

THE WELSH BEEKEEPERS' ASSOCIATION
CYMDEITHAS GWENYNWYR CYMRU

Established/Sefydlwyd 1943 Registered Charity – No 509929

Constitution

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Constitution of the Welsh Beekeepers' Association

adopted on the 7 November 2015

1. Adoption of the Constitution

The association and its property will be administered and managed in accordance with the provisions in this constitution. The definitive version is that in English. The Constitution shall be in the public domain.

2. Name

The association's name is CYMDEITHAS GWENYNWYR CYMRU - THE WELSH BEEKEEPERS' ASSOCIATION (and in this document it is called the "WBKA"). The WBKA is a charity registered with the Charity Commission – Registration No 509929.

3. Objects

The WBKA's objects ('the objects') are the encouragement, improvement, advancement and promotion of beekeeping and through this provide a benefit to the public and to the environment throughout Wales. .

4. The WBKA

- 1) The Welsh Beekeepers' Association is an Association, managed and administered by its elected Trustees, to which local beekeeping groups within Wales may be affiliated. The affiliated local beekeeping groups are known as Member Associations.
- 2) In furtherance and ancillary to the objects of the WBKA but not otherwise, the WBKA works with and through all Member Associations and Individual Members to:-
 - a) Develop co-operation amongst all beekeepers throughout Wales and interchange ideas and experience in all aspects of the craft.
 - b) Improve the standard of beekeeping by:
 - i. Publication of literature.
 - ii. Providing and supporting the provision of apicultural education and educational aids and materials.
 - iii. Encouraging the training and qualification of persons who would help fulfil the purposes of the WBKA.
 - c) Arrange for national examinations at various levels
 - d) Co-operate and liaise with the Government Departments in all fields pertaining to honey beekeeping.

- e) Co-operate with other National Associations and with establishments interested in research and other work connected with apiculture, agriculture, horticulture and other forms of land management.
 - f) Raise funds by means of subscriptions, donations, grants and any other lawful means.
 - g) Encourage community participation in observing and learning about bees in safety, and to develop an appreciation of the fundamental importance of bees to our food chain and to the environment in general.
 - h) Do all such other lawful things as are necessary for the attainment of the above objects.
- 3) As the national beekeeping association in Wales, the WBKA is working towards providing a bilingual service wherever practical

5. The WBKA Management Team

- 1) The WBKA is a charity managed on behalf of the Members by a Management Team of elected Trustees in accordance with this Constitution as its governing document. The composition of the Management Team is defined in Clause 19 (Officers and Trustees)
- 2) The WBKA has empowered the Management Team to further the objects of the association with the task through this Constitution and the powers vested in the Trustees are contained in Clause 21 below.

6. General Meetings

- 1) General Meetings are the formal meetings of the WBKA.
- 2) There are two types of General Meetings, - an Annual General Meeting held once each year and a Special General Meeting called to discuss/agree specific topics.
- 3) Attendance at any General Meeting is open to any class of membership, but only Trustees, Member Association Representatives and the Individual Members' Representative are entitled to vote. Other members are welcome to attend as observers.

7. Annual General Meeting

- 1) The Annual General Meeting (AGM) shall be held not later than six months after the end of the financial year of the WBKA. Member Associations may put forward motions for consideration by the AGM. Such motions shall be sent to the General Secretary at least six weeks before the date of the meeting. Minutes of the AGM shall be made public through the WBKA website.
- 2) The business at each AGM shall include:
 - a) To receive and adopt the annual report, the accounts and balance sheet of the WBKA.

- b) To elect the Trustees and Officers of the WBKA (see Clauses 19 and 20)
- c) To elect the President and Vice Presidents of the WBKA. Presidents and Vice Presidents will be elected for a three year period, renewable in the case of Vice Presidents
- d) To approve the amount of membership, capitation and affiliation fees
- e) To ratify the grant of Honorary Life Membership
- f) To terminate the membership of a Member Association or an Individual Member
- g) To review the strategic direction of the WBKA
- h) To transact such other business as is appropriate at an AGM at the discretion of the Chair of the meeting.

8. Special General Meetings

- 1) All General Meetings other than Annual General Meetings shall be called Special General Meetings
- 2) The Trustees may call a Special General Meeting at any time. Such a Special General Meeting may only be called to discuss and/or agree specific topics, the details of which must be given in the agenda.
- 3) The Trustees must call a Special General Meeting if requested to do so in writing supported by not less than four Member Associations. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within six weeks 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.

9. The Council of the WBKA

- 1) The Council of the WBKA is the body that represents the views of the members of the Member Associations and Individual Members and advises the Management Team appropriately.

The Council:

- a) Sets the broad strategic direction of the WBKA
 - b) Debates national and Member Association issues and
 - c) Plays a full part in the WBKA General Meetings – see Clauses 7/8 for details.
- 2) The agenda for a Council Meeting will be made up of items proposed by WBKA Officers and items requested by Member Association(s) and/or Individual Members.

- 3) It is also a forum for co-ordinating the work of the WBKA and its Member Associations to achieve the Charities' Objects.

10. Council Meetings

- 1) Council Meetings are a less formal forum than General Meetings for discussion, debating, planning, consulting and the dissemination of information. The arrangements for these meetings are likely to be more flexible than the formal General Meetings.
- 2) In addition to the Annual General Meeting, Council will meet as required, but at least once per year.
- 3) Council Meetings will be called either by Trustees or following written request by at least four Member Associations and held within 6 weeks of such a request.
- 4) Formal business and decision making will normally be limited to General Meetings (see Clauses 6-8) but urgent matters which require guidance from Council may be raised subject to 14 days clear notice prior to the scheduled meeting.
- 5) Non-voting Members other than Association Representatives may come to Council meetings as observers particularly where a speaker or educational sessions are a part of the meeting.
- 6) The Management Team of Trustees will abide by any decisions expressing the views of the Member Associations at Council Meetings as long as they are in furtherance of the objects of the WBKA and not counter to the legal duties of the Trustees.

11. Notice

- 1) The minimum period of notice required to hold any General or Council Meeting of the WBKA is four weeks from the date on which the notice is deemed to have been given.
- 2) A General or Council Meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- 3) 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.
- 4) The notice must be given to all the Member Associations, Individual Members and to the Trustees.

12. Quorum

- 1) No business shall be transacted at any General or Council Meeting unless a quorum is present.

- 2) A quorum is at least a single representative of nine of the 19 Member associations or the nearest whole number to 50%, rounded down, of the number of member associations
- 3) 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.
- 4) The Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.

13. Chair

- 1) Meetings shall be chaired by the person who has been elected as Chair of the WBKA or, in their absence, the Vice-Chair of the WBKA.
- 2) If he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- 3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.

14. Adjournments

- 1) The members present at a meeting may resolve that the meeting shall be adjourned.
- 2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
- 3) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

15. Votes

- 1) Each Member Association of the WBKA shall have a total of two votes to be cast by their nominated representatives at any meeting of the WBKA (see Clause 16.1 below)
- 2) The representative of Individual Members (as described in 16.2 below) shall have one vote at any meeting of the WBKA.
- 3) 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.

- 4) The Trustees are members of Council and General Meetings of the WBKA, and may vote at any such meetings of the WBKA in their own right, but may not vote on propositions put forward by the Management Team
- 5) Neither the President nor the Vice Presidents shall have a vote.

16. Representatives of Member Associations and of Individual Members

- 1) Any Member Association of the WBKA may nominate any 2 of its members, over the age of 18 years to act as its representatives and cast votes on its behalf at any Meeting of the WBKA.
- 2) In a similar manner, Individual Members may collectively arrange to nominate a representative to represent their views and cast one vote at any Meeting of the WBKA
- 3) Written notice of the names of representatives must be given by the Member Association Secretary to the WBKA General Secretary. The nominees shall not be entitled to represent their Members at any meeting unless the notice has been received by the WBKA. The nominees may continue to represent their Members until written notice to the contrary is received by the WBKA.
- 4) Similarly the substitution of a representative is allowed but the details must be notified to the General Secretary in writing prior to any meeting.
- 5) Any notice given to the WBKA will be conclusive evidence that the nominee is entitled to represent their Members or that his or her authority has been revoked. The WBKA shall not be required to consider whether the nominee has been properly appointed by the Membership.

17. Classes of Membership

- 1) Membership of the WBKA shall be open to:
 - a) A **Member Association**. Any Group of local beekeepers, the majority of whose members live in Wales, may apply for membership of the WBKA. Every Association applying for membership shall make a written application to the General Secretary of the WBKA and provide a copy of its governing document. Details of any subsequent amendments to a Member Association's governing document shall be notified to the General Secretary as soon as they are approved by that Member Association.
 - b) An **Indirect Member**. All Members of whatever nature of a Member Association of the WBKA shall be Indirect Members of the WBKA.
 - c) An **Individual Member**. Any person over the age of 18 years may apply to be an Individual Member of the WBKA. A written application to become an Individual Member of the WBKA shall be made to the General Secretary or to an officer who has been appointed by the Trustees to carry out the task of receiving and dealing with applications.

- d) An **Honorary Life Member** to those persons upon whom the WBKA shall wish to confer the honour of Honorary Life Membership without subscription. A Member Association may send to the General Secretary the nomination of an individual for appointment as an Honorary Life Member and the nomination shall be considered by the Management Team and their decision ratified at the Annual General Meeting. The Trustees may draw up guidelines for the use of Member Associations in deciding on what grounds they should decide to nominate.
 - e) Any other categories of membership (which will not have associated voting rights at General or Council meetings) defined by the Trustees.
 - f) Young people under the age of 18 are encouraged to join a local association (rather than the WBKA directly) so that they can receive education and support from other members of that association. Membership fees for these members will be at a specially reduced rate.
- 2) Refusal of Membership applications
- a) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the WBKA to refuse the application.
 - b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - c) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- 3) Membership is not transferable to anyone else.
- 4) The Trustees must keep a register of names and addresses of the Secretaries of the Member Associations, Trustees, Indirect and Individual Members in accordance with the WBKA Data Protection Policy. Only the details of Member Association Secretaries will be given upon written request to the General Secretary.

18. Termination of Membership

Membership is terminated if:

- 1) The member dies or, if it is an association, ceases to exist.
- 2) The member/association resigns by written notice to the General Secretary of the WBKA.
- 3) Any sum due from the member/association to the WBKA is not paid in full within three months of it falling due;
- 4) The member/association is removed from membership by a resolution of the Trustees that it is in the best interests of the WBKA that their membership is terminated. A resolution to remove a member/association from membership may only be passed if:

- a) The member/association 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/association or, at the option of the member/association, the member's/association representative (who need not be a member of the WBKA) has been allowed to make representations to the meeting.

19. Officers and Trustees

- 1) The WBKA and its property shall be managed and administered by a Management Team comprising the Trustees elected in accordance with this constitution and in this constitution are together called 'the Trustees'.
- 2) The WBKA shall elect a Management Team of Trustees at a General Meeting to fill the following roles as Officers:
 - a) A Chair,
 - b) A Vice-Chair
 - c) A General Secretary,
 - d) A Treasurer.
 - e) At least 2 and not more than 6 other Trustees
- 3) A Trustee must be an Indirect or Individual Member of WBKA and over the age of 18.
- 4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 18.
- 5) The number of Trustees (including the officers listed in Clause 19.2) above) shall be not less than six but no more than 10.
- 6) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees

20. Appointment of Officers, Trustees, President and Vice Presidents of the WBKA

- 1) The WBKA in Annual General Meeting shall elect the Officers (listed in Clause 19.2) who are Trustees and the other Trustees.
- 2) To fill a vacancy until the next General Meeting, the Trustees may appoint any person who is willing to act as a Trustee. Subject to sub-clause 6) b) of this clause, they may also appoint Trustees to act as officers.
- 3) Some continuity in the Management Team is essential to the WBKA. Therefore, normally, a Trustee (including the Officers) will be elected for a period of 3 years and in order to provide continuity of experience it is intended that no more than 3 or 4 Trustees should retire at any one time.

- 4) Each of the Trustees shall retire with effect from the conclusion of the Annual General Meeting 3 years after his or her appointment but shall be eligible for re-election at that Annual General Meeting.
- 5) The Trustee shall not serve for more than 3 years consecutively as Chair or Vice Chair except in exceptional circumstances. At the end of their term of office, a fresh election should take place for these positions (e.g. the Vice Chair only stands in for the Chair until fresh elections can take place). However, these requirements may be set aside to ensure there are enough Trustees on the Management Team.
- 6) No-one may be elected a Trustee or an Officer at any Annual General Meeting unless prior to the meeting the WBKA is given a notice that:
 - a). is signed by 2 representatives entitled to vote at the meeting;
 - b). states the representative's intention to propose the appointment of a person as a Trustee or as a Trustee and an Officer;
 - c). is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 7) The WBKA President shall be elected at a General Meeting and serve for a term of 3 years. He or she shall not be allowed to stand for re-election as President. The two WBKA Vice Presidents shall be elected for a term of 3 years and can be re-elected as a Vice President at the end of their 3 year term.

21. Powers of Trustees

- 1) The Trustees, collectively as a Management Team, must manage the business of the WBKA 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 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 WBKA. In exercising this power, the Trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
 - d) Notwithstanding any of the powers in this clause, any proposed transactions relating to land or buildings must be approved in advance by a simple majority at a General Meeting.
 - e) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - f) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;

- g) To acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
 - h) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
 - i) To obtain and pay for such goods and services as are necessary for carrying out the work of the WBKA;
 - j) 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.
 - k) 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.

22. Disqualification and Removal of Trustees

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 WBKA;
- 3) In the written opinion, given to the WBKA, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- 4) Resigns as a Trustee by notice to the WBKA (but only if at least six Trustees will remain in office when the notice of resignation is to take effect i.e. a replacement needs to be in office before the Trustee may stand down)
- 5) Is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

23. Proceedings of Trustees

- 1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 2) Any Trustee may request the General Secretary to call a meeting of the Trustees.

- 3) The General Secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- 4) Questions arising at a meeting must be decided by a majority of votes.
- 5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 6) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is to be made.
- 7) The quorum shall be four or such larger number as may be decided from time to time by the Trustees.
- 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 vacancies or of calling a General Meeting.
- 10) The person elected as the Chair shall chair meetings of the Trustees.
- 11) If the Chair or Vice-Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 12) 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.
- 13) In this clause, with respect to meetings of the Management Team of Trustees, the expression "meeting" includes:-
 - a). a face-to-face meeting
 - b). video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation, and
 - c). telephone conferencing, or,
 - d). any combination of the above

as long as there is full agreement within the team that the type of meeting is appropriate to the matters to be discussed and is consistent with any legal obligation. However the Management Team shall hold at least four face-to-face meetings per year.

- 14) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.

- 15) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

24. Conflicts of Interests and Conflicts of Loyalties

- 1) A WBKA Trustee must:
 - a) Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the WBKA or in any transaction or arrangement entered into by the WBKA which has not been previously declared; and
 - b) Absent himself or herself from any discussions of the WBKA Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the WBKA and any personal interest (including but not limited to any personal financial interest).
 - c) Any WBKA 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 WBKA Trustees on the matter.
- 2) Furthermore on taking up appointment as a Trustee of the WBKA, each Trustee has a vote in their own right at any Council or General Meeting, which they shall exercise for the general benefit of the WBKA and its members rather than act as the representative of their or any other Member Association for the period of their appointment.
- 3) Trustees may not vote on propositions put forward by the Management Team at any Council or General Meetings.

25. Saving Provisions/Irregularities in Proceedings

- 1) Subject to sub-clause 2) of this clause, all decisions or acts of the WBKA Trustees, a meeting of the WBKA Trustees or committee of the WBKA Trustees, shall be valid notwithstanding the participation in any vote of a WBKA Trustee:
 - a) Who is disqualified from holding office or
 - b) Who had previously retired or who had been obliged by this constitution to vacate office or
 - 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 WBKA Trustee and that WBKA Trustee being counted in the quorum, the decision or act has been made by a majority of the WBKA Trustees at a quorate meeting.

- 2) Sub-clause 1) of this clause does not permit a WBKA Trustee to keep any benefit that may be conferred upon him or her by a resolution of the WBKA Trustees or of a committee of WBKA Trustees if, but for sub-clause 1), the resolution would have been void, or if the WBKA Trustee has not complied with Clause 24 (Conflicts of Interests and Conflicts of Loyalties).

- 3) No resolution or act of
 - a) The Trustees
 - b) Any committee of the Trustees
 - c) The WBKA 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 WBKA.

26. Delegation

- 1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minutes.
- 2) The Trustees shall impose conditions when delegating, including the conditions that:
 - a) The relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - b) No expenditure may be incurred on behalf of the WBKA except in accordance with a budget previously agreed with the Trustees.
- 3) The Trustees may revoke or alter a delegation.
- 4) Where a committee is formed to include Trustees and members who are not Trustees, the delegated powers remain with the Trustees of the committee and not delegated to the other members individually.
- 5) All acts and proceedings of any committees must be fully and promptly reported to the Trustees or the beneficiaries of the WBKA.

27. Minutes

The Trustees must keep minutes of all:

- 1). appointments of Officers and Trustees made by the Trustees;
- 2). proceedings at Council and General Meetings of the WBKA 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
- 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

28. 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 WBKA;
 - b). the preparation of annual statements of account for the WBKA;
 - c). the transmission of the statements of account to the Commission;
 - d). the preparation of an Annual Report and its transmission to the Charity 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 accounts and balance sheet shall be examined and signed by a person independent of the Trustees prior to the WBKA AGM. Similarly the accounts and balance sheet shall be examined and signed by a person independent of the Trustees if the Treasurer changes at any other time other than at the WBKA AGM.
- 4) All cash shall be paid promptly into a bank account and all bank accounts shall stand in the name of the Welsh Beekeepers' Association, Cymdeithas Gwenynwyr Cymru. Cheques shall be signed by any two Trustees, one of whom should be one of the following – Chair, Vice Chair, Treasurer, General Secretary.

29. Registered Particulars

The Trustees must notify the Commission promptly of any changes to the WBKA's entry on the Central Register of Charities.

30. Property

- 1) The Trustees may appoint not less than three persons or a bank or other corporation legally authorised to act as a holding trustee to hold real and personal property, stocks, shares, securities and monies of the WBKA and of any trust managed in connection therewith as holding trustees to act on the instructions of the Trustees.
- 2) The terms of the appointment of any holding Trustees 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 WBKA.
- 3) The Trustees may remove the holding Trustees at any time.

31. Repair and Insurance

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the assets of the WBKA. They must also insure suitably in respect of public liability and employer's liability.

32. 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 WBKA 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 address.
- 3) A member who does not register an address with the WBKA or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the WBKA.
- 4) A member present in person at any meeting of the WBKA shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 5).
 - a). Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - b). Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
 - c). A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

33. Rules

- 1) The Trustees may from time to time make rules for the conduct of the business of the WBKA.
- 2) The Rules may regulate the following matters but are not restricted to them:-
 - a). the entrance fees, subscriptions and other fees or payments to be made by any of the classes of members;;
 - b). the procedures at General Meetings, Council Meeting and meetings of the Trustees in so far as such procedure is not regulated by this constitution;
- 3) The WBKA in General Meeting has the power to add, amend or revoke any rules.
- 4) The Trustees must adopt such means as they think sufficient to bring the rules to the notice of members of the WBKA.

- 5) The rules shall be binding on all members of the WBKA. No rule shall be inconsistent with, or shall affect or repeal anything contained in, this constitution

34. Disagreements or Disputes

If a dispute arises between any Officers, Trustees, Members and/or Member Associations of the WBKA about the validity or propriety of anything done by any Officers, Trustees, Members and/or Member Associations, 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. If any Member/Member Association has a complaint about any other Member/Member Association then either the WBKA President or any WBKA Trustee not involved in any way with the matter of concern should be contacted as soon as possible to initiate the WBKA disputes procedure. The details of which are given in the WBKA Disputes Policy.

35. Interpretation

In this constitution 'connected person' means:

- 1). a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- 2). the spouse or civil partner of the Trustee or of any person falling within sub-clause 1) above;
- 3). a person carrying on business in partnership with the Trustee or with any person falling within sub-clause 1) or 2) above;
- 4). an institution which is controlled:–
 - a). by the Trustee or any connected person falling within sub-clause 1), 2), or 3) above; or
 - b). by two or more persons falling within sub-clause 4)a), when taken together
- 5). a body corporate in which –
 - a). the WBKA Trustee or any connected person falling within sub-clauses 1) to 3) has a substantial interest; or
 - b). two or more persons falling within sub-clause 5)a) who, when taken together, have a substantial interest.
- 6) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

For clarity, for the purposes of this constitution, 'connected person' would include the Member Association of which the Trustee or anyone connected to the Trustee (as defined in sub-clauses 1) to 6) above) belong.

36. Application of Income and Property

- 1) The income and property of the WBKA shall be applied solely towards the promotion of the objects.

- a) A WBKA Trustee is entitled to be reimbursed from the property of the WBKA or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the WBKA.
 - b) A WBKA Trustee may benefit from Trustee indemnity insurance cover purchased at the WBKA'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 WBKA may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the WBKA. This does not prevent a member who is not also a Trustee from receiving:
- a). a benefit from the WBKA in the capacity of a beneficiary of the WBKA;
 - b). reasonable and proper remuneration for any goods or services supplied to the WBKA.

37. Benefits and Payments to WBKA Trustees and Connected Persons

- 1) General provisions

No WBKA Trustee or connected person may:-

- a). buy or receive any goods or services from the WBKA on terms preferential to those applicable to members of the public;
- b). sell goods, services or any interest in land to the WBKA;
- c). be employed by, or receive any remuneration from, the WBKA;
- d). receive any other financial benefit from the WBKA; unless the payment is permitted by sub-clause (2) of this clause, 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.

- 2) Scope and powers permitting Trustees' or connected persons' benefits

- a) A WBKA Trustee or connected person may receive a benefit from the WBKA in the capacity of a beneficiary of the WBKA provided that it is available generally to beneficiaries of the WBKA.
- b) A WBKA Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the WBKA where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- c) Subject to sub-clause (3) of this clause a WBKA Trustee or connected person may provide the WBKA with goods that are not supplied in connection with services provided to the WBKA by the WBKA Trustee or connected person.

d) A WBKA Trustee or connected person may take part in the normal trading and fundraising activities of the WBKA on the same terms as members of the public

3) Payment for supply of goods only – controls

The WBKA and its WBKA Trustees may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied:

a) The other WBKA Trustees are satisfied that it is in the best interests of the WBKA to contract with the supplier rather than with someone who is not a WBKA Trustee or connected person. In reaching that decision the WBKA Trustees must balance the advantage of contracting with a WBKA Trustee or connected person against the disadvantages of doing so.

b) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the WBKA and the WBKA Trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the WBKA.

c) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the WBKA.

e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of WBKA Trustees is present at the meeting.

f) The reason for their decision is recorded by the WBKA Trustees in the minutes.

g) A majority of the WBKA Trustees then in office are not in receipt of remuneration or payments authorised by Clause 35

4) In sub-clauses 2) and 3) of this clause 'connected person' includes any person within the definition set out in Clause 35 (Interpretation).

38. Dissolution

1) If the members resolve to dissolve the WBKA the Trustees will remain in office as WBKA Trustees and be responsible for winding up the affairs of the WBKA in accordance with this clause.

2) The Trustees must collect in all the assets of the WBKA and must pay or make provision for all the liabilities of the WBKA.

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 WBKA;
 - 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 WBKA specifying the manner in which the Trustees are to apply the remaining property or assets of the WBKA and the Trustees must comply with the resolution if it is consistent with paragraphs a) – c) inclusive in sub-clause 3) above.
- 5) In no circumstances shall the net assets of the WBKA be paid to or distributed among the members of the WBKA (except to a member that is itself a charity)
- 6) The Trustees must notify the Charity Commission promptly that the WBKA has been dissolved. If the Trustees are obliged to send the WBKA's accounts to the Charity Commission for the accounting period which ended before its dissolution, they must send the Charity Commission the WBKA's final accounts.

39 Amendment of Constitution

- 1) The WBKA may amend any provision contained in Clauses 1-3 or 37-39 inclusive of this constitution provided that
- a). no amendment may be made that would have the effect of making the WBKA 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 WBKA;
 - c). no amendment may be made to Clauses 36 or 37 without the prior written consent of the Charity Commission;
 - d). any resolution to amend a provision of these clauses of this constitution is passed by not less than two thirds of the representatives present and voting at a General Meeting.
- 2) Any provision contained in Clauses 4-35 inclusive of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the representatives present and voting at a quorate General Meeting.
- 3) A copy of any resolution amending this constitution shall be sent to the Charity Commission within twenty one days of it being passed.