



Taking Berwick forward through its food heritage

MOUTH OF THE TWEED CONSTITUTION

1. **NAME** *The name of the Association shall be “Mouth of The Tweed” and is referred to hereafter in this document as “MoTT”.*
2. **OBJECTS**

The objects of MoTT, which will be non-profit-making, shall be to carry on activities that benefit residents, support sustainable tourism and help sustain and develop small and medium enterprises in Berwick-upon-Tweed and its hinterland through celebrating, conserving, interpreting and promoting the local food heritage, in the past and the present.

MoTT shall strive to do all things necessary to attain these principal objects both by undertaking its own projects and by encouraging, supporting and working with other groups to achieve the Association’s aims.

A document showing the MoTT objectives is appended to this Constitution.
3. **MEMBERSHIP** *Membership of MoTT shall be open to individuals, community groups, producers, retailers and hospitality providers who live or operate in Berwick or within a radius of approximately 25km (15.5 miles) from the mouth of the River Tweed. They will be invited to become members of MoTT. Each corporate member will be invited to send one representative to attend general meetings of MoTT. Each individual or corporate member shall have the same rights and responsibilities and be entitled to take part in the activities of MoTT. They shall have one vote at any election.*
4. **SUBSCRIPTIONS** *The annual subscription to Mouth of The Tweed shall be such sums as may be fixed by the MoTT Annual General Meeting. Subscriptions shall become due on the first day of April in each year. Members of MoTT, individual or corporate, whose subscriptions are twelve months in arrears shall be automatically excluded from membership.*
5. **OFFICERS**

The affairs of MoTT will be managed until March 2013 by an Interim Management Board comprising the founder members of MoTT. The Interim Management Board shall cease to exist at the first Annual General Meeting when a Committee will be elected comprising a Chairman, Secretary, Treasurer and up to 4 ordinary members. Subsequently Officers shall be elected at the Annual General Meeting.

The Officers of the MoTT Committee shall meet at least four times per year and at meetings where a vote is called for each Officer shall have one vote. In the event of a tied decision the Chairman shall have a casting vote.

The Committee shall have the power to co-opt not more than three additional members, who shall stand down at the time of the Annual General Meeting.

The quorum for a meeting of the Committee shall be 5.
6. **MEETINGS** *The year end shall be the last day of March each year. The first Annual General Meeting shall be held before the end of March 2013 and the Annual General Meeting shall be held before the end of March each subsequent year, on a date to be decided by the Officers.*

An Annual General Meeting of MoTT shall require at least 14 days notice. An Extraordinary General Meeting shall require at least 28 days notice. All papers relating to such meetings shall be sent out to members in advance of the proposed meetings by email or ordinary post.

The quorum for an Annual General Meeting or Extraordinary General Meeting shall be 8 members.

7. **COMMITTEE POWERS**

The Interim Management Board and subsequently the Committee shall have responsibility for the general management and direction of the funds and affairs of MoTT and in particular (but without prejudice to the foregoing)

- *may appoint such Sub-Committees as it deems appropriate;*
- *may nominate any members of the Group as delegates to serve on another body;*
- *may invite individuals or representatives of organisations that are not members of MoTT to join such Sub-committees as it deems appropriate;*
- *may pay the whole or any part of the expenses of any member, or such remuneration as agreed by the Committee for any duties or services undertaken on behalf of MoTT;*
- *may appoint and employ staff to undertake work for MoTT which is made possible by funding from external bodies.*

8. **ACCOUNTS**

During the lifetime of MoTT, no income or property shall be distributed to the Officers or members of MoTT or any other participating individuals except to reclaim authorised expenses or as remuneration for duties or services undertaken for MoTT and authorised by the Interim Management Board or subsequently by the Committee.

A bank account shall be kept in the name of Mouth of the Tweed. Withdrawals from the bank account shall require signatures from two of the three Officers of the Committee. All expenditure must be authorised by the Officers or by a sub-committee delegated by the Officers.

9. **AUDITORS**

An independent examiner shall be appointed at the Annual General Meeting to verify the Annual Accounts.

10. **NOTICES**

Notices to members of MoTT shall be deemed sufficiently served if sent by post to the member's address or by e-mail.

11. **ALTERATIONS**

Alterations to this Constitution can only be made at an AGM with special notice or at an EGM and will require the consent of two thirds of those present and eligible to vote. Notice of any motion to amend the Constitution must be in the hands of the Secretary at least 28 days before any AGM or EGM. An EGM shall be called at the request of at least twelve members.

12. **WINDING UP**

MoTT may be dissolved by a Resolution passed by a two-thirds majority of those present and eligible to vote at an Extraordinary General Meeting convened for the purpose.

Such resolutions may give instructions for the disposal of any assets held by or in the name of MoTT, provided that any income or property shall not be paid to or distributed among members of MoTT but shall be given or transferred to such other institution or institutions having objects similar to some or all of the objects of MoTT.