

# Constitution of Gwent Beekeepers CIO

**Charity Number 1174746**

**Drafted 14th September 2017**

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## Constitution of the Gwent Beekeepers CIO

Charity Number 1174746

1. **Name.** The name of the Association is “GWENT BEEKEEPERS’ CIO”(GBK).  
  
CIO shall mean a charitable incorporated organization pursuant to the Charities Act 2011
2. **Location.** The GBK is located in Gwent, Wales.
3. **Objects.** The Objects of the GBK are and shall be the encouragement, improvement and advancement of beekeeping for the public benefit.
4. **Powers**  
The CIO has the power to do anything which is calculated to further its objects and in particular may exercise the following powers:-
  - (1) borrow money, subject to any consents required by law and charge all or any part of the property of the GBK with repayment of the money so borrowed; raise funds, invite and receive contributions, provided that in raising funds the Committee of the GBK ( the Committee )shall not undertake any substantial permanent trading activities and shall conform to all and any relevant legal requirements;
  - (2) buy, take on lease or take in exchange, any property necessary for the achievement of the Objects and to maintain and equip such property
  - (2) sell, lease or dispose of all or any part of the property of the GBK, save that any sale of land be subject to a debate at an AGM or SMM and a resolution passed by a two-thirds majority of those present and entitled to vote.
  - (4) employ or appoint such staff as are necessary for the proper pursuit of the Objects;
  - (5) co-operate and affiliate with other charities, voluntary bodies and statutory authorities operating in the furtherance of the Objects and/or in pursuance of similar charitable purposes and to exchange information and advice with them;
  - (6) nominate Life Members in recognition of their contribution to the GBK and/or beekeeping;

## **5. Application of income and property**

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects
  - (a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
  - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO'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 CIO may be paid or transferred directly or indirectly by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:
  - (a) A benefit from the CIO as a beneficiary of the CIO
  - (b) Reasonable and proper remuneration for any goods or services supplied to the CIO

## **6. Benefits and payments to charity trustees and connected persons**

No charity trustee or connected person may buy, sell or receive any goods or services from or to the CIO on terms preferential to those applicable to member of the public or of the CIO.

## **7. Conflicts of interest and conflicts of loyalty**

A charity 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 CIO or in any transaction or arrangement entered into by the CIO which has not been previously declared; and
- (2) Absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest ( including but not limited to any financial interest)

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of a quorum in any decision of the charity trustees on the matter.

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

If the CIO is wound up the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities

**9. Membership and fees of the CIO**

(a) Any person may apply to the Secretary of the GBK for admission to GBK Membership, which application shall be subject to agreement by the Committee. It is the duty of each member of GBK to exercise his or her powers as members of GBK in the way he or she decides in good faith would be most likely to further the purposes of GBK.

(b) There shall be four (4) classes of GBK Members:-

(i) Full Members who must also belong to the BBKA (British Beekeeping Association – Charity No 212025) and who have full voting rights at GBK AGMs and SMMs, and on BBKA matters and such Full Members are also eligible to serve on the GBK Committee;

(ii) Associate Members shall be non-beekeeping members or beekeepers who are full members of another beekeeping association. They shall have full voting rights on GBK matters. Associate Members are also eligible to serve on the GBK Committee.

(iii) Honorary Life Members who have the same voting rights and eligibility as Full Members;

(iv) Junior Members who are below the age of eighteen and who have neither the right to vote at AGMs or SMMs nor eligibility to become Committee Members of the GBK.

The fees and subscriptions shall be:-

- Full Members of GBK and thus BBKA - GBK fee plus BBKA Capitation and BDI fee;
- Associate Members - non beekeepers or beekeepers with full membership of another association - GBK fee only
- Honorary Life Members - no fees
- Junior Members - half the GBK fee plus BBKA Capitation fee.

These fees being proposed annually by the Committee and ratified at the AGM by GBK Members.

(c) Termination of membership

(i) Membership comes to an end if a member dies or, in the case of an organization, ceases to exist; sends a notice of resignation to the charity trustees or fails to pay the subscription by 14<sup>th</sup> February unless so permitted by the Chair and Treasurer of the CIO

(ii) Compulsory Termination of GBK Membership.

Any resolution at an AGM or SMM, carried by a majority of two thirds of GBK Members present and entitled to vote, shall terminate the membership of any GBK Member, who commits any serious breach of this Constitution or whose conduct is in the opinion of the members unbecoming of a GBK Member provided that:-

- a. not less than 21 working day's notice in writing shall be given by the Committee to the GBK Member concerned of the intention to terminate membership under this Clause;
- b. the GBK Member concerned shall be furnished with the reason for the proposed termination of membership and shall be given the opportunity of attending an AGM or SMM and stating his/her case if he/she so desires;
- c. the Committee shall have included a disciplinary motion on the Agenda for that AGM or SMM.

## **10 Members decisions and Governance and Administration**

Any decision of the members of the CIO 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 subject to clause 3 (objects), clause 23 (amendment to constitution) and clause 24 (winding up) The CIO shall be directed and administered in all its activities and policies by the Committee Members elected by the members of the CIO at annual general meetings (AGMs) or Special members Meetings (SMMs). Committee members must become Charity Trustees and Charity Trustees must be Committee members

The membership year of GBK shall commence on 1st January and end on the 31st December of the same year;

The Financial year of GBK shall commence on the 1st October and end on the 30th September of the following year.

## 11. General meetings of members

The first **Annual General Meeting (AGM)** must be held within 18 months of the registration of the CIO. Thereafter:

- (i) Notice of the AGM, to be held on the third Saturday in November each year, shall be sent to GBK Members no less than 21 working days prior to the AGM;
- (ii) All GBK Members may send to the Secretary, proposals for inclusion in the Agenda not later than 14 working days before the date of the AGM;
- (iii) The agenda for the AGM, together with copies of proposals and all reports and papers relating to the AGM, shall be sent to GBK Members not less than 7 working days before the AGM;
- (iv) The quorum for the AGM shall be a minimum of 10 fully paid GBK Members at the date of the meeting;
- (v) The AGM shall be chaired by the President, or in his or her absence, a deputy proposed by the Committee and approved by a simple majority of GBK Members who shall, taking appropriate procedural advice from the Chair or another member of the Committee, ensure that the AGM is run in a seemly and proper manner including true and accurate written records of the AGM being taken in the form of Minutes.
- (vi) The AGM will conduct the following business:-
  - a. review Matters Arising from the Minutes;
  - b. approve Minutes from the previous AGM;
  - c. receive the reports of the Committee on the previous year's activity;
  - d. receive and approve the audited Accounts;
  - e. appoint an Auditor;
  - f. elect the President and Committee Members as vacancies fall due;
  - g. confer Life Membership, where applicable;
  - h. debate and vote on the various proposals including policy direction submitted by the GBK Members and/or the Committee;
  - i. Set subscriptions pursuant to Clause 11 (vi)d.
  - j. Circulate costed action plans and proposed budgets for the forthcoming year;
  - k. fix the date and venue of the next AGM.
- (vii) All decisions made shall be deemed to be binding at midnight on the day of the vote and implemented as soon as possible thereafter.

**(viii) Special Members' Meeting (SMM).**

- (a) The Committee may call an SMM when it believes it is merited. The Committee will also call an SMM within 30 days of receipt by the GBK of a written request from no fewer than 10 fully paid up GBK Members, stating the business to be discussed and complying with the applicable notification periods specified in Clause 11.;
- (b) The quorum for an SMM shall be a minimum 10 fully paid up GBK Members;
- (c) In order to be carried, SMM resolutions must be supported by two-thirds of the fully paid up GBK Members present and voting at the meeting with the exceptions detailed in clause 10
- (d) All decisions made shall be deemed to be binding at midnight on the day of the vote and implemented as soon as possible thereafter.

**(ix) Voting at Meetings.**

- (a) Other than in respect of the Chair's casting vote, GBK Members have only one vote on any resolution put before the meeting;
- (b) Voting at any meeting shall be by the display of official voting cards;
- (c) Any tied vote will be resolved by the casting vote of the Chair of the meeting;
- (d) A minimum of five (5) GBK Members present and entitled to vote at the meeting In question, may require that a proposal be voted on by way of secret ballot, whereupon the Chair shall comply by holding the vote (or re-vote) by way of an anonymous ballot;
- (e) All decisions made shall be deemed to be binding at midnight on the day of the vote and implemented as soon as possible thereafter.

## **12 Charity trustees**

There should be not less than 5 charity trustees and at the first AGM of the CIO all charity trustees shall retire from office. The first charity trustees of the CIO are:

Russell Flynn  
Rosemary Rossiter  
Michael Rossiter  
Kay Llewellyn  
Janet Bromley  
Rhiannon Chandler  
Eric Long  
Joseph Jobling  
John Holden  
Carol Jobling  
Miriam Knight  
David Ashford

## **13 Appointment of charity trustees**

- (i) In order to seek election to the Committee, GBK Members must have agreed to become Trustees and for their details to be notified to the Charity Commission promptly upon election to the Committee. Consequently, all Committee Members must also be and remain Trustees of the GBK for the duration of their Committee Membership. Once the Committee Member's tenure on the Committee has come to an end he/she shall be removed from the Register of GBK Trustees at the Charity Commission;
- (ii) The nomination and election of Trustees shall comply with the following conditions:-
- a. the nominee shall be at least 18 years of age;
  - b. the nominee shall have signed and submitted a declaration of acceptance and of willingness to act in accordance with this Constitution;
  - c. only GBK Members shall be entitled to nominate candidates for election as Committee Members;
  - d. Committee Members shall be elected on grounds of personal merit and shall not represent any specific body or organisation of beekeepers, but shall act solely in the interests of the GBK;
  - e. nominations of candidates for election as Committee Members should be made by the GBK Members in the format contained in Schedule 1 below and delivered to the GBK Secretary to arrive no later than 21 working days before the date of the meeting;

f. In the absence of nominations being received pursuant to Clause 13(i)e. above, the then Chair of the GBK (the Chair) may receive late nominations in person from such GBK Members who wish to stand for election as Committee Members;

g. election shall be by ballot at an AGM or SMM where a simple majority shall decide the result. In the event of a tie, the Chair shall have a casting vote or may decide to hold a further election. In exceptional circumstances, deemed necessary by the Committee, the ballot may be by post.

(iii) Should a Committee Member wish to resign from the Committee and therefore resign as Trustee then that Committee Member should give not less than 56 days written notice to the Chair of their intention to do so. In the event of the Chair wishing to resign then his or her written notice shall be given to the incumbent Vice Chair of the GBK.

#### **14 Information for new charity trustees**

The charity trustees will make available to each new charity trustee, on his or her first appointment a copy of the current constitution and latest annual report and statement of accounts

#### **15/16 Retirement and removal of charity trustees**

- (i) A Committee Member shall cease to hold office if he/she:-
  - a. is disqualified from acting as a Trustee by virtue of Section 72 of the Charities Act 1993 or any statutory re-enactment or modification of that provision;
  - b. becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
  - c. is absent from three consecutive Committee meetings unless his/her absence is caused by illness or circumstances that in the reasonable opinion of the Committee justifies his/her absence;
  - d. At the expiration of the 56 day resignation notice period specified in Clause 6.3. above;
  - e. has not paid their annual membership subscription by 14 February pursuant to Clause 9(c)(i).
- (ii). The Committee has the power to suspend a Committee Member from membership of the Committee if she/he has engaged in conduct considered disreputable and/or contrary to the Objects and/or in breach of the terms of this Constitution and/or has fallen short of the conduct required of the trustee of a registered charity;

(iii) In the event of a Clause 15/16(ii) suspension, the Committee Member will have the right to be heard at a properly convened meeting of the Committee held prior to any such suspension. Furthermore, suspension shall only take effect following an affirmative two thirds vote of the Committee Members present and the quorum for such a meeting shall be two thirds of the total number of Committee Members excluding the Committee Member under threat of suspension. Any such suspension shall remain valid until the next SMM or AGM at which meeting the GBK Members shall have the power to remove the Committee Member from office by a two thirds majority vote of those present and entitled to vote. Both the Committee and the suspended Committee Member shall have the right to address the AGM or SMM to present their respective cases, prior to voting.

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### **Meetings and decisions by charity trustees**

The management of the GBK shall be vested in the Committee and will include an Honorary President who shall not be eligible to hold any other office within the GBK and a Chair, Vice Chair, Treasurer and Secretary;

- (a) The Committee may regulate their proceedings as they think fit, subject to the provisions of this Constitution;
- (b) No decisions made by a meeting of the Committee shall be valid unless a quorum is present at the time, the quorum being a minimum of five (5) Committee Members;
- (c) The person elected as Chair shall chair meetings of the Committee. If the Chair is not available, the person elected as Vice Chair shall chair the meeting. In the absence of both, the Committee may elect a temporary chair for the meeting;
- (d) The person elected as Chair shall have no powers except those conferred by this Constitution or delegated to him/her by the Committee;
- (e) In the case of an equality of votes, the Chair of the meeting shall have a casting vote in addition to his or her entitlement to vote as a Committee Member;
- (f) All decisions made shall be deemed to be binding at midnight on the day of the vote and implemented as soon as possible thereafter;
- (g) Meetings of the Committee shall be recorded in the form of written minutes with agreed actions listed and decisions duly and accurately recorded;
- (h) The Committee will hold at least four meetings a year;
- (i) The Committee may invite advisers and observers to attend meetings of the Committee as they think fit. The Committee may require any or all persons who are not Committee Members to leave the meeting when they consider that the item to be discussed should only be revealed to the Committee Members;

- (j) The Committee shall have full authority to manage the affairs of the GBK subject only to this Constitution, the requirements of charity legislation in England and Wales (from time to time) and the resolutions of the GBK Members.

**Tenure of Office of the Committee.**

- (k) The President shall hold office for a period of two years having been elected at an AGM;
- (l) No person shall serve as Chair, or Vice-Chair for more than three years consecutively in any one of these positions but for example, service as Vice Chair for three years followed by service as Chair for three years is permissible;
- (m) Committee Members shall hold office for a term of three years and shall be eligible for re-election for further terms. No elected Committee Member shall serve longer than nine consecutive years unless a two thirds majority vote the GBK Members present and entitled to vote requests the Committee Member to do so. Thereafter, Committee Members shall not be eligible for re-election for a period of one year;
- (n) Vacancies arising between AGMs shall be filled at the discretion of the Committee and such appointment will run until the following AGM.

**Removal of the Committee.**

- (o) If a motion of 'No Confidence' in the Committee is carried by two thirds of the GBK Members present and entitled to vote at an AGM or SMM all Committee Members excluding the Chair and one other (the 'Temporary Second') shall resign. The Temporary Second shall be elected by two thirds of the GBK Members at that AGM or SMM.
- (p) Pursuant to Clause 17/19 (o) above a new Committee shall be elected in accordance with this Constitution;
- (q) On completion of this election the Chair and Temporary Second shall resign, unless he or she is re-elected according to Clause 17/19(r). below;
- (r) Any Committee Member removed by the vote of 'No Confidence' may stand for re-election.

## **22 Notices and electronic communications**

The CIO will comply with the requirements of the Communications provisions in the Charitable Incorporated Organisations (General) Regulations 2012 in particular the need to provide timely information to the Charity commission and respond to members information requests.

Any notice or document (other than notification of an AGM) may be served by the GBK on any GBK Member by delivering it personally or by sending it by post or electronically to such GBK Member at the last known address of that member. Any such notice or document so sent will be deemed to have been received by the GBK Member within five days of issue. Notices or documents may be served on the GBK by sending them to last known postal address of the incumbent Chair.

## **23 Amendment of constitution**

(a) Subject to the following provisions, this Constitution may be altered only by a resolution passed by not less than three-quarters of the GBK Members present and entitled to vote at an AGM or SMM. Notification of proposed changes to the Constitution shall be issued according to the applicable notification periods specified in Clause 11(i)

(b) No amendment may be made to Clauses 3 (objects), clause 24 (winding-up) clause 23 (amendment) or of any provision where the alteration would provide authorization for any benefit to be obtained by charity trustees or members of the CIO or connected persons without the prior consent in writing of the Charity Commission;

(c) No amendment may be made which would be inconsistent with the provisions of the Charities Act 2011 or the Charitable Incorporated Organisations (General) Regulations 2012 .

## **24 Voluntary Winding –up**

A proposal for the winding up of the GBK must be put to an SMM, in accordance with Clause 11(viii). and, to be effective, must be carried by a majority of at least three-quarters of those GBK Members present and entitled to vote. If upon the winding up of the GBK and payment of all outstanding debts and liabilities, there remains any property whatsoever this shall be transferred by the Committee Members to some other organisation(s) having objects similar to the Objects.

**Schedule 1**

Format for Nominations of Candidates for election as Committee Members

**Gwent Beekeeper's CIO Trustee Nomination Form – 2019**

**One form must be completed for each person nominated.**

I, \_\_\_\_\_ (name of nominator and membership number)

Here by propose the nomination of \_\_\_\_\_ (full name of nominee and membership number as a candidate for election to serve on the Gwent Beekeepers’ CIO Board of Trustees for a term of three years following the AGM on the 17<sup>th</sup> November 2018.

Signature of proposer:

**Signature (Please print name) Date**

I \_\_\_\_\_ (name of nominee and membership number)

Here by accept the nomination as a candidate for election to serve on the Committee of the Gwent Beekeepers CIO, if elected.

**Eligibility criteria:**

I declare that I meet the eligibility criteria as stipulated in the Charity Commission guidelines and that all information supplied in terms of the nomination process is accurate and true.

**Conflict of interest:**

In terms of best practice governance all potential conflicts of interest must be declared. Please complete if applicable.

Signature of nominee:

\_\_\_\_\_  
**Signature (Please print name) Date**

**ANY NOMINATIONS RECEIVED AFTER 17.00 ON 3<sup>rd</sup> November 2018 WILL BE INVALID AND WILL NOT BE CONSIDERED. Where to send nominations**

Nominations can be sent by email or by post to:

Correspondence Secretary