THE CONSTITUTION
OF
VISIT KELSO

1. **Name.**

   The Association shall be called Visit Kelso and will cover the geographical area of Kelso and District as defined by Appendix A, hereinafter referred to as Kelso.

2. **Mission Statement.**

   The mission of Visit Kelso is to promote and enhance the economic development for the benefit of all through the marketing of the town to inhabitants of the Scottish Borders and wider catchments thereby increasing footfall to support a thriving social and commercial community.

3. **Objectives.**

   Visit Kelso shall:

   1. Promote and encourage the benefit of trade and commerce, within Kelso to locals and visitors alike.
   2. Market Kelso as a destination within the Scottish Borders.
   3. Encourage locals and visitors to support our members.
   4. Collaborate with appropriate partners for the benefit of Kelso.
   5. Secure financial sustainability

4. **Aims.**

   1. Increase awareness, through the use of appropriate marketing, of Kelso leading to increased footfall, spend, duration of stay and repeat visit rate.

2. To keep members informed of any issues that affect the Business community and the locality in general;

   a) To arrange, organize or take part in social and or vocational events to improve the goodwill between members and other partners.

   b) Maintain membership levels and obtain additional funding to support projects, campaigns and activities as required.

   c) Maintain all forms of PR and marketing including but not exclusively the Visit Kelso Website and Social Media platforms to ensure the digital experience is relevant, and to appropriately use any non-digital PR and marketing to support the objectives of the group.

5. **Political Activities.**

Visit Kelso is a non-political organization.

6. **Management and The Committee**

Officers.

a) Visit Kelso shall have the following officers:
Chairperson
Treasurer
Secretary
And a minimum of 5 ordinary members and a maximum of 16 excluding, contractors, who shall comprise the Committee.

The Committee shall have the power to create sub-groups as required, and these shall comprise committee members and co-opted ordinary members as appropriate to deliver the remit of the sub-group.

b) All office bearers and ordinary members shall be elected by the members at the AGM and shall hold office from election until the next AGM.

c) The Committee shall have the power to co-opt up to three members on to the committee to fill vacancies until the next annual general meeting. Co-opted members will have voting rights.

d) No one shall be elected to any Office Bearer position for more than two consecutive terms unless specifically approved by the members. A limit of 3 consecutive 2-year terms (6 years in total) shall be maximum in any one position.

e) Nominations for Officers may be made and seconded by members at any time but no later than seven days before the AGM and shall be sent in writing to the Secretary signed by the nominator and seconder. Nomination forms will be sent to members with the notice of the AGM. Members will be notified of all nominations prior to the AGM. Voting will be by show of hands for those present but members unable to attend can submit a ballot paper by email, or post to be received by the Secretary no later than the day before the AGM. The votes sent in will be counted with the votes at the meeting and the outcome of the election will be announced at the end of the AGM. In the absence of any such nominations the Chairperson may accept nominations from those present and entitled to vote at the AGM.

f) The immediate past Chairperson shall, unless he or she declines to be so, be a member of the Committee for one year after his or her term of office comes to an end.

g) The Committee shall have the power to appoint a Secretary & a Treasurer to perform the duties on behalf of Visit Kelso and to pay remuneration as may from time to time be determined by the Committee. Both posts may be held separately or may be combined at the discretion of the Committee.

h) The Committee shall have powers to appoint Subgroups as and when required.

i) The Committee shall have power at any time and from time to time to appoint any person to the Committee to fill a casual vacancy or as an additional committee member but so that the total number of committee members shall not exceed 16. Any person so appointed shall automatically retire at the AGM following such appointment but shall be eligible for re-election by the members at such AGM.

j) The Committee shall have the power to appoint consultants/contractors to undertake specific duties on behalf of Visit Kelso and to pay such remuneration as may from time to time be determined by the Committee.

k) The members shall have the power at any AGM to remove any officer, any member of the Committee or any person appointed by the Committee.

l) A quorum for any Committee meeting shall be 6.

m) Resolutions put to the Committee shall be passed by simple majority voting by those present and the Chairperson (or Vice Chairperson if the Chairperson is not in attendance) shall have a casting vote.

n) The committee shall have the responsibility to manage the resources and assets of Visit Kelso and shall maintain such bank accounts and insurance policies as necessary to safeguard the group.

o) The Treasurer shall maintain a record of all income and expenditure and present in an appropriate format to committee meetings. Records should then be passed to auditor to prepare an annual set of accounts for presentation to the AGM.

p) The Committee shall have the power to determine any matter not covered by the Constitution.

7. **Meetings**

The Committee shall meet at least six times per year (not including any general meeting of Visit Kelso). A Committee meeting may be called by the Chairman or by at least two members of the Committee on giving no less than seven days' notice. Such notice may be communicated electronically or verbally. The purpose of such meetings shall be as follows or for such other purpose as the Committee may determine:-

a. **Committee Meetings** - purpose to receive updates from each Subgroup, identify & discuss specific issues and make decisions. Strict time limit for each Action Group report/discussion.

b. **Subgroup Meetings** - each to have a nominated person who will be responsible to report to the Committee Meeting. A Subgroup's role is to co-opt helpers and contributors and develop, plan and implement plans for their area of responsibility. Visit Kelso may appoint a coordinator to liaise with the action groups and help them as required to ensure that they meet deadlines.

c. **Ad Hoc Meetings** - as required meet outside regular committee meeting to discuss specific issues in detail.

d. **Consultants and Contractors appointed by the Committee** shall be invited to attend Committee meetings during the tenure of their appointment to provide updates. The committee shall meet without Consultants and Contractors present where there is a potential conflict of interest, to discuss consultant and contractor remuneration and/or performance issues.

e. **An Extraordinary General Meeting (EGM)** may be called at any time by the Committee. If 10% of the ordinary members request such a meeting in writing the Secretary must arrange one.

8. **Membership**

a) Membership shall be open to all those engaged in business within the area as defined in Rule 3(a). "Those engaged in Business" shall be deemed to include persons, firms, companies or other organizations engaged in any form of trade, business, manufacture, profession, leisure, tourism, charitable or educational enterprise or any person, firm, company or other organization approved by the Committee.

b) Application for membership shall be made in such a way as decided by the Committee from time to time. The Committee may, without reason, refuse membership of Visit Kelso to any applicant.

c) The Committee may, without reason, refuse renewal of any membership of Visit Kelso.

d) The Committee may, with majority vote, expel any member, for any of the following breaches:
   (i) Non-Payment of fees by 3 months after due date;
   (ii) Conviction for a criminal offence.

(iii) Acting in other ways prejudicial to the aims and objectives of Visit Kelso.

e) On ceasing to be a member a person forfeits any rights or claims on Visit Kelso, its property and funds.

9. **Subscriptions.**

a. Visit Kelso year shall run from 1st June.

a. The annual subscription for membership to Visit Kelso shall be such sum, as the Committee shall determine from time to time, in advance of the start of the next year and will become payable annually in advance on 1st June each year.

b. Any new member joining after 1st January will pay a reduced subscription to the end of the current year. Any new member joining prior to 1st January will pay the full year's subscription.

10. **Funds.**

a. The funds of Visit Kelso shall be under the control of the Committee, who shall have the power to use the same in such a way, as it may deem necessary for carrying out the objectives for which Visit Kelso is formed.

b. The Auditor shall produce Annual Accounts to 31st May each year, in partnership with the Treasurer and present the same to the Annual General Meeting duly signed by the appointed Auditor or independent examiner.

c. Neither Visit Kelso, it's Officers nor its Committee Members shall have the power to pledge, borrow or loan any funds belonging to or on behalf of Visit Kelso.

11. **Annual General Meeting**

a. The Annual General Meeting shall be held within eighteen months of the date of the previous AGM on a date determined by the Committee and at least 14 clear days written notice will be sent to all members. No business other than that contained in the notice of the AGM shall be brought forward at the AGM.

b. The Officers and Committee shall be elected in accordance with Rule 6 and they shall hold office until the next Annual General Meeting.

c. No resolution of an AGM shall be rescinded except at another AGM or a special general meeting called for the purpose in accordance with rule 7.

d. Any member wishing to have a resolution included at an AGM must give notice in writing to the Secretary at least 7 days prior to the date of the AGM.

e. Any resolution at an AGM must receive a simple majority vote to be adopted.

f. Nominations for the election of Officers and Committee shall be submitted in writing to the Secretary at least 7 days before the date fixed for the Annual General meeting.

g. Any addition or alteration to the Constitution shall only be made at the request of the Committee and the proposed alteration shall be stated in the notice of the AGM or an EGM. (see below 14)

h. Any member may vote at an AGM either in person or by proxy, providing the proxy vote is received in writing or by e-mail by the Secretary at least 24 hours prior to the AGM.

i. The AGM shall have the power to adopt the Annual Accounts.

12. **Notices.**

Notices to members will be issued electronically to the members last recorded email address and shall be deemed to have been received.

13. **Dissolution.**

a. In the event of the membership of Visit Kelso not being able to form an effective Committee, the General Meeting must pass a resolution by a two-thirds majority of the membership to disband or dissolve Visit Kelso.

b. The assets and funds of Visit Kelso shall then be paid and made over to Charity Begins At Home or such other Kelso charity for the benefit of the local community as the General Meeting at which the dissolution resolution is passed may decide.

14. **Amendments.**

The constitution may be amended by a two thirds majority of members present at a general meeting (AGM or EGM) provided that notice of the proposed amendments have been circulated to all members with the notice of the meeting.

This Constitution was approved and adopted at the Annual General Meeting of Visit Kelso on 18th May 2022

A copy of the constitution shall be available to all members on the VK Website

Outgoing Chairman

Secretary