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Surrey Beekeepers' Association

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*Constitution*

Registered Charity Number 1026386

30th September 2008



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## **Part 1**

### **1. Application of the Constitution**

The Association, defined in Clause 2 below, and its property will be administered and managed in accordance with the provisions in Part 1 and Part 2 of this constitution.

### **2. The Name**

The name of the association is:

The Surrey Beekeepers' Association (SBKA)

and in this document is called the Charity, except where brevity is served and no confusion can occur by using the acronym, SBKA.

### **3. The Objects**

The Charity's objects are:

3.1 To promote and further the craft of beekeeping and the science of bees and their pathogens, to the public good.

3.2 To advance the education of the public in the environmental and economic importance of bees.

3.3 As an Area Association member of the British Beekeepers' Association to render such assistance in the pursuit of its objectives as may be appropriate.

### **4. Application of the Income and Property**

4.1 The Trustees shall be responsible for ensuring that the income and property of the charity shall be applied solely towards the promotion of the Objects.

4.2 A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

4.3 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity. This does not prevent:

4.3.1 a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity.

4.3.2 a Trustee from:

4.3.2.1 buying goods or services from the Charity upon the same terms as other members or members of the public;

4.3.2.2 receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Trustees comply with the provisions of Clause 4.6 of this constitution, or as a member of the Charity and upon the same terms as other members;

4.3.3 the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding:

4.3.3.1 fines;

4.3.3.2 re-imburement of the cost of an unsuccessful defence of a criminal prosecution for any offence arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer in managing the affairs of the Charity;

4.3.3.3 liabilities to the Charity that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.

4.4 No Trustee may be paid or receive any other benefit for being a Trustee.

4.5 A Trustee may:

4.5.1 sell goods, services or any interest in land to the charity;

4.5.2 be employed by or receive any remuneration from the Charity, if:

4.5.3 he or she is not prevented from doing so by Clause 4.4 above, or

4.5.4 the benefit is permitted by Clause 4.3 above; or

4.5.5 the benefit is authorised by the Trustees in accordance with the conditions in Sub Clause 4.6 below.

4.6 Authorisation of Benefits to Trustees

4.6.1 If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under sub-clause 4.3 above, he or she must:

4.6.1.1 declare his or her interest in the proposal;

4.6.1.2 be absent from that part of any meeting at which the proposal is discussed and take

no part in any discussion of it;

4.6.1.3 not vote on the proposal.

4.6.2 In cases covered by sub-clause 4.5 above, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).

4.6.3 The Trustees may only authorise a transaction falling within paragraphs 4.5.1 to 4.5.3 above if the Trustee body comprises a majority of Trustees who have not received any such benefit.

4.6.4 If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Charity the value of any benefit received by the Trustee from the Charity.

4.7 A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including, but not limited to, any personal financial interest) and take no part in the voting upon the matter.

4.8 In this Clause 4, 'Trustee' shall include any person, firm or company connected with the Trustee.

## **5. Dissolution**

5.1 If the members resolve to dissolve the Charity the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with the provisions of this clause.

5.2 The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.

5.3 The Trustees must apply any remaining property or money:

5.3.1 directly for the objects;

5.3.2 by transfer to any Charity or charities for purposes the same as or similar to the Charity;

5.3.3 in such other manner as the Charities Commission for England and Wales may approve in writing in advance.

5.4 The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity, and the Trustees must comply with the resolution if it is consistent with sub-clauses 5.3.1, 5.3.2 and 5.3.3 above.

5.5 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity).

5.6 The Trustees must notify the Charities Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Charities Commission for the accounting period, which ended before its dissolution, they must also send the Charity's final accounts.

## **6. Amendments**

6.1 The Charity may amend any provision contained in Part 1 of this constitution provided that:

6.1.1 no amendment may be made that would have the effect of making the Charity cease to be a Charity at law;

6.1.2 no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of the Charity;

6.1.3 no amendment may be made to Clause 4 (Application of the Income and Property) without the prior written consent of the Charities Commission;

6.1.4 any resolution to amend a provision of Part 1 of this constitution is passed by a majority of not less than two thirds of members present and voting at a general meeting.

6.2 Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by a resolution passed by a majority of not less than two thirds of the members present and voting at a general meeting.

6.3 A copy of any resolution amending this constitution shall be sent to the Charities Commission within twenty-one days of it being passed.

## Part 2

### 7. Structure of the Charity

- 7.1 The Officers
  - 7.1.1 The Charity shall have a President, a Chairman, a Secretary and a Treasurer, of whom the Chairman, Secretary and Treasurer shall be Trustees.
  - 7.1.2 The President shall be elected at a general meeting (normally the AGM) and serve for a period of three years. He/she will then be eligible for re-election on an annual basis for a further three years.
  - 7.1.3 The remaining officers shall be elected at a general meeting (normally the AGM), will serve for one year and will be eligible for re-election for a maximum of ten years, after which they may not serve again for one year.
- 7.2 SBKA shall be divided for administrative purposes into Divisions, broadly, but not exclusively on a geographical basis.
- 7.3 The authority of the Trustees, given and minuted at a properly convened meeting is required to:
  - 7.3.1 form a new Division;
  - 7.3.2 amalgamate two or more Divisions and work them as one, or
  - 7.3.3 disband a Division.
- 7.4 In the case of any act by the Charity under 7.3 above the Trustees shall first and foremost seek to guard the well-being of the Charity and of neighbouring Divisions and shall decide all matters relating to the disposal of funds and other assets and the documents held by the Division(s) concerned.
- 7.5 A Division may, subject to the provisions of Clause 15.11 below, organise its membership into two or more Districts.

### 8. Membership

- 8.1 Except as allowed for in 8.2.2 below, all members of the Charity shall be members of one of its Divisions. Application for membership should be made to the Secretary of the Division to which the applicant wishes to be attached, accompanied by the appropriate subscription.
  - 8.1.1 Change of Division. Any member may transfer from one Division to another by giving written notice to the Secretaries of the Divisions concerned. The transfer shall take place on the first day of the financial year following the notice.
- 8.2 Classes of membership  
The Charity recognises the following classes of membership:
  - 8.2.1 Ordinary or Full Members, or such other nomenclature as Divisional usage may dictate for adult members who are active beekeepers or who choose to be treated as active beekeepers, who are Members of one of the SBKA Divisions and whose names and addresses are submitted by the Charity to the BBKA Register of Members as either Registered Members or Partner Members, according to the conditions set out in Annexe A of the BBKA Constitution.
  - 8.2.2 The Trustees may bestow honorary membership on individuals who have rendered outstanding service to the Charity.
  - 8.2.3 Associate Members and Friends. Members of a Division who, while not being active beekeepers, wish to remain associated with the Charity and to support its objects. Associate Members may, if and only if they wish, also be registered with the BBKA as Country Members. Country Members, for a reduced capitation, receive a smaller subset of the support and information from the BBKA, as set out in Annexe 'A' of the BBKA Constitution.
  - 8.2.4 Junior Members. Young people under the age of eighteen may be admitted to Divisions as Junior Members. A person shall cease to be eligible for Junior Membership in the membership year following his or her attaining the age of eighteen.
    - 8.2.4.1 Junior Members are only recognised by the BBKA if they have a nominated parent or guardian who is a Registered or Partner Member of the BBKA, and are not eligible for the rights and support offered by the BBKA to Registered Members.
    - 8.2.4.2 The Trustees must require Divisions that include Junior Members to observe a Code of Practice covering issues that include, but are not limited to, Child Protection Policy, supervision and training.
  - 8.2.5 Honorary Membership. Divisions may award Honorary Membership to any member (except a junior) who has rendered distinguished service to the Division. All such awards require the approval of the Trustees, and the Division concerned shall be responsible for seeing that the necessary membership fees and capitations are paid.
- 8.3 Entitlement to Vote

Members defined in Sections 8.2.1, 8.2.2 and 8.2.3 above shall be entitled to vote at general meetings of the Charity provided that the appropriate SBKA capitation has been paid.

## **9. Termination of Membership**

A person's membership will be terminated if:

- 9.1 the Member resigns from his or her Division in which case the termination will come into effect when the Division notifies the Trustees;
- 9.2 the member dies, or in the case of an organisation that is a member, it ceases to exist;
- 9.3 the member fails to pay in full any sum due to the Charity in time for the Charity to meet the timetable of its external obligations in respect of the member, including to the BBKA, or by such earlier date as the Division may determine, provided that the Divisional treasurer has made reasonable efforts to collect it;
- 9.4 the Member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated.

A resolution to remove a Member from membership may only be passed if:

- 9.4.1 the Member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and stating the reasons why it will be proposed;
- 9.4.2 the Member or, at the option of the member, his or her representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

## **10. Management of the Charity**

- 10.1 The Charity shall be managed by the Trustees consisting of the Chairman, Secretary and Treasurer and one Trustee from each Division.
- 10.2 The Trustees shall exercise their management of the Charity through a Council (called without prejudice to the responsibilities of the Trustees, the SBKA Council) consisting of all the Trustees and such representative (non Trustee) members as the Trustees may decide, including the President and one member from each Division and, as appropriate, representatives from the SBKA Sub-committees, the ADM delegate, BDI representative, the Archivist and the Webmaster. Any of these specialist advisory functions may be performed by either a Divisional representative or a Trustee.
- 10.3 Notwithstanding the provisions of Clause 10.2 above the Trustees alone remain responsible for the exercise of the powers set out in Clause 10.4 below.
- 10.4 Powers of the Trustees  
In managing the business of the Charity the SBKA Council shall have the following powers to further the Objects (but not for any other purpose):
  - 10.4.1 to raise funds. In doing so the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
  - 10.4.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - 10.4.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
  - 10.4.4 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993;
  - 10.4.5 to cooperate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - 10.4.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - 10.4.7 to acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;
  - 10.4.8 to set aside income against future expenditure;
  - 10.4.9 to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
  - 10.4.10 to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;
  - 10.4.11 to do all such other lawful things as are necessary for the achievement of the Objects.
- 10.5 No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

- 10.6 Any meeting of the Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- 10.7 Proceedings of the Trustees
- 10.7.1 The Trustees together with the SBKA Council may regulate the proceedings of the Council as they see fit, subject to the provisions of this constitution and the over-arching duty of the Trustees to maintain control of the Charity's affairs at all times;
- 10.7.2 The SBKA Council, with a quorum of Trustees in attendance, shall meet at least three times each year at such places and upon such dates as may be decided by the Trustees;
- 10.7.3 In addition any three Trustees may jointly call a meeting of the Trustees, stating the business to be conducted, and the Secretary must call a meeting of the Trustees if so called upon;
- 10.7.4 Questions at any meeting of the Trustees, including SBKA Council meetings, must be decided by a majority of votes, and in the case of an equality of votes the person who chairs the meeting shall have a second or casting vote;
- 10.7.5 No decision may be taken by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made;
- 10.7.6 The quorum shall be five or such larger number as may be decided from time to time by the Trustees;
- 10.7.7 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote;
- 10.7.8 If at any time the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or calling a general meeting;
- 10.7.9 The person elected as chair shall chair meetings of the SBKA Council, but if the chair is unable or unwilling to preside or is absent more than ten minutes after the scheduled start of the meeting, the Trustees present may appoint one of their number, or the President, to chair the meeting;
- 10.7.10 The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees;
- 10.7.11 Minutes shall be kept of all meetings of the Trustees, and must be circulated in a timely manner and signed off by the Chair of the next meeting;
- 10.7.12 Meetings of the SBKA Council shall include Representative and Specialist members, but non-Trustee members shall not be able to take part in discussion of matters that the Trustees present determine are strictly Trustee matters unless the Trustees ask a non-Trustee member to contribute to the discussion by virtue of special knowledge or expertise. Non-Trustee members of the SBKA Council shall not be entitled to vote on strictly Trustee matters, and may be asked to absent themselves temporarily while such business is transacted.

## **11. The Appointment and Terms of Office of Trustees**

- 11.1 The members of the Charity shall elect the Officers at a general meeting, such general meeting normally being the AGM. The Trustees, excluding the Officers, shall be nominated, one by each Division, and shall be elected by the general meeting appointing the Trustees. If one or more Divisions fail to nominate a Trustee for election the Council may solicit further nominations for election, so that there will be at all times a minimum of eight Trustees, including the three Officers.
- 11.2 If any Trustee leaves office in the course of the year, the vacancy will remain until the next general meeting. If the Trustee leaving office is one of the Officers, the Trustees may appoint a person to occupy that office until the next general meeting, but, unless already a Trustee, the appointed person will not be a Trustee until elected at the next general meeting.
- 11.3 Each Trustee shall retire with effect from the conclusion of the Annual General Meeting next after his or her appointment but shall be eligible for re-election or re-appointment at that Annual General Meeting with a continuous term of office.
- 11.4 A member seeking election as a Trustee or an Officer at a General Meeting shall, prior to the meeting, give notice in writing that he or she is willing to be elected or appointed, if nominated.
- 11.5 The election of a Trustee must not cause the number of Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Trustees.

## **12. Disqualification and Removal of Trustees**

- A Trustee shall cease to hold office if he or she :
- 12.1 is disqualified for acting as a Charity Trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- 12.2 ceases to be a member of the Charity;

- 12.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs, as determined by a doctor's certificate, power of attorney or other recognised evidence of incapacity;
- 12.4 resigns as a Trustee by notice to the Charity (but only if two Trustees will remain in office when the notice of resignation is to take effect); or
- 12.5 is absent without the permission of the Trustees from all their meetings held within a period of nine consecutive months and the Trustees resolve that his or her office be vacated.

### **13. General Meetings**

The Charity shall hold an Annual General Meeting each year, hosted by the Divisions in turn, and may hold in addition as many Extraordinary General Meetings as the Chairman, Secretary or members may call.

- 13.1 The Annual General Meeting shall be held at a time decided by the SBKA Council and at a place determined by the hosting Division, subject to being held (a) as early as convenient in the financial year following the year just ended and (b) late enough to allow all the Divisions to hold their AGMs first. The SBKA Council may offer financial assistance to the hosting Division to defray the expenses incurred.
- 13.2 The Charity shall hold an Extraordinary General Meeting of the members upon the request of the Chairman or Secretary or upon a request in writing by at least ten members of the Charity, provided that such request states clearly the business to be transacted, and that no other business is transacted at that meeting.

#### **13.3 Quorum**

13.3.1 No business shall be transacted at any general meeting unless a quorum is present.

13.3.2 A quorum for a general meeting is 20 members, drawn from at least four Divisions, entitled to vote upon the business to be conducted at the meeting.

13.3.3 The authorised representative of a member organisation shall be counted in the quorum.

13.3.4 If a quorum is not present within half an hour after the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine.

13.3.5 The Trustees must re-convene the adjourned meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.

13.3.6 If no quorum is present at the re-convened meeting within thirty minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting, but the business to be transacted shall be limited to recording the failure to realise a quorum and reporting the situation to the Trustees.

- 13.4 The Annual General Meeting shall conduct the business set out in Annexe A of this constitution.

#### **13.5 Minutes**

The Minutes of all general meetings shall be recorded, and distributed in a timely manner.

- 13.6 The Annual General Meeting shall be chaired by the President, or in his or her absence by a member elected by the members present.

#### **13.7 Notice of General Meetings**

13.7.1 A minimum of 28 days notice shall be given to the Divisions to hold the Annual General Meeting of the Charity, and 14 days to hold an extraordinary general meeting, both counted from the date on which the notice is deemed to have been given.

13.7.2 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted.

13.7.3 If the meeting is to be an Annual General Meeting the notice must state that it is.

13.7.4 The notice must be given to all the Divisions and to the Trustees, and it shall be the responsibility of the Divisional Officers and the Committee to inform the members promptly.

#### **13.8 Adjournments**

Meetings may be adjourned under the conditions set out in Annexe B to this constitution.

#### **13.9 Voting at General Meetings.**

Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

### **14. Annual Return and Financial Statement**

- 14.1 The Trustees must comply with their obligations under the Charities Act 1993 with regard to:

14.1.1 the keeping of accounting records for the Charity;

14.1.2 the preparation of annual statements of account for the Charity;

14.1.3 the transmission of the statements of account to the Charity;

- 14.1.4 the preparation of an annual return and its transmission to the Charities Commission.
- 14.2 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Charities Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

## **15. Management of Divisions and Districts**

- 15.1 Divisions. Each Division shall have a Rule Book approved by the Trustees and a copy of which is lodged with them.
- 15.2 Divisional Officers. Each Division shall have a Chairman, a Secretary and a Treasurer. Any office may be combined with any other. All Officers shall be elected annually at an Annual General Meeting. No member may hold the office of Chairman for more than three consecutive years unless re-elected by four fifths of the members present and voting.
- 15.2.1 Any Division may appoint a President and any number of Vice-Presidents.
- 15.3 Management. Each Division shall be managed by a Divisional Committee, elected annually at the Annual General Meeting. The Committee shall comprise the Chairman, the Secretary, the Treasurer, the Divisional Trustee (who may be one of the Officers) and further members as required to conduct the Division's business.
- 15.3.1 The Divisional Committee shall be responsible for the proper running of the Division's affairs including the running of any apiaries in its charge and the proper management of the assets delegated to it by the Charity.
- 15.3.2 Divisional Committees shall report to the Council at intervals specified by the Trustees.
- 15.4 Vacancies and Co-options. A Divisional Committee can, by resolution, fill any vacancy and may in addition co-opt not more than two additional members. If the vacancy is for the Divisional Trustee a nominee replacement may be co-opted, but will not be a Trustee of the Charity until elected at a general meeting.
- 15.5 Committee Meetings. Divisional Committees shall hold at least two meetings each year at a time and place determined by the committee.
- 15.6 Each Division shall nominate a person to act as a Trustee of the Charity. The Divisional Trustee shall be elected by the members at the AGM.
- 15.6.1 As set out in Clause 10.2 above the Division may appoint an advisory member in addition to its Trustee to attend Council meetings, but the advisory member shall not have voting rights on any matter unless the Trustees present agree that it is not a Trustee vote.
- 15.7 Annual General Meetings. Each Division shall hold an Annual General Meeting as soon as convenient after the start of the financial year and in any case before the Charity Annual General Meeting.
- 15.8 Divisional Extraordinary General Meetings. Any Division shall hold an Extraordinary General Meeting upon receipt of a request from the Chairman or the Secretary or upon receipt of a requisition in writing signed by at least 10% of the members. The notice calling the Extraordinary General Meeting shall state clearly the business to be transacted. No other business may be conducted at that meeting.
- 15.9 Each Division shall send to the Trustees, prior to the Charity's AGM, a report of its activities over the past year and a financial statement.
- 15.10 On demand from the Charity's Treasurer, Divisional Treasurers shall transfer to the central fund accounts in good time all monies due to the Charity by way of membership fees, capitations, etc.
- 15.11 Districts. Any Division may, with the approval of the Trustees, organise itself into Districts. The Divisional rulebook shall set out how the Districts are to be organised and managed, and such organisation and management shall in broad terms follow those of the Divisions.
- 15.12 Approved Segregated Funds. Subject to Clause 10.4 above and with the written approval of the Trustees a Division may set up and maintain a segregated fund for a specific project. Such a fund shall be called an Approved Segregated Fund and it shall not endure beyond the achievement of the objective.
- 15.12.1 Conditions applying to Approved Segregated Funds.
- 15.12.1.1 The Division shall include specific information on the fund in both its annual report and its accounts submitted to the charity under Clause 15.9 above.
- 15.12.1.2 A Division may from time to time with the approval of the Trustees make additional payments into an Approved Segregated Fund. Such payments shall be devoted exclusively to the achievement of the stated objective.
- 15.12.1.3 When a project supported by an Approved Segregated Fund ceases any money remaining in the fund shall be disposed of by the Trustees in accordance with Clause 10.4.10 above.

## **16. Delegation**

- 16.1 The Trustees may delegate any of their powers or functions to a committee of two or more Trustees and such other non-Trustee members as the Trustees may see fit, but the terms of any such delegation must be recorded in the Minute book, including any conditions imposed by the Trustees on how the powers are to be exercised and how any budget is to be managed.
- 16.2 The Trustees may alter or revoke a delegation.
- 16.3 All acts and proceedings of any committees appointed by the Trustees must be fully and promptly reported to the Trustees.
- 16.4 In delegating to a committee the Trustees may approve the appointment of non-Trustee members in addition to the Trustees, provided that any matter decided by the Committee is subject to ratification by the Trustees as a whole.

## **17. Irregularities in Proceedings**

- 17.1 Subject to Sub-clause 17.2 below all acts done by a meeting of Trustees or by a committee of Trustees shall be valid, notwithstanding the participation in any vote of a Trustee:
  - 17.1.1 who was disqualified from holding office;
  - 17.1.2 who had previously retired or who had been obliged by the constitution to vacate office; or,
  - 17.1.3. who was not entitled to vote on the matter, whether by conflict of interest or otherwise, if,
  - 17.1.4. without the vote of that Trustee, and
  - 17.1.5. without that Trustee being counted in the quorum,  
the decision has been made by a majority of the Trustees at a quorate meeting.
- 17.2 Sub-clause 17.1 above does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would have otherwise been void.
- 17.3 No resolution or act of the Trustees, any committee of the Trustees or the Charity in a general meeting shall be invalidated by reason of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Charity.

## **18. Property**

- 18.1 The Trustees must ensure the title to:
  - 18.1.1 all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and
  - 18.1.2 all investments held by or on behalf of the Charity, vested either in a corporation entitled to act as custodian Trustee or in no fewer than three individuals appointed by them as holding Trustees.
- 18.2 The terms of the appointment of any holding Trustees must provide that they may act only in accordance with the lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Charity.
- 18.3 The Trustees may remove the holding Trustees at any time.

## **19. Insurance**

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity (except those buildings that are required to be kept in repair and insured by a tenant). Public Liability, Product Liability and Employers' Liability insurance is conferred by Area Association Membership of the BBKA. The Trustees shall have a written policy on the insurance of all moveable equipment (hives, extractors, etc.) the management of which is delegated to the Division holding it.

## **20. Notices**

The conditions governing the delivery of notices are set out in Annexe D.

## **21. Rules**

21.1 The Trustees may from time to time make rules or bye-laws for the conduct of their business.

21.2 The bye-laws may regulate the following matters but are not restricted to them:

21.2.1 the admission of members to the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members in respect of membership of the Charity;

21.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

21.2.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times for any particular purpose or purposes;

21.2.4 the procedure at general meetings and meetings of the Trustees insofar as such procedure is not regulated by the constitution;

21.2.5 the keeping and authenticating of records. If regulations made under this clause permit records of the Charity to be kept in electronic form and require a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated;

21.2.6 generally all such rules are commonly the subject matter of the rules of an unincorporated association.

21.3 The Charity in general meeting has the power to alter, add to or repeal the rules and bye-laws.

21.4 The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity.

21.5 The rules or bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

## **22. Fees and Subscriptions**

- 22.1 Each member of the Charity shall be liable to pay annually to his or her Divisional Treasurer within the time limits specified a sum equal to the total of the following components:
- 22.1.1 a subscription due to the Division for the running of same;
  - 22.1.2 a subscription due to the Charity for the running of same;
  - 22.1.3 a sum equal to the BBKA Capitation for the class of membership concerned;
  - 22.1.4 a sum equal to the BDI premium for the minimum number of colonies specified by BDI Ltd for a member or the number of colonies declared by the member, whichever is greater.
- 22.2 On receipt of written application from the Treasurer each Divisional Treasurer shall transfer to central fund accounts, on account or in full as the case may be, the sums due to the Charity, namely those specified in Sub-clauses 22.1.2 and 22.1.3 above plus any donations designated for the Charity or the BBKA.
- 22.3 No Division may set a rate of subscription in respect of any member less than the amount specified above, or so low as to amount to a benefit in kind to the member.

### **23. Adoption of the Constitution**

This document is the Constitution of the Surrey Beekeepers' Association (SBKA). It was adopted at the Extraordinary General Meeting held at St James's Church Hall, Weybridge, Surrey, on the 30th day of September, 2008, with immediate effect.

**Signed:**

**President**

**Michael Somers OBE**

**In the presence of**

**Trustee**

**Tim Lovett (Chairman)**

**And in the presence of**

**Trustee**

**David Humphreys (Treasurer)**

## **Annexe A: Business to be conducted at the Annual General Meeting.**

1. Approve the Minutes of the previous AGM;
2. Receive and approve a Report from the Chairman on the previous year's activities;
3. Receive and approve the Accounts and Report from the Treasurer;
4. Receive and approve the Reports from the Divisions;
5. Receive and approve Reports from the Sub-Committees and the Representatives and Delegates to outside bodies;
6. Elect the Officer Trustees and ratify the appointment of Divisional Trustees for the following year;
7. Elect such other representatives, sub-committees and delegates as may be necessary;
8. Advise and/or instruct the Delegate to the BBKA ADM on exercising the SBKA vote on the Propositions before the ADM;
9. Attend to matters under Any Other Business;
10. Confirm the host Division for the following year.

## **Annexe B: Adjournment of Meetings**

1. The members present at a meeting may resolve that the meeting be adjourned.
2. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are contained in the resolution to adjourn.
3. No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
4. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the reconvened meeting.
5. The reconvened meeting must have a quorum.

**Annexe C: Business to be conducted at the Divisional AGM shall be:**

1. Receive and approve the Minutes of the previous AGM;
2. Receive and approve the Chairman's Report;
3. Receive and adopt the Accounts and Report from the Treasurer;
4. Receive Reports from the Officers;
5. Receive reports from its Districts, if any;
6. Appoint the Officers and Committee for the coming year;
7. Nominate a member for election as Divisional Trustee at the AGM of SBKA.
8. Transact such other business as the members shall deem necessary and proper.

***Annexe D: Conditions relating to the delivery of Notices***

1. Any notice of any meeting required by the constitution to be given to or by any person must be:
  - 1.1 in writing; or
  - 1.2 by electronic communications provided the member concerned has given express agreement to receiving notices in this way.
2. The Charity may give written notice to a member either:
  - 2.1 personally; or
  - 2.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - 2.3 by leaving it at the address of the member; or
  - 2.4 subject to Annexe D, 1.2 above by giving it using electronic communications to the member's e-mail address.
3. A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
4. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
5. Proof of Delivery
  - 5.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given;
  - 5.2 Proof that a notice contained in an electronic communication was sent in accordance with advice issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given;
  - 5.3 A notice shall be deemed to be given 48 hours after the envelope containing it was posted, or in the case of electronic communication, 48 hours after it was sent.