



Somerset Wildlife Trust

Registered Charity No. 238372

57th Annual General Meeting Saturday 6 November 2021 11:00 – 12:30

Agenda

1. Welcome and apologies
2. Minutes of the last meeting held on Saturday 7 November 2020 to be approved
3. Matters arising
4. Report from the Chair
5. Presentation and adoption of the Accounts
6. Appointment of Auditors
7. Adoption of new Articles of Association
8. Election of Council members

A copy of the full Annual Report and Accounts for the year ended 31 March 2021 is available on our website or on request from the Trust's Taunton office.

Trustees standing for election to Council

Four members were co-opted as Trustees in January 2021 and each is now seeking their first elected term of office:



Ed Green

Ed manages a grassland farm on the edge of the Mendips. The farm produces forage and is on an agroecological journey guided by regenerative practices, with a focus on how the farm can combat climate change by holding water and carbon in the landscape and encouraging a thriving and biodiverse habitat. It also hosts creative workspaces, wild camping and has space for groups of people who want to reconnect with the natural world.



Lorna Harrison

A qualified accountant, Lorna became a member of the Trust after relocating to Somerset, settling first in the heart of the Somerset Levels and now living in the north of the county. She fell in love with Somerset, the diversity of habitats and with the amazing wildlife around her. Becoming a Trustee was a natural choice when looking for a fulfilling voluntary role that would work towards improving her local area for herself and for her grandchildren.



Stuart McBride

Stuart is a partner and board member at a Bristol headquartered national law firm. Originally from Northern Ireland, where he enjoyed a very wildlife-friendly upbringing, he has now lived in Bristol for more than 20 years. Stuart is passionate about habitat regeneration and species biodiversity, and enjoys making his garden and allotment as nature-friendly as possible.



Holly Purdey

Growing up on a Somerset organic dairy farm, after university Holly worked for Somerset Wildlife Trust and then for the National Trust. She currently lives and works on Exmoor, running a farm based on an agro ecological model, learning from nature to create a farming system that has a positive impact for biodiversity and the local community. Holly also creates seasonal food events and educational opportunities for nursery children to fellow farmers.

Explanatory notes to the proposed resolutions in the Proxy Voting Form

Resolution 3: Appointment of Auditors

The Trust is currently reviewing its audit arrangements for the financial year 2021-22 and a tender process is underway. On completion of the tender process, the auditors recommended by the Trust Council will be named on the website: www.somersetwildlife.org/AGM-2021 no later than 27 October 2021.

Special Resolution 4: Articles of Association

The Trust has reviewed and updated its Articles of Association as part of an initiative led by The Wildlife Trusts, with the pro bono support of solicitors Hogan Lovells.

This Special Resolution proposes the adoption of new Articles of Association of the Charity. Changes made are to be compliant with current versions of the Companies Act 2006 and the Charity Governance Code, updated since the existing Articles were adopted at the AGM on 26th October 2013.

The new Articles are recommended to the AGM by Trust Council; substantive changes are summarised below:

- To enable General meetings to be held in person and/or electronically.
- To enable voting on meeting resolutions to be cast in person, by proxy, electronically, or in advance of the meeting electronically.
- The minimum number of Trustees to be eight and the maximum to be twelve. The current Articles stipulate not less than ten nor more than fifteen Trustees.
- Each Trustee to be elected for an initial term of three years, with continuous service limited to a maximum of nine years (initial three-year term plus two further terms of three years), in line with Charity Governance Code recommendations. The current Articles limit continuous service to a maximum of ten years (initial five-year term plus one further term of five years).

The proposed Articles of Association are available in full on the Trust website: www.somersetwildlife.org/AGM-2021

The new Articles will become effective on the Resolution being passed.

Resolutions 5 to 8 Election of Council Members

The election of new Council members is being held following the voting on the adoption of the new Articles of Association which, if approved, will allow for new Trustees to be elected for an initial three-year term.



Somerset Wildlife Trust

Registered Charity No. 238372

("the charity")

Proxy Voting Form

57th Annual General Meeting, 6 November 2021

In order to hold our AGM safely and prevent the spread of Covid-19 we are holding a virtual meeting again this year, with all members invited to attend by electronic means only. Members will be able to pose questions directly to the Chair, via the 'Chat' function, at this year's AGM, and are also invited to submit their questions via email to: membership@somersetwildlife.org or by using the space at the end of this form and returning it by post. We will endeavour, where appropriate, to respond to questions not addressed at the AGM, as soon as practicable after the AGM, through an information section on the AGM pages of our website.

As a member, you are entitled to vote; this year all voting will take place by proxy in accordance with our current Articles of Association, nominating the Chair of the meeting to vote on your behalf.

Please complete this form in BLOCK CAPITALS, then sign and date, and return it to Georgia Stokes, CEO, Somerset Wildlife Trust, 34 Wellington Road, Taunton TA1 5AW **by midday on Thursday 4 November 2021**. Alternatively, if you would like to complete this form online, please visit www.somersetwildlife.org/AGM-2021.

1. Your details

Your name:

Address:

Email:

Telephone:

Reference number:

(you will find this on the magazine covering letter)

2. Appoint the Chair as your proxy

I/we being a member/s of the Charity hereby appoint the Chair of the meeting as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Charity on 6 November 2021 and at any adjournment of the meeting. I/we direct my/our proxy to vote on the resolutions below as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his/her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the meeting.

3. Vote

Please vote for each resolution, by putting an 'X' in the appropriate boxes below.

Resolutions	For	Against	Abstain
1. To approve the minutes of 2020 AGM			
2. To adopt the 2020-21 Accounts			
3. To appoint the Auditors recommended by Trust Council, following a tender process			
4. SPECIAL RESOLUTION: That the existing Articles of Association in their entirety be removed and substituted for the new Articles of Association			
5. To elect Ed Green as a Trustee for a first term, as determined by the Articles of Association			
6. To elect Lorna Harrison as a Trustee for a first term, as determined by the Articles of Association			
7. To elect Stuart McBride as a Trustee for a first term, as determined by the Articles of Association			
8. To elect Holly Purdey as a Trustee for a first term, as determined by the Articles of Association			

4. Sign and date the form

Signed:

Date:

Questions for the AGM

NB If you have questions relating to the above resolutions and would like a response before voting, please do not include them here but send an enquiry to the membership team by post or by emailing membership@someresetwildlife.org to be received by 5pm on Friday 29th October 2021.