



**BRITISH SOCIETY OF ANIMAL SCIENCE  
ANNUAL GENERAL MEETING 2019**

**NOTICE IS HEREBY GIVEN THAT THE SEVENTY SIXTH ANNUAL GENERAL MEETING OF THE SOCIETY  
WILL BE HELD IN THE HARRIS SUITE, EDINBURGH INTERNATIONAL CONFERENCE CENTRE, EDINBURGH  
ON 10<sup>TH</sup> APRIL 2019 AT 17:00 HOURS**

**A G E N D A**

- 1 Welcome and apologies
- 2 Minutes of the Meeting held on 10 April 2018 (Note 1) (Paper 76A)
- 3 Report by Chief Executive for the year 2018 and Reports of the Committees/Groups (Paper 76B-H) (Note 1)
  - Awards
  - Early Career Council
  - Accreditation
  - Stakeholders
  - Global
  - Science & Technology
- 4 Report of the Hon Treasurer and adoption of the audited accounts (Paper 76I) (Note 1)
- 5 Re-appointment of auditors
- 6 Election of Office Bearers (Notes 2-4)
- 7 Resolution to amend the Charitable Status and Constitution (Paper 76J) (Note 5)
- 8 Election of Council members (Note 6)
- 9 Election of Honorary Life Members (Note 7)
- 10 AOB

Maggie Mitchell  
Chief Executive  
March 2019

## NOTES

- 1 Papers 76A-76I- circulated with this notice, will be taken as read and comments from the floor are invited.
- 2 Election of President (Rule 10) Council proposes the election of Prof Eileen Wall
- 3 Election of Senior Vice-President (Rule 11). Council proposes the election of Prof Michael Lee
- 4 Election of Vice-President (Rule 11). Council proposes the election of Kim Matthews
- 5 Proposal to amend the Charitable Status and Constitution (Rule 20). The resolution is subscribed by the President, Senior Vice President and Treasurer on behalf of Council; the background is set out in paper 76J.
- 6 Election of Council members (Rule 9). The undernoted members of Council are due to retire, it is proposed that no new council members are elected at this time.  
Dr Nicola Blackie  
Dr Ozzie Matika  
Dr Debbie Nash  
Dr Amy Taylor  
Prof Colin Whittemore
- 7 Council has proposed for election as Honorary Life Members of the Society the following:  
Prof Sandra Edwards  
Prof Maggie Gill  
Prof Cled Thomas  
Prof Claire Wathes

## PAPERS FOR THE ANNUAL GENERAL MEETING 2018

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**MINUTES OF THE SEVENTY-FIFTH ANNUAL GENERAL MEETING OF THE BRITISH SOCIETY OF ANIMAL SCIENCE HELD AT CROKE PARK STADIUM, DUBLIN**

**10 APRIL 2018**

**1 APOLOGIES**

Apologies from Mike Wilkinson and Gerald Weiner

**2 MINUTES OF THE PREVIOUS MEETING**

The minutes of the previous AGM (26 April 2017) were proposed by Helen Warren and Seconded by Abdul Chaudhry.

**3 REPORT OF THE CHIEF EXECUTIVE**

**Accreditation and governance**

Alison Christie has been appointed as Accreditation Executive to drive take-up of the register. She will take over from Colin Whittemore, who is stepping back to non-executive chair of the Accreditation group after many years of tireless service

**Events**

Following the success of EAAP, it was decided that the delivery of the 2017 Annual Meeting would be enhanced to attract a larger and wider audience. This move included a shift of location to Dublin.

As part of this, the Events group is being split to divide into a strategic function, led by David Kenny, and operational function led by Debbie Nash.

**Stakeholders**

The Academia Association and Industry Association has held several meetings to review their purpose, and concluded they would merge into one group. More will be reported in the autumn, and members to be kept up to date on developments.

**S&I (Awards)**

Carol-Anne Duthie has decided to stand down as the group's chair.

The group is being renamed 'Awards' to focus on management and development of grants and scholarships. Proposal for Amy Taylor to assume role of chairman.

The President recognised the commitment of Carol-Anne Duthie and thanked other chairs.

**Communications**

The communications group was disbanded as the purpose of the group had dwindled. News from committees will now be passed onto the Executive Communications team, consisting of Leigh Murray and Caroline Stocks.

As part of the Communications group, Animal has been re-energised by a new group led by Chris Knight.

**4 REPORT OF FINANCE**

The Treasurer Howard Simmins said event management is the society's core financial activity, with the Animal consortium and Journal coming second.

A considerable amount of money is spent on charitable activities, with discounts, grants and student discounts amounting to £88,000 in 2018.

As these activities mean that the society ends up in a negative financial position, it is important that money is spent in a way that fits with the society's charitable priorities.

Investments are covering these negatives and are growing the society's financial position, meaning money is there to be invested in the right areas.

The Treasurer said there are some issues the society needs to consider: Ordinary members are reducing, corporate membership is increasing but it is not balancing, so BSAS needs to understand what is behind the reduction in ordinary members. Resignations, retirements, and not growing membership at the younger end are challenges for the Society, despite corporate growth being identified as a positive

Conferences were successful for attendees and finances – with a net benefit in 2017. Sponsorship is starting to have traction - £40k after EAAP is a good year and 2018 sponsorship is likely to be higher. The society is learning how to work with industry partners, and needs to offer something back that is part of the learning process.

Publications also important - £65k balance from Animal consortium plus BSAS also continues to receive some income from its digital archive.

Biggest challenge is publications: These will continue for foreseeable short-term, but there are storm clouds in terms of open access which will see a sea of change in how publications like Animal operate. Worst case scenario is that income might be zero in future.

Investment income reached targets and the society continues to invest in areas like accreditation and stakeholders.

2017 minuses: Individual membership is reducing, basic costs of running the society continue to be high. If any source of income fails, things will not add up.

Positives: continued increase in corporate membership.

The Treasurer was happy with the present situation although would like lower costs. Cash flow for 2018 is looking poor and already facing £100k losses in terms of cash flow in the planning.

Following an independent review trustees decided to move investment managers from Barclays Wealth to Brooks MacDonald - who are more aligned to our aspirations as a society.

To secure long-term future of the society there are issues we need to investigate.

Michael Lee highlighted need to look at why there was a reduction in ordinary members and lack of post-grad/PhD numbers. The Treasurer agreed that the society needs to look at this issue in more detail.

## **5 RE-APPOINTMENT OF AUDITORS**

The accounts were adopted by the AGM  
Proposed by David Wilde  
Seconded by Jon Day

Chiene and Tait reappointed  
Proposed Liam Sinclair  
Seconded David Kenny

## **6 ELECTION OF OFFICE BEARERS**

Election of office bearers

Helen Miller proposed as President  
Eileen Wall proposed as Senior Vice President  
Michael Lee proposed as Vice President

## **7 RESOLUTION TO AMEND THE CONSTITUTION**

Richard Dewhurst said the Vice Presidents, Treasurer and President were Trustees - which was a small group in terms of skills-base.

Motion to amend constitution to move to a situation where President's Committee would become the Trustees group and over time increase the number of members who are trustees of the society. In the short-term, it was

proposed that the immediate past president stays on as a trustee for an extra year. The CEO also recommended identifying existing council members who can be brought in as new trustees as there is a need to think about other skills required, particularly in the corporate area, with the potential to bring in people from outside the society.

**Change proposed by Colin Whittemore**

**Seconded by Elizabeth McGowan**

## **8 ELECTION OF TRUSTEES**

### **Election of trustees**

The President said there needed to be a broader team of trustees. Council wanted to look at existing council to grow the number of trustees and suggested council members from an industry background, given presidents are academic. It was proposed that Helen Warren and David Wilde would be adopted as trustees. Alongside that council and presidents would continue to look for other people outside the existing council.

**Proposed by Howard Simmins**

**Seconded by Anna Thomson**

## **9 ELECTION OF COUNCIL MEMBERS**

In process of increasing trustees on council, there is a suggestion to reduce number of nominated council members.

Nominations for council membership:

Kirsty Klein: introduced by sponsor Anna Thomson. Worked at Reading for 16 years, research focuses on fatty acids and health of dairy. Energetic and enthusiastic approach to council.

Callum Harvey of KTN: introduced by David Telford. Masters in Vet sciences, R&D coordinator at Harbro, worked in industry and academia. Been on STI and global association.

Thanks given to David Telford who has completed his term on council for his work over the past three years.

## **10 AOB**

Eileen Wall - important to note passing of Jim O'Grady the only BSAS president from Republic of Ireland. Poignant, given first time in Dublin, to acknowledge his passing.

Venue for BSAS 2019 Edinburgh and 2020 East Midlands conference centre. Our aspirations are to step-up quality of the venue and meetings and engage more with industry. One of the great things here is huge amount of effort from Local Organising Group led by David Kenny and the work involved with attracting sponsors, speakers and a good venue that the society would like to replicate in Edinburgh. Dates 9-11 April 2019.

Elizabeth McGowan - wants to know if any progress had been made on responding to Brexit.

–The CEO clarified no representations other than contribution to HoL expert committee report. Terms of future contributions there is an aspiration to hold a joint APPG with Stapleton Trust and British Grassland Society.

With the explosion in attempts to make representations to Westminster it was hard to get attention, in a fast-moving situation, but there would be lots of opportunities in the future and there was a need to look at the Defra consultation, and acknowledge the wide range of views in the society so had to be aware of potential differences.

Helen Miller thanked Richard Dewhurst for excellent leadership of the society over the last 12 months and for insisting that conference comes to Dublin. Also noted that it has been fantastic to work with Agri Research Forum of Ireland.



Professor Richard Dewhurst  
BSAS President  
2017-18

## **Overview**

The committee structures and activities were reviewed in 2018 this process has continued into 2019 with a new structure and defined objectives to be proposed.

Much work, with many thanks to Colin Whittemore, has been undertaken in refining and improving our accreditation process providing us with a firm basis on which to move forward.

A successful and well attended, near 400 delegates, Annual Meeting took place in Dublin, the duration of the conference was extended to 3 days and was again held in partnership with the World's Poultry Science Association.

The President's Prize was divided into Best Theatre presentation (Annie Williams), Best Digital Presentation (Brigkita Venardou) and Best Poster (Christopher Douglas Moore). The Sir John Hammond Award was awarded to Prof David Kenny, Teagasc, in recognition of his outstanding contribution to improved understanding of how nutrition affects underlying biology regulating economical important traits in cattle.

The RSPCA/BSAS Award was presented to Prof Robert Elwood, Queens University Belfast, in recognition of many years of pioneering research in a range of species, including animal personalities, cognitive abilities and pain in invertebrates.

The Annual Meeting was held in Dublin in April and a Bull fertility Meeting was held in May 2018 at Westport, Ireland. The meetings were a great success.

Animal continues to generate income; activities were reviewed in 2018 to take into account a changing market place and future requirements. A proposal for moving forward will be completed in the early part of 2019.

Proposed changes to trustee structure have been implemented with further review and defining taking place during the year.

The financial challenges of 2018 have been and are being addressed with a five-year strategic plan now completed.

Maggie Mitchell  
Chief Executive  
March 2019

## COMMITTEE REPORTS

### Awards Committee

76C

Chair: Amy Taylor

Each of the awards is currently under review. The aim is to clarify what each award is and how the awards committee processes it. The awards will be re-worded as appropriate and deadlines changed to encourage more applications.

#### Awards presented/granted in 2018

##### Murray Black

- Maciej Marek Misiura, Newcastle University
- Kelsey Rhian Pool, University of Sydney, Australia

##### Steve Bishop

- Lindsay St George, University of Central Lancashire

##### Academia Association Undergraduate Award

- Marco Crisci, University of Reading
- Elena Riches, Writtle University College

##### Blaxter Award

- Georgios Pexas, Newcastle University

### Early Career Council

76D

Chair: Zoë Willis

In June 2018 the chair position changed from Jamie McFadzean to Zoë Willis.

Since September 2018, several ECC members have attended freshers/careers fairs to boost undergraduate membership as well as BSAS' profile at Hartpury College, Leeds University, Nottingham Trent University, SRUC and Glasgow University with positive feedback and BSAS developing a wider reach. In addition, in September the R Stats course was held in Carlisle again and was very well received. The ECC wish to continue to provide opportunities for animal scientists including post PhD and so in December 2018 the group officially changed from Student Council to the Early Career Council.

### Accreditation

76E

Chair: Colin Whittemore

The RSB/ BSAS Accreditation first phase, begun some 4 years ago, is now complete. The summer of 2018 saw the full and satisfactory establishment of all the procedures for Governance and Audit, the smooth running of administrative structures with the Executive Manager (Alison Christie) established, and the IT structures satisfactorily functional.

However, the IT support from the contractor has become fragile, consequential upon alterations to the system causing unasked for complexities and the Executive Manager and Administrator for the scheme regrettably has given up the position after a year of most excellent service.

Although the scheme itself has proved popular with mid-career BSAS members, its reach has been limited by the failure of UK Government to deliver on its earlier proposal that all professionals would require (as for Medics and Vets for example) to be members of an appropriate Accreditation and CPD scheme as a measure of competency to practice. It has therefore become incumbent upon the Society itself to generate the impulsion that would make Accreditation an imperative for Animal Scientists. Thus far, BSAS has found itself unable to forward either the funds or the person-time to do this. For these reasons (inter alia) Council commissioned the Task Force of four (which it had set up earlier in 2018) to report to BSAS Trustees and Council an options appraisal regarding appropriate ways forward for the scheme. A report has been submitted to Council with proposal under review pending further information.

**Stakeholders Committee (now Industry Association /Academic Association)**

**76F**

**Chair: Helen Warren**

The Stakeholders group's aim is to make the society more accessible to our major stakeholders and consists of three associations: Academia, Industry and Global.

Much of 2018 focused on the proposed amalgamation of the Industry Association (IA) and the Academia Association (AA), with a separate Global group formed.

Both IA and AA members fully support and desire amalgamation. Academia still feel insulated from industry and there is a need for better and more engagement, particularly with MSc/PhD projects. The new group will be a positive initiative in 2019.

**Global Association**

**76G**

**Chair: Michael Lee** (February 2019)

A meeting was held in 2018 to define the aims of the Global group these are currently being refined with positive proposals in place from which the group can move forward in 2019 under the new Chair.

**Science and Technology Events Group**

**76H**

**Chair: Debbie Nash**

**ANNUAL MEETING 2018**

The 2018 saw a location move to Croke Park in Dublin, which was instigated to encompass and widen the society's accessibility of delegates from Ireland, maintaining the momentum generated from EAAP in 2016. Furthermore, the conference duration was extended from two to three days. The 2018 meeting was once again held jointly with the World's Poultry Science Association. There were 390 BSAS delegates and 84 WPSA delegates (comparing favourably with 349 BSAS/WPSA delegates attending Chester in 2017). The theme of the 2019 meeting was 'Innovation to compete in the global livestock industry'. In total, there were 330 summaries submitted (comparing favourably with 212 submitted at Chester). The Proceedings were again published as part of Advances in Animal Biosciences the companion to the Animal journal. Proceedings were printed and available to



delegates at a small additional cost. The meeting was commended by the delegation and importantly, attracted good levels of sponsorship that helped to boost the conference income.

#### STUDENT ACTIVITY

The Student Council organised a 'Student Day' on Monday the 8th April, which was attended by 62 student delegates. The student day continues to be very popular and well received.

#### OCCASIONAL MEETINGS

The Bull Fertility Conference was held on 27th-30th May 2018 at Westport, Ireland. The meeting was a great success with 220 delegates, including organisers and invited speakers. Furthermore there were 38 submitted papers and 19 invited summaries published by ABS and the invited papers were published in an Animal Supplement. The presentations were also recorded and are available online. The conference was also successful in support and/or sponsorship received from Teagasc, BCVA, CAVI Veterinary Ireland, University of Dublin, University of Limerick and XL Vets.

#### **Financial Summary Conferences (Howard Simmins)**

BSAS organised two conferences and two student events (a seminar and a statistical workshop) this year. The conferences were the Annual Conference (April) and Bull Fertility conference (May). BSAS held the conference at Croke Park in Dublin. It was very welcome that upgrading the venue brought more sponsorship and attendees and all who attended, including the sponsors and exhibitors, considered the overall experience excellent. The great improvement came at a cost, which is identified below.

The average conference fee was £301 and £293 in 2017 and 2018, despite the fact that the 2018 conference was three days, whereas the 2017 conference was two days. There is no doubt that if we had persisted with conferences that were similar to those in 2017, we would have continued to lose delegates and the annual conference was on a downward spiral. The challenge for BSAS is that the costs are very much higher when we utilise the preferred conference centres and it takes very large increase in attendee and sponsorship income to offset the costs. The same will apply with the venue at Edinburgh for 2019.

The Bull Fertility Meeting made a modest profit (£4,412) thanks to sponsor and exhibitors support of £35k. BSAS' core strength is its capacity to hold very well regarded specialist events aside from the annual meeting. Our challenge is to provide affordable conferences for both our delegates and the Society. It is important to engage the membership in helping the Council make the right choices for all events for the long term.

**BRITISH SOCIETY of ANIMAL SCIENCE**  
**SUMMARISED FINANCIAL STATEMENTS**  
**For the year ended 30 November 2018**

**BRITISH SOCIETY of ANIMAL SCIENCE**  
**REPORT and FINANCIAL STATEMENTS**  
**For the year ended 30 November 2018**

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# BRITISH SOCIETY of ANIMAL SCIENCE

## REPORT OF THE COUNCIL

Year ended 30 November 2018

### REFERENCE AND ADMINISTRATIVE DETAILS

#### Council Members and Trustees

Prof Richard Dewhurst	President* (appointed 26 April 2017, resigned 10 April 2018)
Prof Helen Miller	President* (appointed 10 April 2018)
Prof Eileen Wall	Senior Vice President* (appointed 10 April 2018)
Prof Michael Lee	Vice President* (appointed 10 April 2018)
Dr Howard Simmins	Honorary Treasurer*
Dr Debbie Nash	Science and Technology Events Chairperson (appointed 6 April 2016)
Dr Carol-Anne Duthie	Strategy and Innovation Chairperson (appointed 14 April 2015, resigned 10 April 2018)
Dr Amy Taylor	Education Chairperson (appointed 10 April 2018)
Prof Colin Whittemore	Accreditation and Governance Chairperson
Dr Helen Warren	Stakeholders Chairperson* (appointed 6 April 2016)
Dr Kirsty Kliem	2017 (appointed Friday 12 May 2017 to replace K Shingfield)
Dr David Telford	2015 (appointed 14 April 2015, resigned 10 April 2018)
Dr Nicola Blackie	2016 (appointed 6 April 2016)
Dr David Wilde	2016* (appointed 6 April 2016)
Dr Ozzie Matika	2016 (appointed 6 April 2016)
Prof David Kenny	2017 (appointed 26 April 2017)
Dr Melanie Le Bon	2017 (appointed 26 April 2017)
Mrs Anna Thomson	2017 (appointed 26 April 2017)
Mr Callum Harvey	2018 (appointed 10 April 2018)

\* Trustees of the Society during the year

#### Chief Executive

Mr Bruce Beveridge (appointed 1 May 2017, resigned 30 November 2018)  
Ms Maggie Mitchell (appointed 1 January 2019)

#### Principal Address

British Society of Animal Science  
PO Box 3  
Penicuik  
EH26 0RZ

#### Auditors

Chiene + Tait LLP  
Chartered Accountants and Statutory Auditors  
61 Dublin Street  
EDINBURGH, EH3 6NL

#### Bankers

Bank of Scotland  
1 Liberton Drive  
EDINBURGH, EH16 6NL

Barclays  
LEICESTER, LE87 2BB

#### Investment Advisors

Brooks MacDonald (from June 2018)  
10 Melville Crescent  
EDINBURGH, EH3 7LU

Barclays Wealth  
11 Melville Crescent  
EDINBURGH, EH3 7LU

## **BRITISH SOCIETY of ANIMAL SCIENCE**

### **REPORT of the COUNCIL (Continued)**

**Year ended 30 November 2018**

#### **OBJECTIVES AND ACTIVITIES**

The British Society of Animal Science (formerly The British Society of Animal Production) was formally constituted as an educational charity on 6 January 1944 and amended at the Annual General Meeting in 2010 in order to:

- Provide opportunities for those interested in and concerned with the science relating to animals and its application to meet and exchange information, ideas and experiences.
- Encourage the investigation of problems and matters pertaining to the science related to animals and its application.
- Collect and publish information about the science relating to animals and its application; to print and publish any periodicals, books and leaflets which the Society may think desirable.
- Stimulate the incorporation into practice of advances resulting from research, experimental work and practical experience.
- Co-operate with any other organisation in furthering any of the objects of the Society.
- Do all such things as may be incidental or conducive to the attainment of the above objects or any of them.

#### **ACHIEVEMENTS AND PERFORMANCE**

During the year, the Society:-

- Organised and managed two student events, a seminar and a statistical workshop (January and September respectively), the Annual Conference (April) and Bull Fertility conference (May). All events were well regarded and a success for the delegates and sponsors. Financially, there were some challenges in using a major conference centre for the Annual Conference
- Managed with INRA, EAAP and Cambridge University Press (CUP) the on-going production of the scientific journal ANIMAL.
- Continued to implement the accreditation scheme in conjunction with the Society of Biology.
- Continued to strengthen links between academia and industry through the Industry Association and Academia Association. The Corporate membership has grown further this year.
- Continued developing BSAS Global to extend its support to animal scientists in other countries, especially in the developing world. This is required to be self-financing.
- Supported an active Early Career Council that advances the interests of the newer members of the Society.

#### **FINANCIAL REVIEW**

##### **Progressing the Strategic Plan**

Overall, 2018 successfully achieved the main activities that were targeted with the support of Bruce Beveridge, the then Chief Executive. In particular, the strategic plan involving holding conferences at better-quality venues in order to attract greater sponsorship and more delegates. However, as will be discussed in the conference section, upgrading the event brings tough financial challenges to BSAS, which will have to be faced for future events.

Standing still is not an option, however, as income challenges are affecting the society at multiple levels. The journal income may no longer be as secure in the future as the scientific community moves towards Open Access publishing. How the Animal Consortium addresses this is being assessed carefully at present, and BSAS is deeply involved in the process. Membership numbers are also put under pressure and, for the Society to grow, it will be vital to ensure that it is relevant for all sections that contribute to it. It is a time of change and the BSAS Trustees and Council are reacting quickly by adjusting its strategic direction, strongly supported by the new Chief Executive, Maggie Mitchell.

Annual losses are acceptable if they help to fulfil short-term developments of the BSAS strategy, but, clearly, BSAS has to ensure that the long-term financial security of the Society is assured.

# BRITISH SOCIETY of ANIMAL SCIENCE

## REPORT of the COUNCIL (Continued)

### Year ended 30 November 2018

#### Membership

2018 saw the first increase in membership fees since 2013. Growth has been seen in Corporate memberships, in which 17 organisations now contribute to the 99 corporate members which is up from last year. Post-graduate and retired membership both increased. Ordinary members have reduced. This year BSAS charged undergraduates a nominal fee of £10 for the first time to support administration costs. Historically, undergraduate membership varies considerably year on year, therefore, the reduction to 46 undergraduate members may not have been unexpected. The reduction in undergraduate numbers resulted in lower charitable discounts. Growing the membership remains a priority.

	2018	2017
Ordinary members	311	338
Postgraduates	125	116
Retired	60	56
Honorary	19	22
Undergraduates	46	215
Corporate members	99	97
	-----	-----
	660	844
	=====	=====

#### Conferences

BSAS has run two conferences and two student events (a seminar and a statistical workshop) this year. The conferences were the Annual Conference (April) and Bull Fertility conference (May). BSAS held the conference at Croke Park in Dublin. It was very welcome that upgrading the venue brought more sponsorship and delegates and the overall experience was considered to be excellent by all who attended, including the sponsors and exhibitors. The great improvement came at a cost, which is identified below.

<b>Comparison of income and expenditure between 2017 and 2018</b>		
<b>Annual Conference</b>	<b>2018</b>	<b>2017</b>
<i>Income</i>		
Attendees	314	232
Attendee income	£94,788	£67,880
Sponsorship/Exhibitors	£59,800	£750
Total income (inc dinners etc)	£171,168	£99,787
<i>Expenditure</i>		
Conference facilities	£82,119	£25,570
Total costs	£225,642	£100,806
Balance	-£54,474	-£1,019

The average conference fee was £302 and £293 in 2018 and 2017, despite the fact that the 2018 conference was over three days, whereas the 2017 conference was held on two days. There is no doubt that if we had persisted with conferences that were similar to those in 2017, we would have continued to lose delegates and the Annual Conference was on a downward spiral. The challenge for BSAS is that the costs are very much higher when we utilise the now preferred conference centres and it takes very large increase in attendee and sponsorship income to offset the costs. The same will apply with the venue at Edinburgh for 2019.

The Bull Fertility Meeting made a modest profit (£4,412) thanks to sponsor and exhibitors support of £35k. BSAS' core strength is its capacity to hold very well-regarded specialist events aside from the annual meeting. Our challenge is to provide affordable and attractive conferences both for our delegates and the Society. It is important to engage the membership in helping the Council make the right choices for all events in the future.

## **BRITISH SOCIETY of ANIMAL SCIENCE**

### **REPORT of the COUNCIL (Continued)**

#### **Year ended 30 November 2018**

##### **Publications**

ANIMAL is a premium journal and should remain in demand. However, given the strong pressures to move authors towards Open Access publishing, BSAS may no longer enjoy the growth in income it receives from being a member of the Animal Consortium. BSAS is engaged in looking at the choices to assure the long-term future of the journal, not least as we are highly dependent on its income for the financial well-being of the Society. Options are being explored, and the decisions will be shared with the membership very soon.

Twelve issues of ANIMAL were published in 2018, resulting in a total of 2,688 A4 pages, which is higher than in previous years. Bundle sales continue to increase, whereas individual library contracts have reduced. University libraries continue to eliminate duplicate contracts between departments due to better electronic management reducing some income permanently.

Income to BSAS from ANIMAL was £53,139 for the current year (2017: £63,052), which is one third of the total profit shared between the three Consortium members, INRA, EAAP and BSAS. Overall, including Advances in Animal Biosciences, Animal Bytes and other small sources, excluding the archive fees, income from the Consortium was £76,581. Growth in income from traditional sources, such as libraries, has stalled and our publisher, Cambridge University Press, indicates that it is more likely to reduce slightly over the next 5 years. The ANIMAL management team is to be congratulated on the continued progress of the journal in 2018, which makes a vital contribution to the financial health of the Society.

BSAS still benefits from sales of Animal Science digital archives, which are purchased by University and other libraries around the world. It is expected to diminish over time but still provided over £20k in 2018.

Costs were £23,494 and included the Information Director costs. Some alterations in the ways staff costs were apportioned has prevented a direct comparison between years, but an overall surplus of £76,581 remains healthy.

Overall, these investments are aimed to build a stronger interface and interaction between the membership, the Society and external sources.

##### **Statement of Financial Activities**

The total income in 2018 was higher than £500,000, which triggered the requirement for a full audit under the Charities legislation. The higher revenues were obtained because of the successful conferences held this year.

Total expenditure by the Society was £701,475 in 2018 compared with £658,848 in 2017. 2018 showed a higher than average income, which was mitigated by a considerably higher expenditure at the Annual Conference as discussed above. To maintain a positive cash flow, £100,000 was moved from the unrestricted investment funds to the BSAS current account during the year.

Educational discounts reduced in line with the lower number of undergraduates (£9,923) who received free membership. Overall income was £524,922 driven by the two conferences as described above. Investment income was below target at £20k partly due to the prolonged change-over in investment managers and also due to the transfer of funds to the current account to cover expenditure. ANIMAL Consortium contribution was tempered by lack of growth compared with recent years.

BSAS forecasted a net expenditure for 2018, which came to pass. As discussed, the higher standard conferences attracted more delegates and sponsorship but also higher costs. Publication income was high but less so than the previous year and investment income was reduced. The Society is challenged at multiple levels and its supervision of its finances is now even more acute. One important new step is the formation of a Governance and Finance Committee to oversee the operational plans and strategic intent of the Society and to report quarterly to the Trustees.

BSAS remains healthy but it is sensitive to outside forces. It has to balance the books as a matter of urgency. Several options are being explored by the CE, Maggie Mitchell. Strengthening membership numbers for the long term is a priority as is the ongoing objective to build superior conferences that have high levels of demand in the animal science industry.

## **BRITISH SOCIETY of ANIMAL SCIENCE**

### **REPORT of the COUNCIL (Continued)**

#### **Year ended 30 November 2018**

##### **Statement of Financial Activities (Continued)**

Academia and Industry Associations, which should all have long-term importance for the Society, continued to be supported. BSAS Global will develop further the Society's charitable aims beyond the UK and Ireland and will be required to be self-funding.

BSAS forecasts net expenditure for 2019, and its supervision of finance is more urgent than ever before. It is a slow process to develop both the activities and turn around the finances of such a Society, but the Trustees and Council believe it is on the right track to ensure BSAS can look forward to the long-term with confidence.

We confirm that the financial management of the Society continues in line with Council's policy on risk, which is under continual review.

##### **Reserves Policy**

Unrestricted funds represent the general funds that the Council is free to use in accordance with the Society's charitable objectives. It is the policy of the Council to maintain unrestricted funds at a level that equates to approximately one year's unrestricted income. This provides sufficient funds to cover management and administration costs and to respond to any emergencies that may arise from time to time. Unrestricted funds were maintained at or above this level throughout the year.

At the year end, the Society had unrestricted reserves of £667,122 (2017: £853,292). The Society also had designated reserves of £4,500 (2017: £4,500) and restricted reserves of £32,663 (2017: £31,790).

The Council confirms that, in their opinion, the assets of the Society are available and adequate to fulfil its obligations.

##### **Investment Policy**

In accordance with the constitution of the charity, the Council has the power to invest in shares, bonds and other investments as they see fit. The Council reviewed its choice of investment managers and engaged Brooks Macdonald. BSAS thanks Barclays Wealth for its service and looks forward to its new partnership. As £100k was removed from the investments to cover cash flow, a smaller annual income was accepted for 2018 than budgeted. The Council has adopted a medium/high risk investment strategy to achieve this goal. During the year, the income received from investments amounted to £20,571 which is lower than target. The income target for 2019 will be dependent on whether more money is required to ease cash flow in the short-term. Uncertainty in the financial markets over the next 12 months will require that the portfolio be closely monitored.

##### **Grant Making Policy**

The Council invites applications for the annual grants that the Society awards. Applications will be reviewed by the Strategy and Innovation Committee and awarded in accordance with the specific criteria.

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The priorities for BSAS are to balance income and expenditure as quickly as possible and the CE is looking at all avenues to achieve this aim. The BSAS Committees, Council and Trustees are in the process of being restructured and all priorities are being re-assessed. Some developments will be discussed at the 2019 AGM.

#### **PLANS FOR THE FUTURE**

In the coming years, the Society will:

- Continue to consult with stakeholders and members to promote an animal science agenda to a wide audience
- Organise or assist with the organisation of animal science conferences in the UK and overseas
- Support the management of the ANIMAL consortium (part ownership)
- Develop new activities to meet the needs and aspirations of current and future members
- Seek new and regular sources of income



## **BRITISH SOCIETY of ANIMAL SCIENCE**

### **REPORT of the COUNCIL (Continued)**

**Year ended 30 November 2018**

## **STRUCTURE, GOVERNANCE & MANAGEMENT**

### **Constitution and objects**

The Society has a Memorandum and Articles of Association formally set out and available for consultation at the Society office.

### **Organisation**

The Council of the Society is an elected body, with three members being elected at each Annual General Meeting to serve for three years. Candidates for President, Senior Vice-President, Vice-President, Chief Executive and Honorary Treasurer are proposed by Council for election at the Annual General Meeting. Members of Council holding office during the year ended 30 November 2018 are as stated on page 1.

The Past-President, President, Senior Vice-President, Vice-President, Honorary Treasurer and two others representing Industry are deemed to be the Trustees of the charity. This is being considered further and more Trustees are expected to be appointed to the Council in 2019.

The CE of the Society is chosen by the Trustees and ratified by Council. Bruce Beveridge resigned from the role and a specialist recruitment agency was commissioned to find a new CE. Standard of candidates was high and BSAS is delighted that Maggie Mitchell accepted the post to start in January 2019. Bruce brought some fresh strategic thinking to the role and played an important part in Trustee restructuring of the Society.

The Council Members and Trustees meet twice per year, in order to discuss strategic and operational matters relating to the Society. Newly appointed Council Members and Trustees are provided with a copy of the governing document, a copy of the financial statements, recent minutes of meetings and handbooks of governance and codes of practice. In addition, a verbal briefing is given by the President and the Honorary Treasurer.

A number of Committees carry out work in furtherance of the charity's objectives, and report directly to the Council Members and Trustees. These are being restructured and will be led by a Trustee.

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The Trustees and the Chief Executive are deemed to be the charity's key management personnel. The Trustees are not remunerated for their services. Details of the remuneration of the Chief Executive are given in note 18 to these financial statements. In setting the remuneration of the Chief Executive, an extensive benchmarking exercise was conducted, comparing CEO salaries between charities of similar sizes, in addition to direct communication with other relevant societies, such as the Nutrition Society.

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The Council has assessed the major risks to which the Society is exposed, in particular those related to the operations and finances of the Society, and are satisfied that systems are in place to mitigate our exposure to the major risks.

Key risks identified by the Council, and steps being taken to mitigate them are set out below:

### **Projects**

Before a project is undertaken, the financial investment in the project is assessed, and budgets prepared in advance, and are agreed by Council.

## **BRITISH SOCIETY of ANIMAL SCIENCE**

### **REPORT of the COUNCIL (Continued)**

#### **Year ended 30 November 2018**

##### **Financial**

Invoices or receipts are sought for all expenditure, and further authorisation controls are in place, including the countersigning of payments and limits on single payment amounts. All amounts over £1,000 require two authorised signatories, while all amounts over £5,000 must be signed by either the Treasurer or the CEO. Finances and management accounts are reviewed by Council on a quarterly basis.

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The risks of financial loss associated with investment in a portfolio are managed by the Society's Investment Managers. The risk is spread by investing across a portfolio, and performance is reviewed by Council on a regular basis.

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The Council, who are also trustees for the purposes of charity law, are responsible for preparing the Report of the Council and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

The law applicable to charities in Scotland requires the Council to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charity and of the incoming resources and application of resources of the charity for that period. In preparing these financial statements, the Council is required to:

- select suitable accounting policies and apply them consistently;
- observe the methods and principles in the Charities SORP 2015 (FRS 102);
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in operation.

The Council is responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charity and enable them to ensure that the financial statements, comply with the Charities and Trustee Investment (Scotland) Act 2005, the Charities Accounts (Scotland) Regulations 2006 (as amended) and the terms of the charity's constitution. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Council is also responsible for safeguarding the assets of the Charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Approved by the Council on

2019 and signed on their behalf by:-

Dr H Simmins

**BRITISH SOCIETY of ANIMAL SCIENCE**

**STATEMENT of FINANCIAL ACTIVITIES  
(INCORPORATING INCOME AND EXPENDITURE ACCOUNT)**

**For the year ended 30 November 2018**

	Un- restricted Funds £	Designated Funds £	Restricted Funds £	Total 2018 £	Total 2017 £
<b>Income from:</b>					
Donations and legacies	43,102	-	2,173	45,275	71,606
Charitable Activities:					
Income from publications	100,075	-	-	100,075	122,292
Income from conferences	359,101	-	-	359,101	417,961
Investments	20,571	-	-	20,571	19,980
<b>Total income</b>	522,849	-	2,173	525,022	631,839
<b>Expenditure on</b>					
Raising funds	35,431	-	-	35,431	43,645
Charitable activities	664,744	-	1,300	666,044	615,203
<b>Total expenditure</b>	700,175	-	1,300	701,475	658,848
<b>Net (expenditure)/income before investment (losses)/gains</b>	(177,326)	-	873	(176,453)	(27,009)
(Losses)/gains on investment assets	(8,844)	-	-	(8,844)	66,269
<b>Net (expenditure)/income</b>	(186,170)	-	873	(185,297)	39,260
Transfers between funds	-	-	-	-	-
<b>Net movement in funds</b>	(186,170)	-	873	(185,297)	39,260
Fund balances brought forward at 1 December 2017	853,292	4,500	31,790	889,582	850,322
<b>Fund balances carried forward at 30 November 2018</b>	667,122	4,500	32,663	704,285	889,582

The restricted funds column represents the Alan Robertson Genetics Fund income and expenditure and the Mike Steele and Kevin Shingfield Awards.

The Statement of Financial Activities includes all gains and losses in the year.

All operations are continuing.

**BRITISH SOCIETY of ANIMAL SCIENCE****BALANCE SHEET****As at 30 November 2018**

	£	2018 £	£	2017 £
<b>Fixed assets</b>				
Tangible assets		446		1,085
Investments at market value		651,212		765,842
		-----		-----
		651,658		766,927
<b>Current assets</b>				
Debtors	170,328		181,569	
Cash and bank balance	19,926		48,108	
	-----		-----	
	190,254		229,677	
<b>Creditors:</b> amounts falling due within one year		(137,627)		(107,022)
		-----		-----
<b>Net current assets</b>		52,627		122,655
		-----		-----
<b>Net assets</b>		704,285		889,582
		=====		=====
<b>Represented by</b>				
Unrestricted funds		667,122		853,292
Designated funds		4,500		4,500
Restricted funds		32,663		31,790
		-----		-----
		704,285		889,582
		=====		=====

The summarised financial statements set out on pages 8 to 10 have been extracted from the full annual financial statements of the Society which were approved on \_\_\_\_\_ 2019. The full annual financial statements have been subject to an independent audit and the independent auditor's report was unqualified.

These summarised financial statements may not contain sufficient information to allow for a full understanding of the financial affairs of the Society. For further information the full annual financial statements, the independent auditor's report on these financial statements and the Report of the Council should be consulted. Copies of the full annual financial statements can be obtained from the Society's postal address.

The full annual financial statements will be submitted to the Office of the Scottish Charity Regulator by the due date of 31 August 2019.

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Prof H Miller  
President

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Dr H Simmins  
Honorary Treasurer

**BRITISH SOCIETY of ANIMAL SCIENCE****STATEMENT OF CASH FLOWS****For the year ended 30 November 2018**

	<b>2018</b>	<b>2017</b>
	<b>£</b>	<b>£</b>
<b>Cash flows from operating activities</b>		
Net movement in funds	(185,297)	39,260
Deduct investment income	(20,571)	(19,980)
Add back depreciation	1,307	1,084
Deduct gains on investments	8,844	(66,269)
Decrease/(Increase) in debtors	11,241	(34,151)
(Decrease)/Increase in creditors	30,605	(48,766)
	-----	-----
<b>Net cash (used in) operating activities</b>	<b>(153,871)</b>	<b>(128,822)</b>
	-----	-----
<b>Cash flows from investing activities</b>		
Fixed asset additions	(668)	-
Dividends from investments	20,562	19,945
Movement of investment cash	(52,612)	22,554
Interest received	9	35
Sale of investments	702,253	133,506
Purchase of investments	(543,855)	(147,506)
	-----	-----
<b>Net cash provided by investing activities</b>	<b>125,689</b>	<b>28,534</b>
	-----	-----
	-----	-----
<b>Change in cash and cash equivalents</b>	<b>(28,182)</b>	<b>(100,288)</b>
	-----	-----
	-----	-----
<b>Cash and cash equivalents at the beginning of the year</b>	<b>48,108</b>	<b>148,396</b>
	=====	=====
<b>Cash and cash equivalents at the end of the year</b>	<b>19,926</b>	<b>48,108</b>
	=====	=====



## OBJECTIVES AND ACTIVITIES

The British Society of Animal Science (formerly The British Society of Animal Production) was formally constituted as an educational charity on 6 January 1944 and amended at the Annual General Meeting in 2010 in order to:

- Provide opportunities for those interested in and concerned with the science relating to animals and its application to meet and exchange information, ideas and experiences.
- Encourage the investigation of problems and matters pertaining to the science related to animals and its application.
- Collect and publish information about the science relating to animals and its application; to print and publish any periodicals, books and leaflets which the Society may think desirable.
- Stimulate the incorporation into practice of advances resulting from research, experimental work and practical experience.
- Co-operate with any other organisation in furthering any of the objects of the Society.
- Do all such things as may be incidental or conducive to the attainment of the above objects or any of them.

## ACHIEVEMENTS AND PERFORMANCE

During the year, the Society:-

- Organised and managed two student events, a seminar and a statistical workshop (January and September respectively), the Annual Conference (April) and Bull Fertility conference (May). All events were well regarded and a success for the delegates and sponsors. Financially, there were some challenges in using a major conference centre for the Annual Conference.
- Managed with INRA, EAAP and Cambridge University Press (CUP) the on-going production of the scientific journal ANIMAL.
- Continued to implement the accreditation scheme in conjunction with the Society of Biology.
- Continued to strengthen links between academia and industry through the Industry Association and Academia Association. The Corporate membership has grown further this year.
- Continued developing BSAS Global to extend its support to animal scientists in other countries, especially in the developing world. This is required to be self-financing.
- Supported an active Early Career Council that advances the interests of the newer members of the Society.

## FINANCIAL REVIEW

### Progressing the Strategic Plan

Overall, 2018 successfully achieved the main activities that were targeted with the support of Bruce Beveridge, the then Chief Executive. In particular, the strategic plan involving holding conferences at better-quality venues in order to attract greater sponsorship and more delegates. However, as will be discussed in the conference section, upgrading the event brings tough financial challenges to BSAS, which will have to be faced for future events.

Standing still is not an option, however, as income challenges are affecting the society at multiple levels. The journal income may no longer be as secure in the future as the scientific community moves towards Open Access publishing. How the Animal Consortium addresses this is being assessed carefully at present, and BSAS is deeply involved in the process. Membership numbers are also put under pressure and, for the Society to grow, it will be vital to ensure that it is relevant for all sections that contribute to it. It is a time of change and the BSAS Trustees and Council are reacting quickly by adjusting its strategic direction, strongly supported by the new Chief Executive, Maggie Mitchell.

Annual losses are acceptable if they help to fulfil short-term developments of the BSAS strategy, but, clearly, BSAS has to ensure that the long-term financial security of the Society is assured.

## Membership

2018 saw the first increase in membership fees since 2013. Growth has been seen in Corporate memberships, in which 17 organisations now contribute to the 99 corporate members which is up from last year. Post-graduate and retired membership both increased. Ordinary members have reduced. This year BSAS charged undergraduate a nominal fee of £10 for the first time to support administration costs. Historically, undergraduate membership varies considerably year on year, therefore, the reduction to 48 undergraduate members may not have been unexpected. The reduction in undergraduate numbers resulted in lower charitable discounts. Growing the membership remains a priority.

## BRITISH SOCIETY of ANIMAL SCIENCE

### REPORT of the COUNCIL (Continued)

#### Year ended 30 November 2018

#### Membership (Continued)

	2018	2017
Ordinary members	311	338
Postgraduates	125	116
Retired	60	56
Honorary	19	22
Undergraduates	46	215
Corporate members	99	97
	-----	-----
	660	844
	=====	

#### Conferences

BSAS organised two conferences and two student events (a seminar and a statistical workshop) this year. The conferences were the Annual Conference (April) and Bull Fertility conference (May). BSAS held the conference at Croke Park in Dublin. It was very welcome that upgrading the venue brought more sponsorship and delegates and the overall experience was considered to be excellent by all who attended, including the sponsors and exhibitors. The great improvement came at a cost, which is identified below.

<b>Comparison of income and expenditure between 2017 and 2018</b>		
<b>Annual Conference</b>	<b>2018</b>	<b>2017</b>
<i>Income</i>		
Attendees	314	232
Attendee income	£94,788	£67,880
Sponsorship/Exhibitors	£59,800	£750
Total income (inc dinners etc)	£171,168	£99,787
<i>Expenditure</i>		
Conference facilities	£82,119	£25,570
Total costs	£225,642	£100,806
Balance	-£54,474	-£1,019

The average conference fee was £301 and £293 in 2017 and 2018, despite the fact that the 2018 conference was over three days, whereas the 2017 conference was held on two days. There is no doubt that if we had persisted with conferences that were similar to those in 2017, we would have continued to lose delegates and the Annual Conference was on a downward spiral. The challenge for

BSAS is that the costs are very much higher when we utilise the now preferred conference centres and it takes very large increase in attendee and sponsorship income to offset the costs. The same will apply with the venue at Edinburgh for 2019.

The Bull Fertility Meeting made a modest profit (£4,412) thanks to sponsor and exhibitors support of £35k. BSAS' core strength is its capacity to hold very well-regarded specialist events aside from the annual meeting. Our challenge is to provide affordable and attractive conferences both for our delegates and the Society. It is important to engage the membership in helping the Council make the right choices for all events in the future.

### **Publications**

ANIMAL is a premium journal and should remain in demand. However, given the strong pressures to move authors towards Open Access publishing, BSAS may no longer enjoy the growth in income it receives from being a member of the Animal Consortium. BSAS is engaged in looking at the choices to assure the long-term future of the journal, not least as we are highly dependent on its income for the financial well-being of the Society. Options are being explored, and the decisions will be shared with the membership very soon.

Twelve issues of ANIMAL were published in 2018, resulting in a total of 2,688 A4 pages, which is higher than in previous years. Bundle sales continue to increase, whereas individual library contracts have reduced. University libraries continue to eliminate duplicate contracts between departments due to better electronic management reducing some income permanently.

Income to BSAS from ANIMAL is likely to be around £53k for the current year, which is one third of the total profit shared between the three Consortium members, INRA, EAAP and BSAS. Overall, including Advances in Animal Biosciences, Animal Bytes and other small sources, excluding the archive fees, income from the Consortium was £76k. Growth in income from traditional sources, such as libraries, has stalled and our publisher, Cambridge University Press, indicates that it is more likely to reduce slightly over the next 5 years. The ANIMAL management team is to be congratulated on the continued progress of the journal in 2017, which makes a vital contribution to the financial health of the Society.

BSAS still benefits from sales of Animal Science digital archives, which are purchased by University and other libraries around the world. It is expected to diminish over time but still provided over £20k in 2018.

Costs were £24k and included the Information Director costs. Some alterations in the ways staff cost were apportioned has prevented a direct comparison between years, but an overall surplus of £77k remains healthy.

Overall, these investments are aimed to build a stronger interface and interaction between the membership, the Society and external sources.

### **Statement of Financial Activities**

The total income in 2018 was higher than £500,000, which triggered the requirement for a full audit under the Charities legislation. The higher revenues were obtained because of the successful conferences held this year.

Total expenditure by the Society was £701,475 in 2018 compared with £658,848 in 2017. 2018 showed a higher than average income, which was mitigated by a considerably higher expenditure at the Annual Conference as discussed above. To maintain a positive cash flow, £100,000 was moved from the unrestricted funds to the BSAS current account during the year.

Educational discounts reduced in line with the lower number of undergraduates (£9,923) who received free membership. Overall income was £524,922 driven by the two conferences as described above. Investment income was below target at £20k partly due to the prolonged change-over in investment managers and also due to unrestricted monies taken out to cover expenditure. ANIMAL Consortium contribution was tempered by lack of growth compared with recent years.



### **Statement of Financial Activities (Continued)**

BSAS forecasted a net expenditure for 2018, which came to pass. As discussed, the higher standard conferences attracted more delegates and sponsorship but also higher costs. Publication income was high but less so than the previous year and investment income was reduced. The Society is challenged at multiple levels and its supervision of its finances is now even more acute. One important new step is the formation of a Governance and Finance Committee to oversee the operational plans and strategic intent of the Society and to report quarterly to the Trustees.

BSAS remains healthy but it is sensitive to outside forces. It has to balance the books as a matter of urgency. Several options are being explored by the CE, Maggie Mitchell. Strengthening membership numbers for the long term is a priority as is the ongoing objective to build superior conferences that have high levels of demand in the animal science industry.

Academia and Industry Associations, which should all have long-term importance for the Society, continued to be supported. BSAS Global will develop further the Society's charitable aims beyond the UK and Ireland and will be required to be self-funding.

BSAS forecasts net expenditure for 2019, and its supervision of finance is more urgent than ever before. It is a slow process to develop both the activities and turn around the finances of such a Society, but the Trustees and Council believe it is on the right track to ensure BSAS can look forward to the long-term with confidence.

We confirm that the financial management of the Society continues in line with Council's policy on risk, which is under continual review.

### **Reserves Policy**

Unrestricted funds represent the general funds that the Council is free to use in accordance with the Society's charitable objectives. It is the policy of the Council to maintain unrestricted funds at a level that equates to approximately one year's unrestricted income. This provides sufficient funds to cover management and administration costs and to respond to any emergencies that may arise from time to time. Unrestricted funds were maintained at or above this level throughout the year.

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## PLANS FOR THE FUTURE

In the coming years, the Society will:

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- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in operation.

The Council is responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charity and enable them to ensure that the financial statements, comply with the Charities and Trustee Investment (Scotland) Act 2005, the Charities Accounts (Scotland) Regulations 2006 (as amended) and the terms of the charity's constitution. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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Approved by the Council on

2019 and signed on their behalf by:-

Dr H Simmins

## **INDEPENDENT AUDITOR'S REPORT TO THE COUNCIL MEMBERS AND TRUSTEES OF THE BRITISH SOCIETY OF ANIMAL SCIENCE**

### **Opinion**

We have audited the financial statements of The British Society of Animal Science for the year ended 30 November 2018 which comprise the Statement of Financial Activities, the Balance Sheet, the Statement of Cash Flows and the notes to financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the charity's affairs as at 30 November 2018, and of its incoming resources and application of resources, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Charities and Trustee Investment (Scotland) Act 2005 and regulation 8 of the Charities Accounts (Scotland) Regulations 2006 (as amended).

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the charity in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Use of our report**

This report is made solely to the Council Members and Trustees, as a body, in accordance with Regulation 10 of the Charities Accounts (Scotland) Regulations 2006. Our audit work has been undertaken so that we might state to the charity's trustees those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the charity and the charity's trustees as a body, for our audit work, for this report, or for the opinions we have formed.

### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the trustees' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the trustees have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the charity's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

### **Other information**

The trustees are responsible for the other information. The other information comprises the information included in the Report of the Council other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

**Purpose**

It is proposed that charitable status of the British Society of Animal Science is changed to that of a Scottish Charitable Incorporated Organisation (SCIO).

A Scottish Charitable Incorporated Organisation is a legal form unique to Scottish charities and is able to enter into contracts, employ staff, incur debts, own property, sue and be sued. It also provides a high degree of protection against liability.

**Background**

At present the organisation is a Trust (founding document is a deed of trust) that has no protection for trustees who are financially liable.

It is believe that the organisation would be better set-up as a SCIO as a more practical model moving forward.

**Requirement**

To allow the organisation to change its charitable status the following actions need to be undertaken.

What resolutions must we pass?

Registered societies which wish to convert into a SCIO must pass two resolutions prior to applying to OSCR for conversion.

The two resolutions are:

1. A resolution of the organisation that it be converted into a SCIO

This must be a special resolution of the organisation (as required by the Co-operative and Community Benefit Societies Act 2014 (2014 Act),

2. A resolution of the organisation adopting the proposed constitution of the SCIO

Section 56 of the Charities and Trustee Investment (Scotland) Act 2005 (the 2005 Act) and section 52 of the 1965 Act set out the full details of the requirements for passing these resolutions.

To pass a special resolution, we must hold two separate general meetings. At the first meeting, the resolution must be passed and then at the second meeting, that decision must be confirmed. The date of the subsequent general meeting must be at least 14 days and not more than 1 month after the date of the previous general meeting.

**MOTION TO AMEND THE CHARITABLE STATUS AND CONSTITUTION OF THE SOCIETY**

We the undersigned move that

1. The charitable status of the British Society of Animal Science be changed to a SCOTTISH CHARITABLE INCORPORATED ORGANISATION
2. The following revised CONSTITUTION BE ADOPTED

Prof Helen Miller  
Prof Eileen Wall  
Prof Michael Lee

**DRAFT**

**CONSTITUTION**  
of  
**BRITISH SOCIETY OF ANIMAL SCIENCE**

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<b>GENERAL</b>	type of organisation, Scottish principal office, name, purposes, powers, liability, general structure	clauses 1 - 10
<b>MEMBERS</b>	qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion, termination	clauses 11 - 28
<b>DECISION-MAKING BY THE MEMBERS</b>	members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, written resolutions, minutes	clauses 29 - 63
<b>BOARD (CHARITY TRUSTEES)</b>	number, eligibility, election/ retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	clauses 64 – 95
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## **GENERAL**

### **Type of organisation**

- 1 The organisation will, upon registration, be a Scottish charitable incorporated organisation (SCIO).

### **Scottish principal office**

- 2 The principal office of the organisation will be in Scotland (and must remain in Scotland).

### **Name**

- 3 The name of the organisation is British Society of Animal Science.

### **Purposes**

- 4 The organisation's purposes are the advancement of education and the advancement of animal welfare in Scotland and elsewhere in the following ways:-
  - 4.1 To be a diverse, inclusive and relevant society that focusses on its charitable purpose and operates to best practise in the governance and financial management of the society's activities
  - 4.2 To actively encourage the investigation of problems and matters in the improvement of animal welfare and sustainability sharing developments and knowledge
  - 4.3 To stimulate the incorporation into practice of advances resulting from research, experimental work and practical experience
  - 4.4 To collect and publish information about animal science and its application
  - 4.5 To work with animal scientists in the early stages of their careers providing high quality academic and industry support together with an active networking and mentoring platform
  - 4.6 To advance responsible, safe, high-welfare, environmentally sustainable animal production globally
  - 4.7 To provide opportunities and channels for those interested in and concerned with the science relating to animals and its application to meet and exchange information
  - 4.8 To support and communicate animal science that realises benefits, in animal welfare, economics, and sustainability

### **Powers**

- 5 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

- 6 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - either in the course of the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's charitable purposes.

### **Liability of members**

- 7 The members of the organisation have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debts, the members will not be held responsible.
- 8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

### **General structure**

- 9 The structure of the organisation consists of:-
- 9.1 the MEMBERS - who have the right to attend members' meetings (including any Annual General Meeting ("AGM")) and have important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself;
- 9.2 the board - who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.
- 10 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

## **MEMBERS**

### **Qualifications for membership**

- 11 Membership shall be open to:-
- 11.1 any individual aged 16 or over or any individual who has been nominated for membership by an unincorporated body who are or have been engaged in or are interested in research, education or advisory activities in relation to the science related to animals and its application, or associated with the practical livestock keeping shall be eligible for membership of the organisation.
- 11.2 any corporate body which has been engaged in or are interested in research, education or advisory activities in relation to the science related to animals and its application, or associated with the practical livestock keeping shall be eligible for membership of the organisation.



- 11.3 no more than one individual nominated under paragraph 11.1 by each unincorporated body may be a member of the organisation at any given time.
- 12 With the exception of the honorary treasurer, employees of the organisation are not eligible for membership.

### **Application for membership**

- 13 Any person or body who/which wishes to become a member must complete and sign a written application for membership or complete the online application membership process which must be supported by a member of the organisation; in the case of an application under paragraph 11.1, the application must also be signed by an appropriate office bearer of the unincorporated body which is nominating them for membership. In the case of a corporate body, the application must be signed by an appropriate officer of that body. All applications must be lodged with a remittance for the annual membership subscription.
- 14 An application for membership received by the organisation will be considered by the board at the next board meeting.
- 15 The board may, at its discretion, refuse to admit any person or body to membership.
- 16 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them/it to membership. If the decision was to refuse admission, the board shall return to the applicant the remittance lodged by them/it under clause 13.

### **Membership subscription**

- 17 Each member shall pay on entrance and thereafter annually a subscription, the amount of which shall be proposed by the board and authorised at a general meeting:
- 17.1 The subscription shall be payable in advance on the first day of January each year or as agreed by the board.
- 17.2 In the event of the subscription being one year or more in arrears, membership shall lapse but reinstatements may be made on full payment of subscription arrears.
- 17.3 A person or body who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

### **Register of members**

- 18 The board must keep a register of members, setting out:-
- 18.1 for each current member:

- 18.1.1 their/its full name and address; and
  - 18.1.2 the date on which they/it were registered as a member of the organisation;
  - 18.1.3 (In the case of an individual nominated under paragraph 11.2 or 11.3), the name of the unincorporated body which nominated them for membership.
- 18.2 for each former member - for at least six years from the date on which they ceased to be a member:
- 18.2.1 their/its name; and
  - 18.2.2 the date on which they/it ceased to be a member.
- 18.3 The board must ensure that the register of members is updated within 28 days of any change:
- 18.3.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
  - 18.3.2 which is notified to the organisation.
- 19 If a member or charity trustee of the organisation requests a copy of the register of members, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the board may provide a copy which has the addresses blanked out.

#### **Withdrawal from membership**

- 20 Any person or body who/which wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by them (or in the case of a corporate body) signed by an appropriate officer of that body; they/it will cease to be a member as from the time when the notice is received by the organisation.
- 21 An unincorporated body which has nominated an individual for membership may withdraw its nomination at any time by written notice to the organisation to that effect, signed by an appropriate office bearer of that body; on receipt of the notice by the organisation, the individual in question shall automatically cease to be a member of the organisation.

#### **Transfer of membership**

- 22 Membership of the organisation may not be transferred by a member.

#### **Re-registration of members**

- 23 The board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.

- 24 If a member fails to provide confirmation to the board (in writing or by e-mail) that they/it wish to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 23, the board may expel them/it from membership.
- 25 A notice under clause 23 will not be valid unless it refers specifically to the consequences (under clause 24) of failing to provide confirmation within the 28-day period.

### **Honorary members**

- 26 The board may propose for approval at an Annual General Meeting (“AGM”) the election of honorary life members of the organisation. Such honorary life members shall have distinguished themselves in the field of science relating to animals and its application or have rendered significant service to the organisation. Honorary life members shall have, without payment, all privileges of membership.

### **Expulsion from membership**

- 27 Any person or body may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:-
- 27.1 at least 21 days' notice of the intention to propose the resolution must be given to the member or body concerned, specifying the grounds for the proposed expulsion;
- 27.2 the member or body concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

### **Termination**

- 28 Membership of the organisation will terminate on death or in the case of an individual admitted to membership on the basis of nomination by an unincorporated body if the unincorporated body is dissolved, or in the case of a corporate body on the liquidation, receivership, winding-up or dissolution of that body.

## **DECISION-MAKING BY THE MEMBERS**

### **Members' meetings**

- 29 The board must arrange a meeting of members, an AGM, in each calendar year.
- 30 The gap between one AGM and the next must not be longer than 15 months.
- 31 Notwithstanding clause 29, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is formed.
- 32 The business of each AGM must include:-
- 32.1 a report by the CEO and honorary treasurer on the activities of the organisation;

- 32.2 consideration of the annual accounts of the organisation;
- 32.3 the election/re-election of charity trustees, as referred to in clauses 69 to 71.
- 33 The board may arrange a special members' meeting at any time.

**Power to request the board to arrange a special members' meeting**

- 34 The board must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members (in the case of a member which is a corporate body, signed by an appropriate officer of that body) by members who amount to 5% or more of the total membership of the organisation at the time, providing:
  - 34.1 the notice states the purposes for which the meeting is to be held; and
  - 34.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 35 If the board receive a notice under clause 34, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

**Notice of members' meetings**

- 36 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 37 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
  - 37.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - 37.2 in the case of any other resolution falling within clause 56 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 38 The reference to "clear days" in clause 36 shall be taken to mean that, in calculating the period of notice,
  - 38.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
  - 38.2 the day of the meeting itself should also be excluded.
- 39 Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.

- 40 Any notice which requires to be given to a member under this constitution must be: -
- 40.1 sent by post to the member, at the address last notified by them/it to the organisation; or
- 40.2 sent by e-mail to the member, at the e-mail address last notified by them/it to the organisation.

#### **Procedure at members' meetings**

- 41 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 42 The quorum for a members' meeting shall be 25 persons entitled to vote, each being a member or a proxy for a member, or in the case of members which are corporate bodies, present via their authorised representatives or a proxy for that authorised representative.
- 43 If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 44 The chair of the organisation should act as chairperson of each members' meeting.
- 45 If the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

#### **Voting at members' meetings**

- 46 Every member has one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy (or in the case of a member which is a corporate body) given via its authorised representative present at the meeting or by proxy for that authorised representative.
- 47 A member which is a corporate body shall be entitled to authorise an individual to attend and vote at member's meetings; they will each be entitled to exercise the same powers on behalf of that body which they represent as that body could have exercised if it had been an individual member of the organisation.
- 48 A member who wishes to appoint a proxy to vote on their behalf at any members' meeting:-
- 48.1 must give to the SCIO a proxy form (in such terms as the board requires), signed by them; or
- 48.2 must send by electronic means to the SCIO at the email address notified to the members for that purpose, a proxy form (in such terms as the board requires)

- providing (in either case) the proxy form is received by the SCIO at the relevant address not less than 48 hours before the time for holding the members' meeting.
- 49 An instrument of proxy which does not comply with the provisions of clause 48, or which is not lodged or given in accordance with such provisions, shall be invalid.
- 50 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 51 A proxy need not be a member of the organisation.
- 52 Subject to clause 53, in relation to each resolution proposed at a members' meeting, an individual shall not be entitled to cast more than 8 votes as a proxy (in addition to any vote to which they are entitled personally, if they are a member of the SCIO).
- 53 Where members have appointed the chair of a members' meeting to vote as their proxy - and have directed the chair (through wording in the proxy form) on whether they should vote on their behalf in favour of, or against, each resolution - the provisions of clause 52 shall not apply in relation to the chair, in acting as proxy for those members.
- 54 A proxy appointed to attend and vote at any members' meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting.
- 55 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 56.
- 56 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 60):
- 56.1 a resolution amending the constitution;
- 56.2 a resolution expelling a person from membership under clause 27;
- 56.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
- 56.4 a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
- 56.5 a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
- 56.6 a resolution for the winding up or dissolution of the organisation.
- 57 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.

- 58 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting and entitled to vote, as members or as the authorised representatives of corporate bodies which are members or as proxies for members) ask for a secret ballot.
- 59 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

#### **Written resolutions by members**

- 60 A resolution agreed to in writing (or by e-mail) by all the members will be as valid as if it had been passed at a members' meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

#### **Minutes**

- 61 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 62 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 63 The board shall make available copies of the minutes referred to in clause 61 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 111.

#### **BOARD**

##### **Number of charity trustees**

- 64 The maximum number of charity trustees is 21 and the minimum number is 7.

##### **Eligibility**

- 65 A person shall not be eligible for election/appointment to the board under clauses 69 to 71 unless they are a member of the organisation (this will include the authorised representative appointed by a corporate body); a person appointed to the board under clause 72 need not, however, be a member of the organisation.
- 66 A person will not be eligible for election or appointment to the board if they are: -
- 66.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
- 66.2 an employee of the organisation.

##### **The board**

- 67 The board shall consist of the following:-
- 67.1 The office bearers, of whom there shall be no more than 7.

- 67.2 Up to 4 people appointed as charity trustees by the board to fill a vacancy.
- 67.3 Up to 10 members elected as charity trustees at the AGM.

### **Initial charity trustees**

- 68 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the organisation.

### **Election, retiral, re-election**

- 69 The method of election for members of the board is as follows:-
- 69.1 Subject to the provisions of clause 67.3, members are elected to be a charity trustee at the AGM by the membership (unless they are debarred from membership under clause 66).
- 69.2 Every candidate who wishes to become a charity trustee must be nominated by at least 2 other members of the organisation prior to the AGM. The candidates must be a member of the organisation.
- 69.3 All nominations to become a charity trustee must be submitted in writing, or by email, in a form approved by the board, and delivered to the Chief Executive no later than 7 days before the AGM.
- 69.4 In the event that there are more nominations than there are vacancies to the board, the membership shall vote to determine the matter of who should be elected as a charity trustee.
- 70 The board may at any time appoint any member (unless they are debarred from membership under clause 66) to be a charity trustee, subject to the provisions of clause 67.2.
- 71 All members elected as charity trustees under clauses 69 and 70 shall serve on the board for a 4 year period and shall be eligible for re-election or re-appointment should they wish to do so on the expiry of this period for one further term of 4 years. Thereafter the member has to come off the board for a year and will be eligible for election or appointment to the board as a charity trustee thereafter in accordance with the provisions of this clause.

### **Appointment/re-appointment of co-opted charity trustees**

- 72 In addition to their powers under clause 70, the board may at any time appoint any non-member of the organisation to be a charity trustee (subject to the provisions of clause 67.2 and providing they are not debarred from membership under clause



- 66) either on the basis that they have been nominated by a body with which the organisation has close contact in the course of its activities or on the basis that they have specialist experience and/or skills which could be of assistance to the board.
- 73 At each AGM, all of the charity trustees appointed under clauses 70 and 72 shall retire from office – but shall then be eligible for re-appointment under that clause should they wish to do so.

### **Termination of office**

- 74 A charity trustee will automatically cease to hold office if: -
- 74.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 74.2 they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
  - 74.3 (in the case of a charity trustee elected/appointed under clauses 68 to 72) they cease to be a member of the organisation (or, if they were nominated by a corporate body) the corporate body which nominated them ceases to be a member of the organisation;
  - 74.4 they become an employee of the organisation;
  - 74.5 they give the organisation a notice of resignation, signed by them;
  - 74.6 they are absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove them from office;
  - 74.7 they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 94);
  - 74.8 they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
  - 74.9 they are removed from office by a resolution of the members passed at a members' meeting.
- 75 A resolution under paragraph 74.7, 74.8 or 74.9 shall be valid only if: -
- 75.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;

- 75.2 the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
- 75.3 (in the case of a resolution under paragraph 74.7 or 74.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

### **Register of charity trustees**

- 76 The board must keep a register of charity trustees, setting out
- 76.1 for each current charity trustee:
- 76.1.1 their full name and address;
  - 76.1.2 the date on which they were appointed as a charity trustee; and
  - 76.1.3 any office held by them in the organisation;
- 77 For each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
- 77.1 the name of the charity trustee;
  - 77.2 any office held by them in the organisation; and
  - 77.3 the date on which they ceased to be a charity trustee.
- 78 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 78.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
  - 78.2 which is notified to the organisation.
- 79 If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the organisation, the board may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

### **Office-bearers**

- 80 The charity trustees must elect (from among themselves) a chair, an honorary treasurer and a secretary.
- 81 In addition to the office bearers required under clause 80, the other office bearers of the organisation (who must also be charity trustees) shall be:
- 81.1 the President;

- 81.2 the Senior Vice-President;
- 81.3 the Vice-President;
- 81.4 the immediate Past President;
- 82 The honorary treasurer shall hold office at the board's discretion on such terms as the board shall determine. His/her duty shall be to receive, disburse and account for the organisations monies as the board requires.
- 83 The president:-
  - 83.1 The board shall propose one or more members of the organisation as President and his/her name(s) shall appear on the notice calling the AGM.
  - 83.2 If the membership decide to elect one of these members as the new President, they will take office at the conclusion of the AGM and they shall also become a charity trustee. The President shall not remain in office for more than one year.
  - 83.3 The duty of the President shall be to preside over meetings of the organisation and of the board. The President shall be an ex-officio member of all Committees. If for any reason the President is unable to exercise this office, the Senior Vice-President shall act in his/her place.

#### **Vice President and Senior Vice President**

- 84 The Vice-President and Senior Vice President shall remain in office for one year. Candidates for the position of the Vice-President and Senior Vice President shall be nominated by the board for approval by the members at the AGM. Nominations must be received by the Chief Executive 28 days in advance of an AGM. It is normal practice for the retiring Senior Vice-President to be nominated President for the following year and the Vice President to be nominated Senior Vice President.
- 85 A person elected to any office will automatically cease to hold that office: -
  - 85.1 if they cease to be a charity trustee; or
  - 85.2 if they give to the organisation a notice of resignation from that office, signed by them.

#### **Powers of board**

- 86 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the organisation.
- 87 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 88 The members may, by way of a resolution passed in compliance with clause 56 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

## **Charity trustees - general duties**

- 89 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the organisation; and, in particular, must:-
- 89.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 89.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 89.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
    - 89.3.1 put the interests of the organisation before that of the other party;
    - 89.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
  - 89.4 ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 90 In addition to the duties outlined in clause 89, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 90.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
  - 90.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 91 Provided they have declared their interest - and have not voted on the question of whether or not the organisation should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the organisation in which they have a personal interest; and (subject to clause 92 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.
- 92 With the exception of the honorary treasurer, no charity trustee may serve as an employee (full time or part time) of the organisation; declaring that any remuneration paid to the honorary treasurer for their services to the organisation must be in accordance with the provisions of Chapter Nine of the Charities and Trustee Investment (Scotland) Act 2005. No other charity trustee shall be remunerated.

- 93 The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

#### **Code of conduct for charity trustees**

- 94 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.
- 95 The code of conduct referred to in clause 94 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

### **DECISION-MAKING BY THE CHARITY TRUSTEES**

#### **Notice of board meetings**

- 96 Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.
- 97 At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

#### **Procedure at board meetings**

- 98 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 5 charity trustees, present in person.
- 99 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 98, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
- 100 The chair of the organisation should act as chairperson of each board meeting.
- 101 If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 102 Every charity trustee has one vote, which must be given personally.
- 103 All decisions at board meetings will be made by majority vote.

- 104 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 105 The Board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.
- 106 A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; they must withdraw from the meeting while an item of that nature is being dealt with.
- 107 For the purposes of clause 106: -
- 107.1 an interest held by an individual who is “connected” with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;
- 107.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

## **Minutes**

- 108 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 109 The minutes to be kept under clause 108 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 110 [The board shall (subject to clause 111) make available copies of the minutes referred to in clause 105 to any member of the public requesting them.]
- 111 [The board may exclude from any copy minutes made available to a member of the public under clause 110 any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.]

## **ADMINISTRATION**

### **Appointment of chief executive**

- 112 The chief executive shall be appointed by the board and the appointment confirmed by an AGM. He/she shall continue to hold office at the discretion of the board. His/her duty will be to be responsible for and act as agent of the board, keep a record of and attend the society’s business meetings and such other activities as the board may determine. The chief executive shall be a non-voting member of the president’s committee and all committees.

### **Delegation to sub-committees**

- 113 The board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
- 114 The board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 115 When delegating powers under clauses 113 or 114, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 116 Any delegation of powers under clauses 113 or 114 may be revoked or altered by the board at any time.
- 117 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

### **Formation of Local Branches**

- 118 The board shall have powers to foster and approve the formation of local branches of the organisation which shall have the same objects as the organisation and which are detailed in clause 4.

### **Operation of accounts**

- 119 Subject to clause 120, the signatures of two out of three signatories appointed by the board will be required in relation to all operations (other than the lodging of funds) on the bank and building organisation accounts held by the organisation; at least one out of the two signatures must be the signature of a charity trustee.
- 120 Where the organisation uses electronic facilities for the operation of any bank or building organisation account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 119.

### **Accounting records and annual accounts**

- 121 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 122 The board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor.

## **MISCELLANEOUS**

### **Winding-up**

- 123 If the organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.

- 124 Any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the organisation as set out in this constitution.

#### **Alterations to the constitution**

- 125 This constitution may (subject to clause 126) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 56) or by way of a written resolution of the members.
- 126 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

#### **Interpretation**

- 127 References in this constitution to The Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 127.1 any statutory provision which adds to, modifies or replaces that Act; and
- 127.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 127.1 above.
- 128 In this constitution: -
- 128.1 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
- 128.2 "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.