



## Annual General Meeting 2015

To be held in the Flett Lecture Theatre  
Natural History Museum, London,  
28 November 2015

The AGM will commence at 12.30

<b>Agenda (with new officer profiles)</b>	<b>pages 1-4</b>
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### AGENDA

1. *Apologies for absence.*
2. *Chair of the meeting.* With the approval of the members, Dr A. I. Denholm, in his capacity as Chair of the Board of Trustees, will chair the AGM. Dr Denholm will be joined by Mr C. Metherell as Hon. General Secretary and Mr A.G. Timmins as Acting Treasurer to conduct the business of the AGM.
3. *Approval of the Minutes of the last AGM.* Members are asked to approve the minutes of the first AGM of the Botanical Society of Britain and Ireland, held on 22 November 2014 at the University of Leicester and to authorise the AGM chair to sign the minutes as a true record of proceedings. The minutes have been available online on the BSBI website since December 2014.
4. *President's welcome and opening remarks.* The President will discuss (*inter alia*) the Society's highlights and developments during the past year and its future plans. Formal business includes amending the Society's Articles regarding the composition of Council, the presentation of the annual accounts, election of a new President and an Honorary Member, and retirement of certain Trustees and Members of Council, and elections to fill vacancies.
5. *Amendment of Articles of Association.* The Board of Trustees, in consultation with Council and the Society's standing and country committees, has conducted a full review of the initial Articles of Association for the Botanical Society of Britain and Ireland.

As further described in *BSBI News* 130 for September 2015, the review of the Articles has resulted in a redrafting of Article 10 which deals with the Society's Council, as the current version was found to cause difficulties over the representation of standing and country committees. The new Articles would reduce the maximum number of members of Council to be elected from 20 to 12, and provide for *ex officio* membership of Council for the Honorary General Secretary, the Honorary Treasurer, the Honorary Field Secretary (non-voting), and a

representative of each of BSBI's Standing and Country Committees. In addition, the Editor of any journal published by the Society for its general membership becomes an *ex officio* member of Council, but in a non-voting capacity.

Members are asked to approve by a Special Resolution these changes to the Society's Articles of Association.

6. *Annual Review.* Members will be invited to adopt the second Annual Review of the Botanical Society of Britain and Ireland covering the year to 31 March 2015 (previously posted to members and available online and at the meeting).
7. *Annual Report and Accounts.* Mr A.G. Timmins will discuss the accounts and other financial matters and invite members to adopt the second Annual Report and Accounts of the Botanical Society of Britain and Ireland covering the year to 31 March 2015 (previously placed on the BSBI website and available at the meeting; summarised accounts included in the annual review posted to members).
8. *Election of President.* The BSBI President represents the Society and serves as Chair of Council.

The Board of Trustees propose Dr J. S. Faulkner as the Society's President in succession to Dr A. I. Denholm, to take office at the end of this AGM and to serve for a term of two or three years according to his wishes, to be advised to the members not later than the next AGM.

John Faulkner is the Chair of the BSBI Committee for Ireland, having been the Society's Irish Field Meetings Secretary from 2006 to 2014. He joined BSBI in 1967, whilst a research student at Oxford, doing experimental taxonomic studies on *Carex* section *Acutae*, under E. F. Warburg, and later Ken Lewis and John Richards. He has been BSBI VC Recorder for H37, Co. Armagh since 1991, and jointly authored *The Natural History of Ulster* (2011), already a rare and sought-after book.

After Oxford, he took up a post in the Department of Agriculture for Northern Ireland, working on breeding and research on agricultural grasses, and later on alternative crops such as flax and field beans as well as amenity grasses, also lecturing in Agricultural Genetics at Queen's University of Belfast.

A growing interest in conservation led to him becoming the first chairman of the Ulster Trust for Nature Conservation, and in 1986, he moved into a senior management position in the official side of conservation, in the Department of Environment for Northern Ireland. At retirement in 2005, he was the Director of Natural Heritage in the Environment and Heritage Service.

9. *Election of Trustees.*
  - a. Dr A. I. Denholm, Mr A. G. Timmins and Dr S. J. Whild retire by rotation, and being eligible, offer themselves for re-election.
  - b. Mr D. A. Pearman and Mr T. Swainbank have served as co-opted Trustees during the last year and in accordance with the Articles their tenure expires at this AGM. Mr D. A. Pearman, being eligible, offers himself for election.
  - c. Ms L Farrell retires from the Board at the end of this AGM.
  - d. The Board of Trustees have approved the four nominees and recommend their appointment *en bloc*. It is noted that the Society's President is constitutionally the Chair of Council and is not obliged to additionally take office as a Trustee. Dr J. S. Faulkner will be invited to Board meetings as a non-voting member and to represent Council and the membership.

10. *Election of members of Council.*

- a. Dr M. Dean, Mr. T. J. Pankhurst and Mr. R. J. Swindells retire by rotation and are eligible for re-election. Mr. T. J. Pankhurst wishes to retire from Council.
- b. The AGM will be invited to elect Dr M. Dean, Mr. M. Godfrey, Mrs. L. Lavery, Mr. E. Meek, Mr. M. Parratt and Mr. J. Swindells as members of the BSBI Council. Council and the Board of Trustees have approved the nominees and recommend their appointment *en bloc*. Details of nominations are given below, together with brief profiles of the four members who have not previously served on Council.

**Mary Dean (Re-election proposed by Ian Denholm; seconded by Louise Marsh)**

**Martin Godfrey (Proposed by John Swindells; seconded by Louise Marsh)**

Martin was educated at Wellington Grammar School, Shropshire and Queen Mary College, University of London, where he read Plant Biology. Commissioned into the RAF in 1971, he has completed a wide variety of military appointments both at home and overseas. He left the RAF in 2000 to read for an MSc at the University of Birmingham with a dissertation on the status and distribution of *Cochlearia scotica*. He was a freelance ecological consultant until last year and continues to teach bryophyte modules and microscopy on the MMU Biological Recording programme.

Martin is the voluntary curator the herbarium of The Potteries Museum, Stoke and BSBI referee for *Arabis*, *Cardamine* and *Draba*) and the Urticaceae.

**Liz Lavery (Proposed by Ian Strachan; seconded by John Faulkner)**

Liz writes that she has three granddaughters and has lived in Scotland since she was 10. She has (Scottish) degrees in Botany and in Soil Science and is a professional field ecologist specialising in vegetation surveys and Site Condition Monitoring.

Liz has been on the Committee for Scotland for the last six years, organising its last four Annual Meetings, assisting as a tutor in the BSBI Plant Families Workshops held in several locations in Scotland. She has been a co-recorder for VC87 West Perth since 2007. She is active in local groups and is secretary of the Botanical Section of the Perthshire Society of Natural Science.

**Eric Meek (Proposed by Ian Strachan; seconded by Ian Denholm)**

Eric was born and brought up in Northumberland and worked as a teacher until he moved to Orkney in 1981 to take up the post of Area Manager for the RSPB. He remained in Orkney until he retired in 2012 and has visited all 75 islands in the archipelago. He has worked with successive BSBI recorders and is the co-author, with John Crossley, of the Orkney Rare Plant Register.

Eric and his wife Aileen spent a lot of time in mainland Scotland 'mopping up' for the BSBI's Threatened Plants Project with visits to Aberdeenshire, Angus, Speyside and Morven. Now living in in South Aberdeenshire they continue to be very active in the field, especially in the Cairngorms National Park and where Eric carried out Site Condition Monitoring for BSBI and SNH on the Morven & Mullachdubh SSSI, and general recording for BSBI's successful recording project for the Park Authority.

**Matt Parratt (Proposed by John Swindells; seconded by Ian Denholm)**

Matt has worked for Forest Research, the research agency of the Forestry Commission for over 20 years. He holds an MSc in Environmental Biology from the Open University and an MSc in Biological Recording from the University of Birmingham. He will be familiar to many members as a result of his popular workshops on the identification of conifers for BSBI and the Field Studies Council and other groups.

He is involved in screening resistance to Chalara ash dieback, developing germination protocols for rare and endangered trees from around the world and is engaged in the preparation, with co-authors, of a guide to the seedlings of woodland trees and shrubs in Britain.

**John Swindells (Re-election proposed by Helena Crouch; seconded by Mary Dean)**

11. *Permanent Working and National Committees.* A vote of thanks will be proposed for retiring and continuing members of the four Permanent Working Committees and the three National Committees.
12. *Journal and Newsletters.* A vote of thanks will be proposed for the Editor and Editorial Board of the *New Journal of Botany*, and the editors and contributors of *BSBI News*, the *Irish Botanical News*, *BSBI Scottish Newsletter*, and the *Welsh Bulletin*.
13. *New Journal of Botany.* As described in *BSBI News* 130 for September 2015, and as a result of a new agreement with the publishers of the *New Journal of Botany*, it will be necessary to make a £10 annual charge for members requiring, in addition to online access, paper copies of the Journal. This will be discussed and explained further at the AGM.
14. *Independent Examiners / Auditors.* The Trustees propose the re-appointment of WMT LLP, acting through Elizabeth Irvine FCA, as Independent Examiner, subject to eligibility under the gross income threshold.
15. *Any Other Business.* As notified to the Company Secretary and approved by the BSBI President and Honorary General Secretary in advance of the commencement of the meeting. More general Q&A's can be raised in the closing session of the Annual Exhibition Meeting.

**PROXIES**

Any member wishing to vote by proxy should submit a request to do so in writing (including by email) to the Company Secretary at any time in advance of the meeting. The proxy should indicate how to vote on each resolution, or that votes should be in favour of all resolutions.

**By Order of the Board**

Dr C M Lovatt, Company Secretary

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**Dated** 24 November 2015

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**Special Resolution to amend the Articles of Association regarding the membership of Council**

“A Special Resolution to adopt the proposed amendments (described in the agenda to the AGM 2015) to Article 10 of the Society’s Articles of Association concerning the membership of Council by deleting Article 10 as included in the Society’s current Articles of Association and incorporating the amended Article 10 below in its place.”

For the avoidance of doubt, the changes are confined to articles marked \*.

## 10. The Council

10.1 There shall be a Council of the Charity which shall advise the Trustees of the Charity.

10.2 The Council of the Charity shall consist of:

(a)\* Twelve elected Members or such other number as shall be resolved by the Members in General Meeting;

(b) A President who shall be elected in that capacity at Annual General Meeting and whose term shall be two or three years and a President-elect also elected in that capacity at Annual General Meeting one year or more in advance of election as President;

(c)\* Any Honorary General Secretary and Honorary Treasurer appointed under Article 5.2;

(d) Any person co-opted in accordance with the provisions contained in Article 10.6;

(e)\* The Chair of each of the Standing and Country Committees set up by Council under Article 10.7; In his/her absence a representative shall be appointed by the chair of the relevant Standing or Regional Committee as he/she shall in his/her absolute discretion decide from time to time, save that where a member or members of any committee have been elected under Article 10.2(a), that person, or in the event that there is more than one, one of them, shall act as that Committee's representative on Council.

(f)\* The editor(s) for the time being of such journals as the Charity may from time to time publish, however in the event of Council voting upon an issue, the editor(s) shall not be entitled to a vote; and

(g)\* The Honorary Meetings Secretary, however in the event of Council voting upon an issue, that secretary shall not be entitled to a vote.

10.3 No business shall be transacted at a meeting of the Council unless a quorum of not less than five of the elected Council members is present. If present, the President shall take the chair or otherwise any Council member nominated by the President, or if none is nominated, meeting the approval of a majority of the Council members present. Any or all Trustees who are not members of Council are entitled to attend meetings of Council and Council may request the attendance of any Trustee or Member. For the avoidance of doubt, a Trustee may also be a Council member provided that such persons shall not exceed two in number.

10.4 Elections of Members to serve on the Council shall take place annually and the term of office shall commence and terminate at the Annual General Meeting.

10.4.1 One third (or the number nearest one third) of the Members elected to serve on the Council must retire at each AGM, those longest in office

(where applicable, since re-election) retiring first and the choice between any of equal service being made by drawing lots at the last meeting of Council in any year.

10.4.2 Nominations for vacancies thus arising shall be made in writing on an appropriate form signed by the candidate and countersigned by two nominating Members and must be received by the General Secretary on or before 1st October in any year. A list of Members nominated shall be issued to each eligible Member who shall be entitled to vote in person or by written proxy at the following Annual General Meeting.

10.4.3 A retiring Council member shall be eligible for re-election up to a maximum period of nine years' continuous service (adding or subtracting up to no more than three months if necessary to allow for retirement at the next AGM). All retiring Council members who are not re-elected or who have served a continuous period of nine years shall be ineligible for re-election for three years but may be co-opted subject to the provisions contained in Article 10.6 of these Articles.

10.5 In the event of any casual vacancy arising on the Council by reason of death or retirement of an elected member reported to the Honorary Secretary in any year the Council may at its next meeting elect to fill such at its discretion. Notwithstanding the normal term any person elected to a casual vacancy shall serve only until the next Annual General Meeting and then be eligible for re-election under the terms of Article 10.4.

10.6 The Council shall have the power at any time and from time to time to co-opt no more than five persons and all such co-opted Members shall be entitled to vote at meetings of the Council. In exercising this power, Council shall have regard to the geographical distribution of the membership as compared to the elected Council members. The co-option shall be for a period not exceeding one year, but may be renewed at the Annual General Meeting. A co-opted member shall cease to be eligible for renewal of co-option after nine years' total service.

10.7\* The Council shall have the power at any time and from time to time to delegate any of their functions to Standing or Country Committees of three or more individuals appointed by them. The Terms of Reference (and where Country Committees are concerned their Constitution) of each such committee shall be agreed by the Trustees on the advice of Council and be made available as Standing Orders made by the Trustees under Article 5.4 of the Society's Articles of Association. Proceedings of all such committees must be promptly reported to Council.

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**MINUTES of the first Annual General Meeting of the Botanical Society of Britain and Ireland (the successor body to the Botanical Society of the British Isles) held at 12.30 on 22 November 2014 in the Charles Wilson Building of the University of Leicester.**

1. *Apologies for absence and quorum.*

Apologies for absence had been received from two Trustees, Antony Timmins and Sarah Whild. Approximately 125 members were present and the meeting was therefore quorate.

2. *President's welcome and opening remarks.*

The members approved the appointment of the President as Chair for the AGM. The President stated that no specific questions had been notified to the Company Secretary in advance of the meeting but drew attention to an open questions and answers session about BSBI's activities which would be held after the conclusion of the scientific business of the day.

The President outlined the 3-stage process of renewal which the Society was undertaking. He thanked the Company Secretary for his technical work in the conversion of the Society from an unincorporated association to the company limited by guarantee, whose first AGM was now in progress (stage 1). The Head of Operations had been charged with the development of a 5-year Strategic Plan and a detailed rolling Action Plan. These were approved by the Board of Trustees in July 2014 and the Action Plan is currently being refined at committee level before these guiding documents are made available to the membership as a whole (stage 2). We are developing two key projects (BSBI's Atlas 2020) and the collaborative National Plant Monitoring Scheme. We hope soon to be able to report the new funding for these projects and other BSBI activities which BSBI needs to meet its charitable objectives (stage 3).

3. *Annual Report.*

The President explained that the first Annual Report (previously Annual Review) of the Botanical Society of Britain and Ireland covered the 15-month period of activities from January 2013 to March 2014. These activities were pursued by the Botanical Society of the British Isles until 31 October 2013 and the Botanical Society of Britain and Ireland thereafter. The Annual Report had been distributed to members and is also available online. The Members unanimously adopted the Annual Report.

4. *Audited Annual Report and Accounts.*

The Company Secretary explained that the first Annual Report and Accounts of the Botanical Society of Britain and Ireland (incorporated 3 June 2013) covered the 5-month period of operations from November 2013 to March 2014 and had been audited to meet statutory requirements. The audit report is unqualified and the balance sheet is as previously made available to members in the financial section of the Annual Report 2013. Next year the accounts will show the outcome of a full year of operations and will therefore be more readily comparable to the accounts of the predecessor Society.

The 31 March 2014 Report and Accounts had been approved by the Board of Trustees and posted online on the BSBI website and were now being formally laid before the members. The Members present unanimously adopted the Report and Accounts.

5. *Election of Trustees.*

a. The President explained that Mr D. Pearman and Ms. L. Farrell, together one third in number of the initial Trustees of the Society retired by rotation in accordance with the Society's Articles of Association. The Board of Trustees had asked Mr Pearman to attend the December 2014 Board Meeting as a co-opted member before retirement whereas Ms L. Farrell, being eligible, offers herself for re-election.

b. Professor M. Crawley, Ms D. Williams and Mr C. Metherell have served as co-opted Trustees since 24 July 2013. All three, being eligible, were proposed for election as Trustees.

c. The members unanimously approved the President's proposal that the re-election of Miss Farrell and the election of Professor Crawley, Ms Williams and Mr Metherell be considered together and upon being invited to vote, unanimously approved their re-election/ election as Trustees (also being Company Directors).

d. Dr C. Cheffings was proposed for election as a new Trustee. The President briefly summarised her credentials, noting that she will bring supplementary skills and experience to the BSBI Board. Dr Cheffings was approved as a Trustee and Director by unanimous vote of those present.

6. *Election of members of Council.*

a. The President explained that Mr D. Broughton, Dr R. Carter, Mr P. Gateley, Mr T. James and Dr J. Sutcliffe retired from Council, now an advisory body to the Board of Trustees, by rotation. A. R. Vickery, a Vice-President and Council member also retired. Being eligible, Dr R. Carter and Mr T. James had offered themselves for re-election as Council members. The members unanimously approved their re-election. A vote of thanks to outgoing members of Council was proposed and unanimously approved with applause.

b. Mr R. Payne, Mr. J. Woodman and Mr J. Faulkner have served during 2014 as co-opted members of Council, representing the National Committees. The AGM was asked to approve their continuing co-option under Article 10.6, in order to ensure continuing representation from each National Committee. The Members present unanimously approved their continuing co-option as members of Council.

7. *Honorary General Secretary.*

The President explained that under Article 5.2 the Trustees may appoint an Honorary General Secretary. The meeting was therefore asked to note with approval the Trustees' proposal to appoint Mr. C. Metherell as Honorary General Secretary, in succession to Ms L. Farrell, who has retired. The members present offered their applause to Ms Farrell by way of thanks for her five years of service as HGS and unanimously approved the Trustees' appointment of Mr Metherell as HGS. Mr Metherell thanked the members for their support.

8. *Election of Honorary members.*

The President read short citations for Lynne Farrell, and Ian Bonner, the immediate past HGS and President.

The newly appointed HGS read citations for Simon Leach, who had recently retired as a Vascular Plant Specialist with Natural England, indicating that throughout his career he had continuously promoted and supported the work of the Society, and David Streeter MBE, botanist, influential botanical author, ecologist and conservationist.

The members present unanimously approved the election of these four botanists as Honorary Members of the Society.

9. *Vote of thanks for Committee members, Journal and Newsletter editors, editorial boards and contributors, and the Society's Vice-County Recorders and Referees.*

A vote of thanks was proposed for: retiring and continuing members of the four Permanent Working Committees and the three National Committees; the Editor and Editorial Board of the *New Journal of Botany*; the editors and contributors of *BSBI News*, the *Irish Botanical News*, *BSBI Scottish Newsletter*, and the *Welsh Bulletin*; and the Society's Vice-County Recorders and Referees, whose volunteer activities underpin the Society's every activity. The members provided their sincere thanks with loud applause.

10. *Subscription Rates.*

The President indicated that the Trustees have, on this occasion, delegated their power to set subscription rates to the members in general meeting. As described in the September 2014 issue of *BSBI News* (127; pages 2-3), there having been no increase since 2009, the Trustees had proposed an increase in subscriptions for 2015 averaging 20%. As a result, membership rates would increase to: Ordinary £30 / €38; Family (additional in household) £4 / €5; Junior £12 / €15; Overseas (other than Ireland) £32 / €40; Senior £22 / €28; and Institutional (*BSBI News* only) £12 / €15.

The President explained that it was important to set the subscriptions so that they cover the costs of membership, and that there was no plan to raise the subscriptions again next year.

The members were invited to comment or raise questions. The members present unanimously accepted the proposal with the result that the subscription structure comes into force for 2015 subscriptions at the earliest practicable date.

11. *Independent Examiners / Auditors.*

The Trustees propose the re-appointment of WMT LLP, in St Albans, acting through Elizabeth Irvine FCA, as Independent Examiner or Auditors. The Board further proposed to have the 31 March 2015 accounts examined rather than audited, subject to eligibility under the £500,000 gross income threshold.

The members unanimously supported the proposal and approved the re-appointment of WMT in the relevant capacity, according to the gross income to be reported in the 31 March 2015 accounts.

12. *Any Other Business.*

Gwynn Ellis, BSBI Membership Secretary, speaking from the floor asked that two recently deceased Honorary Members of the Society, Mary Briggs MBE and Dr Clive Jermy, should be remembered. The Company Secretary apologised for the omission from the agenda, adding that BSBI had been well represented at their funerals.

There being no other business, the meeting closed at 1.00 pm.

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