

AGM 2026

Wednesday 25 November



RE AGENDA ITEM 2 – MINUTES OF THE AGM 2025

Minutes of the 63rd Annual General Meeting of the Devon Wildlife Trust, held via video conference on Thursday 20 November 2025 at 18.00

At least 201 members were present.

The Chair of the Board of Trustees, Vicky Pope, welcomed everyone. Also present on screen were the Honorary Treasurer, Rebecca Bower and the Chief Executive, Nick Bruce-White.

Holding a virtual AGM was permitted by DWT's Articles of Association. Details of how to vote and how to ask questions during the meeting had been provided in advance of this meeting and the Chair re-iterated them. Questions were taken throughout the meeting.

The Chair of the Board declared the meeting open. The meeting was quorate.

1. Apologies for absence

Apologies had been received from the following members: Abby Allen, Dr Henry Jaggers, Jane Jerrard and Koy Thomson.

2. Minutes of the 2024 AGM held on 19 November

The Chair called for a vote as to whether the Minutes of the 2024 AGM were a true record. The majority being in favour, the Minutes were duly approved.

3. Trustees' Annual Report

The Chair reminded members that the Trustees' Annual Report, which was a legal requirement, was contained within the full accounts, on pages 3-25. The Chair presented an overview of the range of Devon Wildlife Trust's activities during 2024-25.

4. Audited Accounts for the year ended 31 March 2025 and the Auditors' Report

The Hon Treasurer, Rebecca Bower, presented some key points.

The Accounts were for Devon Wildlife Trust and its two subsidiaries, Devon Wildlife Enterprises Limited and the Warren Crocus Co Limited (WCCL). The Directors of WCCL and Trustees of DWT had reviewed WCCL's role and agreed that its assets should more appropriately sit within DWT the charity, being of sufficient similarity to DWT's existing nature reserve and property portfolio. Consequently, action was taken during 2024/25 to transfer WCCL's assets into DWT, with the intention to subsequently make an application to close down WCCL in 2025/26.

The Group's income had totalled £7,527,235 and expenditure £7,428,408. The result at year end was a small surplus of £57,770. In the previous year there had been a deficit, as Trustees had agreed to use unrestricted reserves to fund important strategic priorities for the organisation, such as additional staff. This investment had continued in 2025/26 and Trustees continued to monitor that, after the planned spend, restricted reserves still remained at a healthy level.

Unrestricted Funds were £3M (excluding assets), an increase of £0.5M from the prior year, enabling DWT to plan confidently for the future. Long Term Assets had increased reflecting, amongst other things, investment in DWT's newest reserve, Collaven Moor, a species rich grassland and fen.

Income had performed extremely well. Grants and Charitable Trusts were the biggest source of income (£1.8M or 30% of total income) followed by Membership (£1.5M or 25% of total income).

Expenditure on DWT's charitable activities had grown again, the main areas being Nature Reserves, Landscape Scale Conservation and Advocacy, Education and Engagement. DWT's progress and successes in all those areas was described in more detail in the Trustees Annual Report.

The Hon Treasurer said that the Group had achieved a clean audit once again, income and membership continued to grow and financial reserves remained healthy. Trustees had taken the decision to continue to strengthen the funds held in DWT's critical reserves by £100,000 this year and in each of the next two years.

Challenges faced by DWT included:

- Another year of record-breaking global temperatures and rainfall patterns continued to highlight the importance of delivering net zero carbon emissions and nature-based solutions;
- The threat of weakened environmental protections as a consequence of relaxed planning legislation and misguided government assumptions;
- The impact on wildlife in the farmed environment, following continued uncertainty around the schemes which support farmers to deliver public environmental goods; and
- Responding to significant increases in costs and funding pressures.

DWT was in a good position to tackle the challenges ahead, not just financially but because of the support and commitment of its members, for which the Hon Treasurer thanked all those present.

The Hon Treasurer proposed that the Audited Accounts for the year ended 31 March 2025 be adopted. The Chair called for a vote and the majority being in favour, the Accounts were duly adopted.

5. Election of Board members

The Board nominated Martin Callow, Paul Cottington and Lorna Fox for election to the Board of Trustees.

The Chair proposed that Martin Callow be elected and called for a vote. The majority being in favour, Martin Callow was elected. The Chair proposed that Paul Cottington be elected and called for a vote. The majority being in favour, Paul Cottington was elected. The Chair proposed that Lorna Fox be elected and called for a vote. The majority being in favour, Lorna Fox was elected.

Rebecca Bower, Rebecca Broad and Gail McKenzie were retiring from the Board at this meeting and the Chair presented a tribute and thanks in recognition of the contribution made by each of them to the Trust's continued success.

6. Appointment of the Auditors

The Chair proposed that Bishop Fleming be appointed as the Trust's Auditors and that the members authorise the Board to fix their remuneration. The Chair called for a vote and the majority being in favour, the proposal was duly approved.

7. To consider the following resolution, proposed as a Special Resolution

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.

The Chair said that the Board of Trustees had carried out a full review of DWT's Articles of Association working closely with DWT's legal advisors. The revised articles proposed to be adopted reflected the Trustees' wish to ensure DWT had the benefit of a fully updated governing document reflecting latest company and charity law and governance best practice. Members could be reassured that no changes were 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 had been circulated with the AGM Notice. The main changes to the current articles contained in the proposed new articles had been highlighted in the Notice. All Charity Commission consents to the proposed new articles had been obtained to the extent required. The Board of Trustees strongly recommended that the membership approve the proposed revised Articles of Association.

The Chair called for a vote on the proposal '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'.

More than 75% of the members present voted in favour and the Special Resolution was duly approved.

The Chair closed the formal meeting at 18.43.