

Leicestershire and Rutland Wildlife Trust
Minutes of an Extraordinary General Meeting
Held on the 22nd November 2025
at the Loughborough Trinity Methodist Church,
Royland Road, Loughborough at 12.00 clock.

1. **Welcome** The Chair, Ann Tomlinson, welcomed everyone to the meeting, and explained that the Extraordinary General Meeting had been called as we are proposing to make some important changes to our constitution, which is set out in our Articles of Association. She explained that it is important for there to be clarity about how we present these to the membership and how we vote upon them – these are requirements set out in both company law and Charity Commission regulations.
2. **Notice.** The Chair explained that the notice calling for the meeting and the agenda were both circulated on 22nd October and arrangements to provide paper copies to those that wanted them were made earlier. This means that we have complied with Companies House requirements for notifying members.
The Draft Articles represent the final step in the final part of the 18-month governance review process. In summary, the articles set out how the Trust conducts its internal business, what are its powers and charitable purposes, and how it relates to its members.
Because of the importance of these matters, it is a legal requirement that the changes made to the articles receive the approval of the membership. These changes are also required to be approved by special resolution which requires a 75% majority to pass. The proposed new articles and explanatory note were circulated on 22nd October and for the avoidance of doubt it is those articles which are referred to in the following resolutions.
In order to ensure that we could deal with any questions on the proposed new Articles with due care and consideration, we required any questions to be submitted by 17th November. We had received no questions and so no questions would be taken.
3. **Special Resolution 1.** THAT with effect from the conclusion of the meeting the revised Objects clause which is part of the draft articles of association attached to this resolution be adopted in substitution for, and to the exclusion of, the Objects clause in the Company's existing articles of association.
This was proposed by Andrew Moffat, seconded by Bruce White and was carried by 112 votes for (109 in the hall plus 3 proxy votes), 0 against and 3 Abstentions.
4. **Special Resolution 2** THAT with effect from the conclusion of the meeting the revised Dissolution clause which is part of the draft articles of association attached to

this resolution be adopted in substitution for, and to the exclusion of, the Dissolution clause in the Company's existing articles of association.

This was proposed by Helen Nott, seconded by Andy Abbott and was carried by 110 votes for (107 in the hall plus 3 proxy votes), 0 against and 5 abstentions.

5. **Special Resolution 3** THAT with effect from the conclusion of the meeting the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

This was proposed by Gemma Harper, seconded by John Atherton and was carried by 110 votes for (107 in the hall plus 3 proxy votes), 0 against and 5 Abstentions

6. The Chair thanked the membership for giving approval to those resolutions. This meant that we now had a new set of articles of association from the close of the EGM. There were various legal notifications to be made to Companies House and the Charity Commission, and these would be actioned shortly.
7. The Extraordinary General Meeting closed at 12.15.

Peter Williams

Honorary Secretary 26th November 2025