



CONSTITUTION

April 2023

**NEWBATTLE BEEKEEPERS
ASSOCIATION**

AS AMENDED AND ADOPTED
BY MEMBERS AT THE
ANNUAL GENERAL MEETING
ON 2 APRIL 2023

1. Type of Organisation:

The Association will be an independently constituted voluntary body and upon registration, an Affiliated Beekeepers Association – ABA – of the Scottish Beekeepers' Association (a Scottish charity, registered in Scotland, number SC009345).

2. Scottish Principle Office:

The principle office of the Association will be in Scotland (and must remain in Scotland).

3. Name:

The name of the Association is Newbattle Beekeepers Association.

4. Purposes:

The Association's purposes are:

4.1 To advance education by providing training in the practice of beekeeping and production and distribution of educational information in the practice of beekeeping

4.2 To help conserve the natural environment by promoting the importance of bees in the environment, and

4.3 To conserve the future of the honeybee in Midlothian and Scotland.

5. Powers:

5.1. The Association has power to do anything which is calculated to further its purposes or is directly conducive or incidental to doing so.

5.2. No part of the income or property of the Association may be paid or transferred (directly or indirectly) to the members – either during the Association's existence or on dissolution – except where this is done in direct furtherance of the Association's charitable purposes.

6. Members:

6.1 Types of Membership

6.1.1. **Individual Members** – Individuals who are interested in furthering the objectives of the Newbattle Beekeepers Association, in which case the individual membership fee is payable.

6.1.2. **Junior Members** – Individuals under the age of 16 years, for whom a membership fee has been paid. Junior membership will cease when the Junior attains the age of 16 years and will be automatically and immediately amended to Individual membership until the anniversary of the change to individual membership, without further payment of any additional fee in respect of that period.

6.1.3 **Household-** Individuals resident at the same address

6.1.4. **Honorary Membership** – Individuals upon whom the Newbattle Beekeepers Association confers membership, without any membership fee being levied, in recognition of their contribution to beekeeping in general and/or to Newbattle Beekeepers Association.

6.1.5 **Institutional Membership** – An individual who has been nominated for membership to represent the institution which has an interest in bees and beekeeping. No more than one individual nominated under clause 6.1.5 by the institution may be a member of the organisation at any given time.

6.2 **Voting Rights and Membership Fees**

6.2.1 Members must be fully paid up members at the date of the Annual General Meeting to be eligible to participate in AGM proceedings.

6.2.2. The Trustee Management Board will determine the amount of membership fee payable by all members.

7. Trustee Management Board:

7.1. **Number**

7.1.1. The maximum number of Trustee Management Board members is eleven (11); out of that: no more than nine (9) will be elected and appointed by the members at the Annual General Meeting of the Association.

7.1.2. The minimum number of Trustee Management Board members is nine (9).

7.1.3. The Trustee Management Board, at its discretion may co-opt two (2) members to the role of Trustee.

7.1.4. The Trustee Management Board may at any time during the year appoint a member to the Trustee Management Board should a serving member resign their position or for other reasons be unable to carry out their role as an elected or co-opted Trustee of the Trustee Management Board.

7.2. **Election, retirement & re-election**

7.2.1. The Trustee Management Board will have Office bearers consisting of a Chair, Vice Chair, Secretary, Treasurer and no less than five (5) and no more than seven (7) ordinary Trustees.

7.2.2. At each Annual General Meeting (AGM), the members may elect any member to be a Management Board Trustee or office bearer.

7.2.3. At each AGM, all the Trustee Management Board elected at the previous AGM, and those deemed to be co-opted or appointed, will retire from office – and will be eligible for re-election.

7.2.4. Office Bearers may serve for a maximum of three (3) years in that role and will become eligible for election to the role again after a further period of one (1) year.

7.2.5. An election process will be held at the AGM and all members standing for election to the Trustee Management Board will require a resolution that is proposed, seconded, and voted on by members present at the AGM.

7.2.6. In the event of more than one candidate being nominated for an Office Bearer role and more candidates nominated than there are vacancies for the role of Management Board Trustee, an election process will be held with the successful candidate securing a simple majority of the votes cast by those members attending the AGM

- 7.2.7. For election to the Trustee Management Board, Members will have one vote to cast for each Management Board place being voted on
- 7.2.8. The Trustee Management Board will elect from their number a member to represent the Association at all relevant meetings of the SBA and other corporate bodies.

7.3. *Notice of Trustee Management Board Meetings*

- 7.3.1. Any Trustee may ask the Secretary to call a meeting of the Management Board.
- 7.3.2. At least seven (7) days' notice must be given of each Trustee Management Board meeting.

7.4. *Procedure at Trustee Management Board Meetings*

- 7.4.1. No valid decisions can be taken at a Trustee Management Board meeting unless a quorum is present in person or by a video link.
- 7.4.2. The quorum for a Trustee Management Board meeting is seven (7) members present in person or by a video link.
- 7.4.3. If at any time Trustee numbers falls below the number stated in clause 7.1.2, the remaining Trustee Management Board members will have power to fill any vacancy or call a Trustee Management Board meeting – but will not be able to take any other valid decisions.
- 7.4.4. The Chair of the Association or appointed deputy should act as the chairperson of each board meeting,
- 7.4.5. All decisions at Trustee Management Board meetings will be made by majority vote. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will have a second (casting) vote.
- 7.4.6. Every Management Board Trustee has one vote, which must be given personally or in writing (or by email) providing the resolution being voted on was notified in writing (or by email) to all Trustee Board members.
- 7.4.7. The Trustee Management Board may, at its discretion, allow any person to attend and to speak at a Trustee Management Board meeting notwithstanding that he/she is not an elected Trustee member – but on the basis that he/she must not participate in decision-making.
- 7.4.8. A Trustee Management Board member must not vote at a Trustee Management Board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts or may conflict with the interests of the Association. He/she must withdraw from the meeting while an item of that nature is being dealt with.
- 7.4.9. For the purpose of clause 7.4.8 – An interest held by an individual who is connected with the Trustee Management Board member – husband, wife, partner, child, parent, or another close family member, will be deemed to be held by that Trustee Management Board member.

7.5. *Minutes*

- 7.5.1. The Trustee Management Board must ensure that proper minutes are kept in relation to all Trustee Management Board meetings and meetings of sub-committees
- 7.5.2. The minutes kept must include the names of those present.

- 7.5.3. The Trustee Management Board will make available copies of the minutes to all members.
- 7.5.4. The Trustee Management Board may exclude from any copy minutes made available to a member any material which the Trustee Management Board – by majority vote – considers ought properly to be kept confidential – because allowing access to such material could cause significant prejudice to the interests of the Association.

8. Administration

8.1. *The Trustee Management Board **may delegate any of their powers to sub committees.***

- 8.1.1. A sub-committee must include at least one Trustee Management Board member, but other members of a sub-committee need not be Trustee Management Board members.
- 8.1.2. Sub-committees may be established to advance the purposes of the Association
- 8.1.3. When delegating powers to sub-committees the Trustee Management Board must set out appropriate conditions which must include an obligation to report regularly to the Trustee Management Board
- 8.1.4. The Trustee Management Board may also delegate to the Chair of the Association, or the holder of any other post such of their powers as they may consider appropriate.
- 8.1.5. Any delegation of powers may be revoked or altered by the Trustee Management Board.
- 8.1.6. The rules and procedures for each sub-committee, and the provisions relating to membership of each sub-committee will be set by the Trustee Management Board.

8.2. *Operation of the Association Finances and Accounts*

- 8.2.1. The signatures of two signatories from those appointed by the Trustee Management Board will be required in relation to all operations, other than the lodging of funds, in the bank account(s) held by the Association; at least one of the two signatures must be the signature of the Treasurer.
- 8.2.2. Where the Association uses electronic facilities for the operation of any bank account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 8.2.1.

8.3. *Accounting Records and Annual Accounts*

- 8.3.1. The financial year will be from 1 January to 31 December.
- 8.3.2. The Trustee Management Board must ensure that proper accounting records are kept in accordance with all statutory requirements
- 8.3.3. The Trustee Management Board must prepare annual accounts, complying with all relevant requirements
- 8.3.4. The Trustee Management Board should ensure that an independent examination of the accounts is carried out by a qualified person.
- 8.3.5. The Independent Examiner will be appointed by the members at the AGM.

9. Annual General and Special Members' Meetings

9.1 Annual General Meeting

9.1.1 The Trustee Management Board must arrange a meeting of members – an Annual General Meeting (AGM) in each calendar year.

9.2. The business of the AGM must include:

- 9.2.1. Recording of any apologies for absence by members
- 9.2.2. Consideration of the minutes of the previous AGM
- 9.2.3. Matters arising from the previous minutes
- 9.2.4. A report covering the activities of the Association over the previous year
- 9.2.5. A report covering the finances of the Association over the previous year
- 9.2.6. The election of office bearers and other Trustee Management Board members
- 9.2.7. Business notified to the Secretary prior to the meeting
- 9.2.8. Any other competent business appropriate to the AGM.

9.3 Special Members' Meeting

- 9.3.1 The Trustee Management Board must arrange a special members' meeting if they are requested to do so by a notice signed by one or more members who amount to 5% or more of the total membership of the Association at the time, providing:
- 9.3.2. The notice states the purpose for which the meeting is to be held; and:
- 9.3.3. The date for the meeting which they arrange in accordance with the notice must not be later than twenty-eight (28) days from the date on which they receive the notice.
- 9.3.4. The Trustee Management Board may arrange a special members' meeting at any time.

9.4. Notice Period

- 9.4.1 At least fourteen (14) clear days' notice must be given of any AGM or special members' meeting.
- 9.4.2 The notice calling a special members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 9.4.3. In the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 9.4.4. In the case of any other resolution falling within the requirements for two thirds majority, (10.2.1.) must set out the exact terms of the resolution.
- 9.4.5. Notice of every members' meeting must be given to all members of the Association, and to all Trustee Management Board members.
- 9.4.6. Any notice which requires to be given to a member under this constitution must be sent by post to the member, at the address last notified by him/her to the Association; or sent by e-mail to the member, at the e-mail address last notified by him/her to the Association.

9.5. *Procedure at Annual General and Special Members' Meetings*

- 9.5.1. No valid decisions can be taken at any special members' meeting unless a quorum is present.
- 9.5.2. The quorum for a members' meeting is 19 members present in person.
- 9.5.3. The Chair of the Association or an appointed deputy should act as the chairperson of each members' meeting

9.6. *Voting at Members' Meetings*

- 9.6.1. Every member has one vote, which must be given personally.
- 9.6.2. All decisions at annual general and special members' meetings will be made by majority vote – except for the type of resolution listed in clauses 9.6.2.1, 9.6.2.2 and 10.1.1
 - 9.6.2.1. A resolution approving the amalgamation of the Association with an Scottish Charitable Incorporated Organisation (SCIO) or Independently Constituted Voluntary Body.
 - 9.6.2.2. A resolution to dissolve the association
- 9.6.3. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will have a second (casting) vote.
- 9.6.4. A resolution put to the vote at an annual general and special members' meeting will be decided on a show of hands – unless the chairperson, or at least two other members present at the meeting, ask for a secret ballot.
- 9.6.5. The chairperson will decide how any secret ballot is to be conducted and will declare the result of the ballot at the meeting

9.7. *Voting by Proxy*

- 9.7.1. A member who wishes to submit a proxy vote must lodge a completed proxy vote form via the Secretary by post or email a minimum of seven days before the meeting commences. A member will not be entitled to appoint any other person as proxy to attend and vote on their behalf at that meeting.
- 9.7.2. Members casting their votes by proxy must indicate their voting preference on the proxy form against each resolution listed. The Chair will record that preference vote together with voting preferences of those present and eligible to vote.
- 9.7.3. A member who has submitted a completed proxy vote form may attend the meeting at which their proxy vote is to be cast but may not cast a vote at the meeting in person.
- 9.7.4. A member who has submitted a completed proxy vote form may withdraw their proxy vote preference up to three days prior to the meeting and may then vote in person at that meeting.

9.8 *Minutes of Annual General and Special Members' Meetings*

- 9.8.1. The Trustee Management Board must ensure that proper minutes are kept in relation to all AGMs and special members' meetings.
- 9.8.2. Minutes of annual general and special members' meetings must include the names of those present and should be signed by the chairperson of the meeting.

10. Miscellaneous

10.1. *Alterations to the Constitution*

- 10.1.1. This constitution may be altered by resolution of the members passed at an AGM or a special members' meeting, subject to achieving a two thirds majority of the members attending and eligible to vote, and a quorum present at the meeting.
- 10.1.2. The proposed changes to the constitution will be made available to the members of the Association at least fourteen (14) days prior to the special members' meeting at which the proposed changes will be discussed
- 10.1.3. The notice calling the meeting at which the alterations to the constitution will be discussed will be sent to the members at least twenty-one (21) days prior to the date of the meeting.
- 10.1.4. Proposals for changes to the Constitution may only be made once per year.

10.2 *Dissolution of the Association*

- 10.2.1. The Association may be dissolved by at least two thirds of the members voting to do so at a special members' meeting.
- 10.2.2. Full details of the reasons for the proposed dissolution will be made available to the members of the Association at least fourteen (14) days prior to the special members' meeting at which the dissolution will be discussed
- 10.2.3. The notice calling the meeting at which the proposed dissolution will be discussed will be sent to the members at least twenty-one (21) days prior to the date of the meeting.
- 10.2.4. Any surplus assets available to the Association immediately preceding its winding up must be used for purposes which are the same as or which closely resemble the purposes of the Association as set out in this constitution.

10.3 *Assets Lock*

- 10.3.1 For the avoidance of doubt the income and property of the association shall be applied solely towards promoting the association's charitable purposes