

NWT AGM 21 November 2020

Summary of main changes to Articles



1. Introduction

The governing documents for Nottinghamshire Wildlife Trust Limited comprise the Memorandum & Articles of Association and a set of Regulations. The latest version of the Memorandum & Articles was approved at the AGM on 18 November 2017; these are important governing documents as set down in the Companies Act 2006 and any changes must be approved at an AGM.

In addition, the Trust has a set of Regulations that were previously updated in October 2013, which set out in more detail how the Trust is organised, covering issues such as 'Membership', 'General Meetings', 'Council', and 'Committees' as well as Annexes covering 'Protocols and Standing Orders', 'Local Groups', etc.

The recent change to the Committee structure has necessitated a change to the Regulations, which were approved by Council on 25 August 2020. The opportunity was taken to review the Memorandum & Articles, to ensure consistency. This process revealed the need to update the Articles, which now need approval at the AGM.

2. Key changes to Articles

Specifically there was a need to map changes in the Regulations that have been introduced to clarify that we allow 'virtual' attendance and voting at general meetings including the AGM.

In this respect it is worth noting that current Government guidance (29 September 2020) states that 'Charitable companies and Charitable Incorporated Organisations (CIOs) can hold AGMs and other members' meetings online - this has been made possible by the Corporate Insolvency and Governance Act 2020 and applies until 30 December'.
<https://www.gov.uk/guidance/coronavirus-covid-19-guidance-for-the-charity-sector>

The requirement for Trustees to retire after a maximum of 9 years' service (unless holding an Office of the Trust such as Chair, Honorary Treasurer, etc) has been relaxed, given that it is not always possible to replace a retiring Trustee. In exceptional circumstances, in order to avoid the number of Trustees falling too low for their duties to be effectively performed, Council may recommend re-election of any Trustee beyond 9 years, for an extended but defined period.

There were also multiple uses of gender specific terminology ('he/she'; 'his/her'; 'himself/herself') in the Articles, which have been replaced with terms that are not gender specific.