

BRBKA Constitution – 2025 Update

1. Name

The title of the Association shall be “The Brecknock and Radnor Beekeepers 'Association”.

2. Aims and Objectives

The encouragement, improvement and advancement of beekeeping in Brecknock and Radnorshire, in line with our Mission Statement, “To impart Inspiration, Enjoyment and Learning about Beekeeping”.

In furtherance and ancillary to this object the Association has the following powers:

- (a) To encourage learning, detection and proactive decision making with regards to bee diseases.
- (b) To exchange and disseminate information and ideas.
- (c) To arrange for the holding of demonstrations and lectures.
- (d) To raise funds and to invite and receive contributions from any person or persons or organisations whatsoever by way of subscription, donation or otherwise.
- (e) To do all such lawful things as shall further the objects of the Association.

3. Membership

The membership shall be open to all who support the aims and objectives of the Association.

4. Trustees

The Officers and members of the Executive Committee shall be the Trustees of the Association.

5. The President and The Vice-President

- (a) The BRBKA President and the BRBKA Vice-President shall be elected at a General Meeting and serve for terms of 3 years. Whenever possible, these terms should overlap and not be in sync, thereby ensuring continuity of knowledge and experience. The Chairman may modify terms by +/-1 year in order to achieve this.
- (b) The role of the President and Vice-President shall be to ensure that all activities of the Association are carried out in accordance with the BRBKA Constitution as well as in accordance with Government guidance applicable to charitable organisations. The President and Vice President should be independent of the Executive Committee and should not both be part of any single management team within the Association.
- (c) Notwithstanding the roles of the President and Vice-President, the members may also make such appointments as a mark of their esteem.

6. The Officers and The Executive Committee

- (a) The Officers of the Association shall be Chairman, Honorary Secretary and Honorary Treasurer.
- (b) At the Annual General Meeting the Association shall appoint an Executive Committee to be constituted of the Officers of the Association, the Vice-Chairman and other appointees elected by members of the Association.
- (c) The Executive Committee shall consist of at least six and not more than twelve members. Four members present will constitute a quorum.
- (d) The Executive Committee shall have full power to fill casual vacancies and to co-opt members to the Committee provided that the maximum number is not exceeded.
- (e) At least one of the Association’s representatives to the Welsh Beekeepers ’Association shall be a member of the Executive Committee.
- (f) Some continuity in the Executive Committee is essential to the BRBKA. Therefore, normally, a Trustee 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 Trustees should retire at any one time. When necessary, the Chairman may modify election periods by +/- 1 year in order to achieve a balanced overall rotation.

(g) 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 once. In very exceptional circumstances, the members may vote to approve a second re-election, for a third three year period. If, after nine years, no-one is available to replace a retiring Trustee, the President and Vice-President may vote to override Constitutional guidelines in order to ensure continuity of management.

(h) No member of the Executive Committee shall supply or be directly or indirectly interested (other than as a shareholder in a Company in which he holds not more than one-hundredth part of the Capital or as an official of a Bank in which the funds of the Association are deposited) in the supply of work or goods to the Association except by way of free gift. However, the committee may publish a list of Association members who are willing to supply bees or equipment to fellow members at a lower than commercial rate.

(i) The Executive Committee shall hold meetings at least twice a year and not more than six months shall elapse between the date of one meeting and that of the next. Normally seven days' notice of any meeting shall be given.

(j) When voting to ratify Executive Committee decisions, in the event of a tie, the Chairman shall have a casting vote.

(k) The Executive Committee shall have power to:

- (1) Make bye-laws.
- (2) Refuse membership, defer or accept applications for membership made in due form, always providing that it shall not be bound to give reasons for its action.
- (3) Expel any member bringing discredit on the Association.

7. Meetings of the Association

There shall be an Annual General Meeting of the Association which shall be held not later than three months after the end of the financial year of the Association and such Extraordinary General Meetings as the Executive Committee may determine. Fourteen days' notice shall be given for both Annual General and Extraordinary General Meetings to every member, by email or otherwise, provided that failure to notify any member shall not invalidate the meeting. In exceptional circumstances, General Meetings may be held on-line. The quorum for any General Meeting of the Association shall be 15 members or one tenth of the paid up membership, as certified by the Secretary, whichever is the smaller. All members present shall be entitled to one vote on each motion and in case of equality the Chairman shall have a second or casting vote. Members shall be entitled to vote by proxy, with written, signed authorisation, submitting their votes to a member of the Executive Committee. When voting by proxy, members shall be counted towards the required quorum.

8. Annual General Meeting

Matters to be dealt with at the Annual General Meeting of the Association shall include:

- (a) The appointment of the President, Vice President, Chairman, Vice Chairman, Hon. Secretary, Hon. Treasurer, members of the Executive Committee and representatives of the Association to the Welsh Beekeepers Association as necessary, depending on the schedule of retirements.
- (b) The appointment of an Auditor or Independent Examiner.
- (c) The receipt of the report of the Executive Committee.
- (d) Receipt of the Balance Sheet and Income and Expenditure Account for the last financial year.
- (e) The Annual General Meeting may grant Life Membership as a mark of esteem in recognition of past services or any consideration deemed worthy.

9. Accounts

- (a) The Association's financial year shall end on 31st December in each year.
- (b) The Executive Committee shall cause proper books of Account to be kept with respect to:

- (i) All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure takes place.
- (ii) All sales and purchases of goods by the Association.
- (c) The books of Accounts shall be kept at such place as the Executive Committee shall decide and shall be available for inspection as the Association shall decide and at the Annual General Meeting.
- (d) All funds except Petty Cash shall immediately on receipt be paid into the Bank Account to be opened and maintained in the name of the Association. Any cheque shall be signed by two officers of the Committee, one of whom preferably shall be the Treasurer.
- (e) All records, including but not limited to all General Meeting minutes and all annual Records of Accounts, shall be securely stored in a location selected by the Executive Committee. Electronic records are acceptable. All records should be labelled and organised. The Executive Committee should review all record keeping every five years.

10. Finance

The Executive Committee shall have power to recommend to the Annual General Meeting the annual subscription per member and to receive legacies, donations and grants-in-aid from local authorities. They may also augment the income of the Association by any legal means. Exceptionally, the Executive Committee may offer any member a discounted membership for the year ahead. Such scholarships and offers of financial support shall be at the discretion of the Committee and must be supported by the membership at the Annual General Meeting.

11. Conflicts of Interests and Conflicts of Loyalties

A BRBKA Trustee must:

- (a) Declare the nature and extent of any interest, direct or indirect, which he or she or a connected person has in a proposed transaction or arrangement with the BRBKA or in any transaction or arrangement entered into by the BRBKA which has not been previously declared; and
- (b) Absent himself or herself from any discussions of the BRBKA Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the BRBKA and any personal interest (including but not limited to any personal financial interest).
- (c) Any BRBKA 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 BRBKA Trustees on the matter.

A copy of Government Guidance to Charities and Social Enterprises is copied below for further reference in managing Conflicts of Interest.

GOVERNMENT guidance to CHARITIES AND SOCIAL ENTERPRISES

<https://www.gov.uk/guidance/managing-conflicts-of-interest-in-a-charity>

Guidance

Managing conflicts of interest in a charity

Find out how to identify and deal with conflicts of interest in your charity.

As a trustee you must make decisions based only on what's best for your charity. Do not allow your personal interests, or the interests of people or organisations connected to you, to influence these decisions.

Identify conflicts of interest

There are 2 common types of conflict of interest: financial conflicts and loyalty conflicts.

Financial conflicts

These conflicts happen when a trustee, or person or organisation connected to them, could get money or something else of value from a trustee decision.

They do not include a trustee's expenses – for example, for going to a charity meeting.

Some common examples

Financial conflicts for a trustee happen if your charity is deciding whether to:

- pay the trustee for doing their trustee role (more than their expenses)

- employ or pay the trustee, or their relative, for some work at your charity, or its trading company
- sell, loan or lease charity assets (land or anything else the charity owns) to the trustee
- buy, borrow or lease charity assets from the trustee
- buy goods from a business owned by the trustee

It still counts as a conflict, even if your charity would get a good deal for its money.

Loyalty conflicts

These conflicts are not about money or other trustee benefits. They happen when, for other reasons, a trustee might not be able to make decisions that are best for the charity.

Some common examples

They can happen if the charity's decision involves a person or organisation linked to a trustee. For example:

- the trustee's employer
- another charity where they are a trustee
- the organisation that appointed them as a trustee
- their relatives or friends

There can be a conflict because the trustee's responsibility (or loyalty) to the other organisation or person could compete with their responsibility to the charity.

Conflicts can affect all types of charities. But you must identify and deal with them properly.

All of you must do this, not just the trustee with the conflict. Otherwise, you will not meet your joint legal responsibility to make decisions:

- based only on what's best for your charity
- without influence from your personal interests

Follow these 4 steps.

Declare conflicts of interest (step 1)

You must tell the other trustees if you personally have a conflict of interest. Do this early, before discussions or decisions happen.

Do not ignore something that might be a conflict for you or another trustee. Talk to the other trustees if you're unsure.

You and the other trustees should:

- identify and declare conflicts at the start of meetings - have this as a standard agenda item
- keep and update a register of interests

Follow a conflicts of interest policy

Follow any rules in your charity's governing document about conflicts of interest.

You should also set a policy to tell trustees:

- when conflicts of interest commonly happen
- how to declare them
- what all of the trustees need to do about them

Review your policy regularly and discuss it with new trustees.

Consider removing conflicts of interest (step 2)

As trustees you have to take action to stop the conflict from affecting your decision.

What you need to do depends on your situation, but you must decide based only on what is in the best interests of your charity.

You must consider if it is best for the charity to remove the conflict. This is particularly important if it is a [serious conflict](#).

If you decide that you do not need to remove the conflict, you must prevent it from affecting your decision in a different way. Use the following steps to manage it.

Manage conflicts of interest (step 3)

Check that any trustee payments or benefits are authorised

You must not allow a trustee - or organisations or people connected to them - to benefit from your charity, unless it's allowed by (any of the following):

- rules in your charity's governing document
- the law
- the Charity Commission or the Court

[Check the rules before you decide to pay or benefit a trustee](#): you may have to repay your charity if you do not follow them.

You must [get Commission agreement before your charity sells or leases land to a trustee](#) (or connected people or organisations).

Even if a trustee benefit is allowed, you still have to strictly manage the conflict of interest.

Follow any specific rules on managing the conflict

Check and follow:

- your charity's governing document
- any directions from the Commission, for example if we have given your charity permission to benefit a trustee
- other legal rules that apply to your charity

If you do not have any of these rules to follow, make sure your charity sets some before you make a decision affected by a conflict of interest.

As a minimum, the rules should require that the conflicted trustee:

- leaves relevant discussions
- does not take part in the decision or vote
- is not counted in the quorum

If your charity is a company, you must add the rules to its governing document before you make your decision. You can use the wording in this [Model governing document](#) (PDF, 346KB, 27 pages).

You and the other trustees are legally responsible for making sure you manage the conflict by following the right process.

Keep a record of conflicts of interest (step 4)

Record:

- what the conflict was
- who or what it affected
- when it was declared
- how you managed it

This will help to show that you have acted properly.

What to do about serious conflicts of interest

Common examples of serious conflicts are where:

- a majority of you have a conflict
- there is a single trustee, for example, a company or local authority and they have a commercial interest in the charity decision
- your decision involves significant money or risk, and there is a conflict

In these types of situation, consider these options.

Can you remove the conflict? Consider:

- changing your plan
- asking a conflicted trustee to resign
- deciding not to appoint a conflicted person

Can you appoint additional trustees not affected by the conflict?

Take legal advice if you're unsure. Your charity can pay for this when taking advice for the charity only.

Consider if you need to ask the Commission to authorise your decision in very high-risk cases.

Always follow our [more detailed guidance on conflicts of interest](#) in complex or serious cases. These are where you cannot make your decision in the best interests of the charity, or it could look like that to people outside your charity.

Published 2 November 2020