Bee Improvement and Bee Breeders Association

Constitution

Adopted at the Annual General Meeting 10th April 2016

1. Commencement.

This Constitution shall operate immediately upon adoption and shall supersede all Constitutions previously in force.

2. Name.

The name of the Association shall be the *Bee Improvement and Bee Breeders Association (BIBBA),* hereinafter called the Association.

3. Objectives.

The objectives of the Association shall be the conservation, reintroduction, study, selection and improvement of native or near-native honeybees of Britain and Ireland.

4. Powers.

In furtherance of the said objectives but not further or otherwise the Association may:

(a) Promote and organize co-operation in the achievement of the said objectives locally, nationally and internationally and to that end may bring together or co-operate in conference with representatives of associations, organizations, government departments, statutory authorities and individuals engaged in the furtherance of same.

(b) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and to publish results thereof.

(c) Arrange and provide for or assist in arranging or participate in meetings, lectures, seminars, conferences, shows, exhibitions, training courses and other educational activities.

(d) Collect and disseminate information on all matters affecting the said objectives and exchange such information with other bodies having objects similar to some or all the objectives of the Association whether within or outside Britain and Ireland.

(e) Assist any charitable trusts, which may lawfully be assisted by the Association

(f) Procure to be written and print, publish, issue, electronically transmit or display and circulate gratuitously or otherwise such papers, bulletins,

newsletters, books, periodicals, pamphlets, programmes or such other documents or films as shall further the said objectives.

(g) Purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objectives and construct, maintain and alter any buildings or erections necessary for the work of the Association.

(h) Subject to such consent as may be required by law, sell, let, mortgage, turn to account all or any of the property or assets of the Association.

(i) Raise funds and invite and receive contributions from any person or persons whatsoever by way of grants-in-aid, subscription, donation, legacies or such other lawful means provided that the Association shall not undertake any permanent trading activities in raising funds for its charitable objectives; borrow money for the said objectives on such terms and on such security as shall be thought fit subject to such consent as may be required by law.

(j) Procure contributions to the Association by personal or written appeals, public meetings or otherwise.

(k) Invest the monies of the Association not immediately required for its objectives in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions as may for the time being be imposed or required by law.

(l) Do all such other lawful things as shall further the said objectives.

5. Number of members.

The number of members of the Association is unlimited.

6. Membership.

Any person shall be eligible for membership, but the Association may in its absolute discretion acting through the Central Committee and without having to give a reason, refuse to admit to membership any applicant whom they shall consider not to be a fit and proper person to be so admitted.

7. Membership application.

Application for membership shall be made in a manner approved by the Central Committee.

8. Undertaking to observe rules.

Every applicant for membership shall undertake to observe and be bound by the Constitution of ***BIBBA***.

9. Classes of members

There may be the following classes of members:

(a) Ordinary Member shall be any person of 18 years of age or over.

(b) Family Member shall be each person over 18 years of age and living at the same address as the Ordinary Member.

(c) Junior Member shall be any person under 18 years of age. Junior membership shall cease when the junior attains the age of 18 and shall be automatically and immediately amended to Ordinary membership with no further payment for the remainder of that year.

(d) Honorary Member shall be any person so admitted by the members present and voting on a proposition brought by the Central Committee at an Annual General Meeting who by reason of their position or their eminence in the field of apiculture or of their experience in matters relating to apiculture may appear to be able to render assistance or who have rendered assistance in promoting the objectives of the Association; such persons shall remain Honorary Members at the pleasure of the Association.

(e) Life Member shall be any person of 18 years of age and over who has paid the rate agreed by an Annual General Meeting up to and including 2007.

10. Benefits of membership.

Except as precluded herein members of whichever class shall be entitled to enjoy all the benefits and privileges which membership of the Association bestows.

Members will be encouraged to form local bee breeding groups of members & non-members who share the objectives of *BIBBA* in order to propagate native or near-native bees.

11. Subscriptions.

The members present and voting on a proposition brought by the Central Committee at an Annual General Meeting shall determine the subscription applicable to Ordinary members. Annual subscriptions shall be due on the 1st day of January in each year.

Honorary Members shall be exempt from the payment of subscriptions.

12. New member.

A person on admission shall forthwith pay the annual subscription for the current calendar year and may be required to pay a joining or re-joining fee. When admitted on or after the 1st October in any year such subscription shall be deemed to expire on the 31st December in the next following calendar year.

13. Penalty for non-payment.

A member whose annual subscription remains unpaid for a period of 3 months shall be deemed to have terminated his membership. No member shall be

entitled to vote at any meeting until his current annual subscription has been paid in full.

Honorary and Life Members shall contact the Secretary at least every 5 years. If such contact is not made, membership will deem to have been terminated.

14. Honorary Officers.

(a) The Association shall on the recommendation of the Central Committee elect a President to serve as an Officer of the Association. Any vacancy in this office shall be filled at the next Annual General Meeting.

(b) The Association at its Annual General Meeting shall elect from its membership the following Officers, namely Secretary and Treasurer.

(c) These appointments shall be for a term of one year. Each Officer shall be eligible for re-election.

(d) The President shall chair the Annual General Meeting and the first Central Committee meeting after the Annual General Meeting solely for the election of the Chairman and Deputy Chairman. In the absence of The President the Chairman or Deputy Chairman shall chair the AGM and the Secretary shall chair the first committee meeting until a Chairman is appointed.

(e) The Secretary together with the Chairman shall ensure that the administration of the Association is carried out in the most efficient manner in the interests of members of the Association and they shall ensure that the resolutions of the Central Committee and of the General Meetings of the Association are interpreted correctly and put into effect without delay. The Secretary will keep a permanent record of all Meetings.

(f) The Treasurer in accordance with the requirements of the Charity Commissioners shall keep adequate accounts and records of the Association's financial and contractual transactions and shall keep the Trustees advised on all matters of finance and maintain a list of assets and their location.

(g) The President, Chairman, Deputy Chairman, Secretary and the Treasurer shall be *ex-officio* members of all sub-committees.

15. Central Committee.

(a) The management of the Association shall be vested in a Central Committee comprising the Officers of the Association together with 12 persons elected annually by the Association at its Annual General Meeting from its membership and who shall be eligible for re-election.

The Officers and committee members shall previously have stated their willingness to act as Charity Trustees.

(b) The Central Committee as Charity Trustees has control of the Association and its property and funds.

(c) At its first meeting following the Annual General Meeting the Central Committee shall elect a Chairman from among their number. Such person shall be eligible for re-election but shall not be eligible to serve as Chairman for more than 3 consecutive years.

(d) At its first meeting following the Annual General Meeting the Central Committee may elect a Deputy Chairman from among their number. Such person shall be eligible for re-election but shall not be eligible to serve as Deputy Chairman for more than 3 consecutive years.

(e) The Central Committee shall meet at such times as deemed necessary. The Chairman shall call a meeting at any time whenever business of an urgent nature shall so require or when any 3 members of the Central Committee shall by notice in writing require him to call a meeting within 10 days after receipt by him of such notice stating the general nature of the business to be transacted. All members of the Central Committee shall be given not less than 7 days notice in writing of all Central Committee meetings together with an agenda of the business to be conducted thereat.

(f) The attendance record of all members at Central Committee meetings shall be recorded in the Annual Report.

(g) Executive members are not empowered to appoint deputies to the Central Committee.

(h) No employee of the Association shall be a member of the Central Committee but they may be invited to attend meetings in a non-voting advisory capacity.

16. <u>Nominations & Propositions.</u>

Nominations from members of the Association for either Officers or members of the Central Committee must be in writing signed by a proposer and seconder and must be in the hands of the Secretary up to and including the date of the Annual General Meeting. Should nominations exceed vacancies elections shall be by secret ballot at the Annual General Meeting. Every member who is not disentitled to vote by virtue of the provisions of Clause 13 shall be eligible to stand for election and/or act as a proposer or seconder.

Proposition for submission to the Annual General Meeting must be in writing, seconded and in the hands of the Secretary at least 2 calendar months before the date of the meeting.

17. <u>Powers of the Central Committee.</u>

The Central Committee shall have the power to:

(a) Fill casual vacancies except as precluded by Clause 14(a) arising among the Officers or on the Central Committee from the membership of the Association. Such appointments shall expire at the next Annual General Meeting.

(b) Co-opt up to 3 additional non-voting members as deemed necessary to serve on the Central Committee. Co-options shall expire with the election of a new Central Committee or on the completion of the work of such co-opted members whichever is sooner.

(c) Appoint sub-committees as may be deemed necessary provided that all acts and decisions of any sub-committee appointed shall be reported back to the Central Committee as soon as possible. The Central Committee shall determine the terms of reference, duration and responsibilities of such sub-committees and the time in which they shall report. Sub-committees shall have a Convenor appointed by the Central Committee. Subject to the approval of the Central Committee a sub-committee may co-opt persons having special knowledge or experience who need not necessarily be members of the Association subject to the number of co-options not exceeding a half membership of the sub-committee.

(d) Approve or reject applications for membership and for good and sufficient reason terminate the membership of any member provided that the member concerned shall have a right to be heard accompanied by a friend by the said Central Committee before a final decision is made.

(e) Prepare any propositions to be brought to the Annual General Meeting.

(f) Appoint from among their number members to represent the Association on bodies and organizations to which the Association is affiliated or otherwise and determine the terms of reference of such persons.

(g) Appoint as non-voting members representatives from national beekeeping organizations.

(h) Appoint as deemed necessary from among their number posts of responsibility and make such other appointments from among their number as deemed fit.

(i) Appoint staff and determine their remuneration.

(j) Appoint or determine the appointment of one or more custodian trustees or Trust Corporation of not less than 3 persons to act as trustees for the purpose of holding any monies or property belonging to the Association.

(k) Determine except as precluded herein the date, time and place of meetings of the Association.

18. <u>Eligibility of Trustees to serve.</u>

A Trustee shall cease to hold office if he:

18.1 is disqualified from acting as a Trustee by virtue of Section 72 of the Charities Act 1993 or any statutory re-enactment or modification of that provision;
18.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

18.3 is absent from 3 consecutive Central Association meetings unless his absence is caused by illness or circumstances that in the opinion of the Central Committee justifies his absence;
18.4 notifies ***BIBBA*** of his wish to resign.

19. General Meetings.

The General Meetings of the Association shall be as follows, namely the Annual General Meeting and Special General Meeting.

(a) The Annual General Meeting of the Association shall be held in March or as soon thereafter as practicable provided that every such meeting shall be held not more than 15 months after the date on which such preceding meeting was held.

At the Annual General Meeting the members shall receive the Trustees Annual Report and Accounts, and receive a budget for the coming year, elect the Officers of the Association and the Members of the Central Committee; determine the subscription rate for the next financial year; appoint an auditor or independent examiner for the Association where required; consider motions.

(b) A Special General Meeting of members may be called at any time at the discretion of the Central Committee for any specific purpose relating to the direction and management of the affairs of the Association other than such business as shall be dealt with at the Annual General Meeting. The Central Committee shall at all times call such a meeting on a requisition received by the Secretary of the Association in writing signed either by 5 members of the Central Committee or by 20 members entitled to vote thereat, stating the purpose for which such meeting is required - no other business shall be transacted thereat. All meetings convened by requisitions shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Central Committee.

Any reasonable expenses incurred by the requisitionists by reason of the failure of the Central Committee duly to convene a meeting shall be repaid to the requisitionists by the Association.

20. Notice of General Meetings.

Not less than 21 days notice in the case of Annual General Meetings and 14 days notice in the case of Special General Meetings, specifying the place and the hour of the meeting and in the case of special business the purpose of such business shall be given in the manner hereinafter mentioned.

The accidental omission to give notice of a meeting to, or the non-receipt by, any member shall not invalidate any resolution passed or the proceedings held at any meeting.

21. Quorums.

No business shall be transacted at any General Meeting or Central Committee Meeting unless a quorum is present when the meeting proceeds to business.

For all purposes the quorum at a General Meeting shall be 20 members. The quorum at a Central Committee Meeting shall be five and include at least one Officer.

22. Adjournment.

If within half-an-hour from the time appointed for holding of any meeting a quorum is not present the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned for 14 days at the same time and place or such time and place as the Chairman shall appoint and if at such adjourned meeting a quorum is not present within half-an-hour from the time appointed for holding such meeting the members present shall form a quorum.

23. Notice of adjournment.

The Chairman may with the consent of any meeting at which a quorum is present adjourn a meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as notice of the original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

24. Chairman.

The President of the Association shall chair every General Meeting. If at any meeting he shall not be present within 15 minutes after the time appointed for holding the same, or he shall not be desirous of presiding, the Chairman of the Central Committee shall preside or a member of the Central Committee chosen by members present shall preside. If no member of the Central Committee be present, or all members of the Central Committee present decline to take the chair, the members shall choose one of their number to be Chairman.

25. Mode of deciding propositions.

At all General Meetings a motion put to the vote of the meeting shall except as herein otherwise provided be decided by a simple majority on a show of hands, unless before or on the declaration of the result of a show of hands a ballot be demanded by the Chairman (whether as an individual member or as representing the Central Committee) or by at least 5 members present and entitled to vote. Unless a ballot be so demanded an actual count of hands for or against the motion shall be taken and the Chairman of the meeting shall announce the number of votes cast and that the motion has been carried or lost. Such announcement shall be of the number present and the votes cast and an entry shall be recorded in the minute book of the Association and shall be conclusive evidence thereof without proof of the proportion of the votes recorded in favour of or against such motion.

A motion put to the vote at a Central Committee meeting shall be decided by a simple majority on a show of hands, but a ballot of the members present shall be taken on demand of 3 members present and entitled to vote.

26. Ballots.

(a) A ballot shall be taken by means of voting papers distributed to all members personally present and entitled to vote at a General Meeting.

At least 2 tellers shall be appointed. The tellers shall report to the Chairman of the meeting the total number of voting papers received, the number rejected and the grounds for rejection, the total number of votes cast in favour of each candidate or the total number of votes cast for or against a proposition.

27. Chairman's casting vote.

In the case of equality of votes, either on a show of hands or at ballot, the Chairman of any meeting shall be entitled to a further casting vote.

28. Votes of members.

Every member who is not disentitled to vote by virtue of the provisions of Clause 13, whether on a show of hands or upon a ballot, be entitled to one vote on any item to be decided at any meeting.

29. Minutes.

The Central Committee shall cause proper minutes to be made of the proceedings of all Central Committee meetings and General Meetings of the Association and all business transacted at such meetings and such minutes of any meetings if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be conclusive evidence without further proof of the facts stated therein.

30. Expenses of committee members.

Every member of the Central Committee or any sub-committee thereof shall be entitled to be indemnified by the Association against all reasonable costs, charges and expenses incurred by him out of and in the course of the execution and discharge of his duties always provided that all such expenditure has received the prior approval of the Central Committee.

31. Notice to members.

(a) Notice may be served by the Association upon any member either personally or by sending it prepaid through the post addressed to his last known address or by receipted e-mail to the last known electronic address.

(b) Any notice, if served through the post, shall be deemed to have been served on the expiration of 48 hours after the envelope containing it was posted and in providing such service it shall be sufficient to prove that the notice was properly addressed, prepaid and posted.

32. Affiliation.

The Association may accept affiliation by or affiliate to any independent self-governing organization as the members present and voting at a General Meeting of the Association deem fit.

33. Finance.

(a) All bank accounts shall be in the name of the Association.

(b) Payments on the Association's Bankers shall be authorised by a minimum of 2 Trustees or as determined by the Central Committee.

(c) All monies which may be received from time to time for or on behalf of the Association by any Officer or other representative of the Association shall be remitted forthwith to the Treasurer or to the Association's bankers.

(d) The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects and purposes of the Association as set forth herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonuses or otherwise, howsoever, by way of profit, to any member of the Association provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any appointed Officer or servant of the Association or to any member of the Association, not being a member of the Central Committee, in return for services actually rendered to the Association or the repayment of reasonable out-of-pocket expenses.

34. Association financial year.

The Association's financial year shall be from the 1st day of January to the following 31st day of December. The accounts of the Association shall be audited or independently examined or as required by the Charity Commissioners.

35. Alterations to the Constitution.

Alterations to this Constitution shall require the assent of two-thirds of the members present and voting at a General Meeting. A proposition for the alteration of the Constitution must be received by the Secretary of ***BIBBA*** at least 2 calendar months before the meeting at which the proposition is to be brought forward. At least 14 days notice of such a meeting must be given by the Secretary to the members and must include notice of the alteration proposed. Provided that no alteration shall be made to Clause 3 (Objectives), Clause 36 (Dissolution) or this clause, until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained; and no alteration shall be made which would have the effect of causing ***BIBBA*** to cease to be a charity at law.

36. Dissolution.

The Association may be dissolved by a proposition passed by a two-thirds majority of those present and voting at a Special General Meeting convened for the purpose of which 21 days notice shall have been given to the members. Such proposition may give instruction for the disposal of any assets held by or in the name of the Association provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed to the members of the Association but shall be given or transferred either to such other charitable institution or institutions having objects similar to some or all of the objectives of the Association as the Association shall determine or to the *British Beekeepers Association* (Charity Number 212025) to hold on trust to advance the breeding and selection of honeybees and if and in so far as effect cannot be given to this provision then to some other charitable purpose.

37. Defect in appointment.

All acts *bona fide* done by any meeting of the Association or of any committee of the Association or by any person acting as a member of the Association, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such committee or any such person or members acting as aforesaid or that any of them were not qualified at the time of their appointment or had become disqualified shall be as valid as if such committee or person or member of the Association had been duly appointed and was qualified to act.

38. Interpretation.

The interpretation of this Constitution shall be the responsibility of the Central Committee.

39. Definitions.

In this Constitution unless inconsistent with the subject or context, words importing the singular number only shall include the plural number and *vice versa*, words importing the masculine gender only shall include the feminine gender and words importing persons shall include unincorporated and incorporated bodies.