

LBKA Constitution

1. NAME

The name of the Association is Lincolnshire Beekeepers' Association (LBKA)

2. DEFINITIONS

- a) LBKA is a registered charity (number 500360) devoted to furthering the Objects set out in Clause 3 below
- b) LBKA is an Area Association Member of BBKA
- c) LBKA is comprised of a membership of beekeepers and those interested in bees and beekeeping. It is organised into local groups known as Districts with a Central Council also drawn from that same membership. The objects of the Association as set out in clause 3 are carried out wholly or in part, by or through the members who undertake voluntary work on behalf of the Association.
- d) For the purposes of this document Lincolnshire comprises the area covered by the County of Lincolnshire and the Unitary Authorities of North and North East Lincolnshire.

3. OBJECTS

The objects of LBKA are:

- a) to encourage, improve and advance apiculture primarily but not exclusively within Lincolnshire, to the public good;
- b) to advance the awareness of the public in the importance of bees in the environment.

4. ADMINISTRATION

The LBKA and its property shall be administered and managed in accordance with this constitution by its Central Council.

5. POWERS

In furtherance of the objects, but not otherwise, the Central Council may exercise the following powers, subject to any legal restrictions or consents required by law:

- a) to raise funds and to invite and receive contributions provided that in raising funds it shall not undertake any substantial permanent trading activities;
- b) to co-operate and exchange information with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects;
- c) to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- d) to appoint and constitute such committees as Central Council may think fit whilst ensuring that any committee with delegated powers shall contain at least one LBKA Trustee and that the terms of this delegation are recorded in the minutes;
- e) to recommend to the Annual General Meeting any such honoraria as the Trustees consider in the best interests of the Association providing that such honoraria comply with Charity Commission regulations;

- f) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and delegate management of funds in District and other committees 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 or any statutory re-enactment or modification of this Act;
- g) to do all such other lawful things as are necessary for the achievement of the objects.

6. MEMBERSHIP

- a) Membership of LBKA is open to anyone interested in the craft of beekeeping. Each member pays subscriptions to LBKA by joining any of its District groups.
- b) Valid membership requires the current subscription fee to have been paid to a District, so that a capitation fee is subsequently paid and a contact name and address supplied to the relevant Central Council Officers.
- c) Subscriptions are due on the first day of January of each year.
- d) The membership year runs from 1 January to 31 December.
- e) An individual member may belong to one or more of the following classes but may not have more than one vote:
 - i. Full Member: Individuals who are active beekeepers or who choose to be treated as active beekeepers. Full Members are entitled to attend, propose motions, speak and vote at General Meetings of LBKA and receive LBKA publications. Through LBKA's affiliation to the British Beekeepers' Association (BBKA) they are also registered members of BBKA, with its automatic insurance coverage, and receive BBKA publications.
 - ii. Partner Member: Individuals who are active beekeepers or who choose to be treated as active beekeepers and reside at the same address as a Full member. Partner members are entitled to all the benefits of a Full member of LBKA except that they do not receive LBKA publications. Through LBKA's affiliation to BBKA, they are also Partner members of BBKA, with its automatic insurance coverage, but do not receive BBKA publications.
 - iii. Associate Member: Individuals who, whilst not being active beekeepers, wish to remain associated with the charity (LBKA) and support its objects. They are entitled to attend, but not speak or vote, at General Meetings of LBKA. Associate members may, if they wish also be registered with BBKA as Country Members according to the conditions set out in Annexe A of the BBKA Constitution.
 - iv. Junior Member: Individuals under the age of 18 who are active beekeepers or who choose to be treated as active beekeepers with all the rights and benefits of Full membership except that they cannot become either an LBKA trustee or representative to BBKA's ADM..
 - v. Honorary Member: Districts may award Honorary Membership to anyone who has rendered special service to the District. The District concerned shall be responsible for seeing that any necessary membership fees are paid.

Applications for Corporate membership are considered on their individual merits and any conditions or subscription fees determined by Central Council. Corporate membership carries no voting rights.

- f) Central Council may with a majority vote, and for good reason, terminate the membership of any individual or corporate member.

The member concerned shall be given at least 21 days notice of the meeting of Central Council at which any such decision may be made. The individual, or a representative of the corporate member concerned (as the case may be) shall have the right to be heard by Central Council, accompanied by a friend if so desired, before that final decision is made.

7. GENERAL MEETINGS

- a) The Chair for any General Meetings of LBKA shall be the current LBKA Chair. In the absence of the elected Chair, the person elected as Vice-Chair will chair the meeting. In the absence of both, the meeting shall appoint another trustee as temporary Chair for the meeting.
- b) The LBKA Secretary, or other person specially appointed by Central Council, shall keep a full record of proceedings at every General Meeting of LBKA.
- c) Unless the General Meeting is an Extraordinary General Meeting, when the conditions in clause 9 apply, all proposals must be submitted in writing to the LBKA Secretary at least 6 weeks before the date of the general meeting. However, if an alteration to the Constitution is proposed clause 15 applies.
- d) There shall be a quorum when at least twelve voting members of LBKA are present at any general meeting. If there is no quorum there shall be at least 7 days notice given for the meeting to be reconvened. If there is then no quorum after 15 minutes, the members present shall constitute the quorum.
- e) Voting is by simple majority unless an alteration to the Constitution is proposed when clause 15 applies. In the case of an equality of votes the Chair of the meeting may exercise a second or casting vote.

8. ANNUAL GENERAL MEETING

- a) The Annual General Meeting (AGM) shall be held before the last Saturday in April each year.
- b) The Secretary or other person specially appointed by Central Council shall publicize the time, venue, agenda and proposals of the AGM at least 4 weeks before the meeting.
- c) The business of the AGM includes:
 - i. receiving the Trustees Annual Report and Accounts for the preceding year (independently examined or audited as appropriate);
 - ii. the election of the President (who is not a Trustee);
 - iii. the election of the LBKA Officers; Chair, Vice-Chair, Secretary, Treasurer and Membership Secretary - who shall hold office from the conclusion of the meeting;
 - iv. the election of LBKA's Delegate to the British Beekeepers Association;
 - v. voting on any subscription proposals;
 - vi. voting on any other proposals to the AGM;
 - vii. considering any other business from Central Council or from the floor at the meeting.

9. EXTRAORDINARY GENERAL MEETING

- a) An Extraordinary General Meeting (EGM) should be called at the earliest opportunity following a decision by Central Council to hold an EGM or receipt by the LBKA Secretary of such a request setting out proposals for the meeting and signed by 25 Full or Partner members of LBKA.

- b) The agenda of any EGM shall be announced at the time of giving at least 14 days notice of the meeting unless an alteration to the constitution is proposed when clause 15 applies.
- c) No propositions shall be considered at an EGM except those detailed on the agenda.

10. OFFICERS AND TRUSTEES

- a) The Trustees of LBKA are its Officers one named Representative of each District plus the Secretary of the Lincolnshire Show Committee and the Chair of the Education Committee.
- b) The LBKA Officers are elected at the LBKA AGM to hold office until the next AGM when they may be reappointed.
- c) District Representatives are elected at a district AGM to hold office until the next district AGM.
- d) A Trustee may not appoint anyone to act on his or her behalf as a trustee at a meeting but in the event of a permanent vacancy occurring during the year a replacement trustee may be co-opted, by decision of Central Council, to serve until the next AGM.
- e) A Trustee must be a Full or Partner member of LBKA on appointment and shall cease to hold office if he or she:
 - i. becomes disqualified from acting as trustee by virtue of section 72 of the Charities Act 1993 as amended 2006 (or any statutory re-enactment or modification);
 - ii. becomes mentally or physically incapable of managing their affairs;
 - iii. is absent without the permission of Central Council from all their meetings held within a nine month period and the Central Council resolves that their office be vacated;
 - iv. notifies Central Council of their wish to resign (except this shall only be effective as long as at least 2 Officers/Trustees will remain in office when the notice of resignation is to take effect).
 - v. ceases to be a member, as long as at least 2 officers/trustees will remain in office.

f) Application of income and property

- (1) The income and property of the charity shall be applied solely towards the promotion of the objects.
 - i. a charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
 - ii. a charity trustee may benefit from trustee indemnity insurance cover purchased at the charity'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 charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity.

This does not prevent a member who is not also a trustee from receiving:

 - i. a benefit from the charity in the capacity of a beneficiary of the charity;
 - ii. reasonable and proper remuneration for any goods or services supplied to the charity.

10g) Benefits and payments to charity trustees and connected persons:

- (1) **General provisions** are that no charity trustee or connected person may:

- i. buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public;
 - ii. sell goods, services or any interest in land to the charity;
 - iii. be employed by, or receive any remuneration from, the charity;
 - iv. receive any other financial benefit from the charity;
- unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ('the Commission').
- In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

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

- i. A charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- ii. 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 the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- iii. Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person.
- iv. A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- v. A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. 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.
- vi. A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The charity and its charity trustees may only rely upon the authority provided by sub-clause 2(iii) of this clause if each of the following conditions is satisfied:

- i. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- ii. 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.
- iii. The other charity trustees are satisfied that it is in the best interests of the charity 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.
- iv. 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 him or her or it with regard to the supply of goods to the charity.
- v. 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.
- vi. The reason for their decision is recorded by the charity trustees in the minute book.
- vii. A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 10g)

- (4) In sub-clauses (2) and (3) of this clause:
- I. 'the charity' includes any company in which the charity:
 - (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 trustees to the board of the company.
 - II. 'connected person' includes any person within the definition set out below:
 - (a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
 - (b) the spouse or civil partner of the trustee or of any person falling within sub-clause (a) above;
 - (c) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (a) or (b) above;
 - (d) an institution which is controlled –
 - (i) by the 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) a body corporate in which –
 - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) above has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, taken together, have a substantial interest.
 - (f) Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

11. CENTRAL COUNCIL

- a) Membership of LBKA Central Council comprises:
 - i. the LBKA Trustees, who shall be the only voting members of Central Council;
 - ii. additional individuals co-opted by Central Council as necessary.
- f) Central Council meets at least 4 times a year with each meeting setting the date of the next meeting.
- g) The LBKA Chair or any two Trustees may call a special meeting upon giving not less than 7 days notice to all other Central Council members of the matters to be discussed.
- h) The quorum for meetings is 5 Trustees including at least one LBKA Officer.
- i) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- j) If at any time the number of Trustees is less than the number fixed for a quorum the continuing Trustees may only act for the purpose of filling vacancies or calling a General or special meeting.
- k) Meetings are chaired by the LBKA Chair or, in his or her absence, the Vice-Chair will chair the meeting. In the absence of both, the meeting shall appoint another Trustee as temporary Chair for the meeting.
- l) Voting is by simple majority. In the case of an equality of votes the Chair of the meeting may exercise a second or casting vote.

- m) Normal business of Central Council meetings shall include, but not be limited to:
 - i. approving LBKA's annual budget;
 - ii. reviewing expenditure incurred;
 - iii. recommending subscription levels to the AGM;
 - iv. considering and recommending to the AGM proposals for the formation of new Districts, amalgamation of, or disbanding of Districts;
 - v. arranging insurance cover for members and other matters relating to BBKA affiliation;
 - vi. awarding LBKA certificates of merit;
 - vii. administering LBKA property & publications and events for the benefit of all Districts and members;
 - viii. ruling on any matters relating to clause 14.
- n) An LBKA member deputizing as a District Representative may participate in discussion at Central Council but not vote. Any other LBKA members in attendance may, by concession of the meeting, participate in discussion but not vote.

12. CERTIFICATE OF MERIT

Central Council may award Certificates of Merit to members who have made a significant contribution to LBKA, one of its Districts or beekeeping generally in Lincolnshire. Nominations should be given in writing to the Secretary, including a citation and endorsed by two or more LBKA members, at least 4 weeks before the Central Council meeting that considers it. The decision of Central Council to give or decline an award shall be final.

13. FINANCES

- a) Those funds of LBKA that are directly managed by Central Council, including all donations, contributions and bequests, shall be paid into accounts operated by Central Council in the name of the charity at such banks as it shall from time to time decide.
- b) Cheques drawn on, or other withdrawals from, the accounts must be signed by at least two Officers.
- c) The accounting year of LBKA ends on 31st December.
- d) The Trustees of LBKA are responsible for ensuring that the funds of the Association, whether directly managed by Central Council or those whose management has been delegated by Central Council to Districts or Committees, are only used to further the objects of the Association as set out in Clause 3
- e) The Trustees shall comply with their obligations under the Charities Acts 1993 & 2006 (or any statutory re-enactment or modification of those Acts) with regard to:
 - i. keeping accounting records for the charity;
 - ii. preparation of annual statements of account for the charity;
 - iii. the auditing or independent examination of the charity's statements of account; and
 - iv. transmission of statements of account, annual reports and annual returns to the Charity Commission.

14. DISTRICTS

- a) LBKA is divided into such Districts as Central Council considers may act as a focal point for local beekeepers, subject to endorsement at a General Meeting.
- b) Any proposals to set up a new District group should first be submitted in writing, to Central Council for its consideration and support.
- c) Each District has power delegated to its Committee, by Central Council, to properly manage any District funds according to its own priorities, so long as these do not conflict with the requirements of LBKA's Objects and Constitution, and on equivalent terms to clause 13.
- d) Each District shall:
 - i. operate under, and comply fully with, the Constitution of LBKA;
 - ii. hold at least one formal General Meeting before the end of January each year, which shall be minuted, to review matters pertaining to the District for the past year and its future plans;
 - iii. elect its own Officers – as a minimum a Secretary and a Treasurer – to serve on equivalent terms to clause 10 above;
 - iv. elect a Representative to LBKA Central Council (who shall thus become a Trustee of LBKA);
 - v. collect subscriptions and necessary personal details for the members of its District Group and remit them, as requested, to the LBKA Treasurer and Membership Secretary respectively in accordance with the time limits specified;
 - vi. whilst managing its own affairs, recognize that it is a subsidiary group within LBKA and comply with LBKA policy and charity law as it affects LBKA;
 - vii. maintain a cashbook and submit annual returns, covering 1 January to 31 December, within 3 weeks of the year end to the LBKA Treasurer for consolidation within LBKA's accounts;
 - viii. co-operate fully and promptly with any audit or independent examination of LBKA's annual report and accounts.
- e) If a District group ceases to function for any reason then it shall be the joint responsibility of its District Officers to remit:
 - i. all books, records and assets to the LBKA Secretary;
 - ii. the balance of any bank account or petty cash held to the LBKA Treasurer.These items to be retained or disposed of as deemed appropriate by Central Council.
- f) A District group wishing to sever its ties with LBKA may only do so;
 - i) following a formal vote to do so at a District General Meeting attended by at least one third of its current District membership to which the LBKA Chair or their nominated substitute is invited to speak and by then giving twelve months written notice to LBKA Central Council;
 - ii) if it can show that it is establishing its own charitable status and that its funds will only be used to further the same charitable purposes as set out in Clause 3 of this document.

15. CONSTITUTION ALTERATIONS

Proposals to alter the Constitution must be submitted to the LBKA Secretary in writing by Central Council, or by a District General Meeting or signed by 25 Full or Partner members of LBKA. Such proposals must be submitted at least 12 weeks before the date of the meeting that will consider it. Any alteration or amendment to this Constitution shall only be made at a General Meeting of LBKA and require a two-thirds majority vote.

16. DISSOLUTION

- a. If the members resolve to dissolve the Charity the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
- b. The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- c. The Trustees must apply any remaining property or money:
 - i. directly for the Objects;
 - ii. by transfer to any other Charity or charities for purposes the same as or similar to those of LBKA;
 - iii. in such other manner as the Charity Commission for England and Wales (“the Commission”) may approve in writing in advance.
- d. The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with paragraphs i to iii inclusive in sub-clause c) above.
- e. In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).
- f. The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity’s accounts to the Commission for the accounting period, which ended before its dissolution, they must send the Commission the Charity’s final accounts.

Adoption of the Constitution

This document is the Constitution of Lincolnshire Beekeepers Association (LBKA), and was adopted at the 2010 Annual General Meeting and is here as amended at the Annual General Meeting held at the International Bomber Command Centre, Lincoln on the 15th day of March 2020.

And comes into force with effect from 15/3/2020.

Signed

....., Chair LBKA

In the presence of

....., Trustee/member

In the presence of

....., Trustee/member