

3216892

UK OVERSEAS TERRITORIES CONSERVATION FORUM

Special Resolution adopted at the Extraordinary General Meeting held at 1030 am on Tuesday 11 February 2003 at the offices of RSPB, Kings Building, Smith Square, London.

Special Resolution to amend the Memorandum of Association of the UK Overseas Territories Conservation Forum (Company no. 3216892; Registered Charity no. 1058483) ("the Company").
(The Charity Commissioners have given prior approval to the proposed amendment.)

That clause 5 of the Company's Memorandum of Association be amended as follows:

1. That sub-clauses 5(c) to 5 (g) be renumbered as sub-clauses 5(d) to 5(h) respectively
2. That the following new sub-clause 5(c) be inserted:
"(c) to any Director for work done by him as part of any specific project that the Company is paid to undertake, when instructed by the other Directors to do that work on behalf of the Company, provided that:
 - (i) the Director has specialist skills or knowledge relating to the project;
 - (ii) the other Directors are satisfied that the project could not otherwise be undertaken by the Company;
 - (iii) any Director who could benefit under this sub-clause shall withdraw from all meetings at which his remuneration is discussed, and shall not vote on any resolution relating to his remuneration;
 - (iv) no Director shall be paid more than the net amount received by the Company directly in respect of the work done by him;
 - (v) no Director shall be paid more than £10,000 under this sub-clause in any one financial year;
 - (vi) any payment made under this sub-clause shall be subject to a formal written agreement, on which professional advice has been taken where appropriate, between the Director and the Company;
 - (vii) fewer than half of the Directors shall benefit under this sub-clause during any one financial year; and
 - (viii) any payment made under this sub-clause shall be declared in the Company's annual report and accounts."

