

The SOC

Scotland's Bird Club



83rd SOC Annual General Meeting
17:30, 23rd November 2019
Atholl Palace Hotel, Pitlochry

SOC Scottish Charity Number: SC 009859
A Scottish Charitable Incorporated Organisation

- 1 Present** Ian Bainbridge (President), Lesley Creamer (Vice-President), Jeremy Wilson (Vice-President), David Heeley (Hon. Secretary), Andrew Thorpe (Hon. Treasurer), c115 Members.
- 2 Apologies for absence** Apologies were received from Richard Wildash and Alastair Whitelaw.
- 3 Minutes of the 82nd AGM, 27th October 2018** The Minutes of the meeting held on 27th October 2018 were approved without amendment. There were no matters arising.
Adoption of the Minutes:
Proposed: Will Cresswell
Seconded: Carol James
Approved without dissent.
- 4 Annual Report 2018-2019** The Chair, Ian Bainbridge (IB) presented the Annual Report for the period 2018 – 2019. The Report was a comprehensive summary of the work of the Club Council and its Committees, the ongoing work on strategic planning for the future, the wide range of activities at Waterston House HQ, Branch Development & Branch Activities, and innovations such as the development of the “Where to Watch Birds in Scotland” app that formed the underlying theme of the 2019 Conference. It was clear that the app was making a significant impact, raising the profile of SOC. IB noted that the revised governance structures were now in place and offered his compliments to the two Vice-Presidents for their leading role in this. Concluding, he offered thanks to all involved in the preparation of an interesting and wide-ranging

Report. Inviting questions and queries, none were forthcoming and the meeting was invited to approve the Report.

Adoption of the Annual Report

Proposed: Vicky McLellan

Seconded: Janet Crummy

Approved without dissent.

5 Annual Accounts 2018 -2019

The Treasurer, Andy Thorpe (AT) presented the Annual Accounts. He drew the AGM's attention to the fact that they had been signed off by the Independent Examiner (Sandy Scotland) and had been submitted as a legal requirement of SOC as a charity to OSCR. He drew the meeting's attention to the work of the Finance Committee which was now responsible to Council for managing the Club's financial affairs. Investments continued to be managed by Brewin Dolphin who also advised the Club on matters such as reserves and financial risk management. The investments continued to generate a satisfactory income in an era on low inflation due to Brewin Dolphin's overall policy of planning for the long term rather than short term returns. AT noted that the main sources of income for the Club remained subscriptions (at its highest level historically), art sales commissions, and legacies. There had been a small number of significant one-off outgoings such as the fees to the developers of the smartphone app (c£21k) and the recent (successful) Bird Recorders Conference (c£2.5k). Salaries for HQ staff had shown an increase with the re-evaluation of roles and responsibilities and changes in HR legislation. AT concluded by noting that there had been a changeover to new accounting software which was showing great promise with respect to generating accounting reports, ease of use and stability. The efforts of the new Finance Officer had been especially valuable in making this transition.

There were no questions from the floor, but AT informed the meeting that he had received a written query regarding what impact, if any, the departure of the United Kingdom from the European Union ("Brexit") would have on our investments and investment income. AT noted that as far as he was aware a similar question had been addressed to our partner organisation, the BTO. To reply to the query he had contacted the SOC's investment advisors, Brewin Dolphin who had informed him that just 33% of their investment portfolio is in the UK, and just 33% of that proportion is exposed to the domestic market. Brewin Dolphin had emphasised the diversity of the portfolio, and had again emphasised that their approach was very much centred around taking a long-term view. AT receives a quarterly report from the advisors, and this is summarised in his regular presentation to SOC Council, so members could be reassured that the Club would not be overly exposed to this specific risk and that the situation was being monitored effectively.

No further questions arose.

Adoption of the Accounts:

Proposed: David Clugston

Seconded: Roger Gooch

Approved without dissent.

6 Revised Constitution

During the period 2018 – 2019, the Constitution of the SOC had been redrafted to incorporate the amendments approved at the 2018 AGM, to reflect changes in legislation such as GDPR, to remove or rephrase those elements that were ambiguous or contradictory and to more clearly assert the authority of Council in matters such as eligibility for membership or its withdrawal. At the same time, following debate and discussion at Council the charitable Objects of the Club had had some minor rewording. The Chair informed the meeting that the revised document (“SOC Constitution 2019”) had been sent to the *Office of the Scottish Charity Regulator (OSCR)* for review, this being particularly pertinent as any change to the charitable Objects required OSCR approval. He noted that the document has been made available for several weeks on the Club website, and that members had been notified of this with the publicity for the Annual Conference. He was pleased to inform the meeting that OSCR had recently notified SOC that the Objects of the Club, in their view, remained “wholly charitable” and that as a consequence they would be able to accept the changes as long as the revised document was put to a vote at a general meeting and approved by 2/3 of those voting. Council recommended that the new Constitution be approved by the membership.

Adoption of SOC Constitution 2019:

The Revised Constitution was approved unanimously by those voting.

The Chair noted that OSCR would be informed of this decision.

7 Recognition of Contribution: SOC Fellows

The meeting had received a proposal emanating from Council to reform the way in which the Club offered public recognition to those individuals which it considered had made a significant contribution to the aims and objectives of SOC. Council had expressed concern at the lack of criteria for the award of the current title of “Honorary Member”, the potential for confusion with the rights and responsibilities of membership more generally, and the conflicting meanings with the parallel usage of the title “Honorary” for Honorary Members, and Office Bearers in receipt of an *honorarium*. In summary the proposal was to cease appointing Honorary Members in future, to reserve the appellation “Honorary” for Office Bearers, and to create an award of *SOC Fellow* which could be used to recognise contribution in the broad areas of science & ornithology, the aesthetic and artistic appreciation of birds & wildlife, and education & training. Details of the proposal had been circulated to members with the Annual Report 2018-2019. The awards would be made sparingly, and the President in consultation with appropriate members of the Club would prepare transparent and equitable criteria for awards in the three areas of qualification. Council was pleased to recommend to members that this proposal be adopted.

The proposal to create the award of SOC Fellow was approved unanimously by those voting.

8 Election of Council Member

The Chair noted that the term of office of Chris Wernham as an Elected Member of Council was coming to an end. He noted Chris Wernham’s contributions to the work of SOC Council and in particular he spoke warmly of her efforts helping the Strategic Planning Group to develop and enhance

the Club. Chris Wernham had indicated that she was willing to continue to serve. There were no further nominations.

Chris Wernham's continuing appointment as an Elected Member of Council was approved without dissent.

9 Election of Hon. Secretary

The Chair informed the meeting that the term of office of the incumbent Hon. Secretary, David Heeley (DH), was due to end. He explained that Council had in place an Appointing Panel to consider indications of interest and nominations for vacancies amongst the Office Bearers. A Club member, David Lindgren, had indicated that he would be willing to consider taking on the role, and had been interviewed by the Panel. Council had noted his legal expertise and his previous experience in a similar role for another conservation minded Charity, and were pleased to recommend to the members that he be appointed.

Election of David Lindgren as Hon. Secretary:

Proposed: Bob McGowan

Seconded: Lesley Creamer

Approved without dissent.

On behalf of the Club, the Chair offered his thanks to David Heeley for his contributions as Secretary to the work of Council and its committees during his tenure.

10 Appointment of the Independent Financial Examiner

The meeting was informed that it was a legal requirement to appoint on an annual basis an Independent Examiner for the Club Accounts. The Chair noted that the present Examiner, Sandy Scotland, had served for more than eight years. During the changeover to a new software accounting package the Club had received valuable support and guidance from Louise Presslie of Whitelaw Wells Chartered Accountants, North Berwick. The Finance Committee of Council had subsequently approached Louise Presslie who had indicated that she would be willing to serve as a future Independent Examiner and that Whitelaw Wells accountancy practice was in a position to offer assistance if required. Sandy Scotland had indicated that he would end his period of office. Council had noted that it was, in any case, good practice to change the Independent Examiner on a regular basis and recommended to the members that Louise Presslie of Whitelaw Wells be appointed.

Approval that Louise Presslie of Whitelaw Wells be appointed Independent Examiner to the Club

Proposed: Andrew Thorpe

Seconded: David Heeley

Approved without dissent.

11 AOCB

There being no other competent business the Chair, Ian Bainbridge, closed the meeting at approximately 18:00.

12 Date and place of next meeting

The next Annual General Meeting of the Club will be held on the Saturday evening of the next Annual Conference in 2020. The venue will be the Atholl Palace Hotel, Pitlochry with a provisional date of the 21st November 2020.