

23RD ANNUAL GENERAL MEETING – 20TH 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:

- a) **To adopt the new Articles including the revised Objects which have been approved by the Charity Commission on 13th November 2026**

The Charity Commission has granted formal consent under s.198(2)(a) of the Charities Act 2011 to amend the charity's objects to read:

1. Objects

- 1.1 The Trust's objects ("**Objects**") are specifically restricted to the following:
- 1.2 The Objects for which the Charity is established are for the benefit of the public:
 - 1) To advance, promote, and further the conservation, maintenance, restoration, regeneration 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.
 - 2) To advance the education of the public in relation to all aspects of 1) above.
 - 3) to promote research and dissemination of information in relation to all aspects of 1) and 2) above

A summary of changes is:

	Current 2015 Articles Version A	Revised 2025 Version B
Alignment	Developed independently of other Wildlife Trusts with our own legal advice. Uses traditional legal phrasing and lacks references to digital or hybrid meeting formats	Benefitting from current legal advice to whole Wildlife Trust Federation. Modernised phrasing such as 'electronic communication' and 'digital meetings'
Revised Objects and Powers	Traditional list of charitable objects without mention of restoration and regeneration.	Modernised into three core objects: conservation & restoration, education, and research. Powers are more clearly structured and aligned with Charity Commission guidance, including modern fundraising and advocacy provisions.
New Sections	No mention of Royal Society of Wildlife Trusts (RSWT) relationship. No mention of conflicts of Interest.	Relationship with the Royal Society of Wildlife Trusts: A new clause formalises alignment and cooperation with RSWT. Conflicts of interest: clear terminology to include conflict of loyalty, connected persons, financial benefit and definitions.
On dissolution	No mention of RSWT	RSWT is mentioned alongside other Trusts or charities with similar purposes
Trustees	Minimum number 6 and maximum 12 Removal of Trustees – includes reference to physical incapability Re-election of Trustees: in exceptional circumstances, no flexibility to extend term of office after initial period of 3 years, and subsequent 2 consecutive periods of 3 years	Minimum number 6 and not subject to a maximum number Removal of Trustees – removed reference to physical incapability to align with modernised inclusivity ethos. Re-election of Trustees: in exceptional circumstances Trustees may permit one or more of the Trustees to be appointed by members to serve one more additional consecutive term of office of no more than twelve months.

Ends