

## EXTRAORDINARY GENERAL MEETING

### SURREY WILDLIFE TRUST

(the **Company**)

(Incorporated in England and Wales under the Companies Acts 1985-2006 with registered number 00645176)

At the extraordinary general meeting of the Company held at Dorking Halls, Reigate Road, Dorking, RG4 1SG on Saturday 12<sup>th</sup> November 2022 at 10.00am the resolution set out below which was proposed as a special resolution was passed by the members.

### SPECIAL RESOLUTION

It is resolved that the Articles of Association of the Company be amended as follows:

1. In Article 1:

- a. After the definition of “Financial Expert” insert

**“Hybrid Meeting** means a general meeting which is held at both a physical location and by electronic means, providing Members with the option to attend the meeting either in person or virtually”

- b. After the definition of “Trustee” insert

**“Virtually** means participation in a meeting by electronic means which allow a Member to hear the proceedings, speak and be heard at the meeting, and participate in the business for which the meeting has been convened”

2. In Article 13:

- a. Insert a new Article 13.1 as follows:

*“General meetings may be held in person or as a Hybrid Meeting, as may be determined by the Trustees. The Trustees may make whatever arrangements they consider fit to allow those entitled to do so to attend and participate in any general meeting (but shall be under no obligation to provide equipment for a Member to attend a Hybrid Meeting Virtually).”*

- b. Amend the existing Article 13.1 by deleting the first sentence of Article 13.1 in its entirety and replacing it with the following:

*“Members are entitled to attend and participate in general meetings (whether in person or Hybrid) in person or by proxy or (in the case of an organisation) by an **Authorised Representative.**”*

- c. Re-number Articles 13.1, 13.2 and 13.3 as sub-Articles 13.2, 13.3 and 13.4 and amend the reference to “Article 13.2” in article 13.1 and replace it with “Article 13.3”.
- d. Insert a new Article 13.5 as follows:

*“If the Trustees determine that a general meeting shall be held as a Hybrid Meeting, the notice required pursuant to Article 13.4 must include:*

*13.5.1 a statement that the meeting is a Hybrid Meeting; and*

*13.5.2 specify the means of attendance and participating at the general meeting and provide information on access arrangements.*

- e. Re-number Article 13.4 as Article 13.6.
- f. Re-number Article 13.5 as Article 13.7 and amend it by deleting the final sentence of the sub-Article in its entirety and replacing it as follows:

*“There is a quorum at a general meeting if the number of Members entitled to vote or Authorised Representatives present in person or (where the Trustees have determined that the meeting shall be held as a Hybrid Meeting) virtually or by proxy is at least 35.”*
- g. Re-number Articles 13.6 to 13.11 as Articles 13.8 to 13.13 and in new Article 13.13 amend the cross-reference from “Article 13.10” to “Article 13.12”.
- h. Insert new Article 13.14 as follows:

*“Where a general meeting is held as a Hybrid Meeting, any inability of a person to attend or participate in the meeting by electronic means shall not invalidate the proceedings of that meeting.”*

3. In Article 14:

- a. Amend Article 14.2 by deleting the “or” at the end of Article 14.2.1 and replacing the “.” at the end of Article 14.2.2 with “; or” and inserting as new Article 14.2.3:

*“where the meeting is a Hybrid Meeting because the electronic means being used to host the meeting experiences technical issues.”*

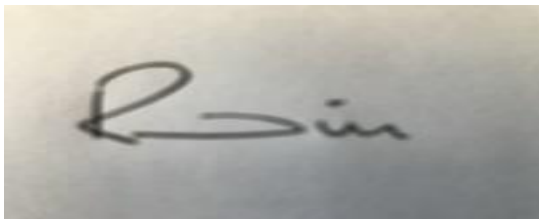
4. In Article 16:

- a. Delete Article 16.1 and replace it with new Article 16.1 as follows:

*“The default method of voting at a Hybrid Meeting will be a poll and the default method of voting at an in person meeting will be a show of hands unless a poll is demanded. Arrangements shall be in place to ensure that those voting on a resolution are entitled to do so.”*

- b. In Article 16.3 add “Article 16.1 and” after “Subject to”.
- c. In Article 16.6 add “at an in person meeting” after “resolution” and before “may be demanded” in the first line.
- d. In Article 16.7 add “at an in person meeting” after “demanded” and before “by:” in the first line.

By order of the Board

A photograph of a handwritten signature in black ink on a light-colored surface. The signature appears to be 'R Wild'.

Roger Wild  
Company Secretary

Dated: 12 November 2022

Registered office: School Lane, Pirbright, Surrey, GU24 0JN