

GRAPHIC ENTERPRISE SCOTLAND

**FOUNDATION MEMBERS
CONSTITUTION
AND RULES
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GRAPHIC ENTERPRISE SCOTLAND

Constitution and Rules

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CONSTITUTION AND RULES

1. The name shall be "**GRAPHIC ENTERPRISE SCOTLAND**" (hereinafter referred to as "GES").
2. The **objects** shall be:
 - (a) To protect and promote, defend and further the interests of the Members generally and in particular to provide the means whereby policies to that end may be implemented.
 - (b) To secure mutual support and co-operation throughout the area of industrial activity covering origination, printing by any means, bookbinding and finishing, stationery manufacture, and such other kindred activities as GES or the Board may from time to time decide (all hereinafter referred to as specified activities).
 - (c) To give to the Members all such assistance – pecuniary, legal, or other – as GES or the Board may determine.
 - (d) To co-operate and make Agreements with employees or combinations of employees on all matters affecting the general and common interests of the specified activities.
 - (e) To make provision for the settlement of differences between the Members and their employees, whether by conference, arbitration, agreement, or otherwise, and to secure the equitable carrying out of Agreements made with employees or combinations of employees.
 - (f) To collect and circulate amongst the Members information on all matters relating to the specified activities and to promote, watch over, or take action in regard to Governmental and legislative measures affecting, or tending to affect, these.
 - (g) To obtain the affiliation of existing Associations of Employers in the specified activities or any of them; to encourage the formation of such Associations, where not already existing, and affiliate the same.
 - (h) To act jointly by federation or otherwise and to co-operate with any association or federation in pursuit of common objectives.
 - (i) To raise and maintain a common fund to be applied and used in carrying out the other objects stated in this section.
 - (j) To do all such other things as are in the opinion of GES or of the Board incidental or conducive to the attainment of the objects above stated or any of them.

MEMBERSHIP

3. (a) Membership associated with this Constitution will be crystallised as at the date the Constitution is adopted by a General Meeting. All future members of Graphic Enterprise Scotland will be subject to the rules and conditions of a New Members Constitution, which will be adopted at the same General Meeting.

b) Companies not eligible for membership in terms of the immediately preceding paragraph but engaged in the supply of equipment, materials or services to the printing industry shall be eligible for associate membership of GES. All applications for admission to associate membership shall be made in writing. Such applications will be considered by the Board and, if approved by a majority thereof, the applicants shall be admitted to associate membership on payment of an annual subscription determined by the Board. Associate membership shall confer no voting rights at any meeting.
4. Any Member wishing to resign from GES shall give six calendar months' notice in writing to the Secretary, the resignation to take effect as from the expiry of said six months, and on resigning shall cease to have any interest in, or claim on, the funds of GES. The obligations and undertakings of a resigning Member of GES undischarged at the date of resignation shall subsist until discharged.
5. (a) Any Member failing to pay levies or subscriptions shall be liable to be expelled on the unanimous decision of the Board.

b) Any Member transgressing any of the Rules, acting in a way contrary to the interests of GES or failing to carry out resolutions of GES or of the Board shall be liable to be expelled, as the Board may decide.

c) There shall be a right to appeal against expulsion to a General Meeting, which shall finally decide the matter by simple majority.

d) Any expelled Member shall forfeit all pecuniary interest in the Federation and any right to claim on the funds of the Federation.
6. Any Member ceasing to be an employer in the specified activities or any of them in Scotland shall *ipso facto* cease to be a Member of GES, forfeit all pecuniary interest in the Federation and any right to claim on the funds of GES.

AFFILIATED ASSOCIATIONS

7. Any Association of Employers in any of the specified activities, one half of whose Members are Members of GES, may apply to be affiliated to the Federation. Such application shall be made in writing, and shall be accompanied by (1) a certified copy of a formal Resolution of such Association, resolving to apply for affiliation, accepting the Constitution and Rules of GES, and undertaking to abide and conform to the same, (2) a copy of the Constitution and Rules adopted, or proposed to be adopted, by the Association, and (3) an affiliation fee as determined by the Board. Such application shall be considered by the Board, and, if approved of by a majority thereof, the applicant Association shall be declared duly affiliated. The affiliated Association shall thereupon appoint representatives to the Board as may hereafter be provided. In this section the words "one half" shall be held to mean either one half in number of the Members of an Association or such number as shall represent one half of the aggregate wages paid by its Members during the year ending 31st December preceding the date of application for affiliation.

8. Any affiliated Association wishing to retire from GES shall give six calendar months' notice in writing to the Secretary, the retirement to take effect as from the expiry of said six months.
9. No affiliated Association shall (1) insert or retain in its Constitution or Rules anything in conflict with, or which may be regarded by GES or the Board as in conflict with, the Constitution and Rules of GES for the time being, (2) admit to its membership, without the sanction of the Board, any applicant who is not a Member of GES, (3) retain in its membership, without the sanction of the Board, any Member who has resigned from GES.
10. Every affiliated Association shall send to the Director timely notice of such of its meetings – whether general or executive – as he is desired by it to attend, and these he shall, where possible, attend.

MANAGEMENT

11. The business of GES shall be managed by an Executive Board (herein referred to as "the Board").
12. The Board shall be constituted as follows:
 - (1) President, Vice President and Treasurer to be elected as hereinafter provided, *ex officio*.
 - (2) The Immediate Past President (*ex officio*) so long as eligible for election to the Board.
 - (3) The Board will seek additional Board members from member companies and from Associate member companies in the following geographical areas:-

Aberdeen
Edinburgh
Glasgow
Perth and Dundee

Such additional members, not exceeding six in number, as the Board may deem necessary from time to time. At least 3 of these additional members will be drawn from the Associate Members of GES and specifically from Paper, Machine Manufacturers and Consumables, and Professional Associate Members.

13. The representatives to the Board shall be appointed annually. Such appointments shall immediately be intimated to the Secretary and shall date from the ensuing Annual General Meeting of GES and continue until the next Annual General Meeting of GES and affiliated Associations to fill any vacancies occurring and to attend and vote at meetings of the Board and of any Committee thereof in place of any representative unable to be present.

No representative appointed under Rule 12(3) other than a representative who is chairman of a Standing Committee, shall be elected to serve as a member of the Board for more than five years consecutively.

14. A Member of the Board shall vacate office:
 - (1) If he ceases to be a Member or to be employed by a Member.
 - (2) If he resigns his appointment as a representative.
 - (3) If he becomes bankrupt or insolvent, or of unsound mind, or incapable of acting.
 - (4) If his appointment is regarded by GES as detrimental to its interests and is so declared at a General Meeting.

15. The Board shall each year at its first meeting after the Annual General Meeting of GES appoint such Committees as it may deem appropriate by subject. Every Committee shall have power to fill up any vacancy occurring in its number. The President shall be *ex officio* a Member of all Committees.
16. Save as herein otherwise provided, the Board shall have plenary powers in the management of the business and affairs of GES, including the management of its property and the investment of its funds and the application and disposal of such property and funds and also the raising, pursuing, and defending of actions at law, and may delegate all or any of its powers or duties to a Committee or Committees.
17. The President, Vice President, Treasurer, Director and Secretary shall *ex officio*, be the Trustees of GES in whose names shall be vested the whole heritable property of the Federation as Trustees foresaid, and their successors in office as such Trustees, the majority of said Trustees resident in Great Britain for the time and acting being always a quorum.
18. The Board shall appoint a Director, Secretary and other staff for such a period and upon such terms as it may think fit.
19. The Board shall also appoint an Auditor, who shall be a professional accountant, or firm of professional accountants.
20. Board Meetings shall be called by the Secretary on the requisition of the President, or of the Vice President, or of any three Board members, or on a requisition made in writing by any seven members of GES stating the business to be discussed. Five members shall form a quorum of GES at Board Meetings.

The President shall be Chairman of all Board Meetings at which he is present. The Vice President shall take the Chair in his absence, whom failing any member of the Board may be elected Chairman. At Board Meetings each member shall have a voting power of one vote, but the Chairman shall have a casting as well as a deliberative vote.

GENERAL MEETINGS

21. Annual General Meetings of GES, of which seven days' notice shall be given by the Secretary, shall be held at intervals not exceeding eighteen months and at such places as the Board may appoint. At the Annual General Meeting a Report by the Board and an audited Statement of Accounts for the preceding financial year shall be submitted, Office Bearers, viz., a President, Vice President and Treasurer, shall be elected, and any other competent business shall be transacted. The Office Bearers shall hold office until the next ensuing Annual General Meeting and shall be eligible for re-election, but no Office Bearer other than the Treasurer shall hold the same office for more than three years consecutively. Any casual vacancy occurring amongst the Office Bearers may be filled by the Board. The Office Bearers, as above, with the Immediate Past President shall form the Committee of Office Bearers which shall be designated a Standing Committee.
22. Special General Meetings, of which seven days' notice shall be given, shall be called by the Secretary on the requisition of the President, or of the Vice President, or of any three Board Members, or on a requisition made in writing by any seven Members of GES stating the business to be discussed.
23. Extraordinary General Meetings, in case of special emergency, may be called by the Secretary on short notice on the requisition of the President.
24. Twelve Members shall form a quorum at General Meetings.

25. At General Meetings each Member shall have a voting power of one vote, plus one additional vote for every £100 of aggregate subscription paid by such Member in respect of the preceding financial year. No Member whose levies are three or more months in arrears shall be entitled to vote.
26. Every partner or director of a firm or company which is a Member of GES, or failing these any individual appointed and empowered to represent a firm or company and previously approved of by the Board, may attend and take part in General Meetings, but the vote of any Member shall be exercised by one individual only.
27. The President shall be Chairman of all General Meetings at which he is present. The Vice President shall take the Chair in his absence, whom failing any Member of the Board may be elected Chairman. The Chairman at General Meetings shall have a casting as well as deliberative vote.

FUNDS

28. All members joining the Federation shall pay an Entrance Fee based on wages paid by them during the twelve calendar months preceding the date of application. The rate for calculation of the Entrance Fee shall be determined from time to time by the Executive Board.
29. Towards raising and maintaining the common fund, out of which *inter alia* the ordinary working expenses shall be paid, an annual subscription shall be paid by each Member.

The Annual Subscription shall be based on wages paid in the calendar year immediately preceding the commencement of the Federation's financial year and shall be paid either in one lump sum or in twelve equal monthly instalments by direct debit mandate or standing order. The amount of the Annual Subscription payable shall be ascertained by reference to the following provisions:-

- (a) In the calculation of wages paid by a Member for the purpose of fixing the amounts of the Entrance Fee and Annual Subscription provided for in this and the preceding section, the wages and salaries of all workmen, workwomen and apprentices, supervisory and managerial staff employed by the Member in any productive activity including, without prejudice to the foregoing generality, origination, printing by any means, bookbinding and finishing, stationery manufacture including artists and warehouse staff shall be included. General management, office and sales staff are expressly excluded.

Each member shall, at the request of the Director or Secretary, produce a certificate from its auditors or, if so requested by the Board, a firm of registered auditors approved by the Board, certifying that the calculation of wages paid by a Member is in accordance with the Constitution and Rules.

- (b) The rates for calculation of the Annual Subscription shall be determined by the Executive Board.
- (c) In cases where there is a significant element of common ownership in respect of two or more Members, common ownership of Members by companies, firms or individuals not themselves eligible for membership being excluded, the Executive Board shall determine the Annual Subscription to be paid by the Members concerned provided that due notification of the relevant circumstances has been made in writing to the Director.

The Subscription of Members having more than one separate unit of production engaged in the specified activities or any of them in Scotland shall also be determined by the Executive Board.

(d) In the event of any difference arising in regard to the application of (c) 1 and/or 2 immediately above, the Board shall take such action as may be necessary to establish the relevant facts before reaching a decision, which shall be conclusive and binding on the Members concerned.

(e) Failure by any Member to produce a figure of wages paid by a Member or a certificate in terms of Rule 29(a) within 3 months of 5th April each year shall entitle the Board to calculate in its sole discretion the amount of wages paid by a Member for the purpose of Rule 29(a) as being 20 per cent higher than the figure produced in accordance with this Rule 29 for the previous year. Each Member shall accept such calculations as conclusive and binding on the Member for the purpose of these Rules.

30. The Board may reimburse to affiliated Associations any, or a proportion of any, working expenses incurred by them. The Board may reimburse to Members of GES and to the Staff all expenses, damages, fines or costs incurred in any business or matter undertaken by them with the sanction of the Board or of GES. The Board may reimburse to themselves and to Members of GES out-of-pocket expenses incurred specially in or about the business of GES.

INDUSTRIAL RELATIONS PROCEDURES

31. All demands, strikes and disputes of whatever nature affecting the general interests of the specified activities or any of them shall be immediately reported to the Director (or his deputy) and the appropriate disputes procedure shall be followed.

32. It shall be the prerogative of any Member to have referred a dispute which has not been satisfactorily settled either to the appropriate Standing Committee or, if circumstances warrant, to the Board.

33. Any demand, strike or dispute referred to the Board shall be dealt with by it in such manner as shall appear to it proper, and that either in conjunction with or through the medium of any Committee, or Committees, or affiliated Association, Member or Members, or in such other way as it may decide.

34. In the case of any general demand, or aggressive action by a Union, the Board may, in such manner and to such extent and upon such terms as it may deem expedient, permit to any Member of GES claiming to be exceptionally situated such exceptional action as it may decide.

35. Any Member who suffers loss from a strike or dispute with employees, or by the adoption of any measure recommended by the Board or the Federation, may – if such Member so require – be assisted by GES in such manner and to such extent as the Board may decide. The Board may also under such circumstances grant advances to Members, give guarantees on their behalf, or otherwise financially assist them. The Board may also afford pecuniary or other assistance to employees suffering in the Members' interests through organised labour troubles or disputes.

36. No Member shall, without consultation with the Board, employ any workman, workwoman, or other employee on strike or locked-out from the workshop of any other Member during the continuance of such strike or lock-out.

DISSOLUTION

37. (a) Dissolution of GES shall take place in the following manner, viz: On the requisition of not less than one-fifth of the Foundation Members a Special General Meeting shall be called by notice given to all the Members at least twenty-one days before the day of the Meeting and stating the objects of the Meeting; and such dissolution shall take place only when and as decided by a two-thirds majority of the votes recorded at such Meeting.

(b) On dissolution, the funds of GES remaining after liquidation of all its just liabilities shall be divided among such of the existing Foundation Members as have discharged all their obligations to GES, and that rateably according to the aggregate amount of their respective contributions for the three years preceding.

(c) If, on the dissolution of GES, its funds shall prove insufficient to meet its liabilities, including the expenses of winding up, the deficiency shall be contributed by the existing Members of GES, and that rateably according to the aggregate amounts of their respective contributions for the three years preceding.

AMENDMENTS OF CONSTITUTION AND RULES

38. Alterations of the Constitution and Rules may be made at any General Meeting by a majority of at least two-thirds of the recorded votes, provided intimation of the proposed alterations has been given in the notice calling the Meeting. The Secretary shall include in such notice of Meeting intimation of any proposed alterations of which he has received adequate notification from any Member or Members.