

Explanatory Note regarding the new form of Memorandum and Articles of Association for
Manx Wildlife Trust for consideration at the 2025 AGM.

The current Memorandum and Articles of Association were adopted relatively recently, in 2021, to comply with the then new Charities Registration and Regulation Act and also to enable MWT to communicate electronically with members and the hold meetings remotely. Since then, Council has noticed some issues, which we feel require amendment:

1. With regard to the requirement for one third of the trustees to retire by rotation annually, and the retirement for trustees to serve three-year terms with a maximum of three such terms, we noticed a conflict, in that trustees were being required to retire by rotation prior to the conclusion of their three-year term. To simplify, we propose removing the rule requiring one third of the Council to retire by rotation each year, and instead require that at any AGM, any trustee who has commenced either their first, second or third three-year term in office since the previous AGM must step down and seek re-election from members. These changes can be seen in new articles 38 and 39:

38. Subject to Article 37, members of Council may be appointed by the Council (which may at any time appoint a member of the Council to replace a retiring member of Council or as an additional member) or by the members of the Company in general meeting.

39. Subject to Article 49, members of Council may serve for up to three consecutive three-year terms. Each term shall be deemed to commence on the effective date of such member of Council's appointment and end on the third anniversary thereof. At each AGM, each member of Council whose current three-year term has commenced since the previous AGM shall be subject to retirement and re-election by the members of the Company, however such retirement and re-election at an AGM shall not be deemed to alter the date of commencement of the three-year term of the relevant member of Council.

2. We also propose to change the arrangements with regard to the chair's term in office. We propose that a chair shall be entitled to serve three three-year terms, provided that they are both approved by the Council prior to the commencement of each term and provided they retire and seek re-election by members following the commencement of any term. We also wish to allow trustees who have already served the maximum time in office as trustee, the opportunity then in addition to serve as chair. These changes can be seen in new article 49 and 50:

49. A Chair may serve for up to three consecutive three-year terms in addition to any time spent previously as a member of Council, provided always that the maximum period that a person may serve as a member of Council and then as Chair shall be fifteen years. Each three-year term shall be deemed to commence on the effective date of the Chair's appointment and end on the third anniversary thereof. A Chair may only commence a second term and a third term with the prior consent of Council, by resolution. In addition, at each AGM, if the Chair's current term has commenced since the previous AGM, the Chair shall be subject to retirement and re-election by the members of the Company, however such retirement and re-election at an AGM shall not be deemed to alter the date of commencement of the three-year term of the Chair. A Chair shall not be required to retire and seek re-election at AGMs under the provisions of Article 39.

50. At the completion of a Chair's third term or upon leaving office earlier, they shall be ineligible to serve again as a member of Council for three years and they shall be ineligible to serve again as Chair for six years.