

**Minutes of the 116th Annual General Meeting
of British Naturalists' Association
on 6th November 2021
held online by Zoom meeting link**

The meeting began at 2.17pm.

Present:

Nineteen persons including

Hon. President: Mr. R.K. Tabor.

Members of Council: Ms. E. Beer, Mr. J Curwen, Mr. M.R. Demidecki-Demidowicz, Mr. M. Dudley, Dr. C.C. Gibson. Mr. S. Rutherford (Chairman), Mr. R.L. Stewart,

Officers (other than those officers who are also Members of Council named above): Hon. Editor, website, Hon. Editor *British Naturalist* and Hon. Editor Country-Side: Mrs. P. Rutherford, Hon. Administrative Secretary: Mrs. D. Farrar.

Others present: Ms. C. Artindale, Ms. F. Gibson, Ms. T. Moxey, Mr. N. Austin, Mr. D. Shearing, Mr. B. Sims, Ms. J. Birchfield, Mr. D. Morris, Ms. J. Blackmore.

1.Welcoming remarks: Mr. Steven Rutherford first invited the Hon. President Roger Tabor to take the chair but the President declined thanking Mr. Rutherford but saying he was happy for him to continue in the chair. Mr. Rutherford then explained that Notice of AGM including the Agenda and also Minutes of the last AGM and proxy voting forms had been sent out with the last issue of *British Naturalist*. He said that 6 proxy voting forms had been received. He went on to ask that when voting members should please raise their hands. He explained that those entitled to vote on resolutions at this AGM are: paid up Ordinary members, paid up Family Members who are at least 18, Honorary Members, Student Members, Life Members, Associate Members, Registered Members, Fellows, and Fellows (honoris causa). (Youth members and Corporate Members are not so qualified). Before each vote there should be a proposer and seconder.

2.Apologies for absence:

From Member of Council: Ms. S. Holt.

From members: Mr. R. Wildash, Mrs. C. James, Mr. J. Morrell, Mrs. J. Williamson, Ms. J. Clist, Ms. J. Keeton.

3. Minutes of 115th AGM

Ordinary resolution: To agree the minutes of the 115th AGM as a fair and reasonable record.

Proposed: Dianne Farrar,

Seconded: Roy Stewart

Resolution agreed and passed (with 2 abstentions).

4. Matters arising: There were none.

5. Consideration of the report of Council of Management and accounts for the year ended 30 September 2020: The Chair reminded members that these had been sent out to all members in booklet form with the last issue of Country-Side.

Ordinary resolution: To receive the report of the Council of Management and accounts for the year ended 30 September 2020.

Proposed: John Curwen

Seconded: Tricia Moxey

Resolution agreed and passed (unanimously).

6. Independent Examiner's Report to the Council of Management for the year ended 30 September 2020: The Chair reminded members that this has already been sent to all members, being included in the booklet containing the report of Council of Management and accounts.

Ordinary resolution: To receive the Independent Examiner's report to the Council of Management for the year ended 30 September 2020.

Proposed: John Curwen

Seconded: Pauline Rutherford

Resolution agreed and passed (unanimously)

7. Election of Council members: The Chair said that there were currently ten members of Council who are all retiring at this AGM namely: Mr. J. Curwen, Mr. M.R. Demidecki-Demidowicz, Mr. M. Dudley, Ms. E. Beer, Dr. C.J. Gibson, Ms. S. Holt, Mr. N.D. Redgate, Mr. S. Rutherford, Mr. R.L. Stewart, Mr. T.J. Thomas.

The Chair drew attention to Article 37 of the Articles of Association which provides that:

"No person other than a Council member retiring at the meeting shall unless recommended by the Council be eligible for election to the Council at any General Meeting unless, not less than three nor more than twenty-one days before the date set for the meeting, there shall have been left at the registered office of the Association notice in writing signed by a member qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected."

No such notices had been left at the registered office of the Association. The Chair added that all existing members of Council had indicated they are eligible and willing to stand again for Council. He then put the following to the meeting:

Ordinary resolution: To elect to the Council of Management all those retiring members of the Council of Management who have offered themselves for re-election and such others (if any) who may be eligible and have been proposed for election under Article 37 and expressed their willingness to be elected.

Proposed: Roger Tabor

Seconded: Tricia Moxey

Resolution agreed and passed (unanimously)

8. Appointment and Remuneration of Independent Examiner:

Ordinary resolution: To leave the decision as to appointment and remuneration of the Independent Examiner Reporting to Council

Proposed: Michael Demidecki

Seconded: John Curwen

Resolution agreed and passed (unanimously)

9. Amendment of Articles of Association

To provide that a Secretary may be appointed notwithstanding that this is not a legal obligation for the Association; to take into account the fact that there is no longer a legal obligation to lay accounts before members at a general meeting and the deadline for sending out the annual report and accounts; and to provide for the means of communication to be used which would now include email and placing on a website

Special Resolution: To replace Articles 49, 54 and 57 of the Association's Articles of Association with:

SECRETARY

- 49 A Secretary may be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Council may from time to time by resolution appoint an assistant or deputy Secretary, any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.
- 54 (a) The Council shall, for each financial year, send a copy of its annual report and accounts (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meeting.
- (b) Copies need not be sent to a person for whom the Association does not have a current address (as defined in Companies Act 2006).
- (c) The deadline for sending out the accounts and reports (or summary financial statements) is as follows:
- (i) the deadline for filing the Association's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Companies Act 2006; or
 - (ii) if earlier, the date on which the Association actually files the accounts and reports (or summary financial statements) with Companies House

MEANS OF COMMUNICATION TO BE USED

- 57A (a) Subject to the articles, anything sent or supplied by or to the Association under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.

(b) Subject to the articles, any notice or document to be sent or supplied to a Council member in connection with the taking of decisions by Council members may also be sent or supplied by the means by which that Council member has asked to be sent or supplied with such notices or documents for the time being.

57B (1) The Association may give notices, accounts or other documents to any member either:

- (a) personally; or
- (b) by delivering it or sending it by ordinary post to the member's registered address; or
- (c) if the member has provided the Association with an email address, by sending it by email to that address; or
- (d) in accordance with the provisions for notice on a website set out below.

(2) If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Association for that purpose or in accordance with (c), or (d) above. However, a member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Association by post, but shall be entitled to receive such documents by email

(3) If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by email it will be treated as properly sent if the Association receives no indication that it has not been properly sent.

(4) If sent by post in accordance with this Article, the notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by email, the notice will be treated as having been received 24 hours after having been properly sent.

(5) The Association may assume that any email address given to it by a member remains valid unless the member informs the Association that it is not.

(6) Notice placed on a website will be validly given if the Association sends that member a notification in writing or by email informing him that the documents forming part of the notice may be viewed on the website. The notification must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

Proposed: Dianne Farrar

Seconded: Endymion Beer

Resolution agreed and passed (unanimously)

10. Chairman's concluding remarks and discussion.

The Chair noted firstly that the pandemic had been going on now for two years which had curtailed our ability to go out and to meet each other. Hopefully this will resolve soon. John McCrindle who lives in Essex had organised a garden project for members during lockdown and he will publish results in Country-Side next year. Two interesting reports submitted to John came from Ken Biggins and Mike Squires who concentrated on bumble bees. The second thing that happened during lockdown was an increase in the number of enquiries the Association had received for identifications, this mainly because of the garden project., and many of us were able to help with these. So please let us know if you feel you have specialist knowledge so we can pass on this information to others.

We now have a new Hon. Editor for both British Naturalist and Country-Side, namely Pauline Rutherford. We have introduced full colour into British Naturalist and we will be doing this also for Country-Side. Pauline and I have been working together on this and if you have articles you would like to write Pauline would be happy to receive them. Roy Stewart is the Hon. Book Reviews Editor and he has been able to negotiate discounts from publishers on the books we have reviewed. It would be good to have more reviewers so if you can help here please let us know.

In the future our Youth members will become the life blood of BNA. Over the past 12 months we have had a five fold increase in such members, so congratulations are due to our Hon. Youth Officer Endymion Beer and to Pauline Rutherford and others in compiling the Young Naturalists' Newsletters. Badges are given to Young Nats, for example one is given if he or she stays as a member for more than one year. Another badge, 'BNA Wildlife Reporter', is awarded if they write for our publications. I hope to develop other badges. A special thank you to our Hon. President Roger Tabor for introducing four new Young Nats from the scheme he runs in Essex. Student members are increasing too. Students need support and also recognition. If we can pass our experience to those young people who are going through college and university, they can take this through to their own careers.

We will be sponsoring online talks soon. Chris Gibson, Stephanie Holt and I are among those who will be giving such talks.

Next year's conference will be on 14th May 2022 at Forest School, Epping. Please do come along and encourage others as well.

11.Date and venue of next meeting. The date and venue of the next AGM will be announced in due course. Thank you so much everyone for attending this meeting today.

Meeting closed at 3.46pm.