**Text

Description automatically generated**

**Special Resolution at the December 2020 AGM: Overview for members**

As part of the continuing review of the governance of Gloucestershire Wildlife Trust, the Trustees have concluded that a series of minor adjustments should be made to the Articles of Association. Changes to the Articles of Association can only be made by means of a special resolution proposed at a general meeting of the Trust. Accordingly, a special resolution to make the desired changes to the Articles of Association will be proposed at the 2020 AGM in the following form:

**Bringing the Articles of Association in line with current legislation**

A series of adjustments to bring the Articles of Association in line with the latest versions of the key pieces of legislation for the Trust: the Companies Act and the Charities Act.

* All references to the Companies Act to be updated to the 2006 Act
* All references to the Charities Act to be updated to the 2011 Act

**Modernising in respect of general meetings**

A series of adjustments to modernise and to ensure clarity around the use of electronic means in respect of general meetings. This has been prompted by COVID-19 restrictions and the need for “virtual” meetings.

* New Article 6A and adjustments to Article 7.3. Although there is nothing in the current Articles to prohibit the holding of general meetings via electronic means, these adjustments make explicit that such arrangements are permissible.
* Adjustments to Article 9.1 to clarify that those attending general meetings via appropriate electronic means will count towards the quorum.
* Adjustments to Article 16.3 to clarify the validity of signed proxy forms that have been submitted via electronic means e.g. email.

**Modernising meetings and proceedings of Directors**

A series of adjustments to ensure clarity around the use of electronic means in respect of meetings of Directors (Trustees) and to reflect changes in the way in which business is now conducted by the Directors.

* Adjustments to Article 30.6 to reflect changes in the numbers of meetings of the Directors held per year. Instead of a Director ceasing to hold office if absent without permission from all meetings within a period of six consecutive months a Director will cease to hold office if absent without permission from three consecutive meetings.
* New Article 32.6. Although our legal advisors have confirmed that electronic meetings of Directors are permitted via the Companies Act 2006, this clause has been proposed to make explicit the validity of meetings of Directors via electronic methods.
* Adjustments to Article 33.1 to clarify that those attending meetings of Directors via appropriate electronic means will count towards the quorum at these meetings.
* Adjustments to Articles 36.1 and 36.2 to recognise that resolutions agreed in electronic form by the Directors are equally as valid as resolutions in writing.

**Additions reflecting good governance practice**

Additions to the Articles of Association reflecting good governance practice as determined by the Charity Commission.

* New Article 22A to be added covering declaration of Directors’ interest. The wording is based on that provided in the Charity Commission’s Model Articles.
* New Article 22B to be added covering conflicts of interests and conflicts of loyalties for Directors. The wording is based on that provided in the Charity Commission’s Model Articles.
* “Connected person” to be added to the list of definitions in the Interpretation section of the Articles of Association as this term is used in the new Article 22B.

**Changes in member communications**

Adjustments to reflect changes in communications between GWT and members in response to changes in member behaviour.

* Article 4.2 to be updated to reflect that member resignations may not always be in writing.
* Article 4.3 to be updated to reduce the period after which membership is terminated if a sum remains due from six months to three months.

**Minor inconsistencies or spelling errors**

We are proposing to take the opportunity to make a few cosmetic adjustments to ensure consistency of terminology and correction of spelling errors.

* Remove the word “The” from “The Gloucestershire Wildlife Trust” for consistency with both the Memorandum and GWT’s registration with the Charity Commission.
* One use of the term “constitution” to be replaced with the term “articles” in Article 1 for consistency with the rest of the document.
* Spelling error in Article 10.3 to be corrected.
* Articles 39.1 and 39.2 to be adjusted to replace the term “paragraph’ with the term “article” for consistency.
* Articles 49.1 to be adjusted to replace the term “sub-clause” with the term “Article” for consistency.

The current Articles of Association are on the GWT web site and in the AGM pack. A marked-up version of the Articles of Association showing full details of the proposed changes is available on request.