

DAIRY EXECUTIVES' ASSOCIATION

Constitution and

Rules of the Association

May 2019

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RULES OF THE DAIRY EXECUTIVES' ASSOCIATION.

1. NAME AND CONSTITUTION

The Association is a Trade Union and it shall be called The Dairy Executives' Association, hereinafter referred to as 'The Association'.

The Association shall be divided into such Branches as shall be defined by the Central Executive Council, hereinafter referred to as 'The CEC', classified by reference to such conditions as the CEC may, from time to time, decide. The consent of the CEC shall be a condition precedent to the establishment of any Branch.

2. MEETING AND OFFICE - PLACE OF

The place of meeting for the business of the Association, and the office to which all communications and notices shall be addressed shall be Number 33, Kildare Street, Dublin 2, D02 YD95, or such other place as the CEC may, from time to time, determine, subject to the right of each Annual General Meeting, after the first Annual General Meeting, to determine the place and date of the next succeeding Annual General Meeting.

3. OBJECTS

The objects of the Association shall be: -

- (a) To organise all categories of professional, executive, scientific and technical staff in the Irish food and drink industry and any other employments as determined from time to time by the CEC;
- (b) To regulate the relations between members and their employers and between members *inter se*;
- (c) To promote and establish a Superannuation or Pension Scheme or Schemes for members;
- (d) To seek, collate and disseminate all, or any, information on matters directly, or indirectly, concerning the interests of members, and represent and to take such actions as may be necessary or expedient to promote such interest;
- (e) To edit, print and publish, or cause to be edited, printed and published, any periodicals, pamphlets, books or other publications which may be considered by the CEC useful towards advancing the objects and ideals of the Association.
- (f) To render special services by way of advice, information, guidance and assistance (whether financial or otherwise) to organisations, bodies corporate, firms and persons whether members of the Association or not, and to enter into trade agreements and negotiations and to collect and disburse moneys in connection therewith and to charge and accept for such services fees, commissions or subscriptions as the CEC may, from time to time, determine;

- (g) To establish and maintain schemes of Life Insurance for the benefit of members;
- (h) To protect the trade interests of members and generally to promote trade and commerce, and to protect members by federation, amalgamation, or otherwise, and to co-operate and act jointly with any Association, Company, Body corporate, or person, and to promote and further the interests of the Association and its members generally;
- (i) To protect and indemnify members, as the CEC may, in their discretion, from time to time determine against any loss to their interests arising without actual default on the part of such members in the management of such interests;
- (j) To promote freedom of contract and to resist, insure against, counteract, and discourage interference therewith, and to subscribe to any combination or fund for any such purposes;
- (k) To watch over all legislative measures which may affect or tend to the interests of members of the Food and Drink Industry and to take such steps as are, in the opinion of the CEC, incidental or conducive to the attainment of any of the objects of the Association;
- (l) To borrow or lend money, with or without security, as the CEC may deem necessary and expedient for carrying out of the objects and purposes of the Association;
- (m) To contribute to any benevolent pension, mortality or other fund or institution, or to any organisation or association whatsoever for the defence of, or in the interest of, members, as the CEC may, from time to time, determine;
- (n) To do all such things as are incidental or conducive to the attainment of the above objects, or any of them.

4. APPLICATION OF FUNDS

The funds of the Association shall be applied, under the orders of the CEC, in carrying out any or all, of the aforesaid objects, in paying the expenses of management according to these rules, and also in indemnifying members and persons dealing with them or employed by them against loss occasioned by their carrying out the instructions of the CEC or complying with the rules of the Association provided always that such indemnification shall be granted only by a majority vote of the CEC.

5. OBLIGATIONS OF MEMBERS

All rules of the Association so made shall bind the members, and all persons claiming through them, to the same extent as if each member had subscribed his or her name thereto, and there were in these rules contained a covenant by him or her to conform to such rules of the Association.

6. BRANCH POWERS AND CONTROL

Every Branch shall have powers as provided by the bye-laws, and shall be subject, in accordance with them and with these rules, to the control of its Offices and Committee and of the CEC.

7. INSPECTION OF BOOKS AND NAMES OF MEMBERS

The books and accounts of the Association and a General Register of the Association as a whole shall be kept at the Registered Office, with the names of members and shall be open at all reasonable times to inspection by every member or person having an interest in the funds of the Association. The register of members shall be open for inspection in accordance with Section 12 of the Trade Union Act, 1941, as amended by section 4 (1) of the Trade Union Act 1942. The fee chargeable for any such inspection shall be such sum not exceeding thirty-two Cent in respect of each day (or part of a day) during which the inspection continues, as the CEC shall determine.

8. DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved at any time by the consent of five-sixths of the members present and voting at a meeting specially convened for that purpose provided, however, that any member who is not present at such meeting shall be permitted to record his or her vote on a ballot paper, subject to such regulations as to the time and manner of his or her so voting as may be made by the CEC. Adequate provision shall be made for satisfying all liabilities existing at the date of dissolution. Notice of dissolution shall be given to the Registrar of Friendly Societies within fourteen days from the date thereof in the form prescribed by the Statutory Regulation in that behalf.

9. CONTROL AND MANAGEMENT OF THE ASSOCIATION

The Association shall have the following Officers — A President, three Vice-Presidents, two Trustees, a General Secretary, a Treasurer, and a CEC constituted as hereinafter provided. The general control of the Association shall be vested in the CEC, to which shall be committed the general management of the Association. The CEC may pass resolutions for carrying into effect the purposes of the Association, and the same shall be binding on all the members, subject to any resolutions of the general meetings of the Association thereon. The CEC shall have the right to delegate its powers, or any of them, as it may in its absolute discretion decide to be for the better conduct of the business of the Association.

The CEC shall initiate, conduct, cause to be initiated or cause to be conducted, negotiations in connection with all matters concerning salaries and other conditions of employment which may, from time to time, arise; and shall effect or cause to be effected the settlement of any disputes which may arise out of such matters, and shall take such other steps in connection with such matters or such disputes, as the CEC may determine, in pursuance of Rule 3 (b), and of these rules generally.

The CEC shall consist of the President, three Vice-Presidents and members who shall be elected annually by the Branches in proportion to the number of members in each Branch, as the rules in that behalf shall determine; provided that each Branch shall have at least one representative on the CEC. The CEC shall be elected by a ballot vote of the entire Association, through the Branches, each Branch electing its own member, or members, as the case may be, provided that where a vacancy arises on CEC the Branch may convene a special Branch meeting for the purpose of electing a member to fill said vacancy, provided that the outgoing President in any year shall be returned as a CEC member for the year immediately following his or her term of office.

Where the former President so returned is from a Branch which elects one member to the CEC his or her membership of the CEC shall be in addition to the member of that Branch elected to the CEC in the ordinary way.

Where the former President so returned is from a Branch which elects two or more members to the CEC his or her membership of the CEC shall take up one of the seats allocated to that Branch on the CEC. The other seat(s) shall be filled by election in the ordinary way.

General Secretary and Treasurer:

- (a) The General Secretary and the Treasurer shall be appointed by the CEC and shall be removable by the vote of two-thirds of the members of the CEC at a special meeting of the CEC. The CEC shall fix the powers, duties, remuneration and superannuation of the General Secretary.

Central Executive Councillors:

- (b) If in the opinion of any Branch, at a specially summoned meeting of its members, it be deemed advisable to remove its Central Executive Councillor, or Councillors, the Branch may by resolution so determine, in which case a copy of the resolution, together with a note of the evidence upon which such resolution was founded and passed, shall be forwarded by the Branch Secretary to the CEC. If, in the opinion of the CEC, the evidence warrants it, the General Secretary, shall, within twenty-one days after receipt of such copy resolution, return the same together with a copy of such evidence, to the Branch for the taking of a special ballot on the question as to whether or not such Councillor, or Councillors, shall be removed and the question shall be determined accordingly. When any question is by these rules referred to the decision of the CEC, the following regulations shall be observed: -

A statement of the matter in complaint having been made, in writing, the CEC shall appoint a day and hour for the hearing thereof and for the party, or parties, interested in such matter to appear and state his or her, or their case. If he or she, or they, do not appear or send a reason for absence satisfactory to the CEC, the CEC may hear and decide the matter in his or her, or their, absence, just as if he or she, or they, were present; and the hearing and decision of the matter by the CEC shall in such case be as valid as if the party, or parties, interested therein had been in attendance at the hearing of the matter in complaint.

The decision of the CEC shall be put down in writing, and a copy thereof forwarded by registered post to the party, or parties, interested and a copy thereof may, at the discretion of the CEC, be sent, accompanied by a statement of the facts of the case, to each Branch, or inserted in the next ensuing report. Such decisions shall be conclusive, and absolutely binding on all parties thereto.

President and Vice-Presidents

- (c) Candidates for the offices of President and of Vice-Presidents of the Association may be nominated by any member of the CEC of the Association at the first meeting in any year of the members of the CEC elected for that year, and the elections shall be by majority vote of the members of the CEC present and voting at such meeting. The President and Vice-Presidents shall be eligible for re-election, provided that the President shall not hold office of President for a period exceeding five years and a Vice-President shall not hold office of Vice-President for a period exceeding five years. The President or a Vice-President, may be removed from office by a majority vote of members of the CEC specially convened with due notice of motion to remove the President or Vice-President from office.

National Trustees

- (d) Candidates for the office of National Trustees of the Association may be nominated by any member of the CEC of the Association at the first meeting in any year of the members of the CEC elected for that year, and the election shall be by a majority vote of the members of the CEC present and voting at such meeting. Any or all of the National Trustees, shall be eligible for re-election. The National Trustees, or any of them, may be removed from office by a majority vote of the members of the CEC voting at a meeting of that CEC specially convened with due notice of motion to remove the National Trustees, or any of them, from office. A vacancy in the office of Trustee shall be filled by a majority vote of the CEC at its next ensuing meeting.
- (e) All the property of the Association in land and buildings, whether freehold, leasehold, on tenancy interest or otherwise, shall be purchased, leased, held and disposed of in the names of the National Trustees as directed by resolution of the CEC. The National Trustees shall deal and dispose of all the property and the funds of the Association mentioned in Rule (12) hereof in accordance with the directions of the CEC, to be given by resolution passed by a majority of the members of the CEC present at a duly convened meeting of the CEC and a resolution so passed shall be binding in favour of a purchaser of any property or investments of the Association. A certificate purporting to be signed by the General Secretary and setting out the terms of any such resolution as aforesaid shall be conclusive evidence in favour of a purchaser that such appropriate direction by the CEC has been given in accordance with the requirements of this clause and upon the sale pursuant to such direction of any property or investments of the Association, the receipt of the Trustees for the purchase money shall effectually discharge the purchaser therefrom and from being concerned to see to the application thereof or being answerable for the loss or misapplication thereof.
- (f) The CEC may obtain loans for the purposes of the Association to such extent, on such conditions, for such periods and at such rates of interest as they deem expedient and may secure the repayment of such loans and interest thereon by a mortgage, whether legal or equitable, charge or lien on any land, premises or assets of the Association or by deeds of covenant, promissory notes or other forms of security acceptable to any mortgagee or lender. Any such mortgages, charges, liens or other forms of security shall be executed, signed and given by the National Trustees on a direction of the CEC effected by a resolution as mentioned in Paragraph (e). A certificate of the General Secretary setting out the terms of such resolution as mentioned in Paragraph (e) hereof shall be conclusive evidence in favour of a lender as to the authorisation for the said loan and the receipt of the Trustees of

the money so lent shall effectually discharge any such lender in like manner as it is set forth in Paragraph (e) hereof.

10. ALTERATION OF RULES

The CEC and every Branch of the Association, by a majority of vote, shall have the right to propose alterations, amendments or recessions of any of these rules, or new rules. Every such proposal, on adoption by the Branch, shall be sent to the CEC which shall consider same; if after consideration has been given thereto, the CEC approve of the proposed change, the CEC shall then submit the same to a ballot vote of all the Branches of the Association for determination. Any minor partial amendment, addition or recession of any of these rules will be approved and determined by a majority vote of members of the CEC voting at a meeting of that CEC specially convened with due notice of motion. No new rules shall be made, nor shall any of the rules herein contained, or hereafter to be made, be amended, altered or rescinded otherwise than in accordance with the provisions of this rule, and no new rule or alteration of rule is valid until registered.

11. GENERAL FUNDS

All monies received or collected by Branch officers shall be remitted immediately to the Registered Office of the Association for lodgement to the general funds of the Association.

The CEC may, from time to time, divert any part of the general funds into a Reserve Fund or other Special fund, or funds, and may deal with the several funds as it may deem necessary or advisable.

All money paid into the funds of the Association shall be lodged in a Bank, or Banks, approved by the CEC, in the name of the Association and shall be withdrawable only as authorised by the CEC.

The maximum sums which may be retained uninvested as cash in hands, money on current account, and money on deposit, shall be determined by the CEC.

12. INVESTMENT OF FUNDS

So much of the funds of the Association as may not be required for immediate use, or to meet the usual accruing liabilities, shall be invested by the National Trustees in such securities as the CEC shall, from time to time, direct.

13. AUDIT

The general accounts of the Association shall be audited by a qualified accountant who shall, at the end of the Association's financial year, and at such other times as the CEC shall direct, examine the accounts, and deliver to the General Secretary a statement of accounts signed by him or her, and a report showing the way in which the same have been kept during the period for which every such audit has been made.

14. MEMBERSHIP - ADMISSION TO

- (a) The CEC shall have absolute power to accept or reject any such proposal. Proposals for membership shall be considered by CEC as soon as may be practicable after the same shall have been made.

- (b) Every applicant for membership shall pay to the General Secretary of the Association, within fourteen days after his admission to membership, such sums by way of entrance fee and subscriptions or contributions, and shall thereafter pay all subscriptions or contributions in accordance with these Rules and as prescribed by the CEC.

15. CESSER OF MEMBERSHIP

Any member of the Association who for thirty days after dispatch to him or her of a notice under the hand of the General Secretary that his or her subscriptions or contributions are in arrears shall fail to liquidate such arrears may be fined such sum not exceeding one-third of the sum due by him or her to the Association on account of contributions or subscriptions as the CEC shall determine and such fine shall be regarded as additional arrears. If and when the arrears of subscriptions or contributions due by a member remain unpaid for a period of three months after the date upon which they were payable, the General Secretary shall send notice to the member concerned by registered post stating a date (not less than 30 days from the date thereof) by which the arrears shall be paid. If the member fails to comply with such notice, the General Secretary shall report the default to the CEC who shall make such order whether for suspension, expulsion or otherwise as such CEC shall think fit. A plea of non-receipt by any member of a notice under this rule shall not be taken into consideration by the CEC in determining the steps to be taken in respect of his or her arrears.

The CEC shall exercise powers of fines, suspension, expulsion or otherwise, in any case where a member has committed a breach of any of these rules or of such of the bye-laws duly made as the CEC may, from time to time, specify, and the CEC shall also have power to suspend or expel or to fine any member such amounts as may from time to time be provided in the bye-laws, for any reason which it considers good and sufficient. Subject as hereinafter provided any member may at any time resign from membership of the Association subject to his or her giving the CEC not less than six months' notice in writing of his or her intention to resign and to the payment of all moneys due by him or her to the Association up to the date of his or her resignation; but no member shall in the event of his or her resignation have any claim against the Association for a refund of any moneys paid by him or her into the funds of the Association on account of subscriptions, contributions, or otherwise. No member of the Association shall resign, be fined, suspended, or expelled from the Association otherwise than in accordance with the provisions of this rule; provided always that a person who ceases, otherwise than by death, to be a member of the Association shall, for the purposes of the Trade Union Act, 1941, be deemed to continue to be a member thereof for one month after such cesser.

16. ANNUAL GENERAL MEETING

The Annual General Meeting of members shall take place each year on a date not later than the end of May to consider a report submitted by the CEC and the audited accounts and balance sheet for the preceding year. Resolutions of the Annual General Meetings shall be implemented by the CEC save where such resolutions are referred back by the CEC to each Branch for further consideration and where a ballot of members thereafter negatives such resolutions.

17. SECTIONS

A section of members may be established by the CEC for categories of members. Upon establishment, a section may elect a committee to deal with the problems and interests of such section. The CEC may delegate authority to such Section Committee and to such section to deal with the problems and interests of such section provided always that such Section and such

committee shall conform to the rules of the Association and that all decisions arising therefrom shall be subject to ratification by the CEC.

Such section or sections shall at all times be serviced by the Association and the President or the President's nominee shall have the right at all times to attend and to participate in any and all meetings of such Sections and of such Section Committee.

It shall be incumbent upon each section established in accordance with this Rule to provide through membership of such section the necessary finance for the service or services required by the section.

Each and all sections shall be subject to the Association and to the CEC of the Association in all matters and shall promptly carry out any and all directions issued by the CEC.

18. STRIKE OR OTHER INDUSTRIAL ACTION

In accordance with Section 14(2) of the Industrial Relations Act, 1990, the Association applies the following provisions regarding the balloting of members in respect of strikes or other industrial action:

- (a) The Association shall not organise, participate in, sanction or support a strike or other industrial action without a secret ballot, entitlement to vote in which shall be accorded equally to all members whom it is reasonable at the time of the ballot for the Association to believe will be called upon to engage in the strike or other industrial action;
- (b) The Association shall take reasonable steps to ensure that every member entitled to vote in the ballot votes without interference from, or constraint imposed by, the Association or any of its members, officials, or employees and, so far as is reasonably possible, that such members shall be given a fair opportunity of voting.
- (c) The CEC shall have full discretion in relation to organising, participating in, sanctioning or supporting a strike or other industrial action notwithstanding that the majority of those voting in the ballot, including an aggregate ballot referred to in paragraph (d), favour such strike or other industrial action;
- (d) The CEC shall not organise, participate in, sanction or support a strike or other industrial action against the wishes of a majority of its members voting in a secret ballot, except where, in the case of ballots by more than one trade union, an aggregate majority of all the votes cast, favours such strike or other industrial action;
- (e) Where the outcome of a secret ballot conducted by the Association which if affiliated to the Irish Congress of Trade Unions or, in the case of ballots by more than one such trade union, an aggregate majority of all the votes cast, is in favour of supporting a strike organised by another trade union, a decision to take such supportive action shall not be implemented unless the action has been sanctioned by the Irish Congress of Trade Unions.
- (f) As soon as practicable after the conduct of a secret ballot the Association shall take reasonable steps to make known to its members entitled to vote in the ballot:
 - (i) the number of ballot papers issued;
 - (ii) the number of votes cast;
 - (iii) the number of votes in favour of the proposal;
 - (iv) the number of votes against the proposal; and
 - (v) the number of spoiled votes.

If the outcome of the secret ballot is in favour of the proposal, a minimum of one week's notice will be given in writing to the employer concerned before engaging in a strike or other industrial action.

19. ELIGIBILITY FOR CENTRAL EXECUTIVE COUNCIL MEMBERSHIP

No member who is more than 12 months in arrears with subscriptions shall be eligible for membership of the CEC and no member upon whom a fine or suspension shall have been imposed shall be eligible for membership of the CEC for five years after the imposition of such penalty.

20. FORMATION OF NEW BRANCHES

No new Branch shall be formed without the consent of the CEC and of an Annual General Meeting of the Association.

21. MEMBERS AND MEMBERSHIP SUBSCRIPTIONS

- (a) Applications for Membership shall be on a form to be supplied by the General Secretary, containing such particulars as the CEC may, for the time being, require. The form shall be signed by the Applicant or submitted online via the Association's website.
- (b) All applications for membership shall be considered and accepted or rejected by the CEC, but before being so accepted or rejected the application or applications may be first referred for consideration to the Branch for the district in which the applicant is resident. Where, after due consideration, the CEC shall have decided to reject an application for membership they shall not be required to give any reason for such rejection.
- (c) Every applicant for membership shall, within one month of the holding of the CEC Meeting next succeeding his or her application, be notified in writing, by email, or such other means as the CEC may decide of the acceptance, rejection or postponement of such application.
- (d) The CEC may, from time to time, delegate to a Committee or committees all powers of considering applications for membership, their acceptance or rejection. Such Committee shall consist of not less than two members of the then CEC, together with the General Secretary. Such Committee or Committees shall report to the CEC at each meeting of the CEC as to the applications for membership accepted, rejected or postponed. The CEC may alter or amend all or any decision of such Committee.
- (e) Membership Subscriptions shall be at such rates as the CEC may, from time to time, determine and shall be payable monthly or on 1st January and 1st July in each year.
- (f) All subscriptions shall be payable directly to the Association at its Registered Office, or to a duly authorised officer of the Association.
- (g) Arrears of Membership Subscriptions of a member may, at the discretion of the CEC, be partly or wholly remitted, temporarily or otherwise, provided the CEC shall have received from such Member's Branch a resolution recommending such remission.

22. BRANCHES

- (a) Every Branch shall have powers as provided by these Rules and shall be subject in accordance with them to the control of the officers and committee of the Branch and of the CEC, as provided by the Rules.
- (b) The management and control of each Branch shall be in the hands of a Branch committee, consisting of a Chairman, Honorary Secretary and Branch member or members who represent for the time being the Branch on the CEC (who shall each be elected at the Annual General Meeting of the Branch) and such other member or members of the Branch as it shall determine at its Annual General Meeting.
- (c) No member to whom notice that his or her subscription is in arrear shall have been sent by the General Secretary under Rule 15 of the Rules of the Association shall be eligible to vote at any Branch Meeting.
- (d) The CEC may, from time to time, as it deems advisable make grants, donations or loans to any Branch which the CEC shall deem needs the same for such special purpose or purposes as the CEC may approve.
- (e) Every Branch shall hold its meetings at such place as may have been selected from time to time by the Branch committee.
- (f) The CEC may, on request by any Branch, dissolve such Branch, or may transfer its members into one or more other Branches; provided that such request shall be shown by the Branch committee to have the support of such Branch. Upon the dissolution of any Branch, the CEC shall have power to obtain possession of all funds, books, papers and property of every description of the Association in the custody of the Branch, or any of its officers or members, or of any other person or persons.
- (g) Each Branch with 15 (fifteen) or a lesser number of fully paid up members shall be entitled to elect one member to the CEC; each Branch with 16 (sixteen) or more fully paid up members shall be entitled to elect two members to the CEC; each Branch with 100 (one hundred) or more fully paid up members shall be entitled to elect three members to the CEC: provided that a Branch having less than 5 (five) fully paid up members shall not elect a member to the CEC. Nominations for election to the CEC shall be forwarded to the General Secretary before October 1st of each year. Each such nomination shall be signed by two fully paid up members of the Branch and by the nominee. In the event of no nomination being received by October 1st from any Branch, the Chairman of the Branch as elected at the annual meeting of the Branch shall be the CEC representative of the Branch for the ensuing year if such Branch is entitled to elect one member to the CEC; and the Secretary of the Branch as elected at the annual general meeting shall be the Branch's second representative on the CEC if the Branch is entitled in accordance with Rule to two or three representatives on the CEC.
- (h) The name, or names, of the duly elected members of the CEC shall be furnished to the General Secretary by each Branch secretary as soon as may be after each Branch Annual General Meeting.

23. NEGOTIATIONS AND DISPUTES

- (a) All negotiations, disputes and discussions thereon between members and their employers, or between members *inter se*, concerning salary rates, conditions of employment, pension or superannuation schemes, and allegations of unprofessional conduct, shall be referred to the CEC as hereinafter provided.
- (b) On notification to a Branch by a member, or members, of the existence of a dispute, or the imminence thereof, the Branch, in Special General Meeting called for that purpose, shall make a preliminary investigation of the matter, and if deemed advisable, report thereon to the General Secretary of the Association; all voting at such Branch Special Meeting shall be by secret ballot of Branch members entitled to vote.
- (c) The General Secretary, on the receipt of the aforesaid report from any Branch, shall request the President of the Association to nominate three members of the CEC (other than CEC Members elected by the Branch concerned) who, or whose nominee or in the event of the President being unable to name his or her representative, a Vice-President's nominee, with the General Secretary and such members of the Branch, (not exceeding five, and including the Branch CEC member, or members) as the Branch shall determine shall act as a Negotiating Committee; and fully investigate the matter, or matters, concerned.
- (d) The Negotiating Committee shall make a report to the CEC and shall make such recommendations as it shall deem advisable; the CEC shall have power to reject all, or any, of the recommendations of the Negotiating Committee; the said Committee and the member, or members, of the Branch shall be bound by the decision of the CEC.
- (e) The said Negotiating Committee shall have power to call a Special CEC Meeting to consider the recommendations of the said Committee.
- (f) The CEC shall have power if it so desires to call a Special General Meeting of the Association to consider the report of any such Negotiating Committee.
- (g) The CEC shall have the power, with the consent of the member, or members, disputant, to refer any dispute to an Arbitrator, or Arbitrators, who may be a non-member, or non-members of the Association.
- (h) In the event of members receiving notification, by circular or otherwise, from the Association that a vacancy in any concern has been caused by a dispute (between owners and managers) no member shall apply for the position, or having applied, shall withdraw their application until they receive the consent, in writing, of the CEC, who will decide as to the conditions under which a member may accept the position. The consent of the manager vacating the position shall not excuse non-compliance with this Rule.

24. UNPROFESSIONAL CONDUCT

It shall be deemed to be unprofessional conduct on the part of any member who: -

- (a) Accepts an appointment concerning which a dispute exists between the Association and the employers concerned;

- (b) Canvasses or causes to be canvassed the position of another member.
- (c) Discusses with non-members the private business of the Association, or any dispute actual or pending in which he or she or others may be involved.

All charges of Unprofessional Conduct shall be investigated in the first instance by the Committee of the Branch to which the member so charged belongs. A member who shall have been deemed to be guilty of unprofessional conduct, shall be subject to such penalty by way of censure, fine, suspension or expulsion from membership as the CEC shall determine.

25. MEETING OF CENTRAL EXECUTIVE COUNCIL

- (a) The CEC shall meet at least twice in every year and may meet as often as occasion requires, on the direction of the President or on requisition signed by six members of the CEC and stating the purpose of such meeting. Except in cases of emergency, at least five clear days' notice of all meetings of the CEC shall be given to all persons entitled to attend.
- (b) At each meeting of the CEC, the President, or in his or her absence, a Vice-President, shall preside. The President or Vice-President and five members of the CEC shall form a quorum, but if the President and Vice-President are unable to attend, any six members of the CEC may form a quorum and may appoint their own Chairman for such meeting. Questions shall be decided by a majority of votes, each member of the CEC having one vote only, but if upon any question the votes are equal, the presiding member only shall have a second or casting vote.
- (c) The CEC may appoint such sub-committee as they may determine, and may authorise them to deal with such matters as may be referred to them, subject to such conditions, if any, as may be laid down by the CEC, or the Rules of the Association.
- (d) The members of the CEC shall be paid reasonable travelling expenses in respect of attending meetings of CEC, and any other meetings of the Association, or its Branches, as they may be specially directed by the President.

26. NOTICES

All Notices required by these Rules to be delivered or posted by the Association to any member shall be deemed to have been sufficiently delivered or posted if they are emailed to the email address on record or delivered at, or addressed to, the last known place of abode, or employment, of the member.

27. EXPULSION OF MEMBERS

- (a) The CEC may expel any member who: -
 - (i) Has been imprisoned for any crimes;
 - (ii) Has been guilty of serious personal misconduct;
 - (iii) Has wilfully committed repeated and serious breaches of the rules of the Association;
 - (iv) Has been deemed guilty of unprofessional conduct.

- (b) In the case of a breach of any rule of the Association, the CEC shall have power to impose a penalty either by way of fine or suspension from membership.
- (c) No fine imposed under these rules shall exceed one hundred and twenty-seven Euro and no suspension shall exceed twelve months.
- (d) Where it is proposed to expel a member or to impose any other penalty, the Association shall send him or her a statement in writing, giving full particulars of the charge against him or her, together with a copy of the rule under which it is brought. He or she shall be given an opportunity of submitting his or her case at a meeting of the CEC, or a sub-committee thereof, of which meeting he or she shall have seven days' notice and shall be entitled to attend in person before them. Whether present or not, he or she shall be permitted to submit such evidence in his or her defence as may be proper in the circumstances. Except with the consent of the member, the meeting shall not be held later than 14 days after the date on which notice of the charge is given to him or her and the decision of the CEC or sub-committee shall be recorded in the minutes, and a copy thereof shall be forwarded forthwith to the member.

28. READMISSION OF EXPELLED MEMBER

An expelled member may be readmitted by the vote of two-thirds of the members present and voting at an Ordinary General Meeting.

29. PENSIONER MEMBERSHIP

(a) A person who ceased to be a Member in accordance with Rule 14 and such other as the CEC may decide from time to time, may apply to become a Pensioner member if he or she has retired from the active workforce, such application to be dealt with in a form and a manner approved by the CEC.

(b) The Pensioner annual subscription shall be determined in accordance with these Rules and as prescribed by the CEC from time to time.

(c) Pensioner members shall be entitled to all membership services. However, they shall not be entitled to participate in ballots of members held in accordance with these Rules.

Signatures of 7 Members of the Central Executive Council of the Dairy Executives' Association: - “O”

CONFIDENTIAL DRAFT