

**RESERVED MATTERS**

- 1.1 The matters that require prior written approval from the member pursuant to Article are:
- 1.1.1 agreeing any changes to the membership of the Company or any changes to the company name, trading name or registered office of the Company or physically relocating the headquarters of the Company;
  - 1.1.2 the appointment and removal of the executive directors and Independent Non-Executive Directors and the terms of such appointments or any changes to the terms of such appointments;
  - 1.1.3 approving or amending the Business Plan or Interim Business Plan;
  - 1.1.4 amending the Articles;
  - 1.1.5 commencing the voluntary winding-up or dissolution or appointing any liquidator, administrator or administrative receiver of the Company or any of its assets (save where the Company is insolvent, or where any action is necessary for the directors to comply with their statutory duties or to avoid potential civil or criminal liability);
  - 1.1.6 the Company's entry into any other contractual arrangement with the Council for the provision of other services to the Council following the Service Commencement Date (unless otherwise expressly provided for in the Business Plan, including pursuant to any change mechanism therein);
  - 1.1.7 forming any legal entity or undertaking in which the Company would be a member, shareholder or hold any analogous position in any jurisdiction of the Company or acquiring shares in any other company or participating in any partnership or joint venture, whether incorporated or not or amalgamating or merging the Company with any other company or business undertaking;
  - 1.1.8 approval of all contracts, arrangements and transactions entered into between the Company and third parties with a capital value greater than £[AMOUNT] or revenue value greater than £[AMOUNT] that has not been approved in the Business Plan;
  - 1.1.9 the Company's entry into any borrowing, credit facility or investment arrangement (other than trade credit in the ordinary course of business) that has not been approved in the Business Plan;
  - 1.1.10 any material changes to the terms and conditions of employment of any of the Company's employees including agreeing terms that fall outside of the Council's remuneration policy;
  - 1.1.11 selling or disposing of in any way whatsoever, any part of the business (including assets) of the Company;
  - 1.1.12 carrying out any new business of the Company that has not been approved in the Business Plan;
  - 1.1.13 dealing with any surpluses of the Company, other than those surpluses which are agreed, pursuant to the Services Delivery Contract, shall be retained by the Company;
  - 1.1.14 the Company giving any guarantee, suretyship or indemnity outside the ordinary course of its business to secure the liabilities of any person or assume the obligations of any person (other than the Company or a wholly owned subsidiary of the Company) or the Company creating any encumbrance over the whole or a significant part of its undertaking or assets;

- 1.1.15 the Company acquiring, or agreeing to acquire, any freehold or leasehold interest in or licence over land except where the Council is the seller, lessor or licensor (as applicable) of the land in question, in which case Council approval shall not be required;
- 1.1.16 the Company commencing, settling or defending any significant claim, proceedings or other litigation brought by or against it, except where they are a part of the Company's ordinary course of business and/or operations and to the extent that any settlement or determination in respect of such claims proceedings or other litigation is reasonably likely to exceed £[AMOUNT] where that sum has not been approved in the Business Plan.