

The Neotropical Bird Club
(Registered Charity Number: 1040130)

Chairman's Announcement & Notice of Special General Meeting

Chairman's Announcement

Dear Member

Cancellation of Birdfair

I am sure you will have heard by now that the British Birdwatching Fair (BBWF) will no longer take place this August by reason of the Covid-19 pandemic. This is a blow to all who enjoy this spectacular event. The cancellation has a number of adverse consequences for our Club. One of these is that we will no longer be able to hold our Annual General Meeting (AGM) at BBWF on 22nd August 2020 at 18:30 pm in the "Harrier" Lecture Marquee. You will recall Notice of the AGM was enclosed with your copy of *Neotropical Birding* 26.

Your Council has been considering how best to re-arrange the AGM. This has thrown up a number of issues. The most important is that on the one hand, we wish to ensure the business that would have been conducted at the AGM is conducted on 22nd August 2020 but on the other hand, the UK Government's 'Stay at Home Measures' (or successor) may reduce the number who are able to attend or require us to relocate the meeting. There is also a procedural aspect to this in that the Council has no power under the Club's rules (the Constitution) to adjourn, postpone or relocate a meeting once a Notice of Meeting has been sent to members.

After considering this at length your Council has decided:

1. to proceed with the AGM on 22nd August 2020 (AGM 2020) at a new location and, probably, at an earlier time in the day;
2. to defer giving members Notice of the new location for as long as possible in order to maximise the likelihood of selecting a location and time in the day that will not have to be changed subsequently;
3. to call a Special General Meeting of the Club for 8th June 2020 (SGM 2020) to amend the Constitution in order to give the Chair or Council the power to adjourn, postpone or relocate a general meeting of the Club and to use electronic communications as much as possible to notify members of such changes (see further below); &
4. to offer members the opportunity to submit questions in advance in relation to the business to be conducted at SGM 2020 and AGM 2020 (see further below).

SGM 2020 (8th June 2020)

You will find attached a Notice of SGM 2020 containing one Resolution for adoption. Clause 10.3 of the Club's Constitution allows Council to call a meeting on 28 days' notice to amend procedural aspects of the Constitution by a simple majority vote (Clause 8.2). You will find an explanation of the amendments proposed at the end of this document. In brief, if adopted, the chair of the meeting, Chair of the Club or (as the case may be) Council would have power:

- to adjourn a general meeting in progress with the consent of the meeting;
- to postpone a general meeting (not in progress) that it is impractical or unreasonable to hold, for example on health & safety grounds;
- to issue notice of general meetings to members by electronic communications (unless the member has specified 'hard copy' notices only); &
- to permit general meetings by video conferencing.

If the Resolution is passed we intend to notify members by email of a new location and time on 22nd August 2020 for AGM 2020 (save that members who have not provided the Club with an email address but have supplied a postal address in the UK will receive a 'hard copy' notice by post).

Attendance at SGM 2020 (8th June 2020)

Those members living in the UK will be aware that the UK Government's 'Stay at Home Measures' prohibit public gatherings of more than two people. These provisions may still be in force at the time of SGM 2020. If so, no more than two members of the Club will be able to attend the meeting. I have arranged that one Officer of the Club and one other member of the Club will attend the meeting. **To ensure the safety of attendees please do not seek to attend the meeting.** If there is some 'relaxation' in the 'Stay at Home Measures' that would allow more members to attend I will, in the week prior to the meeting date, announce on the Club's website (set out below) if it is possible for more than the above two people to attend.

Questions for SGM 2020 (8th June 2020) and AGM 2020 (22nd August 2020)

I realise that many members will be disappointed by the possibility that they may not be able to attend one or both of the proposed meetings. I am sure you will appreciate it is only because of the exceptional circumstances that we may have to limit attendance. In order to provide members with the opportunity to raise questions we are putting in place a facility for members to put questions in advance of the meeting.

So, if you have any questions relating to either proposed meeting please email secretary@neotropicalbirdclub.org or write to NBC c/o 2 Wall Street, Lee over Sands, St Osyth, Essex CO16 8EU, UK. Please ensure your email or letter arrives no later than 14 days prior to the date of the relevant meeting. We will answer each question by publishing on the Club's website (www.neotropicalbirdclub.org), on or around the date of the relevant meeting, a summary of questions & answers.

Thank you for your understanding at this difficult time for all of us.

I wish you and your loved ones good health and safety.

D J Fisher

Chairman of the Neotropical Bird Club

Dated 4th May 2020

Notice of Special General Meeting

NOTICE IS HERBY GIVEN that a Special General Meeting of the Neotropical Bird Club (the "Club") (Registered Charity Number: 1040130) will be held at 9 Pound Close, Long Ditton KT6 5JW, United Kingdom on Monday 8th June 2020 at 10 a.m.to transact the following business:

Agenda

A resolution (*Note 1*) to amend the Constitution of the Club (*Note 2*) as follows:

(A) Add new Clauses 13.5, 13.6 & 13.7 to Clause 13 (Chair) as follows:

"13.5 (Adjournment of meetings)

The chair of a meeting of members may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting to another time and/or place.

13.6 (Postponement of meetings)

13.6.1 If the Chair or the Trustees determine that it is impractical or unreasonable to hold a general meeting or an adjourned meeting on the date or at the time or place specified in the notice calling the general meeting or adjourned meeting (including, but not limited to, a reason related to the health or safety of members or the likely level of attendance), the Chair or they may postpone the meeting to another time, date and/or place.

13.6.2 The Chair or the Trustees may also postpone any meeting which has already been postponed under clause 13.6.1 or adjourned under clause 13.5.

13.7 (Notice & business for adjourned or postponed meetings)

Where a meeting has been adjourned or postponed pursuant to clause 13.5 or clause 13.6 respectively:

(i) notice of the date, time and place of the adjourned, or, as the case may be, postponed meeting may be given in such manner as the Trustees may decide. The Trustees shall take reasonable steps to ensure that notice of the date, time and place of any postponed meeting is provided to members. Notice of the business to be transacted at such adjourned or postponed meeting shall not be required; and

(ii)no business may be transacted at an adjourned or postponed meeting except business which could properly have been transacted at the original meeting."

(B) Add new Clauses 28.3.1 & 28.3.2 to Clause 28.3 (Notices) (*Note 3*) as follows:

"28.3.1 Any member or Trustee of the Club, by providing the Club with his or her email address or similar, is taken to have agreed to receive communications from the Club in electronic form at that address, unless the member or ,as the case may be, Trustee has indicated to the Club his or her unwillingness to receive such communications in that form.

28.3.2 The Trustees may, subject to compliance with any legal requirements, by means of publication on the Club's website provide the members with the notice referred to in clause 11.3 (notice of general meetings). The Trustees must: (i) take reasonable steps to ensure that members and Trustees are promptly notified of the publication of any such notice; and (ii) send any such notice or proposal in hard copy form to any member or Trustee who has not consented to receive communications in electronic form."

(C) Add a new subsection (6) to Clause 31 (Interpretation) (*Note 4*) as follows:

"(6) the expression 'meeting' includes, except where inconsistent with any legal obligation:

- a physical meeting;
- a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and
- except in the case of an annual general meeting or special general meeting, telephone conferencing."

Notes to the Agenda

Note 1. A resolution to amend Clauses 9 to 31 of the Club's Constitution (Part 2) may be amended by resolution passed by a simple majority of members present and voting at a general meeting (including a Special General Meeting).

Note 2. A copy of the Club's Constitution may be found on the Club's website www.neotropicalbirdclub.org. A copy may be requested by emailing the Secretary at secretary@neotropicalbirdclub.org or writing to Neotropical Bird Club c/o 2 Wall Street, Lee over Sands, St Osyth, Essex CO16 8EU, UK.

Note 3. Clause 28.3 (which is retained) reads:

"28.3. A member who does not register an address with the Club or who registers only a postal address that is not in the United Kingdom shall not be entitled to receive any notice from the Club."

Note 4. Clause 31 begins:

"[I]n these Clauses" and is then followed by subsections (1) to (5).

Note 5. No other business will be conducted at this meeting.

By order of Council

C.S.Balchin (Secretary)

Dated 4th May 2020

EXPLANATORY NOTETO THE RESOLUTION PROPOSED

These notes do not form part of the Resolution proposed.

Part A of the Resolution contains new provisions relating to adjournment & postponement of meetings. These are procedural matters designed to deal with situations concerning meetings of members where the Chair or the Trustees consider it is better to adjourn a meeting already begun or postpone a meeting when notice of meeting has already been given to members. The covid-19 situation in the UK in April 2020 is an example of where, in order to protect the health of members, it might be appropriate to adjourn or postpone a meeting. The text is derived from (a) the Charity Commission's model clauses for the Constitution of a Charitable Incorporated Organisation with voting members (new 13.5& 13.7 (ii)) and (b) typical provisions to be found in the Articles of Association of FTSE 100 companies (new 13.6 & 13.7 (i)).

Part B of the Resolution has two new provisions designed to make use of electronic communications and the Club's website. This would reduce the postal expenditure of the Club. First, any member who has given an email address is deemed to have agreed to accept notices from the Club by electronic means, unless they have expressly stated they have not agreed to this. This would include a notice of a general meeting. Secondly, the Club may give notice of general meetings via the website. However, the Trustees must not only take reasonable steps to ensure that members and Trustees are promptly notified of the publication of any such notice but also send any such notice in hard copy form to any member or Trustee who has not consented to receive communications in electronic form. The text is derived from the Charity Commission's model clauses for the Constitution of a Charitable Incorporated Organisation with voting members (October 2016).

Part C of the Resolution adds to the interpretation provisions of the Constitution. The amendment makes clear that meetings of members and Trustees may be held physically, by video conference (or similar), and, but only in the case of meetings of Trustees, by telephone conference. The text is derived from the Charity Commission's guidance note 'Charities and meetings' (CC48).