



Constitution

of the

Charitable Incorporated Organisation

“Gwent Beekeepers CIO”

Date of Constitution: 27th October 2020

1. Name

- 1.1 The name of the Charitable Incorporated Organisation is Gwent Beekeepers CIO (“GBKCIO”).

2. National location of principal office

- 2.1 The principal office of GBKCIO is Gwent Beekeepers Apiary and Study Centre, Llanover Road, Llanfair Kilgeddin, Abergavenny. NP7 9DY Wales.

3. Objects

- 3.1 The objects of GBKCIO are and shall be the encouragement, improvement and advancement of beekeepers in the craft of beekeeping and promote the importance of bees in the environment.
- 3.2 GBKCIO is affiliated to the British Beekeepers Association (BBKA) and may be affiliated to any other organization.
- 3.3 Nothing in this constitution shall authorise an application of the property of GBKCIO for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008 (or any statutory re-enactment or modification of those provisions).

4. Powers

- 4.1 GBKCIO has power to do anything legal which is calculated to further its objects or is conducive or incidental to doing so. In particular, GBKCIO has power to:
- a) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. GBKCIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions). if it wishes to;
 - b) mortgage land;
 - c) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - d) sell, lease or otherwise dispose of all or any part of the property belonging to GBKCIO. In exercising this power, GBKCIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - e) employ and remunerate such staff as are necessary for carrying out the work of GBKCIO. GBKCIO may employ or remunerate a Charity Trustee only to the extent that it is permitted to do so by [clause 6](#) (Benefits and payments to Charity Trustees and connected persons) and provided it complies with the conditions of those clauses;

- f) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of GBKCIO to be held in the name of a nominee, 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.

5. Application of income and property

- 5.1 The income and property of GBKCIO must be applied solely towards the promotion of the objects.
 - a) a Charity Trustee is entitled to be reimbursed from the property of GBKCIO or may pay out of such property reasonable expenses properly incurred by that Charity Trustee when acting on behalf of GBKCIO;
 - b) a Charity Trustee may benefit from trustee indemnity insurance cover purchased at GBKCIO expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.(or any statutory re-enactment or modification of those provisions).
- 5.2 None of the income or property of GBKCIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of GBKCIO. This does not prevent a member who is not also a Charity Trustee receiving:
 - a) a benefit from GBKCIO as a beneficiary of GBKCIO
 - b) reasonable and proper remuneration for any goods or services supplied to GBKCIO.
- 5.3 Nothing in this clause shall prevent a Charity Trustee or connected person receiving any benefit or payment which is authorised by clause 6.

6. Benefits and payments to Charity Trustees and connected persons

General provisions

- 6.1 No Charity Trustee or connected person may:
 - a) buy or receive any goods or services from GBKCIO on terms preferential to those applicable to members of the public;
 - b) sell goods, services, or any interest in land to GBKCIO
 - c) be employed by, or receive any remuneration from, GBKCIO
 - d) receive any other financial benefit from GBKCIO
- 6.2 unless the payment or benefit is permitted by clauses [6.3 to 6.8](#) or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting trustees' or connected persons' benefits

- 6.3 A Charity Trustee or connected person may receive a benefit from GBKCIO as a beneficiary of GBKCIO provided that it is available generally to the beneficiaries of GBKCIO
- 6.4 A Charity 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 GBKCIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions).
- 6.5 Subject to [clause 6.9](#) a Charity Trustee or connected person may provide GBKCIO with goods that are not supplied in connection with services provided to GBKCIO by the Charity Trustee or connected person.
- 6.6 a Charity Trustee or connected person may receive interest on money lent to GBKCIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 6.7 a Charity Trustee or connected person may receive rent for premises let by the trustee or connected person to GBKCIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The Charity Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 6.8 a Charity Trustee or connected person may take part in the normal trading and fundraising activities of GBKCIO on the same terms as members of the public.

Payment for supply of goods only – controls

- 6.9 GBKCIO and its Charity Trustees may only rely upon the authority provided by [clause 6.5](#) if each of the following conditions is satisfied:
 - a) The amount or maximum amount of the payment for the goods is set out in a written agreement between GBKCIO and the Charity Trustee or connected person supplying the goods ("the supplier").
 - b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - c) The other Charity Trustees are satisfied that it is in the best interests of GBKCIO to contract with the supplier rather than with someone who is not a Charity Trustee or connected person. In reaching that decision the Charity Trustees must balance the advantage of contracting with a Charity Trustee or connected person against the disadvantages of doing so.
 - d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with the supplier or it with regard to the supply of goods to GBKCIO.
 - e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Charity Trustees is present at the meeting.

- f) The reason for their decision is recorded by the Charity Trustees in the minute book.
 - g) A majority of the Charity Trustees then in office are not in receipt of remuneration or payments authorised [by clause 6](#).
- 6.10 In clause 6.3 to clause 6.12 GBKCIO includes any company in which GBKCIO:
- a) holds more than 50% of the shares; or
 - b) controls more than 50% of the voting rights attached to the shares; or
 - c) has the right to appoint one or more directors to the board of the company.
- 6.11 In clause 6.3 to clause 6.11 "Connected person" includes any person within the definition set out in [clause 29 \(Interpretation\)](#).

7. Conflicts of interest and conflicts of loyalty

- 7.1 A Charity Trustee must:
- a) declare the nature and extent of any interest, direct or indirect, which the Charity Trustee has in a proposed transaction or arrangement with GBKCIO or in any transaction or arrangement entered into by GBKCIO which has not previously been declared; and
 - b) absent themselves from any discussions of the Charity Trustees in which it is possible that a conflict of interest will arise between the Charity Trustees duty to act solely in the interests of GBKCIO and any personal interest (including but not limited to any financial interest).
- 7.2 Any Charity Trustee absenting themselves from any discussions in accordance with clause 7.1 must not vote or be counted as part of the quorum in any decision of the Charity Trustees on the matter.

8. Liability of members to contribute to the assets of GBKCIO if it is wound up

- 8.1 If GBKCIO is wound up, the members of GBKCIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of GBKCIO

Admission of new members

9.1 Eligibility –

- a) Membership of GBKCIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his or her agreement to become a member and acceptance of the duty of members set out in [sub-clause 9.4](#) of this clause.
- b) A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

Admission procedures

9.2 The Charity Trustees:

- a) may require applications for membership to be made in any reasonable way that they decide;
- b) shall, if they approve an application for membership, notify the applicant of their decision within 28 days
- c) may refuse an application for membership if they believe that it is in the best interests of GBKCIO for them to do so;
- d) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 28 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- e) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

Transfer of membership

- 9.3 Membership of GBKCIO cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until GBKCIO has received written notification of the transfer.

Duty of members

- 9.4 It is the duty of each member of GBKCIO to exercise his or her powers as a member of GBKCIO in the way he or she decides in good faith would be most likely to further the purposes of GBKCIO.

Termination of membership

- 9.5 Membership of GBKCIO comes to an end if:
- a) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
 - b) the member sends a notice of resignation to the Charity Trustees; or
 - c) any sum of money owed by the member to GBKCIO is not paid in full within three months of its falling due; or
 - d) the Charity Trustees decide that it is in the best interests of GBKCIO that the member in question should be removed from membership, and pass a resolution to that effect.
- 9.6 Before the Charity Trustees take any decision to remove someone from membership of the GBKCIO they must:
- a) inform the member of the reasons why it is proposed to remove them from membership;

- b) give the member at least 21 clear days' notice in which to make representations to the Charity Trustees as to why he, she should not be removed from membership;
- c) at a duly constituted meeting of the Charity Trustees, consider whether or not the member should be removed from membership;
- d) consider at that meeting any representations which the member makes as to why the member should not be removed; and
- e) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

Membership fees

- 9.7 GBKCIO may require members to pay reasonable membership fees to GBKCIO.
- 9.8 Membership fees will be determined from year to year by an AGM.
- 9.9 Membership fees fixed by the AGM become effective from midnight following the AGM.

Classes of membership

- 9.10 The Charity Trustees may create classes of membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members. Such classes may amongst others include;
 - a) **Full Member** Individuals, who are interested in furthering the objects of GBKCIO. Full Members may also be Life Members as defined below. Full members have full voting rights on matters appertaining to GBKCIO and BBKA.
 - b) **Associate Member:** Non beekeeping members with full GBKCIO voting rights but whose voting rights are limited so as to exclude matters appertaining to the BBKA. Alternatively; Beekeeping members with full GBKCIO voting rights but whose voting rights are limited so as to exclude matters appertaining to the BBKA as they are members of the BBKA directly or through another beekeeping Club Association or CIO affiliated to the BBKA
 - c) **Honorary Life members:** Individuals upon whom GBKCIO confers membership in recognition of their contribution to GBKCIO without any GBKCIO membership subscription being levied. Life members have full voting rights on matters appertaining to GBKCIO. life members paying BBKA subscription shall have full BBKA voting rights on matters appertaining to BBKA
 - d) **Junior Members** Individuals under the age of 18 years, for whom a junior membership fee has been paid.
 - i) Junior membership shall cease when the Junior Member attains the age of 18 and shall be automatically and immediately amended to Full Membership for the remainder of that membership year without further payment of any additional capitation in respect of that year.
 - ii) Junior members have no voting rights on matters appertaining to BBKA but from age 16 do have voting rights appertaining to GBKCIO.

- e) **Schools and Educational Establishments and Community Groups** involved in education and community activities for which a membership fee has been paid and for whom a contact name has been supplied to GBKCIO and have full voting rights on matters appertaining to GBKCIO. The whole establishment has one vote.
- 9.11 Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulation

Honorary President

- 9.12 The Charity Trustees may from time to time appoint an Honorary President to represent GBKCIO in such manner as determined by the Charity Trustees
- 9.13 that person will be deemed a member of GBKCIO for the purposes of this constitution

10. Members' decisions

General provisions

- 10.1 Except for those decisions that must be taken in a particular way as indicated in sub-clause [10.9 to 10.12](#) of this clause, decisions of the members of GBKCIO may be taken either by vote at a general meeting as provided in sub-clause 10.2 of this clause or by written resolution as provided in [sub-clause 10.3](#) of this clause.

Taking ordinary decisions by vote

- 10.2 Subject to [sub-clause 10.9 to 10.12](#) of this clause, any decision of the members of GBKCIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting, including votes cast by any other electronic voting.

Taking ordinary decisions by written resolution without a general meeting

- 10.3 Subject to [sub-clause 10.9 to 10.12](#) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- a) a copy of the proposed resolution has been sent to all the members eligible to vote; and
 - b) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 21 days beginning with the circulation date. The document signifying a member’s agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as GBKCIO has specified.

- 10.4 The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- 10.5 Eligibility to vote on the resolution is limited to members who are members of GBKCIO on the date when the proposal is first circulated in accordance with [sub-clause \(10.3\)](#) above.
- 10.6 Not less than 10% of the members of GBKCIO may request the Charity Trustees to make a proposal for decision by the members.
- 10.7 The Charity Trustees must within 21 days of receiving such a request comply with it if:
- a) The proposal is not malicious, frivolous or vexatious, and does not involve the publication of defamatory material;
 - b) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
 - c) Effect can lawfully be given to the proposal if it is so agreed.
- 10.8 [Sub-clauses \(10.3\) to \(10.5\)](#) of this clause apply to a proposal made at the request of members

Decisions that must be taken in a particular way

- 10.9 Any decision to remove a trustee must be taken in accordance with [clause 15.9](#).
- 10.10 Any decision to amend this constitution must be taken in accordance with [clause 27](#) of this Constitution. (Amendment of Constitution).
- 10.11 Any decision to wind up or dissolve GBKCIO must be taken in accordance with [clause 28](#) of this Constitution (Voluntary winding up or dissolution).
- 10.12 Any decision to amalgamate or transfer the undertaking of GBKCIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions)

11. General Meetings of Members,

Types of General Meeting

- 11.1 There must be an annual general meeting (AGM) of the members of GBKCIO.
- a) AGMs must be held at intervals of not more than 15 months.
 - b) Notice of the AGM must be sent out no later than 21 days before the meeting.
 - c) The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the Charity Trustees' annual report and must elect trustees as required under [clause 13](#).
 - d) The Charity Trustees will endeavour to call an AGM on the third Saturday each November
 - e) Other general meetings of the members of GBKCIO may be held at any time.

f) All General meetings must be held in accordance with the following provisions.

11.2 Calling General Meetings

The Charity Trustees:

- (i) must call the annual general meeting of the members of GBKCIO in accordance with sub-[clause \(11.1\)](#) of this clause, and identify it as such in the notice of the meeting and;
- (i) may call any other general meeting of the members at any time.

Other Members' Meetings (SMM's)

- b) The Charity Trustees must, within 21 days, call a general meeting of the members of GBKCIO if:
 - (i) they receive a request to do so from at least 10% of the members of GBKCIO; and
 - (i) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request Every attempt should continue to resolve the matter during the 21 days.
- c) If, at the time of any such request, there has not been any general meeting of the members of GBKCIO for more than 15 months, then sub-[clause \(11.2\)\(b\)\(i\)](#) of this clause shall have effect as if 5% were substituted for 10%.
- d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- e) A resolution may only properly be proposed if it is lawful, and is not defamatory, malicious, frivolous, or vexatious.
- f) Any General Meeting called by the Charity Trustees at the request of the members of GBKCIO must be held within 28 days from the date on which it is called.
- g) If the Charity Trustees fail to comply with this obligation to call a General Meeting at the request of its members, then the members who requested the meeting may themselves call a General Meeting.
- h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

11.3 Notice of General Meetings

- a) The Charity Trustees, or, as the case may be, the relevant members of GBKCIO, must give at least 21 clear days' notice of any General meeting to all of the members, and to any Charity Trustee of GBKCIO who is not a member.

- b) All GBKCIO members may send to the secretary, proposals for inclusion in the agenda not later than 14 days before the AGM
- c) The Agenda for the AGM, together with copies of proposals, reports and papers relating to the AGM, be sent to members not less than 7 working days before the AGM
- d) If it is agreed by not less than 90% of all members of GBKCIO, any resolution may be proposed and passed at the meeting even though the requirements of the above subclause [11.1 \(a, b and c\)](#) have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations. (Or any statutory re-enactment or modification of those provisions).
- e) The 21-day notice of any General meeting must:
 1. state the time and date of the meeting;
 2. give the address at which the meeting is to take place;
 3. give members opportunity to submit proposals
- f) the 7-day notice of any General Meeting must:
 1. give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 2. if a proposal to alter the constitution of GBKCIO is to be considered at the meeting, include the text of the proposed alteration;
 3. include the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under [clause 22](#) (Use of electronic communication).
- g) Proof that an envelope containing a notice was properly addressed, prepaid, and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- h) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by GBKCIO.

11.4 Chairing of General Meetings

- a) The elected President shall, if present at the General Meeting and willing to act, preside as chair of the meeting. Subject to that, the trustees of GBKCIO who are present at a General Meeting shall elect a chair to preside at the meeting.

11.5 Quorum at General meetings

- a) No business may be transacted at any General meeting of the members of GBKCIO unless a quorum is present when the meeting starts.
- b) The quorum for general meetings shall be the greater of 5% or 10 members.

- c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting shall be closed.
- d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the Chair must adjourn the meeting. The date, time, and place at which the meeting will resume must either be announced by the chair or be notified later to GBKCIO's members at least seven clear days' notice of the resumption
- e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

11.6 Voting at General meetings

Voting:

- a) Any decision other than one falling within [sub-clause 10.9 to 10.12](#) (decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including electronic votes). Every member has one vote
- b) A resolution put to the vote of a meeting shall be decided on a show of hands. Each member has one vote.
- c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide.
- d) A poll may be taken:
 1. at the meeting at which it was demanded; or
 2. at some other time and place and in such manner specified by the chair;
 3. or through the use of electronic communications.
- e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the Chair of the meeting shall be final.

Adjournment of meetings

- 11.7 The Chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may

be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

Electronic voting

- 11.8 GBKCIO may, if the Charity Trustees so decide, allow the members to vote by electronic methods (for example email) to elect Charity Trustees or to make a decision on any matter that is being decided at a general meeting of the members.
- 11.9 The Charity Trustees must appoint at least two persons independent of GBKCIO to serve as scrutineers to supervise the conduct of the electronic ballot and the counting of votes.
- 11.10 If electronic voting is to be allowed on a matter, GBKCIO must send to members of GBKCIO not less than 14 days before the 7-day deadline for receipt of votes cast in this way:
- a) a notice by email, if the member has agreed to receive notices in this way under [clause 21](#) (Use of electronic communications), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by electronic means to GBKCIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
 - b) a notice by email to all other members, including a written explanation of the purpose of the vote and the voting procedure to be followed by the member; and an electronic voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- 11.11 The voting procedure for votes cast by electronic means must require the member's name to be at the top of the form, and the electronic vote must be authenticated in the manner specified in the voting procedure.
- 11.12 Electronic votes must be returned to a dedicated address/platform used only for this purpose and must be accessed only by a scrutineer.
- 11.13 The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- 11.14 Votes cast by electronic means must be counted/verified by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided in writing to the person chairing the meeting or a Charity Trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid electronic vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she has or they have already cast a valid vote. A member who has cast an invalid vote by electronic means is allowed to vote at the meeting and counts towards the quorum.
- 11.15 For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's

name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

- 11.16 The scrutineers must not disclose the result of the electronic ballot until after votes taken at the meeting have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- 11.17 Following the final declaration of the result of the vote, the scrutineers must provide to a Charity Trustee or other authorised person the evidence of members submitting valid electronic votes; evidence of invalid votes.
- 11.18 Any dispute about the conduct of an electronic ballot must be referred initially to a panel set up by the Charity Trustees, to consist of two trustees and two persons independent of GBKCIO.

12. Charity Trustees (the Committee)

- 12.1 The management of GBKCIO shall be vested in a 'Committee' (the Committee)

Functions and duties of Charity Trustees

- 12.2 The Charity Trustees shall manage the affairs of GBKCIO and may for that purpose exercise all the powers of GBKCIO. It is the duty of each Charity Trustee:
 - a) To exercise their powers and to perform functions as a trustee of GBKCIO in the way they decide in good faith would be most likely to further the purposes of GBKCIO; and
 - b) To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that the Charity Trustee has or holds themselves as having; and
 - (ii) if he or she acts as a Charity Trustee of GBKCIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

Eligibility for trusteeship

- 12.3 Every Charity Trustee must be a natural person.(i.e. not a corporate body)
- 12.4 No one may be appointed as a Charity Trustee
 - a) If he or she is under the age of 18; or
 - b) if he or she would automatically cease to hold office under the provisions outlined [in clause 15.5 & 15.6.](#)

- 12.5 No one is entitled to act as a Charity Trustee whether on appointment or on any reappointment until he or she has expressly acknowledged, in whatever way the Charity Trustees decide, his or her acceptance of the office of Charity Trustee.

Number of Charity Trustees

- 12.6 There must be at least three Charity Trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the Charity Trustees, or appoint a new Charity Trustee.
- 12.7 The maximum number of Charity Trustees is 16. The Charity Trustees may not appoint any Charity Trustee if as a result the number of Charity Trustees would exceed the maximum.

12.8 The Charity Trustees at the date of this constitution are:

David Barrell
Graham Bent
Graham Evans
Russel Flynn
Cyrene Graham
John Holden
Carol Jobling
Joseph Jobling
Kenneth Key
Miriam Knight
Eva Lindhe
Peter Maloney
Andrew Tuggey
Matthew Williams
Nicola Williams

13. Appointment of Charity Trustees

- 13.1 The Chair shall hold office for a period of two years having been elected at an AGM, Their office maybe extended by one year by a Member vote at an AGM.
- 13.2 At the first annual general meeting of the members of GBKCIO all the Charity Trustees shall have retired from office;

- 13.3 At every subsequent annual general meeting of the members of GBKCIO, two of the Charity Trustees shall retire from office.
- 13.4 The Charity Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot; if any trustees have retired or have been removed during the year their departure counts towards the minimum number of two trustees to retire.
- 13.5 The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (13.6) of this clause;
- 13.6 The members or the Charity Trustees may at any time decide to appoint a new Charity Trustee, whether in place of a Charity Trustee who has retired or been removed in accordance with [clause 15](#) (Retirement and removal of Charity Trustees), or as an additional Charity Trustee, provided that the limit specified in clause [\[12.7\]](#) on the number of Charity Trustees would not as a result be exceeded.
- 13.7 A person so appointed by the members of GBKCIO shall retire in accordance with the provisions of sub-clauses (13.2) and (13.3) of this clause. A person so appointed by the Charity Trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the Charity Trustees is to retire by rotation at that meeting.

14. Information for new Charity Trustees

- 14.1 The Charity Trustees will make available to each new Charity Trustee, on or before his or her first appointment:
- 14.2 A copy of this constitution and any amendments made to it.
- 14.3 A copy of GBKCIO's latest trustees' annual report and statement of accounts.
- 14.4 Relevant sections of Charity Commission guidance.

15. Retirement and removal of Charity Trustees

A Charity Trustee ceases to hold office if he or she:

- 15.1 retires by notifying GBKCIO in writing (but only if enough Charity Trustees will remain in office when the notice of resignation takes effect to form a quorum for Committee meetings);
- 15.2 is absent without the permission of the Charity Trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- 15.3 dies;
- 15.4 In the written opinion, given to GBKCIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting and may remain so for more than three months;

- 15.5 Is removed by the members of GBKCIO in accordance with [sub-clause \(15.2\)](#) of this clause; or
- 15.6 is disqualified from acting as a Charity Trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

Disputes between and complaints about Trustees

15.7 Disputes

- a) If a dispute arises between two or more trustees and it cannot be settled at a meeting of the Committee the Chair shall start the Discipline and Dispute Resolution Procedure, and if the Chair is one of the parties to the dispute, the vice chair of the GBKCIO shall replace the Chair in this role
- b) The procedure will result in either the resolution of the dispute or an arbitrator's report which shall be final. The Committee will have the power to carry out the recommendations of the arbitrator's report.

15.8 Complaint against one or more Trustees

- a) If a non-trustee – (including a GBKCIO employee) makes a complaint against a trustee the Chair of the Committee shall follow the process set out in the Discipline and Dispute Resolution Procedure except that if the complaint involves the alleged commission of a criminal offence of violence or dishonesty, bullying or harassment of any kind against an employee or member of the GBKCIO the Chair shall immediately call a meeting of the Committee to decide whether the trustee concerned shall be suspended for the duration of the resolution process.
- b) The trustee concerned shall have the right to conduct his or her defence at the meeting but will be excluded from the meeting for any vote.

Removal of a trustee from office

15.9 A Trustee must avoid putting themselves in a position where their duty to GBKCIO conflicts with personal interests or loyalties to any other person or body.

15.10 A trustee shall be removed from office if;

- a) the report arising from the action under clause [15.2 or 15.3](#) above recommends that a trustee be removed from office and the trustee concerned has not already resigned the Committee shall institute the Trustee Removal Procedure
- b) The Committee has the power to suspend a Trustee from membership of the Committee if he or she has fallen short of the conduct required of a Trustee and has not acted in a loyal manner, in the best interest of the Charity, or in a legal manner.

15.11 A Charity Trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance [with clause 11](#) (General Meetings of Members), and the resolution is passed by a two-thirds majority of votes cast at the meeting.

15.12 A resolution to remove a Charity Trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of GBKCIO.

16. Reappointment of Charity Trustees

16.1 Any person who retires as a Charity Trustee by rotation or by giving notice to GBKCIO is eligible for reappointment

17. Taking of decisions by Charity Trustees (the Committee')

Any decision may be taken either:

17.1 at a meeting of the Charity Trustees; or

17.2 by resolution in writing or electronic form agreed by a majority of all of the Charity Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the Charity Trustees has signified their agreement. Such a resolution shall be effective provided that

- a) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the Charity Trustees; and
- b) the majority of all of the Charity Trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the Charity Trustees have previously resolved, and delivered to GBKCIO at its principal office or such other place as the trustees may resolve within 28 days of the circulation date

Participation in meetings by electronic means

17.3 A meeting may be held by suitable electronic means agreed by the Charity Trustees in which each participant may communicate with all the other participants.

17.4 Any Charity Trustee participating at a meeting by suitable electronic means agreed by the Charity Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

17.5 Meetings held under the provisions of 17.3 (Participation in meetings by electronic means) shall comply with enough of the rules applying to physical meetings to validate the decisions taken by the trustees in particular having a Chair and the taking of minutes].

17.6 Subject to [clause 18](#) (Delegation by Charity Trustees), all decisions of the Committee, or of a sub-committee of the Committee, shall be valid notwithstanding the participation in any vote of a Charity Trustee:

- a) who was disqualified from holding office;

- b) who had previously retired or who had been obliged by the constitution to vacate office or
 - c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise.
- 17.7 No GBKCIO trustee is permitted to keep a benefit conferred on them or a closely related connected person of that trustee
- 17.8 Was present at the meeting that made the decision to confer such benefit or
- 17.9 has not complied [with Clause 7](#) (Conflicts of Interest) of this constitution relating to conflicts of interest.

18. Delegation by Charity Trustees

- 18.1 The Charity Trustees may delegate any of their powers or functions to a 'sub-committee' or sub-committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Charity Trustees may at any time alter those terms and conditions, or revoke the delegation.
- 18.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Charity Trustees, (the general regulations allow delegation of task only, this clause will allow task and decision making) but is subject to the following requirements:
- a) A committee may consist of five or more persons
 - b) A sub-committee must consist of three or more persons, but at least two members of each sub-committee must be a Charity Trustee.
 - c) The acts and proceedings of any sub-committee must be brought to the attention of the 'Committee' or Charity Trustees as a whole as soon as is reasonably practicable.
 - d) the Charity Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and Proceedings of Charity Trustees

Calling Meetings

- 19.1 Any Charity Trustee may call a meeting of the Charity Trustees
- 19.2 subject to that, the Charity Trustees shall decide how their meetings are to be called, and what notice is required

Chairing of meetings

- 19.3 The Charity Trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Charity Trustees present may appoint one of their number to chair that meeting.

Procedure at meetings

- 19.4 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is five Charity Trustees. A Charity Trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- 19.5 Questions arising at a meeting shall be decided by a majority of those eligible to vote. In the case of an equality of votes, the chair shall have a second or casting vote.

20. Saving provisions

- 20.1 Subject to sub-clause (2) of this clause, all decisions of the Charity Trustees, or of a committee of Charity Trustees, shall be valid notwithstanding the participation in any vote of a Charity Trustee:
- a) who was disqualified from holding office;
 - b) who had previously retired or who had been obliged by the constitution to vacate office;
 - c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; if, without the vote of that Charity Trustee and that Charity Trustee being counted in the quorum, the decision has been made by a majority of the Charity Trustees at a quorate meeting.
- 20.2 Sub-clause (1) of this clause does not permit a Charity Trustee to keep any benefit that may be conferred upon them by a resolution of the Charity Trustees or of a committee of Charity Trustees if, but for clause (1), the resolution would have been void, or if the Charity Trustee has not complied with clause 7 Sub-clause (1) of this clause does not permit a Charity Trustee to keep any benefit that may be conferred upon them by a resolution of the Charity Trustees or of a committee of Charity Trustees if, but for clause (1), the resolution would have been void, or if the Charity Trustee has not complied with [clause 7](#) (Conflicts of interest)

21. Execution of documents

- 21.1 GBKCIO shall execute documents by signature
- 21.2 A document is validly executed by signature if it is signed by at least two of the Charity Trustees.

22. Use of electronic communications

- 22.1 GBKCIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular,
- a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
 - b) Any requirements to provide information to the Commission in a particular form or manner

23. Keeping of Registers

- 23.1 GBKCIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and Charity Trustees.

24. Minutes

- 24.1 The Charity Trustees must keep minutes of all:
- 24.2 Appointments of officers made by the Charity Trustees
- 24.3 Proceedings at General meetings of GBKCIO.
- 24.4 Meetings of the Charity Trustees and committees of Charity 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.
- 24.5 Decisions made by the Charity Trustees otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

- 25.1 The Charity Trustees must comply with the requirements of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions) with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of GBKCIO, within 10 months of the financial year end.
- 25.2 The Charity Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of GBKCIO entered on the Central Register of Charities.

26. Rules

- 26.1 The Charity Trustees may from time to time make such reasonable and proper regulations, rules and/or bye laws as they may deem necessary or expedient for the proper conduct and management of GBKCIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of GBKCIO on request.

27. Amendment of constitution

- 27.1 As provided by clauses 224-227 of the Charities Act 2011:
- 27.2 This constitution can only be amended:
- a) by resolution agreed in writing by all members of GBKCIO; or

- b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of GBKCIO.
- 27.3 Any alteration of clause 3 (Objects), clause [28] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Charity Trustees or members of GBKCIO or persons connected with them, requires the prior written consent of the Charity Commission.
- 27.4 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 27.5 A copy of any resolution altering the constitution, together with a copy of GBKCIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

28. Voluntary winding up or dissolution

- 28.1 As provided by the Dissolution Regulations, GBKCIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve GBKCIO can only be made:
 - 28.2 at a general meeting of the members of GBKCIO
 - 28.3 called in accordance with [clause 11](#) (General Meetings of Members), of which not less than 21 days' notice has been given to those eligible to attend and vote:
 - a) by a resolution passed by a 75% majority of votes cast at an AGM or SMM of the members of GBKCIO.
 - b) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - 28.4 by a resolution agreed in writing by all members of GBKCIO

Subject to the payment of all GBKCIO's debts:

- a) Any resolution for the winding up of GBKCIO, or for the dissolution of GBKCIO without winding up, may contain a provision directing how any remaining assets of GBKCIO shall be applied.
- b) If the resolution does not contain such a provision, the Charity Trustees must decide how any remaining assets of GBKCIO shall be applied.
- c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of GBKCIO.
- 28.5 GBKCIO must observe the requirements of the Dissolution Regulations in applying to the Commission for GBKCIO to be removed from the Register of Charities, and in particular:
 - 28.6 the Charity Trustees must send with their application to the Commission:
 - a) a copy of the resolution passed by the members of GBKCIO;

- b) a declaration by the Charity Trustees that any debts and other liabilities of GBKCIO have been settled or otherwise provided for in full; and
 - c) a statement by the Charity Trustees setting out the way in which any property of the GBKCIO has been or is to be applied prior to its dissolution in accordance with this Constitution;
- 28.7 the Charity Trustees must ensure that a copy of the application is sent within seven days to every member and employee of GBKCIO, and to any Charity Trustee of GBKCIO who was not privy to the application.
- 28.8 If GBKCIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed

29. Interpretation

In this constitution:

- 29.1 "Members' Meeting" means an AGM or an SMM;
- 29.2 "AGM" means an Annual General Meeting, as described in [Clause 11](#);
- 29.3 "SMM" means the Special Members Meeting of GBKCIO as described in [Clause 11.2](#);
- 29.4 "GBKCIO" means Gwent Beekeepers, a Charitable Incorporated Organisation of which this document is the Constitution; (the Constitution as defined below);
- 29.5 "Committee" the Charity Trustees as defined in [Clause 12](#)
- 29.6 "Chair" means the Chair of GBKCIO, appointed under [Clause 13](#);
- 29.7 "Charity Trustee" means a Charity Trustee of GBKCIO;
- 29.8 "Charity Trustees" means the trustees of GBKCIO, together the 'Committee';
- 29.9 "Code of Conduct" means any code of conduct for the Charity Trustees of GBKCIO, applying from time to time;
- 29.10 "Commission" means the Charity Commission for England and Wales;
- 29.11 "Communications Provisions" means the Communications Provisions in the General Regulations;
- 29.12 "Connected Person" means:
- a) a child, parent, grandchild, grandparent, brother or sister of the Charity Trustee;
 - b) the spouse or civil partner of the Charity Trustee or of any person falling within sub-clause (a) above;
 - c) a person carrying on business in partnership with the Charity Trustee or with any person falling within subclause (a) or (b) above;
 - d) an institution which is controlled –

- (i) by the Charity Trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- e) e) a body corporate in which –
- (i) the Charity Trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (i) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

- 29.13 "Constitution" means this constitution of GBKCIO, as amended from time to time;
- 29.14 "Declaration" (13d ii) means the declaration contained in the GBKCIO Trustee Code of Conduct;
- 29.15 "Discipline and Dispute Resolution Procedure" means GBKCIO's procedure or procedures relating to discipline and dispute resolution (howsoever called) in force from time to time;
- 29.16 "Dissolution Regulations" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012;
- 29.17 The "Communications Provisions" means the Communications Provisions in Part 10, Chapter 4 of the General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012;
- 29.18 "Charity Trustee" means a Charity Trustee of GBKCIO "Life Member" has the meaning given by clause 9.10;
- 29.19 "Junior Member" has the meaning given by clause 9.10 e;
- 29.20 "Poll" means a counted vote or ballot, usually (but not necessarily) by card vote or in writing;
- 29.21 "President" means the President of GBKCIO from time to time;
- 29.22 "Full Member" has the meaning given by clause 9.10;
- 29.23 "Full Member Vote" means a vote under which each Member is entitled to record one vote.
- 29.24 "Register of Members" means GBKCIO's register of members;
- 29.25 "School & Education Establishment Member" has the meaning given by clause 9.10 f;
- 29.26 "SMM" means a Special Member's Meeting of GBKCIO;
- 29.27 "Secretary" means the secretary of GBKCIO from time to time;
- 29.28 "Trustee Removal Procedure" means GBKCIO's procedure for the formal removal of a Trustee, in force from time to time.

- 29.30 For AGM and Committee only. – Not to be part of the Constitution. These details are omitted from the constitution in order to have the freedom to amend our type of membership without having to change the constitution. You will find it is in line with the Charity Commission template.
- 29.31 Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.