

**CONSTITUTION OF
NORTH BERWICK HARBOUR TRUST ASSOCIATION**

1. Name

The Association shall be known as North Berwick Harbour Trust Association (hereinafter referred to as "the Association").

2. Objects

The Association shall promote the formation of a Trust to own and operate North Berwick Harbour and its environs (hereinafter referred to as "the Harbour") believing this to be in the best long-term interests of all those who use the Harbour for work, recreation, or who reside there; and to run the Harbour along with East Lothian Council until such Trust has been formed and the ownership of the harbour is vested in the Trust.

3. Powers

To further its primary objects, the Association shall have power to:

- (a) Bring together in conference and work in liaison with organisations and individuals with an interest in having a well-run harbour.
- (b) Purchase, hire or otherwise acquire any equipment required to fulfil the objects of the Association.
- (c) Engage the services of such consultants and advisers as may be necessary to fulfil the objects of the Association and employ such persons on such terms as may be required.
- (d) Raise such funds, invite and receive contributions from any person or organisation whatsoever by way of subscription, donation, legacy or otherwise in order to fulfil the objects of the Association.
- (e) Do all or any other such lawful thing as is necessary to fulfil the objects of the Association.
- (f) Take over the management of the Harbour in accordance with a Management Agreement to be entered into with East Lothian Council and to carry out all the responsibilities imposed on the Association there under.

4. Membership

- (a) Membership of the Association shall be open to all residents of the town of North Berwick, surrounding area and elsewhere who are over the age of 18 and who are interested in furthering the objects of the Association and taking part in its activities, and who have completed the necessary application form as may be determined by the Association. There shall be a maximum of twenty members.
- (b) The founding members of the Association are set out in the schedule annexed hereto. The Association shall have the right to appoint further members as they deem appropriate or to co-opt persons to work with the Association to fulfil its object.

- (c) If the conduct of any member is such that it appears to the Officers to impair the character or good standing of the Association, or if any member wilfully disobeys an order of the Officers communicated to such member, the Officers shall consider the expulsion of the member and if they think fit shall demand the resignation of the member. In the event of the member not resigning the Officers shall call a Special General Meeting of the Association to consider the expulsion of the member. If two-thirds of the members present vote that the member shall no longer be a member of the Association, the member shall cease to be a member and have no claim on the assets of the Association.

5. Management of the Association

- (a) At its first General Meeting, the Association shall elect a Chairman, Secretary, Treasurer and two other Officers (hereinafter referred to as "the Officers").
- (b) The Officers shall hold office until the conclusion of the next Annual General Meeting of the Association after their election but shall be eligible for re-election.
- (c) The Association shall meet at least three times a year when the Officers will report to the members. Minutes of the said meetings will be posted on the Association website and in the local library.
- (d) Any vacancy amongst the Officers may be filled by the Officers co-opting any member of the Association and such person shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for election at that meeting.
- (e) The Officers will be responsible for all management of the Association and its affairs.

6. Meetings of the Association

- (a) An Annual General Meeting of the Association shall be held once each year in March at such place as the Officers shall determine. The Secretary shall give at least 28 clear days notice of the meeting to each member. At such Annual General Meeting the business shall include consideration of the annual report of the work done by or on behalf of the Association; the approval of audited accounts to the previous 31 December; the election of Officers; motions submitted by Association members; and the transaction of such other matters as may from time to time be necessary. Any such motion must be intimated in writing to the Secretary 14 days prior to of the meeting. The Officers may invite to speak at (but not vote at) the Annual Meeting any person whom they consider fit and whose attendance is in the interests of the association.
- (b) The Officers may at any time at their discretion call a Special General Meeting of the Association. The Secretary shall call a Special General Meeting within 14 days of receiving a written request giving reasons for the request to do so signed by not less than seven members. The Secretary shall give at least 14 clear days notice of any Special General Meeting and the reasons for it being called.

7. Nomination of Officers

Only members of the Association shall be eligible to serve as the Officers. Nominations for Officers must be made by Association members in writing and shall be in the hands of the

Secretary at least 14 clear days before the Annual General Meeting. In the event of nominations exceeding vacancies, the election shall be held by ballot.

8. Meetings Procedure

- (a) The quorum at a meeting of the Association shall be one quarter of the number of members for the time being, at least one of whom shall be an Officer.
- (b) Unless otherwise specified, all questions arising at any meeting shall be decided by a simple majority of those present, excluding the Chairman who shall not vote. No person shall exercise more than one vote but in the case of an equality of votes, the Chairman at the meeting shall have a casting vote.
- (c) Minutes of the meetings of the Association shall contain a record of all proceedings and decisions and shall be posted on the Association website and in the local library within 14 days.

9. Finance

- (a) All monies raised by or on behalf of the Association shall be applied solely to fulfil the objects of the Association and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper fees to consultants and professional and technical advisers who may be engaged by the Association or the repayment to members of the Association of reasonable out-of-pocket expenses.
- (b) The Treasurer shall keep proper accounts of the finances of the Association and report on a regular basis to the other Officers.
- (c) The accounts shall be independently examined at least once a year by a competent person appointed at the Annual General Meeting.
- (d) A Statement of the Accounts for the last financial year to the 31 December shall be submitted by the Treasurer to the Annual General Meeting.
- (e) A bank account shall be opened in the name of the Association with a recognised bank or building society as the Association may from time to time decide. All cheques must be signed by the Treasurer and Chairman.

10. Alterations to the Constitution

Any alteration of this Constitution shall require the assent of not less than two-thirds of the members of the Association present at a general meeting, whether annual or special, provided that notice of any such proposed alteration shall have been received by the Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be proposed. Notice in writing of such a meeting setting forth the terms of the alteration shall be sent by the Secretary to each member of the Association. For the avoidance of doubt the Association will not function at all after the ownership of the harbour is vested in the Trust except in so far as to wind it up.

11. Dissolution

If, by a simple majority, the Officers decide at any time for any reason that it is necessary or advisable to dissolve the Association, an annual general meeting or a special general

meeting shall be called of which not less than 28 clear days' notice shall be given to each member which notice shall state the terms of the resolution. If such decision shall be confirmed by a two-thirds majority of those present and voting at such meeting, the Officers shall have power to dispose of any assets held by or on behalf of the Association but the same shall not be paid to or distributed to members of the Association; and any assets remaining after satisfaction of any proper debts and liabilities shall be given or transferred in the first instance to any Trust which may be formed as a result of the Association's endeavours. In the event of such a Trust not having been set up, the said assets shall be given or transferred to such other charitable organisation or organisations having objects similar to the objects of the Association as the Officers may determine.

This Constitution was adopted as the Constitution of North Berwick Harbour Trust Association at a meeting held at North Berwick. on 18 December.2006.

SCHEDULE of FOUNDING MEMBERS referred to in Clause 4b

1. Gerald Hughes, residing at Ware House, Ware Road North Berwick EH39 4BN
2. Bruce Todd, residing at 47, St. Baldreds Road, North Berwick EH39 4PU
3. Derek Braid, residing at 60, Rhodes Park, North Berwick EH39 5NA
4. Ben Pearson, residing at 16 c Quality Street, North Berwick EH39 4HP
5. Cameron Small, residing at 3 Marmion Court, North Berwick EH39 4PB
6. Jackie Tagg, residing at 66 Lime Grove, North Berwick EH39
7. Ken Burchell, residing at 15, Beach Road, North Berwick EH39 4AL
8. David Reid, residing at 1 St. Margaret's Court, North Berwick EH39 4QH
9. Stewart Auld, residing at 32, Dunbar Road North Berwick EH39 4DG
10. Colin Cumming, residing at 9, the Old Granary North Berwick EH39
11. Jane McMinn, residing at Vale Cottage, 52 Forth Street, North Berwick EH39 4JJ
12. James Sandison, residing at 13 Marine Parade, North Berwick EH39 4LD
13. John Hookway, residing at 21, Melbourne Road, North Berwick EH39 4LB
14. Garry Lawson, residing at Rhodes Park, North Berwick EH39 5NA
15. Alison Hall, residing at 79, Morningside Park, Edinburgh EH10 5EZ
16. David Lumbard, residing at 2 Smileyknowes Court, North Berwick EH39 4RG