

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Dorset Wildlife Trust (the Company) will be held on Monday 6 December 2021 at 11am.

The resolutions to be put to the meeting and voted upon are detailed below. Resolutions 1, 2 and 5 will be proposed as special resolutions and resolutions 3 and 4 will be proposed as ordinary resolutions.

1. **THAT** the annual audited accounts and reports for the financial year ended 31 March 2021 be received.
2. **THAT** the auditors be appointed for the coming year.
3. **TO** authorise the remuneration of the auditors.
4. **THAT** those persons standing for election as trustees are duly elected and appointed, to take effect from the end of the AGM.
5. **THAT** the Articles of Association of the Company (the "Articles") be amended as follows:

5a The wording of Article 4.17 be deleted and replaced with the following:

"4.17. to arrange for investments or other property of the Charity to be held in the name of:

4.17.1 a nominee company acting under the direction of the Trustees or controlled by a Financial Expert acting under their instructions; or

4.17.2 a nominee(s), whether an individual(s) or company, acting under a bare trust under the direction of the Trustees";

and to pay any reasonable fee required.

5b The wording of Article 8.1 be deleted and replaced with the following:

"8.1 Attendance

8.1.1 Members are entitled to attend general meetings.

8.1.2 Nothing in these Articles is to be taken to preclude the holding and conducting of a general meeting by such suitable Electronic Means as the Trustees may decide which provide for all Members who are not present together at the same place to be able to Communicate with all the other participants simultaneously, to speak and to vote during the general meeting."

5c The wording of Article 8.2.2(a) be deleted and replaced with the following:

"the time, date and place of the meeting and, if applicable, the arrangement for accessing the meeting Virtually;"

5d The wording of Article 8.3.1 be deleted and replaced with the following:

“No business shall be transacted at any meeting unless a quorum is present. There is a quorum at a general meeting if the number of Members present in person (physically or, where applicable, Virtually) or by proxy or by the duly authorised representative of an organisation (where applicable attending Virtually), is twelve.”

5e The wording of Article 8.3.2 be deleted and replaced with the following:

“If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present (including where technological issues mean that one or more of those attending Virtually is no longer able to participate fully in the meeting and this reduces the number of Members who are able to Communicate and vote below the quorum), the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.”

5f The wording of Article 8.5 be deleted and replaced with the following:

“The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen Clear Days, or more, at least seven Clear Days’ notice shall be given specifying the time and place and, if applicable, the arrangements for accessing the adjourned meeting Virtually and the general nature of the business to be transacted. If the meeting is adjourned for less than fourteen days it shall not be necessary to give any such notice”.

5g The wording of Article 8.6.2 be deleted and replaced with the following:

“On a poll or a show of hands, votes may be given either personally (which may be physically or, where applicable, Virtually) or by the duly authorised representative of an organisation or by proxy (where applicable, attending Virtually) in accordance with the provisions of Article Error! Reference source not found..”

5h The wording of Article 8.7.4 be deleted and replaced with the following:

“A poll shall be taken as the chair directs (including by suitable Electronic Means if the meeting is held Virtually) and he or she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded”.

5i The wording of Article 8.8.3 be deleted and replaced with the following:

“An appointment of a proxy may be revoked by delivering to the Charity a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is received by the Charity at its registered office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was sent by Electronic Means, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote to which it relates is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.”

5j The wording of Article 10.5 be deleted and replaced with the following:

“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 simultaneously but at least one meeting in each year must be held in person.”

5k The wording of Article 10.7.2 be deleted and replaced with the following:

“all of the Trustees have signified their agreement to the resolution, in such manner as is agreed by the Trustees from time to time, within the period of 28 days beginning with the date on which the resolution was circulated to all the Trustees.”

5l A new Article 13.13 be inserted with the following wording:

“13.13 A Document sent by a Member to the Charity in Hard Copy Form is authenticated if it bears the signature of the Member sending it.”

5m A new Article 13.14 be inserted with the following wording:

“13.14 A Document sent by a Member to the Charity in Electronic Form is authenticated if the identity of the Member is confirmed in a manner specified by the Charity or, where no such manner has been specified, it is accompanied by a statement of the identity of the Member and the Charity has no reason to doubt the truth of that statement.”

5n A new definition of “Communicate” be inserted with the following wording:

““Communicate” includes both incoming and outgoing communications;”

5o A new definition of “Virtually” be inserted with the following wording:

““Virtually” *“means by telephone link, video link, or other technology enabling all participants to Communicate with one another in real time without being physically present in the same place, although some may choose to be physically together;”*

By order of the Board

SUSAN PATTERSON Company Secretary

9 November 2021

Registered Office: Brooklands Farm, Forston, Dorchester, DT2 7AA

Company Registration Number: 00688439; Charity Number: 200222

Notes to the Notice of the Annual General Meeting

1. AGM arrangements

Arrangements provided in the Notice are correct at the time of going to print. However due to the uncertainty around the Covid-19 pandemic, we may need to make changes in light of new government legislation and guidance. Please check our website for the latest details and arrangements for the AGM. Copies of the resolutions and related documents will be available on the website at www.dorsetwildlifetrust.org.uk/agm2020 from 9 November 2021.

2. Appointment of proxies

If you are a member who is normally entitled to attend and vote at the meeting, you are entitled to appoint a proxy to exercise all or any of your rights to vote at the virtual meeting. A proxy form will be available to download from our website and this should be completed and returned to the Company Secretary at agm@dorsetwildlifetrust.org.uk. Please note that proxy forms will not be accepted without a valid DWT membership number.

Alternatively, if you require a hard copy of the proxy form please contact the Company Secretary in writing at the registered office or by email as above. Please include your membership number on all communications.

3. Any other business

We invite members to notify the Company Secretary of any questions for any other business in writing at the Registered Office or via email to agm@dorsetwildlifetrust.org.uk (no other methods of communication will be accepted) by 12.00pm 30 November 2021. Please ensure you include your membership number on any communication. Responses will be included within the minutes of the meeting which will be published on the website after the meeting.

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4. Communication

Except as provided above, members who have general queries about the meeting should contact the Company Secretary in writing at the Registered Office or via email to agm@dorsetwildlifetrust.org.uk (no other methods of communication will be accepted).

Election of trustees

Kelvyn Derrick OBE

Kelvyn has extensive international business experience and until 2007 was the Chief Executive of the Poole based company [Hamworthy plc](#). He has held many Non-Executive Director roles with organisations such as the SW Regional Development Agency, the [Society of Maritime Industries](#), [Regen SW](#), [Forum for the Future](#) and the [Bournemouth Symphony Orchestra](#).

He has served as a trustee of [Dorset Wildlife Trust](#) since 2011 and is committed to supporting the trust's actions to reduce manmade greenhouse gas emissions and promote diverse and sustainable habitat in Dorset. He currently chairs the Marketing and Fundraising Committee and sits on various other committees of Council.

Kelvyn was awarded the OBE for services to international trade in the 2009 New Year's Honours List. He lives with his wife, Sally, in West Dorset.

John Gaye CV

I first developed my passion for conservation and wildlife during my 20 years in the Army, serving with the Devonshire and Dorset Regiment. Then, as a mature student at the Royal Agricultural College at Cirencester, I trained in agriculture and estate management and learnt so much more about biodiversity and habitat management. Consequently, I am particularly keen to ensure that farming and conservation can work together. I went on to be a land agent, then farmer and businessman. I am now retired.

I was a trustee of the Dogs Trust for 25 years and have been on DWT's Council since 1997. For much of my life I have lived and worked in the countryside and, although I have lived in various parts of the world and was actually born in Devon, I have always regarded Dorset as my home.

I currently chair the Sherborne Literary Society; I am a trustee of the Worldwide Veterinary Service and an Official Prison Visitor. I am still very much involved with my Regiment and its social activities with my fellow ex-servicemen. When it is sensible to do so, I will also be resuming my foreign travels to 'interesting' parts of the world.

Jim White

Jim is a keen naturalist and has been a DWT member since moving to Dorset in 1979. He has always been passionate about nature and spent his entire professional career working in nature conservation, ending with 13 years as the Dorset team manager for English Nature. He retired in 2006 since when he has served on DWT's Council. He currently chairs the Trust's Conservation Cttee and the SSCI Panel. He was made an MBE in 2008, "For services to nature conservation in Dorset".