

EXPLANATORY NOTE

PROPOSED CHANGES TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In 2021 the Trustees of Norfolk Wildlife Trust, assisted by an external consultant, carried out a review of the Trust's governance and in particular its Memorandum and Articles of Association. The Covid-19 situation has highlighted the critical need to make provision for remote meetings, and a number of other necessary or desirable changes were identified, including making it easier for Members to apply for election to the Council for Trustees as long as their appointment is compatible with the Trust's charitable objects and strategy. A summary of the substantive changes, which have been reviewed by the Trust's solicitor, are listed below. Please note that the numbering of the Articles refers to the proposed updated version.

Please do also refer to the current and proposed updated versions which can be found here: [Annual General Meeting 2021 - Norfolk Wildlife Trust](#)

Article 1

Definitions have been updated

Article 13.3

Clarification on the ability to appoint a Chief Executive Officer

Articles 15 and 17

Clarification on number of Trustees

Articles 16 and 34

Power to allow voting by electronic means

Article 18

Allowance for more than one Vice-Chair

[Previous Article 22 deleted because its content was dealt with elsewhere in the Articles, with consequent renumbering of Articles in the proposed updated version]

Articles 22, 25, 28 and 53

Power to hold meetings by electronic means

Article 30

Expansion of those able to preside at a General Meeting

[Previous Article 43 relating to 'The Seal' deleted as no longer relevant]

Article 43

Trustees to retire at the end of the third annual general meeting following their election, rather than one third of Trustees having to retire each year. Maximum term remains at 9 years.

Article 44

Change in the way Members are proposed for election to Council. The need for a proposer, seconder and 8 other member signatures is no longer required and instead a proposal application is invited for current Trustees to consider. An application for election as a Trustee can be opposed on the grounds that the appointment of the person proposed is prejudicial to or incompatible with the Trust's charitable objects or strategy.

Article 46

Change in number of Trustees required to make a meeting quorate based on a sliding scale dependent on the total number of Trustees.

Article 55

Power to give notice by electronic means

If you have any queries on the proposed updates to the Memorandum and Articles of Association, please contact us via email at: CEOadmin@norfolkwildlifetrust.org.uk