

Ysella Jago

From: Fitchie, Andrew [Andrew.Fitchie@dlapiper.com]
Sent: 12 December 2007 23:52
To: Gill Lindsay; Graeme Bissett
Cc: Willie Gallagher; Andrew Holmes; david_mackay [REDACTED]
Subject: CEC Resolution
Follow Up Flag: Follow up
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Gill, Andrew
David
Graeme
Willie

Why I am focused on the notion of a Resolution which delegates the Council powers other than direct to **tie** Limited :

- If delegation is , say to Gill, Andrew and Donald, to receive **tie**'s best counsel and declare themselves satisfied, can they, as Council officers, in fact legally pass on the statutory delegation of CEC in its capacity as AU for the Tram Acts -which is what we need to happen. I am getting expert input on this tomorrow morning.
- If delegation was direct to **tie**, but had to be perfected by **tie** satisfying Gill, Andrew and Donald in a transparent and pre-arranged way, does this operate without legal blemish? What would happen, for example, if one of the referees disagreed with **tie**'s approach?

Both the above are likely to be open to probing by BBS in an unhelpful way.

I think the answer is a clean delegation to **tie** by Resolutions as we envisaged, but the **tie** Board determines now by extraordinary resolution that it must have the endorsement of the TEL Board and TPB, before authorising Willie to sign up. This gives CEC Officers definitive influence over how **tie** satisfies CEC and so far as :

The outside world is concerned **tie** is moving ahead, fully authorised

BBS is concerned they are told that Willie has hoops to go through that they must assist on and at their peril if they do not.

Thoughts welcome.

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