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BD 08 P04
June 2008

JNCC SUPPORT CO.
BOARD MEETING

MATTERS ARISING

This paper deals with points not covered by substantive items on the agenda. Numbers relate to the minutes of the March 2008 meeting.

- 5.4 A written resolution to amend the Company's Articles of Association was circulated to members on 2 May 2008. Eleven Members (84%) approved the resolution and accordingly the resolution was passed. The resolution and revised Articles have been lodged with Companies House.

The revised Articles make provision for the appointment of up to four Board directors who are not also members of the Joint Committee (increased from three). A change to the conditions for the company set by the Secretary of State to allow this has been approved by Defra. This change will allow the new Director of Marine to be a director of the company.

The revised Articles also reflect various changes introduced by the Companies Act 2006, including removing the requirement for an Annual General Meeting (AGM). The accounts, which would normally be adopted at the AGM, will now be provided by post to Members as allowed under the new Act. The requirement for the AGM to appoint auditors has been removed by the Act which gives powers to the Comptroller and Auditor General (the head of the NAO) to audit all non-profit companies that are non-departmental public bodies. There were no other routine items of AGM business.