

John Muir Trust governance consultation: 2020/21

Register of Members' specific comments to the draft Articles with Trustees' responses

In addition to the various substantive changes made to the draft Articles following the consultation a number of minor editorial changes have been made throughout for improved clarity and consistency.

Article	Comment	Code	Board Position/ Action Taken
1	Schedule 1 definitions -should include wild places those present at meetings - why is there a definition of directors 1 cannot find any reference.	Definition Directors/Trustees	(1) recommend no change. There are various terms involved in our remit. Better left to subsidiary documents (2) No change, the term 'Trustees' is used in JMT for directors. Schedule 1 contains all the Definitions
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.	Patrons	(1) Agree to define Patron in Schedule 1 (2) Agree to use 'Patron' rather than 'Honorary Patron' throughout, incl. Table of Contents.
2	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.	Role of CEO	No change. The CEO does normally provide a report at the AGM; the Trust's forward programming is done via the corporate strategy.
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.	Powers	No change.
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.	Purposes	The Board have reviewed the Charitable Purposes (formerly called 'Objects'), consider them to be adequate, and have decided to leave them unchanged.
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	Purposes	The Objects have been checked and are correct.

	any counterpart of the objects clause in original Memorandum of Association (which, under the Companies Act 2006, had become part of the Articles).		
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.	Purposes	No change required.
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.	Purposes	The Trust's geographical scope has expanded to England & Wales over the years. Has not been stated since 1983 inception and is considered appropriate to continue as is. As indicated under Art 1 (1) terms such as 'wild land' are best covered in subsidiary documents.
3.1.2	ART 3.1.2. "Preserve" to read conserve.	Purposes	No change. See above.
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 development of these? Or the reintroduction of animals such as, Beaver, Lynx, Sea Eagles etc. Does protection alone cover these?	Purposes	Best dealt with as matters of policy & operational strategy.
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	Purposes	As above.
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.	Purposes	As above.
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)	Purposes	As above.
3.2	Art 3.2 ref Schedule 2/7.3: delete "incidental or" - Trustees should not be empowered	Powers	This is standard wording for SCIO's, reflecting section

	to do anything which is "incidental" to JMT's charitable purposes, surely?		50(5) of the 2005 Act. No change.
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.	Number of Trustees	No change. Members have overwhelmingly supported the Board's proposals re number of Trustees & co-option.
3.2	1.4. My preference is to have an appointed vice-chair at all times.	Vice-Chair	Appointing a Vice-Chair is at the discretion of the Board. Art 9.2 is a power rather than a requirement. No change.
3.2	1.5. My views is that 25% is more appropriate given that special resolutions require 75% majority... 6.11.1.	Counted Vote	See 6.11.1 below.
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.	Powers	This is an important operational issue in any fundraising initiative that is best covered directly on a case-by-case basis, as is the current practice.
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.	Role of Trustees	Agree to replace 'monitoring' with 'overseeing' as this better describes the legal role of Trustees
4.3	"From the laymen perspective often, some context would be useful; E.g. schedule 2 - 4.3. 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"	Powers	No change. These are important issues that fall under the Board's obligation always to act in the best interests of JMT. If members are unhappy with the Board's performance they can limit powers under Art 7.2 and/or raise the issue at an AGM/ EGM.
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.	Staff	No change. Art 5.3.1 and 2 reflect the existing position.
5.3.1	Employees 5.3.1 it is inappropriate for employees to act for a member.	Staff	(1) These roles could potentially put an employee in an awkward position on controversial issues. (2) Agree to remove employee role as Authorised Representative or Named Depute of a Corporate Member.
5.3.1	5.3.1 is too wide. The. Number of corporate members who can do this for a meeting	Staff	No change.

	should be limited to 2. No limit on numbers is too wide.		
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.	Staff	Agree to adjust to 1 year as an appropriate period to give 'clear water' between the two roles.
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!	Staff	See above.
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 restricting a potentially important source of knowledge and talent?	Staff	See above.
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.	Staff	See above.
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.	Staff Length of Service	See above.
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.	Staff	See above.
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.	Staff	See above.
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.	Staff	See above.
5.3.2	5.3.2 and 10.3 seem to contradict each other.	Staff	Trustees and staff have different legal roles; there is no contradiction.

5.3.2	5.3.2 Employees ineligible to become Trustees for 3 years after employment. Correct that an employee cannot be a Trustee. 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.	Staff	See above.
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.	New Member Application	This is a continuation of the present position.
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	The Board agreed to retain the current wording.
5.4.3	5.4.3. Does this need to be fleshed out a bit? What are legitimate reasons for refusal?	New Member Application	No change. This is a continuation of the present position which works smoothly.
5.5.2	Clause 5.5.2 Who devises the life membership subscription?	Subscriptions	No change. Subscriptions are recommended by the Board and agreed or set by the members at each AGM.
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.	Subscriptions	See above.
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.	Subscriptions	The “may” refers to the fact that the subscription may be changed at one AGM but may not be altered at the next.
5.5.4	"5.5.4 and 5.5.5. are inconsistent. these should be combined.	Subscriptions	The wording has been considered and adjusted.
5.5.5	5.5.5. Is there a mechanism of reinstalling lapsed membership?	Lapsed Membership	No change. The mechanism is for a lapsed member to re-apply for membership again.
5.5.5	5.5.5 The Board should not have the power to countermand invocation ref 5.5.4 / 5.8.2 Delete if above is agreed	Subscriptions	Adjustment made.
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.	Hon Membership	No change (there is power to remove in 5.6.3 should the need arise).
5.6.2	5.6.2. "Does not require to pay" to "Is not required to pay". (Or is the intermissive use of	Hon Membership	Changed to “is not required to pay”.

	"require" a speciality of Scots law?		
5.6.2	ART 5.6.2. Honorary members should be entitled to vote.	Hon Membership	New 5.6.3 added to enable an Honorary Member to have another membership and thereby be able to vote in that capacity.
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.	Hon Membership	See above.
5.7	ART 5.7. The register of members must be complicit with GDPR.	Register of Members	No change.
5.8.3	5.8.3. Is it necessary to fit all this para into one clause (Not one 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?.	Cessation of Membership	Agree to split into sub-clauses for easier read.
6	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".	Purposes	Agree no change. Trustees discussed this in depth and agreed climate change / emergency is a cross-cutting theme in the Objects.
6.1	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	Virtual Meetings	Adjustments made to clarify application of sub-clauses.

	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.		
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).	Special Resolutions	6.10 and 6.11 adjusted to provide clarity.
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?	Voting	No change. Adequate provision is included for online meetings.
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)	Special Resolutions	This refers to Article 6.10. The quorum for a General Meeting is expressed in Article 6.7 = 50 members. No change.
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.	Virtual Meetings	See above.
6.2	ART .6.2. Should the AGM not also include a report from the chief executive?	AGM Content	No change.
6.3.2	6.3.2. "initialised", is this work precise enough? Established? May not stand up in law?	EGMs	No change.
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.	EGMs	The reference to 5% is imported from the Companies Act 2006.
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.	EGMs	See above.

	That seems a lot! Why not make it 50 (the same as the {illegible} for all general meeting)? Liz Bibby 14/11/20		
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.	EGMs	See above.
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.	EGMs	Adjusted to clarify procedure per Companies Act 2006 requirements.
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. Why is the requirement here for signing, where as in similar requirement elsewhere the form signed or authenticated is used. The broader definition should apply here too."	EGMs	This is imported from the Companies Act 2006. "signed" changed to "authenticated".
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.	Notice of Meetings New Members Proxies	(1) 6.4.4: this is imported from the Companies Act 2006. No change. (2) 6.7.5: see below. (3) 6.8.1: it is necessary because a proxy does not, in terms of the Companies Act 2006, require to be a member – section 324 prohibits a company from restricting the choice of proxies. No change.
6.5	6.5. it all. "Whom failing", I presume this is formal wording approved in scots law.	Linguistic	It is a common legal phrase. No change.
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.	Quorum	Whilst a percentage is usual, but with such a large membership as JMT has, it makes more sense to have a specific minimum number of members for the quorum. No change.
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	Quorum Virtual Meetings	(1) Revised Schedule 4 supersedes these noted errors. (2). No change. Virtual meeting arrangements are deemed sufficient.

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.	Quorum	See above. No change.
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??	Quorum	The alternative is that another date is found to hold or continue the General Meeting. No change.
6.6.2	6.6.2 Sound like a gm could be postponed indefinitely.	Quorum	The obligation is upon the Board to ensure that a General Meeting is convened - no change.
6.6.2	6.6.2. It is not clear what happens if adjourned meeting is note quorate	Quorum	It is adjourned yet again - no change.
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.	Family Members	Adjustment made (new 7.8.4) to regularize the position.
6.7.5	6. Similar to no.3. Makes sense not to stick to 31 Dec, although may be administratively slightly harder to sort.	?	No change.
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 changes are a good example of how not to do things.	New Members	Significant changes have been made following further Board consideration of these provisions.
6.7.5	6. with the provision that (a) to stand as election co Trustees requires at least 1 years membership.	Co-opted Trustees	See above.
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!!	Voting	See above.
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 it that I feel that a new member of the trust should not be eligible to stand as a Trustees or nominate a Trustee's candidate for the first 12 months of membership *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 Trustees or nominate others for the role.	New Members	See above. .

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.	New Members	See above.
6.7.5	6. O.K. for (b) (c) and (d). Unnecessary long for (a).	?	See above.
6.7.5	6. Recommend longer qualification period (At least a year) before can nominate a member to stand for election as Trustees and 2 years before individual can stand for election.	New Members	See above.
6.7.5	6. People should not be joining JMT for these actions, they are secondary. A qualifying period separates them.	New Members	
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!	New Members	See above.
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.	New Members	See above.
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 be unreasonable to allow a new member to vote in general meetings and Trustees 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.	New Members	See above.
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 Trustees members. Become a member then next year we will nominate you to be a Trustees. 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 Trustees recruitment there should be at least one	New Members	See above.

	year qualification period.		
6.7.5	6.7.5. I disagree and would remove this.	New Members	See above.
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.	Patrons Linguistic	'Honorary' deleted and 'Patron' defined in Schedule 1.
6.7.6	ART 6.7.6 – It is unfortunate that patrons are referred to before the Art 6.5 process of appointing them is introduced – a cross reference to ART 14 might help.	Patrons	See above.
6.7.6	6.7.6. A person is referred but no definition given, nor in definitions schedule iii. Is a definition required?	Patrons	See above. 6.8.7 adjusted for greater clarity.
6.8	ART- 6.8 – Replace 'his or her' with 'their'. Ditto 8.3.1, 3.4 etc.	Linguistic	Adjustment made.
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.	Proxies	It is clear enough that a person can be a member and would then have their own vote and the vote of their proxy-granter. Indeed one person can (and often does) hold multiple proxy votes (especially the Chair). No change.
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"	AGM Agenda	These provisions relate to voting arrangements. Separate provisions (6.2 re AGM agenda, 6.3 re an EGM) cover other procedural aspects.
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?	Virtual Meetings	No change – these provisions will be set by the Board at the time of any voting, and do not need to be within the Articles.
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	Adjustments made.

6.10.1	It may be anti-democratic 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.	Counted Vote Ballot	The provisions re Special Resolutions accord with normal practice under the Companies Act. Separate provision is made in 6.12 for Ballots.
6.11	a clarification sought on why are (a) and (b) added as they are both included in (c)	Counted Vote	Because they follow the terms of the Companies Act 2006.
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?	Virtual Meetings	No change. Such process provisions do not need to be within the Articles (votes done online are in effect a counted vote by a show of hands).
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	Virtual Meetings	Sch 4 has been adjusted. Virtual meeting provisions are included.
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 proxy vote (e.g. given a card stating number of votes).	Proxies	No change, proxy voting applies to all votes and procedures are specified per 6.8.
6.11.1	6.11.1. it is not clear why c included, since 10% of all members will always be greater than 5!	Counted Vote	Companies Act 2006 provides both options (b) and (c).
6.11.1	ART- 6.11.1 – Under what circumstances would c) apply instead b)?	Counted Vote	See above.
6.11.5	Art. 6.11.5. Is this appropriate in the case of a Special Resolution requiring a 75% supermajority for approval?	Counted Vote	It has been clarified that this provision applies to Ordinary Resolutions as Special Resolutions are subject to a 75% majority.
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: .	Ballot	Adjustments made to make it clear the ballot provision applies to Special Resolutions.

	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).		
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".	Ballot	The Board has agreed that the new ballot provisions should provide two opportunities for members to challenge a Special Resolution – the first being the normal one of requiring a negative vote of over 25% of those present in person or by proxy to defeat a Special Resolution, and the second being one which allows a ballot of all members if 30% or more of the members present in person or by proxy at the meeting consider that there is sufficient dubiety or concern about the subject-matter of the Special Resolution; that 30% could include not only those who voted against the motion, but any who abstained and, indeed, any who voted for it who are then persuaded by argument that a ballot would be appropriate.
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	Virtual Meetings	See above.
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.	Ballot	See above.
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.	Ballot	See above.
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	?	No comment.

	wildness focus and expertise. Why on earth you sent me a rainforest document when you could use email? I'm distressed by the hypocrisy		
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...	Ballot	As previous.
6.12.1	Why the provisions of a poll vote in the model Articles of a Guarantee Company have not been followed.	Counted Vote	The difference between a poll vote and a ballot are – (a) a poll vote is a counted vote of the members at the meeting (in person or by proxy) taken at the meeting, which is provided for in Article 6.11 (where the label of 'poll vote' has been deliberately changed here to 'counted vote' because most people don't know what a poll vote is), and (b) a vote by ballot is a written vote of all members taken in writing <u>after</u> the meeting. No change is required.
6.12.3	"I may be missing the purpose of or lacking understanding, but , line 3: Should 'Article 6.11.1' be 'Article 6.12.1'?"	Ballot	Changed.
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.	Written Resolutions	This reflects the Companies Act 2006 – these two categories are expressly excluded from Written Resolutions. No change.
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.)	Written Resolutions	The Board recognize this and will continue to ensure inclusivity on such matters.
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.	Written Resolutions	Effective reporting on any matter significant enough to involve a ballot or written resolution procedure is a key consideration. The most appropriate method will vary depending on the circumstances.
7.1	Article 7.1 Why no mention here that the Charities Act also limits the power of directors?	Board Powers	Addition made.
7.1	Art 7.1: should this not refer to the Charities Act as well as the Companies Act?	Board Powers	See above.
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 as 'or' or 'nor'. In such a case, it is	Limitation of Board Powers	The present wording provides an adequately detailed, logical explanation of the limitations placed upon the

	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.		Board.
7.2	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'?	Limitation of Board Powers	The relevant statutes are the Companies Act and the Charities Act, as stated and defined.
7.24	7.2.4. It should be made clear that decisions shall not be selected by the Board	?	No action.
7.3	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.	Co-opted Trustees	The Board is currently reviewing delegation arrangements through a Scheme of Delegation and the Standing Orders.
7.3.1	Delegation 7.3.1 and 7.3.3 If powers are delegated to subcommittee which can caution/ Disagree - consist of one Trustees 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 [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.	Delegation	See above.
7.3.3	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.	Co-opted Trustees	See above.
7.4.1	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	Number of Trustees	The composition of the Board is covered elsewhere. It is an ongoing matter for the Board to decide what matters require to be put to members, in accordance

	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.		with the Articles and Companies Act.
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.	Number of Trustees	No action -the point of having 5 as the minimum is so that the Board always makes sure that it does not have fewer than 5 Trustees.
7.4.1	"7.4.1. I don't understand the """"16"""". That seems inconsistent too.""	Number of Trustees	No action – “16” refers to Article 9.2 where and if the Chair stays on beyond the usual permitted term for a Trustee.
8	Can the transition from a Board of 15 to a Board of 12 (with up to 3 co-opted) be achieved	Number of Trustees	Transition provision have been inserted over period to 2025 (2022, 2023, 2024, 2025 elections).
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 Trustees must cease to be a Trustees if he or she dies (8.5.10).	Number of Trustees	Noted.
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.	Number of Trustees Co-opted Trustees Staff	(1) Co-option has been extensively discussed and consulted upon. The number of Co-opted Trustees at any time (up to the maximum oermitted) will be for the Board to determine. (2)Staff do not feature in the Articles, other than in Article 13, nor would it be normal for them to be.
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.	Number of Trustees	Transition arrangements now included.
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 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	Number of Trustees Co-opted Trustees	Many charities have a provision for Co-opted Trustees, and find them very effective – as a result, it is now much more normal for charities to include this flexibility.

	who is able to stand.		
8.2	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 Trustees 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.	Length of Term	(1) This has been extensively discussed and the Board has determined that 2 terms are appropriate, with the exception of the chair under certain circumstances, as stated in article 9.2 (as at present). (2) A Trustee performance review is being considered.
8.2	8.2 Elected Trustees 8.2.5 Qualifying period of membership before study as a Trustees 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 Trustees. 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 Trustees. 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 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.	New Members	Following the consultation the Board has determined that six months is appropriate.
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 Trustees 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.	Number of Trustees	Noted - Trustee terms of office remain unchanged and are consistent with good continuity.
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	Length of Service	Noted.

	Board.		
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.	Length of Service	Noted- following consultation the Board has determined that 2 years is appropriate.
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 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).	Length of Service	Noted - the Board has determined that the provisions of article 8.2.2 are appropriate.
8.2.2	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.	Ballot	Noted.
8.2.2	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?	Length of Service	It is for members to determine who is elected to serve as Trustees.
8.2.2	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's term.	Length of Service	No action - the Board has determined that the provisions of article 8.2.2 are appropriate.
8.2.4	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.	Number of Nominees	Noted Thank you for the feedback. - the number of supporters remains at 5 following the consultation. We currently introduce candidates to potential supporters, on request. Regard is had to Data Protection compliance throughout.
8.2.4	ART 8.2.4. "[x]" to read 2 ART 8.2.5. "six months" to read twelve months.	Number of Nominees	See above.
8.2.4	8.2.4 If the supporter numbers require remains at 5 JMT should make it explicit in Trustees 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 /	Number of Nominees	See above.
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	Number of Nominees	See above.

	finding nominators; the process of talking to existing Trustees (for example) can be very beneficial for candidates.		
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 but maybe there could be a Trustees 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 Trustees nominees.	Number of Nominees	See above.
8.2.4	Article 8.2.4 the number is missing.	Linguistic	This was intentional for the purposes of the consultation only. Now confirmed and included.
8.2.4	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 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	Number of Nominees	See above.

	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.		
8.2.5	Art. 8.2.5. Should this specify that an individual covered by Art 8.5.3 may not be a Trustee Candidate?	New Trustees	No action. Article 8.5.3 is about retiral or forced retiral of a Trustee not about a candidate as Trustee. Staff are already excluded from being a Trustee – Article 5.3.2 refers.
8.2.5	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.	Length of Service Co-opted Trustees	The Board considers that co-opted Trustees should not have 'terms'; each is co-opted, at any time of year, to serve until the end of the next AGM; each can be re-co-opted by the Board, up to a limit of six consecutive years (as the case for Elected Trustees), thereby providing the Board with flexibility.
8.2.5	Trustee Term I think first term should be 4 years, the second 3 years. Gap should be 3 years before be nominated again.	Length of Service	Following the consultation the Board has determined that the 'term of office' as defined in Schedule 1 is appropriate.
8.2.5	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 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	Length of Service Number of Nominees	Thank you for the feedback. The present Board composition broadly reflects the demographics of Trust membership. The Board has recognised the need for greater diversity in membership and has established a working group which is developing a strategy to address EDI. The provisions in the new Articles relating to co-option of Trustees may enable the Board to improve diversity amongst Trustees, although the key aim is to appoint co-optees who enable the Board to fill skills gaps.

	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.		
8.2.5	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.	?	Noted.
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 Trustees?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.	Returning Officer Staff Salaries	No change - Art 5.3.2 excludes employees from being Trustees In 8.2.7 the purpose is that the RO has independence.
8.2.7	Art 8.2.7: typo in line 9: delete 'be'	Linguistic	Change made.
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?	Returning Officer Conflicts of Interest	No action - Article 11 deals with matters relating to conflict of interest which are determined by the Board.
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 $RV = S / TV$ "	STV Voting	Schedule 4 has been replaced.
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?	Co-opted Trustees	Unnecessary, because Article 8.5 lists automatic retrials, which also debar any candidate.
8.3	Request to create consistency between a Trustee elected as a Co-opted Trustee in 8.3 and a Trustee elected as a casual vacancy in 8.4	Co-opted Trustees Casual Vacancies	A Trustee who is co-opted is different from one who is elected to fill a casual vacancy. Adopting the 6-month qualification period as for other Trustees was considered unhelpful as could frustrate the ability to use co-option to fill a skills gap.

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 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).	Co-opted Trustees	Additions have been made to 8.3 to provide greater certainty over the operation of co-option.
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.	Definitions	Adjustment made to 8.3.
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.	Co-opted Trustees	As above. The Board has considered co-option further and has added new provisions.
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.	Linguistic	Word "Acting" changed to "Interim".
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 year gap between leaving employment at trust and nomination as a Trustees. Overall welcome proposed changes and thought/ expertise that has gone on recommendations. Ask that members are encouraged to actively seek more diverse and younger	Casual Vacancies	Provision for filling of casual vacancies has been removed given the availability of co-option and complexities attaching to selection and term of office.
8.4	The Board has expressed the view that a casual vacancy is a case of 'filling the departing Trustee's shoes'. The norm is that a causal vacancy lasts only until the next AGM, which is what the member suggested.	Casual Vacancies	See above.
8.4	The request is that for consistency, 8.4 says that the person filling the casual vacancy of a departing Trustee must have been a member for six months or more.	Casual Vacancies	As above.
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.	Casual Vacancies	As above. .
8.4	Art 8.4: this gives too much power to appoint anyone for up to 3 years without being	Casual Vacancies	As above.

	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).		
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.	Casual Vacancies	As above.
8.5.6	8.5.6 Topical Forums are not defined	Topical Forums	The purpose of Topical Forums has been added to 12.9.
8.5.8	Section 2: Just a typo noted, Art 8.5.8. delete "been". I have no other comments.	Linguistic	Correction made.
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	Correction made.
8.5.8	Art 8.5.8: typo in line 1: delete 'been'	Linguistic	Correction made.
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.	Conflicts of Interest	The Article reflects best practice – conflicts of interest must include personal interests.
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?	Registered Office Trustee Conduct	No action – (1) Article 1.2 – the Registered Office address is never stated in the Articles (and of course may change over time). (2) In Arts 8.6.1, 8.6.2 & 8.6.3 there is already sufficient scope for the Board to question a Trustee whose conduct is not in the spirit of the Equalities Act 2010.
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.”	Trustee Conduct	In 8.6.2 “other duty” is the duty to act in the best interests not only of JMT but also another organisation or individual.
9.1	ART 9.1. The mechanics of how this election is conducted should be specified.	Chair	No action - No clarification is required - this is a Board matter and therefore the Board will determine either at the time or in its Standing Orders how to conduct the election of Chair and Vice-Chair (usually one or more candidates

			are nominated for each role, followed by a vote).
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 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.	Chair	Art 9.1 has been reviewed and adjusted, the aim being to ensure that there is as little time as possible without a Chair at all.
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?	Chair	As above.
9.1	3f. NB. I am strongly in favour of the trust actually having a vice-chair.	Vice-Chair	Noted.
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.	Ballot	Noted.
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.”	Chair	No action - (1) “may” is correct in this context because it only applies “where” he/she is “re-elected annually as Chair” (2) “appointed as incumbent Chair” has been changed to “who is the incumbent Chair” for clarity.
9.2	Draft Article 9.2, second comment – In the words “because, where a Trustee has held office as a 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	Chair	As above.

	<p>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>		
9.3	<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>	Vice-Chair	The Board considers that the present wording is appropriate.
9.3	<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 Supporters. Should this practice be stated, or even protected, in the Articles?</p>	Vice-Chair	The view taken is that the ‘special’ term provision applying to the Chair should not apply to a Vice-Chair as this is a more flexible role. Similarly it is not deemed appropriate to enshrine an informal arrangement re nominations into the Articles. It is a ‘practice’ not a ‘right’.
9.4	<p>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!</p>	Chair	9.4 has been deleted.
9.4	<p>There was a request that this sub-Article be removed as it is unnecessary.</p>	Chair	As above.
10.3	<p>5.3.2 and 10.3 seem to contradict each other.</p>	Staff	No action.
10.4	<p>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 choose attending on A.G.M? Are Trustees required to</p>	Benefits	No action - (1) Article 10.4 is relatively standard and lists those times that there can be a ‘benefit’ between JMT and its members or Trustees

	attend A.G.M.s?		(2) The Accounts should have a section in the notes to show where there have been benefits to members or Trustees, usually under a heading of 'Related Party Transactions' (3) Trustees are not required to attend General Meetings, but I am sure most feel obliged to The accounts are in any case available to members.
10.4.1	ART 10.4.1. The detail of what constitutes expenses should be spelled out.	Benefits	"out-of-pocket expenses" are a standard term and, as they require prior approval from the Board, a decision will be taken ahead of expenditure being incurred as to what is acceptable or not.
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'?	Linguistic	Change made.
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?	Benefits	The commercial rate differs from place to place and transaction to transaction, so cannot be specified.
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.	Benefits	No change.
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	Heading added to 11.3.
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!	Linguistic	As above.
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	Quorum	(1) Done. (2). No action - if the Chair has to leave the meeting, another Trustee will be selected by the Board to chair that element.
11.3.2	ART 11.3.2 – Typographical errors.	Linguistic	Noted.
11.3.2	There is a punctuation issue in Art 11.3.2 - "meeting., where" should be "meeting. Where"	Linguistic	Done

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	Done.
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	Number of Trustees Board Quorum	(1) There is no merit in engineering an odd number of Trustees as the maximum (although that is the case with 15); it is the number of Trustees voting at a meeting which is critical, and one cannot predicate for an odd number voting at a meeting, or make provision that there may be an abstention or two which could throw out the vote – hence why the person chairing the meeting has a casting vote in terms of Article 12.4.4. (2) Co-opted Trustees are full Trustees and have voting rights as explained in Article 8.3.3 – and they should as they have both rights and liabilities as Trustees.
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.	Board Quorum	No action - it is very unlikely that the Board, with a maximum of 15 Trustees, would ever be reduced to only 5. If that were the case, they would be occupied trying to recruit either to fill casual vacancies (Article 8.4) and/or by co-option (Article 8.3).
12.2.4	12.2.4 It is not clear whether Trustees include those co-opted when making the request.	Convening Board Meetings	No action - as Co-opted Trustees have full rights (Article 8.3.3) they can be included in the request.
12.3	ART 12.3 – Consider allowing members to request to observe Board meetings, subject to practical considerations confidentiality.	Observers	No action - this refers to Article 12.5 not 12.3. Article 12.5 allows for observers – it would be unusual for members to observe Board meetings (on grounds of both practicality and especially commercial confidentiality on some matters being discussed), but the provision in this article would enable members with specific interests or skills to be observers for part or all of a meeting.
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.	Board Minutes	Provision has been added in 12.6.3 to state current practice, which is to post non-confidential minutes on the website after they have been approved by the

			Board.
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?	Board Minutes	As above.
12.6	The Articles, rather than the Standing Orders, should include a statement that an abbreviated Minute of Board meetings should be shared with members.	Board Minutes	As above.
12.6.3	ART 12.6.3. Add "and shall be available to the members".	Amend Article	As above.
12.6.3	Art 12.6.3: 10 years seems too short when you consider the longevity of land ownership/decisions/management; I think minutes should be retained indefinitely (under the "legitimate interest" basis of the GDPR).	Amend Article	No action. The Article says "at least 10 years" therefore the Board can decide, either within the Articles or within its Standing Orders to observe a longer period if appropriate.
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.	Definitions	The definition in 12.8.1 has been expanded for greater clarity.
13.1	13.1 If these secretaries are not a single person, at least one of them should be appointed.	Section 13 Appointments	13.2 adjusted.
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	Change made.
13.3.2	ART 13.3.2 – Wording suggests that responsibilities rest with the Board, rather than {illegible} officer.	Returning Officer	Adjustments made for greater clarity of the roles.
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	Returning Officer	As above.
15.1	15.1. "Reputable bank" change to "ethical bank". JMT should not support a bank that fund deforestation and destruction of natural habitat.	Finance	No change. The Trust's choice of bank is a matter for the Board in line with our ethical investment policy.
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.	Auditor	(1) Article 15.1 – using term auditor throughout would always require an audit, hence the preference to say IFE and then appoint an auditor where/when required (which it is for JMT as it stands now)

			(2) Article 19 – This is where it is habitually placed.
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.	Notices	Changed to two days.
16.2	The request was to check that deemed posting the day after an item has been sent is sufficient in this day and age.	Notices	See above.
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.	Notices	See above.
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.	Notices	See above.
Sch 4	This relates to the old-fashioned hand-counted form of STV, whereas the JMT has since 1998 been a pioneer in the computer-age version that allows voters to express equal preferences. I hope the proposed change is inadvertent; I should be very sorry to see it made	Operation of STV	Schedule 4 has been reviewed and replaced.