

COMPANIES ACT 2006

SPECIAL RESOLUTION

COMPANY NUMBER: **5136671**

COMPANY NAME: **THE RIVERS TRUST**

On the 6th day of July 2021 the following special resolution was agreed and passed by the members:

THAT the Articles of Association listed in the notice to the meeting be and are hereby approved and that they be adopted in substitution for, and to the exclusion of, the corresponding existing Articles of Association of the Trust, which are hereby altered accordingly

The notice to the meeting having set out the following detail with each amendment highlighted in yellow text:

SPECIAL RESOLUTION

1. Amendment of Articles

THAT the following Articles of Association be and are hereby approved and that they be adopted, in the case of Articles 41 (3), 48 (4) and 48 (5) in addition to the existing Articles of Association of the Trust, and otherwise in substitution for, and to the exclusion of, the corresponding existing Articles of Association of the Trust, which are hereby altered accordingly.

Defined Term

1.

"Rivers Trust"	A registered charity or equivalent charitable organisation having objects that are similar to, or that substantially include, the Objects, and which mainly operates within the United Kingdom and/or Ireland.
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Objects

3. (C) To protect, conserve, rehabilitate and improve the rivers, streams, watercourses and river basins, including adjacent coastal waters and water impoundments, of the United Kingdom and Ireland or any part or parts thereof for the public benefit.

Retirement of Trustees

23. (1) At each AGM from 2021 all Trustees shall be appointed for a period ending at the conclusion of the fifth following AGM ("5 Year-Term").

(2) A Trustee retiring at the end of the 5-Year Term shall be eligible for re-appointment for one further and consecutive 5-Year Term.

(3) As regards to Trustees appointed or re-appointed prior thereto, their appointment shall be for a 5-Year Term from the date of their appointment or last re-appointment as the case may be and they shall be eligible for re-appointment pursuant to Article 23 (2), provided that at that time they shall not have served consecutively for longer than the 5-Year Term.

(4) The Charity may by ordinary resolution vary the term of such appointment or re-appointment either generally or for an individual Trustee, provided that in the case of a proposition to extend the term of an individual Trustee, the Board shall circulate with the notice of the AGM an explanatory note setting out reasonable particulars thereof and a justification for such an extension.

(5) Provided that there is a break in service as a Trustee for a period at least from one AGM until the next following AGM, a former Trustee shall be eligible for further appointment and re-appointment hereunder, and all previous service in such office shall be disregarded.

Appointment of Trustees

24. (5) (c) The period of office a Trustee so appointed shall be disregarded for the purposes of determining the 5-Year Term pursuant to Article 23.

Accounts

40. (3) The Charity must comply with the Companies Acts and the Charities Act 1993 with regard to the preparation and filing of the Accounts with Companies House and the Charity Commission. The Charity must also comply with the filing requirements of the Charities Regulatory Authority in Ireland.

Annual Return and Registers

41. (3) The Board must also comply with the filing requirements of the Charities Regulatory Authority in Ireland.

Dissolution

48. (4) The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of income among their members to an extent at least as great as is imposed on the Charity under or by virtue of this Article.

(5) Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

Amendment

49. No addition, alteration, or amendment shall be made to the Charity's Memorandum or Articles of Association for the time being in force, that is a regulated alteration pursuant to section 31 of the Charities Act 2006 or is to remove an express prohibition for paying a Trustee, unless previously submitted to and approved by the Charity Commission and, as required, the Charities Regulatory Authority in Ireland.