

**MINUTES OF THE 78th ANNUAL GENERAL MEETING  
OF THE BRITISH TRUST FOR ORNITHOLOGY**

The 78th Annual General Meeting of the British Trust for Ornithology was held at the Hayes Conference Centre, Swanwick on Saturday 9 December 2017 at 6:00pm. The Chair of Council, Prof Jenny Gill, presided, and 148 members signed the attendance register.

Before introducing the formal business of the meeting Prof Gill gave a presentation on the highlights of the past year at the BTO.

**1. Apologies for Absence**

Apologies for absence were received from Chris Packham, Robin Upton, Stephen Chapman, Robert Insall, Brigid Insall, Paul Solon, Rae Lyster and Denis Summers-Smith.

**2. Minutes of the 77th Annual General Meeting held on 3 December 2016**

The minutes of the 77th Annual General Meeting held on Saturday 3 December 2016 were agreed as a correct record.

**3. Articles of Association**

Prof Gill introduced the changes being proposed to the Articles of Association in response to the review of BTO governance carried out by the Cass Business School Centre for Charity Effectiveness. Other changes were likely to be brought forward in due course, but Council now wished firstly to amend the status of the office of President to bring it into line with that of the Vice Presidents, and secondly to allow the re-election of all Council members for a second term.

Concern was expressed from the floor about the risk of second terms becoming the norm, resulting in a lack of healthy turnover. Prof Gill gave a reassurance that members would not be routinely proposed for a second term, and that it would not necessarily be for the full four years. Council felt that the proposal struck the right balance between continuity and renewal, with sufficient flexibility to respond to changing circumstances.

The following resolution was put to the vote on a show of hands and was declared passed by a three fourths majority:

**SPECIAL RESOLUTION**

That the Articles of Association of the Trust be amended as follows:

1) By the removal of the word 'President' from the definition of 'Officers' in Article 1.

2) By the substitution of Article 6(b) with the following new Article 6(b):

*(b) The Council may appoint such Members of the Trust of suitable standing to be President and Vice Presidents of the Trust to assist and advise the Trust, but the President and Vice Presidents as such shall have no part in the management and control of the Trust. Such appointment shall take effect from the next Annual General Meeting of the Trust which shall take place following the meeting of the Council at which the appointment is made and shall last for no more than eight years.*

3) By the substitution of Article 30 with the following new Article 30:

*(a) The Council shall consist of the Officers of the Trust, namely Chairman of the Council, an Honorary Treasurer and an Honorary Secretary (provided that the offices of Honorary Treasurer and Honorary Secretary may be held by one person) and of not more than sixteen Ordinary Members of Council (or of such other numbers of Ordinary Members as may from time to time be determined by the Trust in a General Meeting).*

*Each of the Officers and Ordinary Members of Council shall hold office for four years and shall, at the end of that period, be eligible for immediate re-election for a further period of up to four years and shall, at the end of that period, be ineligible for immediate re-election.*

*An Ordinary Member may be re-elected as an Officer and be re-elected for a further term as an Officer, subject to a maximum continuous length of service of 12 years.*

*For the purposes of this Article all such elections shall take effect from 1st January following the Annual General Meeting and "year" shall mean 1st January to 31st December.*

*(b) The Council may appoint such Standing Committees from among the Members of the Trust as it shall from time to time deem expedient in the interests of the Trust and such Committees shall be conducted according to terms of reference laid down from time to time by the Council. The Chairman of each such Committee shall be appointed from among the Officers and Ordinary Members of Council by the Council.*

#### **4. Elections**

##### **(a) President**

Prof Gill explained that Chris Packham's term of office as President expired at the end of the year, and although the appointment of the President was now a decision for Council under the revised Articles, the endorsement of the membership was sought for the proposal to re-appoint Chris Packham for a second term.

Views both for and against were expressed from the floor, and on a show of hands the resolution was passed by majority.

##### **(b) Ordinary Members of Council**

Andrew Henderson and Chris Mills' terms of office as Ordinary Members of Council expired at the end of the year, and Prof Gill thanked them warmly for their contributions over the last four years.

Steve Hunter had been co-opted by Council during the year and now sought election for a four year term as an Ordinary Member.

Roger Dickey, Fiona Barclay and David Parker had served a four year term of office as Ordinary Members and now sought re-election, under the revised Articles, for terms of two, three and four years respectively, the terms being staggered in the interests of a smooth turnover of membership.

On a show of hands, the elections were agreed, *nem con*.

#### **5. Annual Report & Accounts**

The Hon Treasurer, Ian Packer, made a presentation on the accounts for 2016/17, and answered questions on the pension scheme deficit and the acquisition by BTO Services Ltd of the ring making business Porzana Ltd.

A resolution to receive the Annual Report and Accounts for the year ended 31 March 2017 was put to the vote on a show of hands and passed, *nem con*.

#### **6. Appointment of Auditors**

Council proposed that Lovewell Blake LLP be re-appointed as auditors to the Trust. A re-tendering exercise was to be conducted in the coming year.

The proposal was put to the vote on a show of hands and passed *nem con*.

The meeting closed at 7:20pm.