

**Company number 00732511**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**SPECIAL RESOLUTION**

of

**The Cornwall Trust for Nature Conservation Ltd** (Company)

[CIRCULATION DATE]

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed at a general meeting as a special resolution (Resolution).

**SPECIAL RESOLUTION**

THAT with effect from the conclusion of the meeting the articles of association of the Company be amended by deleting and replacing the following new articles:

Definitions

**Present** means for the purposes of physical General Meetings, present in person, or, for the purposes of electronic General Meetings, present by electronic means (and references to persons attending by electronic means is defined as attendance at electronic General Meetings via the electronic platform(s) stated in the notice of such meeting;

**Electronic General Meeting** means a General Meeting hosted on an electronic platform;

**Electronic Platform** includes, but is not limited to, website addresses and conference call systems;

Article 13 is amended as follows “*The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting and the Council shall determine whether a General Meeting is to be held as an electronic General Meeting or a physical General Meeting. The Council may call General Meetings whenever and at such times and places (including electronic platforms) as it shall determine, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need hold it in the year of its incorporation or in the following year.*

Article 16 is amended as follows “*Subject to the provisions of the Act relating to Special Resolutions, twenty-one days’ notice at least of every Annual General Meeting and fourteen days’ notice at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) shall specify whether the meeting shall be an electronic General Meeting and / or physical General Meeting. The notice of General Meeting (including any notice given by means of a website) shall specify the place, date and time of the physical meeting, details of any electronic platform for the*

*meeting, whether the meeting will be an Annual General Meeting and the general nature of the business to be transacted. If the notice is made available by means of a website, it must be available until the conclusion of the meeting. Any electronic platform may vary from time to time and from meeting to meeting as the Council, in its sole discretion, sees fit. Notice shall be given to each member, each officer of the Council and the auditor of the Trust.*

*Article 19 is amended as follows “No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided twelve members present shall be a quorum. Those members attending by electronic means and present at the electronic General Meeting shall be counted in the quorum for, and entitled to vote at, the General Meeting in question in the same manner as those members present at a General Meeting and attending the physical meeting location. The meeting shall be duly constituted and its proceedings valid if the chair of the General Meeting is satisfied that adequate facilities are available throughout the electronic General Meeting to ensure that members attending the electronic General Meeting who are not present together at the same place may, by electronic means, attend and speak and vote at it. Nothing in these articles prevents a General Meeting being hold both physically and electronically.*

*Article 23 is amended as follows “At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least three members present and entitled to vote, or by a member or members present and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Trust shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.*

*Article 45 is amended as follows “The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit including by electronic means on an electronic platform and determine the quorum necessary for the transaction of business. Unless otherwise determined five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.*