

THE MALT DISTILLERS' ASSOCIATION OF
SCOTLAND

RULES

November, 1987

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RULES

Name of Association

1. The name of the Association is "The Malt Distillers' Association of Scotland" (hereinafter called "the Association")

Address of Principal Office

2. The address of the Association's principal Office is 1 North Street, Elgin.

Objects

3. The objects of the Association are:—

- (a) To protect and promote the interests of the Pot Still Malt Whisky Industry of Scotland generally both at home and abroad (save at home in relation to those matters which are the subject of Section 6 of the Restrictive Trade Practices Act 1956 and those matters which are the subject of Section 5 of the Restrictive Trade Practices Act 1968).
- (b) To regulate relations between members of the Association on the one hand and workers employed by such members, and organisations of such workers, on the other hand.
- (c) To do all such things and to take all such measures as may be conducive or incidental to the attainment of the foregoing objects.

Membership

4. (a) The Membership of the Association shall be open to all Companies and firms operating Pot Still Malt Distilleries in Scotland. The first members shall be those Companies or firms as aforesaid who at the date of adoption of these Rules have signified in writing their decision to join the Association.

- (b) Except in the case of the first members, applications for membership of the Association shall be made in writing and submitted to the Management Committee for approval. If an application shall not be approved by the Management Committee then, the applicant, whose application has been refused, shall be entitled, by notice given to the Secretary within 14 days of the communication of such decision, to appeal against such decision to a meeting of the Appeals Committee of the Association as appointed under Rule 15 hereof, which Meeting shall be called by the Secretary as soon as practicable after his receipt of the said notice. In the event of an appeal as aforesaid the Secretary shall provide the Appeals Committee with full particulars of the application and reasons for the decision of the Management Committee. The applicant concerned shall be entitled to be represented at the Hearing of the Appeal and to make such statements to the Appeals Committee as may be relevant to its case. In the event of the Appeal being disallowed the Secretary shall notify the applicant concerned stating the reason for the Appeal being disallowed.
- (c) Any member (whether or not a first member) ceasing to be a Company or firm as described in (a) above shall on such cessation also cease to be a member.
- (d) Any member may withdraw from the Association by giving not less than one month's notice in writing to the Secretary and on paying with such notice any unpaid subscription for the current financial year. If such notice is not given at least six months before the expiration of the Association's financial year, the withdrawing member shall be liable to pay the subscription for the ensuing financial year.
- (e) Each Member shall be entitled to be represented at General Meetings of the Association by such person or persons as the member shall designate.

Contributions

5. (a) Each Member shall pay an Annual Subscription for Membership of the Association of such sum for every Pot Still Malt Distillery operated by such Member as may be agreed by the Members of the Association in General Meeting.
- (b) The Annual Subscription for any financial year of the Association shall be payable within the first 60 days of such year provided that in the cases of the first Members and of new Members elected from time to time the Subscription shall be payable within 60 days of commencement of Membership; and provided further that, where Membership commences within the last three months of any financial year, the first Subscription shall cover both the financial year of commencement of Membership and the succeeding financial year.
- (c) If a Subscription or levy is overdue, the Secretary shall send to the Member concerned a written reminder, which shall also be deemed by virtue of this Rule to be a notice of proposal to terminate Membership in the event that such Member shall not have paid such Subscription or levy within a period of three months after despatch of such reminder; and in the said event such Member's Membership shall cease with effect from the expiry of such period.
- (d) The Association by Resolution approved by not less than two-thirds of the votes of Members present and voting at a General Meeting may make a levy on Members for special purposes. The Resolution shall state the amount payable in respect of each Pot Still Malt Distillery in Scotland operated by Members (being the same amount in respect of each such Distillery) and the date by which the levy shall be payable. A copy of the Resolution shall be sent to every Member with a

statement of the amount due in accordance with its terms.

Management

6. (a) Officers

The Association in General Meeting shall elect from among such persons as may be nominated by Members a President and Vice-President who shall retire annually but shall be eligible for re-election as such on two occasions only. The President whom failing the Vice-President shall preside at all General Meetings and Meetings of the Management Committee and shall have power in the case of an emergency to take such action as he may consider to be in the best interests of the Members of the Association without calling a meeting of the Management Committee, but such action shall require to be homologated by the Management Committee at their next meeting. The Association shall have power to appoint a paid Secretary, who may also act as Treasurer and be responsible for the keeping of proper accounting records and the preparation of Accounts. The Secretary shall also be responsible for convening Meetings of the Management Committee, of all General Meetings and the Appeals Committee as appointed under Rule 15 hereof and for sending out Agendas of such Meetings and preparing Minutes of all such Meetings and for all other duties referred to under these Rules.

(b) Committees

- (i) The Association in General Meeting shall elect a Management Committee consisting of the President and Vice-President and twelve other persons from among persons nominated by Members, provided that in the option of the Members concerned,

not less than two of such elected persons shall be elected from persons nominated by any Member entitled to not less than one-fourth of all the votes of the Members. The persons so elected shall retire annually but shall be eligible for re-election.

- (ii) The Management Committee shall meet at least twice per annum and shall be presided over by the President, or, him failing, by the Vice-President. The convening and conduct of all Management Committee Meetings shall be according to the "Procedure at Meetings" annexed to these Rules but as though the reference to the Rules of Debate were deleted therefrom.
- (iii) The Management Committee shall be responsible for advising Members through the Secretary regarding all matters of importance to the Industry, and subject to sub-paragraph (iv) below for conducting all the affairs of the Association in the best interests of all Members.
- (iv) The Association and the Management Committee shall each have the power to appoint Sub-Committees for special purposes as the need arises, including a Sub-Committee empowered to conduct negotiations with organisations of workers. The results of such negotiations will be subject to subsequent approval at a General Meeting by not less than two-thirds of the votes of Members present and voting. The convening and conduct of all Sub-Committee Meetings shall be according to "Procedure at Meetings" annexed to these Rules but as though the reference to the Rules of Debate were deleted therefrom.
- (v) Industrial action on an Association basis may only be taken if approved at a General Meeting by not less than two-thirds of the votes of Members present and voting.

(c) Removal from Office

The President, Vice-President, the other persons constituting the Management Committee, the persons constituting any Sub-Committee and the Secretary may be removed from Office by Resolution approved at a General Meeting provided that if there is removed from the Management Committee the representative of a Member entitled to not less than one-fourth of all the votes of the Members, he shall in the option of the Member concerned, be replaced forthwith by another representative of such Member.

Agreements with Organisations of Workers

7. Every Member of the Association shall abide by any agreement entered into by the Association with an organisation of workers relating to wages and conditions of employment, in so far as such Member's Pot Still Malt Distillery business is covered by such agreement, subject to the prior approval of such agreement at a General Meeting of the Association by not less than two-thirds of the votes of Members present and voting. Any Member who withdraws from the Association shall cease to be bound to abide by any such agreement on the expiry of his notice of withdrawal.

Affiliation

8. The Association shall have power to affiliate with other similar organisations by Resolution passed at a General Meeting by not less than two-thirds of the votes of Members present and voting.

General Meetings

9. (a) There shall be an Annual General Meeting of the Association at which the Officers and Management Committee shall be elected and the Statement of Account in respect of the immediately preceding financial year shall be submitted for approval by the Members. The Annual General Meeting shall be held in each year at such time and place as the Management Committee may determine. Other General Meetings of the Association may be

called by the Management Committee whenever it may think fit, or on the requisition of not less than six Members of the Association or by the President's Sub-Committee. A copy of and Resolution passed at a General Meeting shall be sent by the Secretary as soon as reasonably practicable to every Member.

- (b) Twenty-one days' notice shall be given to Members of the Annual General Meeting and of any other General Meetings, provided that a shorter notice may prior to the meetings be agreed to by not less than three-fourths of all Members.
- (c) For the purpose of any General Meeting the presence of Members (or their representatives) operating not less than forty Pot Still Malt Distilleries in Scotland shall constitute a **quorum**.
- (d) All General Meetings will be conducted in accordance with "Procedure at Meetings" and "Rules of Debate" annexed to these Rules, except to the extent otherwise expressly or by necessary implication provided in these Rules.

Voting

10. (a) Each Member shall be entitled at General Meetings to one vote for every Pot Still Malt Distillery in Scotland operated by such Member in respect of which any Subscription payable has been paid by such Member.
- (b) In the case of a contested election voting shall be by ballot. Otherwise voting at General Meetings shall be by a show of hands, provided that, if on a show of hands a Resolution is not passed unanimously the voting on a show of hands shall be disregarded and a ballot of Members' votes shall be held in lieu. The Secretary shall be responsible for collecting and counting ballot papers subject to the scrutiny thereof by two persons appointed by the President from the Representatives of

Members present at the Meeting. The result of the ballot shall be declared by the President and recorded by the Secretary.

- (c) A majority of votes of Members present and voting shall decide an issue unless otherwise provided in these Rules.

Accounts and Records and Financial Year

11. (a) A Statement of Accounts shall be prepared and Audited in accordance with the provisions of the Industrial Relations Act 1971 and submitted at each Annual General Meeting.
- (b) Members of the Association will be entitled to inspect the accounting records and the Register of Members.
- (c) The Financial Year of the Association shall run from 1st September to 31st August.

Funds

12. The funds of the Association shall be applied in the administration of the Association and the conduct of its affairs. The funds shall be administered by the Secretary, and any surplus shall be invested as directed by the Management Committee. The Association shall have power to borrow such sum or sums as the Management Committee may approve from time to time.

Action or Conduct by Individual Members contrary to the Rules of the Association

13. (a) Any action or conduct by a Member which is contrary to the Rules of the Association may be the subject of disciplinary action in accordance with the further provisions of this Rule.
- (b) Any Member alleging any such action or conduct as aforesaid on the part of another Member shall give written notice thereof to the Secretary, who shall, unless the allegation shall first be withdrawn refer the same to a Meeting of the Management

Committee of the Association which shall take such steps for the investigation of the allegation as shall be deemed appropriate by such Meeting.

- (c) The Member against whom any such allegation shall have been made shall be given fourteen days' written notice of the allegation concerned prior to the Meeting of the Management Committee and a reasonable time to prepare a defence. The Member concerned shall be afforded a full and fair hearing at the Meeting of the Management Committee and shall be given within fourteen days after the Meeting a written statement of the findings of the Management Committee.
- (d) In the event that the Management Committee shall find an allegation as aforesaid, to be proven, there shall, in the absence of any undertaking by the Member in question in terms acceptable to the Management Committee, be an entitlement on their part to expel such Member forthwith from the Association, provided that, following the decision by the Management Committee the Member against whom the allegation was directed shall be entitled by notice given to the Secretary within 14 days of the communication of such decision to appeal against such decision to a Meeting of the Appeals Committee of the Association as appointed under Rule 15 hereof which shall be called by the Secretary as soon as practicable after his receipt of such notice.
- (e) In the event of an Appeal as aforesaid the Secretary shall provide the Appeals Committee with full particulars of the allegation and of the investigations by the Management Committee. The Member concerned shall be entitled to be represented at the Hearing of the Appeal and to make such Statements to the Committee as may be relevant.
- (f) In the event of the Appeal being disallowed the Secretary shall send notice of termination of

Membership to the Member concerned stating the reason for termination.

Actions of Conduct by Officers, the Management Committee or Sub-Committees contrary to the Rules of the Association

14. (a) Any action or conduct by the Association itself, or by an Officer, the Management Committee or a Sub-Committee of the Association which is contrary to the Rules of the Association may be the subject of disciplinary action in accordance with the further provisions of this Rule.

(b) If a complaint of such action or conduct is directed against the Association itself the Secretary shall, unless the complaint shall first be withdrawn, refer the same to a Meeting of the Appeals Committee of the Association who shall take such steps for the investigation of the complaint as shall be deemed appropriate by such Meeting. If the Complaint as aforesaid be proven, the Appeals Committee shall direct the Management Committee to take on behalf of the Association such action as shall in the circumstances seem to the Appeals Committee to be reasonable and practicable to remedy the contravention in question or, failing such remedy, to prevent its repetition.

(c) If the complaint is directed against any Officer of the Association or the Management Committee or a Sub-Committee of the Association (each of which is hereinafter for convenience called "the defender") the Secretary shall, unless the complaint shall first be withdrawn, refer the same to a Meeting of the Appeals Committee of the Association who shall take such steps for the investigation of the complaint as shall be deemed appropriate by such Meeting. The defender shall be entitled to be represented at the Meeting of the Appeals Committee and to make such statements and

produce such evidence to the Appeals Committee as may be relevant. If the Appeal Committee shall find that the complaint be proven, they shall be entitled, in the absence of any undertaking by the defender, in terms acceptable to them, to direct the Management Committee to dismiss the defender or, where the Management Committee itself is the defender, themselves to dismiss the defender. In the event of such dismissal the Secretary shall send notice of dismissal to the defender stating the reason for dismissal. In the event of the Secretary being the defender the President shall send notice of termination of employment to the Secretary stating the reason for such termination.

Constitution of Appeal Committee

15. The Appeals Committee which shall deal with Appeals under Rules 13 and 14 shall be composed of representatives of 5 Companies or Firms which are Members but none of which are represented on the Management Committee of the Association and whose representatives on the said Appeals Committee shall be elected at the Annual General Meeting of the Association. The representatives so elected shall retire annually but shall be eligible for re-election. The Appeals Committee shall be responsible for appointing their own Chairman.

Dissolution

16. The Association may by Resolution approved by three fourths of the votes of Members present and voting at a General Meeting be dissolved at any time. Upon such dissolution any remaining funds of the Association shall be distributed in such manner as shall be approved by not less than three-fourths of the votes of Members present and voting at the General Meeting concerned.

Alteration of Rules

17. These Rules may be altered by Resolution approved by not less than three-fourths of the votes of Members present and voting in General Meeting.

Auditor

18. An Auditor shall be appointed annually at the Annual General Meeting of the Association. Such Auditor may be removed from Office by Resolution approved in General Meeting.

Procedure of Meetings

1. The Chair shall be taken by the Member authorised by the Rules to do so, or if no such Member is present, by a Member chosen by a majority vote by the Members present and entitled to vote. The Chairman shall conduct the Meeting in accordance with these provisions for procedure at meetings and Rules of Debate, and subject thereto his ruling on any matter of procedure shall be final.

2. A copy of the Agenda if not circulated before the Meeting, shall be made available to every Member present at the Meeting. Members shall be entitled to attend General Meetings to vote according to the provisions contained in Rule 10 of the Rules and no vote by or on behalf of a Member whose authorised representative is not present shall be accepted. In the event of an equality of votes the Chairman of the Meeting shall have an additional casting vote.

3. Any Resolution, unless the terms are set out in an Agenda circulated prior to the Meeting shall, if the Chairman so requires, be put in writing before a vote is taken.

4. Voting on any question shall be by a show of hands unless a ballot is required by the Rules or demanded by two-thirds of the Members present and entitled to vote. In the case of a contested election, voting shall be by ballot. In the event of a ballot being required or demanded, the Secretary shall be responsible for collecting and counting ballot papers subject to

the scrutiny thereof by two persons appointed by the President from representatives of Members present at the Meeting. The ballot shall be held at such time during the course of the Meeting as the Chairman shall direct, and the Chairman shall declare the results of the voting.

5. In the case of an election the candidate or candidates receiving the greatest number of votes shall be declared elected.

6. A Meeting may be adjourned by Resolution carried by two-thirds of the Members present and entitled to vote. At an adjourned Meeting no business shall be transacted that could not have been transacted at the original Meeting.

Rules of Debate

1. Any Member wishing to speak shall address the Chairman. If more than one Member rises to speak, the Chairman shall decide the order of speakers.

2. A Resolution shall not be debated until it has been seconded. A seconder may reserve his speech until later in the debate. A proposer of a Resolution shall be allowed 10 minutes for his original speech and 5 minutes for a right of reply at the end of the debate; a seconder shall be allowed 5 minutes. Any other Member shall be allowed 5 minutes. These periods may be extended at the discretion of the Chairman with the consent of the Meeting.

3. Any amendment proposed to a Resolution must be relevant and not be a direct negative. It shall not be debated until seconded. The proposer and seconder of an amendment shall have the same rights as those of an original Resolution under paragraph 2 except that the proposer of an amendment has no right of reply.

4. When an amendment has been moved and seconded no further amendment may be moved until it has been disposed of but notice of intention to move a subsequent amendment may be given, without consent, during the course of the debate.

5. If an amendment is carried the Resolution as amended

shall become the substantive Resolution and a further amendment may be proposed.

6. If an amendment is negatived a further amendment may be proposed provided it is not substantially the same as an amendment previously defeated.

7. The proposer of a Resolution with the consent of his seconder may signify that he is willing to accept an amendment but, at the Chairman's discretion, the debate may continue.

8. A Resolution or amendment having been proposed and seconded may only be withdrawn by consent of the Meeting.

9. Any Member who has not already taken part in the debate on a Resolution or an amendment may, at the conclusion of the speech of another Member, move, without comment:

(a) That the question be now put.

(b) That the debate be now adjourned to the next Meeting.

(c) That the Meeting proceed to the next business.

If the Resolution is seconded the Chairman shall at once put it to the Meeting. If a Resolution that the question be now put is carried the proposer of a Resolution may nevertheless, exercise his right of reply under paragraph 2. If either of the other precedural Resolutions is passed the Meeting shall immediately proceed to the next item of business.

10. If a Resolution under paragraph 9 (a), (b) or (c) is lost it is within the Chairman's discretion whether or when he will accept a further Resolution under any of the three paragraphs during the course of the same debate. Subject to paragraph 9 and this paragraph, the Chairman shall decide when the vote is to be taken.

11. Any Member of the Meeting may seek the Chairman's ruling on a point of order at any time during the Meeting and

this shall be disposed of before the debate is resumed or any further business introduced.

12. The report of any Committee or Sub-Committee may be discussed informally but the Chairman may at his discretion, ask for a Resolution that it be "received," "approved," "rejected" or "referred back." The Rules of Debate shall apply to any such Resolution.

13. These Rules of Debate or any of them may be suspended in whole or in part for the whole or any part of a Meeting but only by Resolution agreed to by at least a majority of the Members present and entitled to vote at the Meeting.