

References to ‘**Business Plan**’ mean to the overall strategic Business Plan of the company.
 [References to ‘**Annual Plan**’ mean to the annual plan prepared by each company setting out details for delivery of the Business Plan.]

Drafting note: It is common for companies to have a longer-term business plan supplemented by an annual budget. There are three options here –

- 1. LBE approves the long-term Business Plan and an Annual Plan (which would include annual budget)*
- 2. LBE approves the long-term Business Plan and annual budget*
- 3. LBE approves the long-term Business Plan only, and grants freedom to the company in relation to the delivery of its Business Plan*

The option chosen may differ from company to company.

Where there is a discrepancy between Table A (applicable to all Council companies) and Table B (company specific), the provisions in Table B take precedence.

Type	Item
General	The Council as shareholder has a general power under the Articles to direct the directors to take or refrain from taking specified action
Company Administration	Amendments to company Articles or Shareholder Reserved Matters Changing company name Changing registered office Re-registration as a private company or public company or change to any other form of legal entity.
Shares	Disapplication of pre-emption rights Reduction in share capital Transfer of shares Issuing different share classes and varying class rights Granting options or rights to subscribe to the issuing of share capital Allotment of share capital or securities Payment of dividends or dividends in kind Capitalisation of profit or appropriation of capitalised sums Alteration of authorised or issued share capital, or classification

	<p>thereof</p> <p>Bonus issues</p> <p>Sale or transfer of any shares held in treasury</p> <p>Apply for the listing or trading of any shares or debt securities on any stock exchange or market</p>
Auditor	<p>Appointing an auditor</p> <p>Dismissing an auditor (before term expires)</p> <p>Approving a liability limitation agreement between an auditor and the company</p>
Directors	<p>Appointment of a director, including the appointment of the Chairperson and the Managing Director</p> <p>Dismissing a director (before term expires)</p> <p>Director service contract of more than 2 years</p> <p>Substantial property transactions with directors or connected persons within the meaning of s190 of the Companies Act 2006 (RM amends)</p> <p>Loans/quasi loans to, or credit transactions with, directors or connected persons</p> <p>Making any loan to any person or granting any credit (other than in the normal course of trading)</p> <p>Payment for loss of office</p> <p>Remuneration policy</p>
Insolvency	<p>Making any petition or passing any resolution to wind up the company or making any application for an administration or winding up order or any order having similar effect in relation to the company or giving notice of intention to appoint an administrator or file a notice of appointment of an administrator in each case except where the company is insolvent (within the meaning of section 123 of the Insolvency Act 1986).</p> <p>Proposing or entering into any arrangement, scheme, moratorium, compromise or composition with its creditors (whether under Part I of the Insolvency Act 1986 or otherwise).</p> <p>Applying for an interim order under Part 1 of the Insolvency Act 1986</p>

	<p>or to invite the appointment of a receiver or administrative receiver over all or any part of the Company's assets or undertaking</p>
<p>Litigation</p>	<p>Commencing any claim, proceedings or other litigation brought by or settling or defending any claim, proceedings or other litigation brought against the company, except in relation to debt collection in the ordinary course of business, where the claim, proceedings or other litigation has a potentially material impact on the reputation of LBE/the company or has a potential material cost implication for LBE/the company.</p>
<p>Financial and commercial - general</p>	<p>Approval of Business Plan [and Annual Plan]</p> <p>Material variation to the nature/scope of the business, including closing down/commencing of any new business which is not ancillary to or otherwise incidental to the Business Plan [and Annual Plan].</p> <p>Approval of annual budget</p> <p>Forming a subsidiary</p> <p>Acquiring a share/shares in any other company (subscription or transfer) or any other similar interest in another entity, entering into joint ventures or profit sharing arrangements</p> <p>Appointing any agent or other intermediary to conduct the whole or material part of any of the company's business</p> <p>Issuing any loan capital in the company or entering into any commitment with any person with respect to the issue of any capital</p> <p>Approval of borrowing beyond that envisaged in the approved Business Plan</p> <p>Borrowing any monies from any person other than the Council and any early repayment of any monies borrowed from any person other than the Council</p> <p>Mergers and acquisitions</p> <p>Entering into any borrowing or leasing arrangement in relation to working capital on behalf of the company and giving any security in respect of any such borrowing or leasing (including creating any encumbrance over the whole or any part of the undertaking or assets or any capital of the company).</p> <p>Write down of company asset value or writing off debts , in each case above £25,000 per event.</p> <p>Giving a guarantee, suretyship, bond or indemnity to secure the</p>

	<p>liabilities of any person or assume the obligations of any person.</p> <p>Entering into any material contract where outside the scope of the Business Plan [and/or Annual Plan].</p> <p>Termination of or variation to any material contract where this is likely to have a material impact on the company or LBE</p> <p>Action outside the normal course of business taken in relation to any regulatory inspection/matter which would adversely affect the Council, reputationally or otherwise.</p> <p>Changing accounting and reporting policies</p> <p>Engaging any employee or consultant, or varying the terms of any person so engaged with the Company so that:</p> <ul style="list-style-type: none"> • more than three months' notice is required to terminate the contract; or • the emoluments and/or commissions or bonuses are or are likely to be more than £[AMOUNT] per annum. <p>Entering into any contract or arrangement that is not on an arm's length basis.</p> <p>Adopting or amending any standard terms of business.</p> <p>Granting any rights (by licence or otherwise) in or over any intellectual property owned or used by the company.</p> <p>Factoring or assigning any of the book debts of the company.</p> <p>Establishing or amending any profit-sharing, share option, bonus or other incentive scheme of any nature for directors or employees.</p> <p>Establishing or amending any pension scheme or granting any pension rights to any director, officer, employee, former director, officer or employee, or any member of any such person's family.</p> <p>Dismissing any director, officer or employee in circumstances in which the company incurs or agrees to bear redundancy or other costs in excess of £[AMOUNT] in total</p> <p>Making any agreement with any revenue or tax authorities or making any claim, disclaimer, election or consent exceeding £[AMOUNT] for tax purposes in relation to the company or its business.</p>
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Financial and Commercial – company specific

Company	Item
Energetik	<p>Approval of sale of assets above [£] not contemplated in the Business Plan [and/or Annual Plan].</p> <p>Spending in excess of [£] not contemplated in the business plan/operating plan or not within the approved borrowing.</p> <p>Material variation to the Heat Supply Agreement, lease or agreement for lease with the NLWA/LEL where such variation has an impact on the liabilities of LBE Nomination of a board observer</p>
Independence and Well-being Enfield Limited	<p>Approval of sale of assets above [£] not contemplated in the Business Plan [and/or Annual Plan.]</p> <p>Spending in excess of [£] not contemplated in the business plan/operating plan or not within the approved borrowing.</p> <p>Incurring any capital expenditure in excess of £10,000 (in respect of individual items and /or where aggregate capital expenditure for the same project exceeds this sum).</p> <p>Entering into any arrangement, contract or transaction not in accordance with Business Plan and/or Annual Plan during the relevant financial year or outside the normal course of its business or otherwise on arm’s length terms other than arrangements to sub-let or rent the rooms in certain premises occupied by the Company but subject to the terms of the leases of such premises... (1) Waverley Road, “Formont”); (2) 25 Connop Road (“New Options”); (3) Ground Floor 65c Park Avenue (“Park Avenue”) and (4) 55b The Sunny Road (“Rose Taylor”).</p>

APPENDIX 1

	<p>Employing the managing director of the Company and setting or amending the terms applicable to such employee or dismissing such employee.</p> <p>Instituting, settling or compromising any legal proceedings (other than debt recovery...) instituted or threatened against the Company or submitting to arbitration or ADR any dispute... except in the case of employment disputes or proceedings ...whereby the quantum of any compromise agreement and/or settlements is under £10,000 provided the council is notified...at least 5 working days in advance.</p> <p>Making any decision regarding the use of trust funds received by the Company which were gifted to the council for the benefit of service users.]</p>
<p>Housing Gateway Limited</p>	<p>Approval of sale of assets above [£] not contemplated in the Business Plan and/or Annual Plan.</p> <p>Spending in excess of [£] not contemplated in the business plan/operating plan or not within the approved borrowing.</p>
<p>Enfield Innovations Limited</p>	<p>Approval of sale of assets above [£] not contemplated in the Business Plan and/or Annual Plan.</p> <p>Spending in excess of [£] not contemplated in the business plan/operating plan or not within the approved borrowing.</p>