

**Constitution
of
Petersfield and District Beekeepers Association**

(Approved by the Members at the AGM on 11th February 2017)

1 Adoption of the constitution

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

Definitions

‘Association’	shall mean the Petersfield and District Beekeepers Association;
‘BBKA’	shall mean the British Beekeepers Association;
‘BDI’	shall mean the Bee Diseases Insurance;
‘Committee’	shall mean and consist of the officers and elected members who shall be the committee of the Association;
‘HBA’	shall mean the Hampshire Beekeepers Association;
‘Members’	shall mean the members who have paid their PDBKA subscription and as defined in clause 8;
‘Officers’	shall mean as defined in clause 16;
‘PDBKA’	shall mean the Petersfield and District Beekeepers Association;
‘Trustees’	shall mean the committee.

PART 1

2 Name

The Association’s name is Petersfield and District Beekeepers Association (and in this document it is called the Association).

3 Objects

The Association’s objects (‘the objects’) are to promote and further the craft of beekeeping

4 Application of income and property

- (1) The income and property of the Association shall be applied solely towards the promotion of the objects.
 - (a) An Association trustee is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association.
 - (b) An Association trustee may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association.

5 Benefits and payments to Association trustees and connected persons

(1) General provisions

No Association trustee or connected person may:

- (a) be employed by, or receive any remuneration from, the Association;
- (b) receive any other financial benefit from the Association;

unless the payment is permitted by sub-clause (2) of this clause, or authorised by the Court or the Charity Commission ('the Commission'). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits

- (a) An Association trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Association where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- (b) An Association trustee or connected person may receive rent for premises let by the trustee or connected person to the Association. The amount of the rent and the other terms of the lease must be reasonable and proper. The Association trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (c) An Association trustee or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.

6 Dissolution

- (1) If the members resolve to dissolve the Association the trustees will remain in office as Association trustees and be responsible for winding up the affairs of the Association in accordance with this clause.
- (2) The trustees must collect in all the assets of the Association and must pay or make provision for all the liabilities of the Association.
- (3) The trustees must apply any remaining property or money directly for the objects:

- (a) by transfer to any charity or charities with purposes the same as or similar to the Association;
 - (b) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Association specifying the manner in which the trustees are to apply the remaining property or assets of the Association and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (b) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association (except to a member that is itself a charity).
- (6) The trustees must notify the Commission promptly that the Association has been dissolved. If the trustees are obliged to send the Association's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Association's final accounts.

7 Amendment of constitution

- (1) The Association may amend any provision contained in Part 1 of this constitution provided that:
- (a) no amendment may be made that would have the effect of making the Association cease to be a charity at law;
 - (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the Association;
 - (c) no amendment may be made to clause 3 (Objects), 4 (Application of income and property), clause 5 (Benefits and payments to Association trustees and connected persons), clause 6 (Dissolution) or this clause without the prior consent in writing of the Commission;
 - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) The Association may amend any provision contained in Part 2 of this constitution provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty-one days of it being passed.

PART 2

8 Membership

- (1) Membership is open to individuals in the following classes of membership and who are approved by the trustees.
- (2) Membership in classes (3)(a) to (3)(d) shall include membership of "The British Beekeepers Association" (BBKA) and where the Association belongs to and is a member of Hampshire Beekeepers Association (HBA) or other area group the member may receive or use such facilities to which the Association may be entitled to benefit from or use as a member of HBA or other area group.

(3) All members shall be interested in furthering the objects of the Association. The Membership Classes and the description of persons eligible for each class shall be as follows:

- (a) Registered Member – any person keeping bees;
- (b) Partner Member – any person keeping bees living at the same address as a Registered Member;
- (c) Country Member – any person not keeping bees and requiring registration with BBKA;
- (d) Junior Member – such members:
 - i. Must be under the age of 18 on the 1st April. This shall cease when the Junior attains the age of 18 during the membership year and shall automatically and immediately be amended to Registered Member without additional payment for the remainder of that membership year;
 - ii. Keep not more than three colonies, requiring registration with BBKA;
 - iii. Shall be under the guidance of a Registered or Partner member.
- (e) Non-Beekeeping Junior Member – such members:
 - i. Must be under the age of 18 on the 1st April. This shall cease when the Junior attains the age of 18 during the membership year and shall automatically and immediately be amended to Associate Member without additional payment for the remainder of that membership year;
 - ii. Not keep bees but may be learning to keep them under the guidance of a Registered or Partner member.
- (f) Associate Member – any non-beekeeper or member of another BBKA affiliated beekeeping association is eligible.
- (g) Family Member – any member of the family of a Registered, Partner, Country member or Associate member living at the same address is eligible.
- (h) Honorary Member – any person recommended by the Committee and approved at an Annual General Meeting is eligible. This is a life membership. If continued membership of the BBKA is requested by the member, then their subscriptions shall be paid by the Association and their BDI Insurance premium for up to 3 hives and they shall enjoy those benefits outlined in (2) of this clause.

Any member joining after 1st September shall have free membership of the relevant class until renewal of membership in March. This also applies to BBKA membership for the relevant class and BDI where applicable and any county association or other area group of which the Association is a member.

(4) All applications for membership to the Association shall be made to the Treasurer with a completed application form together with the relevant subscription for the particular membership class.

(5) The Trustees

- (a) may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application;
- (b) must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision;

- (c) must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (6) Membership is not transferable.
- (7) The trustees must keep a register of names and addresses of the members which must be made available to any member upon request and may only be used by members for the purposes of the Association and shall not be disclosed to any other party or used by any other organisation for the circulation to or contact of the members, unless the members have consented in writing for their information to be used by any such third party or organisation. Any use of a member's information without prior written consent may be in breach of the provisions of the Data Protection Acts (or any amendments or re-enactments).
- (8) Any communication to be sent to all the members shall not be sent direct in electronic form or by post but shall first be sent to the Secretary or other person authorised by the committee and if approved by the committee shall be circulated to the members.

9 Termination of membership

Membership is terminated if:

- (1) the annual subscription has not been renewed by 1st April each year;
- (2) the member dies;
- (3) the member resigns by written notice to the Association unless, after the resignation, there would be fewer than two members;
- (4) the Trustees vote to de-select the member.

10 Subscriptions

- (1) Members shall each year pay in advance to the Treasurer their annual subscription for the respective class in which they wish to renew membership or have applied for membership.
- (2) Subscriptions shall be set each year at the annual general meeting and shall apply from the 1st April each year for the following 12 months ("the membership year") or until such time that the members have approved a change of the subscriptions.
- (3) The subscription shall consist of the subscription for PDBKA, HBA, BBKA and BDI except where any part of the subscription is not applicable to the class of membership.
- (4) The part of the subscription relating to HBA, BBKA and BDI collected by the Association shall be remitted accordingly to the relevant organisation on behalf of the member. The Association shall not be liable for any late payments made to the above organisations where the member has paid late or for any consequences that may arise and shall be enforced by the HBA, BBKA or the BDI for such late payment.

11 General meetings

- (1) The Association shall hold an annual general meeting in each calendar year and not more than fifteen months may elapse between successive annual general meetings.
- (2) All general meetings other than annual general meetings shall be called special general meetings.

- (3) The trustees may call a special general meeting at any time.
- (4) The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership who are entitled to attend and vote at a general meeting, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

12 Notice

- (1) The minimum period of notice required to hold any general meeting of the Association shall be in writing (by post or email) and will be fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must state it in the notice.
- (4) The notice must be given to all the members and to the trustees..

13 Quorum at a general meeting

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is 10 members entitled to vote upon the business to be conducted at the meeting.
- (3) If a quorum is not present:
 - (a) within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the trustees shall determine.
- (4) The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
- (5) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

14 Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

15 Votes

- (1) Members in the classes Registered, Partner, Country, Associate, Family or Honorary membership shall be entitled to attend and vote at a general meeting or by a written resolution. They must be at least 18 years old or over on the day before the notice was given to the members of a general meeting.
- (2) Each member entitled to attend and vote 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.
- (3) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

16 Officers and trustees

- (1) The Association and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the Association and in this constitution are together called 'the trustees'.
- (2) The Association shall have the following officers:
 - (a) A Chair;
 - (b) A Secretary;
 - (c) A Treasurer.
- (3) A trustee must be a member of the Association entitled to vote at a general meeting.
- (4) The number of trustees shall be a maximum of 12 and a minimum of 5.
- (5) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

17 Election of a President

- (1) Each year at the annual general meeting the Association shall elect a President of the Association. The President shall be entitled to attend and participate at a meeting of the trustees, but shall not be entitled to vote on any resolution of the meeting.
- (2) The President shall hold office for one year and be eligible for re-election at the next following annual general meeting.

18 Election of trustees

- (1) The Association at the annual general meeting shall elect the officers and the other trustees.
- (2) The trustees may appoint any person who is a member entitled to vote at a general meeting and is willing to act as a trustee if a vacancy arises.
- (3) Each of the trustees 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 at that annual general meeting.

- (4) No one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the Association is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a trustee or as an officer;
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

19 Powers of trustees

- (1) The trustees must manage the business of the Association and have the following powers in order to further the objects (but not for any other purpose):
 - (a) to raise funds by subscriptions and donations. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Association. In exercising this power, the trustees must comply as appropriate with sections 117–122 of the Charities Act 2011;
 - (d) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (e) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
 - (f) to acquire, merge with or enter into any partnership or joint venture arrangement with any other Association formed for any of the objects;
 - (g) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (h) to obtain and pay for such goods and services as are necessary for carrying out the work of the Association;
 - (i) 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;
 - (j) to do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

20 Disqualification and removal of trustees

A trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Association;
- (3) in the written opinion, given to the Association, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (4) resigns as a trustee by notice to the Association (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

21 Proceedings of trustees

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) The Secretary must call a meeting of the trustees if requested to do so by a trustee.
- (3) Any decisions required at a meeting shall be decided by a majority of votes.
- (4) In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
- (5) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- (6) The quorum shall be five trustees present at the meeting of trustees.
- (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.
- (8) If the number of trustees is fewer than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (9) The person elected as the Chair shall chair meetings of the trustees.
- (10) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint any trustee present to chair that meeting.
- (11) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- (12) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

22 Conflicts of interests

A Trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not been previously declared; and
- (2) not be at 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 Association and any personal interest (including but not limited to any personal financial interest). The trustee must not vote or be counted as part of the quorum in any decision of the Association trustees on the matter of the interests declared.

23 Minutes

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees;
- (2) proceedings at general meetings of the Association;
- (3) meetings of the trustees and committees of trustees including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

24 Accounts and Auditor

- (1) The trustees must comply with their obligations under the Charities Act 2011 with regard to:
 - (a) the keeping of accounting records for the Association;
 - (b) the preparation of annual statements of account for the Association.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.
- (3) The Trustees each year shall appoint an Auditor or an Examiner (whichever shall apply) to audit or examine the Annual Accounts each year.

25 Notices

- (1) Any notice required by this constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) by using electronic communications.
- (2) The Association may give any notice to a member either:
 - (a) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (b) by using electronic communications to the member's address.

- (3) A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
- (4) A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

26 Insurance

- (1) Members who have paid the annual premiums for the Bee Diseases Insurance (BDI) shall be entitled to the benefit of the BDI insurance cover in accordance with the terms defined in the policy and only for the number of hives declared.
- (2) The Association is not responsible in any way whatsoever for any liability under the BDI cover except in the payment of premiums to the BDI which the member has paid to the Association but not otherwise.
- (3) The Association shall be responsible for the payment of any policy excess on any BBKA insurance policy claim which arises from the collection of a swarm of honeybees by a member and who has been notified by or requested to collect the swarm by the swarm co-ordinator or other person appointed by the committee to manage swarm co-ordination on behalf of the Association.

27 Rules

- (1) The trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Association and the rights and privileges of such members, and the subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Association in relation to one another;
 - (c) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
 - (d) the keeping and authenticating of records. (If regulations made under this clause permit records of the Association to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - (e) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Association in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (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 Association.
- (5) The rules or bye-laws shall be binding on all members of the Association. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.