

Report to: Members

Subject: Revised Memorandum and Articles

Date: 5th May 2020

Report by: Emma Taaffe, Company Secretary

Purpose: To facilitate members approval of updated Memorandum & Articles of Association at the upcoming Kent Wildlife Trust 2020 AGM



Suggested resolution:

THAT the Revised Memorandum and Articles, published on the Trust website, be and are hereby approved and adopted as the Memorandum and Articles of Kent Wildlife Trust (the Trust) in substitution for and to the exclusion of all previous versions of the Memorandum and Articles of Association of the Trust.

1. Background

The Memorandum and Articles (M&A) have been under review since 2017 via a working party established by Council to review and update the Trust's governance in line with strategic priorities and current best practice i.e. the Charity Commission endorsed Charity Governance Code. The resulting revised M&A are attached to this paper, and have been published on the Trust website since 30th March 2020.

The key changes are explained below and Members can also see a full list of changes on the Trust website ([here](#)).

The Council considered these revised M&A at its meeting on 11th February 2020 and agreed that they should be adopted. They now seeking our members approval of this decision via the above resolution.

2. Key Changes

In line with statutory requirements, the Charity Commission's approval was obtained for the change to the Objects in April 2019 as follows:

New Objects:	Old Objects:
<p>The objects for which the Trust is established are for the public benefit and, primarily, in the County of Kent, alone and with others:</p> <p class="list-item-l1">2.1. to advance, promote and further the conservation, maintenance and protection of:</p> <p class="list-item-l2">2.1.1. wildlife, marine life and their habitats;</p> <p class="list-item-l2">2.1.2. places of natural beauty;</p>	<p>For the public benefit and, more particularly, in the County of Kent -</p> <p class="list-item-l1">i) To record, study and protect places and objects of natural beauty or of ornithological, botanical, silvicultural, geological, zoological, archaeological, historical or scientific interest from injury, ill-treatment or destruction</p> <p class="list-item-l1">ii) To promote, organise, carry on and encourage study and research for the advancement of</p>

<p>2.1.3. places of zoological, botanical, geographical, archaeological or scientific interest;</p> <p>2.1.4. features of landscape with geological, physiographical or amenity value in particular, but not exclusively, in ways that further biodiversity;</p> <p>2.2 to advance the education of the public in:</p> <ul style="list-style-type: none"> 2.2.1 the principles and practice of sustainable development; 2.2.2 the principles and practice of biodiversity conservation; 2.2.3 the value and economic importance of nurturing the natural capital of the environment; <p>2.3 to promote research in all branches of nature study and to publish the useful results thereof.</p>	<p>knowledge in the natural sciences and to make grants or donations for such purposes</p> <p>iii) To establish, form, own and maintain sanctuaries and reserves for the preservation of birds, animals, wild plants and areas of natural beauty or of ornithological, botanical, silvicultural, geological, zoological, archaeological, historical or scientific interest</p> <p>iv) To encourage the breeding of wild birds, animals, and insects which are harmless, beautiful or likely to become rare, and to prevent the killing of any such which are in danger of extinction or serious diminution</p>
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The Objects and Powers now appear within the Articles rather than the Memorandum, as per Companies Act 2006 requirements (see Articles 2 and 3).

The Articles relating the class and management of Membership have been taken out of the Articles and are now in the appended Regulations. This is so that the Trust will have the flexibility to update them in the future without having to change the Articles; although any changes to existing classes must still be approved by the Members.

The recent challenges introduced by COVID-19 prompted Council to consider whether electronic communications or virtual general meetings may be a useful option for the future. The Articles have been updated to enable the Trust to make use of these ways of meeting in future crises or as a means of enabling more Members to attend the AGM, where Council determines that this is appropriate or desirable.

The remaining changes have been made to simplify language, promote efficient and effective governance, and bring the Trust's governing documents in line with the Companies Act 2006 and best practice guidance. They have made use of the Charity Commission's model wording wherever appropriate.

3. Key things that will stay the same

The liability of Members in the event of the Trust being wound up remains capped at £1 (Article 5).

The Notice period for the AGM will still be 21 clear days (Article 8).

The quorum for the AGM will still be 30 Members and Members' voting rights remain the same (Article 9).

Trustees will still be elected by Members at the AGM and will still retire on rotation at least once every three years (Article 11).