

RULES & CONSTITUTION

Rule 1. NAME

Rule 1.1 The organisation (referred to in these rules as “the Association”) is called “the Warwick International Staff Association”

Rule 2. HEAD OFFICE

Rule 2.1 The Associations office shall be at Warwick Chemicals, Dock road, Mostyn, Flintshire, CH8 9HE or such other place as the Association shall from time to time determine.

Rule 3. OBJECTS

Rule 3.1 The Association shall have the following objects:

- a) To represent the interests of the members in all matters connected with their employment with Warwick Chemicals (“the Company”) including, but not limited to, the following:
 - (i) The physical conditions in which they are required to work.
 - (ii) Termination of employment of a member for disciplinary reasons.
 - (iii) Reductions or reorganisations in the workforce for economic or other reasons.
 - (iv) All terms and conditions of employment including hours of work, rates of pay, holidays, benefits, and pensions.
- b) Negotiating and settling of differences and disputes between members of the Association and the Company, in particular, through the accompaniment of members by Association Representatives (“Representatives”) in disciplinary and grievance proceedings.
- c) To promote the welfare of the union and the fair treatment of workers by such means as the Executive Committee shall from time to time decide.
- d) To work for equal opportunities for all, actively opposing all forms of prejudice and unlawful discrimination.
- e) To work to ensure that the members receive appropriate legal advice and assistance in relation to all work related matters.
- f) To promote good practices and procedures in the workplace to promote a positive working environment.

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- g) To promote and participate in procedures for the effective resolution of collective disputes.
- h) When deemed appropriate by the Executive Committee, to provide assistance to the members when in distressed circumstances, in cases of sickness and disablement, in old age, and in trade disputes.
- i) Assist its members in learning, maintaining and improving standards of work.
- j) To provide training facilities for further advancement of the Association.
- k) To spread knowledge and understanding in all aspect of the members working environment.
- l) To provide opportunities and to promote sport and social events amongst the members.

Rule 4 POWERS

Rule 4.1 The Association may do anything incidental or conducive to any of the object including (but not limited to):

- a) Affiliate to relevant bodies;
- b) Cooperate with other organisations as considered appropriate;
- c) Employ staff full or part time;
- d) Borrow money;
- e) Acquire by purchase or lease freehold or leasehold property;
- f) Invest and deal with the money of the union;
- g) Indemnify members of the union in respect of all demands made against them because of any authorised act done by them in the course of their duties or on behalf of the union, to such extent that such indemnity is not prevented by law.

Rule 5 MEMBERSHIP

Rule 5.1 The Association shall have the following classes of membership:

- a) Full members
- b) Retired members

Rule 6 FULL MEMBERS

Rule 6.1 Any person employed by the Company or any of its associated companies at the Company's site in Mostyn or who has a contract to personally and directly provide services whether on a long or short-term basis to the Company or any of its associated companies at Mostyn shall be eligible for full membership.

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- Rule 6.2 Every candidate for admission as a member shall complete an application form for membership in such terms as may from time to time be determined by the Executive Committee and send the same to the Secretary at the head office of the union.
- Rule 6.3 The Secretary shall decide whether to accept or reject the application and the application shall be deemed accepted unless otherwise communicated to the candidate within 28 days of receipt by the Secretary of the application form.
- Rule 6.4 If the application of the candidate is rejected, the candidate shall be notified of their rejection and the reason for their rejection. A candidate who has been rejected shall be entitled to appeal in writing to the Executive committee against that decision. Despite the rejection, the candidate shall be eligible to reapply for membership by submitting a further application for membership stating, where appropriate, any reason for believing that any previous application should not have been rejected or any change in circumstances arising since the last application, as the case may be.
- Rule 6.5 All full members shall provide in writing to the Secretary an address which will be his address for all purposes.
- Rule 6.6 It shall be the duty of each member to notify the Secretary in writing of any change of address.

Rule 7 RETIRED MEMBERS

Qualification

- Rule 7.1 The qualification for retired membership is having been a full member until ceasing qualification for full membership under Rule 6.

Entitlement

- Rule 7.2 Retired members are not entitled to any rights or benefits of membership appropriate from advice and assistance where deemed appropriate by the Executive Committee.

Rule 8 STRUCTURE AND ORGANISATION

- Rule 8.1 The Association shall have an Executive Committee formulated in accordance with Rule 13.
- Rule 8.2 The Association shall also have Representatives elected by members in accordance with Rule 9 representing the following constituencies:

Constituencies	Number of Representatives
Production Operator Group	5 (1 per shift)

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Operations/Engineering	2
Administration (Sales, HR, Accounts, IT, Company Secretarial, Projects and Supervisory Engineering, Quality and Responsible care)	2
Technical	2
Supervisory Group	1
Logistics	1

Rule 9 **STAFF ASSOCIATION REPRESENTATIVES**

Rule 9.1 Elections for the positions of the Representative will be held whenever a position becomes vacant and candidates have expressed a wish to join the committee.

Rule 9.2 The elections shall be by secret ballot and in accordance with Rule 21 where applicable. All members will be entitled to vote for the representative(s) of the constituency in which the members are themselves (wholly or mainly working at the time of such ballot. Members shall not be eligible to vote for representatives of any other constituency.

Rule 9.3 There should be no limit on the number of terms elected representatives may serve.

Rule 9.4 All Representatives will participate in training as the Executive Committee shall deem necessary to ensure that representatives undertake their tasks in a competent and business-like manner. The Executive Committee shall ensure that during such training representatives shall receive full pay and any expenses mutually agreed with the Company.

Rule 9.5 On occasion a Representative position may become available through circumstance, a wish or obligation of the Representative to stand down, for example, because they cease to be an employee of the company or cease to be employed within their relevant constituency. In such cases the Executive committee shall determine the procedure for replacement by a new representative from the relevant constituency, whether by secret ballot within such constituency or otherwise as the Executive Committee may determine consistent with any applicable legal requirement. A Representative who ceases to be employed within their relevant constituency may offer themselves for re-election, and if so re-elected, with the approval of the Executive committee, may continue to represent that constituency.

Rule 10 **MEETINGS OF STAFF ASSOCIATION REPRESENTATIVES**

Rule 10.1 Representatives will meet every 6-weeks on a day as agreed by a majority of the Representatives. Except in cases of emergency, at least 7 days' notice shall be given to each representative of the date, time and location of meeting.

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Rule 10.2 If matters of major importance or urgency necessitate additional meetings, the Executive Committee may call an extraordinary meeting of Representatives.

Rule 10.3 A quorum for a meeting of Representatives shall be 4 representatives.

Rule 10.4 The agenda for a Staff Association meeting should normally be circulated by the Chairman or whichever Executive Committee member that he or she shall designate at least five days in advance of the meeting. Any Representative may put forward subjects for discussion or consideration at an Association meeting by requesting an Executive committee Member to put the matter on the agenda. Matters of particular urgency may be raised at meetings themselves.

Rule 10.5 If the Representative is unable to attend the Staff Association meeting, the Representative should inform the Chairperson who, with the assistance of the Representative, may select a colleague from the constituency represented by the Representative to attend the Staff Association meeting as an observer. Such an observer shall have no voting rights although they may take part in discussion if invited to do so by the Chairperson. Observers are to provide the Representative they replace with a full report on the content of the meeting.

Rule 10.6 It shall be the responsibility of the Chairperson at any Staff Association meeting to ensure that an accurate record is maintained of the proceedings and a decision is reached.

Rule 11 SUB COMMITTEES

The Staff Association may create sub-committees of its members whether on a standing or an ad hoc basis subject to any conditions agreed at a Staff Associations meeting.

Rule 12 REPRESENTATION ON DISCIPLINARY AND GRIEVANCE MATTERS

Rule 12.1 Members who are subject to disciplinary proceedings by the company shall be entitled to request a Representative to accompany them at any or all stages of the disciplinary procedure and at any appeal. This entitlement is without prejudice to any statutory right to be accompanied in such proceedings, including by a work colleague.

Rule 12.2 Member shall also be entitled to request a Representative to accompany them at any or all stages of a grievance procedure. This entitlement is also without prejudice to any statutory right to be accompanied, including by a work colleague.

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Rule 13 **COMPOSTION OF THE EXECUTIVE COMMITTEE**

- Rule 13.1 The Executive Committee shall be constituted as follows:
- a) The Chairperson
 - b) The Deputy Chairperson
 - c) The Secretary (who shall also act as Treasurer)
 - d) Other elected Representatives
- Rule 13.2 The Executive Committee shall meet every 6-weeks (minimum) to decide the policy and management of the Association.
- Rule 13.3 The quorum necessary for the transaction of business shall be four members.
- Rule 13.4 In the event that any member of the Executive Committee (other than the Chairperson or the Secretary) is unable to attend a meeting of the Executive Committee then he may appoint any Representative to attend the meeting on his/her behalf. A member who attends at an Executive Committee meeting in such circumstances shall be entitles to fully partake in the meeting but not to vote on any issue upon which a vote is called.
- Rule 13.5 Questions arising at the Executive Committee meeting shall be decided by a majority of votes cast and the Chairman of the meeting shall in addition to the Chairperson's ordinary vote have a casting vote.
- Rule 13.6 The Chairperson shall preside at all meetings of the Executive Committee but if there be no such chairperson or if the Chairperson or Deputy Chairperson is not present within five minutes after the time appointed for holding the meeting then the members present shall choose one of their members to act as Chairperson at such meeting.
- Rule 13.7 The Executive Committee has full authority to act in the name of the union and exercise all such powers of the union and do on behalf of the union everything it is legally entitled to do and which by the rules of the union required to be exercised or done by the union in the general meeting. The Executive Committee shall cause records to be kept of:
- a) The appointment, removal and resignation of officers at the Executive Committee;
 - b) The names of members present at each meeting of the Executive Committee, and
 - c) All orders resolutions and proceedings of general meetings and meetings of the Executive Committee and any sub committees of the Executive Committee.
- Rule 13.8 The Secretary shall be responsible to the union for the supervision and control of the administration of the union and its officers [and staff]. The Secretary shall in all matters act in accordance with the instructions of the Executive Committee.

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- Rule 13.9 The Secretary's duties shall be:
- a) To call meetings of the Association, including those of the Executive Committee.
 - b) To arrange for the minutes of all meetings of the Association to be taken, including the Executive Committee;
 - c) To supervise the general accounts of the union and if so authorised countersign cheques (with the Chairman) and settlement of accounts presented to the Secretary;
 - d) To arrange for the conduct of the union's correspondence including preservation of all documents, books and paper received by the Secretary and for the preparation of memoranda, circulars, rules and membership cards and other documents as required for the issue as necessary to members of the union and to others;
 - e) Maintain the register of members;
 - f) To maintain adequate organising and publicity arrangements;
 - g) Supervise the preparation of agendas for all meetings of the Association;
 - h) Make all returns and supply such information required by the Certification Officer.

Rule 14 ELECTION

Rule 14.1 The members will elect in accordance with appropriate legal requirements:

- a) The Chairperson for 5 years
- b) The Deputy Chairperson for 5 years
- c) The Secretary for 5 years

And the members occupying those posts are eligible for re-election.

Rule 14.2 If a vacancy occurs between elections:

- a) The members will elect a replacement
- b) The person elected will serve the balance of the term of the person replaced, but if the vacancy occurs within six months before the normal date, the Executive Committee may postpone the election until the normal date.

Rule 14.3 All elections for membership of the Executive Committee will be by secret ballot. Only full members who have provided an address in accordance with the Rule 6.2 are entitled to vote.

Rule 14.4 Members of the Executive Committee shall be elected in accordance with Rule 21.

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Eligibility

Rule 14.5 Candidates for the election onto the Executive Committee must be:

- a) Full members of the Association with at least two years' continuous service with the Company who are willing to stand, and
- b) Nominated by two members to the Secretary in writing in accordance with Rule 21.6

“Rules 15-16 and all sub-rules have been deleted”

Rule 17 FUNDS

Rule 17.1 The Association will maintain a General Fund and may maintain a Provident Benefit Fund.

General Fund

Rule 17.2 The General Fund may be used for any lawful purpose of the Association.

Provident Benefit Fund:

Rule 17.3 Only the following may be paid out of the Provident Benefit Fund:

- a) Payments to members during sickness or incapacity for personal injury or while out of work:
- b) Expenses incurred in providing educational courses or material for members.
- c) General administrative expenses in providing provident benefits.

Rule 17.4 The funds of the Association may not be given or loaned to any political party.

Rule 17.5 All investment, income and capital gains of the Association will be paid into the General Fund.

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Rule 18 **ACCOUNTS**

- Rule 18.1 The financial year of the Association will end on the 31 December each year.
- Rule 18.2 The Association's accounts will be examined annually by a registered auditor appointed by the Executive Committee. The Auditor will prepare:
- a) A statement of accounts.
 - b) Provide any comments recommendations he or she believe should be communicated to the members.

Rule 19 **TRUSTEES**

- Rule 19.1 The Association will have three managing trustees who will be the Chairman, Deputy Chairman and the Secretary.

Functions

- Rule 19.2 All real or personal property acquired on behalf of the Association will be vested in, and managed by the trustees' subject to the direction of the Executive Committee.
- Rule 19.3 The managing trustees have a duty to preserve the assets of the Association and must:
- a) Act diligently and prudently.
 - b) Seek appropriate advice before taking any investment decisions.
 - c) Ensure that proper accounts are kept.
 - d) Not derive any profitable benefit from their position as managing trustees.

Rule 20 **EXPENSES AND GRANTS**

- Rule 20.1 When on authorised Association business, Executive Committee members, officials and members of the Association are entitled to expenses and allowances in accordance with regulations determined from time to time by the Executive Committee.
- Rule 20.2 If the Executive Committee or any individual member of the Committee shall invite a member or request the presence of a member at any venue, travelling expenses and subsistence will be paid subject to a maximum determined from time to time by the Executive Committee.
- Rule 20.3 If a member attends without prior invitation at any meeting of the Association be it formal or informal without the prior approval of a member of the Executive Committee then he or she shall not be entitled to receive travelling expenses and subsistence unless the member satisfies the Executive Committee that the reason for such attendance was of extreme gravity or urgency.

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Rule 21 ELECTIONS AND SECRET BALLOT

- Rule 21.1 The following officers of the union shall be elected to the office which they hold:
- a) The Chairperson
 - b) The Deputy Chairperson
 - c) The Secretary
 - d) Additional Members of the Executive Committee
- Rule 21.2 Any person elected a member of the Executive Committee shall take up office for the period commencing with the first Executive Committee meeting following the announcement of their success in the ballot of members and terminating at the first Executive Committee meeting following the election of their successor, unless reappointed following successful election in a second or subsequent elections.
- Rule 21.3 Every member shall be entitled to vote in the election of the Chairperson, the Deputy Chairperson and the Secretary. These officers will also have a representative capacity in representing members in the constituency in which that officer is working (wholly or mainly) at the time of the ballot. The Additional Members of the Executive Committee shall be elected to represent such of the constituencies described at Rule 8.23 above which are not represented by any of the Chairperson, Deputy Chairperson or the Secretary. In the case of elections for Additional members of the Executive Committee, members will be entitled to vote for an Additional Member from the constituency in which the members are themselves (wholly or mainly) working at the time of the ballot. Members shall not be entitled to vote for an Additional Member of any other constituency.
- Rule 21.4 The procedure for an election shall be in accordance with Rules 21.6 and 21.7 below.
- Rule 21.5 In the case of all the elections under these rules not less than three months before the date of the election, or on such shorter notice as the Executive Committee shall determine the Executive committee shall draw up and publish to all members a timetable;
- a) For seeking and receiving nominations
 - b) For checking and approving nominations by the Executive Committee.
 - c) For the compilation of and circulation of election addresses.
 - d) For the printing, distribution and return of voting papers.
 - e) For the counting of votes and for the declaration of the result.
 - f) For the receipt and resolution of any complaints alleging breach of the election procedure.
- Rule 21.6 Nominations shall be made in writing and shall be signed by the candidate and by the nominator and seconder (who must also be from the relevant constituency as appropriate). The completed nomination shall be sent to the Secretary and thereafter shall be checked and approved by the Executive Committee. The Secretary shall then draw up separate lists for the properly nominated candidate.

Rule 21.7 In order to ascertain which of the constituencies described in Rule 8.2 above are unrepresented, the elections of the Chairperson, The Deputy chairperson & the Secretary shall be conducted prior to nominations and election of the Additional Members of the Executive Committee. These latter elections shall be held as soon as practicable following the election of the three officers mentioned above. The provisions of Rule 21.2 shall apply to all the elections. However, the Executive Committee may, in the timetable published under Rule 21.5, provide for the nominations and elections of all the three officers specified above and the Additional member of the Executive Committee.

Rule 22 DISCIPLINE

Breaches of Discipline

Rule 22.1 Subject to any statutory restrictions in force at the time, any member may be disciplined who:

- a) Acts against the interests of the Association or its membership.
- b) Behaves in a manner which is likely to bring the Association into disrepute – by word, act or omission.

Disciplinary Committee

Rule 22.2 The Association will have a Disciplinary Committee consisting of three members of the Association, selected by the Secretary from Representatives who are not members of the Executive Committee. The Disciplinary Committee may act on a joint report from any two members of the Executive Committee.

Rule 22.3 If any member makes a complaint which both the reporting members of the Executive committee believe could constitute a breach of Rule 22.1, the Secretary or Chairman will:

- a) Report the complaint in writing to the Disciplinary Committee who will then decide whether there is a disciplinary case to answer.
- b) If the report relates to a member of the Disciplinary committee, disqualify that committee member from office during the period of the investigation and appoint another person to be a member of the Disciplinary committee during the period of the investigation.

Rule 22.4 Neither the Association or its officials are responsible for any expenses incurred by a member in relation to disciplinary proceedings.

Rule 22.5 Where practical, a member must exhaust all stages of the disciplinary procedure before applying to any court, tribunal, outside agency or outside official for redress.

Powers and Duties of the Disciplinary Committee

Rule 22.6 If a member is subject to action under Rule 22.1 and the Disciplinary Committee so determine, the Committee has the power to do one or more of the following:

- a) Censure the member.
- b) Ban the member from holding any office in the Association for up to five years.
- c) Deprive the member, temporarily, of some or all the rights and facilities of membership for a time and extent fixed by the Disciplinary committee but in any event not to exceed 6 months.
- d) Suspend the member for up to 1 year.
- e) Expel the member.

Proceedings

Rule 22.7 Upon receipt of a complaint the Disciplinary committee will give at least 21 days written notice to the member by registered or recorded delivery post to the member's last known home address (or work address if home address is not known) stating:

- a) Briefly why it is alleged that the member is subject to action.
- b) State the time, date and place when the Disciplinary Committee will investigate the complaint and hear representations from the member and his or her witnesses.
- c) The member's rights to present written submissions in advance of the meeting, make representations to the meeting before and during the meeting to call and cross examine witnesses, and to be represented throughout by a friend who is a member of the Association.

Rule 22.8 At the conclusion of the meeting the Disciplinary committee will consider whether it believes the charge against the member is proved to their satisfaction and if so decide upon what sanction should be imposed.

Rule 22.9 The Disciplinary Committee will give as soon as reasonably practicable written notice of the outcome of all investigations and any sanction which is to be imposed:

- a) To the member by registered or recorded delivery post to the member's last known address (or work address if the home address is not known); and
- b) To the Executive Committee.

Appeal

- Rule 22.10 A member who has been subject to investigation by the Disciplinary committee and against whom a finding is made and sanctions imposed may appeal in writing to the Secretary of Chairman within 14 days of receiving notice of the decision of the Disciplinary Committee in which case:
- a) Any sanction which has been imposed will not take effect until the appeal has been determined.
 - b) If the member is an Executive Committee member, the appeal will be determined by such person or persons determined by Representatives.
 - c) In all other cases the appeal will be determined by the Executive Committee.

Appeal Procedure

- Rule 22.11 The Secretary will give at least 28 days' written notice to the member by registered or recorded delivery post to the members last known home address (or work address if the home address is not known) informing him of the date upon which the appeal will be heard and the date by which any written submissions must be received, which date will be 14 days prior to the date of the appeal hearing.
- Rule 22.12 Upon receipt of written submissions from the member, the Secretary shall ensure that copies of such written submissions are circulated to the members of the Executive Committee or person or persons appointed under Rule 22.10(b) without delay.
- Rule 22.13 At the hearing of the appeal the member shall be entitled to attend for the purposes of the appeal.
- Rule 22.14 At the conclusion of the determination of the appeal the Secretary shall give written notice to the member of the decision made.
- Rule 22.15 All disciplinary proceedings will be completed within 6 months from the date on which the Disciplinary committee gave notice of the disciplinary charges to the member unless:
- a) The member charged shall consent to an extension of this time limit.
 - b) The Executive Committee shall determine that it has been impracticable to complete the disciplinary procedure within the time specified for reasons outside the control of the Disciplinary Committee or the Executive Committee and shall give notice to the member of any such extension.

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Rule 23 **RULES**

Amendment to Rules

- Rule 23.1 These rules and constitution may only be amended by two thirds of majority of votes cast at a general meeting of Executive Committee members and Representatives.
- Rule 23.2 The headings are for convenience only and do not affect the interpretation of the rules.
- Rule 23.3 Interpretation of these rules is vested in:
- a) Representatives when they are in session.
 - b) The Executive Committee when it is in session and Representatives are not.
 - c) The Chairman and Secretary (acting together) when neither Representatives nor the Executive Committee are in session.

Rule 24 **DISSOLUTION AND AMALGAMATION**

- Rule 24.1 The Association may not be dissolved or its funds divided except with the consent of at least five sixths of the votes cast by the members voting by postal ballot.
- Rule 24.2 The Associations may not amalgamate with any other organisation except with the consent of at least two thirds of the votes cast by the members voting by a postal ballot.

Rule 25 **ELECTION AND BALLOTS**

The Executive Committee will determine appropriate procedures for the conduct of elections and ballots as prescribed in these rules and constitution and will arrange appointment of an independent scrutineer whenever the Executive Committee determines this to be legally required or practically desirable.