

# **Constitution of South West Hampshire Beekeepers**

*(Approved by the Committee of SWHB on 27<sup>th</sup> November 2018)*

## **1 Adoption of the constitution**

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

### **Definitions**

“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 SWHB.
“HBA”	shall mean the Hampshire Beekeepers Association.
“Members”	shall mean the members who have paid their SWHB subscription and as defined in clause 8.
“Officers”	shall mean as defined in clause 16.
“SWHB”	shall mean South West Hampshire Beekeepers.

## **PART 1**

### **2 Name**

The name is South West Hampshire Beekeepers (and in this document it is called the SWHB).

### **3 Objects**

- (1) To further, promote and enjoy the craft of beekeeping for its members and others through mutual support and education.
- (2) To promote beekeeping in the general public.
- (3) To promote such other charitable purposes as determined by SWHB.

### **4 Application of income and property**

- (1) The income and property of SWHB shall be applied solely towards the promotion of the objects.
  - (a) A SWHB member may be reimbursed for reasonable expenses properly incurred while acting on behalf of the SWHB Committee.
  - (b) An SWHB committee member may benefit from trustee indemnity insurance cover purchased at the SWHB expense when acting for and on behalf of SWHB.

- (2) None of the income or property of the SWHB may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of SWHB.

## **5 Benefits and payments to the SWHB Committee members and connected persons**

### **(1) General provisions**

No SWHB Committee member or connected person may:

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

unless the payment is permitted by sub-clause (2) of this clause. 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 Committee members and members benefits:**

(a) A SWHB Committee member or member 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 benefit of SWHB when that contract has prior approval of SWHB Committee.

(b) A SWHB Committee member or member may receive rent for premises let by the Committee member or member to SWHB. The amount of the rent and the other terms of the lease must be reasonable and proper. The Committee member or member concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(c) A SWHB Committee member or member may take part in the normal trading and fundraising activities of SWHB on the same terms as members of the public.

## **6 Dissolution**

- (1) If by a 2/3 (two-thirds) majority vote the members resolve to dissolve SWHB, the Committee members will remain in office and be responsible for winding up the affairs of SWHB in accordance with this clause.
- (2) The Committee members must collect in all the assets of SWHB and must pay or make provision for all the liabilities of SWHB.
- (3) The Committee members must apply any remaining property or money directly for the object of transferring to any charity or charities with purposes the same as or similar to SWHB;
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve SWHB by specifying the manner in which the Committee members are to apply the remaining property or assets of SWHB and the Committee members must comply with the resolution if it is consistent with (3) above.
- (5) In no circumstances shall the net assets of SWHB be paid to or distributed among the members of SWHB.

## **7 Amendment of constitution**

- (1) SWHB may amend any provision contained in Part 1 of this constitution provided that:
  - (a) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of SWHB;
  - (b) 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) SWHB 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.

## **PART 2**

### **8 Membership**

- (1) Membership is open to individuals in the following classes of membership and who are approved by the Committee members.
- (2) Membership in classes (3)(a) to (3)(d) shall include membership of "The British Beekeepers Association" (BBKA) and where SWHB 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 SWHB 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 SWHB. 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 1<sup>st</sup> December. 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 1<sup>st</sup> December. 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 SWHB and their BDI Insurance premium for up to three (3) hives and they shall enjoy those benefits outlined in (2) of this clause.

- (4) All applications for membership to SWHB shall be made to the Treasurer with a completed application form together with the relevant subscription for the particular membership class.
- (5) The Committee members:
  - (a) may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of SWHB to refuse the application;
  - (b) must inform the applicant in writing of the reasons for the refusal within twenty-one (21) days of the decision;
  - (c) must consider any written representations the applicant may make about the decision. The Committee members' decision following any written representations must be notified to the applicant in writing but shall be final.
- (6) Membership is not transferable.
- (7) The Committee members must keep a register of names and addresses of the members and may only be used by members for the purposes of SWHB 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). Personal details of any member must be made available to that member upon request.
- (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 31<sup>st</sup> December each year;
- (2) the member dies;
- (3) the member resigns by written notice to SWHB unless, after the resignation, there would be fewer than two members;
- (4) the Committee members 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 1<sup>st</sup> December of 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 SWHB, 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 SWHB shall be remitted accordingly to the relevant organisation on behalf of the member. SWHB 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) SWHB 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 Committee members may call a special general meeting at any time.
- (4) The Committee members 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 Committee members 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 SWHB 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 Committee members.

## **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 ten (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 Committee members shall determine.
- (4) The Committee members 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 the Chair is not present within fifteen minutes of the time appointed for the meeting a Committee member nominated by the Committee members shall chair the meeting.

- (3) If there is only one Committee member present and willing to act, he or she shall chair the meeting.
- (4) If no Committee member 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 Committee members**

- (1) SWHB and its property shall be managed and administered by the Committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the Committee shall be the Committee members of SWHB and in this constitution are together called "the Committee members".
- (2) SWHB shall have the following officers:
  - (a) a Chair;
  - (b) a Secretary;
  - (c) a Treasurer.

A Committee member must be a member of SWHB entitled to vote at a general meeting.

- (3) The number of Committee members shall be a maximum of 8 and a minimum of 3.
- (4) A Committee member may not appoint anyone to act on his or her behalf at meetings of the Committee members.

## **17 Election of Committee members**

- (1) SWHB at the annual general meeting shall elect the officers and the other Committee members.
- (2) The Committee members may appoint any person who is a member entitled to vote at a general meeting and is willing to act as a Committee member if a vacancy arises.
- (3) Each of the Committee members 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 Committee member or an officer at any annual general meeting unless two (2) weeks prior to the meeting SWHB 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 Committee member or as an officer; and
- (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

## **18 Powers of Committee members**

- (1) The Committee must manage the business of SWHB 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 Committee members 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 SWHB. In exercising this power, the Committee members must comply as appropriate with section 5 of this constitution;
  - (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 SWHB;
  - (i) to open and operate such bank and other accounts as the Committee members 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 Committee members 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 or validate any prior act of the Committee members.
- (3) Any meeting of Committee members at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Committee members.

## **19 Disqualification and removal of Committee members**

A Committee member shall cease to hold office if that person:

- (1) is disqualified from acting as a Committee member by breach of law, such as fraud, or any action of that Committee member that brings the name or reputation of SWHB into disrepute.
- (2) ceases to be a member of SWHB;

- (3) in the written opinion, given to SWHB, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Committee member and may remain so for more than three months;
- (4) resigns as a Committee member by notice to SWHB (but only if at least two Committee members will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the Committee members from all their meetings held within a period of six (6) consecutive months and the Committee members resolve that the office be vacated.

## **20 Proceedings of Committee members**

- (1) The Committee members may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) The Secretary must call a meeting of the Committee members if requested to do so by a Committee member.
- (3) Any decisions required at a meeting shall be decided by a majority of votes. Each Committee member present shall have one vote.
- (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 Committee members unless a quorum is present at the time the decision is purported to be made.
- (6) The quorum shall be three (3) Committee members present at the meeting of Committee members.
- (7) A Committee member shall not be counted in the quorum present when any decision is made about a matter upon which that Committee member is not entitled to vote.
- (8) If the number of Committee members is fewer than the number fixed as the quorum, the continuing Committee members or Committee member 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 Committee members.
- (10) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Committee members present may appoint any Committee member present to chair that meeting.
- (11) A written resolution signed by all committee members has the same effect and power as that resolution voted upon during a committee meeting.
- (12) The resolution in writing may comprise several documents containing the text of the resolution in like form, each signed by one or more Committee members.

## **21 Conflicts of interests**

A Committee member 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 SWHB or in any transaction or arrangement entered into by SWHB which has not been previously declared; and
- (2) not be at any discussions of the Committee members in which it is possible that a conflict will arise between his or her duty to act solely in the interests of SWHB and any personal interest (including but not limited to any personal financial interest). The Committee member must not

vote or be counted as part of the quorum in any decision of SWHB Committee members on the matter of the interests declared.

- (3) not be an officer of another local beekeeping association.

## **22 Minutes**

The Committee members must keep minutes of all:

- (1) appointments of officers and Committee members made by the Committee members;
- (2) proceedings at general meetings of SWHB;
- (3) meetings of the Committee members and sub-committee meetings including:
  - (a) the names of the Committee members present at the meeting;
  - (b) the decisions made at meetings;
  - (c) where appropriate the reasons for the decisions;
  - (d) actions arising from decisions made with allocated responsibilities and completion dates; and
  - (e) complete copies of minutes of meetings are to be made available to all members upon request.

## **23 Accounts and Auditor**

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

## **24 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) SWHB 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 SWHB or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from SWHB.
- (4) A member present in person at any meeting of SWHB 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.

## **25 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) SWHB 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 SWHB but not otherwise.
- (3) SWHB 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 SWHB.

## **26 Rules**

- (1) The Committee members 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 SWHB 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 SWHB in relation to one another;
  - (c) the procedure at general meeting and meetings of the Committee members 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 SWHB to be kept in electronic form and requires a Committee member 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) SWHB in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Committee members must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of SWHB.
- (5) The rules or bye-laws shall be binding on all members of SWHB. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in this constitution.