

REVISION TO MEMORANDUM AND ARTICLES OF ASSOCIATION

EXPLANATORY NOTES

Please note that, unless otherwise stated, Article numbers refer to the new draft Articles and not the old version.

Following recent changes in law and Charity Commission guidance, the Trustees decided it was time to review the existing Memorandum and Articles of Association, the constitutional documents of the Trust. This review was aimed at modernising, clarifying and updating them, and also removing clauses which were relevant to the process of merger in 1990 and no longer required. The Trustees prepared new draft Articles of Association which were reviewed by the Trust solicitors and have been approved by the Charity Commission.

Below is a brief explanation of the main changes made.

Name Change

At the time the Trust was established, it covered three counties and one unitary authority, Peterborough, and all were reflected in the name. Since then Luton and two Bedfordshire authorities have gained unitary status. Rather than adding 'Luton, Bedford Borough and Central Bedfordshire' to the existing very long title, the Trustees recommend that the name is shortened to refer to the three counties only.

Removal of Memorandum of Association

Under the Companies Act 2006, the way a company recorded its constitution was amended, and simplified meaning we now only need Articles of Association which include the objects formerly included in the Memorandum of Association. The Memorandum has therefore been removed and all relevant provisions are now included in the Articles.

Article 4 Objects

This revision changes the Trust's first Object, retains the second and adds a third.

Revision of first Object

Since the first Memorandum and Articles of Association were drafted, conservation science and practice has advanced, so that the focus has shifted from static preservation to active conservation and creation. Research and monitoring has shown unequivocally that isolated nature reserves, however well managed, lose species and diversity, and what is needed is the active management of larger areas of wildlife habitat. In central England, this can only be achieved by the restoration or creation of habitat. It is also much clearer now that nature reserves only thrive through active management, that their maintenance is not simply a matter of setting land aside for nature.

These changes are now embedded in public policy, having most recently been endorsed by the Lawton Review, *Making Space for Nature*, initiated by the Brown Government and

accepted by the current government, and enshrined in the recent White Paper, *The Natural Choice – securing the future of nature*.

Therefore, the Trust wishes to change its primary Object from 'Preservation... and protection' to 'creation, conservation, maintenance and protection' since this better reflects the activities which are required, and better communicates these to the public.

The new form of words also brings the Trust in line with the main aims of the Royal Society of Wildlife Trusts, to which we are affiliated.

Addition of third Object

In addition to furthering study and research, in common with other wildlife charities, the charity now seeks to involve the public more actively in its work. This new Object extends the Trust's public engagement beyond publishing the results of our own work, to include more focussed knowledge sharing and advice, and direct practical involvement.

Article 5 Powers

The powers set out in the revised draft are now the same as those used in the Charity Commission's current model Articles of Association. The Trustees considered these powers provided all the necessary clauses, which are considerably more concise than the previous version.

Article 6 Application of Income and Property

The whole of the three pages of this Article are taken from the Charity Commission's model Articles of Association. The Trustees reviewed the Charity Commission's model, and considered them to provide appropriate provisions concerning the application of income and property, and to regulate the relationship of Trustees to the Trust. This set of clauses may not be changed without Charity Commission consent, as they are fundamental to the governance and operation of the Trust.

Article 12 Restrictions on Membership

This Article has been changed to allow a member of staff to be a member of the Trust although they may not vote in any proceedings of Council or general meetings or call or put resolutions to any general meeting.

Article 19 Eligibility for Council

This Article clarifies that all members, apart from employees of the Trust, are eligible to serve on Council.

Article 21 Cessation of Membership

The old Article 21 "Withdrawal from Membership" has been incorporated into the new Article 21 "Cessation of Membership". The time period after which membership ceases for lack of payment has been reduced from four months to three.

Article 30 General Meetings

This Article has been simplified as all meetings of the Trust are now defined (in line with updated company law) as “general meetings”. There is no longer a distinction drawn between a “general” and an “extraordinary general” meeting.

Article 33 Notice of General Meetings

Only 14 days’ notice is now required for most general meetings and article 33 has been amended accordingly.

Proceedings at General Meetings

Article 38

The existing Article 38 has been removed as there is no longer a need to define business at an extraordinary or annual general meeting separately from a general meeting. The article as amended also allows for an adjourned meeting to go ahead, even without a quorum present, in order to prevent a scenario where no business can be carried out if such meetings continually failed to be quorate.

Article 44

Existing Article 45 has been amended as it is no longer feasible for a member or members present at a meeting to have proxy votes for 10% of the membership ie some 3,600 votes.

Article 48

Existing Article 49 has been amended to Article 48 to allow a written resolution signed by a majority, or in the case of a special resolution, at least 75% of members, to be valid rather than having to be signed by all the members. This is considered an appropriate change due to the growth in membership.

Article 53 Maximum and Minimum Number of Members of Council

To reflect the growth in the Trust, the minimum number of Members of Council has been increased from 10 to 12 and the maximum number has been increased from 16 to 18.

Article 57.2 Election Resignation and Re-appointment of Trustees

Articles under this heading have been simplified for clarity. In addition, in order to fully benefit from the expertise of Trustees, the term of office for a Trustee has been extended from a maximum of four to six years. Each Trustee will now be required to retire from office after a three year term but will then be immediately eligible for re-election for a further three year period.

Article 60 & 61 Election of Officers

For the purpose of the new Articles of Association, Officers of the Trust consist of a Chair, Vice Chair, Treasurer and Secretary and any other executive officers such as Council may determine. All Officers shall stand for re-election at the Annual General Meeting. The Article has been amended from the existing Article to state that the Chair and Vice Chair, as well as other Officers, will now be elected by the members at the AGM and not by a meeting of Council after the AGM. This Article also now makes provision for a Trustee who has served for up to the maximum six year term as Trustee, to be elected as an officer for a period of no more than a further six years, subject to their resigning and standing for re-election each year. This is to allow the Trust to benefit from the experience of a Trustee who may have served for a number of years before going forward to take up an Officer position, but at all times still being subject as an Officer to annual re-election.

Article 64 & 65 Disqualification and Removal of Trustees

Article 64 now allows removal as Trustees of persons disqualified from acting as a Charity Trustee under the Charities Act or those who bring the Trust into disrepute. Article 65 facilitates the removal of a Trustee.

Articles 69 – 71 Trustees' Interests

These Articles have been substantially revised to comply with current Charity Commission guidance and Company Act legislation.

Proceedings of Council

Article 78

This Article clarifies that no Trustee may appoint an alternative person to act on their behalf at meetings of Council

Article 82 & 83

A new Article 82 has been inserted to allow a meeting of Council to be held by suitable and agreed electronic means. Article 83 allows for a person being present by suitable and agreed electronic means to be deemed part of a quorum.

Article 84

The quorum for a Council meeting is now fixed at the nearest whole number representing one third of the total number of members of Council.

Article 89 & 100

These Articles again allows for electronic forms of resolutions to be valid.

Notices

Articles 108 to 116

These Articles have been updated to comply with current legislation and to include electronic forms of notice.

Articles 118 &119 Dissolution

These Articles now confirm that on a winding-up, any surplus assets have to be applied in accordance with the Objects.