
PROPOSED MERGER MEMBER INFORMATION



WELCOME

Welcome to your information package. Here we provide you with detail on the proposed merger between Birds Australia and Bird Observation & Conservation Australia (BOCA) and information on how to vote.

Our Boards believe that a united organisation would be a more effective champion of bird conservation and a more effective representative of the interests of our members. We unanimously recommend that you vote for the merger of our two organisations.

For the merger to go ahead, at least 75% of all Birds Australia members who vote and at least 75% of all BOCA members who vote will need to vote 'For' the proposal. Whether you are for or against the merger we urge you to vote.

The information package has been compiled by the Birds Australia and BOCA Merger Working Group. We have reviewed members' feedback and concerns and sought input from volunteers, staff and the Boards of both organisations in developing its content. Both the Birds Australia Council and BOCA Board have endorsed the information package and the resolution included in it.

Please take time to read over the information package in advance of your vote. You can vote in person or by proxy at our respective AGMs on 21 May 2011. If, after reading, you still have questions about the merger or information contained here that you would like addressed before the meetings please refer to the contact details at the end of the package.



Alison Russell-French
President Birds Australia



John Barkla
President BOCA

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INFORMATION PACKAGE — WHAT IS IT FOR?

This information package is designed to help you to vote on the proposed merger of Birds Australia and BOCA at the Annual General Meeting in May 2011. We will set out all the information that is currently available, and explain how the voting process works. Any additional information is provided on our websites (www.birdsaustralia.com.au/merger and www.boca.org.au/merger) or you can phone 03 9347 0757 (Birds Australia) or 03 9877 5342 (BOCA) for a hard copy of this information.

WHY SHOULD YOU VOTE?

This is your chance to make a real difference to the future of Birds Australia and BOCA and our work for Australia's native birds. You get to contribute to the decision on whether we should be united in the future. If you think we should merge then you should vote 'For' — at least 75% of the votes received must be in favour for the merger to go ahead. Equally, if you think we should not merge, then you should vote 'Against'.

WHAT IS THE VOTING PROCESS?

You can vote in person at the Birds Australia or BOCA AGM. If you are not able to attend, you can vote by proxy — either by nominating a person who will be attending the meeting as your proxy, or nominating the Chair of the meeting as your proxy. A proxy form will be sent to you in April. Details on the date and venues of the AGMs and how to vote by proxy are included in Section 8. Registered family members get two votes so if you are a family member you should receive two proxy forms.

If you are a member of both organisations you are entitled to vote as a Birds Australia member and as a BOCA member and will receive two forms to be returned to the relevant organisation.

WHAT ARE YOU VOTING FOR?

You are voting on the following resolution:

'To approve the constitution of *BirdLife Australia* and to give effect to the merger of Birds Australia/Bird Observation & Conservation Australia into *BirdLife Australia* by transferring all assets, intellectual property and memberships from Birds Australia/Bird Observation & Conservation Australia into *BirdLife Australia*.'

Please note — throughout this document we describe a potential future if at least 75% of votes received are 'For' the merger in May 2011. The language in this information package reflects that we cannot and should not pre-empt the decision of our members and so we refer to what the new organisation *would* do rather than *will* do in the event of a merger.

WHY YOU SHOULD VOTE

- For the merger to go ahead, at least 75% of all Birds Australia members who vote and at least 75% of all BOCA members who vote will need to vote 'For' the resolution.
- You can vote in person at the 2011 AGM or by nominating a proxy on the form which you will be sent.
- Whether you are in favour of the merger or not, please make sure your voice is heard — it's easy to vote via the proxy form and return envelope if you can't get to the 2011 AGM.

WHAT IS A 'PROXY'?

- A proxy vote is a vote cast by one person on behalf of another.
- You cast your vote 'For' or 'Against' on the proxy form in advance of the meeting.
- You can either nominate a specific person attending the meeting as your proxy, or nominate the Chair of the AGM.

THE RESOLUTION YOU ARE VOTING ON

To approve the constitution of *BirdLife Australia* and to give effect to the merger of Birds Australia/Bird Observation & Conservation Australia into *BirdLife Australia* by transferring all assets, intellectual property and memberships from Birds Australia/Bird Observation & Conservation Australia into *BirdLife Australia*.

WHY IS THE MERGER PROPOSED?

Both organisations' Boards feel that there is a strong case for joining forces to work more effectively for Australia's native birds and to reduce administrative costs that come from running two organisations.

Our two organisations have worked closely and harmoniously on a number of matters of shared interest since entering into a Memorandum of Understanding in 2005. Recent changes to our legal Constitutions have brought our objectives closer together so that we are increasingly being asked by our supporters, partners and funders to justify why there are two national bird organisations.

The possibility of merging has also been raised by members of each organisation, including new and potential members, to such an extent that both Boards sensed a significant body of support. Both Boards were also aware that a number of people are members of both organisations.

WHAT ARE THE BENEFITS OF THE MERGER AND ARE THERE ANY COSTS?

Organisational and wider benefits and costs

A combined organisation would reduce duplication and increase the breadth and impact of what we can achieve. Through becoming 'one voice' a united organisation would become the 'go to' national bird organisation, achieving greater profile and influence, ultimately resulting in increased support for our native birds. Being the 'go to' organisation means that the organisation would be the first reference point for anyone on any matter relating to birds, and it would be a point of reference on a wide range of environmental matters.

A combined organisation would offer an extensive programme of activities, increased support for branches and regional groups and aim to ensure a high level of service for members. Our wider network of members and increased community presence would lead to greater awareness about birds, greater membership potential and greater fundraising potential; essentially expanding the organisation and increasing the resources available for conservation outcomes and member activities.

See the back page of this package for a map of the extended Birds Australia and BOCA network.

WHY MERGE?

- Much of our work pursues similar ends. By joining forces we can reduce duplication and become the pre-eminent, truly national bird organisation.
- As one organisation we would increase our impact and become a stronger voice for birds.
- When asked, over 80% of our members who responded showed support for the proposed merger.



By combining our research, conservation and education resources we would reduce overlap in what we currently do separately and increase our capacity to deliver more in these areas and others.

The loss of our individual organisational identities and names is an intangible cost which is difficult to quantify. However we consider that the benefits that come from us joining together and building on our separate proud histories are greater than the risks involved in loss of our current identities.

Financial benefits and costs

The proposed merger is not a 'rescue mission' for either organisation. Both organisations hold significant assets, have no debt and are entering into the merger proposal with complete openness on their financial standing. Due-diligence assessments have been undertaken with full financial access and both organisations are satisfied that there is mutual benefit in uniting.

A comprehensive cost/benefits analysis shows that the one-off costs of undertaking the merger would be recouped within two years through organisational savings.

The cost of planning and managing the merger, including locating in one office, joining our work programmes, rebranding materials, designing one website, legal advice and launching the new organisation is estimated at a maximum of \$350,000, including a contingency fund. Annual savings of over \$180,000 are estimated for the new organisation, so that within two years we would recoup merger costs and would have additional funding available to do more for our native birds in addition to the immediate benefits of the merger itself. (Details of this cost/benefits analysis can be found on our websites. www.birdsaustralia.com.au/merger or www.boca.org.au/merger, or provided on request from the Birds Australia or BOCA National Office.)

A combined organisation would make considerable ongoing savings — for example through reduced administration costs, being centred in one building, and streamlining communications to members.

Both organisations' existing assets would be combined and managed to ensure greater long-term financial stability.

COSTS AND BENEFITS OF THE MERGER

- The financial costs would be recouped within two years of operation of the new organisation; thereafter, cost savings benefit the new organisation.
- The benefits would be reduced duplication, increased membership scope, greater influence and fundraising potential and collective resources.

SECTION 3 THE NEW ORGANISATION'S NAME, VISION AND GOALS

The new organisation would be called '*BirdLife Australia*'. This name has been agreed to by both organisations' Boards and has received significant positive feedback from our members. We have also tested this name with members of the public in an independent survey. When asked to rate both their preference of name and the name with the most appeal, a representative sample of the public favoured the name *BirdLife Australia*.

VISION AND GOALS

The following draft vision and goals represent our shared aspiration and vision for the future of *BirdLife Australia*. The vision and goals were developed at a joint Birds Australia and BOCA workshop involving representatives from both Boards, staff and volunteers, regional groups and branches.

The vision and goals would be for the new Board of *BirdLife Australia* to refine and progress. We encourage you to give us your feedback on these; should the merger go ahead, all feedback will be provided to the Board of *BirdLife Australia* for their consideration as they refine and finalise the vision and goals.

VISION

BirdLife Australia – one strong organisation bringing people together for the appreciation, study and conservation of birds.

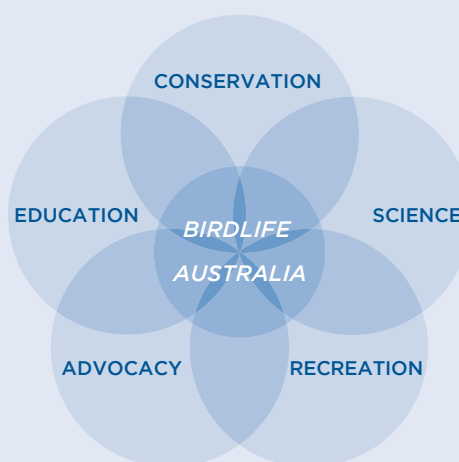
GOALS SUPPORTING THE VISION

1. To inspire passion and action for birds through the work* we do
2. To become a household name as the 'go to' bird organisation
3. To achieve the best conservation outcomes through science and recreation
4. To encourage enjoyment and learning and be responsive to the interests and concerns of local birders and their communities
5. To be the passionate, effective and authoritative advocate for birds
6. To lead the nation in positive and proactive strategies for bird conservation
7. To extend our reach by working in partnership and engaging with new supporters from across the wider community
8. To build trust and confidence in *BirdLife Australia* through effective operations and sound management practices.

NEW NAME AND VISION

- The new organisation would be called *BirdLife Australia*.
- The vision would be to form one strong organisation bringing people together for the appreciation, study and conservation of birds.
- The work of *BirdLife Australia* would focus on conservation, recreation, science, education and advocacy; all these aspects of *BirdLife Australia*'s work would underpin each other and be closely interlinked.

OUR WORK*



WHERE WOULD *BIRDLIFE AUSTRALIA* BE LOCATED?

BirdLife Australia would operate out of one National Office in Melbourne. The National Office would house staff, a combined library and membership services.

There is no plan to sell or change operations at any reserves or observatories.

VOLUNTEERS

Birds Australia and BOCA are collectively supported in our work by over 20,000 active volunteers. *BirdLife Australia* would also rely on the support of volunteers and be committed to continuing as a volunteer-involving organisation. To achieve successfully the outlined vision and goals, *BirdLife Australia* would need this support in a wide range of activities including National Office support, bird appreciation and observation, conservation and field surveys/monitoring, education and through regional groups and branches. The new organisation would aim to retain and continue to develop all current Birds Australia and BOCA volunteers.

WHAT WOULD HAPPEN TO THE BOCA BLUE WREN GIFT SHOP?

During the economic downturn in 2009 the BOCA Board made a decision to close the BOCA shop in Melbourne if member support did not return it to profit. This decision has not been implemented because the shop has since then made a small profit. The future of the BOCA shop would be a decision to be taken by the new organisation's Board.

WHAT PUBLICATIONS WOULD MEMBERS RECEIVE?

As a member of *BirdLife Australia* you would automatically receive high quality publications built on the considerable success of *Wingspan* and *The Bird Observer* in responding to members' interests. These would be mailed to members direct from National Office, and may be supplemented by local and regional publications, for example outlining events and activities. Decisions relating to your members' magazine would be made by the Board and editorial staff of the new organisation. Members would continue to be given the option to subscribe to *Emu - Austral Ornithology* and *Australian Field Ornithology*.

LOCATION, LIBRARY, PUBLICATIONS

- *BirdLife Australia* would operate out of one National Office. The location of this would be a decision taken by the new organisation's Board.
- The library needs to be close to staff and so would also be housed at the National Office.
- The new organisation would produce a new members' magazine, aiming to retain the best from both current publications.

HOW WOULD BIRDLIFE AUSTRALIA BE GOVERNED?

BirdLife Australia would be governed in much the same way as Birds Australia and BOCA are currently governed. This means that a Board, representing and elected by members, would be responsible for the leadership and business of the organisation and have a general power and responsibility to act in the best interests of the organisation within the constitution. (View the proposed *BirdLife Australia* constitution at www.birdsaustralia.com.au/merger or www.boca.org.au/merger.)

From June 2011 *BirdLife Australia* would establish an appointed 'transition Board' made up of five current BOCA Board and five current Birds Australia Council members, plus an independent Chair, for two years. This would maximize the experience, stability and capacity needed for the establishment of the new organisation. For continuity this 'transition Board' would operate for two years after the May 2011 AGM. At the 2013 *BirdLife Australia* AGM we would see four members (two formerly Birds Australia and two formerly BOCA) stand down to allow the election of four members. The members that stand down would be able to stand for election if they were nominated and so wished. This meeting would also elect a new President and Vice President of *BirdLife Australia*. At the 2014 AGM another four members would stand down and at the 2015 AGM the remaining two members would stand down, again all with the option to stand for election if they were nominated and so wished. This arrangement would achieve a gradual turnover of members on the Board and move to elections of Board positions as quickly as is sensible and allows the Board to operate in a way that maximizes the experience of those serving on it on behalf of the members.

Until the elected President comes in to position following the 2013 AGM, *BirdLife Australia's* independent Chair would fulfil the functions of the President role.

BirdLife Australia would be the Australian partner of the BirdLife International alliance, but would remain an independent self-governed organisation in its own right and not part of the BirdLife International organisation structure.

WHAT WOULD HAPPEN TO MY REGIONAL GROUP OR BRANCH?

A strong regional and local presence through members' groups would be a vital part of the success of *BirdLife Australia* and would continue to be supported and developed as a priority by the new organisation. Additional financial and staff support from National Office would be provided for regional groups and branches.

STRUCTURES

- *BirdLife Australia* would be led and governed by a Board representing and elected by members.
- From June 2011 *BirdLife Australia* would establish an appointed 'transition Board' that would operate for two years.
- From 2013 there would be a phased move to elections of Board positions.



Regional groups and branches would continue to set their own activities and would retain their current decision-making levels within the new organisation's network.

Activities currently enjoyed by Birds Australia and BOCA members – such as recreational birding, research, advocacy, education and conservation – would continue in the new organisation. Regional groups and branches would be encouraged to make recommendations on how activities might amalgamate at a local level.

WHAT HAPPENS NEXT FOR REGIONAL GROUPS AND BRANCHES?

BirdLife Australia would undertake an extensive consultation with regional groups and branches during July–December 2011, seeking feedback on various options and recommendations for *BirdLife Australia* group/branch operations under headings such as:

- structures
- financial management
- activities
- conservation
- working in partnership
- education
- projects and submissions
- governance and ways of working
- communications and publications

Regional groups and branches would be encouraged to contribute to the consultation about how operations could work best in their area and to talk to each other about how they would like to work together in the future.

Birds Australia and BOCA Special Interest Groups and all conservation reserves and observatories would continue to operate as they do now as would BOCA's arrangement with affiliate groups.

AWARDS, HONOURS AND GRANTS

BirdLife Australia would continue to recognise individuals for their contribution to ornithology, bird conservation and to the organisation. The status of all current Life members, Honorary and Honorary Life members, holders of Distinguished Service Awards and Fellows would be transferred to the new organisation.

Current Birds Australia and BOCA grants or capital funds would continue, including:

- the Allen Keast Research Fund
- the Gluepot Foundation
- the Australian Bird Environment Foundation (ABEF).

GROUPS AND BRANCHES

- *BirdLife Australia* would retain a strong local presence through groups and branches.
- Activities currently offered would continue with *BirdLife Australia*.
- Current groups and branches would be consulted on how groups and branches work in the new organisation.



SECTION 6 YOUR MEMBERSHIP

WHAT DIFFERENCE WOULD THE MERGER MAKE TO MY MEMBERSHIP?

If you are a member of both organisations you would save one annual membership through the merger. You would receive member magazine/publications and one set of correspondence for appeals, campaigns and administrative areas such as renewals. You would be part of the pre-eminent Australian bird organisation, bringing people together for the appreciation, study and conservation of birds.

HOW WOULD I BECOME A MEMBER OF *BIRDLIFE AUSTRALIA* IF THE MERGER IS VOTED IN?

When it comes to your next Birds Australia/BOCA renewal you would be asked to renew your membership to *BirdLife Australia*. This would be a simple process along the same lines as your usual renewal, and would automatically give you membership to *BirdLife Australia*.

YOUR MEMBERSHIP

- Your membership would transfer to the new organisation when you renew during 2011/2012.
- If you are a member of both organisations you would save one membership fee.
- You would still receive all your member benefits and magazine.

SECTION 7 NEXT STEPS AND INTERIM ARRANGEMENTS

At each AGM the attendees' votes will be counted, added to the proxy votes and the result declared by the Chair. Once both decisions are in, we will inform members of the outcome in writing as soon as possible. You will also be kept up to date on our websites.

IF THE VOTE IS 'FOR'

June–December 2011: staff and 'transition Board' would be working hard to implement the plans outlined in this package:

- first meetings of the 'transition Board' of *BirdLife Australia*
- meetings of Birds Australia Council and BOCA Board to wrap up organisational and financial operations
- consulting with regional groups and branches on future structures and processes
- finalising *BirdLife Australia* vision and goals and developing a new logo
- bringing together both organisations' staff into one building
- producing separate membership magazines for the rest of 2011, but working closely together behind the scenes.

January 2012: official operational start date of *BirdLife Australia*

Early 2012 – formal launch of our new organisation and our new members' magazine.

IF THE VOTE IS 'AGAINST'

If our members decide against a merger, both organisations would continue to exist as independent entities. In the event that the vote is 'Against', planning that has taken place so far would be put to good use to achieve continuing cooperation between the two organisations. We would review our Memorandum of Understanding to reflect this.

WHAT NEXT AFTER THE AGMS?

- After all the votes are counted you will be sent details of the outcome of the vote.
- You can also keep up to date at www.birdsaustralia.com.au/merger or www.boca.org.au/merger.

SECTION 8 HOW AND WHEN YOU CAN VOTE

HOW AND WHEN CAN I VOTE?

There are two ways you can vote:

1. You can attend your organisation's AGM and vote in person:

BOCA AGM: 21 May in Melbourne –
Evergreen Centre (Balwyn Hall),
45 Talbot Street, Balwyn. Commencing at 2.30pm.

Birds Australia AGM: 21 May in Perth –
University of Western Australia,
Stirling Highway, Perth. Commencing at 9.00am.

or

2. You can complete and return the proxy form that will be sent to you in April. Your proxy form must be received by the organisation to which it is addressed no later than **5pm (AEST) on Wednesday 18 May**. You have the opportunity on the proxy form to indicate whether you wish to vote for or against the resolution. You then nominate a proxy to deliver that vote on your behalf at the meeting. You can either nominate a specific person who is attending the meeting, or nominate the Chair of the meeting. Once you receive the form, please read the instructions carefully to make sure your vote is valid. A reply-paid envelope will be included with the proxy form.

AGM DATE

We decided to hold the AGMs on the same day because this was necessary to ensure neither outcome influenced the other organisation's vote, and also to allow an announcement of the outcome to be made as soon as possible after both AGMs. We realise this means that members of both organisations will not be able to attend both meetings but they will be able to vote via proxy at the meeting they don't attend.

FEEDBACK AND QUESTIONS

If you would like to provide feedback on this package, the planning process or your views on the merger, or have any questions, please contact Jess McVicar in writing at either organisations' National Office or on 03 9347 0757 (Birds Australia) or 03 9877 5342 (BOCA).

THE AGMS AND VOTING

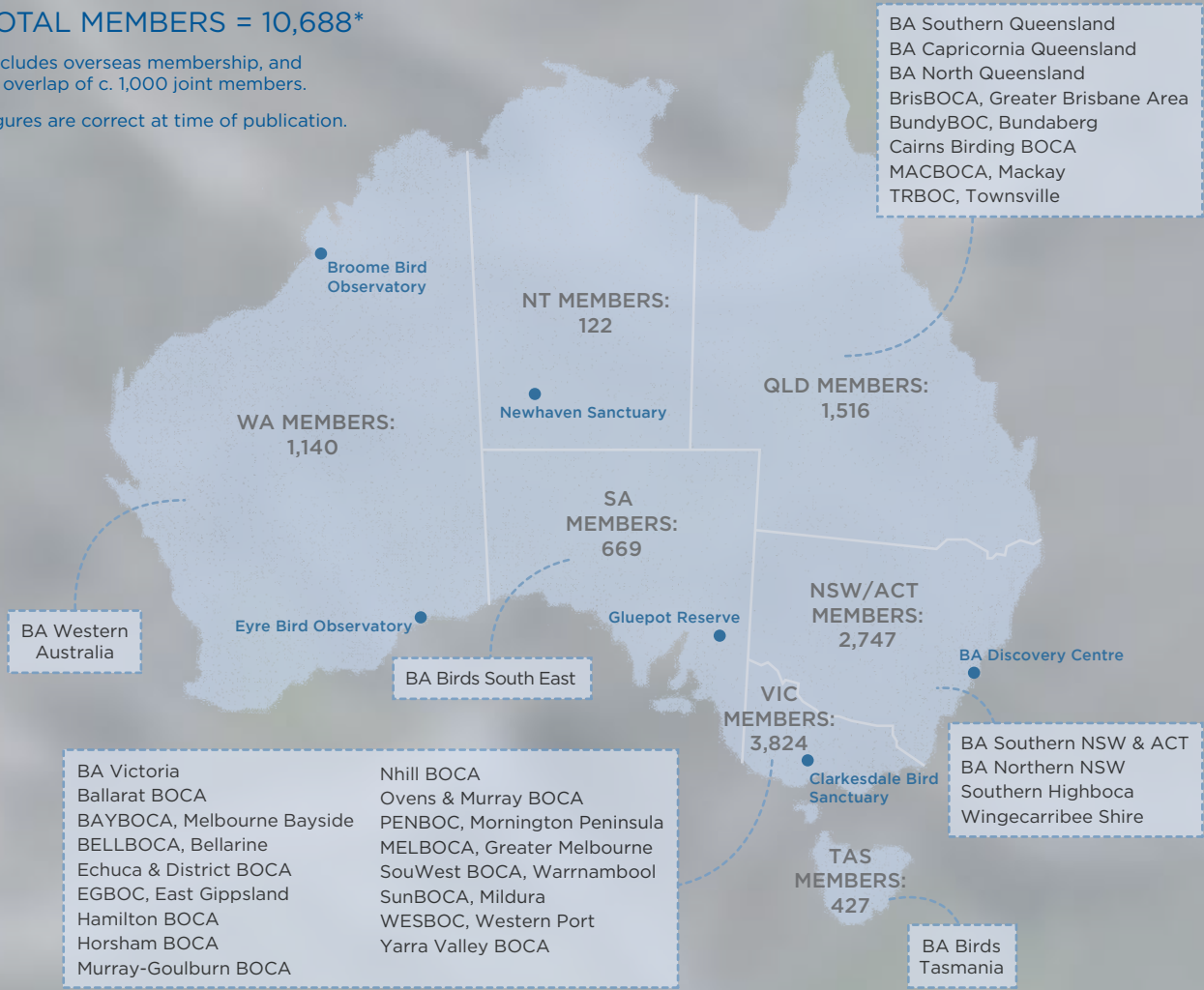
- Vote at your AGM on 21 May 2011: BOCA – in Balwyn starting at 2.30pm; Birds Australia in Perth starting at 9.00am.
- You will receive a proxy form and return envelope by post in April with your Annual Report. Nominate a proxy who is attending the AGM and return the proxy form to the relevant organisation by 5pm (AEST) on Wednesday 18 May.

COMBINED BA AND BOCA NETWORK

TOTAL MEMBERS = 10,688*

*Includes overseas membership, and an overlap of c. 1,000 joint members.

Figures are correct at time of publication.



SPECIAL INTEREST GROUPS

Australasian Raptor Association
 Australasian Seabird Group
 Australasian Wader Studies Group
 PhotoBOCA

AFFILIATES

Bellingen Birdwatchers
 Birding NSW (NSW Field Ornithologists Club)
 Black-throated Finch Recovery Team
 Blue Mountains Bird Observers
 Brolga Recovery Group
 Canberra Ornithologists Group
 Clarence Valley Birdos
 Coffs Coast Bird Observers' Club
 Cumberland Bird Observers' Club
 Friends of the Helmeted Honeyeater
 Gold Coast Birdwatchers
 Gould League Bird Study Camp Club

Hastings Birdwatchers
 Hunter Bird Observers Club
 Manning Valley Birdwatchers
 Murrumbidgee Field Naturalists Inc
 Nambucca Valley Birdwatchers
 NSW Bird Atlasers
 Port Augusta Bird Observers
 South Gippsland Bird Observers
 Sunshine Coast
 Tamworth Birdwatchers Inc.
 Toowoomba Bird Observers
 Tweed Bird Observers
 Werribee Wagtails
 Woodend Bird Observers

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