62nd Annual general meeting – 15th November 2025

**Special Resolution for Members:**

It is good governance practice to review Articles periodically to ensure that they are still functioning for our organisation. Shoosmiths LLP has worked with The Wildlife Trusts to update template articles of association in 2025, and in conjunction with the five Welsh Trusts, has reviewed them in detail to ensure that they offer a straightforward approach to the governance requirements of a Trust. Through all Welsh Trusts choosing to adopt the same template articles, with relevant local amendments as necessary, this will facilitate the governance aspects of delivering joint working. At the same time, this aligned approach will also bring efficiency and effectiveness when reviewing and updating governance in the future and in developing associated policies and procedures.

Members are asked to vote on the following:

1. **To adopt the new Articles including the revised Objects which have been approved by the Charity Commission on 28th August 2025.**

The Charity Commission has granted formal consent under s198(2)(a) of the Charities Act 2011 to amend the charity’s objects to read:

# **Object**

* 1. The Trust's objects ("Objects") for which the Charity is established are for the benefit of the public:
1. To advance, promote and further the conservation, maintenance, restoration and protection of:

 (i) wildlife, their habitats and ecosystems

 (ii) places of zoological, botanical, geological, ecological or scientific interest or of
 natural beauty or landscape value

1. To advance the education of the public in relation to all aspects of a) above.
2. To promote research and the dissemination of information in relation to all aspects of a) above.

A summary of all changes are:

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|  | **Current 2021 Version A** | **Revised Version - 2025** |
| Updated Language and Terminology | Uses traditional legal phrasing; lacks references to digital or hybrid meeting formats. | Modernized phrasing such as 'electronic communication', 'digital meetings', and 'proxy voting'. |
| Expanded Definitions and Clauses | Limited detail on trustee eligibility, proxy voting, and digital participation. | Detailed clauses on trustee disqualification, proxy notice rules, and electronic meetings. |
| Revised Objects and Powers | Traditional list of charitable objects including biodiversity and sustainable development. | Simplified and modernized into three core objects: conservation, education, and research.Powers in Version B are more clearly structured and aligned with Charity Commission guidance, including modern fundraising and advocacy provisions. |
| New Sections | No mention of RSWT relationship, conflicts of interest, or Charity Commission consent. | **Relationship with the Royal Society of Wildlife Trusts**: A new clause formalizes alignment and cooperation with RSWT.**Conflicts of interest and trustee benefits**: Expanded to include connected persons, financial benefit definitions, and authorization conditions.**Charity Commission consent**: Explicitly required for amendments to charitable purposes or trustee benefits. |
| Trustee Responsibilities | General references to trustee roles without detailed eligibility or disqualification criteria. | Expanded clauses on trustee eligibility, disqualification (e.g., mental incapacity, breach of conduct), and re-election limits. |
| Digital Communication | No mention of electronic meetings or digital communication. | Allows hybrid meetings, electronic voting, and digital communication methods. |

Ends