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MINUTES of the second 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 28 November 2015 in the Flett Lecture Theatre of the Natural History Museum, London.

1. *Apologies for absence and quorum.*

Apologies for absence had been received from one Trustee, Delyth Williams, and three other members, Margaret Perring and Clare and Mark Kitchen. Proxies were held by the Company Secretary from Delyth Williams and Margaret Perring.

Approximately 100 members were present and the meeting was therefore quorate.

2. *Chair of the meeting.*

With the approval of members, Dr A. I. Denholm, Chair of the Board of Trustees and retiring President, chaired the meeting. He was accompanied by Mr C. Metherell as Hon. General Secretary and Mr A. G. Timmins as Acting Treasurer to conduct the business of the AGM. The President placed on record the Board's thanks to Terry Swainbank who had served a second term as Treasurer during most of the preceding year.

The Chair added one item to the agenda, to be taken after item 10. This was to accommodate the nomination of an Honorary Member.

3. *Approval of the Minutes of the last AGM.*

The members unanimously approved 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 authorised the AGM chair to sign the minutes as a true record of proceedings.

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

The President started by applauding the Society's work in its 'core business'. Plant recording, focussed on Atlas 2020 had continued apace and an excellent list of meetings for 2016 was available at the AGM and would be posted online shortly, and would be printed in the forthcoming Yearbook. Other significant Society field activities included participation in the National Plant Monitoring Scheme and our own New Year Plant Hunt.

The *Hybrid Flora of the British Isles* was published by BSBI to much acclaim and illustrates well the use of our Distribution Database (DDb). Two of our leading members, Clive Stace and Mick Crawley co-authored a superb New Naturalist on

Alien Plants. Four BSBI Handbooks are in active preparation and collaborative work on threatened plants should be published in the next year.

The publishers of the *New Journal of Botany*, Maney, have been acquired by Taylor & Francis and BSBI has signed a new 5-year publishing agreement with them. Training and Education of botanists young and old remains of critical importance. The Society supports the Field Identification Skills Certificate (FISC) as a benchmark award and is delighted that there are now three venues and that Natural England participates.

Extraordinarily to some, the Society now has more followers on social media than it does members. For this we thank Louise Marsh, our Publicity and Outreach contractor. The President concluded that we can all look forward to 2016 (and a new website), and conveyed the thanks of the Trustees to the staff for their loyal support during the year.

5. *Amendment of Articles of Association.*

Mr C. Metherell as Hon. General Secretary explained the rationale behind the proposed changes to the Society's Articles of Association, as laid out in the agenda. The current version of Article 10 had been found to cause difficulties over the representation of standing and country committees on Council.

The new Article 10, drafted after wide consultation, 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 Meetings 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. Mr Metherell pointed out one correction which was required in the proposed new Article 10: in Article 10.2 (g) the reference to the Honorary Meetings Secretary should have read Honorary Field Meetings Secretary.

Members approved this change unanimously and (taking the resolutions together) the following Special Resolution was duly passed by a show of hands, with one abstention recorded and no votes against the proposal:

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.

The full text of the Special Resolution, including the new Article 10, is reproduced in the appendix to these minutes.

6. *Annual Review.*

The members unanimously adopted the second Annual Review of the Botanical Society of Britain and Ireland, covering the year to 31 March 2015.

7. *Annual Report and Accounts.*

Mr A.G. Timmins as Acting Treasurer presented the accounts and other financial

matters and invited members to adopt the second Annual Report and Accounts of the Botanical Society of Britain and Ireland covering the year to 31 March 2015. He drew attention to the fact that Government and its agencies are these days less able to provide income for Charities and there is more expectation on charities to support Society at large. Fortunately BSBI is well endowed and was able to spend over £500,000 on income of close to £340,000, taking the balance from reserves standing £1.18 million at the accounting year end. It is quite normal and proper for a charity to finance operations and investment in its own future in this way.

The Society does however recognise that we need to broaden our sources of funds and be wise in our spending. Investment gains or losses are outside the control of the Trustees but we expect a similar deficit for the year ended 31 March 2016 with improved income and reduced costs in the following year.

With these remarks, the members present and voting by proxy unanimously adopted BSBI's 31 March 2015 Annual Report and Accounts.

8. *Election of President.*

The BSBI President represents the Society and serves as Chair of Council. The Board of Trustees had proposed 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. The Chair of the AGM summarised Dr Faulkner's credentials as laid out in the agenda. Dr Faulkner had indicated that he did not wish to stand for election as a Trustee though he looked forward to attending meetings from time to time by invitation as a non-voting member and to represent Council and the membership. The Members of the Society present and by proxy unanimously approved Dr Faulkner's appointment as BSBI President.

9. *Election of Trustees.*

Dr A. I. Denholm, Mr A. G. Timmins and Dr S. J. Whild retire by rotation, and being eligible, had offered themselves for re-election. 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.

Ms L Farrell retires from the Board at the end of this AGM. The Chair offered his sincere thanks for her long service to the Society and looked forward to the publication of her Flora of Mull.

10. *Election of members of Council.*

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 retires from Council and was thanked for his service. Short profiles for four new members of Council had been included in the Agenda for the AGM and were taken as read.

The Members of the Society present and by proxy unanimously approved the appointment of the six Members of Council standing for election, Dr M. Dean, Mr. M. Godfrey, Mrs. L. Lavery, Mr. E. Meek, Mr. M. Parratt and Mr R. J. Swindells.

11. *Election of Honorary member.*

The President read the following citation.

“Honorary Membership is bestowed on a member who has given exemplary service to the Society, and this year we have one nominee. Sylvia Reynolds obtained a botany degree from Trinity College Dublin, spent some time overseas before returning to Ireland in 1977. She has been a member of BSBI since 1983 and indeed Vice-county Recorder for Co. Limerick since that date, a role culminating in the publication of the *Flora of County Limerick* in 2013. She has published nearly 60 papers in the Irish Naturalists’ Journal, *Watsonia* and other outlets, and was the author of *A Catalogue of Alien Plants in Ireland* published in 2002. She is an honorary research fellow of the National Botanic Gardens, Dublin and received their Gold Medal for contributions to Irish botany in 2013. On a personal note and aside from botanical recording, Sylvia informs me that she relishes spending time with her husband Julian at their Limerick cottage beside the River Shannon, looking after the trees they have planted there, and visiting grandchildren in London and Vancouver. It is a pleasure to propose Sylvia as an Honorary Member of BSBI.” The proposal was seconded by John Faulkner.

The members present or voting by proxy unanimously approved with applause the election of Sylvia Reynolds as an Honorary Member of the Society.

12. *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 and approved by acclamation by the membership 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. Special thanks were given to Richard Gornall, retiring after five years of service as the inaugural Editor of the *New Journal of Botany*.

13. *New Journal of Botany.*

The President explained to the members that as a result of a new agreement with the publishers of the *New Journal of Botany*, and in line with modern publishing practice, online access to the Journal, for which BSBI is charged, would become the default for members as part of their subscription. BSBI are also required to pay for paper copies of the Journal for any members requiring them in addition to online access, and accordingly need to make a £10 annual charge to pass on the cost, as indicated in *BSBI News* 130 for September 2015. The Acting Treasurer confirmed this was effectively a subscription option and the rate was the same for all members.

14. *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 2016 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 as Independent Examiners or auditors as the case might prove to be, according to the gross income to be reported in the 31 March 2016 accounts.

15. Any Other Business.

Presidents' Award. The President noted that this award of £250 from funds held by BSBI is made in alternate years by the Presidents of the Wild Flower Society and BSBI, to a person or persons who have made outstanding contributions to botany. The prize is often awarded for a book published in the previous calendar year. Our President noted that four volumes of the projected five of the *Flora of Great Britain and Ireland* by the late Peter Sell and his collaborator of 45 years Gina Murrell had now appeared. He was therefore delighted to nominate the authors for the 2015 award. Tim Sell for his late father and Gina Murrell, who were both pleased to hear of the award were unfortunately unavailable to receive the award and acclamation of the members present.

Ian Denholm also thanked the five BSBI Members, Arthur Chater, Gwynn Ellis, Philip Oswald, the late Roy Perry, and Chris Preston, who had seen the latest volume through to publication and looked forward to the completion of the final volume in due course.

Closing remarks. John Faulkner closed the meeting with a vote of thanks to Ian Denholm citing the energy he had brought to the role and the success of his Presidency.

There being no other business, the meeting closed at 1.10 pm.

Prepared by

Clive Lovatt, Company Secretary

Approved by

A handwritten signature in black ink on a light blue background. The signature is stylized and appears to read 'C. Metherell'.

Chris Metherell

Chair of the 2016 AGM on approval of the members present or voting by proxy

26 November 2016

Appendix to minute 5 of the 2nd AGM of the Botanical Society of Britain and Ireland, held on 28 November 2015

THE COMPANIES ACT 2006

SPECIAL RESOLUTION under S 21(1)

BOTANICAL SOCIETY OF BRITAIN AND Ireland (Company Number 8553976)

CHANGE OF ARTICLES OF ASSOCIATION

At a general meeting of the members of the above named company, duly convened and held in the Flett Lecture Theatre at the Natural History Museum, London at 12.30 pm on 28 November 2015 the following Special Resolution was duly passed:

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 Field 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.