

56th Annual General Meeting

Notice is hereby given that the Annual General Meeting of BIBBA will be held by
Zoom Sunday 21st March at 16.00 (4.00pm)

YOU MUST REGISTER IN ADVANCE TO ENABLE VOTING

https://zoom.us/webinar/register/WN_DwJ0lga5RjG-r4SEPxNOOg

Agenda

1. President's opening remarks.
2. Apologies for absence.
3. Minutes of last AGM
4. Matters arising from the minutes.
5. Trustees' Report for year ending 31st December 2020 and questions from the membership
6. Accounts for year ending 31st December 2020 and questions from the membership
7. 2021 Budget & 2022 Subscription Rates.
8. Appointment of independent examiners
9. Propositions (Executive):
 - 1) "that the constitution be amended to increase the maximum number of committee members from 12 to 15 (plus the three officers) as follows:

Section 18 (1) to become:
The Association at a general meeting shall elect the Officers and up to 15 other Trustees.
Section 20 (2) to become:
The committee can co-opt Trustees up to the maximum number of 3 Officers and 15 other Trustees as permitted by Clause 18."
 - 2) "that the Executive Committee investigate the possible conversion of the charity from unincorporated status to Charitable Incorporated Organisation and, if thought advantageous, prepare a new draft constitution subject to final approval by the membership"
10. Election of Officers. –
President - Two Nominations

Roger Patterson, Proposed Karl Colyer, Seconded Nick Mawby
Nick Bentham-Green, Proposed Terry Hitchman, Seconded Liz Childerley

Secretary (proposed by committee – Stephen Barnes)
Treasurer (proposed by committee – Alla Neal)
11. Election of Trustees. (12 Vacancies)

Standing for re-election
Nick Bentham-Green, Iain Harley, Terry Hitchman, Peter Jenkins, Nick Mawby, Roger Patterson, Jo Widdicombe

Standing for election (having been co-opted by committee during the year)
Jonathan Brookhouse, Liz Childerley, Brian Holdcroft, Selwyn Runnett, Richard Senior.
12. Presentation of new BIBBA logo- Liz Childerley
13. Questions and Suggestions from the membership (submitted in advance or via Zoom Q&A)

CANDIDATES NOMINATED FOR THE OFFICE OF PRESIDENT

Statement by **Nick Bentham-Green** (proposer Terry Hitchman, seconder Liz Childerley)

We keep bees in turbulent times, when threats - new and old - seem to march forward without giving us time to adjust. Some we are familiar with and some brought about by Brexit. Our approach to living a sustainable life now feeds into our beekeeping and yet we are faced with the threat of disease and pests brought into our country by foul means, not fair.

In the last year BIBBA has seen a near 50% increase in its membership and I believe this indicates that as a body of beekeepers, as an organisation, BIBBA is going through significant change for the better. We have the potential to be a broader church than we once were and speak from a place of knowledge and authority, but with humility.

We need to be prepared to adapt, be flexible and responsive to this change. We need to 'break bread' with the like-minded and our protagonists to find common ground. We need to call on all our influential contacts, be they bee keepers, ministers or members of the public, so that they can help us raise awareness and tell our story. For the sake of our Native bee. To achieve our aims, we need to reach out and be inclusive, not insular.

Along with my colleagues, I have been working behind the scenes to launch the NatBIP – it is essential we maintain the momentum and don't get side-tracked. It is essential that this programme is supported by vision and ambition and a 'can do' attitude.

Using my experience of 30 plus years as an officer in the Royal Marines, in being the co-founder and Chair of the immensely successful B4, as a past Chair of BIBBA, having brought about the BIBBA 5yr Vision and Strategy, having close links with the MOD, with Duchy, and with Royal Estates (in order to get Native bees established on their land). I will serve as a positive force for good. I understand fully and respect the role that the media and marketing play in our future success and welcome the recent changes to our brand that represent an organisation that stands shoulder-to-shoulder with others with similar purpose.

Our time is now – however, if we always do what we've always done, we will wither on the vine.

We have one chance to bring about the change we want – to embrace partners & influencers; to welcome and encourage mainstream beekeepers to support NatBIP; to have impact through a strategic marketing programme and the education of beekeepers. We've made a great start but there is much still to achieve.

I believe I have the attributes, skills, experience, track-record and mindset to embrace this change on behalf of all of our members and I would welcome your mandate to be a fresh, new, inclusive, and persuasive spokesperson as President of BIBBA.

Statement in support of **Roger Patterson** by proposer Karl Colyer, seconder Nick Mawby

When Jo announced he would not seek re-election, I considered all reasonable potential possibilities for the role and consistently came back to Roger as the strongest candidate. Rather than compare Roger to others, my nomination is based wholly on Roger's strengths and contribution to BIBBA, beekeeping and the craft in general. Such strengths include, but are not limited to:

1. Roger has been a massive catalyst for sustainable beekeeping, queen rearing and bee improvement with his educational events. In 2019, he personally delivered over at least a whole day's training to over 1,500 people around the country. This involved 19 days of presentations and countless miles of travels and staying away from home.
2. Roger has trailblazed the webinar route, prolifically producing a whole range of webinars which will be a legacy educational asset for BIBBA members for many years to come. His 57 years of beekeeping experience and learnings drawn from visiting apiaries and hives around the UK, in Europe, USA and Canada brings an international context to his thinking which also reinforces the importance of the best route forward for UK beekeeping.
3. Roger has a published book to his name. He also has three or four books close to publishing. As a key player on the publishing committee, he has yet another title nearly ready for publishing and a whole string of potential titles to follow.
4. Roger is recognised nationally. He organises the speakers for the NHS and has a large network of practical beekeepers, experts, scientists etc. As President of BIBBA, Roger can coordinate with this network to raise BIBBA's profile and work collaboratively wherever possible.
5. Roger always puts BIBBA business and meetings above all other commitments.
6. Roger's experience of many years as local BKA chair, a director at BDI and a former committee member of BBKA gives him a solid grounding of constitution, decision making, voting, etc protocols.
7. Roger's attendance at BIBBA meetings, events etc has been utterly consistent and an absence is an extremely rare occurrence.
8. Roger is a keynote speaker nationally and regularly draws large audiences. He always promotes local bees, sustainable beekeeping and simple/low-cost ways to increase/maintain stocks.
9. Roger is an excellent communicator. In my role as chair, he fully supported me with phone calls, emails and an almost endless volunteering to relieve/share the workload on the chair position. He is a proactive and regular communicator. This is something key in the Presidential role as a gentle nudge or suggestion can help keep everybody working together on the whole range of initiatives that BIBBA is and could be doing.
10. Roger is proactive. He suggests ideas, gets collective buy-in and helps to make things happen. He very rarely delegates things to others if a deadline passes and/or the action is not being progressed to a suitable standard. The Presidential role is one that helps BIBBA clarify its position; for BIBBA to say what it does and do what it says.

The BIBBA Committee are proposing a change to the constitution to allow an increase in the size of the committee. As you will be aware, BIBBA has seen a steady rise in membership over the last few years and, in fact, during 2020 it increased by around 40% to nearly 800.

It is felt that to allow good representation of its membership and to facilitate further sharing of the workload the maximum number of Trustees should be increased from 15 to 18 (3 officers plus 15 other trustees). Membership has increased from all parts of Britain and Ireland, as has the number of women members. We hope these groups will be adequately represented on the committee in the future and this increase in committee size will make this more easily achievable.

There were some concerns that a larger committee may be more unwieldy and that taking decisions would become more time consuming and difficult but, overall, it was felt the advantages outweighed the disadvantages. As BIBBA expands in the future a larger committee should provide more stability for the organisation.

Meetings have been held by online conferencing, which not only reduces costs, but also allows committee members to easily participate wherever they may live. We are now in a position to have representatives on the committee from all of the traditional BIBBA areas, and it is to be hoped that we will see this in the future.

The following amendments are proposed by the committee:

18. Appointments of Trustees at annual general meetings

- (1) The Association at a general meeting shall elect the Officers and up to 15* other Trustees.

20. Appointment of Trustees through co-option

- (1) The Trustees may appoint, by co-option, any member of the Association who is willing to serve on the committee, as an Officer or other Trustee, with full voting rights.
- (2) The committee can co-opt Trustees up to the maximum number of 3 Officers and 15* other Trustees as permitted by Clause 18.

*[Up from 12]

It should be noted that the committee will still be able to appoint volunteers, advisors or guests to attend committee meetings, under Section 21, but these attendees will not be trustees or have voting rights.

BIBBA AGM 21st March 2020

Changing Our Legal Structure

What is Our Current Legal Structure?

Currently, BIBBA is an *unincorporated* charity. An unincorporated charity is simply a membership organisation which has a Constitution, charitable objects, and is registered with the Charity Commission. An unincorporated charity is, in legal terms, a collection of individuals. Any debts or obligations are the responsibility of the Trustees.

Why Should We Change?

The main disadvantage of an unincorporated charity is that it cannot enter into contracts or own property in its own right. Contracts or property ownership can only be through the Trustees as named individuals. Those individuals are then personally liable under those contracts. This is an unfair burden to place on a small group of individuals.

The current Trustees are looking to expand the activities of BIBBA to make it a more effective organisation. This will involve the management of intellectual property and may, in the future, also involve the acquisition of physical property including equipment and land/buildings. In addition, in the future it may want to employ staff. All these activities involve substantial legal obligations. There is also a need for BIBBA to defend and enforce its rights in relation to copyright and ownership of other intellectual property. At present, this can only be done by the Trustees as individuals which would result in cumbersome and expensive legal procedures.

There is also the question of what happens if someone decides to sue the Association, for whatever reason. The legal situation can be difficult to establish but most advice is that the liability would rest with the Trustees individually. Even though the Trustees are covered by an insurance policy, this still makes an unincorporated charity a risky proposition for those individuals who are Trustees.

At one stage, society generally was less prone to look for compensation and to sue others, especially those acting in a voluntary capacity. This means it is becoming increasingly necessary to look at the option of incorporation. This is the route down which the BBKA has gone along with an increasing number of beekeeping associations.

What is Incorporation?

Incorporation is a process through which an organisation goes from being a collection of individuals (in the eyes of the Law), to a single entity which is separate legally from the individuals involved.

An incorporated organisation has 'legal personality', which means it can enter into contracts, buy or lease property, and even employ staff. Any debts or obligations belong to the organisation, rather than the individuals running it. This gives the Trustees some protection, although they still have liability for debts caused by negligence or poor financial management.

A Charitable Incorporated Organisation (CIO): the Way Forward

The current Trustees feel that the optimum solution for BIBBA is to incorporate. CIOs provide a means for charities to incorporate and gain the benefits currently available to companies without the burden of dual regulation by both the Charity Commission and Companies House. CIOs are administered by the Charity Commission which has sole responsibility for their formation and registration. In relation to administration there are other advantages. Smaller CIOs are able to prepare receipts and payments

accounts. Accounts and Annual Returns will only need to be filed with the Charity Commission and there are currently no filing fees or late filing penalties.

Some Advantages and Drawbacks of Converting to a CIO

Advantages

- An incorporated structure that is governed solely by Charity Law and registered with the Charity Commission;
- Single registration - CIOs only need to register with the Charity Commission and do not need to bother with Companies House;
- Simplified reporting - CIOs only need to prepare and submit Accounts and Annual Returns to the Charity Commission and do not have to complete a separate Annual Return for Companies House;
- Simplified filing - CIOs only have to supply a more limited range of information to the Charity Commission at lower cost;
- Simplified Constitution - CIOs are given certain statutory powers which cover a number of matters which would otherwise have to be spelled out more fully in a comprehensive Constitution;
- Greater flexibility - although there are certain regulatory requirements stipulating the contents of a CIO's Constitution, overall there is slightly more flexibility for CIOs to establish their own governance procedures;
- Simplified mergers - the Charities Act 2006 introduced various provisions intended to simplify the merger and restructuring of CIOs which are not available to other types of charity;
- Clear duties - the Regulations governing CIOs set out clear duties for Trustees and Members; and
- Limited liability for Trustees.

Drawbacks

- Although CIOs are not supposed to fall within the Companies Act regime in practice, as incorporated bodies, CIO may in time find themselves subject to many of the same Regulations as Companies;
- As with an unincorporated charity, a CIO will have no way to offer a debenture or secured charge over its assets as a security for any borrowing. This means that if a CIO wishes to borrow money, the individual Trustees may be called upon to give a personal guarantee, which defeats the purpose of operating through an incorporated entity.

The Conversion Process

There is no conversion process set out in the Charities Act 2011 nor in any other Regulations for unincorporated associations or charitable trusts. The process would be as follows:

- Register a new CIO;
- Transfer the assets, liabilities and undertakings of the unincorporated charity to the CIO and settle any liabilities. The agreement of creditors or counterparties to make such a transfer will be required;
- Close down the unincorporated charity in accordance with the provisions contained in its governing document; and
- Apply to the Charity Commission to have the unincorporated charity removed from the Register of Charities.