

## Annexe A – Proposed Changes to the Articles of Association

### 17 Chairing Of Directors' Meetings

~~17.1 The Directors shall appoint one of the Directors as the Chair of the Company and one of the Directors as the Vice Chair of the Company, such appointments to take effect (subject to early termination in accordance with article 17.2) either until the next but one annual general meeting of the Company (if the Company holds annual general meetings) or until the start of the first Directors' meeting to take place after the second anniversary of his or her appointment (if the Company does not hold annual general meetings), provided that: The Mayor of the West Midlands (from time to time) shall be the Chair of the Company and shall be entitled to chair (and speak at) Directors' meetings (but for the avoidance of doubt shall not vote).~~

~~(a) — where the Chair is a Director appointed by an Associate Member then the Vice Chair must be a Director appointed by an LTA Member (and vice versa); and~~

~~(b) — the position of Chair and the position of Vice Chair shall alternate between a Director appointed by an Associate Member and a Director appointed by an LTA Member.~~

17.2 There shall be two Vice-Chairs of the Company. Each Vice-Chair shall be a Director and one shall be appointed by the LTA Members (other than the Combined Authority) and one shall be appointed by the Associate Members. Each Vice-Chair shall (subject to early termination in accordance with article 17.3) be appointed for a period of two years (eligible for reappointment).

~~17.3 17.2~~ The LTA Members or Associate Members (as case may be) may terminate the appointment of the Chair or Vice-Chair of the Company appointed by them at any time, provided they appoint a replacement under article 17.2.

~~17.4 17.3~~ The Chair (or one of the Vice-Chairs if the Chair is not participating in the relevant meeting) shall chair Directors' meetings provided that if neither the Chair nor the Vice Chair is participating and both Vice-Chairs wish to chair the relevant meeting, then the chair of that meeting shall be selected by the Vice-Chairs drawing lots. If there is no Chair or Vice-Chair participating in a Directors' meeting within ten minutes of the time at which it was due to start, the participating Directors shall appoint one of themselves to chair it.

~~17.5 17.4~~ The chair of a Directors' meeting shall not have a casting vote in the event of an equality of votes cast for and against a proposal at the meeting.

### 35 Chairing General Meetings

35.1 The Chair appointed pursuant to article 17.1 (or if not present and willing to do so, one of the Vice-~~Chair~~Chairs appointed pursuant to ~~that~~ article 17.2) shall chair general meetings if present and willing to do so.~~35.2 If neither the Chair nor the Vice-Chair, if the Chair is not participating and both Vice-Chairs wish to chair the relevant meeting, then the chair of that meeting shall be selected by the Vice-Chairs drawing lots.~~

35.2 If none of the Chair and Vice-Chairs are willing to chair the meeting or are not present within 10 minutes of the time at which a meeting was due to start:

- (a) the Directors present, or
- (b) (if no Directors are present), the meeting, must appoint a Director or Member (or Member representative) to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.