

Bat Conservation Trust

National Bat Conference

13-15 th September 2013 - University of Warwick



Notice is hereby given that the 2013 Annual General Meeting of the Bat Conservation Trust will be held at the University of Warwick on 14th September 2013 at 6.00 pm for the purpose of considering and, if thought fit, approving the following:

To keep in line with BCT's Green policy and to keep printing and postage costs to a minimum: This year the Agenda, Notice of motions/proposals and Proxy voting form has been combined into one document.

Annual General Meeting Agenda

1. Apologies for absence
2. Minutes of previous Annual General Meeting on 15th September 2012.
3. Annual Report of the Board of Trustees 2012-13
4. Annual Accounts and Auditors' Report 2012-13
5. Appointment of Auditors
6. Auditors' remuneration
7. Revision of the Memorandum and Articles of Association – Proxy Voting
8. Election of Trustees
9. Any other notified business

After the AGM there will be a Q&A session, with BCT staff present to answer questions.

Notice of Motions and Proxy form

I/We being a Member(s) of the above named Charity hereby appoint the Chairperson of the AGM or (see note 1) _____ of _____

as my/our proxy to attend and, on a poll, to vote for me/us and on my/our behalf as set out below at the Annual General Meeting of the Charity to be held at the University of Warwick 2013 at 6.00pm (the "AGM"). The proposed resolution(s) are set out in the Notice convening the AGM (you are advised to read the details of each resolution before completing this Proxy Form). I/we direct that my/our proxy votes on a poll on the resolution(s) set out in the said Notices as indicated below (see note 2)/ If your membership is a Family Membership, please see Note 3:

Signature

Date:

Ordinary Business

Agenda item 1 – Apologies

Agenda item 2 – Minutes of the AGM 2012

To approve the minutes for the 2012 AGM (**Resolution 1**).

For [] Against [] Abstain []

Agenda item 3 – Annual Report of the Board of Trustees 2012-13

To approve the Annual Report of the Board of Trustees (**Resolution 2**).

For [] Against [] Abstain []

Agenda item 4 – Annual Accounts and Auditors' Report 2012-13

To approve the Annual Accounts and Auditors' Report (**Resolution 3**).

For [] Against [] Abstain []

Agenda item 5 – Appointment of Auditors

Trustees continue to be generally satisfied with the overall level of service provided by our current Auditors, Sayer Vincent, and propose that they are retained for next year's audit (**Resolution 4**).

For [] Against [] Abstain []

Agenda item 6 – Auditors' Remuneration

To authorise the Trustees to determine the Auditors' remuneration for next year's audit (**Resolution 5**).

For [] Against [] Abstain []

Agenda 7 - Revision of the Memorandum and Articles of Association – Additions of clause 27a to Proxy Voting (Resolution 6)

For [] Against [] Abstain []

The Articles of Association (Article 26 and 27) currently allow for proxy voting:

Proxies

26. A proxy (who need not be a member) may take any step at a General Meeting on behalf of his principal, other than vote on a show of hands.

27. An instrument appointing a proxy shall be in writing signed by the member or in the case of a representative appointed or nominated under Articles 4 or 5 by the representative in any form clearly indicating

the powers of proxy, and appropriate forms to be obtained from the Secretary on request by any member. The instrument shall be deposited at the Registered Office of the Charity at least forty-eight hours before the time appointed for holding the Meeting (or an adjourned Meeting). A proxy may be withdrawn by leaving a written notice duly signed at the Registered Office of the Charity at least forty-eight hours before the time appointed for holding the Meeting (or an adjourned Meeting).

An additional clause is proposed, to take account of the possibility of information arising at a meeting following a proxy vote made in absence at that information. This clause gives the Chair the discretion to allow the AGM to make a decision or defer the matter to a later meeting:

27A. Where information arises in the course of a meeting which in the reasonable opinion of the Chairperson could affect the decisions of those voting by proxy on a resolution, the Chairperson may decide to take such action as he or she considers appropriate (for example, adjourning the matter).

Agenda item 8 – Election of Trustees

New Trustees

The following individuals are proposed for election by the Board of Trustees at this AGM:

- Rupert Lancaster (co-opted) – nominated as an Ordinary Trustee (**Resolution 7**).
For [] Against [] Abstain []

*Rupert is Non-Fiction Publisher at Hodder & Stoughton, responsible for books by a wide range of authors including Ray Mears, Robert Peston, Sir Ranulph Fiennes, Melvyn Bragg, Tristan Gooley and Simon King. Born in Hereford, he trained as a teacher before moving to bookselling and then into publishing. After working as Publicity Director of Jonathan Cape, he became Group Marketing Director, then Editorial Director of Chatto & Windus. He was head of Random House Enterprises before joining Hodder Headline in 1995. He's had a life-long interest in the natural world and as a director of the Fortis Green Community Allotments Trust in north London, he's been working with the Haringey Wildlife Officer to enhance the biodiversity of the allotment site and the adjoining grounds of Tetherdown School, where he's a Community Governor. His interest in bats began when he published *The Complete Bat* by James Robertson while working at Chatto & Windus in 1990. He's particularly interested in the PR and marketing side of conservation and the role of local and central government. He looks forward to working with the team at BCT to ensure a strong media presence for bats in general and BCT in particular – as well as using his experience of thirty years in publishing to advise BCT as appropriate on intellectual property, copyright and other related issues.*

Existing Trustees

All Board of Trustees members are eligible to stand for up to three consecutive periods of three years, before they must stand down from the Board for at least one year.

Two Trustees are standing for re-election at this AGM and the Board of Trustees is pleased to make the following proposals, for David Gibbons and Tom Andrews to be elected as Ordinary Trustees (resolutions 8 and 9) and for David to be re-elected as Vice Chair (resolution 10) and Tom Andrews to be re-elected as Treasurer (resolution 11).

- David Gibbons – proposed for re-election as an Ordinary Trustee (**Resolution 8**).
For [] Against [] Abstain []

Following a Natural Sciences degree, and a doctorate specialising in behavioural ecology at Cambridge, David worked for two long summers in the Camargue on birds and damselflies. His first proper job was with the British Trust for Ornithology, where he collated information from thousands of birdwatchers to produce an atlas of the distribution of birds in Britain and Ireland. He moved from the BTO to the RSPB in 1994, and for the last fifteen years has led the RSPB's scientific programme. The research portfolio of David's team is very broad, ranging from trying to understand why house

sparrows are disappearing in London, to tracking seabirds at sea and migrant birds across Africa, to monitoring the wildlife of a Sumatran rainforest. David is a former Chair of the European Birds Census Council, and is on the Steering Committee of the Cambridge Conservation Initiative, a collaboration between academics and conservation organisations that is establishing a new conservation campus within the university. David hopes that his knowledge of research, monitoring, conservation and organisational management, both in the UK and internationally, will be of value to BCT. He has been Vice-Chair of BCT for a year, and was an Ordinary member of the Board of Trustees for two years before that. He is also very keen to learn more about bats, and helps with the NBMP field survey in his home county of Suffolk.

- Tom Andrews – proposed for re-election as an Ordinary Trustee (**Resolution 9**).
For [] Against [] Abstain []

Tom has worked for a wide variety of wildlife conservation organisations including WWF, IUCN and the Wildlife Trusts, at the latter of which he worked closely with local bat groups. He is currently Associate Director at the Soil Association, a charity campaigning for sustainable food and farming in the UK. Tom's skills are primarily in project development and management; fundraising and membership; marketing and communications; and people and wildlife. Tom says bats really came to his attention when managing an eco-tourism project in Uganda where, every night, hundreds of thousands of bats would explode into the dusk from a large escarpment cave, desperate to evade the circling bat hawks. "Since then, bats have seemed to enter my life more and more, from assisting with bat walks in Northumberland to wondering how many are in the walls and roof of our cottage." Tom has now been a trustee of BCT for three years and is currently Treasurer. He says "BCT is in a strong position in financial terms and we have done a lot over the past couple of years to consolidate that. Our focus over the next three years must be to further balance our income and expenditure to ensure that we can set break even budgets and continue to build our reserves while at the same time maximising the amount of resources directly allocated to the front line of bat conservation".

All other current members of the Board of Trustees, other than those mentioned above, remain unchanged and none are due for re-election this year.

As the current Vice Chair is standing for re-election as an Ordinary Trustee at this AGM the Board of Trustees is pleased to make the following proposal.

- David Gibbons – proposed for re-election as Vice Chair (**Resolution 10**).
For [] Against [] Abstain []

As the current Treasurer is standing for re-election as an Ordinary Trustee at this AGM the Board of Trustees is pleased to make the following proposal:

- Tom Andrews – proposed for re-election as Treasurer (**Resolution 11**).
For [] Against [] Abstain []

Michael Ford is stepping down as a trustee this year after 9 years on the Board. The Board of Trustees would like to record their sincere thanks to Michael for his contribution to the charity. The board of trustees is pleased to announce the proposal of electing Sarah Escott as honorary Secretary.

- Sarah Escott – proposed for election as Honorary Secretary (**Resolution 12**).
For [] Against [] Abstain []

Sarah is the Evidence Unit team manager for Natural England (NE) and is responsible for a national team of 70 staff (in five teams) who manage NE's monitoring programme and provide Geographic

Information Services and Spatial Analyses for customers. Prior to this she brought together all of NE's monitoring into a single programme integrating delivery from across Natural England's key monitoring work areas and working closely with partners in the voluntary sector (conservation trusts, wildlife trusts etc) and Government Agencies like Environment Agency. She has experience in staff management, of managing and designing large-scale environmental projects, deputising for the Evidence Director and managing substantive budgets. She maintains her field ID skills by being involved in annual field surveys as part of NE's Long Term Monitoring Network and, as a trustee, enjoys using the skills gained through her work to help BCT and bat conservation.

Agenda item 9 – Any other notified business

No resolutions were submitted by the membership.

Kate Jones, Chair

August 2013

This document is also available on the BCT website at www.bats.org.uk/agm

You will need to login to the website to access the document:

- Your Username is your membership number (as appears on your Proxy Form).
- Your default password is your postcode, all in CAPITAL LETTERS with no spaces (unless you have already amended it).

Please email members@bats.org.uk or call 020 7820 7181 if you need any help with your login.

Please return by post or, during normal business hours, by hand, to:

- The Secretary, Bat Conservation Trust, 5th Floor, Quadrant House, 250 Kennington Lane, London, SE11 5RD *or, if preferred, to:*
- The Secretary, Freepost RSRJ-AXKH-GGRH, Bat Conservation Trust, 5th Floor, Quadrant House, 250 Kennington Lane, London, SE11 5RD

Forms sent by post must arrive by **6.00pm on Thursday 12th September 2013**

Please note that the FREEPOST facility provides a Second Class delivery service.

Notes

Note 1: If you wish to appoint a person other than the Chairperson of the AGM as your proxy, you should delete the words “the Chairperson of the AGM” and insert in the space provided the name and address of the person whom you wish to represent you. A proxy need not be a member of the Charity but must attend the AGM in person to represent you. If you or your proxy do not attend, your vote will not be cast.

Note 2: Please indicate how you wish your votes to be cast by placing a cross (“X”) in the box either “for”, “against” or “abstain” for each of the resolutions set out above.

Note 3: In the case of Family Membership (being up to two adults and their children under 18 at the same address – Resolution 16, AGM 2007) there are two votes per family when two adults appear on the relevant record of the Family Membership (18 being the age of eligibility to vote – see Article 24) and two Proxy Forms, one for each adult, will be mailed*.

In the case of Family Membership when only one adult appears on the relevant record of the Family Membership there is one vote per family**. (In the unlikely event of more than one vote being received from different individuals in the same Family Membership when only one adult appears on the relevant

record only the vote of the first individual to appear on the relevant record of the Family Membership will count).

Note 4: Any amendments you make to this Proxy Form should be initialled by you.

Note 5: Completion and return of this Proxy Form will not preclude you from subsequently attending and voting in person at the AGM if you so wish.

Note 6: To ensure this Proxy Form is received in time if posted, it should be deposited with The Secretary, Bat Conservation Trust, 5th Floor, Quadrant House, 250 Kennington Lane, London SE11 5RD, no less than 48 hours before the time appointed for holding the AGM.

* If the second Proxy Form has not been received within two weeks after receiving the first please contact The Secretary, Bat Conservation Trust, Bat Conservation Trust, 5th Floor, Quadrant House, 250 Kennington Lane, London SE11 5RD, or email secretary@bats.org.uk.

** In the case of Family Membership where our records are incorrect, please make the necessary amendments by logging into your membership at www.bats.org.uk/login: