



Notice of Annual General Meeting

The Trustees of the African Bird Club ("the Club") hereby give notice that **the 26th Annual General Meeting of members of the Club will be held online using Zoom on Saturday 19 September 2020 at 10:00am British Summer Time (GMT + 1 hour)** to deal with the following business

Agenda

- 1. Welcome and Introductions**
- 2. Apologies for Absence**
- 3. Approval of the [Minutes of the 25th AGM](#) (Please click on the link)**
- 4. Presentation of the Trustees' Annual Report for 2019**
- 5. Presentation of the Club's Annual Accounts for 2019**
- 6. Reappointment of the Independent Examiner**
- 7. Proposal to Alter the Constitution (please see below the resolution to be moved and put to the vote)**
- 8. Election of Trustees**

The following Trustees and Sam Ivande will be standing for election:
Paul Buckley, John Caddick, Lynda Donaldson, David Fox, Phil Hall, John Kinghorn, Stephen Lowe, Chris Magin, Nigel Redman, Susie Squier, and Anne Varney

9. Election of Executive Officers

The following Trustees will be standing for election as Executive Officers:

Chair	David Fox
Vice Chair	Paul Buckley
Secretary	Susie Squier
Treasurer	Anne Varney

10. Any other Business

Registration for the meeting

The meeting is open to all ABC members, but you do need to register as places are limited. We can host up to 100 participants. To register in advance for the meeting, please click on this link -

<https://us02web.zoom.us/meeting/register/tZwocuiqrT4pGNQAB6cyINHbkjwDPVdRoPLv>
then enter your name and email address and press "Register"

After registering, you will receive a confirmation email containing information about joining the meeting. If the meeting is oversubscribed, priority will be given to ABC members who live in Africa. **Members may raise any points that they wish to be considered at the meeting by email to** chairman@africanbirdclub.org

RESOLUTION ALTERING THE CONSTITUTION

THAT draft clause 11 below be adopted as clause 11 of the constitution of the African Bird Club in substitution for, and to the exclusion of, existing clause 11 of the constitution (with the text of the proposed alterations **in red**).

11. General meetings of members

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13. Other general meetings of the members of the CIO may be held at any time. All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

(a) The charity trustees: (i) must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and (ii) may call any other general meeting of the members at any time.

(b) The charity trustees must, within 21 days, call a general meeting of the members of the CIO if: (i) they receive a request to do so from at least 10% of the members of the CIO; and (ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

(c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-paragraph (b)(i) of this sub-clause shall have effect as if 5% were substituted for 10%.

(d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

(e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

(f) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.

(g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

(h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

(i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) Notice of general meetings

(a) The charity trustees, or as the case may be, the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.

(b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of paragraph (a) above have not been met. This paragraph does not apply where a specified period of notice is strictly

required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

(c) The notice of any general meeting must: (i) state the time and date of the meeting; (ii) give the address at which the meeting is to take place **or, if the meeting is to be held by electronic means pursuant to sub-clause (9) of this clause, the details necessary to enable participation;** (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and (iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration; (v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the CIO's website.

(d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

(3A) Postponement of general meetings

(a) The charity trustees may postpone a general meeting to another time and/or place if, in the opinion of the charity trustees, it is impractical or otherwise undesirable to hold the meeting at the time and/or place specified in the notice of the meeting. No business may be transacted at a postponed meeting except business which could properly have been transacted at the original meeting.

(b) A meeting may be postponed more than once.

(4) Chairing of general meetings

The person nominated as chair by the charity trustees under clause 19(2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

(a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.

(b) Subject to the following provisions, the quorum for general meetings shall be the smaller of 25% or 10 members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause is counted as being present.

(c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

(d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume. **If the meeting is to be held by electronic means pursuant to sub-clause (9) of this clause, the announcement or notification must include the details necessary to enable participation.**

(e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

(f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

(a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.

(b) **Subject to sub-paragraph (b)(ii) and (c)(ii) of sub-clause (9) of this clause, a resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present at the meeting.**

(c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

(d) A poll may be taken: (i) at the meeting at which it was demanded; or (ii) at some other time and place specified by the chair; or (iii) through the use of postal or electronic communications.

(e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second or casting vote.

(f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(6A) Proxy voting

(a) **Any member of the CIO may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a "proxy notice") which:**

(i) states the name and address of the member appointing the proxy;

(ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and

(iv) is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

(b) The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(d) Unless a proxy notice indicates otherwise, it must be treated as:

(i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

(e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that member.

- (f) An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
- (g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

(7) Representation of organisations and corporate members

An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO.

The organisation or corporate body must notify the CIO of the name of its representative before the meeting takes place, and the CIO shall be entitled to assume that he or she is authorised to act as the representative at the meeting. The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO.

(8) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

(9) Participation in general meetings by electronic means

- (a) A general meeting need not be held at any particular place and may be held by electronic means enabling each participant to communicate with all the other participants (“suitable electronic means”) if, in the opinion of the charity trustees, it is appropriate to do so.
- (b) Where a general meeting is held by electronic means:
 - (i) members do not have a right to attend the meeting in person;
 - (ii) members may participate in the meeting and votes may be cast by electronic means;
 - (iii) members participating by suitable electronic means shall qualify as being present.
- (c) Where a general meeting is to be held at a particular place, members may nonetheless participate by suitable electronic means if, in the opinion of the charity trustees, it is appropriate to do so. In such a case:
 - (i) the notice provided pursuant to paragraph (c) of sub-clause (3) of this clause must include the details necessary to enable participation;
 - (ii) sub-paragraphs (b)(ii) and (iii) of this sub-clause shall apply;
 - (iii) any notification or announcement pursuant to paragraph (d) of sub-clause (5) of this clause must include the details necessary to enable participation.

EXPLANATION OF THE PROPOSED ALTERATIONS

The Trustees of the African Bird Club are putting to the Club's membership a resolution to alter clause 11 of the constitution relating to procedures for general meetings. The intention of the proposed alterations is twofold – (1) to make it easier for members living outside the UK, and especially those in Africa, to participate; and (2) to build in greater flexibility in the arrangements for general meetings in future, reflecting recent experience of the disruption caused by Covid-19. A more detailed explanation of the proposed alterations is set out below.

Passage of the resolution requires a 75% majority of the votes cast at the meeting. If passed, copies of the resolution and the constitution as amended will be sent to the Charity Commission (within 15 days) and the amendments will take effect once recorded in the Register of Charities.

New sub-clause (3A)

This new sub-clause enables the postponement of a general meeting which has already been called. A meeting may be postponed if the trustees consider it impractical or otherwise undesirable to proceed with the meeting (and may be postponed more than once). This might be the case if, for example, a risk to public health arises after the meeting is called or circumstances otherwise make it impractical or undesirable to hold the meeting as scheduled. The possibility of postponement is consistent with the flexibility that was provided on a temporary basis to Charitable Incorporated Organisations such as ABC under the Corporate Governance and Insolvency Act 2020, which extended the deadline for holding an annual general meeting.

New sub-clause (6A)

This new sub-clause enables a member to appoint another person (as proxy) to represent the member at a general meeting. A proxy may exercise all of the rights of the member, including voting on one or more resolutions. The notice appointing the proxy may (but does not have to) specify how (or whether) the proxy is to vote on one or more resolutions. The clause is consistent with that included in the Charity Commission's template constitution for a Charitable Incorporated Organisation.

New sub-clause (9) and consequential amendments to sub-clauses (3)(c), (5)(b) and (d) and (6)(b)

This new sub-clause enables general meetings to be held by electronic means (i.e. virtually), if the trustees consider it appropriate to do so. As with the possibility of postponement, it provides flexibility where meeting in person may not be practical (or indeed, possible) and is consistent with the provision made (on a temporary basis) to the same effect under the Corporate Governance and Insolvency Act 2020. The trustees consider it to be in the best interests of the charity that ABC should have this flexibility on a permanent basis.

The electronic means used must enable all of the participants to communicate with each other and members are entitled to participate and vote by such means. The sub-clause further provides that general meetings may be held by a combination of attendance in person and virtual participation (a "hybrid" meeting) if the trustees consider it appropriate to do so.

Where a meeting is to be held by electronic means (either solely or as a hybrid meeting), the notice of the meeting must provide the details necessary to enable participation. Similarly, if a meeting is adjourned because no quorum is present and when resumed, it is to be held by

electronic means (either solely or as a hybrid meeting), the announcement or notification of its resumption must include the details necessary to enable participation.

Finally, the reference to being present “in person” is omitted from sub-clause (5)(b). That provision provides that for purposes of determining whether a quorum of members is present, where a member which is an organisation is represented at the meeting by a person, the organisation is counted as being present. The omission of being present “in person” reflects the possibility of virtual meetings.