Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolution 1 is passed as a special resolution (Special Resolution).

1. SPECIAL RESOLUTION

To adopt the amended Articles of Association attached to this resolution marked ‘X’. The amendments are limited to:

11.7 General meetings shall be chaired by the President or if the President is not available or present by the person who has been appointed to chair meetings of the Directors.

16.1 The elected Honorary Officers of the Trust shall be the Secretary and the Treasurer, both of whom must be members of the Trust and members of the Council.

16.2 Honorary Officers shall be elected at the Trust’s annual general meeting and remain in office until the annual general meeting closest to the third anniversary of his or her appointment unless he or she shall have died, resigned or otherwise vacated office.

19.4 No Director, other than Honorary Officers, who is an elected member of the Council shall serve for a period of more than nine consecutive years and shall be deemed to have given notice of their retirement on the expiration of that period in accordance with the articles. On the expiration of such period and the retirement of the relevant director, a further year must lapse before that person shall be eligible for re-election to the Council.

AGREEMENT

Passed by Sussex Wildlife Trust Council 1 August 2018