

CIVICA



Members' Views on prospective changes to the Articles of Association – John Muir Trust

18/01/2021

Background

The John Muir Trust (the Trust) commissioned Civica Engagement Solutions to carry out an independent consultation with its membership on proposed changes to the Trust's Articles of Association. Civica was tasked with:

1. Supporting the John Muir Trust to reach as many members as possible, to inform them of the changes to the 'Articles of Association' and ascertain their views on those changes.
2. Design and disseminate an online and postal survey to the membership. The postal survey sent via the Trust's communications team, directly to members.
3. Collate response rates from online and paper consultation papers in preparation for analysis.
4. Provide the John Muir Trust with a summary and final report detailing methodological procedure, consultation results, and analysis.

The consultation was held independently of the John Muir Trust, and the results were analysed exclusively by Civica Engagement Solutions. The consultation was sent to Trust members by post and hosted online. Overall, the survey received 1,002 responses, 74% received by post and 26% via the online survey.

Methodology

The most appropriate form of research into the membership's views on changes to the Articles of Association was through a survey disseminated to the entire Trust membership. With the assistance of the Trust, Civica designed the online and postal surveys which were made available online via the Trust's website, direct email and a printed material version disseminated by the Trust to the membership.

The consultation on the proposed changes to the Articles of Association ran from 14th October 2020 to 18th December 2020, with the online version of the survey running concurrently with the postal survey.

The survey was segmented into two sections:

1. The first section (**Section 1**) asked specific consultation questions which sought to determine members' views on proposed changes to six areas of the membership (Board composition; Trustee term of office; Number of supporters needed for a candidate's nomination to the Board, Vice-Chair; Conditions for a ballot of all members at a General Meeting; Members' Rights relating to Governance).
2. The second section (**Section 2**) asked members to consider other areas of improvement within the articles of association and provide proposed views on amendments.

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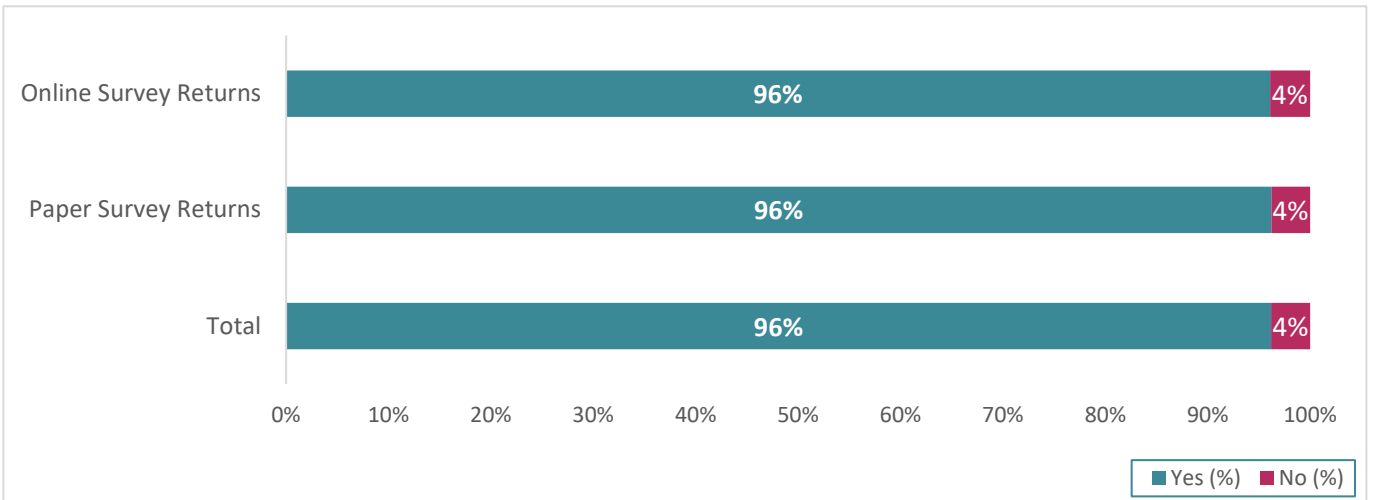
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Section 1: Consultation Questions

1. Board Composition

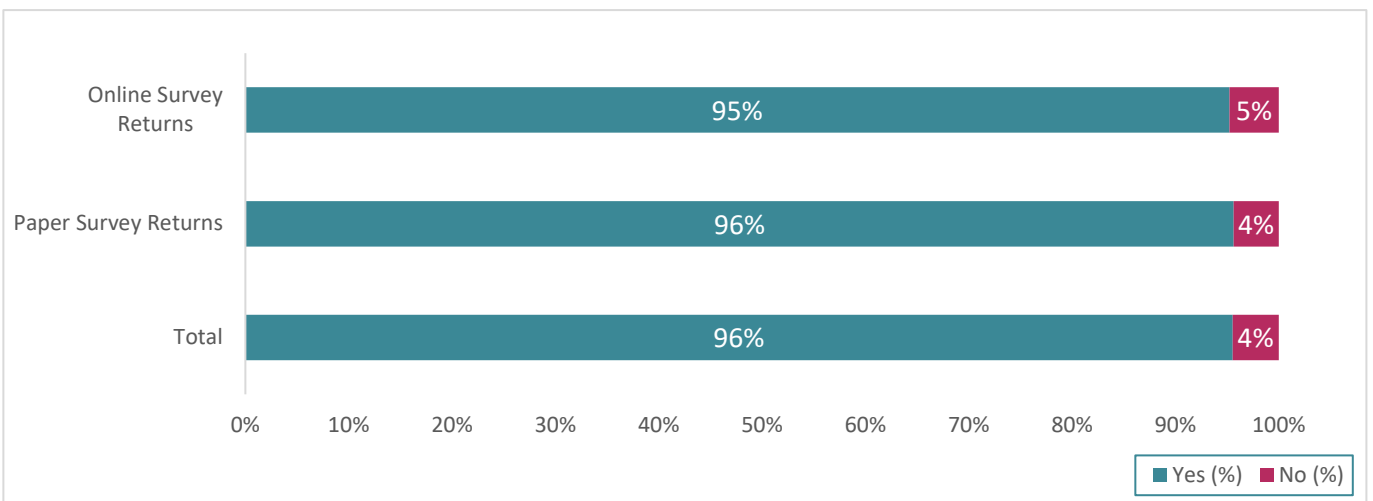
The Board currently comprises of 15 Trustees elected by the membership. The principal role of the Trustees is to oversee the governance of the Trust, requiring a diversity of skills and experience. Trustees consider that a Board should still have a similar number of Trustees as now, but with 12 Elected Trustees and the ability to co-opt up to three additional Co-opted Trustees (who have to be members) in order to improve effectiveness, address skill and diversity gaps, and better reflect membership demographics. (Ref. Draft Article 8.1, page 16).

a. Do you agree with the proposal to reduce the number of Elected Trustees to 12?



Overwhelming members of the Trust agreed with the proposal of reducing the number of elected Trustees to 12. Results show: **96%** of members (929 respondents) supported the proposal, versus **4%** (37 respondents) of members who did not.

B. Do you agree with the proposal that the Board has power to co-opt up to 3 Co-opted Trustees (each of whom must be a John Muir Trust member)?

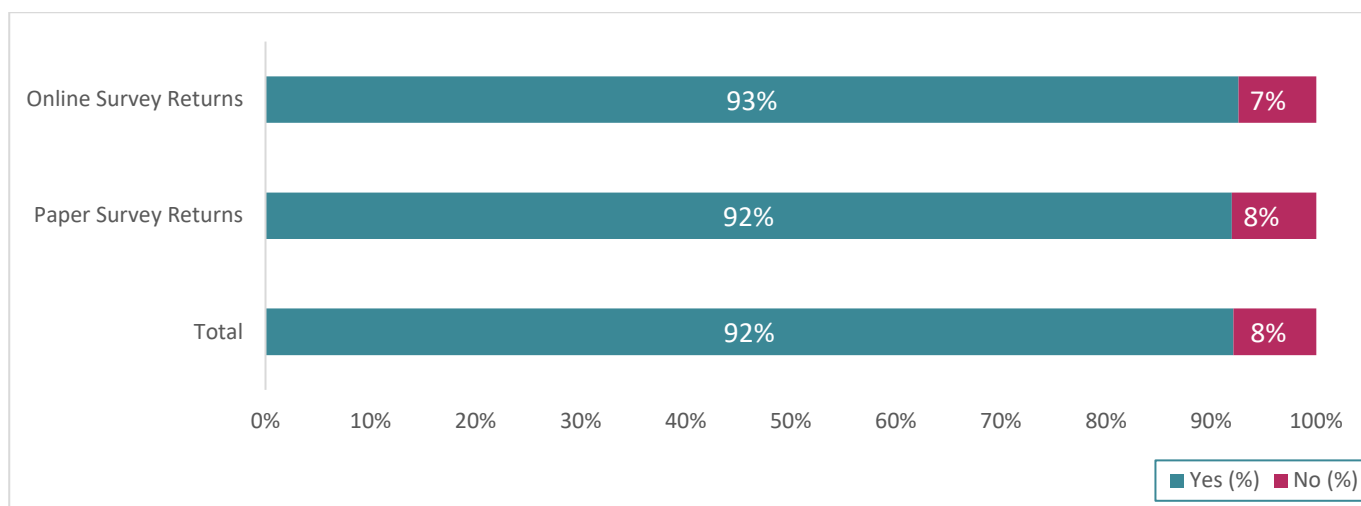


The majority of members (**96%** - 919 responses) also agreed with the proposal that the Board should have the power to co-opt up to 3 Co-opted Trustees, **4%** (43 responses) disagreed.

2. Trustee term of office

At present, Trustees may serve up to two terms of 3 years and must then have a gap of at least one year before seeking re-election. The Board has considered whether a longer term would be better, recognising it takes time for new Trustees to fully engage, but has decided to recommend retention of the current two 3-year terms. However, the Board proposes to increase the gap before a Trustee can stand for re-election to 2 years, in order to give opportunities to a wider range of Trustees over time. (Ref. Draft Article 8.2.2, page 17).

C. Do you agree with the proposal that the maximum continuous length of time a Trustee can serve is two consecutive 3-year terms?



92% (888 respondents) of members agreed with the proposal that the maximum continuous length of time a Trustee should serve is two consecutive 3-year terms, only **8%** (76 respondents) of members responding disagreed with the proposal.

Those who disagreed with the proposal that the maximum continuous length of time a Trustee can service is two 3-year terms provided the following alternatives (number of years x number of terms):

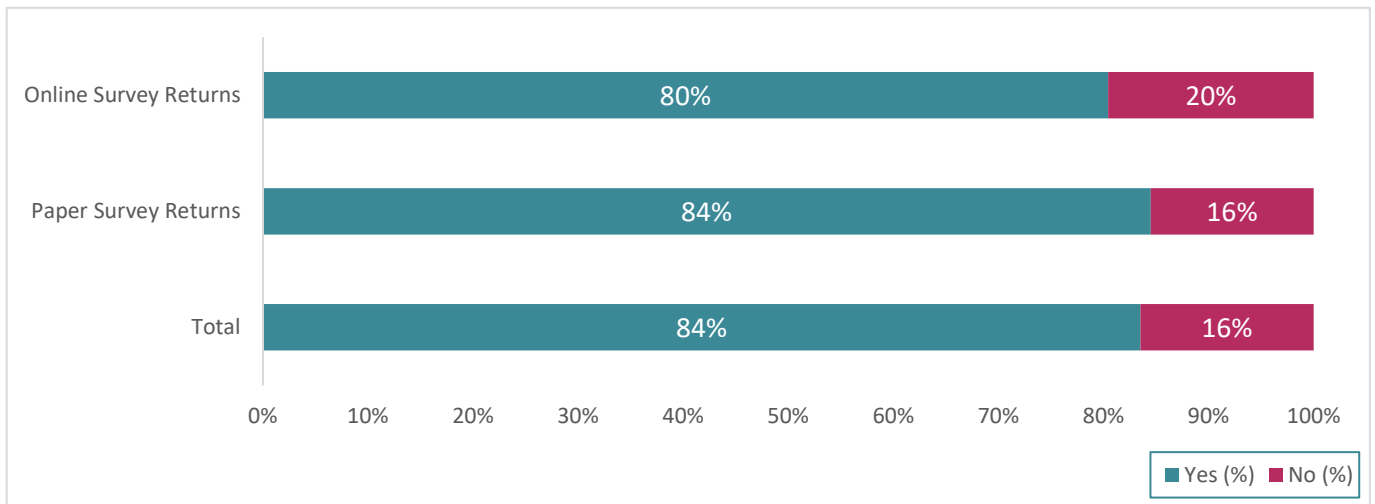
No. of Years	No. of Terms	Count (No. Of Respondents)
2	2	1
3	2	1
3	3	16
3	4	2
4	1	1
4	2	19
4	3	1
5	1	1

5	2	10
10+ (Including Unlimited)	NA	6

N.B – The remaining ten comments did not specify an alternative number of years x number of terms. Whilst a further eight respondents who did not agree with the proposal did not provide any text.

As the table above indicates, a proportion of respondents (16 members) who stated that they disagreed with the proposal, actually agreed with the recommended proposal of two consecutive 3-year terms. Only two respondents provided an alternative combination of the length of service and number of terms below the proposed two 3-year terms. Whereas, **51%** of members who disagreed with the proposal provided a combination of alternative years and terms which exceeded the proposed two 3-years.

D. Do you agree that the gap before re-standing should change from 1 to 2 years?

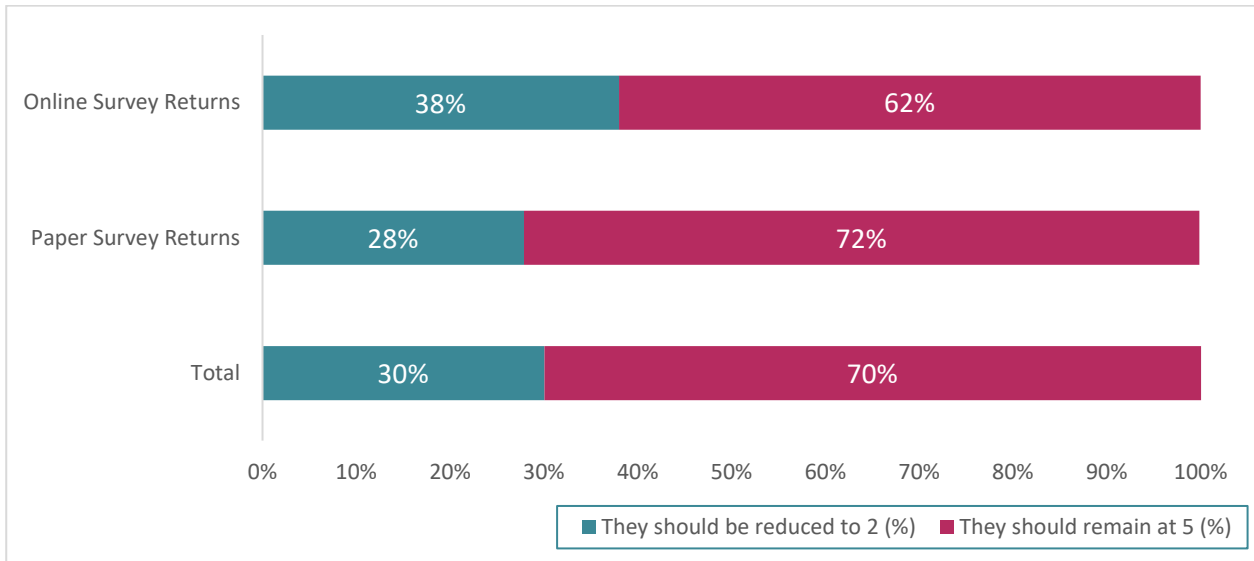


Members agreed that the gap before re-standing should change from 1 to 2 years, **84%** (800 respondents) agreed with the change whilst **16%** (158 respondents) opposed.

3. Number of supporters needed for a candidate’s nomination to the Board

At present, a candidate’s nomination for election to the Board must be supported by 5 members. This helps to ensure that candidates enjoy a significant degree of membership support and helps to discourage ‘entryism’. Finding 5 supporters also demonstrates serious commitment. However, this requirement has attracted comment because it potentially excludes members who do not have a wide circle of fellow-members or who may not readily know who other members are. To counter this problem, current practice is that potential candidates are, on request, put in touch with Trustees who can introduce them to potential supporters. (Ref. Draft Article 8.2.5, page 17).

E. Do you think that the number of candidate supporters should stay as it is at 5 or be reduced to 2?

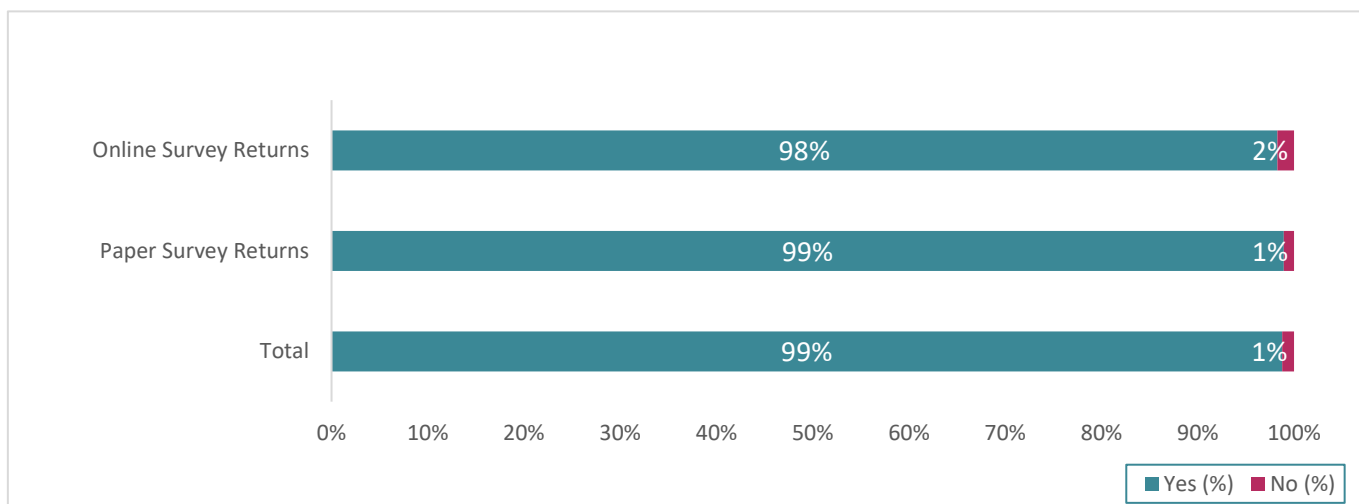


There was a broad consensus of **70%** (662 responses) of members who indicated that the number of candidate supporters should remain at 5. However, **30%** (289 respondents) of members believe the number of candidate supporters should be reduced to 2.

4. Vice-Chair

Currently the Trust has no provision for appointing a Vice-Chair. A power to appoint a Vice-Chair would provide both support for the Chair and give a formal way to deal with the absence of the Chair, whether for a specific meeting or longer-term. The power does not need to be exercised but would enable the Board to appoint a Vice-Chair if it perceives the need to do so at any time in the future. (Ref. Draft Article 9.1, page 22).

F. Do you agree that the Board should have the power to appoint a Vice-Chair? (use body copy in Styles)

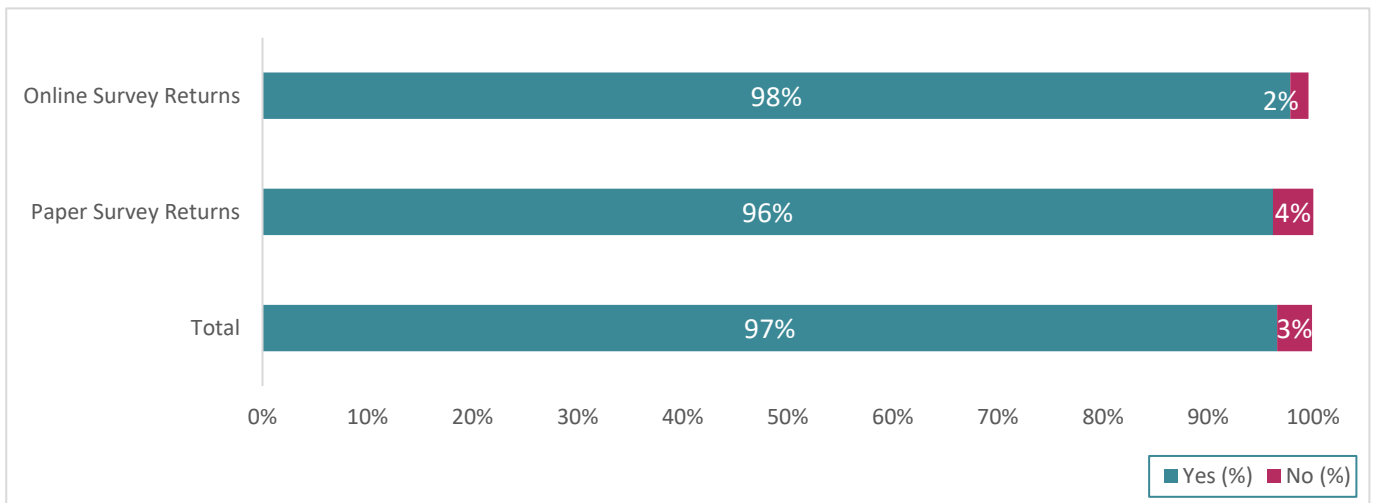


Members voted almost unanimously (**99%** - 956 respondents) in the agreement that the Board should have the power to appoint the Vice-Chair, whilst only **1%** (12 respondents) do not believe the Board should be able to appoint the Vice-Chair.

5. Conditions for a ballot of all members at General Meeting

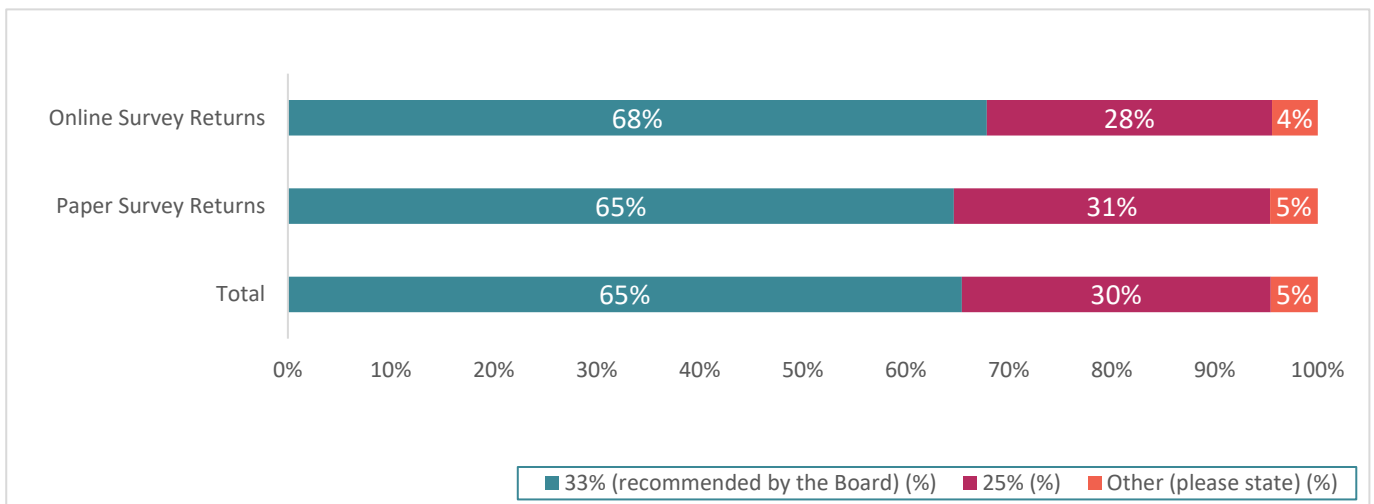
At a General Meeting of the Trust, a ballot of all members taken on a Special Resolution may be demanded by only 5% of those present and entitled to vote. The Board has considered this entitlement of a relatively small minority of members in the context of current charity practice and concluded that it is potentially undemocratic. The Board therefore recommends increasing the current 5% threshold to 33% of those present and entitled to vote, so as to ensure that a more democratic approach is adopted to members wishing to call for a postal ballot. (Ref. Draft Article 6.12.1. page number 15)

Do you agree with the Board’s view that the current figure of 5% of members present at a General Meeting being required to support a call for a ballot of all members should be increased?



Conclusively, **97%** (929 respondents) of members agreed a call for a ballot of all members should require a figure higher than 5% of members present at a General Meeting, **3%** (32 respondents) opposed this view and felt it should not be increased.

If Yes, do you think that the percent of members present at a General Meeting should be? (33%, 25% or Other)



65% of the (613) respondents who thought that the number of members present required to call for a ballot indicated it should increase from 5% to 33%. Comparatively, **30%** (281 respondents) of

members believe it should be 25% of members present at a General Meeting and 5% stated other figures.

All the respondents who selected “Other” provided a figure higher than the current 5% required. The table below provides a breakdown of respondents:

The percent of members at a General Meeting should be:	Count (No. of Respondents)
10%	13
15%	5
20%	14
33%	1
40%	1
50%	2
60%	1
66%	1

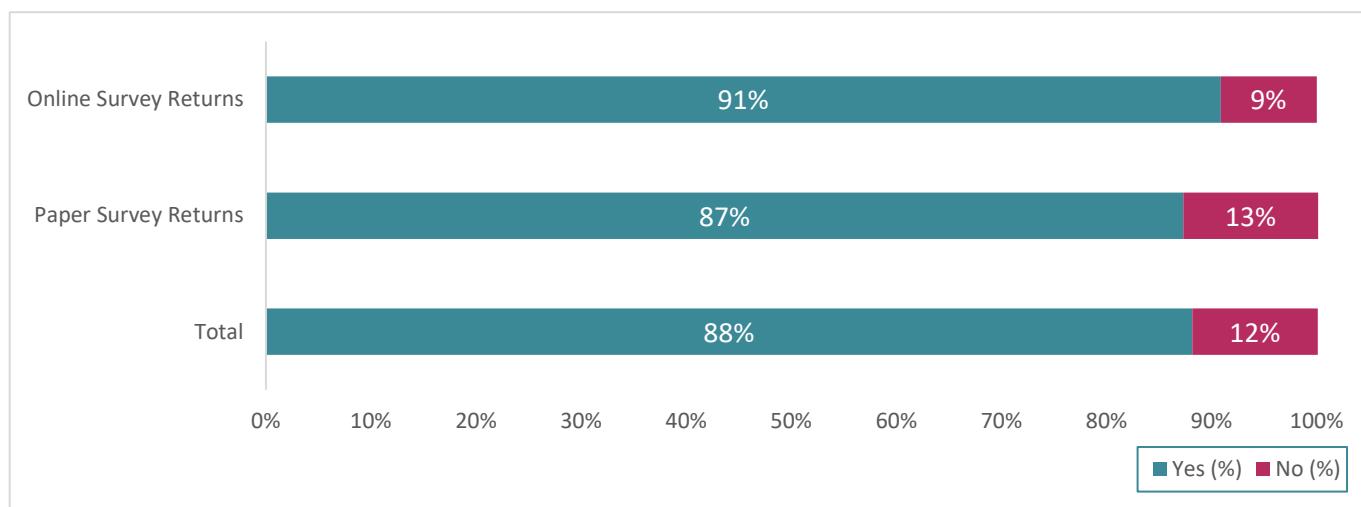
N.B – The remaining three responses included one response which stated 10-20% and two responses which did not specify an alternative figure.

All respondents (38 members) who selected other provided a figure higher than the current 5% required. As the table above illustrates, the most popular quantity specified for the number of members needed for a General Meeting to call for a ballot was 20% (14 respondents who selected "other"). Similarly, 13 respondents who selected other believe the per cent required to call a ballot at a General Meeting should be 10%.

6. Members Rights relating to Governance

Members are able to (a) vote at General Meetings, (b) vote in trustee elections; (c) nominate a member to stand for election as a trustee and (d) stand for election as a trustee. To be able to vote in a trustee election (item (b) above), the current Standing Orders require the member to have joined by 31st December of the previous year. As setting a specific date results in a 'qualifying period' that will vary depending on the date of Trustee elections (which relate to the timing of the AGM which can vary by several months), Trustees have considered defining a period of time before being able to vote rather than a specific date. They have also considered the possible inconsistency of having a qualification period for only one of the four actions listed above. Having considered the various options, they are recommending a six-month qualification period for all the four actions. (Ref. Draft Article 6.7.5 and 5.4.4, [page numbers 12 & 8])

Do you agree with the recommended six-month qualification period?



88% (848 respondents) of members agreed with the recommended six-month qualification period, whilst only **12%** (115 respondents) did not agree.

Section 2: The draft Articles

From the 1,002 responses for the survey, there were 335 responses for the free-text responses in Section 2. Of these responses, 319 comments referenced an Article. This section enabled members to go beyond the specific questions in Section 1. The following table provides a breakdown of responses per article section.

Article Section No. (Number of responses)	Amend Article % & (Number of responses)	Agree with Recommendations % & (Number of responses)	Linguistic Amendments % & (Number of responses)	Query/Clarification % & (Number of responses)	Other % & (Number of responses)
Article 1 (2)	100% (2)	0	0	0	0
Article 2 (2)	50% (1)	0	50% (1)	0	0
Article 3 (14)	43% (6)	7% (1)	21% (3)	21% (3)	7% (1)
Article 4 (3)	67% (2)	33% (1)	0	0	0
Article 5 (30)	70% (21)	3% (1)	10% (3)	17% (5)	0
Article 6 (154)	23% (35)	58% (89)	6% (10)	11% (17)	2% (3)
Article 7 (11)	45% (5)	0	27% (3)	27% (3)	0
Article 8 (53)	36% (19)	13% (7)	17% (9)	28% (15)	6% (3)
Article 9 (13)	38% (5)	15% (2)	23% (3)	23% (3)	0
Article 10 (6)	33% (2)	0	0	67% (4)	0
Article 11 (6)	17% (1)	0	67% (4)	17% (1)	0
Article 12 (9)	67% (6)	0	11% (2)	0	22% (2)

Article 13 (4)	25% (1)	0	25% (1)	50% (2)	0
Article 15 (2)	50% (1)	0	0	50% (1)	0
Article 16 (3)	100% (3)	0	0	0	0
Article 17 (1)	0	100% (1)	0	0	0
Article 18 (2)	50% (1)	0	0	50% (1)	0
Article 19 (2)	0	0	50% (1)	0	50% (1)
Article 20 (1)	100% (1)	0	0	0	0
Article 21 (1)	100% (1)	0	0	0	0

Section 2 – N.B – Amend articles references against the relevant clause in the draft Articles (e.g. Art 1.1). View the draft ***Articles of Association of the John Muir Trust*** online at https://www.johnmuirtrust.org/assets/000/004/603/18_09_20_JMT_-_AA_-_consultation_draft_original.pdf?1601381558.

The table above indicates a significant scope for further discussions regarding possible amendments to the Articles of Association. Article 6 received the most mentions, with **48%** of all comments in Section 2 relating to the various subsections of Article 6. Furthermore, Article 6 received the highest percentage of respondents who agreed with recommendations (**58%**) proposed. Article 17 had a single comment hence the **100%** response count. The second most cited Article was Article 8, which received **17%** of all comments. **36%** of comments about Article 8 suggested amending the various subsections of Article 8, and a further **28%** had queries regarding the Article. As evidenced by the table, Article 10 proportionally generated the most questions from respondents with **67%** of respondents citing the Article asking for clarification. Contrastingly, Article 11 proportionally received the most comments (**67%** of respondents) suggesting a linguistic amendment to Article 11.

The table below provides a full breakdown of responses in Section 2:

Article	Comment	Code	Schedule
	Schedule 1 definitions -should include wild places those present at meetings - why is there a definition of directors 1 cannot find any reference.	Amend Article	Schedule 1
	The term "Patron" could be helpfully defined in Schedule 1, as when reading through the Articles, you come to the term at Art 6.7.6 before the substantive coverage in Art 14.	Amend Article	Schedule 1
	"From the laymen perspective often, some context would be useful, E.g. schedule 2 -	Linguistic Amendment	Schedule 2
	the power to borrow money. This should be standard practice amongst charities or specific to JMT which may look to make expensive land purchases? Are there any limits to such borrowing powers or could a board endanger the organisation by overstretching it financially in pursuit of a particularly tempting acquisition? 2. e.g. frequent mention is given of the companies and charities acts"	Other	Schedule 2 (4.3)
2.3	2.3, I suggest the addition of the words, "or the combination of chase funds". Otherwise, if any of the funds is established, it prohibits the establishment of any other.	Linguistic Amendment	
3	This appears to be a very thorough piece of work, clearly time-consuming (and probably expensive) but it will surely stand the trust in good stead for many years. One point for the trustees to consider, should the trust include in clause 3 the powers to promote, carry out, the reintroduction of natural process. Clauses 3.1.2. and 3.1.3. could be amended a little and so clarify for member and the general public the trusts position.	Query/Clarification	

3	I agree with the proposed charitable purposes - article 3.	Agree with recommendations	
3	Draft Article 3 – I am interested to note that whoever is co-ordinating this review of the Articles has picked up on the fact that the papers filed with Companies House as the amended Articles resulting from the last three rounds of amendments failed to contain any counterpart of the objects clause in original Memorandum of Association (which, under the Companies Act 2006, had become part of the Articles).	Other	
3.1	3.1. I assume that the wording of the sub-clauses has been checked to ensure that we haven't inadvertently introduced something that isn't a "Charitable purpose" as defined in legislation.	Linguistic Amendment	
3.1	General Point 1 (no reference in the draft): there is no reference in the consultation draft to the geographical scope of the Trust's activities. Arguably, there should be, given (a) that the document is in legal terms exclusively Scottish; (b) the UK success of the John Muir Award, and the (arguable) success of the Trust's work at Glenridding; and (c) the current 'political' state of the Union. General Point 2 (see draft 3.1): there is no definition of the term "wild place" - arguably, there should be, not least because of the fact that there have already been internal arguments about this, stemming at least in part from views held in Scotland that it is not possible for any place anywhere else in the UK to be - in any acceptable sense - a truly wild place.	Amend Article	
3.1.2	ART 3.1.2. "Preserve" to read conserve.	Linguistic Amendment	
3.1.2	Article 3 Charitable purposes and powers. In clause 3.1.2. the trust will protect indigenous animals, plants and soils. What is the trust's view on the management or	Query/Clarification	

	development of these? Or the reintroduction of animals such as, Beaver, Lynx, Sea Eagles etc. Does protection alone cover these?		
3.1.2	re 3.1.2, 3.1.3 and 3.1.6.....in the interests of protecting, preserving, and furthering the interests of wildlife would the board consider private prosecutions where the CPS has been reluctant to pursue wildlife crime through lack of sufficient evidence to satisfy a court of law, but if successful might provide the CPS with that confidence	Query/Clarification	
3.1.4	3.1.4 Suggest the expression "to live in harmony" sounds patronising. Many people living in rural communities already regard themselves as living in harmony with their environment. Suggest a more co-operative expression is used. e.g. "and to encourage them to participate in the protection (or "care"?) of wild places.	Linguistic Amendment	
3.1.5	ref: 3.1.5. We suggest the words wildlife and inserted into the second line between the words of and humanity (p.3 of articles of Association)	Amend Article	
3.2	Art 3.2 ref Schedule 2/7.3: delete "incidental or" - Trustees should not be empowered to do anything which is "incidental" to JMT's charitable purposes, surely?	Amend Article	Schedule 2
3.2	1.1. My strong preference is to have 10 elected and 5 co-opted - skills required cover at least 9 areas and members may well not elect people covering more than half this range.	Amend Article	Schedule 2
3.2	1.4. My preference is to have an appointed vice-chair at all times.	Amend Article	Schedule 2
3.2	1.5. My views is that 25% is more appropriate given that special resolutions require 75% majority... 6.11.1.	Amend Article	Schedule 2

4.2	Under 4 schedule 2. funding 2 financial 4.2 to consider including. If the trust has put out an appeal for a specific project. (Purchase of kind footpath restoration) and the project doesn't proceed, for whatever reason. Any individual or company who has made the specific donation should be contacted to ask if they wish the donation to be returned or retained by the trust as a general donation.	Amend Article	Schedule 4
4.2	4.2 I fundamentally disagree with the word monitoring this paragraph. I suggest " are responsible for ensuring that the Trust's financial position and management arrangements are sound at all times.	Amend Article	
5.3	5.3 It is my opinion that employees should not be eligible for membership. I think they should be invited to attend meetings but not have voting powers.	Amend Article	
5.3.1	Employees 5.3.1 it is inappropriate for employees to act for a member.	Amend Article	
5.3.1	5.3.1 is too wide. The. Number of corporate members who can do this for a meeting should be limited to 2. No limit on numbers is too wide.	Amend Article	
5.3.2	Article 5.3. Employees. 5.3.2. Should be amended to permit former employees to be eligible to become trustees from when their employment ends for any reason other than dismissal from employment for any reason.	Amend Article	
5.3.2	ART 5.3.2. – I don't see why staff should be barred from election as trustees for 3 years after employment – surely, they would bring greatest value if appointed sooner rather than later!	Amend Article	
5.3.2	I disagree with provision 5.3.2 that staff are barred from becoming trustees for 3 years after employment. isn't this overly	Amend Article	

	restricting a potentially important source of knowledge and talent?		
5.3.2	Ref 5.3.2 I think a 3 year period on ineligibility is too long for former employees to become trustees. I would suggest 12 months is sufficient.	Amend Article	
5.3.2	5.3.2 and 8.2.2 longer periods of being ineligible to stand will result in able people losing interest and being lost to the board.	Amend Article	
5.3.2	5.3.2 I do not believe it is reasonable or fair for an ex employee to have to wait three years to serve as a Trustee. I feel this risks losing people with valuable skill sets. I understand there needs to be a separation period because of the employee's previous relationships with members of staff and Trustees but I would suggest a 12 month period would be more appropriate. There are other safeguards in place within the document about Trustee behaviour and I don't feel that we should be penalising those that have worked for the Trust.	Amend Article	
5.3.2	5.3.2 Employees standing for Trustee. Should be the same as New Members. So 6 months if that is agreed or any longer period decided on. The loss of some very experienced and knowledgeable voices outweighs the discomfort of the board and existing employees ..., in my humble opinion.	Amend Article	
5.3.2	Art 5.3.2: I do not agree that a former employee of the Trust should have to wait three years after his/her employment with the Trust has ended before being able to stand for election as a Trustee. One year would suffice in my view.	Amend Article	
5.3.2	5.3.2 and 10.3 seem to contradict each other.	Amend Article	
5.3.2	5.3.2 Employees ineligible to become Trustees for 3 years after employment. Correct that an employee cannot be a Trustee.	Amend Article	

	Problems: Disincentivises former employees committed to the Trust to stand for election. Inconsistent treatment - OK for Trustees to become members of staff (as has happened) without any break. Patronising as implies employees i) cannot differentiate between roles and responsibilities and ii) understand conflicts of interest whereas Trustees can. Please re-think.		
5.4.2	5.4.2. Charities normally welcome a diverse membership. This proposal if applied gives the impression of a closed entry. JMT needs to encourage not restrict applications.	Amend Article	
5.4.2	ART 5.4.2. – To reflect the widest possible range of identities, replace ‘me, she or it’ with ‘they’. Ditto ‘me or she’ in 5.8.4, 8.2.11, 8.5, 7.1 etc.	Linguistic Amendments	
5.4.3	5.4.3. Does this need to be fleshed out a bit? What are legitimate reasons for refusal?	Query/Clarification	
5.5.2	Clause 5.5.2 Who devises the life membership subscription?	Query/Clarification	
5.5.2	Section 2: Article 5.5.2. I think it the responsibility of the board of trustees to set rates of subscription and it seems to me that this power to members is too much. If the membership is sufficiently upset by membership subscription rates, they have the option to call an EGM. A very full document - But just testament to the growth of J.M.T.	Amend Article	
5.5.2	Draft Article 5.5.2 – It is stated here that the AGM “may” fix the annual subscription. In the absence of anything to say that a set of subscriptions, once set, applies until anything different is set, this “may” ought to be “shall” to match the other imperatives in 5.5.	Linguistic Amendments	

5.5.4	"5.5.4 and 5.5.5. are inconsistent. these should be combined.	Amend Article	
5.5.4	"5.5.4 and 5.5.5. are inconsistent. these should be combined.	Amend Article	
5.5.5	5.5.5. Is there a mechanism of reinstalling lapsed membership?	Query/Clarification	
5.5.5	5.5.5 The board should not have the former to countermand invocation ref 5.5.4 / 5.8.2 Delete if above is agreed	Amend Article	
5.6.1	5.6.1 For how long? There should be a time limit of 1 year which could be renewed by the Board. It is open at present.	Amend Article	
5.6.2	5.6.2. "Does not require to pay" to "Is not required to pay". (Or is the intermissive use of "require" a speciality of Scots law?	Linguistic Amendments	
5.6.2	ART 5.6.2. Honorary members should be entitled to vote.	Amend Article	
5.6.2	Articles 5.6.2 (Honorary Members) and 6.7.6 (Patrons): These clauses give Honorary Members and Patrons speaking rights, but appear to exclude them from also having voting rights. I understand, accept, and support the principle that only paid-up members should have voting rights, and that there should be a way for input to be heard from relevant parties who are not themselves Members, but should there be a route by which a person recognised with an Honorary Membership or as a Patron can 'pay their way' and gain/regain those rights? The system as described gives the Trust an incentive not to recognise a valuable Member in these ways, as it would thereby lose a significant part of their decision-making input.	Query/Clarification	
5.7	ART 5.7. The register of members must be complicit with GDPR.	Query/Clarification	
5.8.3	5.8.3. Is it necessary to fit all this para into one clause (Not one	Amend Article	

	<p>sentence?). It's very confusing and seems to imply that (With ref to 5.9.2) that the chair cannot vote over the initial expulsion because he/she needs to remain available to chair any subsequent appeal. Would it not be clearer to take the last 4 lines of 5.8.3 ("Subject to the first item... board meeting") and make it separate clause of it, before 5.8.3?.</p>		
6	<p>6. Charitable purposes and powers. Climate change is the most important issue affecting the planet and of course the trust. There is no mention of this in the articles. I would propose, very strongly, that the following, or something very similar, should be written into the articles. "All aims and activities of the Trust must commensurate with reducing carbon emissions, and promoting other methods to provide reduction of climate change".</p>	Amend Article	
6.1	<p>The trust has already held one online AGM. Online meetings provide an opportunity for distant members who do not wish to travel to take part in the business of the trust. I suggest the draft articles could be made clearer that such online meetings satisfy the requirements of general meetings. Specifically; Article 6.1 refers to any general meeting although it is under the heading referring to convening an annual general meeting. It states that such a meeting can be taken physically or virtually. I suppose physically means at a specific address on the internet. I suggest that because the word virtually has a wide range of possible meetings, its meaning in the context of these articles should be included in the definitions section. I also find odd the suggestion a meeting take place in more than one location. It would be better simply to state that the a meeting take place virtually or a physical location or both physically or virtually at the same time.</p>	Amend Article	

6.1	Art. 6.10. The clear definition of what decisions require a Special Resolution is welcome, but the list at Art. 6.10.1 should include (addition to b/c) any proposed amendment to the Memorandum of Association, consistent with the current Art. 47, and (addition to e) any resolution under Art. 21.3. It should also be clarified that the 75% supermajority is required to approve a Special Resolution (rather than to defeat it).	Amend Article	
6.1	Voting - Clauses 6.9, 6.10 & 6.11 "Should there be specific reference to voting process where a meeting is held online" particularly with regard to two members using the same electronic link?	Query/Clarification	
6.1	6.10.1.A decision relying on 75% members present could result in meeting of 4 people, voting in a major decision. Should there be a statement on a min no of members as % total jet member required to present, in addition to a 75% pass rate(As per 6.13.3)	Amend Article	
6.1.3	Specific Point 2 (see draft 6.1.3): this has the appearance of a last minute "cobble-on"! It more or less makes sense, but should not appear under an AGM heading, but stand separately. As it is, it presumably is intended to apply to EGMs, and ought also to apply to all other relevant meetings, such as an Appeal meeting (5.9.3). Tidy it up, please.	Other	
6.2	ART .6.2. Should the AGM not also include a report from the chief executive?	Query/Clarification	
6.2	6.2. The board should be required to have the chief executive present not only a report on past activities, put a programme of priorities for the future to be approved at the AGM. Otherwise once elected and appointed the board and chief executive have carte blanche to do whatever they want i.e.. theoretical democracy.	Amend Article	

6.3.2	6.3.2. "intimated", is this word precise enough? Established? May not stand up in law?	Linguistic Amendment	
6.3.3	Section 2: A 6.3.3. (a): Is the reference to 5% at variance with the proposed arrangements for calling for a ballot? Why not make them the same? A 6.13.7. (a): as above.	Query/Clarification	
6.3.3	6.3.3 Convening an EGM – The need to get 5% of all voting members to sign a requisition seems a high bar to democratic processes. I don't know the number of members but if it was (say) 4000 then 200 members would need to sign the requisition. That seems a lot! Why not make it 50 (the same as the {illegible} for all general meeting)? Liz Bibby 14/11/20	Amend Article	
6.3.3	6.3.3 5% members effectively means that members cannot call an EGM without a press campaign as they cannot access the membership directly.	Other	
6.3.3	Article 6.3.3: Clarification of contingencies. In the event that it takes more than seven days from the request for an EGM to confirm its arrangements (time, date, place, etc.), it would be impossible to meet the requirements of both Article 6.3.2-3 (within 28 days of request) and Article 6.4.1 (not less than 21 days' notice). In such a case, which requirement should take priority? I would assume/suggest 6.4.1, but this may require an interim communication to let Members know that an EGM is being arranged with details yet to come.	Amend Article	
6.3.3	"General comment - disappointing there was no explanatory notes document to accompany the draft and that a copy of the memorandum was not provided also, as that is being incorporated into the Articles.		
Clause 6.3.3. Why is the requirement here	Amend Article		

for signing, where as in similar requirement elsewhere the form signed or authenticated is used. The broader definition should apply here too."			
6.4.4	ART 6.4.4. Not clear how this could operate in practice. 6.7.5. Change "six months" to one year. 6.8.1. Not clear why this clause exists - suggest delete.	Amend Article	
6.5	6.5. it all. "Whom failing", I presume this is formal wording approved in scots law.	Linguistic Amendment	
6.6.1	6.6.1 Consider a percentage of membership as rather than a specific number, The total membership will vary at any one time.	Amend Article	
6.6.1	Schedule 4 part/ subclause (e)- should the reference to subclause (e)actually say subclause(d)? /Art6.6.1 -Does the wording present in person, cover general meetings done over zoom/ MS teams? Also other sections of article 6 which refer to physical presence esp.6.11 and 6.12	Linguistic Amendment	Schedule 4
6.6.1	6.6.1. 50 members. I don't know how many members there are to assess whether this is a reasonable figure. A percentage might be better.	Amend Article	
6.6.2	Suggestion R.E. 6.6.2. add at end. "If a quorum of members is not present within half an hour after the time appointed for holding the adjourned meeting, those members present shall constitute a quorum." Otherwise what's the alternative??	Amend Article	
6.6.2	6.6.2 Sound like a gm could be postponed indefinitely.	Query/Clarification	
6.6.2	6.6.2. It is not clear what happens if adjourned meeting is note quorate	Query/Clarification	

6.7.4	6.7.4 Should a family member have votes =number of adults rather than 2 voters, Otherwise single parent families will receive 2 votes when all other members receive 1 only	Query/Clarification	
6.7.5	6. Consistency and allows for variation in the timing of the AGM	Agree with Recommendations	
6.7.5	6. Six months qualification period for all 4 actions seems to be the fair option.	Agree with Recommendations	
6.7.5	6. more relevant than a calendar from joining.	Agree with Recommendations	
6.7.5	6. It makes it very difficult for anyone to manipulate voting. - Having looked through the proposed articles I am in favour of adopting them as is. Congratulations and thanks to all who worked on all the changes.	Agree with Recommendations	
6.7.5	6. More relevant.	Agree with Recommendations	
6.7.5	6. Consistent	Agree with Recommendations	
6.7.5	6. It would prevent a large number of people joining just before a vote with the intention of influencing the outcome.	Agree with Recommendations	
6.7.5	6. This seems reasonable and fair.	Agree with Recommendations	
6.7.5	6. Think voting requires some observation of the trust operation as a member.	Agree with Recommendations	
6.7.5	6. Reason for previous role was probably administration, when paper records were all we had. With electronic communication, more flexible.... All look fine. Electronic communication assured!	Agree with Recommendations	
6.7.5	6. To avoid a large number of recent members trying to take on the trust members.	Agree with Recommendations	

6.7.5	6. Notwithstanding any anomalies that might arise, this prevents very rapid change by virtue of 'force of personality' and exposes trustees to experience of 'normal practice'... Section 2: Looks good to me.	Agree with Recommendations	
6.7.5	6. It prevents rapid recruitment of members, in support of a particular contentious issue, through internet canvassing.	Agree with Recommendations	
6.7.5	6. It can take time to learn about the trust and understand what needs to be done.	Agree with Recommendations	
6.7.5	6. So that decisions cannot be rushed by pressure groups.	Agree with Recommendations	
6.7.5	6. Similar to no.3. Makes sense not to stick to 31 Dec, although may be administratively slightly harder to sort.	Amend Article	
6.7.5	6. Consistent and clear.	Agree with Recommendations	
6.7.5	6. Sensible to have consistent time period and needs to be long enough to be meaningful.	Agree with Recommendations	
6.7.5	6. Members should be able to vote for all matters relating to governance. A period of time is better than an arbitrary date. Six months will still allow members who have been slow to renew membership to vote. (Ant 5.5.4.)	Agree with Recommendations	
6.7.5	6. As per trustee's view.	Agree with Recommendations	
6.7.5	6. Good practice. Section 2: Routine approach. Well explained. Could save cost by being on thin paper.	Agree with Recommendations	
6.7.5	6. I would suggest you consider extending to 12 months so as to implement a potential base of {illegible}... of the organisation by new members only going to vote on a single issue. Labour party	Amend Article	

	changes are a good example of how not to do things.		
6.7.5	6. with the provision that (a) to stand as election co trustee requires at least 1 years membership.	Amend Article	
6.7.5	6. Should make for more improved steerage.	Agree with Recommendations	
6.7.5	6. Seems reasonable. Section 2: No comments.	Agree with Recommendations	
6.7.5	6. New members have a chance to show their allegiances before voting.	Agree with Recommendations	
6.7.5	6. To prevent entryism.	Agree with Recommendations	
6.7.5	6. To prevent opportunism and "cuckoo-ing" for any contentious vote. Section 2: Satisfied with terms of draft, other than as indicated in my responses overleaf (And yes, I did read it right through!).	Agree with Recommendations	
6.7.5	6. To ensure that there is no bias, and there is full understanding of the trusts mission statement. .	Agree with Recommendations	
6.7.5	6. It provides a period for understanding the people and processes and avoiding the anxiety of voting for something not fully understood.	Agree with Recommendations	
6.7.5	6. Gives a common period for all new members, in principle anyway.	Agree with Recommendations	
6.7.5	6. The period between a fixed date and an election could be quite brief.	Agree with Recommendations	
6.7.5	6. It seems reasonable that new members take a period of time to learn about the workings of the trust before becoming involved in governance.	Agree with Recommendations	

6.7.5	6. It makes sense to be consistent.	Agree with Recommendations	
6.7.5	6. Except for the right to vote at general meetings. Right to vote at G.M.s should extend to all members. Also, it would be inefficient and impractical at G.M.s to check whether all members meet the qualification period. Section 2: I do love the JMT, but not enough to do this!!	Amend Article	
6.7.5	6. I agree with the thought that having a qualification period for only one of the four actions is inconsistent.	Agree with Recommendations	
6.7.5	6. I think defining a "qualifying period" is reasonable. It ensures that members have the opportunity to thoroughly familiarise themselves with the trust and to network with other members.	Agree with Recommendations	
6.7.5	6. Better than a specific date.	Agree with Recommendations	
6.7.5	6. Makes more sense to have a time period than a fixed date.	Agree with Recommendations	
6.7.5	6. Members need time to learn about and understand the organisation they have joined and this will affect their ability to vote appropriately.	Agree with Recommendations	
6.7.5	6. To encourage a responsible approach towards the governance of the trust.	Agree with Recommendations	
6.7.5	6. Simplifies it and better to have a standard qualification period.	Agree with Recommendations	
6.7.5	6. Prevents/reduces possibility of new member joining simply to vote. Gives short period for new member to become familiar with trust business and practices. SECTION 2: My only further comment is that I feel that a new member of the trust should not be eligible to stand as a trustee or nominate a trustee candidate for the first 12 months of membership	Amend Article	

	*ref clause 6.7.5. I feel that twelve months is the minimum period required for a new member to become familiar with trust business and practice, and therefore have the knowledge to act as a trustee or nominate others for the role.		
6.7.5	6 months is a reasonable time for members to become familiar with work and ethos of trust it also moderates knee jerk applicants with issue agendas.	Agree with Recommendations	
6.7.5	6. At least 6 months as a member before the actions listed above.	Agree with Recommendations	
6.7.5	6. Prevents a loaded vote.	Agree with Recommendations	
6.7.5	6. Without this qualifying period a sudden influx of new members could "take over" without the rest of the members having time to see it happening.	Agree with Recommendations	
6.7.5	6. It gives the new member time to get the 'feel' of the organisation and therefore make better judgements. SECTION 2: It all seems very sensible and well organised. Well done.	Agree with Recommendations	
6.7.5	6. Whilst the trust rightly encourages and supports member participation, it is important that the purposes of the trust are not subverted by opportunist members in either small numbers, or seeking membership to pursue a single issue. A qualifying period will serve to limit opportunistic behaviours, whilst not disadvantaging the large majority of members.	Agree with Recommendations	
6.7.5	6. prefer 1 year qualification period. To avoid special interest going with objectives being able to execute under influence. Only long term committed people should influence the vote.	Amend Article	

6.7.5	6. This avoids an influx of new members suddenly being able to take over and change policy.	Agree with Recommendations	
6.7.5	6. Six months gives people time to understand the workings of the trust.	Agree with Recommendations	
6.7.5	6. Cannot just join the day before election to boost a particular candidate.	Agree with Recommendations	
6.7.5	6. Consistency.	Agree with Recommendations	
6.7.5	6. 6 months follows a sensible practice in employment law roughly equating to a period of probation.	Agree with Recommendations	
6.7.5	6. We all need to "bed in".	Agree with Recommendations	
6.7.5	6. O.K. for (b) (c) and (d). Unnecessary long for (a).	Amend Article	
6.7.5	6. Because members need time to know the workings of a charity. Section 2: No further comments.	Agree with Recommendations	
6.7.5	6. There have been instances of pressure groups joining charities en masse and attempting to subvert their aims. Let's protect the JMT from this!	Agree with Recommendations	
6.7.5	6. Can prevent abuse of process.	Agree with Recommendations	
6.7.5	6 Just seems fairer.	Agree with Recommendations	
6.7.5	6. Time is needed to become acquainted with the workings of the trust.	Agree with Recommendations	
6.7.5	6. Time is needed to become acquainted with the workings of the trust.	Agree with Recommendations	
6.7.5	6. Recommend longer qualification period (At least a year) before can nominate a member to stand for election as trustee and 2 years	Amend Article	

	before individual can stand for election.		
6.7.5	6. It seems the most sensible option.	Agree with Recommendations	
6.7.5	6. Simple and consistent.	Agree with Recommendations	
6.7.5	6. To minimise the possibility of late voters being installed for a controversial issue.	Agree with Recommendations	
6.7.5	6. The trustees have obviously considered this very carefully, and I agree it's be fairer and more consistent than the present standing orders.	Agree with Recommendations	
6.7.5	6. Consistency	Agree with Recommendations	
6.7.5	6. Seems like a good idea	Agree with Recommendations	
6.7.5	6. People should not be joining JMT for these actions, they are secondary. A qualifying period separates them.	Amend Article	
6.7.5	6. On balance, a reasonable requirement.	Agree with Recommendations	
6.7.5	6. I am persuaded by the reasons given.	Agree with Recommendations	
6.7.5	6. Would be more happy with a one year qualification period. Section 2: None at present.	Agree with Recommendations	
6.7.5	6. It is fairer than using a defined date.	Agree with Recommendations	
6.7.5	6. So all members are treated equally.	Agree with Recommendations	
6.7.5	6. There will be more consistency about when a trustee can vote, but at the same time less pressure for members to join by 31st December of the previous year.	Agree with Recommendations	

6.7.5	6. Fairer	Agree with Recommendations	
6.7.5	6. It makes sense to have same "run-in" period for all these participations. By 6 months new members will have received at least one newsletter, so be acquainted with current issues.,	Agree with Recommendations	
6.7.5	6. New members should have the humility to watch silently and ascertain the workmanship [sic] of the trust before contributing their views. There is nothing like experience!	Other	
6.7.5	6. I understand the need for this... But new members need a clear date after which they will be allowed to vote and should be encouraged to offer their thoughts and expertise from the start. They should not be made to feel that they are on probation!	Agree with Recommendations	
6.7.5	6. It seems sensible that new members have been with the trust for 6 months.	Agree with Recommendations	
6.7.5	6. Risk that the new members may join for the benefits it brings. Also a 6 month period would bring greater appreciation of the trusts values and objectives.	Agree with Recommendations	
6.7.5	6. It would give new members a good sense of how the governing body worked and increase their aptitude in the event concerning. The consultation draft reads to me as a very clear and judicial document relative to the objectives of the John Muir Trust. Throughout the years of my relationship with the trust I have appreciated it's purpose and progress in it's objective. Which demonstrate the effectiveness of both it's governance and the professionalism of it's working staff and volunteers. I therefore firmly support the approach now being evident about ongoing management and control. My apologies for not very legible writing, but after a busy day it is done on my knees, while listening	Agree with Recommendations	

	to peaceful music on the radio. *At the moment I cannot recall my membership subscription date and amount and would be very pleased to be reminded.		
6.7.5	Please see pages 5 and 6 attached hereto. A PDF of this form and attachment can be supplied on request. Thank you for the opportunity to comment. Voting and related matters Art. 6.7.5 (Q6 refers). The qualifying period for (a) and (b) in Q6 should run from the date of subscription payment to the date of the General Meeting to which the vote or election is attached, and this should also apply to voting in a members' ballot under Art. 6.12. For (c) and (d) of Q6, we would prefer that (consistent with Art. 8.2.5) the qualifying period ran from the date of subscription payment to the deadline for nominations.	Amend Article	
6.7.5	6. It tidies up an anomaly from what I can understand.	Agree with Recommendations	
6.7.5	6. As an absolute minimum. To stand for an election. I feel the new member needs more time to gain experience of the trust and to show commitment to it.	Agree with Recommendations	
6.7.5	6. Prevents temp member for one off vote.	Agree with Recommendations	
6.7.5	6. Shows commitment to trust.	Agree with Recommendations	
6.7.5	6. Would also favour a longer period e.g. 1 year.	Amend Article	
6.7.5	6. Consistency.	Agree with Recommendations	
6.7.5	6. On balance, a six month qualifying period before a member can participate in governance matters seems fair.	Agree with Recommendations	
6.7.5	6. It ensures a consistent approach in all four areas. Six	Agree with Recommendations	

	months is also a reasonable period of time.		
6.7.5	6.This gives more clarity.	Agree with Recommendations	
6.7.5	Regarding part 6, relating to a qualifying period of 6 months before a member can participate in for actions. It seems to me to me to be unreasonable to allow a new member to vote in general meetings and trustee elections straight away, but have a qualification period(es 6 months) In order to nominate a candidate for election or stand for election oneself. I don't have the inconsistency to be an important barrier. However I ticked yes because ticking no would presumably have been seen as a no vote for any period of qualification.	Amend Article	
6.7.5	Further to point 6 on previous page, It sometimes appears that there is suspicion that a nominee has already been selected by other trustee members. Become a member then next year we will nominate you to be a trustee. As possible trustees should be from diverse backgrounds and talents, I realise this is not always possible, I therefore think to prevent any perceived bias in trustee recruitment there should be at least one year qualification period.	Amend Article	
6.7.5	6. Continuity across the 4x actions and presumably easy to manage. Section 2: No further comments.	Agree with Recommendations	
6.7.5	6. I'm always in favour of simplifying rules and regulations, avoids confusion! One rule for all four actions. Simple!	Agree with Recommendations	
6.7.5	6. This is a reasonable time for new members to meet other members and trustees and to access how they or other members are best suited to help the trust. Section 2: All is fine with me, thank you.	Agree with Recommendations	

6.7.5	I am very supportive of the process of updating the articles. Please, however, see my more detailed comments on draft articles 6.7.5 and 5.4.4 in my answer to consultation question 6.	Agree with Recommendations	
6.7.5	6.7.5. I disagree and would remove this.	Amend Article	
6.7.5	The 4 action are all important and should not be undertaken frivolously.	Agree with recommendations	
6.7.5	6.7.5 and 5.4.4 I strongly agree that the six month qualification period should be adopted for all 4 reasons. This will help to ensure genuine intentions and commitment and avoid the potential risks of entryism.	Agree with Recommendations	
6.7.5	6.7.5 and 5.4.4 I strongly agree that the six month qualification period should be adopted for all 4 reasons. This will help to ensure genuine intentions and commitment and avoid the potential risks of entryism.	Agree with Recommendations	
6.7.6	6.7.6. "patron" does that mean "honorary patron" as defined in section 4 or are there other non-honorary patrons? General: most of the requirements (i.e. mandatory) in the document are preceded by the word "shall", which is clearer. But in a few places the word "must" is used. Is there a reason for this? Does "must" declare that the requirement is NOT mandatory? Ditto the use of the word "need" or "need not" in several places. with differently coloured text, but no indication of what the colours indicate.	Linguistic Amendment	
6.7.6	6.7.6. "patron" does that mean "honorary patron" as defined in section 4 or are there other non-honorary patrons? General: most of the requirements (i.e. mandatory) in the document are preceded by the word "shall", which is clearer. But in a few places the word "must" is used. Is there a reason for this? Does	Linguistic Amendment	

	"must" declare that the requirement is NOT mandatory? Ditto the use of the word "need" or "need not" in several places. with differently coloured text, but no indication of what the colours indicate.		
6.7.6	ART 6.7.6 – It is unfortunate that patrons are referred to before the process of appointing them is introduced – a cross reference to ART 14 might help.	Query/Clarification	
6.7.6	6.7.6. A person is referred but no definition given, nor in definitions schedule iii. Is a definition required?	Query/Clarification	
6.8	ART- 6.8 – Replace ‘his or her’ with ‘their’. Ditto 8.3.1, 3.4 etc.	Linguistic Amendment	
6.8.3	Article 6.8.3: Unnecessary Proxy instructions. Should this clause end by specifying “on behalf of that Member”? Someone may be carrying Proxies on behalf of more than one Member and/or be a voting Member in their own right. This would clarify that it is only the Proxy rights of the Member who does in fact attend that they cannot use, and that they may still “act, speak, or vote” to represent any others.	Amend Article	
6.9	Arts. 6.9 and 6.10. We cannot see any mention of the procedure for putting a resolution on the agenda of a General Meeting in the first place. We would suggest following the principles of the current Art. 47, perhaps clarifying the meaning of “proposed by the members and accepted onto the agenda”	Linguistic Amendment	
6.9	Voting - Clauses 6.9, 6.10 & 6.11 “Should there be specific reference to voting process where a meeting is held online” particularly with regard to two members using the same electronic link?	Query/Clarification	
6.9.3	"In Art 6.9.3 and Art 6.10.3 replace the word ""chairman's"" with ""chair's"" - we have accepted the		

	use of the term ""chair"" (lower case 'c') as a noun relating to the person chairing the meeting in e.g. Art 6.10.3 - ""the chair of the meeting""		
"	Linguistic Amendment		
6.10.1	It may be antidemocratic to permit a small minority at a General Meeting to demand expenditure on a ballot, but it is democratic to permit all members (whether able to attend the General Meeting or not) to participate in decision-making about fundamental matters. We would suggest the following. • A Special Resolution under Art. 6.10.1 (b) or (e), or possibly also about amending the Memorandum (which includes and enlarges on the Charitable Purposes), must be put to a member ballot. However a debate at a General Meeting prior to holding the ballot may be of value.	Amend Article	
6.11	Voting - Clauses 6.9, 6.10 & 6.11 "Should there be specific reference to voting process where a meeting is held online" particularly with regard to two members using the same electronic link?	Query/Clarification	
6.11	Schedule 4 part/ subclause (e)- should the reference to subclause (e) actually say subclause(d)? /Art6.6.1 -Does the wording present in person, cover general meetings done over zoom/ MS teams? Also other sections of article 6 which refer to physical presence esp.6.11 and 6.12	Linguistic Amendment	
6.11	Art 6.11 & SOs on proxies: it appears that SOs only allow ALL proxy votes held by a member (including the chair) to be counted if there is a counted vote, in which case, it is potentially unfair to raise the bar for a counted vote; alternatively SOs could be amended to provide a protocol for members holding more than one	Amend Article	

	proxy vote (e.g. given a card stating number of votes).		
6.11.1	6.11.1. it is not clear why c included, since 10% of all members will always be greater than 5!	Query/Clarification	
6.11.1	ART- 6.11.1 – Under what circumstances would c) apply instead b)?	Query/Clarification	
6.11.5	Art. 6.11.5. Is this appropriate in the case of a Special Resolution requiring a 75% supermajority for approval?	Query/Clarification	
6.12	Art 6.12. This procedure is specific to Special Resolutions. Is this change from the existing Art 14.1. deliberate? Art. 6.12. Where a ballot of all members takes place: . There should be a prescribed procedure for briefing members about the arguments for and against the resolution, and perhaps any key points raised in debate. The draft minutes of the 2019 AGM provide a benchmark for such a procedure. . The explicit requirement (at existing Art. 47) for a 75% supermajority (of members voting) should be extended to approval by ballot of any Special Resolution (making Art. 6.12.5 superfluous), and should be restated in Arts, 20 and 21.1. Art 6.12. (Q5 refers).	Amend Article	
6.12	Any other Special Resolution may be handled broadly as proposed in draft Art. 6.12. "One-third" (which is 33.33%, not 33%) at Art. 6.12.1 (b) seems excessive; we would favour a compromise of "one-fifth".	Amend Article	
6.12	Schedule 4 part/ subclause (e)- should the reference to subclause (e) actually say subclause(d)? /Art6.6.1 -Does the wording present in person, cover general meetings done over zoom/ MS teams? Also other sections of article 6 which refer to physical presence esp.6.11 and 6.12	Linguistic Amendment	

6.12	Art 6.12: it's truly ironic that the request for a ballot of all members at the 2019 AGM is what led DIRECTLY to this consultation; the demand for a ballot led to negotiations for its withdrawal, and this consultation resulted from those negotiations. I think 5% members present (person or proxy) should remain.	Amend Article	
6.12.1	The references to the resolution – I had to look this up on the JMT website. Relevant designation and pages relevant to are inaccurate throughout. Why? FOR INSTANCE 5 conditions for a ballot of all members at a general meeting. Indicated at 6.12.1 page 15- Actually at page 11. Also, nowhere is there an explanation of what is a special resolution – I had to look on the JMT website.	Amend Article	
6.12.1	"6.12.1 The current figure of 5% is really too small and not substantive. I agree that the recommendation of 33% is much better and would be more democratic and just.		
"	Agree with Recommendations		
6.12.1	6.12.1(b) retain at 5% of members. Not a "standard" part of articles. Existing article is what had guaranteed full consultation on new articles with all members (was a precondition of withdrawing the demand for a ballot in 2019). Shame to throw baby out with bathwater.	Amend Article	
6.12.1	5. There is a high risk of giving into populism I fear J.M.T is at high risk of losing its wildness focus and expertise. Why on earth you sent me a rainforest document when you could use email? I'm distressed by the hypocrisy	Query/Clarification	
6.12.1	5. 5% is too small a number to be a valid representation but 33% is too large 20/25% is much better...	Amend Article	

6.12.3	"I may be missing the purpose of or lacking understanding, but		
Art 6.12.3, line 3: Should 'Article 6.11.1' be 'Article 6.12.1'?			
I'm sorry but I have not read the whole Consultation draft. The above are queries from the sections I have read.			
Best wishes for all you do standing up for wildness and wilderness.			
Rob Horton."	Query/Clarification		
6.13.4	ART- 6.13.4 – Why may written resolutions not be used in this way? Members should be able to remove trustees in whom they made lost confidence, and not all will be able to vote on resolutions at general meetings.	Query/Clarification	
6.13.5	ART 6.13.5. Not clear what "other appropriate electronic means" are, but as not all people use social media, it would be not be appropriate only to use that. (Also 6.13.6b.)	Query/Clarification	
6.13.7	Article 6.13.7. Where the board rejects a resolution and provision should be made to make the board accountable for a decision at the next general meeting and send written communication to all members on the matter.	Amend Article	
7.1	Article 7.1 Why no mention here that the Charities Act also limits the power of directors?	Query/Clarification	
7.1	Art 7.1: should this not refer to the Charities Act as well as the Companies Act?	Query/Clarification	
7.2	Article 7.2. This article is in the form of a sentence containing a rather complex set of "branches" signified by the use of words such	Amend Article	

	<p>as 'or' or 'nor'. In such a case, it is necessary to follow each possible branch to verify that it makes sense. I believe one such branch, if expanded, would read as follows: "A special resolution shall not require the Board to refrain from acting in a manner which would be incompatible with their duties under... (the relevant acts)". This is otiose: the board already knows it should not act in the manner. I suggest, at least, that the words 'or refrain from acting' should be deleted. 2.</p>		
7.2	<p>Article 7.2. states that the board may not enact a special resolution if it conflicts with this legislation, for example. Are there any other relevant statutes? Should it not read 'if it conflicts with any statute'?</p>	Query/Clarification	
7.3	<p>Allowing the board to co-opt three members could facilitate entryism, and perpetuate power taken by a faction. Delegation of powers to a subcommittee under 7.3. should be time limited to one year and any decisions taken under delegated powers should be repeated to the next board meeting and to the chairman within say one week. Sub committees should have a majority of trustees (or maybe a minimum of two plus present at any meeting) i.e. 7.3.3. not less than two trustees, with at least two present at each meeting. Comment: One could foresee a sub committee, possibly with no trustees present, taking decisions under delegated powers, of which were the board was unaware until it was too late to rectify or avoid unfavourable publicity.</p>	Amend Article	
7.3.1	<p>Delegation 7.3.1 and 7.3.3 If powers are delegated to subcommittee which can caution/ Disagree - consist of one trustee and a.n.o the a.no. The a.n.o could have too much influence/power of decision and so a ratio of 2.1 would be preferable./ Trustees 8.1 see item 1.6 caution/ disagree / Vice chair 9.3 requires</p>	Amend Article	

	<p>perimeters caution disagree/ 9.3 requires perimeters caution/Disagree/ Cenorum [sic] 12 If co-opted trusted in time, I feel that they should caution/ disagree not to be included in the quorum tally. Thank you for the consultation.</p>		
7.3.3	<p>Delegation 7.3.1 and 7.3.3 If powers are delegated to subcommittee which can caution/ Disagree - consist of one trustee and a.n.o the a.no. The a.n.o could have too much influence/power of decision and so a ratio of 2.1 would be preferable./ Trustees 8.1 see item 1.6 caution/ disagree / Vice chair 9.3 requires perimeters caution disagree/ 9.3 requires perimeters caution/Disagree/ Cenorum 12 If co-opted trusted in time, I feel that they should caution/ disagree not to be included in the quorum tally. Thank you for the consultation.</p>	Amend Article	
7.3.3	<p>Trustees 8.1 see item 1.6 caution/ disagree / Vice chair 9.3 requires perimeters caution disagree/ 9.3 requires perimeters caution/Disagree/ Cenorum 12 If co-opted trusted in time, I feel that they should caution/ disagree not to be included in the quorum tally. Thank you for the consultation.</p>	Other	
7.3.4	<p>7.3.4. It should be made clear that decisions shall not be selected by the board</p>	Linguistic Amendments	
7.4.1	<p>7.4.1 The number of trustees never be fewer than 12, as opposed to 5, this keeps the balance of elected and for opted Trustees in a realistic balance and is in line with proposal for 8.1.1 7.1+7.2 I believe the board should seek the support of member's preferably at AGM or ELM. To acquire a lease a property for the general purposes of the trust. Out with an EGM or AGM the board may seek support of members by email or post, This would assist members to be able to feel more involved with the Board.</p>	Amend Article	

7.4.1	7.4.1. and 8.1. are inconsistent - "neither fewer than 5..." and "up to 12". The latter can be less than 5.	Linguistic Amendments	
7.4.1	"7.4.1. I don't understand the "16". That seems inconsistent too."	"	Linguistic Amendments
8.1	Section 2: I may be {illegible} , but I cannot understand your referencing system. fortunately you have used red highlighting to draw attention to the relevant area. To take the first sample: 8.1. Comparison of board, page 14: why not "page 14"? I also find the draft version in the extreme, but perhaps this is typical of documents of their kind. It is interesting to note that it is considered necessary to state that any trustee must cease to be a trustee if he or she dies (8.5.10).	Other	
8.1	(1) Re: 8.1 Composition of the board. I am fully in favour of the proposal to co-opt trustees, but would strongly recommend a higher ratio of co-opted trustees (similar to NTS). My suggestion would be up to 10 individuals elected as Trustees by the members and up to 5 individuals Co-opted as Trustees. (2) Re 4. General Structure of the Trust: the structure should comprise three elements: Members, Trustees and Staff. The role of staff, particularly in recommending policies and strategy to Trustees needs to be recognised and specified.	Amend Article	
8.1	Art 8.1: a transition plan from current make-up of the board is needed Art 8.2.2: how many trustees return after a 1-year gap? If it is a regular occurrence, then this change MAY be worthwhile, otherwise it seems unnecessary.	Query/Clarification	
8.1.2	8.1.2 while co-opted trustees make it easier for the board to fill a perceived skills gap, but it is less democratic. I welcome the limitation of service to the next AGM but that may then exacerbate another skills	Amend Article	

	<p>shortage. The trust was listed with 3x7 trustees and considered very hard before reducing this to 3x5. Further reduction (at least of continuity) could put more strain on each board member and restrict the sort of person who is able to stand.</p>		
8.1.2	<p>8.1.2 I agree that the Board should have the power to co-opt up to 3 members as this may prove to be beneficial in terms of adding specialist expertise and skills for specific reasons or purposes.</p>	<p>Agree with Recommendations</p>	
8.2	<p>8.2 Elected trustees – I recognize that finding suitable experienced lands dates to act as trustees is challenging. I am suggesting that the board considers a maximum of 3 consecutive terms of office however, any proposal for re-election must advise the membership that the performance of the trustee has been renewed and that remain independent of mind, exercise sound judgement and continue to be effective in the role. Note my proposal is consistent with good practice in the charity section.</p>	<p>Amend Article</p>	
8.2	<p>8.2 Elected trustees 8.2.5 Qualifying period of membership before study as a trustee In past elections for trustees I and several members have been concerned that some candidates have only a very short period of membership for the trust. I would like to propose that there is minimum qualifying period of 12 months membership of 12 months before a candidate can put themselves forward for election. Candidates through professional /academic/ conservation work and interests may have a use of contribution to make as trustee. A qualifying period of 12 months would enable them to familiarise themselves with the Trusts work and membership - This relates to the requirement to have 5 ul 2 contribution to make as trustee. A qualifying period of 12 months would enable them to familiarise themselves with the Trusts work</p>		

	and membership - This relates to the requirement to have 5entryism however benign. Trusteeship should not come to be seen as a perk / retirement option or platform to lobby for personal or vested interests. Candidates need to show a real commitment to the aims of the trust and they should do that by first joining and becoming a member for 12 months.		
8.2.2	8.2.2 I have left question 2c herein blank as I am undecided. Your proposals seem to me to mean there would be a 10% of chopping and changing and a lack of continuity among the trustees which I would not have thought beneficial. You do also seem to be asking for the new trustees quite often (5 in your accompanying letter) is it easy to get a new trustee of the right sort? As however the board is supporting the new proposals -they must presumably be thought to bean improvement on the present arrangements. I would be interested to know the reasoning behind them.	Query/Clarification	
8.2.2	8.2.2 Two consecutive terms is a substantive amount of time and also a sufficient amount of time and should enable a Trustee to be effective and make a positive contribution to the work of the Trust. I also think the gap before standing for election a second time should be two years. This would allow a better opportunity for the Board to be properly refreshed and enable a better evaluation of the overall progress of the Board.	Amend Article	
8.2.2	5.3.2 and 8.2.2 longer periods of being ineligible to stand will result in able people losing interest and being lost to the board.	Amend Article	
8.2.2	6. But the consultation draft articles are not watertight here. (I am alerting the trust to this problem as I see it, but not on page 4). It would have been	Query/Clarification	

	<p>helpful in answering the questions here to have had from the trustees information about past experience. e.g. at 2(c) Has the trust found getting nominees to stand easy or difficult? If difficult, why force trustees out for 1 or 2 years? (d).</p>		
8.2.2	<p>At 3(e), how often has "current practice" had to be used? as 4(f), what do current trustees think? at 5, how often do ballots been demanded in the recent past? Were many unsuccessfully demanded by only a relatively small minority? I could then have answered in a more informed way. Thank you.</p>	Query/Clarification	
8.2.2	<p>Art 8.2.2: (Trustees Art, 8.2.2.) This appears to permit an Elected Trustee to serve one term (years 1-3), take year 4 off and then serve two further consecutive terms in years 5-10. Is it desirable and/or practical to prohibit this?</p>	Query/Clarification	
8.2.2	<p>Ref point of page 2 (article 8.22) I would recommend the gap be moved from 1-3 years. This would be in line with length of trustee term.</p>	Amend Article	
8.2.4	<p>Art. 8.24 (Q3e refers). If the number of supporters required is to stay at 5, the "current practice" described at Q3 appears to have great importance. But can Trustees actually implement this approach consistently, fairly, ethically and in accordance with data protection legislation? If not, perhaps reducing the number of supporters required would be preferable.</p>	Amend Article	
8.2.4	<p>I and I suspect many members, am not qualified to comment on the detail of the articles, beyond the general intention. However, I emphasise my support for the '5' option. (Article 8, but specifically 8.2.4.) The trust is a valuable and tempting asset and to assure it's continuing commitment to the purposes in clause 3 it is important that the C.Vs and the motivations of members aspiring to be trustees</p>	Agree with Recommendations	

	are closely examined (as those proposing and seconding). The more “eyes on”, the better and safer.		
8.2.4	ART 8.2.4. “[x]” to read 2 ART 8.2.5. “six months” to read twelve months.	Linguistic Amendments	
8.2.4	8.2.4 If the supporter numbers require remains at 5 JMT should make it explicit in trustee calls that they’re able to help introduce potential candidates to potential supporters in order to remove perceived barriers to standing for those who are not well networked within JM /	Amend Article	
8.2.4	8.2.4 - five proposers is an easily met target for anyone serious about serving on the board - as has happened over the years, staff/existing trustees are quite approachable. It acts as a check to prevent someone coming with no contact with the trust.	Agree with Recommendations	3e
8.2.4	Art 8.2.4: this consultation does not give any option for "other" (contrary to what was said in the meeting)! I agree that 5 is too high but I think 2 is too low and would prefer 3; the election process should also indicate to members how they may solicit help in finding nominators; the process of talking to existing trustees (for example) can be very beneficial for candidates.	Query/Clarification	
8.2.4	8.2.4 Nomination of trustees / number of supporters. I believe it's important to have wide support so have gone for 5 supporters but would like the informal arrangement of introducing potential trustees to potential to be enhanced and publicised. As a member based in the West Midlands I feel remote and disconnected. Sometimes it looks as if the trustees are nominating each other, sometimes it looks like the candidates have had to get friends and family to join to nominate them. I'm not sure how to involve and network remotely	Amend Article	

	<p>but maybe there could be a trustee led on-line forum where potential trustees and interested members could get to know each other. I am happy to stay at 5 supporters but would like there to be an enhanced pathway for potential trustees to ensure fair access for all members to become trustee nominees.</p>		
8.2.4	<p>Article 8.2.4 the number is missing.</p>	Linguistic Amendments	
8.2.4	<p>8.2.4 I strongly support reducing the number of supporters that a candidate has from five to 2. The rationale for this proposed change (i.e. that it is very difficult for many members to personally know five other members) is correct. Having such a high requirement of 5 supporters at present certainly makes me think of 'cronyism' rather than 'entryism'. With the present system it is certainly possible to develop a perception that there is a circle of nominators and Trustees on reading documentation relating to elections. While I understand, value and appreciate the work done by Trustees with the system as at present members can feel excluded from the opportunity to become a Trustee. This in turn means that the Trust is restricting the potential benefits of the many diverse skills of its membership. On a personal note having been a member and supporter of the Trust for very many years (over twenty I think!) I do feel a sense of annoyance and exclusion as a result as I would consider standing for election but by virtue of the fact that I do not know five other members I simply cannot do so. I have skills in a range of areas from senior leadership in education to environmental education in a wide range of contexts that I would like to be able to use for the benefit of the Trust but I cannot do so. I was unaware of the informal system that is in operation of being 'put in touch' with potential supporters but unfortunately that does not</p>	Amend Article	

	<p>seem like a very genuine or fair way to obtain supporters and again could appear as 'cronyism'. I do feel that there are many other members who may feel the same way. As a committed and long term supporter of the John Muir Trust the current rules around Trustee nomination seem to clash with the overall robust values and principles of the Trust. While I understand that originally the rules will have been established for good reason it is good to see that they are now being evaluated.</p>		
8.2.5	<p>Art. 8.2.5. Should this specify that an individual covered by Art 8.5.3 may not be a Trustee Candidate?</p>	Query/Clarification	
8.2.5	<p>Q3 -8.2.5 referenced - - 8.2.4 p14 in cancellation copy.Q5Protest at an AGM and required to support a call for build. Recognise and accept the need for co-optees, forgo casual vacancies. There should be consistency of treatment on the periods, especially how to post –terms from entry are taken into account. Accept that co-option may be used to enable valuable skills to be retained for next team.</p>	Amend Article	
8.2.5	<p>Trustee Term I think first term should be 4 years, the second 3 years. Gap should be 3 years before be nominated again.</p>	Amend Article	
8.2.5	<p>Draft Article 8.2.5 I think that two “candidate supporters” are enough, making it easier for an outsider with a genuine interest in serving on the Board to get his/her name put forward.</p>	Agree with Recommendations	
8.2.5	<p>Article 8.2.5 - It is clear that Equality, Diversity and Inclusion are becoming very important factors in the governance of all organisations, and perhaps especially in charities which have transparency and work for the common good. I presume that JMT has an EDI Policy, but I don't know. Regarding diversity, there is now plenty research which shows that a diverse Board is a more</p>	Query/Clarification	

	<p>effective Board. There are many types of diversity, but the ones on which most concentration is given are gender, ethnicity and age. I expect that JMT does not score well on these factors at Board level, although it perhaps does more so in its staff team. The Scottish Government announced a few years ago is policy of '50:50 by 2020', expecting Boards to have achieved having, or made significant moves to have, 50% women on each Board by the end of this year. As Convenor of the Scottish Grantmakers (an umbrella organisation for about 50 of the top grant-making trusts and foundations in Scotland), I see clearly – and increasingly - that one of the qualifications for a successful funding application is a demonstration of a diverse Board. Diversity within an organisation's Board also encourages more diversity in its membership, because it shows that barriers to access have been reduced or removed. In contrast there are still barriers at JMT – such as the need to source 5 members to propose a Trustee. I considered becoming a Trustee some 15 years ago, but I was put off by this requirement which made me perceive JMT as a well-guarded gentlemen's club, and I was concerned that I would be wasting my time, energy, enthusiasm and experience in such an environment.</p>		
8.2.5	8.2.5 - I welcome the 6-months membership requirement;	Agree with Recommendations	3e
8.2.5	<p>The Question's reference to Article 8.2.5 on p17 I assume by context to in fact mean 8.2.4 on p14, and that the placeholder [x] will be replaced according to the outcome of this Question.) General: It would have been useful if it were clearer in what ways the draft Articles have been amended from the previous/current version. There are a few places with differently coloured text, but no indication of what the colours indicate.</p>	Query/Clarification	

8.2.7	8.2.7 Penultimate sentence says "Returning officer being Sole judge" /10.3Should this also state that no paid employee be a trustee?13. States that the minister secretary may receive a salary etc but should this also be stated for the company secretary CEO and returning officer.	Query/Clarification	
8.2.7	Art 8.2.7: typo in line 9: delete 'be'	Linguistic Amendments	
8.2.7	Art. 8.27. Should the Returning Officer (ideally, if practical, after consulting the Board) have power to disqualify an individual obviously covered by Art. 8.5.4 from being a Trustee Candidate?	Query/Clarification	
8.2.9	8.2.9 Voting -must maintain postal option for members to vote, have been disenfranchised(as have to be able to vote by post, documents sent to me by 2 other organisations recently, are of which was a charity with new articles and standing orders!	Agree with Recommendations	
8.2.10	Comment 1) Schedule 4, Part 1(e) > I believe that the reference to "sub-clause (e)" should be to "sub-clause (d)" instead. Comment 2) Schedule 4, Part 1(f) > the definition of RV is confusing (particularly using the "initial number" N which seems to have no purpose). A better description would be as follows > "the reduced value RV is calculated as follows (where TV S is the surplus) as $RV = S / TV$ "	Linguistic Amendment	Schedule 4
8.3	Art. 8.3. Should this specify that an individual covered by Art. 8.5.2 or 8.5.3 may not be co-opted as a Trustee?	Query/Clarification	
8.3	Art. 8.3. The immediate or early co-option of a recently retired Elected Trustee might be seen as contrary to the intention of Art. 8.2.2. We propose an additional rule that, where an Elected Trustee retires at an AGM under Art. 8.2.2 (or in the "year" leading up to the AGM in which they would have had to retire): the Board may	Amend Article	

	co-opt that former Trustee during the next "year" if an ordinary resolution authorising such action is approved at the AGM or at a subsequent General Meeting: . but otherwise that former Trustee may not be co-opted until after the following AGM Other Art. 11.2.2 (and Schedule 1).		
8.3	Specific Point 1 (see draft 8.3): there is no definition of (or other reference to) the term Skills Matrix - the provision is therefore meaningless.	Amend Article	
8.3	"8.3 The stipulations set out for co-opted Trustees are fair and I do not consider that these would negatively impact on the work and decisions of the elected Trustees.		
I do think that when someone is co-opted to the Board that, in the interests of fairness and transparency, a communication about this explaining who the member is and why they have been co-opted should be issued to all members of the Trust."	Agree with Recommendations		
8.3.1	Art 8.3.1 is too loosely drafted. Who decides what 'exceptional circumstances' are? ""Would be expected""... By whom? The Board, I suppose. But then the Article ought to make this clear.	Linguistic Amendments	
8.3.4	8.3.4. In this article we have reference to the position of Acting Chair; elsewhere an Interim Chair is referred to. Are these the same positions? If not, how are they different? They are not given in the list of definitions in Schedule 1. 3.	Query/Clarification	
8.4	(8.4) Casual vacancies should be filled by members. I accept the need to differentiate between the roles of staff and trustees, but suggest there is consultant treatment on any transition.-a one	Amend Article	

	year gap between leaving employment at trust and nomination as a trustee. Overall welcome proposed changes and thought/ expertise that has gone on recommendations. Ask that members are encouraged to actively seek more diverse and younger		
8.4	8.4 casual appointments to the board should be confirmed at the next AGM. At that AGM they should fill the remainder of the rotational slot.	Amend Article	
8.4	Art 8.4: this gives too much power to appoint anyone for up to 3 years without being validated by members; such an appointee should be confirmed (or not) by members at the next AGM, in the same way that a co-optee would (the difference being that they would then remain on the board only for the remainder of the term they are filling).	Amend Article	
8.4	"8.4 Casual vacancy of Trustee. New article doesn't require that the individual must be a member! Individual filling casual vacancy could serve 3 years, whereas co-opted can only serve one year max. Inconsistent. Non-democratic. Suggest either remove or reduce term to next AGM.		
"	Amend Article		
8.5.6	8.5.6 Topical Forums are not defined	Other	
8.5.8	Section 2: Just a typo noted, Art 8.5.8. delete "been". I have no other comments.	Linguistic Amendments	
8.5.8	Suggest that the word "been" be deleted from point 8.5.8. "i.e. is considered by the board to have brought the trust who disrepute etc."	Linguistic Amendments	
8.5.8	Art 8.5.8: typo in line 1: delete 'been'	Linguistic Amendments	

8.6	Clause 8.6-11.3 I think there is some confusion between conflict of interest and personal interest. So long as these are declared I see no good reason for distancing such Trustees from participation in discussion not necessarily, one with a personal interest from voting.	Query/Clarification	
8.6.1	A8.6.1. Suggest including conduct which adheres to the equality act 2010. A 1.2. Why not provide the actual address of the registered office?	Query/Clarification	
8.6.2	" Art 8.6.2 (d) (ii), first word: Should 'where' be 'unless'?		
As it stands it does not make sense to me, but with 'unless' I don't know what duties would prevent disclosure or refraining from participation."	Linguistic Amendments		
9.1	ART 9.1. The mechanics of how this election is conducted should be specified.	Query/Clarification	
9.1	Articles 9.1.,9.3. The last sentence of article 9.1. makes no sense; if the vacancy is truly unavoidable, then by definition the board can do nothing about it! But while this could be rectified by replacing the offending word with 'avoidable', I would like to suggest that we need a more structured approach to the possibility of a vacancy, centred around the new position of Vice-Chair introduced in Article 9.3. As that article reads at present, the position seems pretty casually introduced, with no suggestion of how this position would aid the work of the board. I would like to propose that both Chair and Vice-Chair should normally be elected by a newly-constituted board at its first meeting, with the main function of the Vice-Chair being to act as Chair in the absence of the latter for whatever reason, whether casual or more permanent. (I don't rule out the possibility that the Board may find	Amend Article	

	other duties for the Vice-Chair, of course.) I think the size of the board is quite sufficient to justify both appointments, and that the membership would welcome the introduction of a clear line of succession.		
9.1	Art 9.1: what does 'unavoidable' in the penultimate line mean? Should this actually read 'avoidable'? Or should it rather be deleted altogether?	Linguistic Amnedments	
9.1	3f. NB. I am strongly in favour of the trust actually having a vice-chair.	Amend Article	
9.1	Section 2: The provision for a vice-chair is a wise move, I'm surprised that it wasn't included previously.	Agree with Recommendations	
9.1	As 4(f), what do current trustees think? at 5, how often do ballots been demanded in the recent past? Were many unsuccessfully demanded by only a relatively small minority? I could then have answered in a more informed way. Thank you.	Query/Clarification	
9.2	Draft Article 9.2 first comment It is stated here that "The limit on eligibility for re-election as a Trustee in Article 8.2.2 may not apply to the Trustee appointed as incumbent Chair ...". If the intention is to exclude the limit, the "may" really has to be a "shall"; otherwise there would be a situation analogous to Schrödinger's cat! Additionally, the wording "the Trustee appointed as incumbent Chair is clumsy and/or ambiguous. Chairs are, under draft Article 9.1, to be elected, not appointed, and their election is as Chair for some future period, not election as "incumbent Chair". I suggest the alternative wording "The limit on eligibility for re-election as a Trustee in Article 8.2.2 shall not apply to the Trustee currently serving as Chair."	Linguistic Amnedments	
9.2	Draft Article 9.2, second comment – In the words "because, where a Trustee has held office as a	Linguistic Amnedments	

	<p>Trustee for 2 consecutive terms of office, and at that time is Chair, such Trustee can serve for up to a further 2 years, but only if and so long as he or she is re-elected annually as Chair in terms of Article 9.1.” the “because” is inappropriate. What follows the “because” is a prescriptive part of the procedural rules, not an explanation based on something elsewhere. What is needed is an independent sentence. However simply removing the “because” to arrive at “Where a Trustee has held office as such for 2 consecutive terms of office, and at that time is Chair, such Trustee can serve for up to a further 2 years, but only if and so long as he or she is re-elected annually as Chair in terms of Article 9.1” would not be enough. This would harbour a conflict of time periods (the “years” mentioned surely being meant to be “terms of office”) and a chicken and egg situation over (a) the Members in general meeting re-electing someone as Trustee under the exemption from 8.2.2 and (b) the Trustees as a whole later re-electing renewing him or her someone as Chair. I have yet to devise a form of words to meet my concerns here. I will write in separately if I succeed. Draft Article 9.3 I see no need for a definite position of Vice-Chair. Having a Vice-Chair might constrain the freedom of choice when it came to choosing a new Chair.</p>		
<p>9.3</p>	<p>9.3. The term of a vice chair should be no more than 3 years, preferably only two, but always subject to a normal term of trustees term on the board.</p>	<p>Amend Article</p>	
<p>9.3</p>	<p>Article 9.3: Term limits. Given that the Chair must be a Trustee and has the associated term limits, should a similar provision be explicit for the Vice-Chair? Consultation Question 3 refers to a “current practice” of allowing potential Candidates to request introduction to potential</p>	<p>Query/Clarification</p>	

	Supporters. Should this practice be stated, or even protected, in the Articles?		
9.3	9.3 I strongly agree that there should be a Vice-Chair and rather than just for a specific meeting or longer term I believe there should always be a Vice-Chair with the same length of appointment period as the Chair. Most organisations, committees, boards, etc have such a role established within their constitution or Articles of Association. It is practical and ensures the role of Chair is covered in the event of illness, absence for any other reason as well as being a support for the Chair. I agree that the Board members should appoint the Chair.	Agree with Recommendations	
9.3	Vice chair 9.3 requires perimeters caution disagree/ 9.3 requires perimeters caution/Disagree/ Cenorum 12 If co-opted trusted in time, I feel that they should caution/ disagree not to be included in the quorum tally. Thank you for the consultation.	Amend Article	
9.4	Art 9.4: completely unnecessary - who is Chair is nothing to do with the AGM. If the Chair steps down or retires or is forced out, then the Board simply appoints a new chair under Art9.1. There is no need for "interim" positions at all!	Amend Article	
10.3	5.3.2 and 10.3 seem to contradict each other.	Amend Article	
10.4	Section 2: Article 10. Particularly 10.4 This becomes a rather complicated subject for most members to understand. I have not read the accounts in detail, but is there any mechanism whereby monies that are allocated or used can be highlighter to ordinary members, even if only verbally to chose attending on A.G.M? Are trustees required to attend A.G.M.s?	Query/Clarification	

10.4.1	ART 10.4.1. The detail of what constitutes expenses should be spelled out.	Query/Clarification	
10.4.2	Art 10.4.2, line 5: Should it read 'Trust and the member' rather than 'Trust and the Trustee'? Surely line 1 of this sub-article prevents trustees from being remunerated for 'specific services'?	Query/Clarification	
10.4.3	10.4.3. What is the commercial rate of interest? Should it be concisely defined by e.g. tying it to say the bank of England and x % will leaving it as the commercial rate cause argument?	Query/Clarification	
10.4.5	Art 10.4.5: I would prefer the purchase of property from a member or Trustee and the sale of property to a member or Trustee to be specified in separate sub-articles.	Amend Article	
11.1	Typographical Issue. Article 11.1 on page 18 refers to article 11.3 but on page 19 article 11.3 (heading?) is missing although it's sub-articles are there.	Linguistic Amendments	
11.3	11.3. Is there a pre-amble to 11.3? (It goes straight into 11.3.1.). Good effort, this document is usually intelligible for it's genre!	Query/Clarification	
11.3.1	Edit 11.3.1 line 7:delete 2nd whether 11.3.2 Consider provision for temporary chair, when chair required to leave meeting to reflect new 9.3	Amend Article	
11.3.2	ART 11.3.2 – Typographical errors.	Linguistic Amendments	
11.3.2	There is a punctuation issue in Art 11.3.2 - "meeting., where" should be "meeting. Where"	Linguistic Amendments	
11.3.2	Art 11.3.2: something has gone wrong in line 8. The passage beginning 'where a Trustee leaves' should surely be a separate sentence.	Linguistic Amendments	

12.1.1	1. I agree with the proposal to reduce the number of trustees – but not to 12. For board meetings (12) at least 50% of all trustees need to be present (12.1.1.). If the total number of trustees is 12 and 50% are present at a meeting at which a vote is taken, you could end up with a 3/3 split which makes a decision impossible, unless the chairman has a second vote. Having an uneven number of trustees in total would avoid such a split vote. 2. For co-opted trustees, do they have voting rights? It is not clear in the articles of association. In my view they should not	Amend Article	
12.1.1	ART 12.1.1. Article 7.4.1. states that the minimum number of trustees is 5 which makes this Art (12.1.1.) unworkable in such circumstances, as only 3 would be present.	Amend Article	
12.2.4	12.2.4 It is not clear whether trustees include those co-opted when making the request.	Linguistic Amendments	
12.3	ART 12.3 – Consider allowing members to request to observe board meetings, subject to practical considerations confidentiality.	Amend Article	
12.6	12.6 you could think of circulation of meetings of Board minutes among members - easy and no cost nowadays. Insert deadliner into consultation docs.	Other	
12.6	Art 12.6: it would be good to state that minutes will be published for members (unless deemed strictly confidential) as is done currently; it may be useful to introduce a secure member area on the website so that member-only information is held behind a login for members?	Other	
12.6.3	ART 12.6.3. Add "and shall be available to the members".	Amend Article	
12.6.3	Art 12.6.3: 10 years seems too short when you consider the	Amend Article	

	longevity of land ownership/decisions/management; I think minutes should be retained indefinitely (under the "legitimate interest" basis of the GDPR).		
12.8	6. Again, Standing Orders are referred to in Schedule 1 as being defined in Article 12.8 but they are not in fact defined, but only referred to in Article 12.8.	Amend Article	Schedule 1
13.1	13.1 If these secretaries are not a single person, at least one of them should be appointed.	Query/Clarification	
13.2	Art 13.2: as a matter of grammar, 'only do so if' in the last line should read 'do so only if'	Linguistic Amendments	
13.3.2	ART 13.3.2 – Wording suggests that responsibilities rest with the board, rather than {illegible} officer.	Query/Clarification	
13.3.2	In Art 13.3.2 it would be helpful to understand explicitly whether the Returning Officer can be or must be someone other than a Trustee and/or can be or must be someone other than the Chief Executive	Amend Article	
15.1	15.1. "Reputable bank" change to "ethical bank". JMT should not support a bank that fund deforestation and destruction of natural habitat.	Amend Article	
15.6	Article 15.6 As you are bound to have an auditor because of your size, why now just say auditor here? Article 19 - this would in my view be better placed in Article 1, so it is part of the Membership section.	Query/Clarification	
16.2	16.2 Unless it is stated that notices sent by post must be done so by Guaranteed next day delivery it seems unfair they are deemed delivered the after posting, if it was posted on Friday, 2ND Class it could take 4 or 5 days to arrive, which doesn't give the recipient fair notice.	Amend Article	

16.2	16.2 and 6.13.5 need to be careful that effective communication is used - not everyone looks at the web; Royal Mail cannot deliver everywhere within 24 hours.	Amend Article	
16.2	Art 16.2: next day is too short if post is included; in the current pandemic, for example, delivery times have been extended; 3 days would be preferable.	Amend Article	

Conclusion

In summary, as evidenced by the results stemming from the consultation response to the proposed changes to the Articles of Association, there is overwhelming evidence to suggest that the membership is in support of those suggested changes as outlined by the Trustees of the John Muir Trust. However, Section 2 enabled members to review existing and revised Articles of Association in more detail, which indicates there is platform for further discussion on the Articles of Association beyond the proposed changes. As the results indicate there was very little discrepancy between postal and online surveys.

Authored and published by Civica Engagement Solutions
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