



MINUTES OF MEETING OF ORDINARY MEMBERS

2pm, 23rd November 2023

The Royal Institution, 21 Albemarle Street, London W1S 4BS

Chair: Martin Dawson, WWT Company Secretary

Under WWT's Articles, any changes proposed by the Guarantor Members (the Trustees) to WWT's governing document must be approved by WWT's Ordinary Members in a separate meeting.

Notice of this meeting was provided in the members' magazine *Waterlife* and full details given on the WWT website.

Direct feedback was received from one Ordinary Member asking us to reconsider this process in future, specifically to provide Ordinary Members with an opportunity to comment on the wording of Resolutions prior to them being passed by the Guarantor Members. The Ordinary Member was thanked for raising this concern, which will be reflected upon.

The Trustees recommend the following 3 resolutions to Ordinary Members for approval:

1. Resolution to change the charity objects

COMPANIES ACT 2006

SPECIAL RESOLUTION

Company name: **Wildfowl and Wetlands Trust**

Company number: **2882729**

On 12th October 2023, at a general meeting of Guarantor Members of the Wildfowl and Wetlands Trust (WWT), duly convened and held at the London Wetland Centre, Queen Elizabeth's Walk, Barnes, London SW13 9WT, the following Special Resolution was agreed and passed by the Guarantor Members; subject to ratification under the Company's Articles of Association by Ordinary Members at a meeting to be held on 23rd November 2023:

THAT the Articles of Association of the Company be amended by deleting article 2 and replacing it with the following new article 2:

The Trust's objects are to restore, create and protect wetlands to enhance their value for wildlife; to undertake any activity that in the opinion of the Council raises awareness of wetlands, including their critical value to wildlife, to people and to the environment; undertake scientific research, provide evidence, learning and guidance to support these objects; to maintain any establishments and sites as the Council may think fit, to manage, restore, create and protect wetlands; to disseminate knowledge and understanding of wetlands and their wildlife and/or to inspire conservation action through recreational opportunities and engagement; and to operate in the UK and in all parts of the world.

Voting on this Resolution was recorded as:

- 142 in favour
- 12 against

Resolution passed

2. Resolution to extend the tenure of the current Chair

COMPANIES ACT 2006

SPECIAL RESOLUTION

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THAT the Articles of Association of the Company shall be amended by the addition of new articles 20.2 and 27(e) in the following terms:

Article 20.2

Notwithstanding anything in this Article 20 or elsewhere in these Articles, but subject to the provisions of Article 21.1, Barnaby Briggs shall hold office as a member of Council until he ceases to act as Chair of the Council in accordance with Article 27(e).

Article 27(e)

Notwithstanding anything in this Article 27 or elsewhere in these Articles, but subject to the provisions of Article 21.1, Barnaby Briggs will serve as Chair of Council until the general meeting held as the annual general meeting of the Trust in 2026.

Voting on this Resolution was recorded as:

- 124 in favour
- 0 against

Resolution passed

3. Resolution to give Council the power to make decisions outside of meetings

COMPANIES ACT 2006

SPECIAL RESOLUTION

Company name: **Wildfowl and Wetlands Trust**

Company number: **2882729**

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THAT the Articles of Association of the Company shall be amended by the addition of a new article 22.2 in the following terms:

Article 22.2

The members of Council may take a unanimous decision without holding a meeting by indicating to each other by any means, including without limitation by electronic means (including by email), that they share a common view on a matter. Such decisions may, but need not, take the form of a resolution in writing, copies of which have been signed by each member of Council or to which each member of Council has otherwise indicated agreement in writing. A decision made in accordance with this Article 22.2 shall be as valid and effectual as if it has been passed at a meeting duly convened and held, provided the following conditions are complied with:

*(a) approval from each member of Council must be received by the Chair or, if the Chair is unable or unwilling to do so, some other member of Council nominated by the Council for that purpose (**Recipient**);*

(b) following receipt of a response from all of the members of Council, the Recipient shall communicate to all of the members of Council by any means whether the resolution has been formally approved by the Council in accordance with this Article 22.2;

(c) the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and

(d) the Recipient prepares a minute of the decision and circulates it to the Council and the Secretary.

Voting on this Resolution was recorded as:

- 124 in favour
- 2 against

Resolution passed

The Articles will now be amended in accordance with the 3 Special Resolutions which have been approved by a majority of Ordinary Members.

Meeting closed.