

## **REVISION OF ARTICLES OF ASSOCIATION**

### **EXPLANATORY NOTES**

#### **Article 5.4 Benefits and Payments to Directors and Connected Persons**

The alterations to Articles 5.4 and 5.5.3 follow the RSWT template and clarify that Trustees may buy goods/services from the Trust provided they are not on preferential terms and provided they are in the best interests of the Trust.

#### **Article 11.3 Termination of Membership**

Grace period amended from six to three months. The alteration allows for greater flexibility where membership renewal payments have not been received and reflects the grace period of other Wildlife Trusts.

#### **Article 27 Directors**

The alteration to Article 27.2 is to reflect that Trustees must expressly acknowledge their appointment and aligns with the RSWT template and best practice.

#### **Article 32 Retirement**

The prior requirement for at least one third of Trustees to retire at AGM is not required given their three-year term leads to a good natural rotation of Trustees in line with Charity Commission guidance. This reflects the RSWT template and therefore Articles 32.1 and 33 have been deleted. The Article heading has been amended for clarity.

New Articles 32.1 and 32.2 have been added to reflect a Trustee's initial term of three years and their eligibility to stand for a further two terms.

#### **Article 39 Disqualifications and Removal of Directors**

The alteration to Article 39.4 and additional Articles 39.7-39.9 reflect the RSWT template and provide greater flexibility for Trustee removal where required in the best interests of the Trust.

#### **Article 47 Delegation and Directors Interests**

The addition to Article 47.1 helps clarify the existing practice of appointing a chair, vice-chair, treasurer or any other appropriate officer of the Trust and aligns with the RSWT template.