

SURREY WILDLIFE TRUST

Minutes of the Annual General Meeting held at 10 am on Saturday 10 November 2018 at the Brooklands Museum

Present

119 Trust members
Trust staff

Trustees Present

Chris Wilkinson, Chairman
Nick Baxter
Meryl Wingfield
Peter Smith
Gordon Vincent

Trustees Proposed for Election in Attendance

Gerry Bacon
Chris Howard
Matthew Stanton
Pam Whyman
Jason Gaskell
Ian Smith
Angela Swarbrick
Andrew Beattie

1 Welcome and apologies for absence

The Chairman opened the meeting by welcoming Members and giving an overview of proceedings. He then introduced each of the Trustees present in turn.

2 Minutes of last meeting

The Minutes of the last AGM in November 2017 were put forward for agreement having been provided to Members via the SWT website and in the pack available at the meeting. The Chairman advised Members that Item 3 referencing the resolutions at the previous meeting did not comply with regulations so the resolution was invalid. Subject to a qualification to that effect being added, the minutes which were then agreed as an accurate record and there were no matters arising. An ordinary resolution to approve the minutes as an accurate record of the last AGM was proposed and seconded from the floor and duly passed on a show of hands (with only one vote against).

3 Resolutions to Elect/Re-elect Trustees as Members of Council

The Chairman explained that Trustees were able to serve a maximum of 9 years in terms of 3 years each.

Re-election of Trustees: One Trustee was proposed for re-election. An ordinary resolution to re-elect Nick Baxter was proposed and seconded from the floor and duly passed on a show of hands.

Election of new Trustees: Eight new Trustees had been co-opted during the year and were now proposed for election: Andrew Beattie, Gerry Bacon, Christine Howard, Matthew Stanton, Jason Gaskell, Ian Smith, Angela Swarbrick and Pam Whyman.

A single ordinary resolution to elect all eight said Trustees was proposed and seconded from the floor and duly passed on a show of hands (with one vote against).

Martin Walsh (Member) queried whether notification via the email was sufficient and that it should have been sent by post to each Member contactable only by post; he suggested that the Articles should be altered to avoid this problem for the future. The Chairman stated that the Articles will be reviewed and, if necessary, amendments required will be considered.

Note: the Company Secretary confirmed after the meeting that members contactable only by post did all receive notification by post.

A question was raised from the floor – how can Members judge if the Trustee Board has adequate skills set? The Chairman replied that a skills audit was undertaken periodically and that, through the Nominations Committee, advertisements for new Trustees were based on identified skill needs. When asked if the skills audit was published, the Chairman replied that it was an internal process to inform the Nominations Committee but that all details for every Trustee are on the SWT website so that Members can see the current and proposed mix of skills. He said that we aimed to be as transparent as possible.

4 Resolution to reappoint the auditors and authorise Council to agree their remuneration

The Chairman explained that the next item was an ordinary resolution to re-elect the Auditors, Menzies, for the coming year and to authorise the Trustees to agree their remuneration. An ordinary resolution to this effect was proposed and seconded from the floor and duly passed on a show of hands (with one vote against).

5 To receive and consider the Council's report, financial statements & auditors report

The Chairman then introduced Roger Wild, Director of Finance for the Trust.

Roger Wild gave the following statement as a summary of the Trust's finances for 2017/18 covering how the Trust generates income and uses it to deliver the mission.

- The Trust's mission is to conserve Surrey's wildlife and to educate people to value nature.
- Thanks to the expertise of our land management team, 99% of the SSSIs on our Reserves are now in recovering or favourable condition. However, they only cover 5% of the county. The State of Surrey's Nature report shows that in spite of wildlife thriving on the land we manage, across the county 30% of species are either at risk of extinction or extinct.
- There is also a financial challenge. Every charity needs to raise money. We rely heavily on membership subscriptions and donations and income from our education and consultancy work.
- EU Agri-environmental grants schemes are also essential to support our work to protect wildlife in Surrey. But the uncertainty of Brexit means we can no longer rely on these grants, although we believe the Government's Agriculture Bill in allocating more funds to environmental benefit is a move in the right direction.
- The Trust needs to ensure it is financially sustainable for the long-term. That means managing costs carefully and finding new sources of income.
- Much progress has been made. The Trust has invested in its grazing, trading and consultancy activities and income from these sources increased by 18% to £1.5m over the last year.
- The pressure on public sector budgets also means we can no longer rely on public funding to support the work needed on Surrey County Council's estate.
- 1 in 40 of Surrey's population are members – Members contribute £1.1m which combined with £500k raised from donors makes an enormous contribution to improving habitat for nature and educating the next generation to value nature. £541k was spent to secure this income on member acquisition and services and appeals.

Conservation and Land Management

- We generated £2.6m to support our conservation and land management work (including on the MOD and Surrey County Council (SCC) estates). This is broken down by:
 - £700k was earned from providing ecological advice, grazing and project grants. It is important to remember that much of this income is also directly delivering mission.

For instance our conservation grazing team earn fees by improving their client's habitat.

- £1.3m came from agri-environmental grants.
- SCC paid £575k towards the cost of managing its Countryside Estate.
- We spent £3.1m on conservation and land management. That funded the successful delivery of approved management plans on our reserves including some of the most important natural habitats in the county. On SCC's land we are also responsible for facilitating public access and for ensuring safe access.
- We worked closely with other landowners and partners – advising on best practice habitat management and with the Environment Agency managing the successful Wey and Mole catchment partnerships supported by our dedicated team of Riversearch volunteers.

Education and Engagement

- A core part of our mission is to educate people of all ages to value nature. Almost 14,000 children, adults and families benefited from our education programmes mostly at our education centres at Nower Wood and Bay Pond. Providing this education work cost £763k – mainly on staff and facilities. £234k of this was covered by fees earned and the remainder by membership and other sources of income.

Surrey County Council Estate

- The SCC estate cost £1.98m to manage and the finances for it are ring fenced.
- Income was generated from
 - Agri-environmental grants (£320k)
 - Trading, property and the sawmill (£1.09m); income from property and trading has grown from £1m to £1.4m over the last four years.
 - Payment from SCC (£575k).
- Cuts in central government funding mean SCC has much less money to spend on non-statutory services like countryside. The risk is that if new income is not created, SCC's reduced funding will impact wildlife and access to their estate. Therefore, whilst focussing on protecting Surrey's nature, we are working in partnership with SCC to reduce its contribution towards the management of their estate to make it self-funding over time.

To summarise.

- Income totalled £5.4m, of which £5.3m was spent on the mission and raising funds. Net income of £118k was made which will be used for the mission in future.
- Looking to the future, reversing the decline in Surrey's nature is a long-term aim that will take a great deal of effort from us and others. It is vital that the Trust remains in good financial health. That means we will continue to invest in our income generating activities especially those that directly deliver conservation and education benefit so that we can maintain the strong finances that are the platform for delivering the mission.

Gerry Bacon, Treasurer and Trustee, introduced himself giving details of his background and how he came to be a Trustee now that he is retired. He said that like all Trustees, he is a Volunteer, and that they all believe in the Trust's mission to influence others across Surrey in order to restore nature. To do this, we need to generate more income and although this sometimes causes conflict at local level, it is essential in order to enable the Trust to do more.

- Audit Report: 3 minor things were raised by the Auditors which will be implemented; there was a numerical typing error on p30 of the Report and Accounts which was spotted by a Member; this is a minor item which does not affect the user's understanding of the accounts and does not require amendment.

- Reserves Policy: this policy was revised to move away from an accounting basis to improve cash flow availability; he gave the figures to demonstrate the need for cash including the current expenditure on the roof at Pirbright HQ and the instigation of a loan facility.
- Brexit: explanations were given on the potential impact of this and the better news that the Agricultural Bill has given more certainty from 2019/20 on future grant funding.
- SCC; explanation given of the reduced payments being made by SCC and the extent of the pension liability which exists in the scheme transferred from SCC at the commencement of the contract.
- Gerry Bacon rounded up by saying that the Trust is working hard to alleviate these issues in order to improve the bigger picture for SWT and enable us to focus on doing more for nature.

The Trustees awarded of 3 Honorary Memberships. Sarah Jane Chimbwandira, Director of Biodiversity, Evidence & Policy, read a short statement on each nominee's contributions to SWT and they were presented with a Certificate. The Honorary Members are:

- Heather Hawker
- Dick Beasley
- Andrew Halstead

7 Questions from the Floor

Prior to accepting questions from the floor, the Chairman referenced the error spotted on the Trust Report and Accounts and again thanked the person that brought it to our attention.

The Chairman made a statement in relation to the camping/glamping applications which had been submitted by the Trust, on behalf of SCC, at Phoenix Fields in Norbury Park and on behalf of the Trust at Wallis Wood. The Chairman apologised for the upset that these had caused and said the Trust would review all comments and objections relating to the application. The applications will be paused and if the applications are continued, the Chairman said that the Trust would consult with those that had objected beforehand.

The Chairman requested that any questions related to Ash Dieback be held and asked at the Seminar presentation on that topic after the break.

Questions received from the floor:

- Q. *Car park charges at Norbury Park, £1.30 phr, are higher than car parks in Mole Valley, £1.00 phr, why is it so high?*
- A. SCC set the charge levels having looked at comparable rural settings such as Box Hill, Bracknell Forest; a charge level slightly lower than private land owners was agreed.
- Q. *At Box Hill, National Trust members don't have to pay; why can't we give Members free parking?*
- A. SWT does not own the sites on which car park charging is in place; SCC own the sites so SWT is not able to use discretion to give free parking.
- Q. *The Annual Pass is £60; if some of that cost is VAT surely Members could have a discount?*
- A. There is VAT so £10 of that £60 goes to HMRC. Discount for Members was considered but the money raised is to replace SCC payments on the countryside estate so providing

benefits to Members would have tax implications and would reduce the income available to SWT.

Q. *How much loss of wildlife is anticipated due to building pressures in Surrey?*

A. SWT acknowledges that development pressure is high in the county which is a challenge. SWT's approach is to work with planning to create net gain for the environment from development in the county. A Government statement is due shortly and SWT is actively supporting the Environment Bill; all Members were encouraged to contact their MPs to urge them to support the Bill for the benefit of nature.

Q. *Concern expressed that so many people generally do not seem to understand the importance of our greenspaces and nature; are SWT getting the message across strongly enough?*

A. SWT shares that concern and is working on improving this with emphasis on the need to educate young people, the next generation. Our Members tend to be the older generation and we do need to do more to encourage everyone to value nature.

Q. *Concern expressed about how long it takes to study and gain a specialist licence for some species; how many of our younger Members have such licences?*

A. This is an issue as substantial hours of commitment are required to gain such licences and we do not have younger Members with these skills at present. However, we do run courses and the Hedgerow Heritage project is aimed at young people primarily and we will continue to do more in this area.

Q. *There seems to be some uncertainty with regard to future funding; has SWT got long term plans to gain financial support from Industry?*

A. Yes, we are changing our funding base as we are aware of the problems. We work nationally with the TWT network who can access national organisations but this is more difficult for us individually as we only cover Surrey. But we do have corporate supporters and will continue to work with them.

Q. *The question was raised again with regard to the need to update the Articles in relation to the process of re-electing and electing Trustees; there was a request for a resolution to be passed at the meeting.*

A. A resolution was unnecessary. The Chairman gave his assurance that a general review of the articles would be undertaken prior to the next AGM with any proposed changes being brought to the AGM.

Q. *Many gardens are being sanitised with paving, decking etc; is there a strategy to promote the wonders of wildlife gardening for the future?*

A. Yes, this is a very important area, green gardens are part of the connectivity across urban areas and we are actively encouraging wildlife gardening.

Q. *The SCC Countryside Estate (CE) is ring fenced within SWT finances and operations suggesting we are working in two distinct parts; is there a danger that the SCC CE will become the poor relation due to less funding, greater encroachments and income generation proposals?*

A. Properly resourced, SWT is equipped to manage the SCC CE and is included within the SWT strategy of connectivity. Funding reductions do mean that we must raise income on the SCC CE in order to follow our mission. If the SCC CE can become self-financing, this would be good for the long term benefit of nature on those sites.

Q *What happens when we are not able to raise enough income on the SCC CE to achieve self financing? 20 years ago, it cost c£1.8M to manage the SCC CE so it cannot be possible now to run it for nothing.*

A. It was acknowledged that the move to favourable condition of the SCC CE will be difficult to maintain if there are limited resources in the future. When the SCC CE was managed by SCC, it was not possible to access the grant funding which SWT now does raise for work on those sites. But, it is unknown whether the CE is capable of achieving the income required to make it self financing but SWT and SCC are working together. If SWT do not manage the SCC CE, nature will decline.

Reply: We need to accept that it is simply not possible to generate sufficient income on the SCC CE. SCC should hand over the CE if they can't pay for it; Lord Onslow sold it for £1 on the basis that it would be maintained.

A. There was some discussion on this point. The Chairman said that there are many problems and issues which need to be addressed. If there is no funding, who will protect nature on the SCC CE? If it becomes impossible for SWT, who will do so?

Q *With regard to the Phoenix Fields camping application, what was SWT process and why were mistakes made?*

A. SWT will review its process and fully consider how this was presented so that changes can be made for the future.

8 Close of formal meeting

There being no further formal business the formal meeting then closed.

After the Chief Executive gave his annual update, the Chairman took the opportunity to thank Nigel Davenport, CEO, and to confirm that this would be his last meeting as his retirement would be effective in the New Year. There was a round of applause to acknowledge Nigel Davenport's service to the Trust since 2006.

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Chairman

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APPENDIX

Written questions in advance of the AGM

Questions received from Jenny Desoutter:

Q. SWT has been responsible for the redundancy of all Rangers, the ploughing up of ancient bluebell woods in Norbury Park, inappropriate plans for installing a play park among ancient yews at Newlands Corner, and the deeply unpopular proposal to develop camping and glamping sites, with car parks, in Ancient Woodland at the heart of Norbury Park and in the Wallis Wood Nature Reserve. All of these are perceived as potentially damaging to wildlife and its habitats. It is clear from hundreds of responses to SWT's recent planning application (regarding Phoenixe Fields) that SWT has lost trust and credibility in their professed role as champions of nature. SWT is perceived by many as having lost sight of its charitable aims and its primary mission, which is to protect wildlife and enhance habitat for nature. I quote from some of the letters to the Mole Valley planning department: "I find an application to establish a facility for a Glamping site operating 24 hours a day inconsistent with the organisation proposing it, namely Surrey Wildlife Trust. This proposal can only be considered detrimental to wildlife by the organisation who under their charity status state that they exist only to protect and enhance the environment for wildlife."

"The SWT website advertises that it can offer planning services and it states "Good development protects existing wildlife during the planning process and seeks to restore and create new wildlife habitats. Inappropriate or ill-considered development can be highly damaging and lead to long term and irreversible wildlife damage". We believe the SWT should take heed of their own advice and practise what they preach."

"Ruining a beautiful area like this seems at odds with the very idea of a Wildlife Trust."

"to think that such a proposal should be put forward Surrey Wildlife Trust is incomprehensible"

"this is a simple money grab opportunity"

Can SWT Trustees:

- assure us that they have understood and taken on board these criticisms;*
- demonstrate that their income of 5.5 million is being spent on actively "restoring nature across our county", rather than simply sustaining an organisation which has become remote from its roots and forgetful of its core purpose; and*
- State whether, when they agreed with SCC that they would make the countryside estate self-funding by 2021, they had, or now have, any realistic plans for achieving this which are not likely to be perceived as in conflict with their mission statement, or as damaging, degrading, asset stripping or exploiting unspoilt natural areas for financial gain?*
- undertake that any future actions intended to secure additional income will only be considered if they manifestly do not degrade, compromise or exploit the natural landscape, or its flora and fauna, which SWT is charged with protecting?*

The focus for SWT is to work with SCC to offset the funding reduction and find new revenues to make the estate self-sustaining for the long term. This will not be easy to achieve but there is a real risk that if this income is not created, SCC's reduced funding will impact on wildlife and access to these sites.

Camping Proposals. In relation to the camping proposals that we submitted in the summer, the Chairman said in his remarks that we accept that we have not handled the planning applications for a glamping site on Norbury Park and Wallis Wood well and that we will pause these proposals. If we decide to continue, we will contact all those who have objected in advance to talk through further the proposed operation.

Financial Expenditure

In terms of our financial expenditure, the Finance Director's presentation showed:

- £3.1m is spent on conservation and land management (£1.1m within the Surrey County Council estate).
- £760,000 is spent on our education work.
- £863,000 is spent on managing property, mostly on the Surrey County Council estate.
- £540,000 is spent on fulfilling our membership benefits, marketing and fundraising

There is no doubt that reaching the £0 contribution from SCC by 2021 will be extremely difficult. The challenge for us as conservationists is that if this isn't reached, and SCC does not continue to fund their estate, then nature will be the loser for the long term. SWT will always strive to protect wildlife on sites where it has management responsibility and any plans put forwards will be on the basis of expert internal and external ecological advice.

Q In light of plans to fell all ash trees in certain areas, triggered by fears regarding the spread of ash dieback and the potential future death of many ash trees, can SWT give details of all professional arboricultural reports carried out on ash trees on these sites, including how many trees have been examined and are already in a dangerous condition?

In forming these plans, Surrey Wildlife Trust has been zealous in its concern over the safety of humans, but it is inevitable that the large-scale felling of ash trees, whether currently diseased or apparently healthy, at Norbury Park, Sheepheas, (both designated SSSIs), and two other sites will have considerable impact on both habitat and on many wildlife species that are resident in or visitors to these sites. Can SWT, as the charity whose core commitment is to "restoring nature across Surrey," in the interests of transparency, demonstrate that they have taken equal care over protecting other species in this SSSI, and now publish in full all environmental and ecological reports / assessments that have been completed prior to planning this work including:

- *What impact is anticipated on other trees, on mammals, birds, reptiles and amphibians, soil integrity and ground level habitat in the disturbed areas*
- *What measures for mitigation are planned*
- *Whether any risks to species other than humans have been identified and to what extent?*

A. The situation of ash dieback is one that we are devastated by. This is a real natural disaster. However we are not alone in having to make decisions about the management of woodlands containing infected Ash. In our case, the nature of public access (1.3 million people a year) across the estate we manage means that our first priority has to be public safety.

We have spoken with the Forestry Commission (FC) and Natural England prior to preparing our plans. We have had particular support for our policy from the FC. The following is a quote from Mathew Woodcock, Partnership and Expertise Manager at the Forestry Commission (SE England):

"Most parts of the country are now experiencing the impacts of ash tree decline, although the speed and severity of the disease is variable at a local level. We encourage all owners of woodland to think strategically about the management of their ash trees and adopt best practice to help reduce the impact of the disease on our landscape. We have visited several of the sites in Surrey, including Norbury Park, (Managed by SWT), and can confirm there is a high penetration of ash dieback disease on these sites. Surrey Wildlife Trust has consulted with us and we support its decision to commence felling operations in the interests of visitor safety."

The sites that Surrey Wildlife Trust cares for are renowned for the habitats and species they support. Many of these are protected at a national and international level. As such the required safety works must be fully discussed with Natural England, the Government's advisor on nature conservation.

We have listened and taken advice from Government, other major land managers, environmental NGO's, SWT's Ecology Services experts, local interest groups and interested individuals to shape our plans. Whilst the safety of visitors to the sites is the overriding priority we have considered wildlife at every stage of our planning.

Our ecological experts have scoured best practice guidance and brought their experience to bear on this hugely challenging issue to ensure that wildlife is at the heart of decision making.

Question received from Charles Stuart:

Q. Hatches of Sedge and mayfly are a fraction of what they were on our club waters on the South Wey. We believe that the invertebrate population is suffering catastrophically due to the American signal crayfish. What, if anything, is being done about this? And is this the experience of other fisheries? For your information – we employed a professional crayfish trapper and they removed 9000 crayfish after 2 days of intensive trapping.

A. The issue of crayfish is one affecting many of the water bodies across the River Wey catchment. In addition to instream barriers and phosphate pollution they have also been listed as one of the reasons for low fish stocks due to their habit of predated the eggs. The Tillingbourne catchment in the Surrey Hills is one example of where this has been highlighted as a reason for lower than usual fish stocks.

There have been a number of research studies carried out in recent years looking at suitable methods for combatting them. The science so far is as follows.

Crayfish are cannibalistic therefore as they grow larger they begin to predate on the smaller crayfish. Trapping of crayfish generally removes the larger ones from the system which allows many more of the juveniles to reach maturity due to lack of predation. Therefore trapping only temporarily eases the issue.

A second study noted that the larger crayfish have the power to dig into the gravels and eat fish eggs so removing the larger ones could be beneficial for fish stocks.

An additional problem is that crayfish burrow deep into banks making them resemble something like Swiss cheese. Over time the banks can become unstable and collapse which can cause sediment to be dumped on the gravels where many of our aquatic invertebrates live. As banks collapse the river becomes overwide which causes it to slow down and drop even more sediment on to the gravels.

So as you can see the problem is quite complex and at present there are no effective long term solutions.

On a lighter note it appears that fish species such as chub and trout are feeding on the smaller crayfish with the weight of these fish increasing as a result. This could potentially help to balance out the situation in future. It is also known that otters are eating a lot of crayfish so where they have returned to river catchments they are helping to keep numbers down.

As well as crayfish it is also worth thinking about other pressures on the invertebrates. A few are listed below:

- Phosphate pollution from agriculture and waste water is one of the biggest issues affecting our rivers. Phosphate causes excessive algal growth which leads to a reduction in oxygen levels in the water. Mayflies especially are very sensitive to reduced oxygen and where our Riverfly surveys have recorded declines in aquatic invertebrates they have always been linked to phosphate pollution, usually from storm water outfalls.
- Another issue is the lack of trees in some areas. Trees keep the river cool in hot weather and cooler water holds more oxygen. Where stretches are completely exposed they are at risk of over warming with resultant oxygen depletion. Trees also provide important refuge for emerging river flies before they molt into their final winged stage.
- Loss of habitat is another factor as straight rivers don't support the morphology to keep sediment scoured off gravels and very often they lack the marginal and backwater features which act as a refuge for invertebrates as well as a safe place to emerge.

So to answer your question, at present there doesn't appear to be a huge amount you can do to control crayfish effectively in the long term however by working to reduce other pressures on aquatic invertebrates you can make their populations more resilient to the predation. Working to create as natural system as possible is the most effective way to do this and will also benefit fish stocks and other wildlife. In the first instance I would recommend using simple monitoring methods such as Riverfly sampling and phosphate testing to help you understand what the pressures are and move forward from there.

Questions received from Peter Cornish:

Q. The report mentions the delaying in SCC implementing parking charges at Newlands Corner. Is it possible to know (1) the impact on the projected income from this source in the period covered by the Report and (2) have any figures been received for the period beyond the Report and, if so, how do these compare with the anticipated income?

A. During FY17/18 there was no financial impact from the delay in the implementation of parking charging at Newlands because the lost income was made up from other savings and income generated.

SCC (Cllr Goodman) has indicated it will publish information regarding income in the next nine months once the levels of visits have settled into an understandable pattern.

Question received from Sheila Turner:

Q. Please can you withdraw your application for a campsite at Wallis Wood which would ruin the safety and tranquillity of the site for wildlife?

A. The application has been paused whilst we take into account all the responses received and the further information required.

Questions received from Martin Walsh:

Q. Page 32 Report & Accounts: What "other services" are provided by the auditors and why is the 2018 figure twice that of 2017, while their total remuneration for the two years is roughly the same. When was pricing from alternative auditors last sought to ensure continued value for money?

A. Other services: we took advice re the setting up of subsidiary companies.

SWT have previously discussed audit pricing with the seven other FDs of the SE Wildlife Trust FD group and are satisfied that the pricing we achieve is competitive. Further, by making significant improvements to our systems and processes we have negotiated a 20% reduction in audit fee since 2012. Reducing our costs from £25k to under £20k.

Q. Page 32: Which two roles were made redundant and were the redundancies compulsory.

A. One person chose not to take redeployment; one person in a sales role was compulsory.

Q. Page 18: What is the outcome of your enquiry with Companies House (Unresolved question 1 from 2017) as to why there is no copy of any special resolution from 2008 authorising the draft Version 3.3 Memorandum and Articles on their website? Note the Memorandum and Articles placed on the SWT website after the 2017 AGM carry no version number or date and the 2008 special resolution is not available there either.

A. Companies House cannot explain why they have not included a copy of the special resolution passed in 2008 on the Companies House website. But the simple facts are:

- 1) The Charities Commission, as the Trust's regulating body approved the 2008 draft Memorandum and Articles.
- 2) The draft Memorandum and Articles were approved by the members at an EGM on 18 June 2008. It is this approval that makes the Memorandum and Articles valid.
- 3) The approved Memorandum and Articles were submitted along with the copy of the Special Resolution to Companies House. The lack of date or version number on the Memorandum and Articles has no relevance and Companies House's failure to display the Special Resolution has no impact on their validity.