

Constitution of The Independent Craft Brewers of Ireland

Version 3.0

Directly extracted from the full memorandum & Articles of Association as submitted to Companies Registration Office on 17th July 2019

The registered name of the Company is Independent Craft Brewers and Distillers of Ireland Limited. The Company is Limited by Guarantee and not having a share capital

The main objects for which the Company is established is:

- To promote the long term sustainability and traditions of the Irish Brewing industry.
- To operate a proactive Association for Independent Craft Brewers in Ireland
- To represent the interests of Independent Craft Brewers in Ireland
- To promote the development of high-quality brewing, dispensing, packaging, sales, marketing, distribution of beer in Ireland
- To lobby and promote the objectives of the organisation, getting issues raised at national level
- To communicate and interact with other stakeholders.
- To actively promote good practice in our industry.
- To develop, educate and train our personnel in best practice

1. In these Articles:-

“the Act” means the Companies Act, 1963.

“the Directors” means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called;

“Secretary” means any person appointed to perform the duties of the Secretary of the Company;

“the Seal” means the Common Seal of the Company;

“the office” means the registered office for the time being of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. The number of members with which the Company was registered is 7 but the Directors may from time to time register an increase of members
3. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.
4. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a Special Resolution of the Company.

5.0 Co Operation with Other Organisations

5.1 We will seek to develop relationships with other organisations and regulatory bodies to improve and develop standards, legislation, training and awareness of Independent Craft Brewers in Ireland.

6.0 Criteria for Membership

6.1 Criteria for membership of ICBI is as follows:

- The Applicant must be a company registered on the Island of Ireland including Northern Ireland with its primary brewing operation on the island of Ireland including Northern Ireland.
- The applicant company must have a current Brewers Manufacturers Licence from Irish Revenue or HM Revenue & Customs.
- The applicant company must have a current APT 3 form.
- The applicant company must declare that they are economically independent of any brewery producing over the micro volume limit as defined by Irish Revenue or HM Revenue & Customs.

6.2 Organisations can resign from the ICBI by providing notification to the Board of Management in writing.

6.3 Any organisation who lets their membership lapse and wishes to re-join at a later stage must follow the procedure for new membership.

6.4 Organisations who leave the association are not entitled to a refund of their annual membership.

6.5 A non member organisation is not permitted to use any logos of the association for any purpose.

6.6 A non member organisation is not permitted to make representations on behalf of the association.

6.7 All organisations who become members of the association agree to abide by the constitution and code of conduct (Schedule 1) of the association.

6.8 Membership is by the organisation. Up to 2 people from any 1 membership organisation can attend a meeting.

6.9 Each member organisation has 1 vote.

6.10 Associate Members

6.10.1 Associate Membership in the ICBI is open to individuals and companies planning to operate their own brewery in Ireland.

6.10.2 Associate Membership is limited to a time period of two years. Associate membership will be reviewed annually in January each year. After two years, associate members must either become eligible for full membership in the ICBI or show evidence that their development plans are concretely progressing. In the case of the latter, associate membership may be extended for an additional period of one year only. Associate membership cannot be extended beyond 3 years.

6.10.3 Associate Members may brew beer under contract with an ICBI member brewery or an equivalent brewery meeting the criteria for membership in the ICBI in Ireland.

6.10.4 Associate Members have no voting rights. They otherwise enjoy the same rights, benefits, and privileges as full members of the ICBI.

6.10.5 Applicant Associate Members will need to submit a general overview of their project together with a projected timeline for completion.

6.10.6 Associate Membership fees will be set in the same way as those of full Members.

7.0 Board of Management

7.1 The ICBI affairs will be governed by a committee of at least 5 persons consisting of a Chairperson, Vice Chairperson and Treasurer at a minimum. Other roles can be assigned within the committee such as Public Relations Officer, Technical Officer and Vice Treasurer as agreed by the committee and can rotate depending on expertise and available resource.

7.2 Officers must be nominated and seconded by another member.

7.3 The elected committee will have the power to co-opt other members to the committee to assist with specific projects and skills requirements, until projects are completed.

7.4 The Treasurer shall keep correct and up to date accounts showing all transactions and financial affairs of the organisation. A statement of accounts for the financial year shall be presented at the AGM.

7.5 Cheques and EFT Payments need to be authorised by 2 persons on committee.

7.6 The Secretary shall be responsible for all ICBI matters of a general administrative nature including notification of meetings and will be responsible for the keeping of continuous records that are to be passed on in the event of a change in the post.

7.7 The committee shall have the power to make rules governing the conduct of the association. Such rules shall be binding on membership and all members must be made aware of any changes. Any matter in relation to discipline or the breaking of association rules will be dealt with by the ICBI committee and any action as a result must be decided by a majority vote at the next convened meeting.

7.8 Officers of the ICBI to serve for minimum one year term.

8.0 Executive

8.1 Should the ICBI grow in size, the membership may decide to employ a full time executive to manage the day to day affairs of the ICBI.

9.0 Election of Board of Management

9.1 The initial election of Board of Management shall be made at an EGM.

9.2 Alternations to the committee can be made at the AGM and any EGM provided the proposals are notified in advance. Election shall be by a show of hands – the option of a secret ballot can be proposed if requested by 2 or more members in attendance. This must then be agreed to by majority vote of members before it can take place.

9.3 No committee member may remain on the committee for longer than three consecutive years without standing for re-election.

10.0 Meetings

10.1 The association will meet at a minimum of twice yearly. During formation and development of policy it may be required to meet on a more regular basis. Members are encouraged to attend all meetings.

10.2 All members will be notified of meetings.

10.3 All members must confirm their attendance or non attendance at meetings.

10.4 Actions agreed at meetings by a majority present will be implemented by the ICBI.

10.5 Alterations to the constitution can only be made at an AGM or EGM. For alterations to be enacted the following 2 criteria apply:

1. A minimum of 50% of ICBI members to be present and
2. 70% of members present vote in favour.

10.6 The quorum for an AGM or EGM shall be 50% of the membership at the announcement date. Should a quorum not be present, a further General Meeting shall be held within 10 days and will be automatically deemed to have a quorum irrespective of the number of members who attend.

10.7 Only fully paid up members of the association may participate in any vote.

10.8 The annual subscription shall be discussed and fixed at each AGM

10.9 An Annual General Meeting (AGM) shall be held in February of each year.

The agenda shall consist of the following items:

1. Apologies
2. Minutes of last AGM
3. Matters Arising
4. Report on past year by Chairperson
5. Report on Accounts from Treasurer
6. Proposed programme for next year
7. Subscription fee for next year
8. Election of officers for next year
9. Motions submitted by members
10. Any other business

10.10 All member organisations shall be advised of the date, time and location of the AGM at least 4 weeks in advance. For a motion to be passed, there must be a majority of 1 in the vote.

10.11 Extraordinary General Meetings (EGM) may be called by the Committee and must be called within 10 days if a written request signed by one quarter of the ICBI membership is received.

10.12 Remote audio or video conference provider/ dial in service including direct calls

11.0 Membership Fees

11.1 Please refer to current year membership fees Schedule 2.

11.2 Membership will be suspended for any organisation who does not pay on time.

11.3 Membership Subscriptions run from 1st March Annually to factor in any change to schedule of fees at AGM. Membership fees for new members will be calculated on a pro-rata basis per quarter.

12.0 Complaints

12.1 All complaints made in writing will be investigated and dealt with by the committee of the ICBI. The committee has the power to discipline any members who have been found guilty after investigation of conduct not in keeping with the ICBI Code of Conduct (schedule 1) or constitution or best interest of the ICBI.

13.0 Winding up of the ICBI

13.1 In the event of the ICBI ceasing to exist, and following discharge of all debts and liabilities, any assets remaining shall be given to a charity nominated by the members. A vote shall take place and a simple majority shall decide the charity to benefit.

13.2 The ICBI may be wound up on a resolution passed by two thirds of its members at a special meeting convened for that purpose. Members shall have 4 weeks' notice of such a meeting.

13.3 Where such a resolution is approved, the members shall appoint a committee to ensure that all liabilities are paid (funds permitting) and that any excess is distributed as per 12.1 above.

Dated this July 2nd 2019