



# Durrell Wildlife Conservation Trust Rules

## Proposed Amendments to Durrell Wildlife Conservation Trust Rules (2024)

RULE	PROPOSED AMENDMENT	RATIONALE
Global	Gender neutrality.	Current standard wording for constitutional documents. "Chairman" to "Chairperson", "he or she" to "they" etc. Included to promote inclusivity.
5	Introduction of definitions of "address", "Electronic", "Electronic Facility", "Electronic Record" and "Electronic Signature".	Uses statutory definition to allow for broad use of electronic communications and assists with hybrid / virtual meetings.
5	Introduction of definition of "Eligible Member".	There are certain aspects of membership that should be restricted to Members 16 years or older (e.g. attending and voting at general meetings).
5	Introduction of definitions of "signed", "written" and "in writing".	Broader constructive language included to assist with interpretation of Rules.
6(4)	Inclusion of wording to allow Members to have their membership revoked by the Board.	To allow for revocation in connection with a breach of terms and conditions of membership or any code of conduct (should a code be formally introduced).
8(2)	Confirmation to exactly who notices of AGMs should be sent to.	Now clear that this is for Eligible Members (and people who will be Eligible Members by the time of an AGM).
8(3)	Amendment to make it clear only Eligible Members may submit items for the AGM.	To align with line with 8(2).
8(3)	Clarifying terminology around "self-nomination forms".	Please see 12(4) and 12(5) below.
8(3)(b)	Increase number of Eligible Members required to countersign an item of business for it to be included on the AGM notice.	20 Eligible Members, being approximately 0.1% of Members at the date of adoption of these amendments, is considered a reasonable number of Eligible Members to be required to raise an issue at an AGM.
8(4)	Ability for Board to refuse certain items going on the AGM notice.	To prevent libellous, vexatious or repetitive matters being raised. For information, this wording is based on wording from the constitution of the National Trust.
8(5)(c)	Consequential amendments due to only Eligible Members voting on Trustee election.	N/A
9(1)	Increasing number required for requisitioning EGM to 1% or 200 Members (whichever is lower).	1% of Members is considered a reasonable number of Members to require an EGM to be held. This is in line with a number of other large member-based non-profit organisations. 200 Eligible Members is approximately 1% of Members at the date of adoption of these amendments.
9(2)	Confirmation to exactly who notices of EGMs should be sent to.	Now clear that this is for Eligible Members (and people who will be Eligible Members by the time of the EGM).

<b>RULE</b>	<b>PROPOSED AMENDMENT</b>	<b>RATIONALE</b>
10(1)	Confirmation that only Eligible Members (and the Auditors pursuant to Rule 23(4)) are entitled to attend General Meetings.	Ties in with amendments to 8(2) and 9(2).
10(1)	Confirmation that Eligible Members can attend via an Electronic Facility.	Part of amendments allowing virtual / hybrid meetings.
10(2) and 10(3)	Consequential amendments due to only Eligible Members attending General Meetings.	N/A
10(4)	Introduction of concept of participation through an electronic facility.	This will allow the Trust to host virtual / hybrid meetings to allow greater participation of Eligible Members.
10(6)	Consequential amendments due to only Eligible Members attending General Meetings.	N/A
10(6)	Confirmation that Members participating through an electronic facility can vote and speak.	Part of amendments allowing virtual / hybrid meetings.
10(7)	Confirmation that Eligible Members participating through an electronic facility are counted as "present" for a General Meeting.	Part of amendments allowing virtual / hybrid meetings.
10(8)	Consequential amendments due to only Eligible Members attending General Meetings.	N/A
10(10)	Provision requiring the Trust, where it has provided an electronic facility, to take reasonable steps to ensure its integrity and equitable treatment of Members attending physically and electronically.	Part of amendments allowing virtual / hybrid meetings.
10(12)	Confirmation that votes or actions taken through an electronic facility should be noted in the minutes of a General Meeting.	Part of amendments allowing virtual / hybrid meetings.
10(12)	Provision allowing the current chairperson to sign the minutes of the previous General Meeting if the chairperson of such General Meeting is no longer a Trustee.	Dealing with a scenario where the chairperson retires before the following General Meeting where the minutes of the previous General Meeting are approved for signing.
12(1)	Extending scenarios where Eligible Members may not apply to be a Trustee to include Eligible Members who have been employed within the three year period prior to their application.	This is to ensure that any Eligible Member who becomes a Trustee has had a period of time to distance themselves from the operational functions of the Trust. As this provision only relates to a person who may apply to be a Trustee (and not someone who is already a Trustee), the introduction of this amendment will not impact on any candidate seeking to become a Trustee in the 2024 ballot from becoming a Trustee.
12(1)	Confirmation that only Eligible Members (or persons that would be Eligible Members should their application be approved) may apply to become a Trustee.	N/A
12(2)	Removal of requirement for the committee overseeing the process to seek and evaluate prospective Trustees to have one person who is neither a Trustee nor wishing to be appointed as such.	There are no similar requirements in the constitutions of other large member-based non-profit organisations. The removal of this provision does not prevent the overseeing committee from seeking external involvement (such as the use of an external recruitment agency as was done in the 2024 election process) and all candidates have the right to self-nominate if not recommended by the Board.

<b>RULE</b>	<b>PROPOSED AMENDMENT</b>	<b>RATIONALE</b>
12(4), 12(5) and 12(6)	Clarifying terminology around "self-nomination forms".	In relation to the trustee election process, the term "self-nomination form" was used interchangeably for both general applications and for applicants wanting to be on the ballot without recommendation. Changes to address this.
12(6), (c) and (d)	Clarifying provisions relating to what details of prospective Trustees should be provided to Members.	No substantive change.
13(2)	Clarifying terminology around "self-nomination forms".	Please see 12(4) and 12(5) above.
14(1)	Provision clarifying that a Trustee's term is from their appointment until the third AGM following their appointment.	To clarify that a Trustee is not required to retire on the third calendar anniversary of their appointment (and only seek re-election at the following AGM), but the third AGM following their appointment.
14(1)	Provision stating that only a third of Trustees are to retire at each AGM (subject to them having completed a three year term).	If only one third of Trustees are required to retire, it will prevent the loss of organisational memory which is possible under the current Rules, due to a large number of Trustees being required to retire in any given year. This is in line with a number of other large member-based non-profit organisations.
14(2)	Amendment to allow a Trustee to undertake two further terms, rather than one.	Restricting a Trustee to a six year term (save for exceptional circumstances) is considered too short and therefore a third term (before it becoming only for exceptional circumstances) is reasonable. Ultimately, the Eligible Members voting in the election will determine whether such Trustee would be re-elected or not.
14(2)	Clarificatory amendment to make it clear that where a Trustee has gone beyond the standard three terms of office, the Board is required to approve their continued term ahead of each AGM during such additional term.	N/A
16(4)	Amendment to allow an Honorary Officer to undertake two further terms, rather than one.	Further to the amendment at 14(2), this amendment aligns the terms available to a Trustee and an Honorary Officer.
20(9), 20(11) and 20(12)	Amendments to allow the Trustees to pass written resolutions and consequential amendments.	This would allow Trustees to pass matters without a formal board meeting being called, but would require any such resolution to be passed unanimously.
26(2) and 26(3)	Amendment to clarify that only Eligible Members are able to propose amendments to the Rules or vote on any proposed amendments at a general meeting.	To align with line with 8(2).
27(1) and 27(2)	Amendment to clarify that only Eligible Members are able to vote on the dissolution of the Trust or determine where property of the Trust should be transferred to following such dissolution.	To align with line with 8(2).