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**Proposed Constitution
20th November 2015**

Adopted at AGM

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1. Name

The organisation shall be known as The Northern Ireland Wine & Spirit Institute (herein called the Institute).

2. Mission Statement

The Institute is dedicated to increasing Wine & Spirit appreciation through organised events that are primarily for the benefit and education of its members.

3. Membership

Membership shall be classified in four ways, namely

(a) Full Members

Open to persons who have been awarded a Wine & Spirit Education Trust® qualification in wines or spirits; or a qualification deemed by the Committee to be equivalent; or who are Masters of Wine.

(b) Associate Members

Open to persons not qualified for full membership but who demonstrate an interest in the appreciation of Wine & Spirits.

(c) Corporate Members

Open to organisations. They will be entitled to send one representative for each subscription paid as defined in item 10.

(d) Honorary Members

Open to persons who have rendered outstanding service to the Institute or who are deemed worthy by their standing in the Wine & Spirit world. Elections to Honorary Membership must have the unanimous support of, and shall be for a period of time defined by, the Executive.

(e) Register of Members

A register of Members shall be kept.

4. Lapsed Members

- (a) A member whose name has been removed from the Register for non-payment of fees as outlined at item 10 shall be deemed to be a lapsed member. This person shall be reinstated only provided that;
 - (i) All subscription fees have been paid.
 - (ii) The approval of the Committee has been given.

5. Voting Rights

Only a Full Member, whose fees are paid up to date and whose name appears in the Register of Members shall be eligible to vote at meetings.

6. Committee

- (a) The Committee of the Institute shall be a Chairman, Vice Chairman, Secretary, Treasurer and Vice President(s). These officers (who must be Full Members) shall form the Executive of the Institute. With the exception of 7(b), all positions shall be proposed, seconded and elected at an AGM or EGM by those Full Members whose fees are paid up to date and whose names appear in the Register. Where more than one candidate is proposed for any position, this election shall be by secret ballot.
Proposals made by the Executive do not pre-empt other nominations.
- (b) The retiring Chairman is eligible to undertake the role of Vice President on the Executive of the Institute as of right.
- (c) Those in the Executive shall hold office for no longer than two years, when they shall retire, but will be eligible for re-election at the appropriate AGM or EGM.

7. Co-option to Committee

The Executive shall have power to co-opt additional Committee members. Co-opted members shall have the power to vote only on the matter for which they have been co-opted and will serve for a period of time, or to complete a specific task, as defined by the Executive.

8. Powers of the Committee

- (a) The Committee shall have all the necessary powers to deliver on the Mission Statement of the Institute in accordance with the Constitution.
- (b) The Committee shall have control of the finances of the Institute as follows;
 - (i) All moneys belonging to the Institute shall be lodged in accounts held in the Institute's name in recognised financial institutions. **Account signatories shall be selected officers of the Executive and must include the Treasurer.**
 - (ii) Cheques for expenditure legitimately incurred on behalf of the Institute shall be issued by the Treasurer and must carry the signature of at least two of the signatories.
 - (iii) Separate banking arrangements can be approved by the Committee for specific purposes, such as Institute authorised study trips and exchange visits.
- (c) **Audit**
A qualified person who is not a member of the Institute shall be proposed, seconded and elected at the AGM as Auditor of the annual accounts. Where a person so elected is unable to complete this audit, the Executive shall have the power to appoint another suitably qualified person.

9. Subscription

- (a) An annual fee shall be paid by all Full, Associate and Corporate Members.
- (b) Fees for the forthcoming year shall be decided at the AGM.
- (c) Fees shall be payable not later than the last day of January in the relevant year.
- (d) Any Member who fails to pay subscription fees by the due date shall have their name removed from the Register and will be deemed to be a Lapsed Member as described at Item 4.

10. President

At the AGM or EGM, a person of high esteem within the Wine & Spirit world shall be proposed, seconded and elected by those Full Members whose fees are paid up to date and whose names appear in the Register. The President shall be entitled to attend and participate (but not vote) at Institute and Committee meetings.

11. Committee Meetings

Committee meetings shall be determined by the Chairman in conjunction with the Secretary.

12. Meetings of the Institute

- (a) Institute meetings shall be held on dates to be decided by the Committee and Members will be informed accordingly.
- (b) Such meetings will normally be conducted by the Chairman or a member of the Executive.

13. Annual General Meeting

In general the AGM of the Institute shall be held in November at such time and place as determined by the Committee. A notice and the Agenda shall be sent to Members at least seven days before the meeting, but any accidental omission to notify a Member shall not invalidate the meeting or any decisions made at it.
The Chairman at the AGM shall have a casting vote.

14. Extraordinary General Meeting

An Extraordinary General Meeting may be called by the Executive, or a Full Member accompanied by the written assent of at least ten other Full Members whose fees are paid up to date. A request for such a meeting must be made in writing to the Secretary giving at least twenty eight days' notice and must set out the matter(s) to be discussed.

The Chairman at the EGM shall have a casting vote.

15. Conduct of Elections

Elections shall be conducted by the President or any member of the Executive not obliged to retire at the AGM. Where this is not possible, a person who has been proposed, seconded and elected by those Full Members present shall perform this duty.

16. Quorums

- (a) Eleven members shall form a quorum for the conduct of business at meetings.
- (b) Three Committee members shall form a quorum for the conduct of business at Committee meetings.
- (c) A member of the Executive must be one of the quorum at all meetings.

17. Alteration of Rules

- (a) This Constitution may be altered only at an AGM or EGM.
- (b) Any proposed alteration must have the unanimous support of the Executive, *or* must be made by a Full Member in writing to the Secretary at least twenty eight days before the AGM or EGM, and have the written assent of at least ten other Full Members whose fees are paid up to date.
- (c) The proposed alteration must be published in full and accompany the Agenda.
- (d) The Constitution will be altered only if at least two thirds of those present, and eligible to vote, are in favour of the proposal.