



Constitution

of

The Leeds Beekeepers Association

Registered Charity No. 1175455

THE LEEDS BEEKEEPERS ASSOCIATION
BRANCH OF THE YORKSHIRE BEEKEEPERS ASSOCIATION
AFFILIATED WITH THE BRITISH BEEKEEPERS ASSOCIATION

Contents

1. Name.....	3	
2. Location of Principal Office.....	3	
3. Objectives	3	
4. Powers.....	3	
5. Charity trustees	4	
6. Application of income and property	5	
7. Benefits and payments to charity trustees and connected persons	6	6
8. Conflicts of interest and conflicts of loyalty.....	7	
9. Liability of members to contribute to the assets of LBKA if it is wound up	7	
10. Membership of LBKA	7	
11. Members' decisions	10	
12. General meetings of members.....	11	
13. Appointment of charity trustees.....	14	
14. Information for New Charity Trustees	15	
15. Retirement and Removal of Charity Trustees	15	
16. Reappointment of Charity Trustees	16	
17. Taking of Decisions by Charity Trustees.....	16	
18. Meetings and Proceedings of Charity Trustees	16	

19. Execution of Documents	17
20. Use of Electronic Communications	17
21. Keeping of Registers.....	17
22. Minutes.....	17
23. Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance.....	18
24. Rules	18
25. Disputes	18
26. Amendment of Constitution.....	19
27. Voluntary Winding Up or Dissolution.....	19
28. Interpretation	20

Constitution of The Leeds Beekeepers Association

1. Name

The name of the Association shall be The Leeds Beekeepers Association – hereinafter called LBKA.

2. Location of Principal Office

"The principal office of this organisation will be based in England".

3. Objectives

The objectives of LBKA are for the public benefit:

- 1) To promote and further the craft of beekeeping in Leeds and the surrounding area;
- 2) To educate the public and raise awareness of the importance of bees and beekeeping to the environment.

4. Powers

LBKA has power to do anything lawful which is calculated to further its objectives, or is conducive or incidental to doing so. In particular, LBKA has powers to:

- 4(1) Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed.
- 4(2) Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4(3) Sell, lease or otherwise dispose of all or any part of the property belonging to LBKA.
- 4(4) Employ and remunerate such staff as may from time to time be necessary for carrying out the work of LBKA. LBKA may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 7 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- 4(5) Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of LBKA 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;
- 4(6) In the course of providing a service to members, LBKA may purchase beekeeping supplies and equipment in bulk for the purposes of selling on to LBKA members. Any profit obtained by LBKA will be used to further the purposes of LBKA.

5. Charity Trustees

5(1) Functions and duties of charity trustees

The charity trustees shall be elected at the Annual General Meeting, and shall manage the affairs of LBKA. See Sub Clause 5 of this Clause.

It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions as a trustee of LBKA in the way he or she decides in good faith would be most likely to further the purposes of LBKA; 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 any special knowledge or experience that he or she has or holds himself or herself out as having;

5(2) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No one may be appointed as a charity trustee:

- If he or she is under the age of 18 years; or
- If he or she would automatically cease to hold office under the provisions of clause 15(1)(f).

(c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

(d) Retirement and removal of charity trustees will be in accordance with Clause 15.

5(3) Number of charity trustees

- (a) There must be at least five 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, to appoint a new charity trustee.
- (b) The maximum number of charity trustees is twelve. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

5(4) First charity trustees

The first charity trustees of LBKA are –

Christopher Barlow	Andrew Hebden
David Barrett	Helen Lowry
Duncan Brearley	Kathleen Slater
Catherine Graham	Michael Utting
David Haigh	

5(5) The Officers on the Committee of Trustees of LBKA shall be a Chairman, Vice Chairman, Secretary, Treasurer and other officers as deemed necessary by the trustees. Five Committee Members can form a quorum. The number of Trustees shall be limited to twelve, and shall be elected at the Annual General Meeting. Any trustee may offer him or herself for re-election.

6. Application of income and property

6(1) The income and property of LBKA must be applied solely towards the promotion of the objectives.

- (a) A charity trustee is entitled to be reimbursed from the property of LBKA, or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of LBKA.
- (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at

LBKA's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

- 6(2) None of the income or property of LBKA may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of LBKA. This does not prevent a member who is not also a charity trustee receiving reasonable and proper remuneration for any goods or services supplied to LBKA.
- 6(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 7.

7. Benefits and payments to charity trustees and connected persons

7(1) General provisions

No charity trustee or connected person may:

- (a) Buy or receive any goods or services from LBKA on terms preferential to those applicable to members of the public;
- (b) Sell goods, services, or any interest in land to LBKA;
- (c) Be employed by, or receive any remuneration from LBKA;
- (d) Receive any other financial benefit from LBKA;

Unless the payment or benefit is permitted by sub-clause (2) of this clause, 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.

7(2) Scope and powers permitting trustees' or connected persons' benefits

- (a) 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 LBKA where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (b) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide LBKA with goods that are not supplied in connection with services provided to LBKA by the charity trustee or connected person.
- (c) A charity trustee or connected person may receive interest on money lent to LBKA at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (d) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to LBKA. 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.

- (e) A charity trustee or connected person may take part in the normal trading and fundraising activities of LBKA on the same terms as members of the public.

7(3) Payment for supply of goods only – controls

LBKA and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause 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 LBKA 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 LBKA 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 him or her or it with regard to the supply of goods to LBKA.
- (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 the charity trustees’ decision is recorded in the minutes.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

8. Conflicts of interest and conflicts of loyalty

A charity trustee must:

- 8(1) Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with LBKA or in any transaction or arrangement entered into by LBKA which has not previously been declared; and
- 8(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 LBKA 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 the quorum in any decision of the charity trustees on the matter.

9. Liability of members to contribute to the assets of LBKA if it is wound up

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

10. Membership of LBKA

10(1) Admission of new members

(a) Eligibility

Membership of LBKA is open to any individual who is interested in furthering its purposes, and who, by applying for membership, has indicated their agreement to become a member and accept the duty of members set out in sub-clause (3) of this clause.

(b) Admission procedure

The charity trustees:

- (i) May require applications for membership to be made in any reasonable way that they decide,
- (ii) May refuse an application for membership if they believe that it is in the best interests of LBKA for them to do so,
- (iii) Shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal and
- (v) 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.

10(2) Transfer of membership

Membership of LBKA is non-transferable.

10(3) Duty of members

- (a) It is the duty of each member of LBKA to exercise his or her power, as a member of LBKA, in the way he or she decides in good faith would be most likely to further the purposes of LBKA.
- (b) It is expected that LBKA members will keep their bees in a manner that will not

cause concern or alarm to the general public. The trustees reserve the right to terminate an individual's membership if, in the trustee's opinion, a member's beekeeping is likely to lead LBKA into disrepute.

- (c) It is expected that members should register their apiaries with the National Bee Unit at Animal and Plant Health Agency (or any other such Government organisation in force at the time), to allow the authorities to deal with disease issues promptly. As a safeguard against members failing to register, the contact details of members will be forwarded to the National Bee Unit, provided they do not choose to 'opt out' at the time of their membership renewal.
- (d) Members will need to provide a contact email address to allow efficient communication between the member and LBKA, unless another method of communication is agreed between the member and LBKA.

10(4) Termination of membership

- (a) Membership of LBKA comes to an end if:
 - (i) The member dies; or
 - (ii) The member sends a notice of resignation to the membership secretary or
 - (iii) Any sum of money owed by the member to LBKA is not paid in full within two months of falling due; or
 - (iv) The charity trustees decide that it is in the best interests of LBKA that the member in question should be removed from membership, and pass a resolution to that effect.
- b) Before the charity trustees take any decision to remove someone from membership of LBKA they must:
 - (i) Inform the member of the reasons why it is proposed to remove him or her from membership;
 - (ii) Give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he or she should not be removed from membership;
 - (iii) At a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
 - (iv) Consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - (v) Allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.
 - (vi) Following such meeting, the trustees' decision will be final.
- (c) Should a member have their membership terminated LBKA are not obligated to repay either in part or full any subscriptions received from that member.

10(5) Membership fees

All Officers, Trustees and Members of LBKA shall pay a yearly subscription to the

Association. The period covered by the subscription shall be from 1st January to 31st December in that year. The amount of the subscription for the next year shall be recommended by the Trustees to the Annual General Meeting and endorsed by that meeting. No member shall be entitled to the privileges of membership of LBKA until such time as the subscription for the current year has been paid. Any members not paying the subscription by 28th February shall be struck from the register of members.

10(6) Associate (non-voting) membership

- (a) Associate Membership is open to anyone paying the prescribed Associate membership fee and subscribing to the objectives and constitution of LBKA. Associate Members are not entitled as individuals to any of the benefits or services that may be provided through membership or affiliation of the Association to other organisations. Associate Members may be exempted from some of the benefits and privileges of the Association as agreed by the Committee.
- (b) Associate Members may not serve as LBKA trustees.
- (c) 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.

10(7) Family Membership

- (a) Family membership is available to anyone paying the prescribed Family membership fee and subscribing to the objectives and constitution of LBKA, up to a limit of four family members residing in the same household.
- (b) Only the designated lead member of a Family membership is eligible to vote at General Meetings.
- (c) Only the designated lead member of a Family membership is eligible to serve as a trustee of LBKA.
- (e) Other references in this constitution to “members” and “membership” do not apply to non-voting family members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10(8) Honorary Life Membership

Any member who has performed meritorious service to LBKA; to the general furtherance of the objectives of the Association; or to the general betterment of beekeeping may be elected by the Trustees and approved by the Annual General Meeting to be an Honorary Life Member and shall therefore be entitled to free honorary life membership and to vote at Annual and Extraordinary General Meetings.

The maximum number of Life Members of the Association at any time shall be limited to

five.

11. Members' decisions

11(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (3) of this clause, decisions of the members of LBKA will be taken by vote at a general meeting as provided in sub-clause (2) of this clause.

11(2) Taking ordinary decisions by vote

Subject to sub-clause (3) of this clause, any decision of the members of LBKA 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 by eligible members at the meeting.

11(3) Decisions that must be taken in a particular way

- (a) Any decision to remove a trustee must be taken in accordance with clause 15(2).
- (b) Any decision to amend this constitution must be taken in accordance with clause 26 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve LBKA must be taken in accordance with clause 27 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of LBKA to one or more other charitable organisations must be taken in accordance with the provisions of the Charities Act 2011.

12. General meetings of members

12(1) Types of general meeting

There must be an Annual General Meeting (AGM) of the members of LBKA. The first AGM must be held within 18 months of the registration of LBKA, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the Reports of the Officers of LBKA, including the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13.

Other general meetings of the members of LBKA may be held at any time.

All general meetings must be held in accordance with the following provisions.

12(2) Calling general meetings

- (a) The charity trustees:
 - (i) Must call the annual general meeting of the members of LBKA in accordance

- with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
- (ii) May call any extraordinary general meeting of the members at any time.
- (b) The charity trustees must, within 21 days, call a general meeting of the members of LBKA if:
- (i) They receive a request to do so from at least 10% of the members of LBKA; and
 - (ii) 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.
- (c) If, at the time of any such request, there has not been any general meeting of the members of LBKA for more than 12 months, then sub-clause (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, frivolous or vexatious.
- (f) Any general meeting called by the charity trustees at the request of the members of LBKA must be held within six weeks 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.
- (i) LBKA must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but LBKA shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

12(3) Notice of general meetings

- (a) The charity trustees, or, as the case may be, the relevant members of LBKA, must give at least 21 clear days' notice of any general meeting to all of the members.
- (b) If it is agreed by not less than 80% of LBKA members present at the general meeting, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) (a) of this clause have not been met. This subclause 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.
- (c) The notice of any general meeting must:
 - (i) State the time and date of the meeting;
 - (ii) Give the address at which the meeting is to take place;
 - (iii) 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

- (iv) If a proposal to alter the constitution of LBKA is to be considered at the meeting, include the text of the proposed alteration;
 - (v) Include with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as a trustee, or where allowed under clause 20 (Use of electronic communication), details of where the information may be found on LBKA's website.
- (d) 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.
- (e) 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 LBKA.

12(4) Chairing of general meetings

The person nominated as chair by the charity trustees under clause 18(2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of LBKA who are present at a general meeting shall elect a chair to preside at the meeting.

12(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of LBKA unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be the lesser of 25% or fifteen 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 is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 5 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 to LBKA's members at least seven clear days before the date on which it will resume.
- (e) 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.

12(6) Voting at general meetings

- (a) Any decision other than one falling within clause 11(3) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present at the meeting.
- (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, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (d) A poll may be taken:
 - (i) At the meeting at which it was demanded; or
 - (ii) At some other time and place specified by the chair; or
 - (iii) Through the use of postal or 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.

12(7) Adjournment of meetings

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 that could properly have been transacted at the original meeting.

13. Appointment of charity trustees

- 13(1) At the first annual general meeting of the members of LBKA all the charity trustees shall retire from office;
- 13(2) At every subsequent annual general meeting of the members of LBKA, one-third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;
- 13(3) 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;

- 13(4) 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 (5) of this clause;
- 13(5) 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 5(3) on the number of charity trustees would not as a result be exceeded;
- 13(6) A person so appointed by the members of LBKA shall retire in accordance with the provisions of sub-clauses (2) and (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

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) A copy of this constitution and any amendments made to it; and
- (b) A copy of LBKA's latest trustees' annual report and statement of accounts.

15. Retirement and Removal of Charity Trustees

- 15(1) A charity trustee ceases to hold office if he or she:
- (a) Retires by notifying LBKA in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings).
 - (b) 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.
 - (c) Dies.
 - (d) In the written opinion of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months.
 - (e) Is removed by the members of LBKA in accordance with sub-clause (2) of this

clause;]. Or

- (f) 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).

15(2) 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, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

15(3) 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 LBKA.

16. Re-appointment of Charity Trustees

Any person who retires as a charity trustee by rotation or by giving notice to LBKA is eligible for reappointment. A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least one year.

A trustee may be appointed to serve additional terms in excess of three without an interval of one year if no other volunteers to be trustees can be found and the remaining trustees believe it is to the benefit of LBKA for them to continue. This is subject to agreement from the majority of the members at the AGM.

17. Taking of Decisions by Charity Trustees

Any decision may be taken either:

- (a) At a meeting of the charity trustees; or
- (b) By resolution in writing or electronic form agreed by the trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more of the trustees has signified their agreement.

18. Meetings and Proceedings of Charity Trustees

18(1) Calling meetings

- (a) Meetings of the trustees must be held at least every three months.
- (b) Meetings will be arranged by the trustee acting as Secretary although any charity trustee may call a meeting of the charity trustees.
- (c) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

18(2) Chairing of meetings

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.

18(3) Procedure at meetings

- (a) 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 trustees, or such larger number as the charity trustees may decide from time to time. 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.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

19. Execution of Documents

19(1) LBKA shall execute documents by signature.

19(2) A document is validly executed by signature if it is signed by at least three of the charity trustees. Cheques must be signed by at least two of the charity trustees.

20. Use of Electronic Communications

LBKA will comply with the requirements of the Communications Provisions in the General Regulations (see Clause 28 - Interpretation) 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.

21. Keeping of Registers

LBKA must comply with its obligations under the General Regulations (see Clause 28 - Interpretation) in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

22. Minutes

The charity trustees must keep minutes of all:

- 22(1) Appointments of officers made by the charity trustees;
- 22(2) Proceedings at general meetings of LBKA;
- 22(3) Meetings of the charity trustees and committees of charity trustees including:
 - (i) The names of the trustees present at the meeting;
 - (ii) The decisions made at the meetings; and
 - (iii) Where appropriate the reasons for the decisions;
- 22(4) Decisions made by the charity trustees otherwise than in meetings.

23. Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance

- 23(1) The charity trustees must comply with the requirements of the Charities Act 2011 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 LBKA, within 10 months of the financial year end.
- 23(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of LBKA entered on the Central Register of Charities.
- 23(3) The LBKA financial year will be from 1st October to 30th September

24. Rules

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of LBKA, 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 LBKA on request.

25. Disputes

If a dispute arises between members of LBKA about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

26. Amendment of Constitution

As provided by clauses 224-227 of the Charities Act 2011:

- 26(1) This constitution can only be amended by a resolution passed by a majority of votes cast at a general meeting of the members of LBKA.
- 26(2) Any alteration of clause 3 (Objectives), clause 27 (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 LBKA or persons connected with them, requires the prior written consent of the Charity Commission.
- 26(3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations (see Clause 28 - Interpretation) shall be valid.
- 26(4) A copy of any resolution altering the constitution, together with a copy of LBKA'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.

27. Voluntary Winding Up or Dissolution

27(1) As provided by the Dissolution Regulations (see Clause 28 - Interpretation), LBKA may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve LBKA can only be made:

- (a) At a general meeting of the members of LBKA called in accordance with Clause 12 (General Meetings of Members), of which not less than 14 days notice has been given to those eligible to attend and vote:
 - (i) By a resolution passed by a majority of those voting, or
 - (ii) 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;

27(2) Subject to the payment of all LBKA's debts:

The remaining assets must be applied for charitable purposes the same as or similar to those of LBKA. To this effect LBKA has a duty to send to the General Secretary of Yorkshire Beekeepers Association all books, assets, papers or other documents for safe keeping. The balance of any bank accounts will be handed to the Yorkshire Beekeepers Association Treasurer to be held in trust for the benefit of members in the locality of LBKA.

27(3) LBKA must observe the requirements of the Dissolution Regulations (see Clause 28 - Interpretation) in applying to the Commission for LBKA to be removed from the Register of Charities, in particular:

- (a) The charity trustees must send with their application to the Commission:
 - (i) A copy of the resolution passed by the members of LBKA;
 - (ii) A declaration by the charity trustees that any debts and other liabilities of LBKA have been settled or otherwise provided for in full; and
 - (iii) A statement by the charity trustees setting out the way in which any property of LBKA has been or is to be applied prior to its dissolution in accordance with this constitution;
- (b) The charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of LBKA, and to any charity trustee of LBKA who was not privy to the application.

27(4) If LBKA is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations (see Clause 28 - Interpretation) must be followed.

28. Interpretation

In this constitution:

28(1) "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 subclause (a) above;
- (c) A person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) An institution that 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) 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
 - (ii) Two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

28(2) “General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

28(3) “Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

28(4) The “Communications Provisions” means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.

28(5) “charity trustee” means a charity trustee of the CIO.

28(6) A “poll” means a counted vote or ballot, usually (but not necessarily) in writing.

END

THE LEEDS BEEKEEPERS ASSOCIATION

BRANCH OF THE YORKSHIRE BEEKEEPERS ASSOCIATION
AFFILIATED WITH THE BRITISH BEEKEEPERS ASSOCIATION

