

Cheltenham Borough Homes Ltd

Company No: 4587658

Written Resolutions the Members

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE**

**WRITTEN RESOLUTIONS
OF THE MEMBER OF
CHELTENHAM BOROUGH HOMES LTD**

Company No: 4587658

("the Company")

20 March 2024 (the "Circulation Date")

The undersigned Cheltenham Borough Council is the sole Member of the Company. By signing this document, the signatory confirms their approval of the below resolutions ("Resolutions") on the date stated.

The Resolutions are passed with effect from the date that they are signed by Cheltenham Brough Council, who is entitled to receive notice of a general meeting of the Company to pass the Resolutions and to vote upon them.

To agree the Resolutions Cheltenham Borough Council must sign and return the Resolutions to the Company within 28 days from the Circulation Date.

Attached to this document are:

1. The resolutions and recommendations of the Board of Directors of the Company

Name of Member
Cheltenham Borough Council

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Agreement

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

The undersigned Cheltenham Borough Council is entitled to vote on the Resolutions on the Circulation Date and hereby irrevocably agrees to the Resolutions.

RESOLUTIONS

Cheltenham Borough Council Resolves to:

1. Note the resolutions and recommendations of the Board of Directors of the Company.
2. Approve that the Company is dissolved by way of the voluntary strike-off procedure pursuant to Part 31 of the Companies Act 2006.
3. Affirm the work completed to date by the Board and Cheltenham Borough Council (the Council) in consideration of the Company's business being transferred to the Council in preparation for the dissolution of the Company by way of the voluntary strike-off procedure.
4. Approve that the Board and the Council continue preparations for the Company to conclude its affairs in readiness to have ceased trading and carrying on its business activities for a period of no less than three months prior to the submission to the Register of Companies of an application for the Company to be voluntarily struck-off the Register of Companies and dissolved.
5. Approve that in effecting the transfer of the Company's business to the Council and thereafter the Company's dissolution, the Board and the Council continue to take such steps as necessary to satisfy the requirements of the Regulator of Social Housing and all applicable legislation, standards, codes and guidance including without limitation the Housing Act 1985, the Housing Act 1996 and the Social Housing (Regulation) Act 2023.

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6. Approve that Board and the Council agree such arrangements as necessary to provide for the transfer of the employment of the Company's employees to Cheltenham Borough Council pursuant to the Transfer of Undertakings (Protection of Employment) Regulations 2006 (as amended) and all applicable legislation.
7. Approve without limitation the arrangements set out in the table below regarding the treatment of the Company's assets:

Matter	Recommendation
Affordable Housing stock	The Company's housing stock is transferred to the Council
Market Rent Housing stock	Unless otherwise subject to an alternative arrangement, the Company's market rent housing stock are transferred to the Council
Debts and monies due	The Company discharges all debts / financial liabilities and collects all monies due
Disposal of assets / holdings	Unless otherwise subject to an alternative arrangement, the Company's assets and holdings are transferred to the Council
Tax	The Company's tax position is assessed and provision made in respect of the below in preparation for the conclusion of the Company's tax affairs: <ul style="list-style-type: none">• Existing and potential future tax liabilities• PAYE• National Insurance• Corporation Tax• Tax returns / rebates• VAT deregistration

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Contracts and commercial agreements	The Company's contracts and commercial agreements are assigned, novated or terminated as appropriate
Bank accounts, insurance etc	The Company's bank accounts, insurance policies etc are closed / cancelled
Remaining property	Any property of the Company which remains subsequent to the transfer of the Company's business to the Council and the satisfaction of the Company's debts and liabilities is transferred to the Council's HRA account.

8. Approve that the Board is further authorised to take and shall so take all such actions as may be necessary to effect the transfer of the Company's business to the Council and thereafter the dissolution of the Company by way of the voluntary strike-off procedure (including without limitation as regards the effecting of the arrangements set out above).
9. Note that pursuant to revised Article 14 of the Company's Articles of Association, adopted by a Special Resolution of the Council dated 20 March 2024, until the dissolution of the Company, or until the Council may otherwise resolve, the Company shall not be required to have ten Board Members.

NAME	SIGNATURE	DATE
Cheltenham Borough Council	 Name. <u>Rowena Hay</u> Position. <u>Leader</u> Duly authorised on behalf of Cheltenham Borough Council	<u>20.03.2024</u>

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Notes

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to Cheltenham Borough Homes Ltd, Oakley Resource Centre, Clyde Crescent, Cheltenham, GL52 5QJ.

Post: returning the signed copy by post to Cheltenham Borough Homes Ltd, Oakley Resource Centre, Clyde Crescent, Cheltenham, GL52 5QJ.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to claire.hughes@cheltenham.gov.uk confirming that the Resolutions proposed are agreed. Please enter 'CBH Shareholder Resolutions' in the e-mail subject box.

Electronic Signature

Electronic signature by the duly authorised signatory is permitted provided that the authentication requirements set out in section 1146 of the Companies Act 2006 are complied with to confirm the identity of the signatory.

If you are signing using an electronic signature, please include in your email returning the signed document:

My electronic signature has been affixed to the Written Resolutions dated [insert date 2024] attached to this email. I am Rowena Hay an authorised signatory for Cheltenham Borough Council, the sole Member of the Company. This email has been sent from my email account cllr.rowena.hay@cheltenham.gov.uk

2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
4. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you agree to the

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Resolutions, please ensure that your agreement reaches the Company within this timeframe.

5. If you are signing these documents on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning them.

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