

The Constitution of the Irish Whiskey Society

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PREAMBLE

1. We, the members of the IRISH WHISKEY SOCIETY, adopt this Constitution to ensure the effective representation of our collective interests and to ensure fair and democratic governance of the Society.
2. Nothing in this Constitution shall be interpreted to give it a meaning that would discriminate on the grounds of political, racial, religious, sexual or social orientation.

GENERAL PROVISIONS

Article 1 : Name

The Society's official title shall be "THE IRISH WHISKEY SOCIETY" (hereinafter referred to as "the Society") or, as Gaeilge, "Cumann Uisce Beatha Eireannach"). The motto of the Society shall be "In spiritu universi" ("all together in spirit").

Article 2 : Objective

The principal objectives of the Society are to preserve the history and heritage of Irish Whiskey and to promote the appreciation and enjoyment of Irish whiskeys by all, whilst also appreciating other whiskeys of the world, in an independent manner, free of commercial influence or gain.

The Society is for the responsible and sociable enjoyment of Whiskey.

Article 3 : General methods

Achieving the Objectives of the Society shall, insofar as is practicable, be carried out by means of:

- Regular gatherings to sample one or more Whiskeys
- Hosting of Lectures and Discourses by knowledgeable persons, with a view to promoting discussion on the subject of Whiskey
- Visits to Whiskey distillers
- Publications on the subject of Whiskey
- Acquisition, on behalf of the Membership, of special Whiskeys (subject to availability of Funds)
- Other activities as deemed necessary to promote the Society's aims

Article 4 : Constitution

The Society shall consist of:

- Members
- Honorary Members
- Associate Members

Article 5 : Members

The following shall be eligible for membership:

- Membership of the Society shall be open to all interested in the appreciation of Whiskey, on payment of the Annual Subscription, subject to their being at least 18 years of age.

Article 6 : Associate Members

- Associate membership may be granted to person(s) considered suitable attending a Single Event on payment of the Event Subscription designated for that Event.

Article 7 : Honorary Memberships

The following shall be eligible for Honorary Membership:

- Such persons as shall be deemed suitable by the Committee for election as Honorary Members by virtue of their distinguished service to the creation or promotion of whiskey.

Article 8 : Privileges

- Unless limited by the Committee, Members/Honorary Members shall have the right to participate in all Activities of the Society and to vote as prescribed in the Constitution.
- Associate Members privileges are limited to the duration of a single meeting. This excludes voting rights and attendance at Annual General Meetings. See note above.

METHOD OF ELECTION

Article 9 : Members and Associate Members

Candidates eligible under Articles 5 and 6 shall be deemed to have been elected on payment of the appropriate Subscription.

Article 10 : Honorary Members

The Committee shall have the power to invite persons whom it may consider eligible under Article 7 to become Honorary Life Members. Such invitation may only be issued with the approval of a quorum of Committee members.

The number of Honorary Life Members shall not at any time exceed twenty.

SUBSCRIPTIONS

Article 11 : Appropriate Subscription

The appropriate Annual Subscription shall be that proposed and approved at an Annual General Meeting. The approved Subscription shall apply from the 1st January following that Annual General Meeting.

Article 12 : Payment of Membership Subscriptions

Annual Membership Subscriptions shall become due upon joining the Society and on the first day of the anniversary of the Member's most recent date of joining the Society. Members who have not renewed their Subscriptions for the ensuing year by their anniversary date shall lose all privileges of Membership pending regularisation of their Subscription. Where a Subscription has not been regularised within 30 days of the due date (grace period), Membership shall be deemed to have lapsed and the individual's membership shall be rescinded and Member privileges terminated.

Article 13: Bottle and Cask Subscriptions

From time to time, the Society may purchase bottles and/or casks to be offered to Members and Honorary Members upon payment of an additional subscription fee. Society bottlings and casks are not intended to provide a commercial benefit to the Society nor its Members. All bottle and cask offers to Members are subject to the following:

- Subscriptions will be allocated subject to availability on a first-come, first-served basis to current members
- The decision of the Committee on the validity of subscriptions is final
- Such offerings shall be made first to those Members and Honorary Members who have been in good standing for the 6 months immediately prior to the date the subscription offer is formally notified, the "offer date"
- Members who do not qualify under the above condition may subscribe, subject to availability, on attaining 6 months continuous membership in good standing.
- Members wishing to sell Society subscription(s) may at any time offer the return of the subscription(s) to the Society at a mutually agreed price
- The Society has no obligation to purchase any subscription(s) from Members
- Excluding return to the Society or sale to another Member, Members may not sell any Society subscriptions to third parties for a period of three years after the offer date, the "close period"
- A Member may sell subscription(s) to another Member but, if this is done during the "close period", this should be notified in writing to the Committee, noting the name change prior to or upon completion of the exchange
- Six months after the offer date, the Committee may, at its discretion waive the requirement for six months continuous membership
- Members who gift or otherwise dispose of subscription(s) to others remain responsible for adherence to the above conditions
- In the event the Member or Honorary Member fails to honour any of the above conditions, the Member or Honorary Member shall be deemed to be in breach of the Code of Conduct and shall be subject to disciplinary proceedings up to and including suspension and/or revocation of membership with immediate effect.

VOTING

Article 14 : Voting

Every Member/Honorary Member shall have one vote unless debarred under Articles 8 or 12.

Article 15 : Method of Voting

Voting at all Meetings may be taken by a show of hands. Voting may also be taken by electronic and any other means selected by the Committee provided such means are readily available for all Members and Honorary Members to participate. Records of votes taken are to be retained for possible Audit. The vote shall be decided by the majority of votes cast except as herein provided to the contrary.

- In the case of a tied vote, the presiding Chairperson shall have the casting vote.
- Where an even number of members eligible to vote are present, the Chairperson of that Meeting shall only vote where a casting vote is required.
- The decision of the presiding Chairperson as to the result of the voting shall be final unless a Poll is demanded. This applies to all votes taken.

Article 16 : Poll

If a Poll is demanded by at least three Members/Honorary Members, it shall be taken not less than two weeks, nor more than three weeks, after the date it was demanded. The result of the Poll shall be deemed to be the result of that meeting at which the Poll was demanded. A Poll shall be taken by means of voting papers, which shall be forwarded to those Members/Honorary Members with current Voting Rights and returned, in such a manner as the Committee shall direct.

DUTIES OF THE EXECUTIVE COMMITTEE AND OFFICERS

Article 17 : Executive

The affairs of the Society shall be managed by a democratically elected Committee. The Committee shall be the governing body of the Society but shall be the subject to the control of the Members/Honorary Members of the Society in General Meeting. The Committee may delegate any or all of its powers to Sub-Committees, the President and Secretary/ies being de-facto Members of each Sub-Committee.

Article 18 : The Committee

The Distillery (Committee) shall consist of a:

1. 1 Master Blender (President)
2. 1 Master Taster (Ex-Officio)
3. 1 Stillman (Vice President)
4. 1 Warehouse Manager (Hon Secretary)
5. 1 Gauger (Hon Treasurer)
6. 1 Malter (Membership Officer)
7. 1 Cooper (Web Administration)
8. 1 Masher (Events Officer)
9. 1 Bottler (Publicity)
10. 5 Drinkers (Ordinary Members)

A quorum requires participation of a minimum of 5 Committee Members. Any Meeting of Committee Members which fails to meet the requirements of a quorum shall be void/invalid/without standing. The Committee may appoint Sub-Committees (Fermenters) to assist in specific areas.

Article 19 : Duties of the Committees

The duties of the Committee shall be to conduct the affairs of the Society in accordance with the Society's Constitution in order to achieve the Society's objectives, and to present an Annual Report to the Membership.

The duties of Sub-Committees shall be to complete tasks assigned by the Committee in accordance with the Society's Constitution in order to achieve, or recommend a method of achieving, an objective which shall conform with the Society's objectives, and to report findings to the Committee.

Meetings of all Committee Meetings and Sub-Committee Meetings, including all decisions taken, shall be minuted.

Article 20 : Duties of the President

The President shall deliver an Address at the Annual General Meeting reporting on the Session's challenges and achievements in the previous Session. The President shall, when in attendance, preside at all Meetings of the Society and of the Committee or Sub-Committee. In the absence of the President, the Vice-President shall act "in loco" and, failing attendance of the Vice-President, an ad-hoc Chairman shall be elected to act from among those present.

Article 21 : Duties of the Honorary Secretary

The Secretaries shall have charge of all the Assets of the Society excluding Funds. They shall, subject to the directions of the Committee, manage the general business of the Society.

Article 22 : Duties of the Treasurer

The Treasurer shall, subject to the control of the Committee, have charge of the Funds of the Society. The Treasurer shall present a year-end Audited Account, reflecting the position at the previous end of year, at each Annual General Meeting.

Article 23 : Money to be Banked

All property, howsoever described, that is acquired using Society funds, or is donated to the Society, is the property of the Society and the Committee/Organisers are accountable to the membership for same.

Monies belonging to the Society not Invested shall be paid by the Treasurer into a central account held in the name of the Society.

For operational purposes, Chapters may open separate accounts to be managed locally by members designated by the Committee from time to time. The funds in such Chapter accounts remain the property of the Society.

The Banks and Branches to hold the Society's account(s) shall be those Banks and Branches nominated by the Committee from time to time

Authorisation for payments from Chapter account(s) shall be by at least two of the Chapter's members designated by the Committee from time to time, or by one of the designated members and one of the Society's President, Vice-President or Treasurer,

Chapters may not incur expenditure such as to exceed the funds available on account, except by express permission of the Committee.

Authorisation for payments from the Society's central account shall be signed by one of the President, Vice-President or other person designated by the Committee, and shall be countersigned by the Treasurer.

The Committee shall not commit to the disbursement of Funds to the extent that they would exceed the Assets of the Society, except by express permission of the Membership.

APPOINTMENT OF OFFICERS

Article 24 : Annual Elections

The President, Vice-President, Secretary/ies, Treasurer, Auditor(s) and Committee, shall be elected annually, as provided for below, and shall vacate office at the end of Session. Under extraordinary circumstances, such as the unavoidable cancellation of the Annual General Meeting, the Officers and Committee shall continue in office until a new President and Committee are elected. They shall be eligible for re-election subject to the provisions of Clause 28.

Article 25 : Nomination of President and Committee

- The Committee shall, at least 4 weeks prior to the date fixed for the Annual General Meeting, circulate among all the Members / Honorary Members of the Society a list of Members/Honorary Members proposed and seconded for the positions of President and/or Committee Member for the upcoming Session.
- Nominations shall be delivered to the Secretary/ies not less than one month before the date fixed for the Annual General Meeting.
- Scrutineers to count the Votes shall be appointed at a Committee Meeting no earlier than one month before the date fixed for the Annual General Meeting. Candidates for Election are precluded from acting as Scrutineers.
- Counting of Votes by Scrutineers shall be conducted prior to the Annual General Meeting and the results of the Ballot shall be presented by the Scrutineers to the President, or presiding Officer, at the Annual General Meeting.
- Persons employed in the drinks industry seeking election to the Committee are to declare their involvement in the industry. The electorate can then decide on the candidate's suitability.

Article 26 : Election of President and Committee

- The names of all persons nominated for a position as President and/or Committee Member shall be advised to all Members/Honorary Members not less than seven days before the date fixed for the Annual General Meeting.
- The appointed Scrutineers shall , at the Annual General Meeting, count the Votes and report the results of the Ballots.
- The position of President shall be filled by the Candidate obtaining the greatest number of votes in the Ballot for the position of President.

- Nominees for the position of President shall have previously served on the Committee or shall have been a member in good standing for at least one calendar year at the time of the election.
- The remaining Committee positions shall be filled by the remaining candidates for Committee Membership who obtain the greatest number of votes in the ballot for the Committee Membership.

Article 27 : Election of Officers and Co-Opted Committee Members

The President shall call and convene a Committee Meeting, for which the quorum shall be five, not less than two weeks, nor more than two months, after the Annual General Meeting. This Meeting to include the President, the immediate past-President and Committee Members. The Committee shall, at that meeting, elect a Vice-President, Secretary/ies and Treasurer from among their number.

Article 28 : Tenure of Office

- All elected Officers, save for the President and Vice-President shall serve a one year term, beginning on the first day of January, in the year of their election, and ending on the last day of December of that year.
- The Office of Master Blender (President) shall not be held by any one individual for more than two consecutive Sessions. The Master Blender may be invited by the Committee to remain on the committee and, on acceptance, shall take the title of Master Taster (Ex-Officio).
- The President and Committee shall appoint a Stillman (Vice-President) from among their number. The Stillman will accede to the position of Master Blender (President) on the out-of-course vacating of that post by a President, whereon a new Stillman shall be appointed.

Article 29 : Committee Vacancies

Where a vacancy exists on the Committee, the Committee shall have power to co-opt a Member/Honorary Member to be Ordinary Committee Member for the duration of the remainder of the Session. The positions of President, Vice-President, Secretary and Treasurer, if subject to an out-of-course vacancy, shall be filled from among the Elected Committee Members, and shall not be filled by co-option, except by acceptance of a majority of the Membership at Special General Meeting.

Article 30 : Auditors

An Audit of the Society's Accounts may be called for at the request, in writing to the Secretary, by a minimum of ten of the membership.

Where an Audit is to be conducted, the Auditors shall audit the Society's Accounts for the Session(s). The Audit shall details all assets of the Society.

No Member/Honorary Member who has been a Member of the Committee during any part of the Session(s) being Audited shall be eligible to act as Auditor.

An external Auditor may be appointed by the Committee to audit the Accounts for any Session; in this case, no Member/Honorary Member shall act as Auditor.

SESSION AND MEETINGS

Article 31 : Session

The Session of the Society shall date from the Annual General Meeting in one year to the Annual General Meeting in the following year.

Article 32 : Ordinary Meetings

Ordinary Meetings shall be held at times fixed by the Committee. There shall be at least four Ordinary Meetings in each Session. The business at Ordinary Meetings shall be for the promotion of the Objectives of the Society.

Article 33 : Annual General Meeting

The Annual General Meeting shall be held each year on a date in November/December.

Sufficient time shall be allowed for the Audited Accounts to be prepared.

At the Annual General Meeting, the Report of the Committee for the Session shall be presented to the Members/Honorary Members, this report to include the Audited Statement of Account for the Society.

Article 34 : Special General Meeting

- A Special General Meeting, at which the quorum shall be 7 of the Committee and at least 15 Members/Honorary Members, shall be called by the Secretary/ies as required by the Committee, or at any time not less than one week, nor more than three weeks after receipt of a requisition stating the purpose for which the Meeting is required, signed by at least 10 Members/Honorary Members. The business of the Special General Meeting shall be confined to the Agenda published on the convening notice issued by the Secretary/ies and the conduct of the Meeting shall be subject to the provisions of Article 8.
- At least seven days notice of such Special meeting shall be sent to each eligible Member/Honorary Member.

MISCELLANEOUS

Article 35 : Amendment to Constitution

- Amendment(s) to the Constitution of the Society may be proposed by Members, in writing, to the Committee. Such proposals must be made by at least 10 Members/Honorary Members or by a quorum of the Committee in Meeting.
- Proposals for Amendment to the Constitution must be circulated 1 week in advance of an Ordinary Meeting, to facilitate discussion, and revision, by the Membership.
- Amendments to the Constitution, including suggested revisions, shall be decided in the normal course at Annual General Meeting or, where deemed necessary, at Special General Meeting.
- Resolutions for Amendment to the Constitution shall be circulated to the Membership at least one month prior to the Meeting at which the Amendment is to be decided.

- Members who are unable to attend may appoint a proxy to vote on their behalf. The proxy options shall be:
 - No nomination = abstention
 - Nomination of Chair (i.e. follow Committee recommendation)
 - Nomination of Attendee (failure of Nominee to attend will be taken as abstention)
- Every proposed alteration shall be discussed and voted upon at the relevant Meeting.
- Where an Attendee Member holds one or more proxies, this shall be advised to the Chair before voting starts, otherwise the Chair may call for a show of hands.
- No alteration to the Constitution of the Society shall be carried except by votes of at least two-thirds of the Members and Honorary Members voting.

Article 36 : Committee Bye-Laws

The Committee shall have power to make such bye-laws as it considers necessary, provided such bye-laws do not conflict with this Constitution or the Law of the Land. These bye-laws, unless and until revoked or altered, shall be binding on all Members/Honorary Members.

Article 37 : Expulsion And Suspension Of Members, Etc

- If it should come to the attention of the Committee that any Member/ Honorary Member or Committee Member has been guilty of conduct contrary to the Society's Objectives, or which might bring the Society into disrepute, the Committee shall have power, to expel or suspend such member, but no resolution of the Committee for such expulsion or suspension shall be passed unless it is carried by the votes of at least two-thirds of those present at a valid Meeting of the Committee.
- If a majority vote of the Committee or of the general Membership considers the vacating of any Committee position to be desirable, that Committee position shall be vacated.
- If any Member/Honorary Member shall be expelled, suspended or removed from a Committee, the expulsion, suspension or removal shall be communicated either directly, or by registered letter to their last known address, to the person expelled and shall be announced at the next Ordinary General Meeting. Any Subscriptions paid for the current Session shall be forfeit.

Article 38 : Officers Suing And Being Sued

The Society may sue and be sued in the name of the President or any such other Officer as may be determined by the Committee.

Article 39 : Distribution Of Profits

Any Income or Surplus accruing to the Society, howsoever derived, shall be applied solely for the promotion of the Objectives of the Society and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise for the benefit of individual Members/Honorary Members of the Society.

Article 40 : Winding Up

- Each Member of the Society in good standing undertakes to contribute to the Assets of the Society in the event of the Society being wound-up during the period that he or she is a Member or Associate Member, or within one year following cessation of their Membership.
- A Winding-Up Contribution is solely for payment of Debts or Liabilities of the Society which were contracted before the time at which the Member ceased to be a Member and of the costs, charges, and expenses of such Winding-Up.
- The amount of a Winding-Up Contribution shall not exceed the Annual Subscription for the applicable year of cessation of Membership.
- Honorary Members of the Society shall not be required to make a Winding-Up Contribution.
- Upon the winding up of the Society, all Property of the Society in the charge of the Committee shall be made available for realisation of saleable value towards reducing the Debts and/or Liabilities of the Society.
- If, on the winding-up or dissolution of the Society, there remains, after satisfaction of all its Debts and Liabilities, any Funds, Properties, Documents, Records, Minute Books, etc., the same shall not be paid or distributed to the Members/Honorary Member of the Society, but shall be given or transferred to some other Appropriate Body with Objectives similar to the Objectives of the Society. The Appropriate Body shall be chosen by the Commissioners of Charitable Donations who may, at the then Commissioner's discretion, take into consideration any recommendations which are proposed by the Members/Honorary Members in a democratic vote held under this Constitution, such vote to have been conducted at either of a Special general Meeting or an Annual General Meeting.

Article 41 : Delivery Of Notices

Subject to the provisions of the Data Protection Act, contact details of Members shall be held and maintained by the Society for the purposes of communicating with the Membership.

The Committee may instruct the Secretary/ies not to send notices to specified Members/Honorary Members in certain circumstances. This shall not apply in the case of Members where notices relating to the following are concerned:

- Changes to the Constitution
- Voting or Polls
- Nomination or Appointment of Committee or Officers
- General or Special Meetings

Article 42: Chapters

From time to time the Society may wish to establish new Chapters in further development of the Society's Objectives. A new Chapter is defined as: a group holding regular meetings, using the Society brand, and using the meeting services of the Society (e.g. online bookings, payments, etc.). The Committee must seek approval to establish a Chapter by a vote of the Members and Honorary Members to establish a Chapter. Such request by the Committee shall include: the reason for the Chapter, expected financial impact, operational support, and governance requirements.