



# **The Warwickshire Beekeepers' Association**

**A registered unincorporated Charity number 500276**

## **Constitution**



# Part 1

## 1. Adoption of the Constitution

The Charity and its property will be administered and managed in accordance with the provisions in Parts 1, 2 and 3 of this Constitution.

*Part 1 covers the purposes of the Charity and how its money and other property can be used. It also contains the powers to change the Constitution and wind the charity up. The provisions in part 1 can only be changed by a 2/3 majority of members present and voting at a General meeting*

## 2. Name

The Charity's name is:

**The Warwickshire Beekeepers' Association**

and in this document it is called **The Charity**.

## 3. Objects

The Charity's objects ('the objects') are:

**To promote and further the craft of beekeeping and also to advance the education of the public in the importance of bees in the environment.**

## 4. Affiliation

The Charity is affiliated to the British Beekeepers Association (BBKA) as an Area Association Member (AAM), and is a member of Bee Disease Insurance Ltd (BDI) a registered Benefit Society.

## 5. Application of income and property

- 1) The income and property of the Charity shall be applied solely towards the promotion of the objects.
  - (a) a Charity Trustee is entitled to be reimbursed from the property of the Charity for reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
  - (b) a Charity Trustee may benefit from Trustee Indemnity Insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities act 2011
- 2) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity.



## 6. Benefits and payments to Charity Trustees and connected persons

No Charity Trustee or connected person may:

- (a) buy or receive any goods or services from the Charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from the Charity; except for Honoraria agreed at a General Meeting
- (d) receive any other financial benefit from the Charity;

unless the benefit is permitted by resolution passed by the Trustees, or authorised by the Court or the Charity Commission ('the Commission'). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

## 7. Dissolution

1. If the members resolve to dissolve the Charity, the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause, and clause 23; 1,2 and 3 reference 'Holding Custodians'
2. The Trustees must identify and take control of all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
3. The Trustees must apply any remaining property or money:
  - (a) directly for the objects;
  - (b) by transfer to any charity or charities for purposes the same as or similar to the Charity;
  - (c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
4. The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity. The Trustees must comply with the resolution if it is consistent with (a) – (c) inclusive in sub-clause 3. above.
5. In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).
6. The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity's final accounts.

## 8. Amendment of the Constitution

1. The Charity may amend any provision contained in Part 1 of this Constitution provided that:
  - (a) no amendment may be made that would have the effect of making the Charity cease to be a Charity at law;
  - (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the Charity;
  - (c) no amendment may be made to clauses 3, 4 or 5 without the prior written consent of the Charity Commission;
  - (d) any resolution to amend a provision of Part 1 of this Constitution is passed by not less than two thirds of the members present and voting at a General Meeting.
2. Any provision contained in Part 2 of this Constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a General Meeting. Any such amendment to be annexed to this Constitution in part 4
3. A copy of any resolution amending this Constitution shall be sent to the Charity Commission within twenty-one days of it being passed.



## Part 2

***Part 2 sets out the administrative provisions including membership, the appointment and powers of Charity Trustees in running the Charity, members and Trustee meetings. It also contains the powers to change part 2 of the Constitution by a simple majority of the members present and voting at a General Meeting***

### 9. Membership

1. Membership of the Charity shall consist of those classes of members as set out in the Constitution of the BBKA, and is conditional on payment to the Charity.
2. The membership of the Charity shall be organised into Branches. The Trustees must keep an up-to-date register of the names and addresses of the membership, and these details may be made available to other parties agreed by the Trustees. An individual can only become a member of the Charity by joining a Branch. The business of the Branches shall be conducted in accordance with the rules as defined in part 3 of this Constitution.
3. Requests for a new Branch to join the Charity must be submitted to the Trustees for consideration, and voted on at a General Meeting.

### 10. Organisation

The Business of the Charity shall be conducted by the Trustees, who shall be elected at the Annual General Meeting (AGM) and shall consist of the following: Chairman, Honorary Secretary, Honorary Treasurer (referred to herein as the Executive Officers) together with the President, the immediate past Chairman (during the first year of office of the current Chairman), the Chairman- elect (during the second year of office of the current Chairman) and at least one and up to two elected Trustees from each Branch.

The following conditions apply:

1. Any person may be elected by resolution at a General Meeting (AGM/SGM) of the Charity to the office of President of the Charity. The President shall normally hold office for a period of five years, and shall not be eligible for re-election. On completion of his/her term, they shall be elected as Vice President of the Charity. The office of Vice President includes Honorary Life Membership.
2. The Chair shall hold office for a period of two years and not be eligible for immediate re-election; other officers are elected for a period of one year, and are eligible for re-election.
3. Trustees other than the president and executive officers shall normally hold office for a continuous maximum period of 5 years, and shall not normally be eligible for immediate re-election.
4. In the event of an office falling vacant, the Trustees shall have the power to appoint a Member to fill the vacancy. The Member so appointed shall hold office until the next AGM and shall then be eligible for election.
5. The Trustees shall have the power to appoint and dissolve sub-committees of members for such purpose as it may consider desirable. Sub- committees shall report to the Trustees.
6. Members may be appointed Delegates to attend such meetings of other bodies as the Trustees may from time to time decide. Delegates shall act in accordance with the instructions of the Trustees.
7. A Trustee must be a member of the Charity
8. No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of clause 16.
9. A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees
10. In recognition of services to the Charity, any member may be elected an Honorary Life Member of the Charity by resolution proposed by the Trustees and carried by a two-thirds majority at a General Meeting of the Charity. An Honorary Life Member shall normally be a full member, but any person elected or proposed to be elected with this rule who does not own or manage bees may choose to become an Honorary Associate Member (see part 3



clause 5) at any time by notice in writing to the Honorary Treasurer. That Choice may be reversed at any time in like manner.

## 11. General provisions concerning the Constitution

1. This Constitution may be amended only by a General Meeting of the Charity, and in accordance with clause 8. Amendments shall be effective at the termination of the meeting at which they are decided, except that amendments relating to the financial matters shall take effect at the end of the financial year in which they are decided
2. No amendment of Part 2 shall become effective unless approved by the Court of the Charity Commissioners, or other authority having jurisdiction under the Charities act 1960 or amending legislation relevant to Charitable status

## 12. Termination of membership

Membership is terminated if:

1. The Member dies.
2. The Member resigns by written notice to the Charity unless, after the resignation, there would be less than two members.
3. Any sum due from the Member to the Charity is not paid in full within three months of it falling due.
4. The Member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a Member from membership may only be passed if:
  - (a) the Member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the Member or, at the option of the Member, the Member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.
5. The Charity will notify BBKA of any Member who is to be removed from the membership, and their details will be amended by the Charity on its database.

## 13. General meetings

The Charity must approve this Constitution (and any amendments) at a General Meeting.

1. An Annual General Meeting must be held each year and not more than fifteen months may elapse between successive Annual General Meetings.

The business of the meeting shall include, but shall not be limited to:

  - (a) the receipt and consideration of reports and the accounts for the previous year
  - (b) the election of officers, delegates, Trustees and Honorary life members in accordance with clause 10.10)
  - (c) the appointment of an Independent Examiner
  - (d) the determination of Charity capitation fees payable by classes of members for the next financial year
  - (e) the determination of the amount of payment of honoraria for the next financial year
  - (f) consideration of any proposal or other matter of which due notice has been given in accordance with sub-clause 8 below
2. All General Meetings other than Annual General Meetings (AGM) shall be called Special General Meetings (SGM).
3. The minimum period of notice required to hold any General Meeting of the Charity is twenty-eight days from the date on which the notice is deemed to have been given.



4. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.
5. The notice must be given to all the members in accordance with clause 25
6. The Trustees may call a Special General Meeting at any time.
7. The Trustees must call a Special General Meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a Special General Meeting, but in doing so they must comply with the provisions of this Constitution.
8. Any member wishing to make any proposal, or raise any other matter for discussion at a General Meeting shall give written notice thereof to the Honorary Secretary no later than 14 days preceding the date of the General meeting. In the case of a proposal, this shall be signed by the proposer, and countersigned by the member seconding the proposal. This proposal will be included in the Agenda and submitted at least 7 days prior to the meeting. This rule shall not preclude the amendment of any proposal already submitted for discussion in the course of the General Meeting.
9. No business shall be transacted at any General Meeting unless a quorum is present.
10. A quorum is 25 members or 20% of the membership (whichever is the smaller) entitled to vote upon the business to be conducted at the meeting.
11. If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine.
12. The Trustees must re-convene the meeting and must give at least fourteen clear days' notice of the re-convened meeting stating the date time and place of the meeting.
13. If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting, the members present at that time shall constitute the quorum for that meeting

## 14. Vote

Members registered with the BBKA (other than junior members) through the Charity shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

## 15. Powers of Trustees

1. The Trustees must manage the business of the Charity and have the following powers in order to further the objects (but not for any other purpose):
  - (a) to raise funds. In doing so, the Trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - (b) to buy, take on lease or, in exchange hire or otherwise acquire any property (including land) and to maintain and equip it for use;
  - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
  - (d) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (e) to establish or support any charitable trusts, Charity or institution formed for any of the charitable purposes included in the objects;



- (f) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (g) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
  - (h) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds 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;
  - (i) to do all such other lawful things as are necessary for the achievement of the objects.
2. No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
  3. Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

## 16. Disqualification and removal of a Trustee

A Trustee shall cease to hold office if he or she:

1. Is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
2. Ceases to be a Member of the Charity;
3. In the written opinion, given to the Charity, 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 six months;
4. Resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
5. Is absent without the permission of the Trustees from all their meetings held within a period of 2 consecutive Trustee meetings and the Trustees resolve that his or her office be vacated.

## 17. Trustee Meetings

1. The Trustees will meet at least 3 times each year. Not less than 14 days' notice of any meeting shall be given, together with a copy of the agenda and any relevant documentation.
2. Ten Trustees, including at least one Trustee from half the number of Branches, shall form a Quorum. At any meeting of the Trustees, each Trustee shall have one vote. If necessary, the Chairman of the meeting shall be entitled to a casting vote
3. The accidental omission to notify any Trustee in accordance rule 17.1 shall not invalidate any meeting providing that due notice has been given to the Trustees in general conformity with the rules
4. The Trustees may regulate their proceedings as they think fit, subject to the provisions of this Constitution.
5. One of the Executive Officers must call a meeting of the Trustees if requested to do so by a minimum of 4 Trustees.
6. Proposals arising at a meeting must be decided by a majority of votes.
7. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
8. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
9. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling Trustee vacancies or of calling a General Meeting.
10. The person elected as the Chair shall chair meetings of the Trustees.

If the Chair is unwilling or unable to chair the meeting, the Trustees present may appoint one of their number to chair that meeting



11. The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the Trustees.
12. Each Trustee shall have one vote, but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

## 18. Conflicts of interests and conflicts of loyalties

A 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 Charity or in any transaction or arrangement entered into by the Charity which has not been previously declared; and
2. Absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

Any 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 Trustees on the matter.

## 19. Saving provisions

This section refers to the on-going validity of decisions made by the Trustees when it is subsequently established that a Trustee was ineligible to vote on the matter.

1. Subject to sub-clause 2. of this clause, all decisions of the Trustees, or of a committee of the Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
  - (a) who is disqualified from holding office;
  - (b) who had previously retired or who had been obliged by this Constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

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

2. Sub-clause 1. of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for sub-clause 1., the resolution would have been void, or if the Trustee has not complied with clause 18 (Conflicts of interests and conflicts of loyalties).

## 20. Irregularities in proceedings

1. Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a 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 interests or otherwise;

if, without:

- (d) the vote of that Trustee; and
- (e) that Trustee being counted in the quorum,

the decision has been made by a majority of the Trustees at a quorate meeting.

2. Sub-clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.
3. No resolution or act of
  - (a) the Trustees
  - (b) any committee of the Trustees
  - (c) the Charity in General Meeting





shall be invalidated by reason of the failure to give notice to any Trustee or Member or by reason of any procedural defect in the meeting, unless it is shown that the failure or defect has materially prejudiced a Member or the beneficiaries of the charity.

## 21. Minutes

The Trustees must keep minutes of all:

1. Appointments of officers and Trustees made by the Trustees;
2. Proceedings at meetings of the Charity;
3. Meetings of the Trustees and committees of 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.

## 22. Consolidated Accounts, Annual Report, Annual Return

1. The Trustees must comply with their obligations under the Charities Act 2011 with regard to:
  - (a) the keeping of accounting records for the Charity;
  - (b) the preparation of annual statements of account for the Charity;
  - (c) the transmission of the statements of account to the Commission;
  - (d) the preparation of an Annual Report and its transmission to the Commission;
  - (e) the preparation of an Annual Return and its transmission to the Commission.
2. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.
3. The Honorary Treasurer shall deposit monies in a banking account held in the name of the Charity. Cheques drawn on the Charity funds shall be signed by any two of the Executive Officers, one of whom shall normally be the Honorary Treasurer. Electronic bank transfers shall be authorised by any two of the Executive Officers, one of whom shall normally be the Honorary Treasurer.
4. An Annual Report of the Charity accounts made up to the 30<sup>th</sup> of November shall be published each year and shall be made available to each member at least seven days before the AGM. The accounts must be presented to the Independent Examiner prior to the AGM and the Independent Examiners' report shall be submitted to the Executive Committee if not available for the Annual General Meeting

## 23. Property

1. The Trustees must ensure title to:
  - (a) all property and land is to be held in the names of the three Holding Custodians, each of whom shall be appointed at a General Meeting and may remain in office during the Charity's pleasure.
  - (b) investments of the Charity held in the executive account shall be held in the name of the Charity, Investments held by Branches shall be in the name of the Branch of the Charity.
2. The terms of the appointment of any Holding Custodians must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Charity.
3. The Trustees may replace one or more of the Holding Custodians at any time



## 24. Repair and insurance

The Trustees must ensure that all property and assets are kept in good order, and insured to their full value against fire and other usual risks. They must also ensure suitable insurance in respect of public liability and employer's liability, and Trustees' indemnity insurance

## 25. Notices

1. Any notice required by this Constitution to be given to or by any person must be:
  - (a) in writing; or
  - (b) given using electronic communications.
2. The Charity may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's email address.
  - (e) a member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
3. All correspondence to be sent to the address (or email address) held on the Charity's database.

## 26. Rules

1. The Trustees may from time to time propose rules for the conduct of their business, which will be annexed to this Constitution in part 4.
2. The rules may regulate the following matters but are not restricted to them:
  - (a) the admission of members of the Charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at General Meetings and meetings of the Trustees in so far as such procedure is not regulated by this Constitution;
  - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and requires a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
  - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated Charity.
3. The Charity in General Meeting has the power to alter, add, to or repeal the rules.
4. The Trustees must adopt such means as they think sufficient to bring the rules to the notice of members of the Charity.
5. The rules shall be binding on all Members of the Charity. No rule shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.



## 27. Disputes

If a dispute arises between members of the Charity 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. Interpretation

1. In this Constitution 'connected person' means:
  - (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
  - (b) the spouse or civil partner of the Trustee or of any person falling within sub-clause (a) above;
  - (c) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) or (b) above;
  - (d) an institution which is controlled –
    - i. By the Trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
    - ii. By two or more persons falling within sub-clause (d) i. when taken together
  - (e) a body corporate in which –
    - i. The Charity Trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
    - ii. Two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.
  - (f) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Clause
2. Membership of the Charity shall be those Members registered with the BBKA through the Charity



## Part 3

***Part 3 sets out the provisions and powers of Branches, and can only be amended at a General Meeting***

### 1. Name:

The name shall be “.....Branch of Warwickshire Beekeepers’ Association”

### 2. Objects.

The charitable Objects of the Branch shall be:

**To promote and further the craft of beekeeping and also to advance the education of the public in the importance of bees in the environment**

### 3. Charity Trustees.

As soon as possible after the Branch Annual General Meeting (AGM) the Branch Executive Committee shall nominate at least one, and up to two eligible members so that they can be elected as Trustees of the Charity at its AGM. The Branch Secretary shall notify the County Secretary to that effect at least one week before the Charity’s AGM.

The key role of Branch nominated Trustees is to ensure that the Branch achieves its charitable Objects and complies with the Charity’s Constitution and standing orders.

### 4. Meetings and Voting.

#### 4.1. Branch officers and committee

- (a) the business of the Branch shall be conducted by a Branch Committee consisting normally of Chair, Deputy Chair, Secretary and Treasurer together with other committee members elected at the AGM of the Branch.
- (b) the Chair shall not hold office for more than two years in succession, but is eligible for re-election after a break.
- (c) four members shall form a quorum at a Branch Committee Meeting. In the event of an office falling vacant during the year, the Branch Committee shall have power to fill the vacancy. The member so appointed shall hold office until the next Branch AGM and shall then be eligible for election to the office. The Branch committee may co-opt additional Branch Committee members during the year

#### 4.2. Branch Annual General Meeting

An AGM of the Branch shall be held in February. The business of the meeting shall

Include:



- (a) the receipt and consideration of reports including reference to the achievement of its charitable objects and of Branch accounts for the previous year.
- (b) the Election of Officers and Committee Members.
- (c) the Appointment of an Independent Examiner.
- (d) the determination of the Branch capitation fee payable by all grades of Member other than Branch honorary life Members for the next financial year.
- (e) consideration of any proposal or other matter of which due notice has been given as set out below.

Any eligible Member of the Branch wishing to make any proposals or raise any other matter for discussion at a Branch AGM shall give written notice to the Branch Secretary not later than 14 days preceding the meeting. In the case of a proposal, the notices shall be counter-signed by the eligible Member seconding the proposal. This sub-rule shall not preclude the amendment of any proposal during the discussion in the course of the AGM

At least 28 days' notice of a Branch General Meeting shall be given to all Members of the Branch. Any proposals must be received by the Branch Secretary at least 14 days prior to the meeting, and the Agenda and any proposals to be sent out to eligible members at least 7 days before the AGM.

25 eligible Members or 20% of the membership, whichever is the smaller shall form a quorum at a Branch Annual General Meeting.

Decisions on proposals at Branch Annual General Meetings will be by simple majority of those eligible to vote. Should it be required the Chair will have a casting vote.

Members, except Juniors and Associates, who have paid their subscriptions for the year in which the meeting is held are eligible to vote.

### **4.3. Special Branch General Meeting**

The Branch Secretary shall call a Special Branch General Meeting if instructed to do so by the Branch Committee or if requested to do so by any Branch member provided that the request is signed by five Branch members or by three members of the Branch Committee and states the purpose for which the meeting is requested.

The meeting shall take place within 28 days of a valid instruction or request being received by the Branch Secretary

In the event that the Branch Secretary is unable to call the meeting, the Branch Chair may act instead.

The period of notice, quorum, voting arrangements and the requirement that the agenda be stated in advance is as for Annual General Meetings

## **5. Membership.**

Categories of member, age limitations and ending someone's membership are as stated in the Charity's Constitution, except that Branches may accept Associate Members who may already be full, partner or junior members of other branches or who may wish to be members for social purposes.

## **6. Financial.**

Branch funds shall be administered at the discretion of the Branch Committee within the Constitution of the Charity and its standing orders

Branch Treasurers will provide the Charity's Honorary Treasurer with a copy of the independently examined Branch Accounts before the end of January annually. The accounts shall be submitted using a standard template, supplied by the Charity's Hon Treasurer. These will be accompanied by the Branch Reserves Policy, the original examiners report and the original bank statements showing the year end balances, in addition, following the presentation of the Branch Accounts to members at the Branch AGM, the Branch Treasurer shall provide the



Charity's Honorary Treasurer with a printed set of Branch Accounts signed by at least two Branch Committee Members to confirm their approval.

## **7. Branch Honorary Members.**

Branch Honorary Life Membership may be bestowed in recognition of services to the Branch. Nominations may be made to the Branch Committee and confirmed at a Branch General Meeting. The BBKA Capitation Fee and the Charity Capitation Fee, in respect of Branch Honorary Life Members shall be met from Branch funds.

## **8. Legal status**

The Branch may only be dissolved or decide in principle to change its legal status at a properly constituted AGM or SGM by two thirds majority of the members of the Branch and eligible to vote. Should the Branch be dissolved, its assets will revert to the Charity.

Under no circumstances will individuals receive a cash payment.



**This original Constitution was adopted at the AGM on 22 March 2017.**

**Signed:** .....

**Celia F Davis; chair**

## **Part 4**

The Trustees may from time to time propose rules in accordance with section 26 for the conduct of their business, which will be annexed to this Constitution, as follows:

- 1.