

Dear Member

April 2018

The May Annual General Meeting Agenda lists a Special Resolution to “resolve that the Articles of Association of the Company are altered in accordance with the document produced to the meeting”. As the new articles consist of many changes to the previous issue (April 2014), I set out below the key reasons for this review of our governing document.

As you know, the charity has experienced enormous growth over several years with delivery of the Westonbirt Project, a charity review and recruitment of a Chief Executive. There has also been a raft of significant information and advice from the Charity Commission, The Governance Institute (Charity Code of Governance) and Companies House detailing new rulings, best practice and a requirement on all charities that where best practice is not followed, an explanation as to why not is given to the Commission as well as the charity’s members. To support this review, we have utilised both a charity lawyer and accountant for specialist advice.

Key amendments within the proposed new articles are:

Clause 7 Declaration of directors’ interests, conflicts of interests and conflicts of loyalties – expanded to promote best practice.

Clause 8.7 Joint Membership – Only the first named individual has voting rights, this change is required by company law due to FOWA’s status as a company limited by guarantee.

Clause 10.1.3 Removal of the subscription ‘grace’ period of one month - so that membership ceases on the expiry date if subscription payment has not been received.

Clause 13.1 General Meeting – Quorum is reduced to reflect the change in voting rights.

Clause 19.5 Inclusion of a maximum tenure for any director/trustee - to three terms of three years. This change is now best practice and helps any charity to retain adequate trustee expertise, but also ensures a regular flow of new trustees with fresh ideas and new perspectives.

Clause 19.6 Transition to 19.5 above.

Clause 19.1 Nominated Directors – The Forestry Commission no longer requires that five of the twelve trustees are ‘Nominated’. It is also considered best practice that FOWA does not have FC nominated directors; however, the Arboretum Director will attend all Trustee Board Meetings.

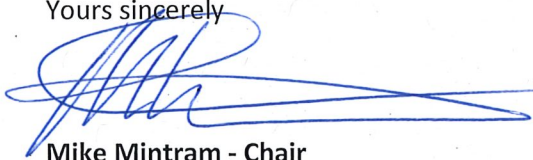
Clause 20.10.8 Ending Individual’s Directorship – Where required in the best interests of the charity, this change clarifies the process.

Clause 23 Delegation – Following the employment of a Chief Executive, it is necessary for the articles to give trustees specific powers of delegation to that post.

Clause 24 Task Groups – Following the governance restructure, it is necessary to give delegated powers to groups reporting into the Board of Trustees.

Your Board of Trustees has exercised a judicious use of external resources and measures to ensure that the charity continues a robust approach in its management and adopts best practice where possible. I therefore strongly urge you to vote in favour of the Resolution to approve these new articles at the AGM.

Yours sincerely



Mike Mintram - Chair