.6.
- 21.3 The board of directors shall at all times comprise:
  - (a) the chair who shall be appointed by the Mayor as provided in article 14.1 and shall serve as a director for such time as appointed chair under article 14.1;
  - (b) up to two executives, who shall be appointed by a decision of the directors as executive directors as provided in article 21.4;

- (c) one non-executive director, who shall be appointed by the Mayor as provided in article 21.5; and
- (d) up to eleven non-executive directors, who shall be appointed by:
  - (i) the members as provided in article 21.6; or
  - (ii) the chair as provided in article 21.7; or
  - (iii) the directors as provided in article 21.8.

For the avoidance of doubt, no director other than the chair shall be appointed otherwise than under this article 21.

- 21.4 The directors may appoint and remove two executives as executive directors of the company with the approval of the Mayor, one being the chief executive of the company and one having responsibility for the financial affairs of the company, who shall serve as directors for such time as they hold those executive positions.
- 21.5 The Mayor may by notice given to the company, appoint and remove one individual as a director and, when making an appointment, may (but shall not be required to) specify in the notice a term for the appointment at the expiry of which the appointee will retire from office (but without prejudice to the right of the Mayor to remove him sooner).
- 21.6 Subject to article 21.7, the members may by ordinary resolution appoint up to eleven individuals as non-executive directors.
- 21.7 The chair may by notice in writing given to the company appoint up to four individuals as directors from amongst the eleven directors to be appointed by the members as provided in article 21.6. The chair shall have no further right to appoint individuals as directors after making these first four appointments.
- 21.8 Where a vacancy arises in the number of directors appointed as provided in article 21.6, the directors may appoint a non-executive director to fill such vacancy for the remainder of the outgoing director's term (but without prejudice to the right of the members to remove that director sooner).
- 21.9 At no time shall the number of directors who are associated persons equal 20% or more of the total number of directors for the time being unless the sole director is an associated person.
- 21.10 In the event that any person by virtue of becoming a director, unless he is the sole director, causes the number of directors who are associated persons to equal 20% or more of the total number of directors for the time being, then the appointment of such person shall be of no effect and the appointment of such person shall be forthwith terminated by the members. If two or more persons are appointed simultaneously then the appointment of whichever of those persons shall be selected by a fair method of choice at a meeting of the members, shall be forthwith terminated.
- 21.11 An associated person may only be appointed as a director by or with the approval of the Mayor.

## **22. TERMS OF OFFICE**

22.1 Directors appointed under articles 21.6 or 21.7:

22.1.1 shall be appointed for a term of three years. Such terms begin at the end of the meeting at which they are appointed or, if appointed otherwise than at a meeting, the date specified in the relevant notice or written resolution;

22.1.2 are eligible for re-appointment for a second consecutive term, but may not be appointed for a third consecutive term except where the board deem it necessary for the purposes of managing continuity and the specific skills required amongst the directors;

22.1.3 in exceptional circumstances, may be appointed for a fourth consecutive term of no more than twelve months, after which they shall not be eligible for re-appointment until they have taken a break from office lasting at least twelve months;

22.1.4 in any case may not be appointed except following a recommendation by the directors.

22.2 The board may, subject to these Articles, make such arrangements as they think fit to manage the process by which directors are recommended for appointment or re-appointment, including the involvement of a nominations committee.

## **PART 3**

### **MEMBERS**

#### **BECOMING AND CEASING TO BE A MEMBER**

##### **28. TERMINATION OF MEMBERSHIP**

28.1 A person's membership terminates when:

28.1.1 they give at least fourteen days' written notice to the company that they intend to withdraw from membership, and that period of notice has elapsed;

28.1.2 that person dies;

28.1.3 (being a corporate body) the member goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up; or

28.1.4 (except in the case of the Mayor) at a meeting of the directors at which at least half of the directors are present, a resolution is passed resolving that the member be removed from membership on the ground that it is in the best interests of the company that their membership is terminated. Such a resolution may not be passed unless the member has been given at least 14 days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal, and has been afforded a reasonable opportunity of being heard by or of making written representations to the directors.

28.2 Membership is not transferable.

## **ORGANISATION OF GENERAL MEETINGS**

### **30. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

- 30.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate (including, without limitation, through telephone or video calls or conference or similar form of electronic communication equipment) to all those attending the meeting, during the meeting any information or opinions which that person has on the business of the meeting.
- 30.2 A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 30.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 30.4 Subject to the Companies Act, all business transacted in such manner by the members shall for the purpose of these Articles be deemed to be validly and effectively transacted at a meeting of the members notwithstanding that a quorum of members is not physically present in the same place.
- 30.5 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 30.6 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Article 42 on Company Seals was deleted.