

**BRITISH ORNITHOLOGISTS' CLUB
ANNUAL GENERAL MEETING 2016**

The Annual General Meeting of the British Ornithologists' Club was held in the upstairs room at the Barley Mow, 104 Horseferry Road, Westminster, London SW1P 2EE, on Tuesday 24 May 2016, with Chris Storey in the Chair. Twenty members were present.

- 1. Apologies for absence** were received from Sir James Barlow, Anthony Bayliss, Mark Beaman, Bruce Beehler, Robert Cheake, Michael Dawson, Edward Dickinson, David Fisher, Tom Gladwin, Jeremy Greenwood, Kenneth Heron, Amberly Moore, Frank Steinheimer, Alex Tandall, Simon Tonge, and Frank Zino.
- 2. Minutes of AGM 2015.** The Minutes of the 2015 AGM held on 19 May 2015 which had been published (Bull. Brit. Orn. Cl.: 193, and on the BOC website) were approved and signed by the Chairman.
- 3. Chairman's Review, Bulletin Editor's Report, Trustees' Report and Accounts for 2015**

The Chairman introduced his Review and the Report and Accounts, copies of which were available at the meeting. In respect of the Review he added that during the past year great progress had been made under David Wells' editorship on the next BOC checklist by Robin Woods on the Falkland Islands. The Club was also much in Nigel Redman's debt in its production.

The BOC had given notice at the end of 2015 of the termination on 31 December 2016 of the administrative agreement with the BOU. The decision to end this arrangement had been taken in the light of the decline in the Club's subscription income and the continuing rise in BOU charges. The Club was grateful to the BOU and Steve Dudley and Angela Langford for their continuing help and advice over the years.

Further more the BOU and the Club had come to the view that the book/ Bulletin storage facilities at Peterborough should be dispensed with, the

stock digitised and any redundant copies disposed of. The precise details were yet to be worked through.

The meeting noted Dr Robert Prys-Jones' report on the Club meetings at the Barley Mow and the very successful joint meeting with OSME held at the Natural History Museum on 21 November 2015. Guy Kirwan's report on the Bulletin as set out in the Report and Accounts was also noted.

The Hon. Treasurer introduced the Financial Review and Accounts for the year ended 31 December 2015 and the accompanying independent examiner's statement. He said that the Club had a surplus at the end of year of £1,035 being almost the same result as the previous year of £1,040 in 2014. The recovery of the 2015 Gift Aid would be made in the current year. Overall the Club's funds stood at £428,073 at year-end and a satisfactory level of liquidity was maintained to enable commitments to be met with particular regard to future Checklist volumes and new developments for the Bulletin.

4. The Way Forward

The Chairman outlined the sequence of events leading up to his letter to members in December 2015 and his letter of 20 April 2015 which accompanied the formal paper and proposal prepared by Matthew Boyer, solicitor, on behalf of the Committee.

He said that he had had many replies, of which 27 were, subject in some cases to caveats, in favour and 7 against. Concerns raised included lack of hard copies, poor Internet coverage in parts of the world, the absence of a voting membership to monitor the trustees and the dangers inherent in digital only publications.

In summary the proposal addressed the following issues:

- Declining income, rising costs and falling readership
- Requirement on trustees to further the Club's charitable objects, using the trust funds to that end
- Academic publishing moving rapidly towards online open access models

- Reduction of costs by changing to a non-subscription basis (with members who so wish to become Friends of the BOC) and the use of investment income to finance an online BBOC.

He introduced Matthew Boyer to the meeting and asked if he would speak to the paper and the formal resolution. Matthew Boyer said that the document entitled “THE WAY FORWARD: the trustees’ proposal for the future of the BOC”, which had already been provided to members, set out the financial and commercial background to the trustees’ conclusion that the charity needed to reform itself to become less reliant on members and more reliant on the internet in order to continue and improve its charitable work.

It was important to bear in mind that a charity must, as a matter of law, act for the benefit of the public.

To effect a transition from the current loose “club” charitable structure to a more streamlined charitable structure it was going to be necessary to create a new charity, with a new structure and constitution.

Having created a new charity it would then be necessary to transfer all of the assets of the existing charity to the new charity, and when that was done to dissolve the existing charity.

An important asset of the existing charity was the fund administered by a separate body, the Herbert Stevens Trust (HST). It was critical to ensure that this fund would go on to be administered for the benefit of the new charity. Confirmation had been given by the Trustees of the HST that this would be the case, and nothing would proceed without this assurance being firmly in place.

The most suitable legal structure for the new charity would be the Charitable Incorporated Organisation, on the Charity Commissioners’ Foundation Model and described on page 3 of THE WAY FORWARD.

Matthew Boyer added that a CIO is a recently available kind of charitable structure that is in every sense reputable and proper. The constitution of a CIO must be based on a pro forma provided by the Charity Commission, with any changes and, of course, the charity's objects, to be formally approved by the Charity Commission.

Importantly, the trustees propose that the objects of the new charity will be as closely identical to the objects of the existing charity as possible; using essentially the same words, with the addition of confirmation that the work of the charity will be for the public benefit.

And equally importantly, the new CIO would be regulated by the Charity Commission, whose statutory role is to foster the integrity of charities generally and to enforce proper governance.

Turning to page 5 of *THE WAY FORWARD* – the formal resolution set out in italics would be put by the trustees to the members at the AGM. The essence of the proposal, and which needed members' approval, was that once 4 specific things had happened, the existing charity would be dissolved. The charity would not and could not be dissolved unless and until all the following things had happened:

- I. The successful creation and registration of a new CIO, with the existing trustees being the first trustees of that new charity;
- II. The discharge of all of the existing charity's debts and other liabilities;
- III. The agreement of the trustees of the Herbert Stevens Trust to managing that fund for the benefit of the new charity;
- IV. The transfer of all other assets of the existing charity to the new charity.

Finally Matthew Boyer with the trustees commended the resolution, with its four preconditions, to the members.

Prior to putting the resolution to a vote, the Chairman took questions from the floor. In particular Mr Steven Gregory expressed his strong concerns about the proposals, the speed of implementation and in particular the loss of the hard copy BBOC bearing in mind uncertainties as to the durability of digital formats. The Chairman then asked the members to vote by a show of hands on the resolution:

Those in favour: Eighteen

Those against: One

Abstentions: One

The resolution was duly passed.

5. Any Other Business

The Chairman paid tribute to Keith Betton, whose term as trustee was ending and who had decided not to continue as a trustee of the proposed CIO. He said the BOC had benefited greatly from Keith's broad knowledge and contacts in the birding world and he was delighted that Keith had stressed that his wish to escape from committee work in no way reflected on his commitment to and support of the BOC and its plans for the future.