

## **DRINKS IRELAND**

### **CONSTITUTION**

#### **Name**

The Federation shall be named Drinks Ireland, previously the Alcohol Beverage Federation of Ireland (ABFI) the association and its categories were renamed by agreement of the Board on 13 June 2019.

#### **Ibec Sectoral Membership**

Drinks Ireland is formally constituted as a sector of IBEC CLG comprising full sectoral membership and will be administered accordingly. Drinks Ireland is the umbrella organisation for specific category associations – Drinks Ireland|Beer, Drinks Ireland|Spirits, Drinks Ireland|Irish Whiskey, Drinks Ireland|Wine, Drinks Ireland|Cider and any other category association as the Board deems necessary.

#### **Drinks Ireland Mission Statement**

To be the trusted partner of our direct members, professional associates and wider public stakeholders, including our customers. To work with them to ensure that our positive contributions and activities are understood and that we continue to work in the national interest.

#### **Principles of Drinks Ireland**

To provide a clear structure and strong evidence base for maintaining the future health of our industry. To ensure we continue to deliver high quality and innovative products that suit the evolving, more nuanced needs of our modern customers. To work with others and use our influence in greatly reducing cultures of excessive or harmful drinking and reboot the 'Irish relationship with alcohol' to one where balance is central.

Drinks Ireland is an umbrella organisation for the category specific associations of the beer, cider, spirits, Irish whiskey and wine sectors and acts as the principal, credible and authoritative voice of alcohol beverage manufacturers and suppliers in relation to agreed industry issues. Each category association deals with category specific issues and devolves all pan-industry issues to Drinks Ireland.

#### **Role of Drinks Ireland**

- To represent the manufacturers, suppliers and distributors of alcohol in Ireland, to government, regulators and other relevant stakeholders.
- To propose/formulate positions on areas of common interest among the members. These may include social responsibility, regulation and self-regulation, competitiveness, economic contribution, market development and environmental issues, at national, EU and international level, including fiscal and any other relevant policy areas. Each category

association will be responsible for category specific business, economic, technical and promotional issues.

- To promote optimal trading conditions for the industry
- To provide services, support and information and to add value to the businesses of its members
- To be an effective voice for industry amongst national, international and EU policy makers
- To analyse, drive and respond to policy developments such as fiscal, legislative, regulatory and any other policy as they impact on the industry
- To offer information and advice to its members, and to provide a forum for members to network and collaborate appropriately on issues that impact the industry
- To provide guidance and commentary on regulatory developments of relevance
- To provide a forum for the exchange of non-competitive information

### **Relationship with Ibec**

Drinks Ireland shall act as a sector of Ibec and shall inform the Commercial Director (or equivalent) in Ibec of its activities on a quarterly basis. It shall work closely with Ibec to ensure that Drinks Ireland honours its legal (including competition compliance and lobbying), financial and ethical obligations and will maintain sound corporate governance standards. Where there is a conflict between Drinks Ireland and Ibec, the board will liaise with Ibec to resolve it. In the event of there being a significant difference of opinion between Ibec and Drinks Ireland, the matter may be referred to the trustees of the Irish Business and Employers Confederation for resolution. Failing resolution, the parties may terminate the relationship subject to settling any financial and other commitments.

### **Membership**

- Membership of Drinks Ireland is open to all individuals, partnerships and companies operating on the island of Ireland who:
  - i. manufacture alcoholic beverages, or
  - ii. distribute alcoholic beverages or
  - iii. represent international brand owners or
  - iv. proprietary brand owners.
- All members of Drinks Ireland must be members of Ibec or Small Firms Association
- All members will subscribe to the mission of Drinks Ireland.
- Members must pay their subscriptions directly to Drinks Ireland as per its scale. Drinks Ireland members are then eligible to become part of any of the category associations that are relevant to its operations.
- Members may be members of more than one category association.
- All members must comply with all relevant legislation in force, regulatory codes and co regulatory codes.
- All members of Drinks Ireland will be at all times compliant with Ibec's trade association, data protection and other relevant guidelines.
- Membership may be terminated if a subscription is not paid within the terms as agreed by the Board or for failure to adhere to this constitution as decided by the Board.

## Board

- The affairs of Drinks Ireland shall be directed by the Board.
- The remit of the Board shall cover pan-industry issues (e.g. alcohol misuse, pan-industry regulation and competitiveness issues).
- The Board shall agree the strategic direction and long-term plans of Drinks Ireland and monitor its progress.
- In addition to strategy development and oversight, the Board shall monitor the governance of Drinks Ireland. The Board will ensure Drinks Ireland observes the Ibec guidelines on competition compliance, Regulation of Lobbying Act and other relevant guidance.
- Subscriptions will be determined by the Board.
- Ordinary meetings of the Board shall be called by the Drinks Ireland Director who will endeavor to give at least ten days written notice.
- The Board shall meet at least four times per year with other meetings convened as necessary (teleconferences and electronic meetings are accepted).
- Minutes will where possible be circulated within one month of meetings
- The Board shall comprise:
  - The Chair of each of the Category Associations,
  - CEO or equivalent of member companies who pay market share subscription;
  - CEO or equivalent of other member or associate member companies up to a maximum board membership of 13.
  - No company shall hold more than one seat on the Board at any one time
  - Where a CEO or equivalent is elected to the Board and another senior representative of that member company is Chair of a category association, then the Chair of the category association shall not be a member of the Board, but will be invited to attend Board meetings in an advisory capacity, but will not be entitled to vote.
  - Each board member shall serve a two-year term which may be renewed up to a maximum of 5 consecutive times.
- A member of the Board shall cease to be a member if he or she resigns or ceases to hold office in the company in which he or she has hitherto held office or if the nominating body withdraws its nomination. Other grounds on which Board membership automatically terminates includes:
  - Long absence;
  - Bankruptcy;
  - Criminal conviction;
  - Restriction or disqualification as a director;
  - Where removed by the Board by resolution of a majority of the Board held by secret ballot. Grounds for such removal would include conduct which contravenes or undermines the role of Drinks Ireland as defined in this Constitution;
  - Non-payment of subscription / fees
- Where a vacancy arises on the Board this can be filled by co-option.
- Each board member will have one vote.
- Five members comprises a quorum.
- A majority of those voting shall decide any question. In the case of an equality of votes the chair will be entitled to a second or casting vote. Voting is only permitted for fully paid up members. Seven days' notice must be given in relation to all voting matters.

## **Chair of Drinks Ireland**

- The Chair of Drinks Ireland should be a recognised industry leader and will hold the position of CEO or equivalent within the member company.
- The Board, at its first meeting following Drinks Ireland's Biennial General Meeting shall elect a Chair of Drinks Ireland. The term of office of the Chair will be two years. No person may hold the office of Chair for more than two consecutive terms.
- In the event of the Chair resigning or ceasing to be a member of the Board, the Board shall have the power to co-opt a replacement to serve the remainder of the term. This period of office is not counted for the purpose of the requirement set out above.
- The Chair will preside over meetings of the Board and Drinks Ireland. S/he will lead Drinks Ireland at meetings representing Drinks Ireland on matters of significance to its strategy. The Executive will also attend all such meetings.
- The Chair and others who attend meetings or otherwise engage and lobby with government or government departments or agencies are required to record and register such interactions on the Regulation of Lobbying Register. Where the Executive is not involved in such interactions the Chair and/or others involved will register the interaction and promptly notify the Executive of both the interaction and the registration.
- The Chair will be accountable to the Board and should work with Ibec to ensure the smooth running of Drinks Ireland.
- The Chair may delegate his/her function from time to time to other Board members as the demands of the role require.
- Where there is a potential or perceived potential conflict of interest between the role of chair and that of his/her employment or other occupation or interest, then the Chair will so inform the Board and absent him/herself from any discussions and decisions of the Board on the issue in question.
- The Chair and Executive will work to keep each other informed about emerging policy and other developments affecting the strategy of Drinks Ireland and will meet regularly.
- The outgoing Chair will propose a Board member as incoming Chair, having previously sought approval of the nomination from the proposed individual. This proposal will be communicated to the Board at least one month before the Board meeting where the Chair is to be elected.
- Any other Board member wishing to put their name forward or wishing to nominate another member of the Board for the role of Chair (with their advance agreement) shall do so at least two weeks before the Board meeting where the Chair is to be elected
- In the event that there are additional candidates proposed a formal election will take place.
  - The election will be by secret ballot.
  - the Director will be responsible for overseeing voting procedures

## **Drinks Ireland Biennial General Meeting**

- A Biennial General Meeting of Drinks Ireland will be held for the purpose of:
  - Electing the members of the Board;
  - Any other business deemed appropriate by the Board.
- At least one month's notice shall be given of the Biennial General Meeting of the members.

- A quorum for the Biennial General Meeting shall be achieved once 10 members are present.
- Each member has the right to nominate their representative to attend the Biennial General Meeting.
- Each member shall have one vote at the Biennial General Meeting.
- No resolution shall be binding on the members unless it is approved by a majority vote of those present.
- In the event of a split vote, the Chairperson shall have the casting vote.
- Other meetings of Drinks Ireland may be convened by the Drinks Ireland Director or by the Board.

### **Election of Board Members**

- Election of Board Members, other than Category Association Chairs, shall take place at Drinks Ireland's Biennial General Meeting in every second calendar year.
- Member companies who pay market share subscription shall be entitled to have their CEO or equivalent automatically elected.
- The remainder of the available seats shall be elected by those member companies in attendance.
- Any member or associate member company can nominate their CEO or equivalent, for election to the Board, at least two weeks before the Biennial General Meeting.
- In the event that an election is required.
  - The election will be by secret ballot.
  - Each member or associate member company shall have one vote.
  - The Director will be responsible for overseeing voting procedures

### **Industry Affairs Advisory Group**

- The Board shall appoint an Industry Affairs Advisory Group.
- The Advisory Group shall be comprised of executives with a particular expertise in public and regulatory affairs from market share members.
- It will advise and support the Director and Board on operational activities of Drinks Ireland and on matters referred to it by the Board. It will meet as often as is required.

### **Category Associations**

- Each major sector/category will have its own association (beer, wine, spirits, cider, Irish Whiskey and any other category association as the Board deems necessary).
- Each member of a category association must be a member of Drinks Ireland.
- These associations will devolve all matters agreed to be of pan-industry in nature to the Drinks Ireland Board.
- The category associations may act on matters specifically relating to their particular sector, e.g. category promotion, representation and sector specific regulatory and technical issues; and will be free to formulate and advocate their own policy positions within Drinks Ireland and outside Drinks Ireland. However, in all cases the position of a category association must not be inconsistent with the overall objectives and/or agreed pan-industry positions of

Drinks Ireland; and must not detract from or negatively impinge on the position of any other Drinks Ireland category association or the sectors they represent. In the case of a dispute between category associations, the matter will be decided initially by the Drinks Ireland Director or by the Drinks Ireland Board where a category association refers the matter to the Board.

- Should a category association wish to change its constitution this is subject to the approval of the Drinks Ireland Board.
- Drinks Ireland will fund the executive staff of the category associations and each will receive a financial allocation to ensure basic activities are carried out.
- Category associations will be governed by their own Council, which will set and agree an annual work programme and supplementary activity budget and funding arrangements.
- They will be members in their own right of their category specific European or global networks, e.g. Brewers of Europe, spiritsEurope.
- They may each have their own rules and procedures governing the election of a Chair and Vice-chair.
- Their executive staff will have primary responsibility for delivery of the agreed annual work programme, reporting to the association Council and Drinks Ireland Director.
- The Drinks Ireland Director will present the annual work programme of each sector to the Board and make recommendations on resource requirements.
- The Drinks Ireland Director will have management responsibility to ensure delivery of an appropriate standard of service to the associations and where questions arise as to whether issues are pan-industry or sector specific in nature, will agree the course of action with the relevant association chair.
- Drinks Ireland and its staff will treat all matters directly managed by sector associations as strictly confidential to the association members, only unless agreed otherwise by the association Council.

### **Drinks Ireland Director**

The Director of Drinks Ireland shall be appointed by Ibec in consultation with the Chair of Drinks Ireland. The Director will report to the Chair on matters pertaining to Drinks Ireland's activity. Managing the day to day business of Drinks Ireland is the responsibility of the Drinks Ireland Director in accordance with the strategy set down by the Board and in accordance with the governance requirements of Ibec.

The Director will be the principal representative of Drinks Ireland and will be the principal policy advisor to the Board. The Director will be the spokesperson for the sector and will represent Drinks Ireland to the media, on social and professional technology platforms and to other stakeholders save where it is appropriate for the Chair or other Board members to do so or as decided by the Board.

### **Resources/Administration**

- Drinks Ireland will be resourced by a team of high-level experienced professionals agreed by the Board and the chairs of the category associations as appropriate.
- It will be led by a Director who will be supported by an adequate number of senior executives.

- The executive will be supported by appropriate administrative staff.
- All the staff of Drinks Ireland will be employees of Ibec.

### **Finance**

- The Director of Drinks Ireland shall administer Drinks Ireland funds in accordance with Ibec procedures for such accounts.
- The Board will agree the annual budget of Drinks Ireland.
- The budget of Drinks Ireland will cover the staffing and related costs of all executives, central expenses and projected activity expenditure.
- It will also contain a basic allocation for each category association to cover routine expenses, publications etc.
- Each member will contribute to the total cost of Drinks Ireland in accordance with a scale set and agreed by the Board.
- Any additional funds required (e.g. EU associations, specific sectoral initiatives) by the category association will be charged to the members of the association in accordance with their agreed rules and procedures.
- The financial year of Drinks Ireland shall be the calendar year, but this may be changed by resolution of the Board.

### **Confidentiality**

- Board meeting minutes and papers are confidential to Board members only.
- Biennial General Meeting minutes and papers are confidential to Drinks Ireland members only.
- Members acknowledge that certain matters discussed and/or documented by Drinks Ireland may be confidential and must be treated as such when advised.

### **Revision of Constitution**

- This Constitution may be amended, at a general meeting, provided that 75% of the votes cast are in favour of amendments, of which reasonable prior notice has been given.

### **Winding up of Drinks Ireland:**

- Drinks Ireland may be wound up or merged by resolution of a general meeting.