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Shareholder Committee for Dorset Innovation Park Ltd

Date: Wednesday, 16 July 2025
Time: 11.00 am
Venue: Meeting Room 1, County Hall, Dorchester, DT1 1XJ

Members (Quorum: 3)
Cllrs Nick Ireland (Chair), Richard Biggs (Vice-Chair), Shane Bartlett, Simon Clifford and Clare Sutton

Interim Chief Executive: Sam Crowe, County Hall, Dorchester, Dorset DT1 1XJ

For more information about this agenda please contact Democratic Services
Meeting Contact lindsey.watson@dorsetcouncil.gov.uk

Members of the public are welcome to attend this meeting, apart from any items listed in the exempt part of this agenda. If you would like to attend this meeting and have any specific requirements please contact the Democratic Services Officer named above.

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Agenda

Item		Pages
1.	**APOLOGIES**	
	To receive any apologies for absence.	
2.	**MINUTES**	5 - 6
	To confirm the minutes of the meeting held on 24 June 2025.	
3.	**DECLARATIONS OF INTEREST**	
	To disclose any pecuniary, other registrable or non-registrable interest as set out in the adopted Code of Conduct. In making their disclosure councillors are asked to state the agenda item, the nature of the interest and any action they propose to take as part of their declaration.	

If required, further advice should be sought from the Monitoring Officer in advance of the meeting.

4. PUBLIC PARTICIPATION

Representatives of town or parish councils and members of the public who live, work, or represent an organisation within the Dorset Council area are welcome to submit either 1 question or 1 statement for each meeting. You are welcome to attend the meeting in person or via MS Teams to read out your question and to receive the response. If you submit a statement for the committee this will be circulated to all members of the committee in advance of the meeting as a supplement to the agenda and appended to the minutes for the formal record but will not be read out at the meeting. **The first 8 questions and the first 8 statements received from members of the public or organisations for each meeting will be accepted on a first come first served basis in accordance with the deadline set out below**. Further information read Public Participation - Dorset Council

All submissions must be emailed in full to
lindsey.watson@dorsetcouncil.gov.uk
by 8.30am on 11 July 2025.

When submitting your question or statement please note that:

- You can submit 1 question or 1 statement.
- a question may include a short pre-amble to set the context.
- It must be a single question and any sub-divided questions will not be permitted.
- Each question will consist of no more than 450 words, and you will be given up to 3 minutes to present your question.
- when submitting a question please indicate who the question is for (e.g., the name of the committee or Portfolio Holder)
- Include your name, address, and contact details. Only your name will be published but we may need your other details to contact you about your question or statement in advance of the meeting.
- questions and statements received in line with the council’s rules for public participation will be published as a supplement to the agenda.
- all questions, statements and responses will be published in full within the minutes of the meeting.

5. COUNCILLOR QUESTIONS

To receive questions submitted by councillors.

Councillors can submit up to two valid questions at each meeting and sub-divided questions count towards this total. Questions and statements received will be published as a supplement to the agenda and all questions, statements and responses will be published in full within the minutes of the meeting.

The submissions must be emailed in full to lindsey.watson@dorsetcouncil.gov.uk by 8.30am on 11 July 2025.

Dorset Council Constitution – Procedure Rule 13

6. SHAREHOLDER COMMITTEE FOR DORSET INNOVATION PARK LTD TERMS OF REFERENCE 7 - 12

To consider a report of the Innovation Lead.

7. DORSET INNOVATION PARK LTD ARTICLES OF ASSOCIATION 13 - 40

To consider a report of the Innovation Lead.

8. FORWARD PLAN 41 - 44

To consider the Forward Plan.

9. DATES OF FUTURE MEETINGS

To confirm the dates of future meetings of the shareholder committee:

3 November 2025, 11.00am
4 February 2026, 10.00am
13 April 2026, 2.00pm

10. URGENT ITEMS

To consider any items of business which the Chair has had prior notification and considers to be urgent pursuant to section 100B (4) (b) of the Local Government Act 1972. The reason for the urgency shall be recorded in the minutes.

11. EXEMPT BUSINESS

To move the exclusion of the press and the public for the following item in view of the likely disclosure of exempt information within the meaning of paragraph x of schedule 12 A to the Local Government Act 1972 (as amended). The public and the press will be asked to leave the meeting whilst the item of business is considered.

There are no exempt items scheduled for this meeting.

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Dorset Council

SHAREHOLDER COMMITTEE FOR DORSET INNOVATION PARK LTD

MINUTES OF MEETING HELD ON TUESDAY 24 JUNE 2025

Present: Cllrs Nick Ireland (Chair), Richard Biggs (Vice-Chair), Shane Bartlett, Simon Clifford and Clare Sutton

Also present: Cllr Laura Beddow, Cllr Les Fry, Cllr Simon Gibson, Cllr Andrew Parry and Cllr Jane Somper

Officers present (for all or part of the meeting):
Jan Britton (Executive Director for Places Services), Jen Cook (Lawyer - Contracts and Commercial), Lindsey Watson (Senior Democratic Services Officer) and Nick Webster (Head of Growth and Regeneration)

1. **Apologies**

There were no apologies.

2. **Chair and Vice-chair of the committee**

In accordance with the terms of reference for the shareholder committee, the Leader announced that he would be the Chair of the committee and that R Biggs would be the Vice-chair.

3. **Declarations of Interest**

There were no declarations of interest.

4. **Exempt Business**

It was proposed by S Clifford seconded by R Biggs

Decision

That the press and the public be excluded for the following item in view of the likely disclosure of exempt information within the meaning of paragraph 1 of Schedule 12 A to the Local Government Act 1972 (as amended).

Reason for taking the item in private

Paragraph 1 – Information relating to any individual.

5. **Dorset Innovation Park Ltd Recruitment of Chair and Managing Director**

The shareholder committee received a report of the Head of Growth and Regeneration, which provided an overview of the recruitment process and appointment for the positions of Chair, Managing Director and Non-Executive Directors of Dorset Innovation Park Ltd.

It was proposed by S Clifford seconded by R Biggs

Decision

1. That the process undertaken by the Council for the recruitment of the posts of Chair and Managing Director within the Dorset Innovation Park Ltd company Board be noted and that the selection by the appointment panel of David Andre Happy for the position of Chair of the Dorset Innovation Park Ltd company Board be endorsed

2. That delegation be given to the Cabinet Member Property & Assets and Economic Growth in consultation with members of the interview panel for the Managing Director roles, to confirm the appointment of the person as reported to the meeting, to the position of Managing Director of the Dorset Innovation Park Ltd

It was proposed by S Clifford seconded by N Ireland

Decision

1. That delegation be given to the Cabinet Member Property & Assets and Economic Growth, in consultation with members of the interview panel for the Non-Executive Director roles, to confirm appointments to the Non-Executive Director positions.

Duration of meeting: 6.00 - 6.07 pm

Chair

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Shareholder Committee for Dorset Innovation Park Ltd

16 July 2025

Terms of reference

For Review and Consultation

Cabinet Member and Portfolio:
Cllr R Biggs, Property & Assets and Economic Growth

Local Councillor(s):
Cllr L Beddow, Cllr M Baker

Executive Director:
J Britton, Executive Director for Place Services

Report Author: Colin Wood
Job Title: Innovation Lead
Tel: 01305 228825
Email: colin.wood@dorsetcouncil.gov.uk

Report Status: Public (the exemption paragraph is N/A)

Brief Summary:
This report presents the terms of reference for the Shareholder Committee for Dorset Innovation Park Ltd.

Recommendation:
Shareholders are asked to receive the terms of reference and support the continued cooperation between the Council and Dorset Innovation Park Ltd.

Reason for Recommendation:

1. **Report**

1.1 The Council currently owns and manages Dorset Innovation Park, a large industrial estate with Enterprise Zone status near Wool. A Cabinet decision taken in November 2024 reviewed potential management options and agreed the formation of an arm's length company as the preferred management arrangement for the Innovation Park.

1.2 In March 2025 Cabinet approved the formation of a wholly owned but independent Dorset Council trading company limited by shares. The Council will have a 100% shareholding in the company.

1.3 Cabinet agreed that an Executive Committee be established, to be known as ‘The Shareholder Committee for Dorset Innovation Park Limited’, to provide strategic oversight and decision making on matters reserved to the Shareholder in a Shareholder Agreement.

1.4 The Shareholder Agreement is underway but not yet finalised as this cannot be agreed with the Company until the substantive directors are appointed and undertaking their roles. This agreement will be completed between this meeting and the October Shareholder Committee.

1.5 The Terms of Reference will be updated once the Shareholder Agreement is completed to add a complete list of the Reserved Matters to the Terms of Reference.

1.6 March 2025 Cabinet also agreed delegation of authority to the Executive Director Place in consultation with the Director Legal and Democratic, Executive Director Corporate Development and the Cabinet Portfolio Holder for Assets, Property and Economic Growth to approve the Terms of Reference for the Shareholder Committee.

1.7 The initial terms of reference agreed under the delegation are presented to the Shareholder Committee as an appendix to this report.

2. **Financial Implications**

3.1 A projected Financial Model for Dorset Innovation Park Ltd was presented to Cabinet on 25 March 2025.

3. **Natural Environment, Climate & Ecology Implications**

4.1 N/A

4. **Well-being and Health Implications**

5.1 N/A

5. **Other Implications**

6.1 None at this stage.

6. **Risk Assessment**

N/A

7. **Equalities Impact Assessment**

Complete

8. **Appendices**

Shareholder Committee for Dorset Innovation Park Ltd Terms of Reference

9. **Background Papers**

Cabinet Report 25 March 2025 - Dorset Innovation Park – Arm's Length Management Company Final.pdf

10. **Report Sign Off**

11.1 This report has been through the internal report clearance process and has been signed off by the Director for Legal and Democratic (Monitoring Officer), the Executive Director for Corporate Development (Section 151 Officer) and the appropriate Portfolio Holder(s)

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The Shareholder Committee for Dorset Innovation Park Limited

1. Role/Terms of Reference and Membership

a. The Shareholder Committee for Dorset Innovation Park Limited shall be primarily responsible for the following delegated functions except where specific functions have been delegated to an Officer:

- monitoring the performance of Dorset Innovation Park Limited (including in relation to achievement of the agreed vision, approved business plans and associated budgets);
- monitor the business affairs, finances, and accounts of Dorset Innovation Park Limited;
- Approving:

  a) the strategic direction of Dorset Innovation Park Limited

  b) proposed and adopted business plans and budgets for future years to be presented in draft as they are developed
- considering the risks and opportunities faced by Dorset Innovation Park Limited and impact on the Council (including, for example, in relation to commercial factors, governance issues, and health and safety records);
- monitoring Dorset Innovation Park Limited compliance with relevant legislation;
- assuring that Dorset Innovation Park Limited status as a 'Teckal' company is maintained;
- taking decisions that relate to any matter identified as being reserved to be taken by the Shareholder ("Reserved Matters"), within the Articles of Associations and/or the Shareholder Agreement for Dorset Innovation Park Limited.

  Provided that where a decision affects the Council budgetary framework the Shareholder Committee will consider the decision and provide a recommendation to Full Council.
- exercising the Shareholders reserve power by Special Resolution (in accordance with the Articles of Association).
- reporting and making recommendations to the Cabinet on areas outside of the Shareholder Committee's delegated authority.
- reporting to Cabinet annually on the performance of the trading activities of Dorset Innovation Park Limited
- reviewing these Terms of Reference annually and make any necessary recommendations to Cabinet.

b. The Shareholder Committee will not have operational control over Dorset Innovation Park Limited. All decisions regarding the day to day operation and management of Dorset Innovation Park Limited rests with the Dorset Innovation Park Limited board of directors, which must ensure that Dorset Innovation Park Limited business is conducted in accordance with the terms of the Shareholders' Agreement entered into between the Council and Dorset Innovation Park Limited (Shareholders' Agreement) and in accordance with Dorset Innovation Park Limited Articles of Association.

c. The Shareholder Committee shall comprise of 5 Members drawn from the Cabinet to be appointed by the Leader of the Council/Cabinet.

d. The quorum of the Shareholder Committee shall be 3 Members.

e. There shall be no power to appoint substitutes to the Shareholder Committee.

f. The Chief Executive, Section 151 Officer, Monitoring officer and Executive Director Place (or their nominees) will be advisors to the Shareholder Committee. Additional advisors and Dorset Innovation Park Limited officers and directors may be invited to attend the Shareholder Committee as required.

2. **Appointment of Chair and Vice-Chair**
   The Leader of the Council/Cabinet will appoint the Chair and Vice-Chair of the Shareholder Committee.

3. **Meetings**

a. The number of ordinary meetings of the Shareholder Committee each year will normally be quarterly unless otherwise determined by the Leader of the Council.
b. The Chair of the Shareholder Committee shall have the power to call one or more special meeting(s) of the Shareholder Committee.
c. The Chair of the Shareholder Committee may determine that a meeting should be cancelled for insufficient business.

4. **Delegated powers and powers of recommendation of the Shareholder Committee**

a. The Shareholder Committee shall have the powers as set out in Functions of the Council - Part 3(1) of the Constitution.
b. For the avoidance of doubt the Shareholder Committee can delegate any of their powers to any Officer.

Shareholder Committee for Dorset Innovation Park Ltd

16 July 2025

Dorset Innovation Park Ltd Articles of Association

For Review and Consultation

Cabinet Member and Portfolio:
Cllr R Biggs, Property & Assets and Economic Growth

Local Councillor(s):
Cllr L Beddow, Cllr M Baker

Executive Director:
J Britton, Executive Director for Place Services

Report Author: Colin Wood
Job Title: Innovation Lead
Tel: 01305 228825
Email: colin.wood@dorsetcouncil.gov.uk

Report Status: Public (the exemption paragraph is N/A)

Brief Summary:
This report presents the Dorset Innovation Park Ltd Articles of Association for the Shareholder Committee.

Recommendation:
Shareholders are asked to receive the Articles of Association and support the continued cooperation between the Council and Dorset Innovation Park Ltd.

Reason for Recommendation:

1. **Report**

1.1 The Council currently owns and manages Dorset Innovation Park, a large industrial estate with Enterprise Zone status near Wool. A Cabinet decision taken in November 2024 reviewed potential management options and agreed the formation of an arm's length company as the preferred management arrangement for the Innovation Park.

1.2 In March 2025 Cabinet approved the formation of a wholly owned but independent Dorset Council trading company limited by shares. The Council has a 100% shareholding in the company.

1.3 It also agreed delegation of authority to the Executive Director Place in consultation with the Director Legal and Democratic, Executive Director Corporate Development and the Cabinet Portfolio Holder for Assets, Property and Economic Growth to approve the detailed implementation plans for the Company including the Articles of Association.

1.4 Articles of Association are a legal document setting out the rules and regulations for how a company will be run. They act as a "rule book" for the company, outlining the relationship between the company, its directors and its shareholders. These rules cover aspects like the company's purpose, administrative structure, director appointments and shareholder rights.

1.5 Dorset Innovation Park Ltd was incorporated with Companies House on 13 June 2025 using model Articles of Association and naming Dorset Council Corporate Director for Highways & Engineering Jack Wiltshire as interim Director. These were temporary arrangements.

1.6 The replacement Articles of Association specific to this company and drafted with support from the Legal Services Team are presented for confirmation as an appendix to this report.

2. Financial Implications

3.1 A projected Financial Model for Dorset Innovation Park Ltd was presented to Cabinet on 25 March 2025.

3. Natural Environment, Climate & Ecology Implications

4.1 N/A

4. Well-being and Health Implications

5.1 N/A

5. Other Implications

6.1 None at this stage.

6. **Risk Assessment**

N/A

7. **Equalities Impact Assessment**

Complete

8. **Appendices**

Dorset Innovation Park Ltd Articles of Association.

9. **Background Papers**

[Cabinet Report 25 March 2025 - Dorset Innovation Park – Arm's Length Management Company Final.pdf]

10. **Report Sign Off**

11.1 This report has been through the internal report clearance process and has been signed off by the Director for Legal and Democratic (Monitoring Officer), the Executive Director for Corporate Development (Section 151 Officer) and the appropriate Portfolio Holder(s)

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Dorset Innovation Park Limited

(Private Company Limited by Shares)

Company number 16516664

Articles of Association

Contents

Part 1 – Interpretation and Limitation of Liability

1 **Defined terms**

In these Articles, unless the context requires otherwise:

Articles means the Company's articles of association;

Bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of Bankruptcy;

Chair has the meaning given in article 13;

Chair of the Meeting has the meaning given in article 33;

the Company means Dorset Innovation Park Limited;

Companies Acts means the Companies Acts (as defined in section 2 Companies Act 2006), in so far as they apply to the Company;

the Council means the Dorset Council or any statutory successor;

Director means a director of the Company, and includes any person occupying the position of director, by whatever name called;

Document includes, unless otherwise specified, any document sent or supplied in Electronic Form;

Electronic Form has the meaning given in section 1168 Companies Act 2006;

Fully Paid in relation to a Share, means that the nominal value and any premium to be paid to the Company in respect of that Share have been paid to the Company;

Hard Copy Form has the meaning given in section 1168 Companies Act 2006;

Holder in relation to Shares means the person whose name is entered in the register of members as the holder of the Shares;

Instrument means a document in Hard Copy Form;

Managing Director means the person responsible for the performance of the company, as dictated by the board's overall strategy.

Non-Executive Director means a member of a company's board of directors who is not part of the company's executive management team and does not have day-to-day operational responsibilities. They provide independent oversight, strategic advice and guidance to the board and executive management.

Ordinary Resolution has the meaning given in section 282 Companies Act 2006;

Paid means paid or credited as paid;

Participate, in relation to a Directors' meeting, has the meaning given in article 11;

Proxy Notice has the meaning given in article 38;

Shareholder means a person who is the Holder of a Share;

Shares means shares in the Company;

Special Resolution has the meaning given in section 283 Companies Act 2006;

Subsidiary has the meaning given in section 1159 Companies Act 2006; and

Writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company.

2 Liability of Shareholder

The liability of Shareholder is limited to the amount, if any, unpaid on the Shares held by them.

Part 2 – Company status and activities

3 **Objects**

The Object of the Company is to oversee the successful management and development of the Dorset Innovation Park Enterprise Zone (The Park), to drive business growth and support economic prosperity in the local economy with a focus on the defence and security sector.

The Object is to be achieved through:

- Helping businesses to start up, innovate and grow;
- Agreeing a Vision for the Park to set the strategic direction and investment priorities;
- Drafting plans and strategies that secure economic investment and job growth;
- Making recommendations to Dorset Council and other stakeholders as appropriate to promote the economic success of the Park;
- Working with neighbouring landowners/occupiers to potentially increase the size of the park;
- Any such other Objects as the Company considers are ancillary to or in support of any of the above.

Part 3 – Directors' powers and responsibilities

4 **Directors’ general authority**

Subject to the Shareholder Agreement, the Directors are responsible for the management of the Company’s business, for which purpose they may exercise all the powers of the Company.

5 **Shareholder's reserve power**

5.1 The Shareholder may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action.

5.2 No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution.

6 **Directors may delegate**

6.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:

6.1.1 to such person or committee;

6.1.2 by such means (including by power of attorney);

6.1.3 to such an extent;

6.1.4 in relation to such matters or territories; and

6.1.5 on such terms and conditions, as they think fit.

6.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors’ powers by any person to whom they are delegated.

6.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

7 **Committees**

7.1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

7.2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

Decision-Making by Directors

8 **Directors to take decisions collectively**

The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 9.

9 **Unanimous decisions**

9.1 A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other by any means that they Share a common view on a matter.

9.2 Such a decision may take the form of a resolution in Writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in Writing.

9.3 References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

9.4 A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

10 **Calling a Directors' meeting**

10.1 A board meeting shall be held no less than once in every three calendar months.

10.2 Any Director may call a Directors' meeting by giving at least 10 Business Days' notice of the meeting to the Directors (or such lesser notice as two Directors may agree) or by authorising the company secretary (if any) to give such notice.

10.3 Notice of any Directors' meeting must indicate:

10.3.1 its proposed date and time;

10.3.2 where it is to take place; and

10.3.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

10.4 Notice of a Directors' meeting must be given to each Director but need not be in Writing.

10.5 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting. A Director may waive the requirement that notice of a meeting of the Directors or of a committee of the Directors be given to them at any time before or after the date on which the meeting is held by notifying the Company to that effect. Where a Director gives such notice after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

11 **Participation in Directors' meetings**

11.1 Subject to the Articles, Directors Participate in a Directors' meeting, or part of a Directors' meeting, when:

11.1.1 the meeting has been called and takes place in accordance with the Articles, and

11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

11.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

11.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

12 **Quorum for Directors' meetings**

12.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

12.2 The quorum for the transaction of business of the Directors shall be 3, including the Chair, plus two other directors, except in circumstances where the Chair has a conflict of interest, when the quorum shall be 3 Directors.

12.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than to appoint further directors to call a general meeting to enable the Shareholder to appoint further directors.

13 **Chairing of Directors' meetings**

13.1 The Shareholder shall appoint a Director to chair Directors' meetings.

13.2 The person so appointed for the time being is known as the Chair.

13.3 The Shareholder may terminate the Chair's appointment at any time upon giving written notice to the Company.

13.4 If the Chair has a conflict of interest, the participating directors must appoint one of themselves to chair that item of the meeting

14 **Casting Vote**

14.1 If the numbers of votes for and against a proposal are equal, the Chair, or other director chairing the meeting, has a casting vote.

14.2 This Article 14 does not apply if, in accordance with the articles, the Chair or other director is not to be counted as participating in the decision-making process for quorum or counting votes.

15 **Conflicts of interest**

15.1 If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director has an interest, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15.2 But if article 15.3 applies, a Director who has an interest in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.

15.3 This article applies when:

15.3.1 the Company by Ordinary Resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;

15.3.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

15.3.3 the Director's conflict of interest arises from a permitted cause.

15.4 For the purposes of this article, the following are permitted causes:

15.4.1 a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its Subsidiaries;

15.4.2 subscription, or an agreement to subscribe, for Shares or other securities of the Company or any of its Subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such Shares or securities; and

15.4.3 arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its Subsidiaries which do not provide special benefits for Directors or former Directors.

15.5 For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.

15.6 Subject to article 15.7, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to Participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any Director other than the Chair is to be final and conclusive.

15.7 If any question as to the right to Participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

16 Authorisation of Directors' conflicts of interest

16.1 For the purposes of section 175 of the Companies Act, as amended, consolidated or re-enacted from time to time, the Shareholders shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach by a Director of the duty to avoid conflicts of interest set out in that section of the Companies Act. Any reference in these Articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

16.2 Authorisation of a matter under article 16 shall be effective only if the matter in question shall have been proposed in Writing for consideration by the Shareholders, or in such other manner as the Shareholders may determine.

16.3 Unless otherwise determined by the Shareholder, any authorisation of a matter under article 16 shall extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised.

16.4 Any authorisation of a matter under article 16 shall be on such terms and/or conditions as the Shareholder may determine, whether at the time such authorisation is given or subsequently and may be varied or terminated by the Shareholder at any time. Such terms or conditions may include (without limitation) terms and conditions as to the duration, renewal and/or revocation of the authorisation. A Director shall comply with any obligations imposed on them by the Shareholder pursuant to any such authorisation.

16.5 A Director, notwithstanding their office, may be a Director or other officer of, employed by, of or otherwise interested (including by the holding of Shares) in, the Council or in a Shareholder who has appointed them as a Director of the Company, or any other member of such Shareholder's group, or an employee of another local authority placed at the disposal of the Council pursuant to section 113 Local Government Act 1972, and no authorisation under article 16 shall be necessary in respect of any such interest.

16.6 If a Director receives or has received any information otherwise than by virtue of their position as a Director of the Company and in respect of which they owe a duty of confidentiality to another person, the Director is under no obligation to:

16.6.1 disclose any such information to the Company, the Directors or any other Director or employee of the Company; or

16.6.2 use or apply any such information in connection with the performance of their duties as a Director.

16.7 Provided that such duty of confidentiality arises out of a situation or relationship which would or might otherwise constitute or give rise to a breach by the Director of the duty to avoid conflicts of interest set out in section 175 of the Companies Act, this article shall apply only if such situation or relationship has been authorised by the Shareholder under article 16.

16.8 A Director shall not, save as otherwise agreed, be accountable to the Company for any benefit which the Director (or a person connected with the Director) derives from any matter authorised under article 16 and any contract, transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit.

17 **Records of decisions to be kept**

The Directors must ensure that the Company keeps a record, in Writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

18 **Directors' discretion to make further rules**

Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

Appointment of Directors

19 **Methods of appointing Directors**

19.1 The board of Directors shall consist of a minimum of 5 Directors and a maximum of 9.

19.2 The Shareholder shall have the exclusive right to appoint and dismiss the Chair and Managing Director by ordinary resolution.

19.3 Excluding the directors referenced in Articles 19.2, directors may be appointed by:
19.3.1 an ordinary resolution, or
19.3.2a decision of the directors

19.4 Every Shareholder appointment or removal in accordance with this Article shall be effected by notice in Writing to the Company and shall take effect immediately (or on such later date, if any, specified in the notice). Any such notice of appointment must be signed by or on behalf of the Shareholder.

19.5 All directors must be a natural person who is willing to act as a director, is permitted by law to do so and has not previously been removed from directorship of the Company by the Shareholder.

20 **Retirement of Directors by Rotation**

20.1 At the first annual general meeting following appointment, each director (except the Managing Director) must retire from office and offer themselves for reappointment by the members.

20.2 At every second subsequent annual general meeting any directors—

20.2.1 who have been appointed by the directors since the last annual general meeting, or

20.2.2 who were not appointed or reappointed at one of the preceding two annual general meetings,

must retire from office and may offer themselves for reappointment by the members.

21 **Termination of Director's appointment**

21.1 A person ceases to be a Director as soon as:

21.1.1 that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;

21.1.2 that person has for more than six consecutive months been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that person's office be vacated;

21.1.3 a Bankruptcy order is made against that person;

21.1.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;

21.1.5 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;

21.1.6 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;

21.1.7 that person is an employee of any Shareholder in the Company and ceases to be employed as such for any reason; and

21.1.8 that person is a removed by a Shareholder by a notice in Writing to the Company.

22 **Directors' remuneration**

22.1 Directors may undertake any services for the Company that the Directors decide.

22.2 Directors are entitled to remuneration in accordance with the remuneration policy determined by the Shareholder.

23 **Directors' expenses**

23.1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

23.1.1 meetings of Directors or committees of Directors,

23.1.2 general meetings, or

23.1.3 separate meetings of the Holders of any class of Shares or of debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

Part 4 – Shares and distribution

Shares

24 **All shares to be fully paid up**

24.1 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.

24.2 This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.

25 **Powers to issue different classes of Share**

25.1 Subject to the Articles, but without prejudice to the rights attached to any existing Share, the Company may issue Shares with such rights or restrictions as may be determined by Ordinary Resolution.

25.2 The Company may issue Shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the Holder, and the Directors may determine the terms, conditions and manner of redemption of any such Shares.

26 **Company not bound by less than absolute interests**

Except as required by law, no person is to be recognised by the Company as holding any Share upon any trust, and except as otherwise required by law or the Articles, the Company is not in any way to be bound by or recognise any interest in a Share other than the Holder's absolute ownership of it and all the rights attaching to it.

27 **Share certificates**

27.1 The Company must issue each Shareholder, free of charge, with one or more certificates in respect of the Shares which that Shareholder holds.

27.2 Every certificate must specify:

27.2.1 in respect of how many Shares, of what class, it is issued;

27.2.2 the nominal value of those Shares;

27.2.3 that the Shares are Fully Paid; and

27.2.4 any distinguishing numbers assigned to them.

27.3 No certificate may be issued in respect of Shares of more than one class.

27.4 If more than one person holds a Share, only one certificate may be issued in respect of it.

27.5 Certificates must:

27.5.1 have affixed to them the Company's common seal, or

27.5.2 be otherwise executed in accordance with the Companies Acts.

28 **Replacement Share certificates**

28.1 If a certificate issued in respect of a Shareholder's Shares is:

28.1.1 damaged or defaced, or

28.1.2 said to be lost, stolen or destroyed, that Shareholder is entitled to be issued with a replacement certificate in respect of the same Shares.

28.2 A Shareholder exercising the right to be issued with such a replacement certificate:

28.2.1 may at the same time exercise the right to be issued with a single certificate or separate certificates;

28.2.2 must return the certificate which is to be replaced to the Company if it is damaged or defaced; and

28.2.3 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the Directors decide.

29 **Allotment and transfer of Shares**

29.1 Notwithstanding any other article:

29.1.1 no Share in the Company may be allotted to any person other than the Council.

29.1.2 no Share in the Company may be transferred to any person other than the Council.

29.2 The Instrument of transfer of any Share taken on formation of the Company by a subscriber to the Company's memorandum of association need not be executed by or on behalf of the transferee even where the Share is not Fully Paid.

Part 5 – Decision-Making by Shareholders

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 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:

30.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

30.2.2 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 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.

30.5 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.

31 **Quorum for general meetings**

No business other than the appointment of the Chair of the Meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. A duly appointed representative of the Shareholder shall constitute a quorum.

32 **Chairing general meetings**

32.1 The Chair shall chair general meetings if present and willing to do so.

32.2 If the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

32.2.1 the Directors present, or

32.2.2 (if no Directors are present), the meeting,

must appoint a Director or Shareholder to chair the meeting, and the appointment of the Chair of the Meeting must be the first business of the meeting.

32.3 The person chairing a meeting in accordance with this article is referred to as "the Chair of the Meeting".

33 **Attendance and speaking by Directors and non-Shareholders**

33.1 Directors may attend and speak at general meetings.

33.2 The Chair of the Meeting may permit other persons who are not Shareholders of the Company to attend and speak at a general meeting.

34 **Adjournment**

34.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the Meeting must adjourn it.

34.2 The Chair of the Meeting may adjourn a general meeting at which a quorum is present if:

34.2.1 the meeting consents to an adjournment, or

34.2.2 it appears to the Chair of the Meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

34.3 The Chair of the Meeting must adjourn a general meeting if directed to do so by the meeting.

34.4 When adjourning a general meeting, the Chair of the Meeting must:

34.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and

34.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

34.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

34.5.1 to the same persons to whom notice of the Company's general meetings is required to be given, and

34.5.2 containing the same information which such notice is required to contain.

34.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Part 6 – Voting at general meetings

35 **Voting: general**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

36 **Errors and disputes**

36.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

36.2 Any such objection must be referred to the Chair of the Meeting, whose decision is final.

37 **Poll votes**

37.1 A poll on a resolution may be demanded:

37.1.1 in advance of the general meeting where it is to be put to the vote, or

37.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

37.2 A poll may be demanded by:

37.2.1 the Chair of the Meeting;

37.2.2 the Directors;

37.2.3 two or more persons having the right to vote on the resolution; or

37.2.4 a person or persons representing not less than one tenth of the total voting rights of all the Shareholders having the right to vote on the resolution.

37.3 A demand for a poll may be withdrawn if:

37.3.1 the poll has not yet been taken, and

37.3.2 the Chair of the Meeting consents to the withdrawal.

37.4 Polls must be taken immediately and in such manner as the Chair of the Meeting directs.

38 **Content of Proxy Notices**

38.1 Proxies may only validly be appointed by a notice in Writing (a **Proxy Notice**) which:

38.1.1 states the name and address of the Shareholder appointing the proxy;

38.1.2 identifies the person appointed to be that Shareholder's proxy and the general meeting in relation to which that person is appointed;

38.1.3 is signed by or on behalf of the Shareholder appointing the proxy, or is authenticated in such manner as the Directors may determine; and

38.1.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

38.2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

38.3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

38.4 Unless a Proxy Notice indicates otherwise, it must be treated as:

38.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

38.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

39 **Delivery of Proxy Notices**

39.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person.

39.2 An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.

39.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

39.4 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

40 **Amendments to resolutions**

40.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:

40.1.1 notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the Meeting may determine); and

40.1.2 the proposed amendment does not, in the reasonable opinion of the Chair of the Meeting, materially alter the scope of the resolution.

40.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:

40.2.1 the Chair of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

40.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

40.3 If the Chair of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

Part 7 – Administrative arrangements

41 Means of communication to be used

41.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Companies Act to be sent or supplied by or to the Company.

41.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

41.3 A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

42 No right to inspect accounts and other records

Except as provided by law or authorised by the Directors or an Ordinary Resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Shareholder.

43 Provision for employees on cessation of business

The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its Subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that Subsidiary.

Part 8 – Directors' indemnity and insurance

44 **Indemnity**

44.1 Subject to article 44.2, a relevant Director of the Company or an associated Company may be indemnified out of the Company's assets against:

44.1.1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company;

44.1.2 any liability incurred by that Director in connection with the activities of the Company or an associated Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) Companies Act 2006),

any other liability incurred by that Director as an officer of the Company or an associated Company.

44.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

44.3 In this article:

44.3.1 companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate, and

44.3.2 a **relevant Director** means any Director or former Director of the Company or an associated Company.

45 **Insurance**

45.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

45.2 In this article:

45.2.1 a **relevant Director** means any Director or former Director of the Company or an associated Company,

45.2.2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated Company or any pension fund or employees' Share scheme of the Company or associated company, and

45.2.3 companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate.

46 **Amendment of Articles**

No amendment may be made to these Articles of association without the prior written consent of the Shareholder.

Shareholder Committee for Dorset Innovation Park Ltd
Forward Plan - June 2025 to July 2025
(Publication date – 17 JUNE 2025)

Explanatory Note:
This Forward Plan contains future items to be considered by the Shareholder Committee for Dorset Innovation Park Ltd. It is published 28 days before the next meeting of the committee. The plan includes items for the meeting including key decisions. Each item shows if it is 'open' to the public or to be considered in a private part of the meeting.

Definition of Key Decisions
Key decisions are defined in Dorset Council's Constitution as decisions which are likely to -

(a) to result in the relevant local authority incurring expenditure which is, or the making of savings which are, significant having regard to the relevant local authority's budget for the service or function to which the decision relates (***Thresholds - £500k***); or

(b) to be significant in terms of its effects on communities living or working in an area comprising two or more wards or electoral divisions in the area of the relevant local authority."

In determining the meaning of *"significant"* for these purposes the Council will have regard to any guidance issued by the Secretary of State in accordance with section 9Q of the Local Government Act 2000 Act. Officers will consult with lead members to determine significance and sensitivity.

Committee Membership 2025/26
Cllr Nick Ireland – Leader of the Council and Cabinet Member for Climate, Performance and Safeguarding
Cllr Richard Biggs – Deputy Leader of the Council and Cabinet Member for Property & Assets, and Economic Growth
Cllr Shane Bartlett – Cabinet Member for Planning and Emergency Planning
Cllr Simon Clifford – Cabinet Member for Finance and Capital Strategy
Cllr Clare Sutton – Cabinet Member for Children's Services, Education and Skills

Subject / Decision	Decision Maker	Date the Decision is Due	Cabinet Member	Officer Contact
June 2025				
Dorset Innovation Park Ltd - Recruitment of Chair and Managing Director **Key Decision** - No **Public Access** - Fully exempt	**Decision Maker Shareholder Committee for Dorset Innovation Park Ltd**	**Decision Date 24 Jun 2025**	Deputy Leader and Cabinet Member for Property & Assets and Economic Growth	*Nick Webster, Head of Growth and Regeneration nicholas.webster@dorsetcouncil.gov.uk* *Executive Director, Place (Jan Britton)*
July 2025				
Shareholder Committee for Dorset Innovation Park Ltd terms of reference **Key Decision** - No **Public Access - Open** To present the terms of reference for the Shareholder Committee for Dorset Innovation Park Ltd for confirmation.	**Decision Maker Shareholder Committee for Dorset Innovation Park Ltd**	**Decision Date 16 Jul 2025**	Deputy Leader and Cabinet Member for Property & Assets and Economic Growth	*Colin Wood, Innovation Lead* *colin.wood@dorsetcouncil.gov.uk* *Executive Director, Place (Jan Britton)*

Subject / Decision	Decision Maker	Date the Decision is Due	Cabinet Member	Officer Contact
Dorset Innovation Park Ltd Articles of Association **Key Decision -** No **Public Access - Open** To present the Articles of Association for Dorset Innovation Park Ltd for confirmation.	**Decision Maker Shareholder Committee for Dorset Innovation Park Ltd**	**Decision Date 16 Jul 2025**	Deputy Leader and Cabinet Member for Property & Assets and Economic Growth	*Nick Webster, Head of Growth and Regeneration* *nicholas.webster@dorsetcouncil.gov.uk* *Executive Director, Place (Jan Britton)*

Private/Exempt Items for Decision
Each item in the plan above marked as ‘private’ will refer to one of the following paragraphs.

1. Information relating to any individual.
2. Information which is likely to reveal the identity of an individual.
3. Information relating to the financial or business affairs of any particular person (including the authority holding that information).
4. Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matter arising between the authority or a Minister of the Crown and employees of, or office holders under, the authority.
5. Information in respect of which a claim to legal professional privilege could be maintained in legal proceedings.
6. Information which reveals that the shadow council proposes:-
   (a) to give under any enactment a notice under or by virtue of which requirements are imposed on a person; or
   (b) to make an order or direction under any enactment.
7. Information relating to any action taken or to be taken in connection with the prevention, investigation or prosecution of crime.