



THE COMPANIES ACT 2006

RESOLUTION

- OF -

WESTCOUNTRY RIVERS TRUST (the "Company")

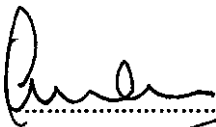
COMPANY NUMBER: 06545646

To alter clauses in the Articles of Association

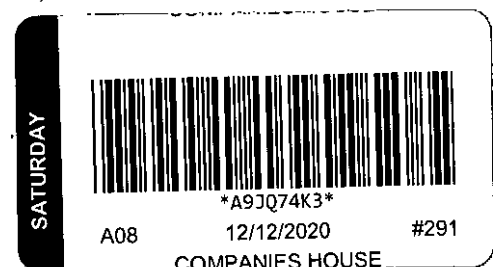
At a general meeting of the Company, duly convened and held via teleconference on 27th November 2020, the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTIONS

The Articles of Association shall be altered so as to take the form of the Articles of Association attached to this resolution in substitution for, and to the exclusion of, any Articles of Association of the company previously registered with the Registrar of Companies.


Chairman

27th November 2020
Date



EXTRACT



Westcountry Rivers Trust
Directors/Trustees Board Meeting

NOTICE OF THE ANNUAL GENERAL MEETING OF WESTCOUNTRY RIVERS TRUST

CHARITY No: 1135007 COMPANY No: 06545646

AGM and Directors/Trustees Board Meeting to be held at
at **10:00** on Friday 27th November 2020

Venue: Online - **Join Microsoft Teams Meeting** – If problems call 07977141099 or 01579 372140

Trustees:

Charles Huntington-Whiteley – Chairman
Paul Arnott
David Butler
Lord Clinton
Sir Simon Day
Adam Fox-Edwards
Andy Gray
Graeme Hart
Jenny Ingham Clark
Andrew Southall
Andrew Torrance
William Wyldbore-Smith
William Darwall

Guests

Sharon Austen (PKF Francis Clark)

Staff:

Laurence Couldrick (Chief Executive)
Nick Paling (Head of Evidence & Engagement)
Kelly Sivorn (Head of Finance)
Bruce Stockley (Head of Rivers & Fisheries)
Hazel Kendall (Head of Land Management)
Victoria Yallop (Minutes)

Apologies:

Henry Llewellyn
Richard Simpson
Keith Lancaster
Sir David Hoare

Agenda:

CHW – welcome

1. Apologies (as above)
2. Minutes of the previous meeting. The minutes of the meeting held on 29 November 2019 were received and adopted as a true record. Proposed PA, Seconded JIC.
3. Matters Arising. There were no matters arising.
4. Declaration of Conflicts of Interest. None declared.
5. Formal AGM Business
 - a. Approval of the following proposed Special Resolution to alter clauses in the Articles of Association:
The Articles of Association shall be altered so as to take the form of the Articles of Association attached to this resolution in substitution for, and to the exclusion of, any Articles of Association of the company previously registered with the Registrar of Companies.

CHW – origins of these changes came about following a review of governance undertaken by Jackie Dawkins (SHINE) last year. Feedback was acknowledged by the management board and an email to all Trustees was sent in February this year with a list of suggested changes.

A general discussion occurred with regards to the changes and SWRA's involvement, with particular concerns about the removal of their role raised by PA.

CHW stressed WRT has outgrown the need for SWRA to 'rubber stamp' approval of Trustees. Now a much larger organisation with a wider remit, so not appropriate for a small, single interest group focussed on angling to have ultimate control over trustee appointments. Moving to more homebased funding so will have more scrutiny on our governance and need to ensure we stand up to scrutiny.

LC – will always work closely with SWRA because they are far more political and undertake lobbying. Will still cooperate with each other through a memorandum of understanding.

All generally seemed happy with this approach.

**Motion to approve the Special Resolution was proposed by CHW, seconded by AS.
Motion passed.**

- b. Retirement of Henry Llewellyn and Jenny Ingham Clark following expiry of their current terms of office.

CHW thanked HL and JIC for their involvement over the years.

- c. Appointment of new Trustees (Ian Thompson, Deborah Morris and Rachael Whitson)

CHW outlined the skills of the three new Trustees; IT – from a Finance background, DM – a HR consultant in Plymouth, and RW – a PR professional who has completed work for WRT in the past.

New Trustee appointments proposed by CHW, seconded by AG.

Admit new Trustees from lobby into the meeting

- d. Approval of the Financial Statements and presentation by the Auditors – Paper 1 & 2
The financial statements were proposed by WWS, seconded by AG.

KS – drew attention to the additional specific disclosures in the current year with regards to Brexit and Covid. Management is adapting, preparing and thinking of potential scenarios so can manage these impacts, which has been a huge focus this year.

KS – notes WRT going from strength to strength; increase in staff, income and reserves. Have good working capital, have adapted systems such as time recording and accounting software, appointed HR Manager and PR manager. WRL results of £24k good for CORE funds.

SA – presented the audit completion report and summarised findings and points to note.

Confirmed WRT audited as a group; need confirmation from board that nothing has happened since audit completed which requires disclosure, then ready to sign. Confirmed happy revenue recognised in accounts is correct.

Audit work did not identify any issues of Fraud and error. Comfortable with systems and controls.

Particularly with charity, transparency around Related Party Transactions needs to be clearer. Not found any issues – but have got recommendations about identification and reporting. All related party forms now received (but not when report written).