

By-Laws

of

OXFORDSHIRE LOCAL ENTERPRISE PARTNERSHIP LIMITED

(Adopted pursuant to article 29 of the Company's Articles of Association)



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BY-LAWS
OF
OXFORDSHIRE LOCAL ENTERPRISE PARTNERSHIP LIMITED (THE "COMPANY")

Adopted by the directors on _____
Pursuant to article 29 of the Company's Articles of Association

1 INTRODUCTION

1.1 These by-laws are made pursuant to article 29.1 of the Company's articles of association (the **Articles**).

1.2 In these by-laws, unless the context otherwise requires, terms and references shall be construed in the same way as in the Articles, and:

Colleges

means:

- (a) Activate Learning; and
- (b) Abingdon and Witney College;

Education Directors

has the meaning given in by-law 4.1.3;

LA Directors

has the meaning given in by-law 4.1.1;

Local Authorities

means:

- (a) Oxford City Council;
- (b) South Oxfordshire District Council;
- (c) Vale of the White Horse District Council;
- (d) West Oxfordshire District Council;
- (e) Cherwell District Council; and
- (f) Oxfordshire County Council;

Nominations and Appointments Committee

has the meaning given in by-law 4.2;

Private Sector

means:

- (a) Federation of Small Businesses;
- (b) Chamber of Commerce;
- (c) Institute of Directors;
- (d) Confederation of Business Industry;

- (e) Bicester Vision;
- (f) Science Vale Oxford;
- (g) Oxford Strategic Partnership; and
- (h) Oxfordshire Skills Board;

Private Sector Directors has the meaning given in by-law 4.1.2;

Territory means the County of Oxfordshire; and

Universities means:

- (a) The University of Oxford; and
- (b) Oxford Brookes University.

1.3 The provisions of article 1 of the Articles shall apply to these by-laws.

2 DIRECTORS

2.1 Under article 7.3 of the Articles, the directors have the power to set out procedures for the nomination and appointment of directors.

2.2 The only persons who shall be eligible for appointment as directors are persons who have been nominated and approved in accordance with these by-laws.

3 TERM OF OFFICE

3.1 All directors appointed pursuant to the procedures set out in these by-laws shall, in accordance with article 7.4 of the Articles, serve an initial term of 3 years.

3.2 Upon expiry of a director's initial term of office, that director shall automatically cease to be a director, but shall be eligible for re-appointment for a second term of office of two years, subject to by-law 5.2 below.

4 COMPOSITION OF THE BOARD

4.1 When complete, the board shall comprise the CEO plus a total of 17 directors appointed in accordance with these by-laws:

4.1.1 a director shall be appointed as a representative of each Local Authority (making a total of six **LA Directors**);

4.1.2 a total of eight directors will be appointed as representatives of the Private Sector collectively (the **Private Sector Directors**); and

4.1.3 a director shall be appointed as a representative of each University, and a director shall be appointed as a representative of the Colleges collectively (making a total of three **Education Directors**).

4.2 There shall be a committee of the board to be known as the **Nominations and Appointments Committee**, which must be chaired either by the Deputy Chairman or the Vice Chairman, and which has responsibility to consider all nominations for director appointments and to make recommendations to the Members.

4.3 Notwithstanding the procedures set out in these by-laws, no appointment is valid unless and until it has been made by ordinary resolution pursuant to article 7.3 of the Articles.

5 APPOINTMENT OF DIRECTORS

5.1 The appointment of each category of directors shall be carried out in accordance with the following procedures.

5.2 Eligibility

5.2.1 LA Directors: only those persons who are either elected councillors or senior officers within a Local Authority shall be eligible for appointment as LA Directors.

5.2.2 Private Sector Directors: only those persons who either live within or have a material economic base within the Territory, who are not eligible under any of the other categories of directors, and who meet any requirements set out by the directors from time to time relating to the specific skills and experience required in order to fill any Private Sector Director vacancies, shall be eligible for appointment as Private Sector Directors.

5.2.3 Education Directors: only those persons who are employees of either of the Universities or a College shall be eligible for appointment as Education Directors.

5.2.4 No person shall be eligible for appointment as a director in any category if that person:

- (a) has served two terms of office (with his initial term of office being for three years and his second term of office being for two years), unless a period of at least 12 calendar months has expired since the expiry of his second term of office;
- (b) is prohibited from being a director by law; or
- (c) has previously been removed from office as a director pursuant to articles 8.1.1, 8.1.2, 8.1.4, 8.1.5, 8.1.6 or 8.1.8 of the Articles.

5.3 Stage one: nominations

5.3.1 Each Local Authority shall have the right to nominate an eligible individual to become its representative LA Director.

5.3.2 Each Private Sector organisation shall have the right to nominate an eligible individual to become its representative Private Sector Director.

5.3.3 Each University shall have the right to nominate an eligible individual to become its representative Education Director.

5.3.4 The Colleges shall collectively have the right to nominate an eligible individual to become their representative Education Director.

5.3.5 All nominations must be in hard copy in writing and delivered to the registered office address of the Company.

5.4 Stage two: Applications

5.4.1 Each candidate nominated for appointment as a director in accordance with by-law 5.3 shall, within 10 Business Days of being nominated deliver to the CEO at the Company's registered office address a completed letter of application and supporting CV, which shall include their agreement to be bound by the Articles and these by-laws.

5.4.2 All letters of application and supporting CVs shall be forwarded to the Nominations and Appointments Committee for consideration.

5.5 Stage two: Nominations and Appointments Committee

5.5.1 The Nominations and Appointments Committee shall consider all applications and decide whether to approve each candidate for interview. It shall notify the relevant nominating body or bodies (as the case may be) and/or the relevant candidate as to its decision as soon as reasonably practicable.

5.5.2 All candidates successfully shortlisted for interview shall be invited to attend an interview within 20 Business Days of notification from the Nominations and Appointments Committee.

5.5.3 Following each interview, the Nominations and Appointments Committee shall within 10 Business Days notify the relevant nominating body or bodies (as the case may be) and the relevant candidate as to whether or not the candidate has been approved for appointment.

5.6 Stage three: Appointment

5.6.1 All candidates who are approved by the Nominations and Appointments Committee shall be recommended to the Members for appointment.

5.6.2 In the unlikely event that a candidate is not approved by the Nominations and Appointments Committee, the relevant nominating body or bodies will be invited to make an alternative nomination. The process will then start again, and will continue until approved candidates are appointed to office within the relevant category so as to fill all vacancies arising.

5.7 Replacement appointments

5.7.1 If any person appointed as a director within any category should, at any time, cease to be eligible for appointment as a director within that category:

- (a) the relevant nominating body or bodies shall immediately notify the Company; and

(b) the relevant director shall be required to immediately resign from office.

5.7.2 Upon a vacancy being created as a result of the operation of by-law 5.7.1, the nomination process set out in by-laws 5.3 to 5.6 shall be followed to appoint a replacement.

6 PROCEEDINGS OF DIRECTORS

6.1 All meetings of the directors must be called in accordance with the Articles.

6.2 It is intended that at least six meetings of the directors shall take place each year, with the proposed dates for the meetings agreed at the beginning of each financial year. As much notice as possible will be given if the proposed dates for meetings are changed. This is intended to maximise attendance at meetings.

6.3 Under article 14.2 of the Articles, the directors have the power to fix the quorum for directors' meetings, which shall then override the quorum stated in the Articles. The quorum for meetings of the directors shall be eight directors, provided that this must include at least the following directors (or their alternates):

6.3.1 one LA Director;

6.3.2 two Private Sector Directors; and

6.3.3 one Education Director.

7 CHAIRMAN, DEPUTY CHAIRMAN AND VICE CHAIRMAN

7.1 Under article 15.1.1 of the Articles, the directors have the power to appoint a director as the Chairman, a director as the Deputy Chairman and a director as the Vice Chairman. However, any appointments made pursuant to that article must satisfy the requirements set out in these by-laws.

7.2 Chairman

7.2.1 Only persons in office as Private Sector Directors shall be eligible for appointment as the Chairman. Private Sector Directors are eligible for appointment as Chairman from the first day of office as a director.

7.2.2 The term of office for a Chairman shall be a fixed term of 3 years (which shall be in addition to any time already served by that person as a director before being appointed as Chairman, if applicable). The term of office of any Chairman may be extended by the directors for a further two year term by giving notice of their decision in writing.

7.2.3 The principal responsibilities of the Chairman are:

(a) providing leadership to the directors;

(b) planning and conducting meetings of the directors effectively;

- (c) involving all directors in decisions and activities of the directors;
- (d) ensuring that the directors focus on their key tasks;
- (e) engaging the directors in assessing and improving their collective performance;
- (f) overseeing the induction and development of directors; and
- (g) supporting the CEO.

7.3 Deputy Chairman

7.3.1 Only persons in office as Private Sector Directors shall be eligible for appointment as the Deputy Chairman. Private Sector Directors are eligible for appointment as Deputy Chairman from the first day of office as a director.

7.3.2 The term of office for a Deputy Chairman shall be a fixed term of 3 years (which shall be in addition to any time already served by that person as a director before being appointed as Deputy Chairman, if applicable).

7.3.3 The principal responsibilities of the Deputy Chairman are:

- (a) to assist and support the Chairman in providing leadership to the directors and also to act as a 'sounding board' and confidante to the Chairman in the execution of his or her role;
- (b) in the Chairman's absence, to chair meetings and to deputise for the Chairman in other appropriate ways;
- (c) to be a member of the Remuneration Committee (and the Deputy Chairman shall not be required to be a member of any other committees); and
- (d) to assist and support the Chairman in ensuring that all Private Sector Directors and Education Sector Directors, upon appointment to office, are fully briefed on the terms of their appointment and their duties and responsibilities.

7.4 Vice Chairman

7.4.1 The LA Director who is currently in office as the chairman of the Oxfordshire Growth Board (which is a separate and independent organisation) shall automatically be appointed as the Vice Chairman and shall hold this position *ex officio*.

7.4.2 The term of office for a Vice Chairman shall continue for as long as that person remains in office as the chairman of the Oxfordshire Growth Board and shall terminate automatically upon that person ceasing to hold the position of chairman of the Oxfordshire Growth Board.

7.4.3 The principal responsibilities of the Vice Chairman are:

- (a) to assist and support the Chairman in providing leadership to the directors and also to act as a 'sounding board' and confidante to the Chairman in the execution of his or her role
- (b) in the Chairman and the Deputy Chairman's absence, to chair meetings and to represent the directors in other appropriate ways;
- (c) to assist and support the Chairman in ensuring that all LA Directors, upon appointment to office, are fully briefed on the terms of their appointment and their duties and responsibilities