

ARTICLES OF ASSOCIATION OF GWENT WILDLIFE TRUST LIMITED

EGM 2020: Proposed Changes to Articles of Association for the Gwent Wildlife Trust.

There are three amendments put forward to be passed by this EGM.

1 Amendment One to Article 23

23 Decisions at general meetings shall be made by passing resolutions:

- a) Decisions involving an alteration to clauses of the Memorandum of Association or the Articles and other decisions so required from time to time by statute and by the Articles shall be made by special resolution which is hereby defined as one passed by a majority of not less than three-fourths of the members of the Charity present and voting at an **Annual or** Extraordinary General Meeting, but no amendment may be made to clauses 1, 3, 5, 8, and 10 of the Memorandum of Association, or Articles 67 and 68 and this Article, without the prior consent, in writing, of the Charity Commission;
- b) All other decisions shall be made by ordinary resolution requiring a simple majority.

THE AMENDMENT CONSISTS OF ADDING THE TWO WORDS IN RED.

REASON: AT THE MOMENT AMENDMENTS TO THE ARTICLES HAVE TO BE TAKEN BEFORE AN EXTRAORDINARY GENERAL MEETING. IT IS MORE CONVENIENT FOR AMENDMENTS TO BE INCLUDED IN THE AGM RATHER THAN HAVING TO HOLD A SEPARATE EGM, SINCE AN AGM IS AUTOMATICALLY HELD EVERY YEAR AND IS ALSO LIKELY TO HAVE A HIGHER ATTENDANCE THAN AN EGM WHICH BESTOWS BETTER DEMOCRATIC ACCOUNTABILITY.

2 Amendment Two to Article 26

26 **[The President shall preside as Chairman at the Annual General Meeting and]** The Chairman or in his absence the Vice-Chairman shall preside as Chairman at every General Meeting, but if neither the President, Chairman nor the Vice-Chairman is present within fifteen minutes after the time appointed for holding the same, or if the Chairman or Vice-Chairman shall be unwilling to preside, the members present shall choose some Trustee to preside provided he agrees or if all Trustees present decline to take the chair, any member of the Charity present, provided he agrees.

THE AMENDMENT CONSISTS OF REMOVING THE WORDS IN RED.

REASON: AT THE MOMENT, THE ARTICLES PROVIDE FOR THE PRESIDENT TO CHAIR THE AGM. HOWEVER, AGM MATTERS ARE OFTEN COMPLEX; THE CHAIR OF THE COUNCIL WILL BE COGNISANT OF THE DETAILS OF THESE, WHERE THE PRESIDENT WOULD NOT.

3 Amendment Three

All references in the Articles to the word **"Council"** to be replaced by the word **"Board"**.

REASON: CURRENTLY TRUSTEES SIT ON THE "COUNCIL". WE PROPOSE TO FOLLOW THE MAJORITY OF U.K. WILDLIFE TRUSTS WHO USE THE TERM "BOARD".

Note: The Articles are dated and in need of a complete overhaul, which will be done over the course of the next year. The updated version will be presented for approval at the AGM in 2021.

Alison Willott, Chair, Gwent Wildlife Trust.