

**CONSTITUTION**  
**of the**  
**SCOTTISH BORDERS FOOD AND DRINK NETWORK**

**NAME**

1. The name of the Association shall be the **SCOTTISH BORDERS FOOD AND DRINK NETWORK**, hereafter referred to as the Association.

**OFFICE**

2. The office of the Association shall be normally located at the same address as that of the Secretary, or in any other appropriate location as may be determined by the members in General Meeting.

**PURPOSE**

3. *The purpose of the Association is for Scottish Borders Food and Drink providing and producing businesses, to work together to encourage and promote the use of Scottish Borders food and drink produce within the Region and beyond.*

The purpose of the Association shall be achieved by carrying out the following, for the benefit of members:

- i. To provide a collective forum for members to exchange information and share ideas, issues and constraints relevant to the development of their own individual food and drink businesses and the development of the Scottish Borders food and drink sector
- ii. To secure representation where possible and appropriate on Regional and National food policy groups
- iii. To arrange meetings, conferences, courses, visits, tours and other functions of a technical and educational nature appropriate to the purposes of the Association
- iv. To publish reports, papers and other such material as may seem appropriate to promote Scottish Borders food and drink and the purposes of the Association

- v. To raise funds or seek funding to support its activities where appropriate and possible as agreed by the membership
- vi. To extend and grow the network amongst the regions food and drink providers and producers
- vii. Any other activities as may seem conducive to the general purpose of the Association as agreed by the membership

#### **STATUS AND LIABILITY OF MEMBERS**

4. The Association is an unincorporated body and the liability of members for expenses incurred in the Association's name is joint and several.

#### **MEMBERSHIP**

5.

i Membership shall be open to any Scottish Borders food and drink producer or provider, whose principal area of activity is situated in the Scottish Borders. By invitation of the Executive Committee and following agreement by the membership, individuals linked to the regional food and drink industry, but not a food producer or provider, may be invited to join the Association as associate members. Such members will not have a vote nor be able to join the membership of the executive committee, but will be entitled to attend all general meetings (including the AGM) and where appropriate become members of sub-committees. Invitations to meetings will be extended to relevant bodies when it is the wish of the membership.

ii Members are required to pay in each year an annual subscription to the Association, calculated on such basis as will be agreed by the membership from time to time.

iii A member may retire from membership of the Association by giving one month's written notice of such action to the Secretary at the Association's office. The cessation of membership under this clause shall not relieve a member of liability for any unpaid and due subscription.

lv A member can be expelled from the Association if their subscription remains unpaid for more than three months after it falls due, or any other action judged by the members in General Meeting to be prejudicial to the overall purpose of the Association. However the members may at the time of expulsion authorise the Secretary to re-admit a member who pays all arrears of subscription, without further reference to the members. Re-admissions of expelled members for reasons other than delayed payment of subscriptions will require approval by the members in General Meeting.

## **MANAGEMENT**

### **Executive Committee**

6. The business of the Association will be conducted by an Executive Committee.

The Executive Committee will compose of:

- Chair
- Vice Chair
- Secretary
- Treasurer
- Coordinator(s)

7. The Executive Committee will have full powers to incur expenditure on behalf of the Association in performing its role under this Constitution. An expenditure limit for single transactions will be set by the members at the AGM for the forthcoming year and may not be exceeded without approval by the members in General Meeting.

8. The Executive Committee will advise membership of any decisions and significant course/s of action pertinent to the purposes of the Association following each meeting.

### **Voting at Executive Committee Meetings**

9. Regardless of the number of representatives present at Executive Committee Meetings per member, each member shall have only one vote

10. Decisions requiring a vote will be determined by a show of hands and carried by simple majority. In the case of equality of votes, which cannot be resolved immediately, a sub-committee will be formed comprising of five members, two representing each side of the disputed decision, and the Secretary.

11. The sub-committee will be charged with resolving the dispute and providing a recommendation for the most appropriate course of action to the next Executive Committee Meeting

### **Notice of Executive Committee Meetings**

12. Notice of every Executive Committee Meeting specifying the place and date thereof and the business to be transacted thereat, shall be sent to or left at the address of every member not less than five days before the said date.

### **Quorum at Executive Committee Meetings**

13. The quorum at Executive Committee meeting shall not be less than three members present.

## **OFFICERS**

### **Chair and Vice-Chair**

14. As prescribed, the members of the Association shall elect a Chair and Vice-Chair at the Annual General Meeting. The Chair and Vice-Chair shall not serve for more than three consecutive years, but can be voted for a further three years at AGM, after which they cannot be voted on without a break of one year.

### **Secretary and Treasurer**

15. The members in Annual General Meeting shall appoint and may remove a Secretary and a Treasurer as may seem necessary and shall determine their

remuneration and the terms and tenure of office. The offices of Secretary and Treasurer may be held by the same person. The Secretary shall compile minutes for every Executive Committee and General Meeting.

### **Coordinator(s)**

16. The members in AGM can nominate two coordinators. One should be a producer and the other a provider. The coordinators role is to support the Chair as agreed:

- In formation of Association policy
- By providing a strong coordinating link with membership
- By providing wider representation on relevant organisations or authorities – and,
- Any other activities which further the purposes of the Association

### **SUB-COMMITTEES**

17. As agreed by the membership, the Executive Committee may appoint any sub-committees and determine in each case their terms of reference, their authority and the reporting requirements to the Executive and members in General Meeting.

18. No sub-committee shall incur any expenditure which may become a liability of the Association without the authority of the Executive Committee of the Association.

### **GENERAL MEETINGS**

#### **Annual General Meeting**

19. The Annual General Meeting shall be held at such time and place as the members shall determine and the only business that shall be transacted shall be:

- To receive the Chairman's report
- To consider and adopt the minutes of the previous AGM
- To consider and adopt the statement of accounts
- To approve the annual subscription proposed by the Executive Committee

- To determine the Executive Committee's expenditure limit for single transactions using the Association funds, without further reference to the members in General Meeting
- To elect a Chair and Vice Chair
- To appoint the Secretary
- To appoint a Treasurer if appropriate
- To conduct any other business specified in the notice of the meeting

20. All members shall be entitled to attend the Annual General Meeting.

### **Special General Meeting**

21. All General Meetings other than the Annual General Meeting shall be Special General Meetings. The Secretary may call a Special General Meeting at any time and shall do so on the written requisition of not less than one third of members specifying the business which it is intended to transact. If the Secretary does not within twenty eight days after receipt of a requisition call a Special General Meeting, any one third of the members may do so.

22. No business shall be transacted at any Special General Meeting except that in terms specified in the notice calling the meeting.

### **Notice of General Meetings**

23. Notice of every General Meeting, specifying the place and date thereof and the business to be transacted thereat shall be sent to or left at the normal address of every member not less than fourteen days before the said meeting.

### **Chair at General Meetings**

24. The Chair of the Association shall preside as Chair at all General Meetings. If he/she is not present within fifteen minutes of the appointed time for the meeting to begin, the Vice Chair shall preside. If the Vice Chair is also not present, the members present shall elect one of their number to preside.

### **Voting at General Meetings**

25. Every question put to a vote will be decided either by a ballot, if one is demanded by a member, or by a show of hands. Every member shall have one vote which will be given personally by a representative of the member, or by proxy. Notification of proxies must be given to the Secretary in writing at least 48 hours prior to the meeting for them to be valid. If in the case of an equality of votes, the Chair shall have a casting or second vote.

### **Quorum at General Meetings**

26. The quorum at all General Meetings shall be five members

### **MODIFICATIONS TO CONSTITUTION**

27. This constitution may be amended by the passing of a resolution in a Special General Meeting convened as prescribed in Special General Meeting, clause 21. In this context, at least 75% of the members present must vote for the resolution for it to be validly passed.

### **DISSOLUTION OF THE ASSOCIATION**

28. The Association may be dissolved on the passing of a resolution in Special General Meeting by a simple majority of members present. If on the dissolution of the Association there remains any moneys not needed for the discharge of the Association's liabilities, they shall be applied for the promotion of cooperation in such a way as the members shall determine.

### **ADOPTION OF THIS CONSTITUTION**

29. This constitution was formally adopted by the members of the Association on 28<sup>th</sup> May 2008 at Standhill Farm, Hawick, Scottish Borders.