

**Annual General Meeting
Berkshire, Buckinghamshire and Oxfordshire Wildlife Trust
Saturday 14th October 2017
10.30am, at The John Henry Brookes Building at Oxford Brookes University, Gipsy Lane,
Oxford, OX3 0BP.**

Berkshire
Buckinghamshire
Oxfordshire



Dear Member

This year's AGM and Conference will be held in the award-winning John Henry Brookes Building at Oxford Brookes University. This will provide us with splendid facilities. It is a great venue, so do come!

BBOWT Trustees aim to perform their role to the highest possible standards. The AGM is your opportunity to check that they are doing so and that BBOWT is well run. There is of course some routine business to do, but the highlight is the report, with film and slides, from the Chief Executive, Estelle Bailey. Another wonderful aspect of the AGM and Conference is that you meet so many other people who are passionate about wildlife. I am certainly looking forward to meeting as many volunteers and members as possible.

One of the important functions of the AGM is to consider nominations for appointment to the Board of Trustees. This year our priority was to find a new Chair as I am retiring at this AGM. We advertised last year for new trustees interested in standing for Chair and also encouraged longer serving trustees to stand. We wanted to ensure the new Chair had at least one year's experience as a trustee. After a process of application and interview the Nominations Committee recommended Barbara Muston as Chair and the Board unanimously approved this.

The Board takes very seriously the importance of having the right mix of skills and experience to provide good governance of the Trust. Three current trustees with highly relevant skills, John Pulsinelli, Tim Lowth and Ian Davidson, applied for a further three year term. After interviews with the Nominations Committee, the Board is pleased to recommend these candidates to the membership for re-election at the AGM. We will come to this under the Agenda Item 6. We also have one current Trustee, Mike Packer, who is retiring from the Board and I would like to thank him for his significant contribution to our work over the last few years.

We have no obvious gaps in the skills of the current Board so we decided not to recruit externally in 2017. But we do expect to seek new trustees in 2018.

This year, the Board is also recommending changes to the Articles of Association in order primarily to bring them up to date with changes in legislation and modernise language. Barbara Muston, current Honorary Secretary, has provided an explanation and outline of these changes under Item 9 (pages 7-17).

If you are reading this notice prior to the AGM date, and you cannot attend the AGM but would like to vote, instructions for electronic voting can be obtained by clicking the 'Notice of AGM' link on our website at www.bbowl.org.uk. If you have received these AGM Papers by post, simply use the enclosed Proxy Form. Members are able to appoint a proxy to attend, speak and vote at the AGM in their place. A proxy need not be a member but must vote according to the instructions given by the appointer on the Proxy Form, which accompanies the AGM papers sent by post. Proxy Forms must be received at BBOWT HQ at least 48 hours before the AGM.

I do hope to see you on Saturday 14th October.

Sir Clive Booth, Chairman

AGENDA

1. Apologies for absence
2. Minutes of 55th Annual General Meeting: 15th October 2016, and Matters Arising
3. To receive and consider the report of the Chief Executive
4. To receive and consider the report of the Board of Trustees
5. To receive and consider the Audit Report and Financial Statements for the year ending 31 March 2017
6. To elect/announce the results of the election of Trustees/Directors
7. To appoint Honorary President and Honorary Vice Presidents
8. To appoint Auditors for 2017/18

9. Amendments to Memorandum and Articles of Association
10. Any other business (items to be received at Trust HQ one week prior to the meeting)

AGENDA ITEM 1 – APOLOGIES FOR ABSENCE

AGENDA ITEM 2 – MINUTES OF THE 2016 AGM

55th ANNUAL GENERAL MEETING

**BERKSHIRE, BUCKINGHAMSHIRE AND OXFORDSHIRE WILDLIFE TRUST
(Charity Number 204330, Company Number 680007)**

SATURDAY 15th October 2016 AT 10.30 AM

OXFORD BOOKES UNIVERSITY, THE JOHN HENRY BROOKES BUILDING, OXFORD

MINUTES

Present 138 members attended the meeting

Chair Sir Clive Booth (CB)

CB introduced Tim Lowth (TL), Honorary Treasurer
Barbara Muston (BAM), Company and Honorary Secretary
Estelle Bailey (EB), Chief Executive

1. Apologies for absence

Apologies were received from Trustee Iain Corbyn

2. Minutes of the 54th Annual General Meeting, Saturday 19th of September 2015

The minutes were APPROVED as a true record of the proceedings and were signed by CB.

Matters arising: Andrea Polden asked if the question raised last year by Richard Birch regarding HS2 not being mentioned on the RSWT website had been addressed? EB said she believed HS2 was now referred to on the RSWT website and additionally there was a booklet available. CB added that the RSWT website would be checked at the end of the meeting and action would be taken to ensure that something was put in place if it had not been already.

Proposed: Ian Davidson

Seconded: Chris Burgess

3. Report of the Chief Executive

The Chief Executive, Estelle Bailey (EB), made her presentation on the activities and achievements of the last year at BBOWT.

Report of the Board of Trustees

CB reported that since the AGM in September 2015, the Board had met for five formal meetings: in October and December 2015 and March, July and October 2016. These meetings had been supplemented by three Away Days: in January, May and August. There had been a quorum present at each meeting.

At each *quarterly* meeting, the Board had been presented with:

- a report of the Finance and Audit Committee

- a report from the Chief Executive.

At the *March* meeting

- The Trust's Budget 2016/17 and BBOWT's new Strategic Plan were both *approved*.

Other issues discussed at this year's meetings included:

- **Away Days** – In January Trustees discussed fundraising and major donors. In May the focus was on social media, impact measurement for the new Strategic Plan and the Upper Thames Project. The August Away Day focused on Chimney Meadows and the Reserves Acquisitions Policy.
- **Land Acquisitions** – BBOWT bought the freehold on Lower Cow Leys in July 2015, an 8.9ha extension to the Meadow Farm nature reserve. Three small extensions of land at Yoesden had been purchased in March 2016, adding 3.52ha to the reserve. The freehold transfer of Cholsey Marsh nature reserve from Linden Homes had been completed; the land and two paddocks, totalling 19.17ha, transferred to BBOWT in March 2016, along with a contribution to a management fund.
- **Leases** – At the end of the 14/15 financial year BBOWT received the first of four leases on sites owned by Bucks County Council. By November 2015 the final lease was in place and BBOWT was now managing Bacombe Hill (24.6ha), Grangelands (17.8ha), Hog and Hollowhill Wood (32.8ha) and Black, Northill and Pavis Woods (35.1ha)
- **Reserves Disposals** – This year BBOWT surrendered the leasehold of Hungerford Marsh (10.6ha) in Berks on being informed that the land had been sold.
- **Major Projects** – Key projects for the year were: Developing Green Talent Training Scheme (all 3 counties), Bernwood Forest (Bucks), Linking the Landscape Berkshire HLF Project (Berks), Upper Thames Vision Development (Oxon), Wild Oxford Project (Oxon), Meadow Farm HLF Project (Bucks); Yoesden Extension (Bucks) and Wild Banbury (Oxon).
- **Health and Safety** – The Board receives an annual Health and Safety report, and reviews the Trust's Health and Safety Policy on an annual basis. Jane Cotton acted as the Board's Health and Safety Trustee.
- **Nominations Committee** – The Nominations Committee, chaired by Jane Cotton, met several times during the year to organise and lead the process for advertising and recruiting new Board Members. This is covered further under item 6.
- **Policies and Position Statements** – The Board has a schedule for review of Trust Policies and Position Statements. Since the last AGM the Board approved the following revised documents:

Policies:

Data Protection

ICT

Environmental Policy

Activities on Nature Reserves

Volunteer Procedures

Position Statements:

Vertebrate Control

4. Financial Report for the year ending 31 March 2016

TL expressed his thanks to Andrew Noel for his chairmanship of the Finance and Audit Committee. He also thanked Rachel Powell and Patrick Taylor for their work along with the other members of the Finance team.

TL gave a detailed presentation on the financial report, noting the key figures. Income for the previous financial year was £5.4million. Approx. £2.4 million was raised from membership subscriptions. Total expenditure had increased to £5.9 million. TL explained that the majority of the funds held by BBOWT were restricted or designated or tied up in long term assets (mainly nature reserves) and that this left only a small proportion of funds that were freely available for use. BBOWT was meeting the minimum requirement of free reserves and the Board was aware of the need to manage the finances in a manner that ensured that BBOWT would continue to meet the minimum requirement of its free reserves into the future.

The Chairman invited questions on the financial report.

Ruth Ashcroft asked whether BBOWT had enough designated funds set aside to buy key pieces of land when they became available. TL responded that designated funds were not set aside specifically for this purpose and any new potential land purchase was always assessed by the Reserves Acquisitions Group (RAG) before being taken to the Board of Trustees. A fundraising plan was part of this process and sufficient income had to be identified as coming from appeals or trusts etc. Trustees also needed to think about the ongoing management costs when purchasing land or reserves.

Keith Fensom asked about the figures shown on the income charts for 2013/14. This was the highest level of income with it falling slightly in subsequent years; what was the explanation for this? TL responded that 2013/14 had been a year of unusually high legacy income; this was always very welcome but hard to predict, which in turn could make for difficulties in financial planning. Keith Fensom followed up by noting that that membership income had increased but looked 'flat'. TL said that membership income was being sustained which was very good news given that that was the bread and butter of BBOWT's income. He paid tribute to George Murray and colleagues who had worked very hard on this.

Robin Buxton asked whether the Board had discussed what they would do with a large legacy income, for example for £5 million, should one come through. TL answered that this was not something the Board had previously discussed. RB suggested that they should, so they had a plan in place. TL responded that the Board would be delighted to discuss this if they thought it might be likely in the future.

The financial report for the financial year ending 31 March 2015 was unanimously APPROVED.

Proposed: John Pulsinelli

Seconded: Barbara Muston

The Chairman also invited comments on non-financial matters.

Anthony Cheke asked whether Oxford City Council's not being mentioned in the 'Thanks' section of the review was significant? EB confirmed that this had been an oversight on BBOWT's part and apologised for this. Anthony Cheke suggested that small groups such as Aston Eyot could meet with BBOWT and attempt to coordinate strategy. CB and Neil Clennell thought this was a good idea and NC agreed to follow this up.

David Mancey asked whether BBOWT was involved in any Neighbourhood Plans? Matt Jackson responded that BBOWT did try to get involved in Neighbourhood Plans, however across the three counties there were 1800 neighbourhoods, so, it had developed a common approach for all Plans and responded to individual plans when specifically requested to do so.

5. Election of Trustees

CB explained that, in accordance with the Trust's constitution, two Trustees had come to the end of their 3-year terms this year, Chris Burgess and Sir Paul Hayter KCB LVO; both were eligible for re-election for a further 3-year term.

In order to fill other vacancies, an advert had been placed in the April edition of Wildlife News, and via the Trust's website. Skills specifically sought this year had included expertise in governance, charity management and agriculture.

The Nominations Committee had met existing trustees seeking re-election and also a number of new applicants and, following careful review, it had recommended the most appropriate persons to the Board for endorsement. The CVs of the recommended candidates, Chris Burgess, Sir Paul Hayter KCB LVO, James Gillies and Joanna Simons, had been provided to members.

All four candidates had been endorsed by the Board and were *proposed* by Clive Booth and *seconded* by John Pulsinelli. Each appointment was voted on individually and each was *APPROVED* by the membership.

CB added that there were three Trustees who were seeking retirement, Jonathan Loose, Iain Corbyn and Ade Thomas. CB thanked all three for their service to the Trust over a number of years.

6. Re-election/Election of Honorary Vice Presidents

Honorary President, Steve Backshall and Four Honorary Vice Presidents, Peter Hinde, Dr Pam Berry, Martin Spray and Roger Maingot were coming to the end of their term. All had expressed their wish to stand for re-election. The Board fully endorsed all four candidates.

The membership elected Steve Backshall as Honorary President.

Proposed: Clive Booth

Seconded: John Pulsinelli

The membership elected Peter Hinde as Honorary Vice President.

Proposed: Clive Booth

Seconded: John Pulsinelli

The membership elected Roger Maingot as Honorary Vice President

Proposed: Clive Booth

Seconded: John Pulsinelli

The membership elected Dr Pam Berry as Honorary Vice President.

Proposed: Clive Booth

Seconded: John Pulsinelli

The membership elected Martin Spray as Honorary Vice President

Proposed: Clive Booth

Seconded: John Pulsinelli

7. The Appointment of Auditors

TL took the Chair and asked the AGM to re-appoint Haysmacintyre as the Trust's auditors for the coming year 2016/2017. The Board recommended the re-appointment of Haysmacintyre as auditors.

The membership *APPROVED* the re-appointment of Haysmacintyre as the Trust's auditors.

Proposed: Andrew Noel

Seconded: Keith Fensom

8. Any other business

CB paid tribute to Rosa Lee MBE owner of Woolley Firs.

No other points were raised and the meeting closed at 12.00pm.

AGENDA ITEM 3 – REPORT OF THE CHIEF EXECUTIVE

Estelle Bailey, Chief Executive will present the report to the members.

AGENDA ITEM 4 – REPORT OF THE BOARD OF TRUSTEES

Sir Clive Booth, Chair, will present the report to the members.

AGENDA ITEM 5 – FINANCIAL STATEMENTS AND AUDITORS REPORT

Tim Lowth, Honorary Treasurer, will present the report on the Financial Statements for the year ending 31 March 2017 and the Auditors Report.

AGENDA ITEM 6 - ELECTIONS OF TRUSTEES/DIRECTORS TO THE BOARD 2016

Biographies of the three candidates standing for re-election. Each of the candidates are recommended by the Board

John Pulsinelli (*Trustee since 2008*) *Proposed: Barbara Muston Seconded: Clive Booth*

John has spent a large part of his career leading technology businesses, latterly, devoting much of his time as an independent director across the private, public and third sectors. Assignments have included the board of Digital Healthcare, a technology company with products that help detect and prevent the onset of blindness in people with diabetes, the Parent Pupil Partnership; a social enterprise dedicated to improving the life chances of marginalised young people and their families. More recently he served as a non-executive director on the board of Buckinghamshire Healthcare NHS Trust. He also serves on the investment advisory committee for The Big Issue Invest Social Enterprise Investment Fund; pioneering the financing of social enterprises. John has been a member of the BBOWT board since 2008, a Member of the BBOWT Finance and Audit Committee since that time, and as Vice Chair since 2012. John also sits on the RSWT Resources and Audit Committee.

Ian Davidson (*Trustee since 2014*) *Proposed: Barbara Muston Seconded: Clive Booth*

Ian lives in Maidenhead, Berkshire. He spent 25 years as a policy maker and science adviser at Defra including a 2 year secondment to the European Environment Agency working on the EU global environment satellite monitoring programme. In 2016 Ian established a consultancy business to help get the best science used in public policy. In this role he has worked for UK Space Agency, research councils and Government Departments.

Ian is an enthusiastic bird watcher of more than 40 years' experience and has travelled across the UK, much of Europe as well as Australia, USA and Asia in pursuit of his interest. He is also a keen amateur botanist and has interests in regional food and wine, cinema and theatre, tennis, football and cycling.

Tim Lowth (*Trustee since 2004*) *Proposed: Barbara Muston Seconded: Clive Booth*

Tim's love for our natural environment and the wildlife it sustains started early in his life, and in due course lead him to a degree in Zoology. He then trained as a chartered accountant with a major accounting firm. He subsequently worked for Biffa, a provider of waste management and recycling services across the UK, for seventeen years, for much of that time as its Finance Director. In this capacity he was a member of the board, and briefly chairman, of Biffaward, a Landfill Communities Fund Scheme administered by RSWT.

Until his recent retirement, Tim was Director of Finance, Planning and Performance for The Guide Dogs for the Blind Association, one of the UK's largest charities. He lives in South Oxfordshire, is married, has three grown up daughters, and an Airedale Terrier.

AGENDA ITEM 7 – APPOINTMENT OF HONORARY PRESIDENT AND VICE PRESIDENTS

Honorary Vice Presidents

The following people are all Honorary Vice Presidents of BBOWT and are proposed for a further three year term:

Hugh Mellor CBE *Proposed: Barbara Muston* *Seconded: Clive Booth*

Hugh was a member of the RSPB council for 13 years from 1984 to 1997, as well as Honorary Treasurer from 1992. He then chaired the Wildfowl and Wetlands Trust (WWT) from 1997-2003, during which time, the London Wetland Centre was opened, which involved raising £16 million. More recently Hugh was Chairman of BBOWT from 2002 until 2012.

Hugh received a CBE in 2006 and was the recipient of The Wildlife Trusts' annual Christopher Cadbury medal in 2013; both were in recognition of his services to nature conservation. Hugh is part owner of an estate in Scotland which takes eagle chicks to Ireland as part of a project to establish Golden Eagles in County Donegal. Hugh is an acknowledged contributor to Graham Pizzey Birds of Australia.

Roger Dobbs *Proposed: Barbara Muston* *Seconded: Clive Booth*

Roger graduated in food technology in 1968 and spent 30 years with SmithKline Beecham as an R&D manager developing new food, drinks, toiletries and medicine products. He has been heavily involved in BBOWT as a volunteer since 1984 and was the volunteer warden of Bowdown Woods in Berkshire for over 25 years until retiring in 2015. He continues to lead weekly work parties at Bowdown and monitor its butterfly population. Roger also served BBOWT as a trustee (1992-2002), Vice-Chair (2002-2011), and Vice President (2014 to date). For the Royal Society of Wildlife Trusts, he served as a trustee (2004-2011) and as Honorary Secretary (2005-2011). For Butterfly Conservation, he has served as a trustee since 2011 and is a member of both its Risk Audit and Governance Groups. Roger believes that BBOWT is one of the strongest and most effective of the UK's 47 wildlife trusts and is very pleased to support it in whatever way he can.

AGENDA ITEM 8 – APPOINT AUDITORS FOR 2017/18

The Finance and Audit Committee will recommend Auditors for the year 2017/18.

AGENDA ITEM 9 – Amendments to Memorandum and Articles of Association

This year the Board completed its review of governance, initiated in 2015, by reviewing the Memorandum and Articles of Association in order to assess whether they needed to be amended in order to bring them into line with the new Model Articles published by the Charity Commission in August 2014 to reflect changes introduced by the Companies Act 2006 and the Charities Act 2011. Having consulted its solicitors, Freeths, the Board concluded that no major changes were needed but that it would be beneficial to update the Memorandum and Articles in order to reflect legislative changes and to modernise language in line with the new Model Articles in some respects.

The solicitors also advised that if any amendments were to be made, then, following best practice, the Memorandum and Articles of Association should be combined into one document, the Articles of Association. Since 2009, under section 28 of the Companies Act 2006, provisions in any pre-2009 Memorandum have been treated as being provisions of the Articles. The combination of the two documents gives practical effect to this treatment. The Memorandum is now purely of historical significance, simply recording the original subscribers' wishes to form the company.

The amended Articles are shown below. As a result of combining the two documents, the numbering and cross-referencing has changed. However, for ease of reading, the new numbers have been incorporated but only the editorial changes are marked. New wording is in blue and deletions are scored through in red.

In addition to updating references to legislation, the amendments:

- a) modernise wording in accordance with that used in the new Model Articles in Articles 11.1 and 11.3;
- b) remove references in Articles 11.2 and 16 to the Company Secretary, since BBOWT is no longer legally required to have a Company Secretary;
- c) correct some erroneous cross-referencing in former Article 3 (new Article 11) and restructure the new Article 11 to improve clarity;
- d) change references to the “Chairman” and “Vice-Chairman” to “Chair” and “Vice-Chair”;
- e) modernise wording in Articles 15 and 16 relating to the delivery of notices and electronic communication to reflect changes introduced in the Companies Act 2006; and
- f) remove the definitions of ‘informal member’ and “‘member’ and ‘membership’” from Article 16, since they are not needed.

The Board recommends these amendments of the Articles of Association to the Annual General Meeting and seeks approval by Special Resolution.

If the Annual General Meeting approves the amended Articles, they will take effect on the first working day after the AGM, which will also be the day on which the Charity Commission is notified.

The amended Articles are below. New wording is in blue and deletions are scored through in red.

Companies Acts 1985 and 2006~~and 1989~~

Company limited by guarantee (company Number 680007)

**ARTICLES ~~MEMORANDUM~~ OF ASSOCIATION OF
BERKSHIRE, BUCKINGHAMSHIRE AND OXFORDSHIRE WILDLIFE TRUST**

1. Name

The name of the **Charity** is Berkshire, Buckinghamshire and Oxfordshire Wildlife Trust

2. Registered Office

The registered office of the Charity is to be in England and Wales.

3. Objects

The **Objects** are for the public benefit to safeguard and enhance biodiversity (meaning the variety of life in all its forms, levels and combinations, including ecosystem diversity, species diversity and genetic diversity), and in particular

- (a) to undertake and promote the conservation of wildlife species and their habitats including the restoration and creation of such habitats;
- (b) to promote public understanding of, and support for, the natural world; and
- (c) to campaign in support of sustainable principles and practices for the protection of the natural environment

4. Powers

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4.1 To promote or carry out research.
- 4.2 To undertake education and training.

- 4.3 To create and maintain exhibitions, record centres, libraries and collections of records and other objects of educational value;
- 4.4 To provide advice.
- 4.5 To campaign in support of the Objects.
- 4.6 To publish or distribute information.
- 4.7 To co-operate with other bodies.
- 4.8 To support, administer or set up other charities.
- 4.9 To raise funds (but not by means of **taxable trading**).
- 4.10 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the **Charities Act**).
- 4.11 To acquire or hire property of any kind including nature reserves, wildlife sanctuaries and other related facilities.
- 4.12 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 4.13 To make grants or loans of money and to give guarantees.
- 4.14 To set aside funds for special purposes or as reserves against future expenditure.
- 4.15 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a **financial expert** as the **Trustees** consider necessary and having regard to the suitability of investments and the need for diversification).
- 4.16 To delegate the management of investments to a financial expert, but only on terms that:
- (1) the investment policy is set down **in writing** for the financial expert by the Trustees;
 - (2) every transaction is reported promptly to the Trustees;
 - (3) the performance of the investments is reviewed regularly with the Trustees;
 - (4) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (5) the investment policy and the delegation arrangement are reviewed at least once a **year**;
 - (6) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - (7) the financial expert must not do anything outside the powers of the Trustees.
- 4.17 To arrange for investments or other property of the Charity to be held in the name of a **nominee company** acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required.
- 4.18 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as **custodian**, and to pay any reasonable fee required.
- 4.19 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 4.20 To pay for **indemnity insurance** for the Trustees.
- 4.21 Subject to clause 5, to employ paid or unpaid agents, staff or advisers.

- 4.22 To enter into contracts to provide services to or on behalf of other bodies.
- 4.23 To establish or acquire subsidiary companies to assist or act as agents for the Charity.
- 4.24 To do anything else within the law which promotes or helps to promote the Objects.

5. Benefits to Members and Trustees

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members but:
- (1) members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
 - (2) members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity;
 - (3) members (including Trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity; and
 - (4) individual members (including Trustees) who are also beneficiaries may receive charitable benefits in that capacity.
- 5.2 A Trustee must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the Charity except:
- (1) as mentioned in clauses 4.20 (indemnity insurance), 5.1(2) (interest), 5.1(3) (rent), 5.1(4) (charitable benefits) or 5.3 (contractual payments);
 - (2) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
 - (3) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - (4) payment to any company in which a Trustee has no more than a 1 per cent shareholding; and
 - (5) in exceptional cases, other payments or benefits (but only with the **written** approval of the **Commission** in advance).
- 5.3 A Trustee may not be an employee of the Charity, but (subject to Sections ~~185 – 188~~**73A and 73B** of the **Charities Act**) a Trustee or a **connected person** may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if:
- (1) the goods or services are actually required by the Charity;
 - (2) the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in clause 5.4; and
 - (3) no more than one half of the Trustees are interested in such a contract in any **financial year**.
- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee, he or she must:
- (1) declare an interest before the meeting or at the meeting before discussion begins on the matter;
 - (2) be absent from the meeting for that item unless expressly invited to remain in order to provide information;

- (3) not be counted in the quorum for that part of the meeting; and
- (4) be absent during the vote and have no vote on the matter.

5.5 This clause may not be amended without the written consent of the Commission in advance.

6. Limited Liability

The liability of members is limited.

7. Guarantee

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while he or she was a member.

8. Dissolution

8.1 If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

- (1) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- (2) directly for the Objects or for charitable purposes which are within or similar to the Objects;
- (3) in such other manner consistent with charitable status as the Commission approve in writing in advance.

8.2 A final report and statement of account must be sent to the Commission.

~~9. Interpretation~~

~~9.1 Words and expressions defined in the **Articles** have the same meanings in the **Memorandum**.~~

~~9.2 References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.~~

~~We wish to be formed into a company under this Memorandum of Association:
Companies Acts 1985 and 1989~~

~~Company limited by guarantee (company Number 680007)~~

~~**ARTICLES OF ASSOCIATION OF BERKSHIRE, BUCKINGHAMSHIRE AND OXFORDSHIRE WILDLIFE TRUST**~~

9. Membership

9.1 The Charity must maintain a register of members.

9.2 Membership of the Charity is open to any individual or organisation interested in promoting the **Objects** who:

- (1) applies to the Charity in the form required by the **Trustees**;
- (2) is approved by the Trustees; and
- (3) signs the register of members or consents **in writing** to become a member either personally or (in the case of an organisation) through an **authorised representative**.

9.3 The Trustees may establish different classes of membership, prescribe their respective privileges and duties and set the amounts of any subscriptions.

- 9.4 Membership is terminated if the member concerned:
- (1) gives **written** notice of resignation to the Charity;
 - (2) dies or (in the case of an organisation) ceases to exist;
 - (3) is more than six **months** in arrear in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due); or
 - (4) is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Trustees may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 **clear days** after receiving notice.
- 9.5 Membership of the Charity is not transferable.

10 General Meetings

- 10.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative or by proxy. Proxy forms must be delivered to the **Secretary** at least 48 hours before the meeting. General meetings are called on at least 28 clear days' written notice specifying the business to be discussed.
- 10.2 There is a quorum at a general meeting if the number of members or authorised representatives present is at least 20. If a quorum is not present within 30 minutes of the time notified for a general meeting the Trustees shall give notice of a new meeting to all entitled to attend and vote. The process shall continue until a general meeting is held at which a quorum is present.
- 10.3 The **Chairman** or (if the **Chairman** is unable or unwilling to do so) some other member invited by the Trustees presides at a general meeting.
- 10.4 Except where otherwise provided by the **Articles** or the **Companies Acts**, every issue is decided by a majority of the votes cast.
- 10.5 Every member present in person or through an authorised representative or by proxy has one vote on each issue.
- 10.6 The Charity must hold an **AGM** in every year.
- 10.7 At an AGM the members:
- (1) receive the accounts of the Charity for the previous **financial year**;
 - (2) receive the Trustees' report on the Charity's activities since the previous AGM;
 - (3) accept the retirement of those Trustees who wish to retire or who are retiring by rotation;
 - (4) elect Trustees to fill the vacancies arising;
 - (5) appoint auditors for the Charity;
 - (6) may confer on any individual (with his or her consent) for a period of up to three years the honorary title of President or Vice-President of the Charity; and
 - (7) may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.
- 10.8 A general meeting may be called at any time by the Trustees and must be called within 28 clear days on a written request from at least ten per cent of members entitled to vote at a general meeting.

11 The Trustees

11.1 The Trustees as **charity trustees** shall manage the business ~~have control~~ of the Charity, ~~and~~ its property and funds.

11.2 ~~a)~~The Trustees when complete shall consist of:

(1~~i~~) the Honorary Secretary ~~who shall act as Company Secretary (and~~ who shall be appointed in accordance with Article 11.4(1)~~3.2(b)~~);

(2~~ii~~) the Honorary Treasurer (who shall be appointed in accordance with Article 11.4(1)~~3.2(b)~~) and;

(3~~iii~~) no fewer than six nor more than thirteen ~~other~~ individuals,

i.e. ~~no more than~~ 15 Trustees in total, all of whom must be individual members of the Charity.

11.3 (1) Nominations for the election or re-election of trustees by the AGM shall be received by the Honorary Secretary on or before 4 weeks after the publication of the Charity's audited accounts or 6 weeks before the AGM, whichever is earlier, executed by two members qualified to vote at the AGM, ~~stating and shall be accompanied by:~~

(i) the ~~particulars~~ details which ~~would, if he/she~~ the person nominated were to be elected or re-elected, ~~the charity would have to file at Companies House~~ ~~be required to be included in the charity's register of trustees;~~ and ~~together with~~

(ii) notice executed by that person of his/her willingness and eligibility to be elected or re-elected.

(2) If the number of people proposed for ~~the~~ election as Trustees exceeds the number of vacancies, the election may be conducted by ballot prior to the AGM and the ballot shall be announced at the AGM. Votes in the ballot may be cast by post or by electronic means.

11.4 (1) At the first meeting after the AGM, the Trustees shall appoint from among their number a Chair~~man~~ of the Charity, a Vice-Chair~~man~~ of the Charity, and (if there is a vacancy or vacancies) an Honorary Secretary and an Honorary Treasurer. The appointment of the Chair~~man~~ and the Vice-Chair~~man~~ shall in each case be for the year. The appointment of the Honorary Secretary and the Honorary Treasurer shall be for the year or for such longer period as the Trustees shall decide but limited to the current period for which that person holds office as a Trustee in accordance with Article 11.7~~3.5~~. None of these appointments may be filled by a co-opted Trustee.

(2) If at any time during his or her appointment any Honorary Officer ceases for any reason to act in the capacity to which he or she has been appointed pursuant to Article 11.4(1)~~3.2 b~~, the Trustees shall at their next meeting appoint a replacement from among their number and that person shall serve in that capacity for the remainder of the year in the case of the Chair~~man~~ or the Vice-Chair~~man~~ and for the remainder of the year or such longer period as the Trustees shall decide in the case of the Honorary Treasurer and the Honorary Secretary (but in the latter case limited to the current period for which that person holds office as Trustee in accordance with Article 11.7~~3.5~~). None of these appointments may be filled by a co-opted Trustee.

11.5 Every Trustee before election or re-election must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees.

11.6 A retiring Trustee who remains qualified may be re-elected.

11.7 A Trustee's term of office automatically terminates when he or she has held office for three years or if he or she:

(1) is disqualified under the Charities Act from acting as a charity trustee;

- (2) is incapable, whether mentally or physically, of managing his or her own affairs;
- (3) is absent without notice from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign;
- (4) ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM);
- (5) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office);
- (6) is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views;

11.8 The Trustees may at any time co-opt any individual who is qualified to be elected as a Trustee to fill a vacancy in their number, but a co-opted Trustee holds office only until the next AGM.

11.9 A technical defect in the appointment of a co-opted Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

12 Trustees' proceedings

12.1 The Trustees must hold at least three meetings each year.

12.2 A quorum at a meeting of the Trustees is five Trustees of whom at least one must be an Honorary Officer.

12.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.

12.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.

12.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

12.6 Except for the chairman of the meeting, who has a casting vote, every Trustee has one vote on each issue.

12.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

13 Trustees' powers

The Trustees have the following powers in the administration of the Charity:

13.1 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least two members of every committee must be Trustees and all proceedings of committees must be reported promptly to the Trustees.

13.2 To make standing orders consistent with these Memorandum, the Articles and the Companies Acts to govern proceedings at general meetings and to prescribe a form of proxy.

13.3 To make rules consistent with these Memorandum, the Articles and the Companies Acts to govern their proceedings and proceedings of committees.

13.4 To make regulations consistent with these Memorandum, the Articles and the Companies Acts to govern the administration of the Charity and the use of its seal (if any).

13.5 To establish procedures to assist the resolution of disputes or differences within the Charity.

13.6 To exercise any powers of the Charity which are not reserved to a general meeting.

14 Records and Accounts

14.1 The Trustees must comply with the requirements of the Companies Acts and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the **Commission** of:

- (1) annual returns;
- (2) annual reports; and
- (3) annual statements of account.

14.2 The Trustees must keep proper records of:

- (1) all proceedings at general meetings;
- (2) all proceedings at meetings of the Trustees;
- (3) all reports of committees; and
- (4) all professional advice obtained.

14.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.

14.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

15 Notices

15.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published on any website or in any suitable journal or newspaper or any journal distributed by the Charity, or in any other way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

15.2 The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members.

15.3 Notice shall be deemed to be given ~~Any notice given in accordance with these Articles is to be treated for all purposes as having been received:~~

- (1) 48 hours after the envelope containing it was posted ~~24 hours after being sent by electronic means or delivered by hand to the relevant address;~~
- (2) in the case of an electronic communication, 48 hours after it was sent ~~two clear days after being sent by first class post to that address;~~
- (3) where the document or information is sent or supplied by means of a website:
 - (a) when the material was first made available on the website; or
 - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website

in accordance with section 1147 of the Companies Act 2006 ~~three clear days after being sent by second class or overseas post to that address;~~

- (4) on the date of publication of a newspaper containing the notice;
- (5) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally; or, if earlier,
- (6) as soon as the member acknowledges actual receipt.

15.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

~~8. Dissolution~~

~~The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.~~

16 Interpretation

16.1 In these ~~Memorandum and in the~~ Articles, unless the context indicates another meaning:

‘AGM’ means an annual general meeting of the Charity;

‘the Articles’ means the Charity’s articles of association;

‘authorised representative’ means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary;

‘Chairman’ means the chairman of the Trustees;

‘the Charity’ means the company governed by the Articles;

‘the Charities Act’ means the Charities Act 2011~~1993~~;

‘charity trustee’ has the meaning prescribed by section 177~~97(1)~~ of the Charities Act;

‘clear day’ means 24 hours from midnight following the relevant event;

‘the Commission’ means the Charity Commissioners for England and Wales;

‘the Companies Acts’ means the Companies Acts 1985(as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;

~~‘Company Secretary’ means the company secretary of the Charity;~~

‘connected person’ means any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

‘custodian’ means a person or body who undertakes safe custody of assets or of documents or records relating to them;

‘financial expert’ means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

‘financial year’ means the Charity’s financial year;

‘firm’ includes a limited liability partnership;

‘Honorary Officer’ means the Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer of the Charity;

'indemnity insurance' means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

~~'informal membership' refers to a supporter who may be called a 'member' but is not a company member of the Charity.~~

'material benefit' means a benefit which may not be financial but has a monetary value;

~~'member' and 'membership' refer to company membership of the Charity;~~

~~'Memorandum' means the Charity's Memorandum of Association;~~

'month' means calendar month;

'nominee company' means a corporate body registered or having an established place of business in England and Wales;

'the Objects' means the Objects of the Charity as defined in clause 3 of these [Articles Memorandum](#);

'taxable trading' means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;

'Trustee' means a director of the Charity and 'Trustees' means the directors;:-

'written' or 'in writing' refers to a legible document on paper or (where the circumstances permit) [in electronic form or available on a website](#)~~including a fax message;~~

'year' means calendar year.

16.2 Expressions defined in the Companies Acts have the same meaning.

16.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

AGENDA ITEM 10 – ANY OTHER BUSINESS

This is an opportunity for members to raise any questions with the Board.

Where possible, members are asked to submit questions for the Board (in advance to Jade Sturdy, PA to the Chief Executive, jadesturdy@bbowt.org.uk) at least a week prior to the AGM, in order for the Board to provide full explanations on the day in answer to your specific queries.

A large print version of this document is available on request.
Please telephone 01865 775476 or email info@bbowt.org.uk