

Durham Wildlife Trust
Annual General Meeting
18th October 2021

Special Resolution – Amendments to the Articles of Association

The following amendments are proposed to Durham Wildlife Trust's Articles of Association. The Articles of Association are the written rules about the running of the Trust agreed by the members. The Annual General Meeting is the forum where changes to the articles are usually proposed and put before the membership. A vote is taken on whether to accept the proposed amendments. The amendments have been discussed and agreed by Trustees and scrutinised by the Trust's Honorary Solicitor, whose opinion is that they comply with relevant legislation.

The amendments members are asked to consider are –

- 1 To update the definition of *Trustees* in the Articles to reflect the Trust's status as both a charity and company where the Trustees of the Charity also act as Directors of the Company.

Currently paragraph 1 (Interpretation) defines trustees as –

'Trustees' are those members of Durham Wildlife Trust appointed to 'the Board'

It is proposed that the wording is amended to read –

'Trustees' are those members of Durham Wildlife Trust appointed to 'the Board' and also act as Directors with reference to the Companies Act 2006 or any re-enactment or statutory modification thereof

- 2 To update the use of personal pronouns to reflect present day usage; *they, their, them* replaces *he, him* throughout the text. This change is highlighted in paragraph 1 (Interpretation).

The existing wording states –

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date of adoption of these Articles as the articles of association of the Trust. Words importing the masculine gender shall include the feminine gender, words importing persons shall include corporations and words importing the singular number only shall include the plural number and vice versa.

It is proposed that the wording is amended to read –

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory

modification thereof in force at the date of adoption of these Articles as the articles of association of the Trust. The words they, their, them refer to all genders, words importing persons shall include corporations and words importing the singular number only shall include the plural number and vice versa.

- 3 To make specific reference to online video conferences being an approved forum for official meetings. Currently the Articles don't exclude online meetings but don't specifically permit them.

The existing wording states –

GENERAL MEETINGS 12. The Trust shall each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

It is proposed that the wording is amended to read –

GENERAL MEETINGS 12. The Trust shall each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. General Meetings shall normally be held in person. However, trustees may be permitted to call a General Meeting to be held by video conference, an internet video facility or a similar electronic method allowing simultaneous visual and audio participation and enabling all eligible participants to vote. In such circumstances the General Meeting shall still be conducted in accordance with the Articles.

- 4 To strengthen the grounds for removal of Trustees from the Board, which is linked to a Trustee Code of Conduct and more detailed Conflicts of Interest policy (these documents are not part of the Articles). The changes proposed reflect recommended practice.

The existing wording states -

*DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS 42.
The office of Board member shall be vacated if the Board member:
a) ceases to be a Board member by virtue of any provision of the Act or is disqualified from acting as a Board member by virtue of section 178 of the Charities Act or for any other reason becomes prohibited by law from being a director (Trustee);*

- b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property or affairs;*
- c) resigns his office by written notice to the Trust;*
- d) ceases to be a Member of the Trust;*
- e) becomes bankrupt or makes any arrangement or composition with his creditors generally;*
- f) is absent without the permission of the Board from all their meetings held within a period of six months and the Board resolves that his office be vacated.*

It is proposed that the wording is amended to read –

DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS 42.

The office of Board Member shall be vacated if the Trustee:

- a) ceases to be a Director by virtue of any provision in the Companies Acts or are prohibited by law from being a Director;*
- b) is disqualified from acting as a Trustee by virtue of section 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);*
- c) ceases to be a member of the Trust;*
- d) is treated by a registered medical practitioner and that the practitioner advises the Trust in writing that they deem the Trustee to be physically or mentally incapable of acting as a Trustee and may remain so for a period of three months or more;*
- e) resigns as a Trustee by notice to the Trust;*
- f) is absent without the permission of the Board from all their meetings held within a period of six months and the Board resolves that their office be vacated;*
- g) they are removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views;*
- h) is voted off Council by the rest of the Trustees subject to them being given not less than 21 days' notice of the Council Meeting and the reasons for the proposal. The Trustee or their representative must be allowed to make representations to that meeting.*

These amendments were agreed by the members of Durham Wildlife Trust at the ASnnual General Meeting held on the 18th October 2021.

Signed on behalf of Durham Wildlife Trust

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Position