

NOTICE is hereby given that the ANNUAL GENERAL MEETING of the DEVON WILDLIFE TRUST will be held via video conference on Thursday 20 November 2025 at 6.00pm when the following ordinary business will be transacted:

A G E N D A

1. Apologies for absence
2. Minutes of the 2024 AGM held on 19 November
3. To receive and consider the Trustees Annual Report¹
4. To receive and adopt the Audited Accounts for the year ended 31 March 2025 and the Auditors' Report¹
5. To elect the members of the Board of Trustees

Under Article 3.5. of the Articles of Association of the Devon Wildlife Trust, Rebecca Bower, Rebecca Broad and Gail McKenzie retire.

The Board of Trustees wishes to nominate the following for election:

- a. Martin Callow b. Paul Cottington c. Lorna Fox

6. To appoint the Auditors and authorise the Board to fix their remuneration
7. To consider the following resolution which is proposed as a Special Resolution²

THAT with effect from the conclusion of the meeting the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chair be adopted as the articles of association of the Charity in substitution for, and to the exclusion of, the Charity's existing articles of association.

BY ORDER OF THE BOARD OF TRUSTEES

Vicky Pope
Chair of the Board of Trustees
Devon Wildlife Trust, Cricklepit Mill, Commercial Road, Exeter, Devon EX2 4AB
Dated 16 July 2025

¹ Audited Accounts

Copies of the full annual accounts (which includes the Trustees Annual Report) can be obtained from the Governance Officer at the above address after 29 October. The full accounts have been subjected to an audit, were approved by the Trustees in July and will be submitted to Companies House and the Charity Commission within the legal time limits. To reduce costs and to save paper, copies have not been sent to all members automatically but are freely available on request and on DWT's website after 29 October.

AGM 2025

Thursday 20 November



² Special Resolution

The Board of Trustees have carried out a full review of DWT's Articles of Association working closely with DWT's legal advisors.

The current articles date back to 2012 and so have become outdated in a number of important respects and it is therefore proposed to adopt completely updated articles to replace the current articles. The revised articles proposed to be adopted reflect the Trustees' wish to ensure DWT has the benefit of a fully updated governing document reflecting latest company and charity law and governance best practice. Members can be reassured that no changes are being proposed around their voting rights, or to DWT's overall governance structure or in relation to the overarching charitable objects of DWT.

A copy of the revised articles of association proposed to be adopted are enclosed with this Notice, if you receive printed papers by post and can be viewed on the AGM page of DWT's website, if you have opted to receive documents and information electronically.

The main changes to the current articles contained in the proposed new articles are to:

- Introduce a maximum number of Trustees of 15 (there is currently no maximum). See Article 4.3.
- Introduce fixed three-year terms of office (renewable) for Trustees to replace the current rotational retirement provisions, in the interests of clarity and administrative simplicity. See Article 4.6.
- Retain nomination of a potential Trustee by a member but add the ability for the Trustees to set an earlier deadline by which nominations must be received (this to allow for a fair and robust process of scrutiny and selection of nominees, including by the nominations committee and DWT Board). See Article 4.7.
- Set a maximum of two terms of office of three years for Trustees with the ability to extend, in increments of one year, by up to three years by exception, to promote a progressive refreshing of the Board of Trustees. See Articles 4.9. and 4.10.
- Introduce a new provision allowing the DWT Board to remove a Trustee in the case of misconduct or where the Board otherwise reasonably believes that their removal as a Trustee is in the best interests of DWT, following a fair process. See Article 4.12(h).
- Clarify that DWT has individual members only, not organisations or companies (a separate 'supporter framework' provides for the latter). See Article 12.

All Charity Commission consents to the proposed new articles have been obtained to the extent required.

The Board of Trustees strongly recommend that the membership approve the proposed revised Articles of Association.

Proxy voting

A member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote in their stead. A proxy need not be a member of the Company. Forms of proxy can be obtained from the Governance Officer. A signed form of proxy must be received by DWT no later than 2.00pm on Wednesday 19 November.