

Bylaws of the Isle of Man Beekeepers' Federation

PREAMBLE

These Bylaws are made by the Council of the Isle of Man Beekeepers' Federation (the "Federation") under Article 12 of its Constitution. If any provision of these Bylaws or any adopted regulations or policies of the Federation conflict with the Constitution, the latter shall prevail.

These Bylaws replace all previous Bylaws.

ARTICLE 1: OFFICES

The principal office of the Federation shall be located on the Isle of Man.

ARTICLE 2: MEMBERSHIP

2.1. Classes of Members

The Federation shall have two classes of membership: Regular members and Honorary members.

Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

2.2. Qualifications for Membership

All members must have an interest in apiculture and support the purposes, aims and objectives of the Federation. Additional membership criteria may be established by Council resolution and shall be applied in the selection of all members.

2.2.1. Regular Members

Regular members are members of affiliated Associations who pay the annual membership fee to the Federation.

2.2.2. Honorary Members

Individuals upon whom the Federation confers membership, without any Federation membership fee being levied, in recognition of their outstanding contribution to the Federation over many years. Honorary members may not vote and may not hold any office in the Federation.

2.3. Voting Rights

2.3.1. Who can vote

Each Regular Member shall be entitled to vote. Each member over the age of 18 shall be entitled to hold office and to fully participate in the affairs of the Federation.

Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

Proxy voting is not permitted.

2.4. Membership Fees and Dues

2.4.1. Membership Year

The Membership Year runs to midnight of each 31 March.

2.4.1.1. Payment of Dues

Dues are payable on the date of enrolment or renewal each year and will lapse on the 61st day thereafter. Members who have not paid are unable to vote, stand for office, hold office and may be barred from attending meetings and other scheduled non-public events of the Federation.

2.4.1.2. Payment of Fees

Fees are payable in advance upon the member joining the Federation. For those members joining between capitation payments, provided that they have paid their membership fee and provided that the local Association has registered the member with the Federation at least 30 days prior to the AGM or any EGM, that member shall have the right to vote at such meeting.

2.4.1.3. Fee and Dues Amounts

The schedule of fees and annual dues for each class of membership shall be set by the Council.

2.5. Membership Limitations

Membership is not transferable.

No member may belong to more than one Association as a Regular (full) Member at any time.

2.6. Membership Records

The Federation must keep a register of the names, addresses and contact information of each member of the Federation subject to current data protection legislation.

Member information shall not be sold, given or distributed to any person or organization without the explicit prior approval of the Council.

2.7. Termination of Membership

Membership is automatically terminated if:

- a. the member dies;
- b. the member resigns by written notice to their Association which shall promptly notify the Federation;
- c. the member resigns by written notice to the Federation;
- d. the member's annual subscription is not paid within 60 days of its due date;
- e. the member has their BBKA membership terminated.

The Council shall have the power to terminate any member for breaches of the Constitution, Bylaws or associated rules, provided that such member has been granted an opportunity to present their case at a properly constituted EGM and that at least 50% of the members present vote in favour of terminating the member.

2.8. Annual General Meeting ("AGM")

The purposes of the Annual General Meeting are to present a report by the President, an annual financial report through the end of the prior quarter, to introduce the newly elected Council and to transact such other business as may properly come before the meeting.

2.9. Extraordinary General Meetings ("EGM")

The President, the Council, or not less than the percentage of the members defined hereafter entitled to vote at such meeting, may call EGMs of the members for any specific purpose. No other business apart from the specific purpose for which the EGM has been called may be transacted.

Ten percent or at least 15 members is required to call a special meeting.

2.10. Notice of Meetings

In the case of an EGM meeting, the President, the Secretary or the Council shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally, by mail, or by electronic transmission, not less than 14 nor more than 50 days before the meeting, written notice stating the place, date and time of the meeting and the specific purpose for which the meeting is called.

If an EGM notice is not issued by the Council's Secretary for any reason, the person or persons making the request may do so and may fix the date, time and place for such meeting.

Notices by electronic transmission must be delivered in accordance with Article 6.2 of these Bylaws.

2.11. Waiver of Notice

Whenever any notice is required to be given to any member under the provisions of these Bylaws or the Constitution a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

2.12. 2.11. Quorum

The percentage of the members of the Federation entitled to vote as described in Article 2.9 shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented must adjourn the meeting to a later date.

2.13. Manner of Acting

The vote of a majority of the votes entitled to be cast by the members represented in person at an AGM or EGM at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by these Bylaws or the Constitution.

Email voting by members is permitted as long as sufficient information is provided by the member to determine their identity and eligibility to vote.

2.14. Proxies

Proxy voting is not permitted.

2.15. Rules of Procedure

All meetings of the members shall be conducted in the manner determined by the person acting as chairperson of the meeting, to the extent consistent with the Constitution, these Bylaws, or Standing Orders adopted by the Council or the members.

2.16. Members Code of Conduct

Members have a right to:

- a. Be treated fairly, equally and with respect by the Federation, the Council, its Committees and other members.
- b. Participate in the affairs of the Federation in an environment free from all forms of harassment and discrimination.
- c. Privacy and confidentiality concerning records, documentation and any other communication containing a member's personal information, unless consent is otherwise provided.
- d. Be informed and actively involved in all Federation events and offerings.
- e. Voice their opinions, requirements and suggestions to the Council.

Members must:

- a. Treat other members, guests, staff of venues and other patrons (where a social function is being held) fairly, equally and with respect and courtesy.
- b. Behave responsibly and ensure they conduct themselves in a manner which will not injure the reputation of the Federation, its events, organisers, participants or sponsors.
- c. Not physically or verbally harass others.
- d. Report any inappropriate behaviour of a member to the Council of the Federation for action and follow up.
- e. Abide by and uphold the Constitution and Code of Conduct of the Federation.
- f. Notify the Federation's Secretary of any changes to address or other contact details.

Breaches of this Code of Conduct:

- a. Any member not behaving in accordance with the terms of the Code of Conduct at an event of the Federation may be asked to leave the event.
- b. The inappropriate behaviour of any members will be investigated, discussed and an appropriate course of action will be taken by the Council, which may be subject to a reprimand, suspension or revocation of membership.
- c. In appropriate circumstances, the Council may refer a breach of the Code of Conduct to the members at an EGM.

ARTICLE 3: FEDERATION COUNCIL

3.1. General Powers

The affairs of the Federation shall be managed by the Council, who shall discharge their duties in good faith and for the benefit of the entire membership and in furtherance of the purposes of the Federation.

3.2. Number

The Council shall consist of three representatives ("Delegates") from each Association. The number of Delegates may be changed from time to time by amendment to these Bylaws.

3.3. Qualifications

Delegates shall be voting members, in good standing of their respective Association and subscribe to the aims and objectives of the Federation.

3.4. Terms of Office

Unless a Delegate dies, resigns or is removed, they shall hold office until their successor is elected, whichever is later.

To aid with continuity of representation, Associations are encouraged to rotate some but not all Delegates annually where possible.

3.5. Regular Meetings

By resolution, the Council may specify the date, time and place for the holding of regular Council meetings. Such notice shall be given to a Delegate in writing and shall be delivered via email to the email address as shown on the records of the Federation as well as published on the Federation web site at least 14 days before the meeting.

Any Association, by giving 14 days' notice, may require the Secretary of the Federation to include on the agenda for the next regular Council meeting, any business specified in that notice.

The Council will use reasonable efforts to hold at least three Council meetings per calendar year.

3.6. Special Meetings

Special meetings of the Council may be called by or at the written request of the President or any two Delegates. The person or persons authorised to call special meetings may fix any place within the Isle of Man as the place for holding any special meeting called by them.

3.7. Rules of Procedure

All meetings of the Council shall be conducted in the manner determined by the Constitution, these Bylaws and Standing Orders adopted by the Council.

3.8. Notice of Special Meetings

Notice of special meetings of the Council shall be given to each Delegate orally or in writing at least five days prior to the meeting unless a majority of Delegates consent to a shorter notice period, such consent being obtained in writing or by email. Written notice of meetings may be delivered by electronic transmission. The purpose of any special meeting need not be specified.

Notices by electronic transmission must be delivered in accordance with Article 6.2 of these Bylaws.

3.9. Open Meetings

All meetings of the Council shall be open to members, provided that only Delegates shall be entitled to speak and vote on any matter coming before the meeting. The Chair may permit a non-Delegate to speak.

3.10. Waiver of Notice

3.10.1. In Writing

Whenever any notice is required to be given to any Delegate under the provisions of these Bylaws or the Constitution, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Council need be specified in the waiver of notice of such meeting.

3.10.2. By Attendance

The attendance of a Delegate at a meeting shall constitute a waiver of notice of such meeting, except where a Delegate attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.11. Manner of Acting

The act of the majority of the Council present at a meeting at which there is a quorum shall be the act of the Council.

3.12. Proxy Voting

Proxy voting in Council is not permitted.

3.13. Presumption of Assent

A Delegate of the Federation present at a Council meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless their dissent or abstention is entered in the minutes of the meeting, or unless such Delegate files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or unless such Delegate forwards such dissent or abstention by registered mail to the Secretary of the Federation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Delegate who voted in favour of such action.

3.14. Urgent Action by Council Without a Meeting

Any action which could be taken at a meeting of the Council may be taken without a meeting if a written consent setting forth the action so taken is signed by all Delegates. Any such written consent shall be inserted in the minute book as if it were the minutes of a Council meeting.

A vote by Council may be conducted by email provided that the above-described written consent is provided and provided that the vote is unanimous.

3.15. Resignation

Any Delegate may resign at any time by delivering written notice to the President or the Secretary, or to the registered office of the Federation, or by giving oral or written notice at any meeting of the Council or of the membership. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.16. Removal

At any AGM or EGM called expressly for that purpose and at which a quorum is present, one or more Delegates of the Council (including the entire Council) may be removed from office by a majority of the members then entitled to vote at the meeting.

3.17. Vacancies

A vacancy in the position of Council Delegate will be filled by their Association. A Delegate who fills a vacancy shall serve for the unexpired term of their predecessor in office. Any position to be filled by reasons of an increase in the number of Council may be filled by the local Associations for a term of office continuing only until the next election of Council Delegates.

3.18. Committees

3.18.1. Appointment of Committees

The Council, by resolution adopted by a majority of the Council in office, may designate and appoint one or more standing or temporary committees to conduct the business and further the objectives of the Federation.

Each committee shall be provided with a written charter approved by the Council which shall also, in conjunction with Standing Orders, define the operating procedures of the committee.

The standing committees of the Federation shall include the following: Annual Audit Committee.

The Annual Audit Committee shall consist of a least one Delegate and two members from different Associations in good standing. No member of the committee can hold the office of Treasurer or have signature powers over the Federation bank accounts.

Each other committee shall consist of at least one Delegate plus at least one additional member in good standing.

3.18.2. Committee Membership

The President shall appoint the chairperson and members of each committee so that each Association is represented where possible.

3.18.3. Power and Authority of Committees

The Council shall retain the right to limit the powers and duties of any committee that it has created and to disband any such committee.

No committee shall have the authority to:

- a. amend, alter or repeal these Bylaws;
- b. elect, appoint or remove any member of any other committee or any Delegate or Officer of the Federation;
- c. amend the Constitution;
- d. adopt a plan of merger or consolidation with another organisation;
- e. authorise the sale, lease or exchange of all or substantially all the property and assets of the Federation not in the ordinary course of business;
- f. authorise the voluntary dissolution of the Federation or revoke proceedings therefor;
- g. adopt a plan for the distribution of the assets of the Federation; or

- h. amend, alter or repeal any resolution of the Council which by its terms provides that it shall not be amended, altered or repealed by a committee.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Council or any individual Delegate of any responsibility imposed upon it, him or her by law.

3.18.4. Quorum; Manner of Acting

One third of the total number of Council and other members composing the Audit Committee shall constitute a quorum.

For all other committees, a majority of the total number of Council and other members composing any such committee shall constitute a quorum.

The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.18.5. Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18.6. Removal of Committee Member

The Council may remove from office any chairperson or member of any committee.

3.19. Compensation

The Council Delegates shall receive no compensation for their service as Council but may receive reimbursement for pre-approved expenditures incurred on behalf of the Federation.

The Council may award honoraria to specific officers or to honey show judges for services rendered at their discretion.

ARTICLE 4: OFFICERS

4.1. Qualifications

With the exception of the Isle of Man Government appointed bee diseases inspector, only paid-up Regular members are eligible to be an officer.

Officers are required to attend at least 50% of Council meetings.

4.2. Election and Term of Office

The officers of the Federation shall be appointed each year by the Council at the Council meeting preceding the annual meeting. Unless an officer dies, resigns, or is removed from office, they shall hold office until the next annual meeting of the Council or until their successor is elected.

No officer shall hold the same position for more than three consecutive years, unless there are no other volunteers to assume the office occupied.

4.3. Resignation

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Council, or by giving oral or written notice at any meeting of the Council. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Appointment of an officer or agent shall not of itself create contract rights.

4.4. Removal

Any officer or agent elected or appointed by the Council may be removed from office by the Council whenever in its judgment the best interests of the Federation would be served thereby, but such removal shall require due process.

4.5. Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Council for the unexpired portion of the term or for a new term established by the Council.

4.6. Officer Indemnity Insurance

In the case of a non-beekeeper officer the Federation may pay the individual's Federation and BBKA subscription in order that the officer be able to be covered under the BBKA officer indemnity insurance policy.

4.7. Officer Duties

Officers shall have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Council. Any officer may be assigned by the Council any additional title that the Council deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.7.1. President

The President shall be the chief executive officer of the Federation, and, subject to the Council's control, shall supervise and control all the assets, business and affairs of the Federation. The President shall preside over meetings of the members and the Council. The President shall sign ratified Council meeting minutes and Financial reports. In

general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Council from time to time.

4.7.2. Vice President

In the event of the death of the President or their inability or refusal to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Council, with all the powers of and subject to all the restrictions upon the President. A Vice President, when so acting, shall have, to the extent authorised by the President or the Council, the same powers as the President. Vice Presidents shall perform such other duties as from time to time may be assigned by the President or the Council.

4.7.3. Secretary

The Secretary shall:

- a. keep the minutes of meetings of the members and the Council, and minutes which may be maintained by committees of the Council;
- b. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c. be custodian of the corporate records of the Federation;
- d. keep records of the post office address, email address and class, if applicable, of each member and Delegate and of the name, email address and post office address of each officer;
- e. sign with the President, or other officer authorised by the President or the Council ratified Council meeting minutes;
- f. prepare and distribute minutes to all Delegates within 30 days of any AGM, EGM or 14 days of any Council meeting;
- g. in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Council;
- h. prepare an annual budget covering expected administrative and insurance expenses of the Federation.

4.7.4. Treasurer

The Treasurer shall have charge and custody of and be responsible for:

- a. all funds and securities of the Federation;
- b. receive and give receipts for monies due and payable to the Federation from any source whatsoever, and deposit all such monies in the name of the Federation in bank accounts or other depositories selected in accordance with the provisions of these Bylaws;
- c. ensuring that Federation insurance policies, if any, are kept up to date and in force.

4.7.5. Education Officer

The Education Officer shall be responsible for organising the training of new beekeepers from initial enquiry to getting a beehive as well as acting as the link between interested

parties in the wider community and the Federation. All under guidance from the Council. Council may establish a detailed list of duties to be performed by the Education Officer.

4.7.6. Apiary Supervisor

The Apiary Supervisor shall be responsible for managing the Federation assets at the Training Apiary under guidance from the Council. Council may establish a detailed list of duties to be performed by the Apiary Supervisor.

4.7.7. Webmaster

The Webmaster shall be responsible for Updating and maintaining the Federation website. Council may maintain a detailed list of duties to be performed by the Webmaster.

ARTICLE 5: FINANCIAL ADMINISTRATION

5.1. Books and Records

The Federation shall keep at its principal or registered office copies of its current Constitution and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Council, and any minutes which may be maintained by committees of the Council; records of the name and address, email address and class, if applicable, of each member and Delegate, and of the name, email address and post office address of each officer; and such other records as may be necessary or advisable.

All books and records, except for membership lists and member personal information, of the Federation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership, provided that the purpose of such inspection shall be reasonably related to membership interests. Costs for inspection or copying shall be the responsibility of the member except for copies of the Constitution or these Bylaws.

Any use or sale of the Federation membership list, other than explicitly approved in advance in writing is strictly prohibited.

5.2. Financial Year

The financial year of the Federation shall run from 1 April through 31 March.

5.3. Financial Accounts

Bank accounts may be opened by the Federation with the formal approval of the Council with at least four signatories. Two signatures are required to operate the account except where online banking is used. Without the express approval of Council, no other person shall hold any funds of the Federation.

Proper books of accounts shall be maintained by the Treasurer. Council can call for production of all account books and bank statements. Federation accounts in the form approved by Council shall be prepared at the end of the financial year, independently examined by the Audit

Committee, signed by two officers and the Chair of the Audit Committee and distributed to members.

5.4. Cheques

All cheques or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Federation shall be signed by such officers of the Federation and in such manner as is from time to time determined by resolution of the Council.

5.5. Deposits

All funds of the Federation shall be deposited to the credit of the Federation in such bank accounts or other depositories as the Council may select by formal resolution.

5.6. Financial Controls

The Education Officer shall submit an annual budgetary request associated with beekeeper training on or before 31 January each year.

The Apiary Officer shall submit an annual budgetary request associated with equipment, maintenance and insurance where applicable on or before 31 January each year.

The Secretary shall submit an annual budgetary request for administrative expenses for the upcoming fiscal year on or before 31 January each year.

Council shall approve an annual budget based on the budgetary requests as well as any amounts to be held in reserve to meet future obligations.

Expenditures within the approved budget require no further approval.

Any unbudgeted expenditures require explicit prior written (including email) approval before spending. The approval required depends on the amount of expenditure:

- a. Less than £200 - written approval of the President;
- b. Up to £500 - approval of the President plus at least one Delegate from an elected member of a different Association;
- c. Up to £2,500 - written approval of the Council;
- d. Over £2,500 - approval of the membership at an AGM or EGM.

5.7. Association Finances

Any Association in financial difficulties must notify the Secretary immediately.

ARTICLE 6: MISCELLANEOUS

6.1. Place of Meetings

All meetings shall be held either at such place within the Isle of Man or electronically (provided that members, Delegates or Officers are able to participate electronically), as designated in the notice of the meeting or in a waiver of notice of the meeting.

6.2. Electronic Transmission

The Federation may deliver all notices, demands, consents or waivers by electronic transmission, unless a member, Delegate or Officer has explicitly refused consent to receive such electronically transmitted communications.

Notice provided in an electronic transmission is effective when it:

- a. is electronically transmitted to an address, location, or system designated by the recipient for that purpose; or
- b. has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

6.3. Meetings via Electronic Communications

Members or Delegates of the Federation may participate in any AGM, EGM or Council meeting by means of a conference telephone, electronic conferencing device, online computer service or similar method of communications. Participation by such means shall constitute presence in person at a meeting.

6.4. Conflicts of Interest

Whenever a Delegate or officer has a financial or personal interest in any matter coming before the Council, the affected person shall a) fully disclose the nature of the interest and b) withdraw both physically and from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Delegates determine that it is in the best interest of the Federation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

6.5. Policies

The Council may by resolution adopt or amend policies or regulations covering any aspect of corporate governance not specified in the Constitution or these Bylaws.

6.6. Swarm Collection

Council will ensure that an annual list of those members wishing to collect swarms is published on its web site and to relevant public authorities.

Council may specify criteria related to beekeeping experience for acceptance on the swarm list.

ARTICLE 7: PROTECTION OF INTELLECTUAL PROPERTY

The Federation is the legal owner of all trademarks, service marks and copyrights established for the Federation itself. To protect the Federation, it will oversee the use of the Isle of Man Beekeepers Federation name, logo, internet domains and all other Federation trademarks, service marks and copyrighted materials, and will take appropriate action when the Federation feels that the names, logos or copyrights are wrongfully used. No member may utilize

Federation trademarks, service marks or copyrights, the Federation logo or internet domains for any purposes without prior approval of the Council.

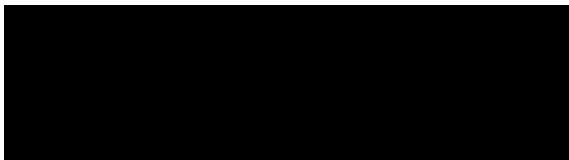
ARTICLE 8: AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the Council in office, provided that any amendments made by the Council shall be included as an agenda item at a regularly scheduled meeting and that notice of said meeting is provided to all members prior to the adoption of such amendment by the Council.

The foregoing Bylaws were adopted by the Council on 19 May 2023.

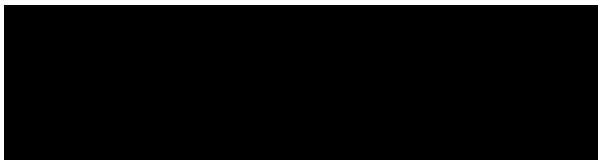


Secretary

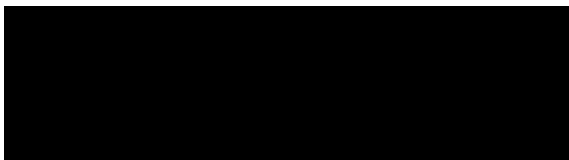


President/Chair

Ratified at AGM/~~EGM~~ on 19 May 2023



Secretary



President/Chair