

## SCHEDULE

### GENERAL RULES

#### 1. NAME AND OBJECTS

1.1 The Union formed under these rules shall be called 'insert'. (The **name of the new union** will not be the name of either predecessor unions, but will be agreed between the unions in time for inclusion in the Instrument of Amalgamation when it is finally submitted to the Certification Officer for trade unions).

**1.2 The objects** of the Union shall, so far as may be lawful, be:

1.2.1 To organise, recruit, represent workers

1.2.2 To defend and improve those members' wages and working conditions

1.2.3 To defend and improve the social and economic well being of members and their families, both directly and via commensurate policies in relation to society both domestically and abroad

1.2.4 To further political objectives including by affiliation to the Labour Party

1.2.5 To promote equality and fairness for all, including actively opposing prejudice and discrimination on grounds of gender, race, ethnic origin, religion, class, marital status, sexual orientation or identity, age or disability

1.2.6 To affiliate to the TUC, ICTU, Welsh and Scottish TUCs and other appropriate trade union cooperation/coordination bodies domestically and internationally.

1.2.7 To promote constructive cooperation between trade unions internationally to further the interests of our members and those in other unions in dealing with the direct and indirect impact of globalisation

1.2.8 To promote education and training; both vocational and industrial and otherwise as conducive to these objects

1.2.9 To provide such financial and other benefits and legal assistance to members as may be specified in these rules.

1.2.10 To do all such other things as may in the opinion of the Joint Executive Council be incidental or conducive to the attainment of these objects

#### 2. SECTIONS AND MEMBERSHIP

**2.1** The Union shall consist of two Sections; the Amicus Section and the TGWU Section. The rules of the Union shall consist of these general rules and the rules of each Section. The affairs of each Section shall be conducted in

accordance with the general rules and the rules of that Section. Complaints against members that a Section member has breached the Sectional Rules, shall be dealt with under the Rules of that Section. Where a member is accused of a breach of the General Rules, that member shall be dealt with by the Joint Executive Council, or any person or persons to whom the Joint Executive Council delegates the power of investigation and discipline. The Joint Executive Council shall provide for a fair disciplinary process and an appeal against any disciplinary decision to be determined by a person or persons who was/were not involved in the disciplinary proceedings.

- 2.2 The rules of each Section shall, to the extent only that they are consistent with the general rules, consist of in the case of the Amicus Section Amicus's rules, and in the case of the TGWU Section the TGWU's rules. In both cases the Sectional rules will be those rules as in force in the respective predecessor union immediately before the date on which the amalgamation of those unions took effect ("the amalgamation date"). Subject to the provisions of these general rules:
- (a) references in the rules of the Amicus Section and in any trust deed or any rules of any pension scheme established by Amicus or by any union which had transferred its engagements to it or by any of its predecessors and in the articles of association of any corporate trustee of the Amicus to any body or officer of the Amicus shall be construed as references to the equivalent body or officer in the Amicus Section;
  - (b) references in the rules of the TGWU Section and in any trust deed or any rules of any pension scheme established by TGWU or by any union which had transferred its engagements to it or by any of its predecessors and in the articles of association of any corporate trustee of the TGWU to any body, officer or official of TGWU shall be construed as references to the equivalent body or officer in the TGWU Section;
- 2.3 Where the Union organises or represents persons engaged in an occupation or seeks to do so, any person engaged in that occupation shall be eligible for membership of the Union. Every member of the Union shall be a member of one of the Sections and the Joint Executive Council shall ensure that new members are allocated to the most appropriate Section having regard to the areas in which Amicus and TGWU recruited and organised prior to the amalgamation of those Unions.
- 2.4 In the transitional period branch administration allowances and Regional funding arrangements will remain as currently determined under sectional Rules

### **3. THE JOINT EXECUTIVE COUNCIL**

- 3.1 The government, management and control of the Union shall be vested in the Joint Executive Council except that each Section shall, subject to the provision of these general rules, have autonomy in respect of all matters which relate solely to

the internal affairs of that Section and which do not affect the interests of the other Section or any of the members of that other Section.

- 3.2 The Joint Executive Council shall make its decisions on the basis of a simple majority of those present, with each member being entitled to one vote, except in matters relating to the drafting of the Final Rules of the union or when either or both of the Joint General Secretaries believe that an issue is so fundamental to the union that a majority of not less than seventy-five per cent of those voting shall be required.
- 3.3 The Joint Executive Council may do such things and authorise such acts consistent with the rules and objects of the Union as it may deem expedient to promote the interests of the Union or any of its members. The Joint Executive Council's powers shall include, inter alia, the authorization of industrial action, approval of dispute benefit and repudiations for the whole Union (covering both sections).
- 3.4 The Joint Executive Council shall consist of thirty members, being fifteen members from each of the Amicus and TGWU Sections, each of whom shall have a vote. The original members of the Joint Executive Council shall be determined in accordance with the Instrument of Amalgamation pursuant to which the Union came into being and if a member of the Joint Executive Council shall cease to hold that office for any reason the vacant position shall be filled in accordance with the provisions of the said Instrument of Amalgamation.
- 3.5 The Joint Executive Council shall meet at least six times a year. The Joint Executive Council meetings will be chaired by the Chair of each Section's Executive on an alternating meetings basis. The Chairs will bear in mind their fiduciary duty to the new union as a whole. The Chair shall have a vote of the same weight as other Joint Executive Council members and will not have any additional vote even in the event of an otherwise tied vote. The agenda for each Joint Executive Council meeting will be agreed by the Joint General Secretaries in advance of the meeting.
- 3.6 No individual or group from either section shall hold themselves out as representing the whole union in any financial matter, or otherwise place a binding financial commitment on the other section or fully merged union, unless that approach /transaction has been agreed by the Joint Executive Council or in writing by both Joint General Secretaries.
- 3.7 The General Secretary of Amicus and the General Secretary of the TGWU at the time of the registration of the Instrument of Amalgamation shall both serve as Joint General Secretaries of the New Union; each additionally being responsible for the section representing their respective predecessor union.
  - 3.7.1 The Joint General Secretary of the Amicus Section will retire on his sixty-sixth birthday in order to provide continuity from the transition period into the new union and, together with the other Joint General Secretary, to oversee the election of the General Secretary Designate of the new Union.

- 3.7.2 An election will be held for a General Secretary Designate of the new union, elected by all members of the union, in the last year of the term of office of the Joint General Secretary of the Amicus Section such that the election will be concluded within the last month of that term of office.
- 3.7.3 The remaining Joint General Secretary shall retire no more than twelve months after the election of the General Secretary Designate.
- 3.7.4 Upon the retirement of the last remaining Joint General Secretary, the General Secretary Designate shall assume the post of General Secretary of the new union.
- 3.7.5 All subsequent elections for the General Secretary shall be on the basis of a ballot of the whole membership of the new union.
- 3.8 The Joint General Secretaries of the Union shall be responsible for the administration of the affairs of the Union; including convening meetings and implementing the decisions of the Joint Executive Council, conducting correspondence on behalf of the Union, maintaining the accounts and records of the Union, managing the Union's full time officers and staff and such other duties as may be determined by the Joint Executive Council. Each Joint General Secretary may delegate to a full time officer or other employee of the Union, such of his/her responsibilities as he/she may deem appropriate.
- 3.9 The Joint General Secretaries shall be under the control of and act in accordance with the directions of the Joint Executive Council. Between Joint Executive Council meetings each Joint General Secretary shall exercise the Joint Executive Council's powers provided that he/she shall not act inconsistently with an existing Joint Executive Council decision.
- 3.10 All officers, officials and staff employed by the Union shall be appointed on the basis of competence and merit for the job, and will be under the ultimate control of the Joint Executive Council whose approval shall be required before changing their terms and conditions of employment or superannuation arrangements.
- 3.11 Each section shall keep management accounts and shall report those accounts to the Joint Executive Council. Each section shall report newly incurred liabilities to the Joint Executive Council, and between Joint Executive Council meetings will report to the Joint General Secretary of the other section new liabilities, including ET/CO/Court claims issued against that section or against the union as a whole in relation to alleged acts or omissions by that section.
- 3.12 Where a section wishes to enter into a new contract for any service, property or facility it will endeavour to work with the other section to obtain the best overall value for the union for agreements lasting beyond the term of the transition period. In the event of disagreement proposed agreements will be escalated to both the Joint General Secretaries, and in the event of disagreement thereafter the agreement will be escalated to the Joint Executive Council.
- 3.13 No employee of either of the amalgamating unions shall be declared redundant as a direct result of the amalgamation of those unions without that employee's consent.

#### **4. FUNDS**

- 4.1 All funds and assets of the Union shall be held by the trustees in trust for the Union in accordance with the provisions of these general rules and the sectional rules.
- 4.2 Accounts shall be maintained recording separately each Section's income and expenditure in each calendar year. The income credited to each Section shall consist of the contributions paid by members of that Section and the income derived in that year from assets and affinity agreements referable to that Section. The assets referable to each Section shall consist of the initial assets of that Section, assets purchased from that Section's income and the proceeds of such assets. Income from assets referable to both Sections shall be credited to each Section in proportion to that Section's contribution to the purchase of those assets.
- 4.3 The initial assets of the Amicus Section shall be the assets which were previously the property of the Amicus and the initial assets of the TGWU Section shall be the assets which were previously the property of TGWU. The initial assets of each Section shall continue to be held by the trustees which held those assets immediately prior to the general rules coming into effect.
- 4.4 All sectional expenditure shall be debited to the appropriate Section. Where expenditure is incurred on the provision of a service or facility shared by both Sections, the expenditure shall be debited to each Section in proportion to the use made of that service or facility by that Section. Where the Union incurs expenditure which is not sectional expenditure that expenditure shall be debited to each Section in equal parts. Expenditure relating to employment of officers, officials and staff shall be treated in the same way as other forms of expenditure.
- 4.5 The Joint Executive Council shall determine which categories of expenditure shall be deemed sectional expenditure and any dispute concerning the expenditure to be borne by or the income to be credited to each Section shall be referred to the Joint Executive Council whose decision shall be final and binding upon the Section.
- 4.6 Subject to the provisions of these general rules, the Amicus Section National Executive Council and the TGWU Section General Executive Council shall control the expenditure of their respective Sections provided that a Section shall not incur expenditure in excess of its income for that year, borrow or obtain an overdraft without the consent of the Joint Executive Council of the Union which may take such measures as it shall deem appropriate to reduce that Section's expenditure to a level which does not exceed its income for that year.

- 4.7 A firm of chartered accountants shall be appointed by the Joint Executive Council to act as the auditors for the whole of the Union. They shall endeavour to ensure that so far as is reasonably practicable the income, expenditure, assets and liabilities of each Section is recorded in each Section's accounts in a similar fashion and using consistent criteria.
- 4.8 The Joint Executive Council shall direct the trustees on the disposition of the funds and other assets of the Union and on their investment in any way that it considers conducive or incidental to the objects of the Union. No assets may be disposed of without the consent of the Joint Executive Council.

## **5. CONTENT, INTERPRETATION AND AMENDMENT OF FULL RULES OF THE NEW UNION**

5.1 In the event of a question arising about the meaning or interpretation of the general rules, of conflict between the general and the sectional rules or about any matter not provided for by those rules the Joint Executive Council shall have jurisdiction to determine that question and its decision shall be binding upon all members of the Union.

5.2

- i) The general rules may be amended by a resolution of the Joint Executive Council supported by not less than seventy-five per cent of its members provided that any such amendment shall cease to have an effect on the second anniversary of the date in which it took effect if it has not been ratified in the meantime by a majority of those voting in a postal ballot of all the members of the Union.
- ii) Notwithstanding the provision of these rules, the Joint Executive Council shall have power by a resolution supported by not less than seventy-five per cent of its members to amend any of the general or sectional rules to:
  - a) Ensure that the general and sectional rules do not conflict with any requirement of law, whether imposed by statute or otherwise.
  - b) Give effect to the terms of the Instrument of Amalgamation pursuant to which the Union came into being.

5.3

- i) The Joint Executive Council shall prepare a new set of rules to govern the affairs of the whole Union. To assist the Joint Executive Council in its task a Rules Commission shall be established consisting of twenty members, ten of whom shall be nominated by the Amicus section National Executive Council and ten by the TGWU section General Executive Council.

ii) The Rules Commission will complete its work in good time for the Joint Executive Council to consider and approve the final draft of the new rules. The Joint Executive Council's term of office shall be one year from the effective date of amalgamation and the Rules will be finalized and approved by the Joint Executive Council within that year.

iii) The first Executive Council of the new union shall be elected to take office twelve months after the effective date of the amalgamation. Each section shall elect forty members to the first Executive Council to serve for a period of three years, on electoral constituencies to be determined by the respective sections. (Subsequent Executive Councils shall be elected by the membership on the basis of the new rules and not on a predecessor union sectional basis.)

iv) The Joint Executive Council will ensure that the First Executive Council for the whole new union will be elected in time to take up office immediately upon the Joint Executive Council's term coming to an end.

v) The First Executive Council for the whole new union will arrange for a ballot of the whole membership of the union for approval of the new rules in time for these rules to replace and supersede both the sectional and the general rules, and to become the entire rules for the new union no later than eighteen months from the effective date of the Instrument of Amalgamation, or such earlier date as may be agreed by that First Executive Council.

vi) For its period of office prior to the new rules coming into force, the First Executive Council will assume the powers of the Joint Executive Council (which, together with the Sectional Executives shall have ceased to exist upon the First Executive Council taking office), save that it will not have the power to amend the provisions of the New Rule Book as approved by the Joint Executive Council. After the New Rule Book comes into force (no later than six months into the period of office of the First Executive Council) the powers of that Executive Council will be as stated in that New Rule Book.

vii) In respect of both the TGWU and the Amicus Sections of the new union, the number of members of the Joint Executive Council and the Rules Commission cited above shall include the Chairs and Vice Chairs of those sections.

5.4 The new rules to be prepared by the Joint Executive Council shall include provision for:

a) *The separate Amicus and TGWU Sections of the Union shall cease to exist immediately upon the new rules becoming effective.*

b) *Industrial/Occupational/Professional Sectors.*

There shall be organisation and representation of members at both regional and national level by reference to their industrial, occupational or professional sector.

There will be industrial sections initially based on the existing industrial sectors of Amicus and the national trade groups in the TGWU. The Executive Council may merge Amicus sectors and TGWU trade groups where industrial logic so dictates, and shall have the authority to create new industrial sections as seems expedient.

National industrial committees shall enjoy full autonomy in the conduct of their own proper industrial business. There shall be scope for the maintenance of the autonomy of specific craft or professional groupings which may not have the status of national industrial committees.

Each section will have the autonomy to determine at a section conference its own industrial policies where they do not conflict with the general policy and objectives of the union.

Members employed in managerial, professional, supervisory, technical and/or clerical grades may, where appropriate, be organised and represented separately from other members in the same industry.

c) *Organising*

Recognising the central importance of the organisation of workers into the New Union the union will devote no less than five per cent of membership income to organising each year and will aim to move to no less than ten per cent within no less than three years of amalgamation. Organising units shall be maintained by these funds in each Region and shall be controlled by a national organising department under the control of the Joint General Secretaries.

d) *Equalities.*

- (i) There shall be constitutional structures for promoting equality and fairness for all members, including by recognizing and combating the particular challenges arising from race/ethnic identity, gender, sexual orientation, disability, age and religious belief. The new union will strive to have elected equalities representatives recognized and active in all workplaces and who will participate in the work of the new union's industrial structure.

- (ii) All constitutional conferences and committees of the Union shall ensure that the gender and ethnic balance of elected representatives at least reflect proportionality of the membership they represent. To that end, the Executive Council shall ensure the implementation of this rule and shall report to the Policy Conference of the Union.
- (iii) The Executive Council of the union will include designated seats to help achieve proportionality and to ameliorate the historic under representation of women members and of black, Asian and ethnic minority members on the elected leadership bodies of the union.
- (iv)
  - (a) There shall be separate conferences in each region for women members; black, Asian and ethnic minority members; disabled members; and lesbian, gay, bisexual and transgender members.
  - (b) There shall be Regional Committees for each section of the membership thus defined. These Committees will each elect a delegate to the Regional Committee of the union.
  - (c) There shall be separate national conferences for women members; black, Asian and ethnic minority members; disabled members; and lesbian, gay, bisexual and transgender members (made up of delegates elected at each of the appropriate Regional Conferences).
  - (d) There shall be National Committees for each section of the membership thus defined.
- e) *Branches*
  - (i) Branches will be one of the cornerstones of the unions structure. Wherever possible, branches will be based on the workplace, although provision will also be made for local branches and national industrial branches as appropriate and as approved by the Executive Council.

- (ii) Branch membership shall be allocated on the basis of workplace if there is a workplace branch at the member's workplace; or the nearest local branch if there is not a workplace or national branch.
- (iii) Branches should have direct access to a proportion of membership subscriptions.

*f) Regions*

(i) The union shall constitute regions for Ireland, Scotland and Wales and with England divided into 7 regions on the basis of Regional Development Agency boundaries (as at 1<sup>st</sup> January 2006) as follows:

North West  
North East, Yorkshire and Humberside  
Midlands West  
Midlands East  
South West  
London and Eastern  
South East

(ii) Each region shall have a Regional Committee of lay members elected on the basis of the branches and/or area activists committees and regional industrial committees.

(iii) Regional Committees shall have their own funds not exceeding 1% of the membership income attributable to members within that region. They will be responsible for the affiliation of union organisations to Trades Councils, and appropriate public bodies within their region. They shall have responsibility for the management of the union's affairs in their regions in conformity with decisions of the Executive Council and responsible to it.

(iv) Regions may constitute Area Activists Committees between activists in different companies, sectors and branches, across geographical areas within a region, subject to the approval of the Executive Council. This is intended to provide a more localised but focussed facilitation of information exchange and to stimulate activism and democratic participation by lay members, and to provide deeper connections between the

elected industrial and regional bodies and other workplace activists.

g) *Executive Council.*

(i) Election to the Executive Council under the new rules shall be on the basis of electoral constituencies which shall be stipulated in the new rules of the Union. These constituencies shall ensure fair and equitable representation of the entire membership on the Executive Council and shall include provision for representatives to be elected from the regions as constituted in the new union proportionate to their membership, and for representatives to be elected from the industrial structure of the new union proportionate to their membership. For the avoidance of doubt only elected lay members may serve on the Executive Council.

(ii) The Executive Council shall have the power to combine industrial sectors for the purpose of determining electoral constituencies for the Executive Council election.

(iii) The new rules shall also provide for national representatives for women and for black/ethnic minority members to sit on the Executive Council.

(iv) The term of office for the Executive Council shall be three years.

(v) The Executive Council of the union will include designated seats within the electoral constituencies to ensure the proportionate representation of women members and of black, Asian and ethnic minority members.

(vi) Only elected lay members may serve on the Executive Council. No employee of the union is entitled to be a member of the Executive Council.

h) *General Secretary and Joint General Secretaries*

i. The General Secretary of Amicus and the General Secretary of the TGWU at the time of the registration of the Instrument of Amalgamation shall both serve as Joint General Secretaries of the of the New Union;.

ii. The Joint General Secretary of the Amicus Section will retire on his sixty-sixth birthday in order to provide continuity from the transition period into the new union and, together with the other Joint General Secretary, to oversee the election of the General Secretary Designate of the new Union.

iii. An election will be held for a General Secretary Designate of the new union, elected by all members of the union, in the last

year of the term of office of the Joint General Secretary of the Amicus Section such that the election will be concluded within the last month of that term of office.

- iv. The remaining Joint General Secretary shall retire no more than twelve months after the election of the General Secretary Designate.
- v. Upon the retirement of the last remaining Joint General Secretary, the General Secretary Designate shall assume the post of General Secretary of the new union.
- vi. All subsequent elections for the General Secretary shall be on the basis of a ballot of the whole membership of the new union.

i) *Constitutional Committees, Conferences and Lay Office*

a) There shall be provision to ensure accountability of Regional and Industrial Executive Committee members and those Executive Committee members elected pursuant to General Rule 5.4 (g) (iii), meeting with their respective committees at least four times per year.

b) For National Industrial Committees, Regional Committees and Regional Industrial Committees elections will take place every two years.

c) In order to be eligible to be a candidate for election for, or hold office on, the Executive Council and any constitutional committee, the member in question must be an accountable representative of workers.

1. The definition of such a term shall be in the exclusive power of the lay Executive Council, which is empowered to take into account changing industrial realities and the unique nature of some industries e.g.(construction, contracting, leisure, rural etc) in formulating such a definition. It must nevertheless include branch office-holders who are in employment, shop stewards, health & safety and equalities representatives.
2. It is further required that a fair procedure be developed to deal sympathetically with cases where a members' eligibility to stand for election or continue to hold office may be affected by employer victimisation

*j) Policy Conference.*

Subject to policy relating solely to particular industrial or professional sectors being decided by that sector, the supreme policy making body of the Union shall be a Policy Conference held every 2 years consisting so far as is reasonably practicable of one lay delegate for each two thousand members of the Union. The first Policy Conference shall be convened one year immediately following the adoption of the new rules.

*k) Rules Conference.*

- (i) There shall be a Rules Amendment Conference held every four years constituted in the same way as the Policy Conference, with the exception that one lay delegate should be chosen for each four thousand members.
- (ii) The first Rules Amendment Conference shall be convened one year after the first Policy Conference of the Union constituted in accordance with these rules.
- (iii) Amendments to rule may be approved by a simple majority of those voting.

*l) Membership contributions and Benefits*

The Executive Committee shall define the categories of membership and the level of contributions. It shall also determine the scope and payment of benefits shall be determined from time to time by the Executive Council. The union shall pay dispute benefit and maintain a comprehensive legal service for members. The Executive Council shall have discretion to provide additional benefits.

*m) Political Organisation.*

- (i) There shall be a political fund conducted in accordance with the statutory requirements. A portion of this fund, to be determined by the Executive Council, shall be remitted to each Region. The Regions will be responsible for affiliations to Constituency Labour Parties in their Region.
- (ii) There shall be regional and national political committees composed of individual members of the Labour Party to co-ordinate the union's work in the Labour Party, under the direction of the Executive Council.

n) *Education*

The union will provide training for lay representatives, activists and its employees, with a view to ensuring that our representatives are able to provide highly skilled and knowledgeable assistance to its members.

o) *Funds.*

All funds and assets of the Union shall be vested in a Trustee Company which shall hold those assets in trust for the Union.

p) *Ireland.*

A structure and procedures which comply with all relevant statutory requirements will be put in place to address the special requirements of this region.

q) *Discipline*

The new rules will provide that where a member is accused of a breach of a rule or object of the union, or of bringing the union into disrepute, the NEC shall have the power, by themselves or by delegating that power, but in either event by a fair process, to discipline that member. If a member is found guilty of a disciplinable offence they shall have the right to appeal to an independent body or individual.

r) *Political Fund*

There shall be provision for a political fund compliant with statutory requirements of each relevant jurisdiction.

**This is a copy of the proposed general rules of the amalgamated union.**

.....  
**Derek Simpson**  
**General Secretary**  
**Amicus**

.....  
**Tony Woodley**  
**General Secretary**  
**TGWU**

