



# SBKA CIO Operational Guide and Handbook

## Contents

|  |    |
|--|----|
| Purpose of this the SBKA CIO Operational Guide and Handbook .....              | 4  |
| The Somerset Beekeepers Association and Charity .....                          | 5  |
| Background .....   | 5  |
| A Word about Charities in General .....  | 5  |
| Introducing Somerset Beekeepers Association (The SBKA Charity) .....           | 5  |
| Membership .....   | 5  |
| Trustees .....   | 6  |
| Branches.....  | 6  |
| Executive.....   | 6  |
| Constitution of the SBKA Charity .....   | 6  |
| Objects/Purpose of the SBKA Charity .....                                      | 7  |
| Members and Membership .....   | 7  |
| Categories of membership .....   | 7  |
| Members Subscription/Capitation Fees .....                                     | 7  |
| Members code of conduct.....   | 8  |
| Members Duty .....   | 8  |
| Trustees .....   | 8  |
| Trustees Role .....  | 8  |
| Trustees Term of Office.....   | 9  |
| Numbers of Trustees .....  | 9  |
| Trustees appointment timing and rotation .....                                 | 9  |
| Trustee responsibilities .....   | 10 |
| Trustee Governance Duties.....   | 10 |
| An understanding of Public Benefit is Important for Trustees and Members ..... | 12 |
| <i>Understanding public benefit</i> .....                                      | 12 |
| Trustees Accountability .....  | 13 |
| Trustee Board.....   | 13 |
| Trustee Board Voting.....  | 13 |
| President and Vice-Presidents.....   | 13 |
| Honorary Members .....   | 14 |
| Branches.....  | 14 |
| Branch Meetings .....  | 14 |
| Branch Minutes and Annual Reports.....   | 15 |
| Branch Annual General Meetings.....  | 15 |
| Branch Treasurers .....  | 15 |
| Branch Members .....   | 16 |
| The Executive Committee.....   | 17 |

|   |    |
|---|----|
| Meetings.....   | 17 |
| Members General Meetings .....                                | 17 |
| Trustee Board Meetings .....                                  | 18 |
| Purpose.....  | 18 |
| Roles of the Trustee Board .....                              | 18 |
| Meeting arrangements.....                                     | 18 |
| Accountability .....  | 18 |
| Membership .....  | 19 |
| Quorum .....  | 19 |
| How decisions are to be made .....                            | 19 |
| Trustee Board Minutes.....                                    | 20 |
| APPENDIX 1 - SBKA Charity's Constitution .....                | 22 |
| Terms used in the Constitution .....                          | 22 |
| APPENDIX 2 – The Branches of the SBKA Charity .....           | 40 |
| APPENDIX ? - History of Somerset Beekeepers Association ..... | 41 |

## Purpose of this the SBKA CIO Operational Guide and Handbook

The purpose of this Operational Guide and Handbook is to provide all members of the SBKA Charity with a translation of the technical content of the SBKA Charity's Constitution into easy-to-use guidance for use in the day-to-day operation of the organisation and for the more detailed governance of the SBKA Charity by its Trustees.

The principle being used in the development of this Handbook as the SBKA Charity translates itself into CIO status is to ensure the future operation and good governance of the SBKA Charity is kept as simple and straightforward as possible.

It is unfortunately a sign of the times that each year there are fewer individuals prepared to step forward to take on organisational roles no matter the organisation and the SBKA Charity is no exception. To increase the opportunities of filling SBKA operational posts as they fall vacant, everyone fundamentally needs to adopt and practice a "keep things simple" mindset. Especially so as it seems public servants are forever creating more and more rules and regulations adding ever greater costs and burdens to life in general.

All present and future SBKA Charity post holders should as a matter of principle and duty make sure they do not gold and platinum plate their roles, rules and regulations. All administrative burdens need to be regularly reviewed with the objective of their reduction and simplification.

That said, the move to a CIO Charity will increase the regulatory obligations. It is likely there will be a greater level of scrutiny from the Charity Commission than in the past. Therefore, maintaining clear objectives with reference to the "purpose" and "public benefit" of the SBKA Charity is crucial. Also, being able to demonstrate a clear separation of duties and good governance will be hugely beneficial in meeting those legal requirements going forwards.

However, no set of written words will cover every eventuality, and this combined with the fact that the SBKA Charity is very much an organisation supported by hobby beekeepers in the main, means the Trustees should not hesitate to apply flexibility and common sense where appropriate rather than create rules and regulations. Over time things change and the SBKA Charity will need to continue to move forwards. Progress should continue to be about gentle evolution rather than revolution. The Trustees may, with that objective in mind, make changes to this document from time to time for the better governance and operation of the SBKA Charity.

At this point, it is worth considering the concept of personal commitment and to remember all SBKA Charity post holders have taken up their roles out of the goodness of their hearts. Their ongoing commitment, their goodwill and willingness to undertake these duties to the best of their ability is important and essential. It is important for everyone to respect that and remember to be appreciative of those undertakings. The words "Thank you" are simple and yet often overlooked in favour of criticism or worse.

On an administrative note references in this document to the provisions of the SBKA CIO Constitution are for information purposes only and for any definitive interpretation of them, reference must be made to the latest version of the Constitution as registered with and approved by the Charity Commission.

# The Somerset Beekeepers Association and Charity

## Background

The Somerset Beekeepers Association (SBKA) has been in existence since 1906 and became a charity in 1980 when it was first registered with the Charity Commission – Charity No: 277803. Subsequently in 2024 the SBKA was re-registered as a Charity Incorporated Organisation (CIO). – Charity No: 1206483. It is affiliated to the British Beekeepers Association (BBKA) – Charity No: 212025 which was founded in 1874 as a national umbrella organisation for beekeeping associations in England and Wales.

## A Word about Charities in General

Charities come in differing shapes and sizes but most importantly in almost every respect they all conform to the same set of principles and have similar sets of rules to ensure they operate within the Law. All organisations with charitable status have the same obligations to fulfil.

Most importantly:

- All charities have to be approved and registered by the Charity Commission, they have to operate under Charity Commission rules and The Law and are answerable to them at all times.
- Every charity has to have a defined “purpose” approved by the Charity Commission.
- Every charity must also be run for the “public benefit”.
- Charities are not permitted to operate outside of the purpose for which they were set up.
- Charities by Law are run by Trustees who make the day-to-day decisions and who are legally responsible for every aspect of the operation of their individual charities.
- Trustees are unpaid volunteers and are often elected by their Charity’s voting Membership. In the same way, if ever necessary, they can be voted out by the membership too.
- The role of the Trustee is always the same regardless of which Charity they are part of.

## Introducing Somerset Beekeepers Association (The SBKA Charity)

The SBKA is a registered Charity. It has a **Membership** and is governed by a board of **Trustees**. The SBKA Charity is organised geographically into a series of administrative units known as **Branches** covering the whole of the County of Somerset. It also has a central administrative unit known as the **Executive**.

## Membership

- The Members are the SBKA Charity and play a fundamentally important role in everything the SBKA Charity does.
- Are the ultimate decision makers.
- There are various categories of membership.
- Without Members there would be no SBKA Charity.

## Trustees

- Are elected periodically from the membership by the voting Members.
- Are answerable to the Membership and to the Charity Commission.
- Hold Trustee Board Meetings from time to time and are the decision makers on behalf of the membership.
- Vote on all the day-to-day business of the Charity as is required by the Charity Commission.

## Branches

- All Members of the SBKA Charity are also part of the membership of their local Branch.
- Are the operational parts of the SBKA Charity
- Through their charitable activities Branches are responsible for furthering the charitable “purpose” and “public benefit” of the SBKA Charity as required by Law.
- Will invite potential members of the public to join the SBKA Charity. On paying the full membership fee such individuals become voting Members of the Charity and become part of the membership of their local introducing Branch in the process.
- Contribute to the governance process by electing one of their number to be a Trustee of the SBKA Charity.

## Executive

- Has the same membership as the Trustee Board.
- Co-ordinates the wider aspects of running the SBKA Charity.
- Organises and chair meetings.
- Is responsible for enacting the decisions of the Trustee Board.

## Constitution of the SBKA Charity

The SBKA is a Charity or more precisely a Charitable Incorporated Organisation (CIO) whose constitution has been approved, accepted and registered by the Charity Commission.

- The SBKA CIO's constitution is based on the Charity Commission's Association model template for a CIO (Version November 2023) as is required by the Charity Commission to ensure it complies with The Law.
- A copy of the SBKA Charity's constitution is at Appendix 1 and is the legal document that sets out its charitable purposes (objects); what it can do to carry out its purposes (powers); who runs it (trustees); and who can be a member.
- The constitution contains the framework of SBKA's governance and includes the legal responsibilities of its Trustees (clauses 11-18 inclusive).
- The SBKA Charity's constitution would only ever need amendment in exceptional circumstances and for that reason the Constitution can only be changed by the voting Membership at a General Meeting (GM) (clause 10 General meetings of members) with a 75% majority of those attending in favour of change.
- Any change to the SBKA Charity's constitution is always subject to its acceptance by the Charity Commission.

## Objects/Purpose of the SBKA Charity

All Charities must have a purpose by Law and the purpose of the SBKA Charity is:

**“to advance the education of the public and beekeepers in the craft of beekeeping and to promote the importance of bees in the environment”.**  
(Clause 3 of the CIO Constitution.)

All activities undertaken by the SBKA Charity or by its Branches must aim to “further” the “purpose” of the SBKA Charity and must be for the “public benefit”.

## Members and Membership

Collectively all the Members of the SBKA Charity are the SBKA Charity. It is the Voting Members of the SBKA Charity who control the day-to-day activities of the SBKA Charity. However, the ultimate controller of the SBKA Charity is the Charity Commission.

### Categories of membership

There are 2 types of membership

1. Voting Members - who are one of the following categories:
  - a. Registered  
A person over the age of 18 interested in beekeeping.
  - b. Partner  
A person over the age of 18 interested in beekeeping and residing at the same address as a Registered Member.
  - c. Country  
A person who no longer keeping bees but wishes to retain their voting rights and BBKA membership.
2. Non-Voting Members - who are one of the following categories:
  - a. Junior  
A person interested in beekeeping and who is under the age of 18.
  - b. Associate  
A person who does not keep bees or is a Registered, or Partner Member elsewhere
  - c. Honorary
  - d. A person who has been recognised for exceptional service to beekeeping and who pays reduced Membership fees.

### Members Subscription/Capitation Fees

The SBKA Treasurer presents the annual budget to Trustees normally in October or as otherwise agreed with the Trustees for formal approval. Branches likewise gain approval for their Branch budgets around the same time. Membership fees are paid annually and are due on 1st January of each year. Members undertake to pay their capitation fees promptly in order to minimise the workload of the Treasurers. Only paid-up members may vote at meetings. See clause 9.(5)(c) of the SBKA Charity Constitution. Any capitation fees unpaid by 1<sup>st</sup> March will result in a loss of SBKA Charity membership and all insurance cover. Late payers must wait 40 days for their insurance cover and voting rights to be reinstated.

The fees paid vary according to the category of membership as follows:

- Registered, Partner, Country and Junior members pay SBKA Charity, BBKA and Branch capitation fees and those keeping bees also pay mandatory Bee Disease Insurance (BDI) premiums.
- Associate members pay Branch capitation fees.
- Honorary members pay reduced or no SBKA Charity or Branch capitation but do pay BBKA capitation and mandatory Bee Disease Insurance (BDI) premiums if they keep bees. They may continue paying their respective capitation fees if they wish to retain their voting rights.

## Members code of conduct

- )
- Members are expected to respect all other members regardless of age, race, gender, colour, creed or disability for example and behave courteously towards them at all times. See clause 9.(4) of the SBKA CIO Constitution for the procedure for removal of a member.
- Members are expected to behave courteously to members of the public at all times and not bring the SBKA Charity into disrepute.
- Members are expected to respect all laws relating to wild life and to care for the environment in their practice of beekeeping.
- Members will adhere to all the SBKA Charity's Policies and in their absence BBKA Policies.
- On occasion a Membership may be terminated (Clause 9.(4) of the Constitution)

## Members Duty

The Charity Commission states in Clause 9.(3) of the Constitution "It is the duty of each member of the SBKA Charity to exercise his or her powers as a member of the SBKA Charity in the way he or she decides in good faith would be most likely to "further" the "purposes" of the SBKA Charity."

## Trustees

As a CIO, the SBKA Charity is managed and administered by its Trustees who are elected from its paid up membership by the Members. Trustees, on behalf of the Members, are the responsible decision makers for all matters pertaining the SBKA Charity in accordance with its Constitution (Clause 12). This is a fundamental requirement of the Charity Commission who have provided the SBKA Charity with its CIO Constitution template to ensure good governance.

## Trustees Role

The role of Trustees is to:

- make all the operational decisions and ensure those decisions are not partisan, further the "purpose" of the SBKA Charity and are for the "public benefit".
- discharge their responsibilities and undertakings to the Charity Commission.
- promote the value of the SBKA Charity to prospective Members and to the Public.
- act as an important two-way information conduit between Branches and the Trustee Board.
  - Trustees must do their best to listen to Branches and Members ideas and concerns and pass those to the Trustee Board.
  - Trustees should explain Trustee Board decisions to Branches and Members.



## Trustees Term of Office

Trustees are normally appointed for a term of 3 years (SBKA Charity Constitution clause 13.(1))

## Numbers of Trustees

Currently the SBKA Charity has a complement of 16 Trustees.

- 4 are Ex-officio appointments of Chair, Vice-Chair, Treasurer and Secretary. These appointments are made by the voting Members at an Annual General Meeting.
- 12 Branch SBKA appointments. One full member is elected to be a Trustee by each of the 12 Branches listed in Appendix 2.

## Trustees appointment timing and rotation

Upon creation of the CIO, the first Trustees are automatically appointed in accordance with clause 12.(4) of its Constitution. – The first Trustees will appoint the remainder of the Trustee Board from those nominated by Branches listed in Appendix 2 and willing to stand. All such Trustee appointed Trustees may only serve until the next Annual General Meeting. (Constitution clause 13.(2)(e)). At which time new Trustees must be elected for the next three-year period by their nominating Branches at their Branch AGMs. At the subsequent two SBKA CIO Charity AGMs, in 2026 and 2027, one third of those Trustees will stand down early. On each occasion, replacement Branch-nominated Trustees will then be elected by Branches for the next three-year period. Trustees standing down may put themselves forward as a candidates for re-election. This will instate the required Trustee rotation of one third standing down each year. (This paragraph isto be removed after the AGM in 2027)

In order to maintain a dynamic Board of Trustees the Constitution sets out rotation requirements.

- At every annual general meeting one third of the charity trustees will retire (CIO Constitution clause 13.(2)(a)). However, they are eligible for reappointment (CIO Constitution clause 16.) for a period of 3 years (CIO Constitution clause 13.(1)).
- Charity trustees will retire by rotation of those who have served longest in their current appointment. Where all are appointed at the same time retirement should be by mutual agreement and if they cannot agree, then by lot (CIO Constitution clause 13.(2)(b)).
- If vacancies arise between Annual General Meetings, the other Trustees can appoint a new Trustee (CIO Constitution clause 13(2)(d)) but that Trustee can only serve until the next Annual General Meeting (Constitution clause 13.(2)(e)), but may be re-elected by that Annual General Meeting (CIO Constitution clause 16.).
- If any vacancies of Branch appointed Trustees arise they can be filled by the members appointing at a Branch Annual General Meeting (CIO Constitution clause 13.(4)) for a period of 3 years (CIO Constitution clause 13.(1)). If Branch vacancies arise between Annual General Meetings, either the voting SBKA Members of that Branch can appoint a new Trustee (CIO Constitution clause 13.(2)(d)) or on the failure of the Branch to appoint the other Trustees can appoint a new Trustee from within the entire SBKA Membership; however that Trustee can only serve until the next Branch AGM, but may be re-elected by that Branch AGM or (CIO Constitution clause 16.).

## Trustee responsibilities

The Charity Commission has defined 6 Trustee responsibilities which are to:

1. Ensure SBKA Charity is carrying out its purposes for the public benefit
2. Comply with SBKA Charity's governing document and The Law
3. Always act in the SBKA Charity's best interests
4. Ensure the SBKA Charity is accountable
5. Manage the SBKA Charity's resources responsibly
6. Act with reasonable care and skill

More detailed information can be obtained from the Charity Commission's section of the Government's website [www.gov.uk](http://www.gov.uk) under the following four headings below.

- Charity Trustee welcome pack  
<https://www.gov.uk/government/publications/charity-trustee-welcome-pack>
- 5 minute guides for charity trustees  
<https://www.gov.uk/government/collections/5-minute-guides-for-charity-trustees#delivering-purpose>
- The Essential Trustee  
<https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>
- Charity Commission Guidance Documents in detail - Refs: CC3 to CC49  
<https://www.gov.uk/government/collections/list-of-charity-commission-cc-guidance-publications>

## Trustee Governance Duties

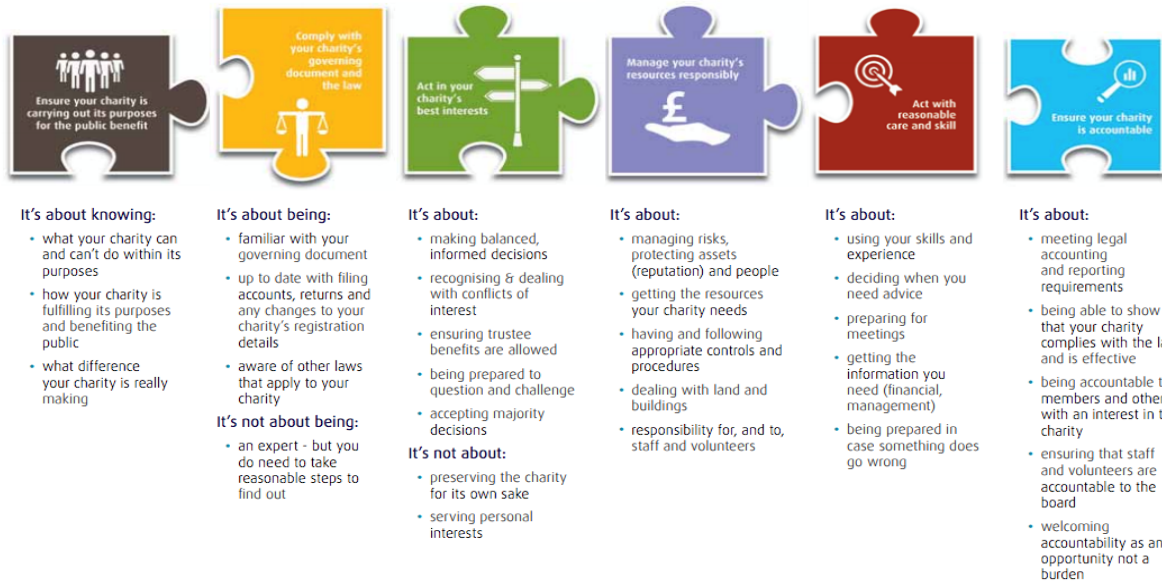
The Essential Trustee CC3 and The Governance Jigsaw CC3a below, summarise the main responsibilities of a Trustee, but any references in this Handbook to the Charity Commission website are for information only. For any definitive interpretation, reference must be made to actual website at [www.gov.uk](http://www.gov.uk) as subject matter can be updated without notice.

# The Essential Trustee

## 6 main duties



# The Governance Jigsaw – The Essential Trustee (CC3)



For more detail remember to check out the series of 5-minute guides here:

<https://www.gov.uk/government/collections/5-minute-guides-for-charity-trustees>

## An understanding of Public Benefit is Important for Trustees and Members

The Charity Commission website has a fair amount on this important topic and both Trustees and Members need to have a clear understanding of its importance. See link for access to a range of information: <https://www.gov.uk/government/publications/public-benefit-an-overview/public-benefit-an-overview>

A cut and paste of part of the Public Benefit overview document says the following as at 28/12/2023.

### *Understanding public benefit*

*The law on public benefit can be complex and the language used about public benefit in charity law may be unfamiliar.*

*However, whether you are planning to set up a charity, or are running a charity or are reporting on how you have carried out your charity's purposes, for most charities public benefit is quite straightforward.*

*Basically, public benefit is about knowing:*

- *what the charity is set up to achieve - this is known as the charity's 'purpose'*
- *how the charity's purpose is beneficial - this is the 'benefit aspect' of public benefit*
- *how the charity's purpose benefits the public or a sufficient section of the public - this is the 'public aspect' of public benefit*
- *how the trustees will carry out the charity's purpose for the public benefit - this is what is known as 'furthering' the charity's purpose for the public benefit*

*If you are setting up a charity, or are a trustee of an existing charity, you should be able to answer those questions.*

*The commission's public benefit guidance is here to help you consider if each of your organisation's purposes meets the public benefit requirement and if you are carrying out those purposes for the public benefit.*

If Trustees are faced with a problem not covered by this Handbook, it is worth referring to the Charity Commission website which provides a lot of helpful and detailed guidance when required. If an answer still cannot be found it is also worth telephoning or emailing them to ask for help, which is free. Their answer may take a little time coming but it is usually worth exhausting this resource first and before considering instructing a legal firm to advise, which will come at a cost to SBKA.

### Trustees Accountability

Trustees are accountable to the:

- Charity Commission during both formal inspections as well as by submission of an annual report and/or comprehensive annual accounts.
- Membership through the annual general meeting, and by providing access to the annual report and accounts.
- Independent Auditor.

### Trustee Board

Trustees are supported in the day-to-day operational management and administration of the SBKA Charity by its Executive. The composition of attendees at Trustee Board Meetings is defined in the Trustee Board's Terms of Reference in Section 6.

### Trustee Board Voting

Trustees are responsible for making all decisions at SBKA Charity's Trustee Board Meetings and are the only people entitled to vote. Trustees:

- are not appointed to take voting instructions from their Branches or anyone else.
- must always cast their vote with the intention of furthering the best interests of the SBKA Charity regardless of Branch wishes as those actions may well have to be justified to the Charity Commission upon their inspection.

## President and Vice-Presidents

The role of the SBKA Charity President is to provide non-partisan wise counsel, guidance and advice to the Trustees, Officers and Members of the SBKA Charity whose objects are defined in its Constitution as a Charitable Incorporated Organisation.

- The President is a paid up member of the SBKA Charity and is elected for a period of 3 years at an Annual General Meeting and
- is an ex-officio non-voting member of the Trustee Board

Vice-Presidents are elected annually at the Annual General Meeting in recognition of outstanding service to the SBKA Charity.

- They have no specific rights or responsibilities.

## Honorary Members

The SBKA Charity may appoint Honorary Members from time to time. Honorary Members will have given exceptional service to beekeeping in the SBKA Charity.

- Nominations may be sent in from Branches for Trustees to consider and need to be accompanied by a comprehensive statement in support of the nomination and signed off by the Branch Chair on behalf of the Branch Committee.
- Honorary Membership awards are usually made at Annual General Meetings.

## Branches

The SBKA Charity's Branches are the day-to-day operational arms of the charity and all SBKA Charity Members are also operational Members of their local Branches. Each Branch has a minimal administrative structure and is responsible for

- communicating with and looking after the welfare of its members;
- the management of its finances
- having a regular published programme.
- having a promotional programme to attract new members.
- Framing their activities to "further" the charitable "purpose" and "public benefit" of the SBKA Charity as required by the Charity Commission and by The Law.
- Light touch oversight is maintained by the Trustees who are responsible for all actions and every aspect of the SBKA Trust and its Branches. Branch Officers are accountable to the Board of Trustees at all times.
- Branch Members contribute to the governance process of the SBKA Charity by electing one of their Registered, Partner or County Members to be a Trustee of the SBKA Charity as provided for in Clause 9.(5)(b), Clause 12.(2)(a) and Clause 13.(4)(a) of the Constitution.
- Branches should have the following Officers whose general roles are self-explanatory of any administrative process except where expanded upon below.
  - Chairman
  - Vice Chairman
  - Treasurer
  - Secretary
  - SBKA Trustee
- Optional Posts
  - President
  - Vice-President
- Officers are normally elected for a 3 year term by the Branch Members at a Branch Annual General Meeting.

## Branch Meetings

- All Branch business must be transacted at properly convened General or Committee meetings of which not less than eight days notice, together with an agenda, shall be given.
- A quorum for all meetings shall be four.
- Branch Officers may create any other officers/posts to assist in the running of the Branch.
- A Branch can have a committee of any size, but not normally less than 5.
- SBKA Charity Trustees should regularly inform Branch meetings of their decision making at Trustee Board meetings and act as a conduit for passing matters of interest or concern back to the Trustee Board.
- SBKA Charity Trustees have a statutory duty to act in the best interests of the SBKA Charity as demanded by the Charity Commission and The Law. On very rare occasions that might possibly conflict with the wishes of some Branch Members.

## Branch Minutes and Annual Reports

It is an important part of being a Charity to ensure Minutes and Annual Reports follow through with the reporting of the planning and outcome of activities and also tying in the context of the “furthering” of the SBKA Charity’s “purpose” and “public benefit” as required by the Charity Commission and by The Law. These reports form part of the consolidated reporting which has to be sent to the Charity Commission each year for their inspection and approval.

## Branch Annual General Meetings

- An Annual General Meeting is to be held before 1st December or as otherwise decided by the SBKA Trustees, at which Officers, an Independent Examiner, and posts determined by the members as necessary shall be elected.
- The Chair’s report is presented and approved by Branch Members.
- The Secretary’s report is presented and approved by the Branch Members.
- The Treasurer’s report is also presented and approved including the
  - budget and capitation for the coming year.
  - independently inspected accounts.
- Branch Members may bring forward items for discussion with 14 days advance notice to the Branch Secretary in order for it to be included on the agenda. All motions will require a proposer and a seconder at the meeting before a vote is taken.
  - Motions effectively proposing a change of Branch rules, if successful, will need the approval of the SBKA Charity Trustees to ensure they do not conflict with the SBKA Charity’s operation or its Constitution.
- In the unlikely event of the business of the Annual General Meeting not being transacted the SBKA Charity’s Trustees will have no option other than to take whatever action is necessary to ensure the SBKA Charity is compliant with Charity Commission requirements and The Law.

## Branch Treasurers

- Manage the accounting function of the Branch and are accountable to the Branch Membership and SBKA Charity’s Treasurer.
- Are responsible for the collection of their Branch Members’ Capitation fees in a timely fashion.
  - Capitation fees are payable by all Members as is the mandatory Bee Disease Insurance (BDI) premium from all Members who keep bees.
  - Capitation fees are set each year at Branch Annual General Meetings which are normally held in the preceding autumn.
  - Capitation normally falls due on 1st January each year or as otherwise decided by the Trustees.
  - All capitation fees due to be paid to the SBKA and collected by Branch Treasurers should be promptly paid to the SBKA Treasurer but no later than 1<sup>st</sup> April of each year along with a statement of account.
  - Members who do not pay their membership fees on time lose their voting rights and all insurance cover which extends for a period of 40 days after they make their payment.
  - All late payments should be received by the SBKA Charity Treasurer by 1<sup>st</sup> August of each year.
- Are responsible for sending copies of the approved and independently inspected annual accounts which must be with the SBKA Treasurer by 31st December each year at the latest. This is because the Chair’s, Secretary’s and Treasurer’s annual reports have to be incorporated into the Consolidated SBKA Charity’s Financial Reporting submitted to the Charity Commission for their inspection and approval.



## Branch Members

In addition to abiding by the guidelines set out under the Members section of this Handbook it is the duty of any member whose bees are suspected of having a Statutory Notifiable Disease to act responsibly and undertake no movement of their hives. They must report the fact immediately to their Seasonal or Regional Bee Inspector or directly to the National Bee Unit and their Branch Secretary.



## The Executive Committee

The Executive committee is an extension to the SBKA Charity Board of Trustees. They may meet from time to time in order to provide the administration function the Trustee Board needs in order to undertake its role as the decision makers of the SBKA Charity. The Executive Committee does not make decisions unless delegated to do so by the SBKA Charity Trustee Board. The Trustee Board will make decisions from time to time and the Executive Committee has the practical task of enacting those decisions of behalf of the Trustees.

The membership of the Executive committee extends to all Trustees and those non-voting SBKA appointments. Those entitled to attend Executive committee meetings are:

- Chair
- Vice-Chair
- Treasurer
- Secretary
- Any of the 12 Branch Elected Trustees
- Any of the SBKA Charity appointed positions
- The President
- Guests and observers with the prior agreement of the Chair

## Meetings

### Members General Meetings

- The provisions for general meetings of members are set out in clauses 10 & 11 of the Constitution.
- A quorum is 10 voting Members
- On all points of order the Chair's decision is final.
- The Chair has a second casting vote in the event of a tie.
- The SBKA Charity holds its Annual General Meeting in March.
  - It is opened by the President who may make an address before handing over to the Chair.
  - The meeting must include the following business:
    - Receive the annual statement of accounts duly audited or examined.
    - Receive the Trustees annual report.
    - Elect Trustees as per clause 13. of the Constitution
    - Other business may be included.
- Other General Meetings are held for specific reasons and can be held at any time and are usually called to enable a Members vote.
  - The requirements for calling and holding a General Meeting are laid out in Clauses 11.(2) - 11.(6).
  - Clause 11.(2)(b) stipulates a minimum of 10% of voting members of the SBKA Charity is needed to trigger a General Meeting. Additionally the 10% must be made up from at least 10% of Voting Members from each of at least 7 Branches to ensure such meetings are representative of the wishes of the voting members of the whole SBKA Charity.
  - There are special rules for
    - removing members (Clause 9.(4))
    - removing Trustees (Clause 15(2))
    - changing the constitution (Clause 28)
    - dissolving the SBKA Charity (Clause 29)

## Trustee Board Meetings

### Purpose

The purpose of the SBKA Charity's Trustee Board formally known as the SBKA Council is to manage and coordinate the day to day and seasonal requirements of the SBKA Charity and to ensure the SBKA Charity is "furthering" its "purpose" and for the "public benefit" as defined in its Constitution.

### Roles of the Trustee Board

The roles of the Trustee Board to achieve the aim above include, but are not limited to managing and/or coordinating:

- The SBKA Charity's finances through the Treasurer and Secretary to:
  - Create and monitor the annual budget.
  - Monitor all SBKA Charity's property and ensuring adequate insurance is in place.
  - Authorise expenditure.
- All training and examination activities requiring central support
- Communication with those organisations involved in meeting the purpose and public benefit of the SBKA Charity, including the BBKA, any national or local bodies, their members and/or Branch Secretaries
- Communication with SBKA Charity's local Branches and all Members.
- The encouragement of new as well as existing Members to take part in the full life of the SBKA Charity.
- Regular reviews and advancement of policies which improve conditions for honey bees and other pollinators by educating the public and beekeepers of the progress of science and good beekeeping practice.
- Ensuring any items on any of the SBKA Charity's asset registers are insured.
- Progression and/or execution of any matters.
- Dealing with matters of discipline including unpaid capitation.

### Meeting arrangements

- It is up to the Trustees to decide when and how they wish to structure and run their Trustee Board meetings within the provisions of the SBKA Charity's Constitution (clauses 17 to 20).
- Minutes must be recorded (See clause 24 of the SBKA Constitution) and kept for future reference. The Secretary will aim to provide minutes of all meetings within 21 days of the meeting.
- The importance of Trustees attending Trustee Board meetings cannot be overstated as they are the decision makers. To make good decisions Trustees need to attend and consider the business being brought to meetings.
- Trustee Board Meetings normally take place in January, May, September and November.
- All attendees are normally circulated with an agenda and supporting paperwork 14 days in advance of each meeting by the SBKA Secretary. It follows that matters for consideration at Trustee Board Meetings must be supplied to the Secretary 7 days earlier.

### Accountability

The Trustee Board and Trustees report to:

- The whole membership in the routine management of the SBKA Charity.
- The Charity Commission as required
- Independent Auditor as required

## Membership

The membership of the Trustee Board includes the following:

- 4 Ex-Officio Member Appointed Trustees
- 12 Branch Appointed Trustees
- All non-voting administrative appointments
- The SBKA Charity's President
- Invited Guests with the prior agreement of the Chair

## Quorum

A quorum for the purposes of passing a motion is 4 charity trustees. (CIO Constitution 19.(3)(a)) If the Chair is not available for a meeting or is conflicted out, the meeting can appoint a chair for that meeting. If there is an equal split in the voting at such a meeting, the chair shall have a second or casting vote (CIO Constitution 19.(3)(c))

## How decisions are to be made

The Trustees, who have all been elected by the voting Members, make and/or delegate the decisions of the SBKA Charity. The Trustees are elected to represent the Charity and have a duty of care to look after the SBKA Charity and to act in its best interests. It is a matter for the voting Membership to make sure it elects fellow voting Members as Trustees who they have confidence in to make the right decisions and to do so at the right time.

Trustee decision making in the SBKA Charity is encouraged to be consensual, collegiate and considerate at all times. That is why it is important all Trustees attend all Trustee Board Meetings to witness the debate and participate in the decision making. Many decisions repeat annually and are very mundane but nevertheless are still important.

In order to meet the “purpose” of the SBKA Charity the expectation is that Trustees will be considering matters that “further” the “purpose” and are of “public benefit” as required by the Charity Commission. It is hard to imagine how voting might become divisive and not always enjoy a good majority.

However, should that time ever come where a proposal does not command overwhelming support of Trustees, the Chair of the Meeting has the ability to withdraw a proposal or follow the steps below as definitive guidance:

- The proposer should be asked by the Chair to amend or withdraw the proposal. If they decline to do so then
- The Trustees should consider whether the purpose of the proposal fulfils the 6 primary duties and responsibilities of the Trustees and whether it “further” the “purpose” of the SBKA Charity and is of “public benefit” and vote on that first. If that fails then the proposal is considered withdrawn.
- If the proposer is still unwilling to amend or withdraw the proposal then the next consideration is for the Chair of the meeting to decide whether the proposal merits the cost and inconvenience of a full member vote at a General Meeting or whether the proposal be considered withdrawn.
- If the proposer still feels the proposal should go to the Members for a vote then they need to canvas enough support to trigger the calling of a General Meeting and for the members to decide the issue. Clause 11.(2)(b) stipulates a minimum of 10% of voting members of the SBKA Charity is needed to trigger a General Meeting. Additionally the 10% must be made up from at least 10% of Voting Members from each of at least 7 Branches to ensure such meetings are representative of the wishes of the voting members of the whole SBKA Charity.

## Trustee Board Minutes

Accurate minute taking of Trustee Board Meetings is essential for good accountability and good governance. Minutes should be able to show how Trustees have discharged their responsibilities by referencing how the SBKA Charity and Trustees have:

- carried out its “purpose” for the “public benefit”
- sought to “further” its “purpose”
- complied with SBKA Charity’s governing document and The Law
- always acted in the SBKA Charity’s best interests
- ensured the SBKA Charity is accountable
- managed the SBKA Charity’s resources responsibly
- acted with reasonable care and skill

As yet to be completed

#### ADMINISTRATION

County Honey Show

Asset Registers

Website and Social Media

Newsletter – process for publication

#### FINANCIAL MANAGEMENT, CONTROL AND REPORTING

#### PERSONNEL POLICIES AND PROCEDURES

Safeguarding Policy of Children, Young Adults and Vulnerable Adults

Privacy Policy

Social Media Policy

Equality, Diversity and Inclusivity Policy

Risk Assessments

Health and Safety

Trustee and Member Expenses

#### TERMS OF REFERENCE

Trustee Board's Terms of Reference

SBKA PRESIDENT - TERMS OF REFERENCE

SBKA CHAIR - TERMS OF REFERENCE

SBKA TREASURER - TERMS OF REFERENCE

SBKA SECRETARY - TERMS OF REFERENCE

SBKA MEMBERSHIP SECRETARY - TERMS OF REFERENCE

SBKA EDUCATION OFFICER - TERMS OF REFERENCE

SBKA WEBMASTER - TERMS OF REFERENCE

SBKA DELEGATE TO BBKA ADM - TERMS OF REFERENCE

SBKA DELEGATE TO OTHER ORGANISATIONS - TERMS OF REFERENCE

SBKA ASIAN HORNET ACTION TEAM (AHAT) CO-ORDINATOR - TERMS OF REFERENCE

SBKA SPRAY LIAISON - TERMS OF REFERENCE

SBKA NEWSLETTER EDITOR - TERMS OF REFERENCE

# APPENDIX 1 - SBKA Charity's Constitution

## Terms used in the Constitution

The Constitution is a legal document and it governs the basic structure and operation of the SBKA as a Charitable Incorporated Organisation ("CIO" for short). It therefore contains legal phrases and expressions which may need explanation and the Interpretation at point 30 may be of assistance.

## Constitution of a Charitable Incorporated Organisation with voting members other than its charity trustees

(November 2023 Association model constitution template)

Date of constitution (last amended):

15<sup>th</sup> November 2023

### 1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is

SOMERSET BEEKEEPERS ASSOCIATION

### 2. National location of principal office

The CIO must have a principal office in England or Wales. The principal office of the CIO is in England.

### 3. Objects

The objects of the CIO are

to advance the education of the public and beekeepers in the craft of beekeeping and promote the importance of bees in the environment.

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable in accordance with [section 7 of the Charities and Trustee Investment (Scotland) Act 2005] and [section 2 of the Charities Act (Northern Ireland) 2008].

### 4. Powers

The CIO has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, the CIO has power to:

borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;

- (1) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- (2) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (3) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
- (4) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

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

- (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 dividend, bonus or otherwise by way of profit to any member of the CIO or connected person. This does not prevent a member or connected person who is not also a charity trustee:
  - (a) receiving a benefit from the CIO as a beneficiary of the CIO;
  - (b) buying or receiving goods and/or services from the CIO on reasonable and proper terms;
  - (c) selling goods, services or any interest in land to the CIO on reasonable and proper terms;
  - (d) being employed by, or receiving remuneration from, the CIO on reasonable and proper terms;
  - (e) receiving interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
  - (f) receiving rent for premises let by the member or connected person to the CIO. The amount of rent and the other terms of the lease must be reasonable and proper; or
  - (g) taking part in the normal trading and fundraising activities on the same terms as members of the public.
  - (h) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

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

- (1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;

- (c) be employed by, or receive any remuneration from, the CIO;
- (d) receive any other financial benefit from the CIO;

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.

- (2) Scope and powers permitting trustees' or connected persons' benefits
  - (a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
  - (b) A charity trustee or connected person may enter into a contract for the supply of services and/or goods to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
  - (c) A charity trustee or connected person may receive interest on money lent to the CIO 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 the CIO. 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 the CIO on the same terms as members of the public.
- (3) In clauses 5 and 6:
  - (a) "the CIO" includes any company in which the CIO:
    - (i) holds more than 50% of the shares; or
    - (ii) controls more than 50% of the voting rights attached to the shares; or
    - (iii) has the right to appoint one or more directors to the board of the company;
  - (b) "connected person" includes any person within the definition set out in clause [30] (Interpretation);

## **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 previously been 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 the 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 of the CIO**

### **(1) Admission of new members**

#### **(a) Eligibility**

- (i) The CIO shall comprise such branches as may be approved by the charity trustees and every member of the CIO shall be a member of one of the approved branches.
- (ii) Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.
- (iii) A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.
- (iv) All fully paid up members of the pre-existing Somerset Beekeepers Association on the date of this constitution shall be members of the CIO without any additional fee being paid for the current subscription year.

#### **(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 the CIO 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
- (iv) 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.

### **(2) Transfer of membership**

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

### **(3) Duty of members**

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

### **(4) Termination of membership**

#### **(a) Membership of the CIO comes to an end if:**

- (i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or

- (ii) the member sends a notice of resignation to the charity trustees; or
  - (iii) any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or
  - (iv) the charity trustees decide that it is in the best interests of the CIO 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 the CIO they must:
  - (i) inform the member of the reasons why it is proposed to remove him, her or it 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, she or it 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.
- (5) Membership fees and voting rights
  - (a) The CIO may require members to pay reasonable membership fees to the CIO.
  - (b) The following classes of member have voting rights:
    - (i) Registered members.
    - (ii) Country members.
    - (iii) Partner members.
  - (c) A member's voting rights are not exercisable until the member's subscription is fully paid.
- (6) Informal or associate (non-voting) membership
  - (a) The charity trustees may create informal or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
  - (b) 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. Members' decisions**

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

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, 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 Taking ordinary decisions by written resolution without a general meeting

- (a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
  - (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and
  - (ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.
- (b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- (c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.
- (d) Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.
- (e) The charity trustees must within 21 days of receiving such a request comply with it if:
  - (i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
  - (ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
  - (iii) Effect can lawfully be given to the proposal if it is so agreed.
  - (iv) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

(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 [28] of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause [29] of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

- (b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## **11. General meetings of members**

### **(1) Types of general meeting**

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive 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 the CIO may be held at any time.

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

### **(2) Calling general meetings**

- (a) The charity trustees:
  - (i) must call the annual general meeting of the members of the CIO 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 other general meeting of the members at any time.
- (b) The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:
  - (i) they receive a request to do so from at least 10% of the members of the CIO; 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 the CIO 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 the CIO must be held within 28 days from the date on which it is called.
- (g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

- (i) The CIO 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 the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.
- (3) Notice of general meetings
- (a) The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.
  - (b) If it is agreed by not less than 90% of all members of the CIO, 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 sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
  - (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 the CIO 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 trustee, or where allowed under clause [22] (Use of electronic communication), details of where the information may be found on the CIO's website or if other, where it can be found.
  - (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 the CIO.
- (4) Chairing of general meetings
- The person nominated as chair by the charity trustees under clause [19](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 the CIO who are present at a general meeting shall elect a chair to preside at the meeting.
- (5) Quorum at general meetings
- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
  - (b) Subject to the following provisions, the quorum for general meetings shall be ten members and must include any two charity trustees one of whom must either be the Chair, Vice chair, Treasurer

or Secretary. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.

- (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 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must [either be announced by the chair or] be notified to the CIO's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

- (a) Any decision other than one falling within clause [10(4)] (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting
- (b) Except where sub-clause (c) applies a resolution put to the vote of a meeting held only in person 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.
- (c) A resolution put to the vote of a meeting held electronically with or without members being present in person shall be decided by a poll.
- (d) A poll may be demanded by the chair or by at least 10% of the members present in person or electronically at the meeting.
- (e) Any poll demanded must be taken immediately and the result of the poll must be announced as soon as it is counted.
- (f) 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.
- (g) 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.

(7) Representation of organisations and corporate members

An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO.

The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO.

(8) 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 which could properly have been transacted at the original meeting.

## **12. Charity trustees**

### **(1) Functions and duties of charity trustees**

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
  - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and,
  - (ii) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

### **(2) Eligibility for trusteeship**

- (a) Every charity trustee must be a natural person and be a fully paid up member of the CIO.
- (b) No individual may be appointed as a charity trustee of the CIO:
  - (i) if he or she is under the age of 16 years; or
  - (ii) 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) At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the charity trustees, or appoint a new charity trustee.

### **(3) Number of charity trustees**

- (a) There must be at least four charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
- (b) The maximum number of charity trustees is 4 ex-officio charity trustees being the Chair, Vice Chair, Treasurer and Secretary and 1 charity trustee from each branch nominated by each branch. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

### **(4) First charity trustees**

The first charity trustees of the CIO are –

Simon Mills  
Peter Derbyshire

Maggie Norris  
Vanessa Woodford  
Others to be added

### **13. Appointment of charity trustees**

(1) Appointment term

All charity trustee appointments will normally be for a term of 3 years

(2) Rotation and replacement

- (a) At every annual general meeting of the members of the CIO, 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;
- (b) 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;
- (c) The vacancies in ex-officio charity trustees 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 (d) of this clause;
- (d) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause [15] (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause [12(3)b] on the number of charity trustees would not as a result be exceeded;
- (e) A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses (a) and (b) 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.

(3) Ex-officio charity trustees

- (a) The Chair, Vice Chair, Treasurer and Secretary of the CIO for the time being ("the office holders") shall automatically, by virtue of holding those offices ("ex officio"), be charity trustees
- (b) If unwilling to act as a charity trustee, the office holder[s] will resign from that office.

(4) Nominated charity trustees



- (a) Each branch ("the appointing body") must appoint 1 charity trustee.
- (b) All branch appointments of charity trustees must be made at a general meeting of each branch held according to branch rules.
- (c) The appointment will be effective from the later of:
  - (i) the date of the vacancy; or
  - (ii) the date on which the CIO is informed of the appointment.
- (d) The person appointed must be a paid up member of the appointing branch and CIO.
- (e) Any vacancies not filled at a general meeting of a branch may be filled as provided in sub-clause (2)(d) of this clause;
- (f) A trustee appointed by the appointing body or under sub-clause (e) of this clause has the same duty under Clause 12(1) as the other charity trustees to act in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

#### **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 rules and any amendments made to it; and
- (b) a copy of the CIO's latest Policies and Procedures of the CIO; and
- (c) a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

#### **15. Retirement and removal of charity trustees**

- (1) A charity trustee ceases to hold office if he or she:
  - (a) Ceases to be a member of the CIO;
  - (b) retires by notifying the CIO 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);
  - (c) 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;
  - (d) dies;
  - (e) in the written opinion, given to the CIO, 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;
  - (f) in the case that
    - (i) an ex-officio charity trustee is removed by the members of the CIO in accordance with sub-clause (2) of this clause; or
    - (ii) a branch appointed charity trustee is removed by the members of the branch in accordance with sub-clause (3) of this clause; or
  - (g) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) An ex-officio or a branch appointed 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.

- (3) A branch appointed charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the branch members called for that purpose and properly convened in accordance with their branch rules and the resolution is passed by a two-thirds majority of votes cast at the meeting
- (4) 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 the CIO.

## **16. Reappointment of charity trustees**

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment.

## **17. Taking of decisions by charity trustees**

Any decision may be taken either:

- (1) at a meeting of the charity trustees; or
- (2) by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that
  - (a) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
  - (b) the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within 21 days of the circulation date.

## **18. Delegation by charity trustees**

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
  - (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
  - (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
  - (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **19. Meetings and proceedings of charity trustees**

(1) Calling meetings

- (a) Any charity trustee may call a meeting of the charity trustees.
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The Chair of the CIO shall chair charity trustee meetings but 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.

(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 4 charity 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 person who chairs the meeting shall have a second or casting vote.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## 20. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- (d) for whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity

trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

## **21. Execution of documents**

- (1) The CIO shall execute documents either by signature or by affixing its seal (if it has one).
- (2) A document is validly executed by signature if it is signed by at least two of the charity trustees.
- (3) If the CIO has a seal:
  - (a) it must comply with the provisions of the General Regulations; and
  - (b) the seal must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two charity trustees.

## **22. Use of electronic communications**

- (1) General

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

- (2) To the CIO

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

- (3) By the CIO

- (a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- (b) The charity trustees must:
  - (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
  - (ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form

## **23. Keeping of Registers**

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and charity trustees subject to the laws relating to data protection.

## **24. Minutes**

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the charity trustees and committees of charity trustees including:
  - (a) the names of the trustees present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

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

- (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 account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- (2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

## **26. Rules**

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

## **27. Disputes**

If a dispute arises between members of the CIO 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.

## **28. Amendment of constitution**

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

- (1) This constitution can only be amended:
  - (a) by resolution agreed in writing by all members of the CIO; or
  - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- (2) Any alteration of the CIO's objects, of any provision of the CIO's constitution directing the application of property on its dissolution or any provision of the CIO's constitution where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed.

## 29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
  - (a) at a general meeting of the members of the CIO called in accordance with clause [11] (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 75% 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; or
  - (b) by a resolution agreed in writing by all members of the CIO.
- (2) Subject to the payment of all the CIO's debts:
  - (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
  - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
  - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and 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 the CIO;
    - (ii) a declaration by the charity trustees that any debts and other liabilities of the CIO 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 the CIO 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 the CIO, and to any charity trustee of the CIO who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## 30. Interpretation

In this constitution:

**“connected person”** means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee or member;
- (b) the spouse or civil partner of the charity trustee, member or of any person falling within sub-clause (a) above;

- (c) a person carrying on business in partnership with the charity trustee, member or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
  - (i) by the charity trustee, member 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, member 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.

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

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

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

The **“Communications Provisions”** means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.

**“charity trustee”** means a charity trustee of the CIO.

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

## **APPENDIX 2 – The Branches of the SBKA Charity**

Burnham & District  
Central  
Exmoor  
Frome & District  
Mendip  
Quantock  
Somerton & District  
South East  
South West  
Taunton & District  
Wedmore & Cheddar  
Yeovil & District



## **APPENDIX ? - History of Somerset Beekeepers Association**