

RULES OF THE IRISH HOSPITAL CONSULTANTS ASSOCIATION

(As amended following AGM held on 6th October 2018)

1. NAME AND PLACE OF BUSINESS

- (a) The name of the Association is the Irish Hospital Consultants Association (hereinafter for convenience referred to as “the Association”)
- (b) The principle place of business of the Association shall be Heritage House, Dundrum Office Park, Dublin 14 or such other address as the National Council shall decide from time to time.

2. OBJECTS OF THE ASSOCIATION

The objects of the Association shall be:-

- (a) to promote, encourage and support the advancement of the practise of Medicine in all specialities and areas and the improvement of Health Services in Ireland;
- (b) to promote, protect and assist by all lawful means (including but not limited to action contemplated by Rule 19 of these Rules), the rights and interests of Medical or Dental Hospital Consultants in Ireland;
- (c) to represent, express and give effect to the views and opinions of members of the Association on matters affecting the professional interests of Hospital Consultants and the organisation, administration and management of Health Services and generally in relation to medical and professional matters in Ireland;
- (d) to promote, support or oppose legislative or other measures affecting the rights and interests of Hospital Consultants and to petition the Oireachtas and public bodies and provide deputations on matters affecting such rights and interests and the organisation, administration and management of Health Services in relation to medical and professional matters in Ireland;
- (e) to subscribe to and promote the aims and objects of any Society or Association having similar objects to all or any of the objects of the Association in Ireland or elsewhere in the world, to include entering into any agreements with them;

- (f) to procure and compile information and statistics calculated to be useful to persons engaged in the provision of medical and Health Services and to publish such information and statistics in such a manner as may be deemed suitable;
- (g) to prepare, edit, publish and circulate such papers, books, journals or other literary matters as may seem conducive to the objects of the Association;
- (h) to purchase, take on lease or in exchange, hire or otherwise acquire in the name of the sole corporate trustee of the Association any real or personal property or any rights or privileges which the Association may deem necessary or conducive to the promotion of its objects and to maintain, alter or construct any building or structure necessary or convenient for the work of the Association;
- (i) to borrow or raise any money as may be required by the Association for any of its purposes upon such terms as may be deemed desirable and to direct the sole corporate trustee of the Association to give such security as may be required in respect of the real or personal property rights or privileges of the Association;
- (j) to invest monies of the Association not immediately required for the objects of the Association in the name of the sole corporate trustee of the Association in authorised trustee investments;
- (k) to sell, lease, mortgage, dispose of or otherwise deal with all or any of the property or properties of the Association;
- (l) to take all steps necessary to obtain and maintain recognition of the Association's entitlement to a negotiation Licence on behalf of its members for the protection of their employment, rights and remuneration;
- (m) to offer to its members in their capacity as practising clinicians such assistance as the National Council may in its absolute discretion deem appropriate in an attempt to resolve
 - (i) disputes between (a) members acting in their capacity as clinical practitioners and/or clinical managers and (b) employers; and
 - (ii) disputes between members acting in their capacity as clinical practitioners and

members acting in their capacity as clinical practitioners;

- (n) to employ such persons and retain the services of such persons, companies or corporations as are necessary to give effect to the foregoing objects; and
- (o) to do all such other lawful things as may be incidental to or conducive to the attainment of the objects of the Association.

3. MEMBERSHIP

- (a) The members of the Association shall either:
 - (aa) hold a current enrolment on the Irish Medical Register or Irish Dental Register and be:
 - (i) Hospital Consultants who have subscribed to and paid in full the annual membership fee to the Association at the date of adoption of these Rules; or
 - (ii) Consultants who are holders of the Common Contract; or
 - (iii) Medically qualified Consultants in hospital practise who though not holding the Common Contract, are eligible to hold a Comhairle na n-Ospidéal / Health Service Executive structured public appointment; or
 - (iv) Academic Dental Consultants referred to in Paragraph 8.8 of Report Number 36 of the Review Body on Higher Remuneration in the Public Sector; or
 - (v) Consultant Orthodontists and Consultant Oral Surgeons in public hospital practise;
 - OR**
 - (ab) be Top-Grade Bio-Chemists of Consultant Status as defined in correspondence from the Department of Health of January 17th 1972 (reference A155-42) and who hold posts structured by Comhairle na n-Ospidéal.
 - OR**
- (ac) be life members appointed by the National Council pursuant to Rule 3(e) below.
- (b) In addition to the above, no person shall be eligible for membership of the Association unless they are either registered on, or eligible to be registered on, the Specialist Division of the Register of Medical Practitioners or the Register of Medical Specialists as maintained by the Irish Medical Council, save for the following groups of persons who are exempt from this requirement:

- (i) Top-Grade Bio-Chemists of Consultant Status as defined in correspondence from the Department of Health of January 17th 1972 (reference A155-42) and who hold posts structured by Comhairle na n-Ospidéal;
- (ii) Academic Dental Consultants referred to in Paragraph 8.8 of Report Number 36 of the Review Body on Higher Remuneration in the Public Sector;
- (iii) Consultant Orthodontists and Consultant Oral Surgeons in public hospital practise; and
- (iv) Existing fully paid up members of the Association who were accepted as members by the Association prior to Oct 4th. 2008.

(c) Associate Members

(ca) Doctors who have not yet been appointed to a Consultant post and who meet the requirements outlined in this subsection will be eligible to apply for Associate Membership of the Association in which case none of the requirements outlined above in Sections 3(a) or 3(b) will apply. An Associate member is required to:

- (i) Hold or have previously held enrolment on the Irish Medical Register or Irish Dental Register; and
- (ii) Have commenced in or completed the final two years of his or her specialist training; or
- (iii) Have received a Certificate of Satisfactory Completion of Specialist Training from an Irish Postgraduate Training Body.

(cb) An Associate Member will be eligible to receive such advice, representation and other services from the Association as may be determined by the National Council at its absolute and sole discretion from time to time. The National Council will determine the annual membership fee, if any, to be charged for Associate Membership and the nature of voting rights, if any, attached to such membership.

(cc) A person shall ipso facto cease to be an Associate Member of the Association with immediate effect upon the happening of any of the following:

- (a) upon resignation in writing; or
- (b) upon death; or
- (c) upon failure to pay the annual membership fee, if any, for the time being in force to the Association in the manner prescribed by the National Council; or

- (d) upon expulsion pursuant to Rule 5 hereof; or
- (e) upon a decision by the National Council to cease his or her Associate Membership for such reason or reasons as it may at its absolute and sole discretion consider appropriate.

(cd) The procedure for the expulsion of an Associate Member will operate in accordance with Rule 5 save that an Associate Member will not have any voting rights.

(ce) For the avoidance of doubt, with the exception of Rule 5 as referenced in subparagraph (cd) above and Rule 12(a), all other references in these Rules to a member will be read and construed as a reference to a member who satisfies the requirements outlined in Section 3(a) and 3(b).

- (d) No person shall, for the purposes of these Rules, be deemed to be a member of the Association or be entitled to exercise or receive any of the benefits or privileges of membership (including the right to be present and vote at any general meeting of the Association) unless and until he has paid in full the annual membership fee as determined from time to time by the National Council in such manner as is determined by the National Council.
- (e) The amount of annual membership fee and the manner of payment thereof for Hospital Consultants who have reached retirement age under the Common Contract or who had they held such Contract would be deemed to have reached retirement age there under or academic Dental Consultants referred to in Rule 3(a)(aa)(iv) above who have either reached or deemed to have reached retirement age shall be determined from time to time by the National Council. The National Council shall have power to grant such members who have reached retirement age as outlined in this Rule 3(e) **and** who have been members of the Association for each of the five years immediately prior to reaching such retirement age life membership upon payment of a lump sum and upon satisfying such conditions as the National Council may in its discretion impose and such life members shall not be liable for annual membership fee of whatever nature thereafter.

4. Termination of Membership

A person shall ipso facto cease to be a member of the Association with immediate effect upon the happening of any of the following events:-

- (f) upon resignation in writing; or
- (g) upon death; or

- (h) upon failure to pay the annual membership fee for the time being in force to the Association in the manner prescribed by the National Council; or
- (i) upon removal for whatever reason from the Irish Medical Register (other than pursuant to an order granted *under the Medical Practitioners Act, 1978* or the Medical Practitioners Act, 2007) or the Irish Dental Register (other than pursuant to an application pursuant to Section 44 of the Dentist's Act, 1985) where the decision of the Medical Council or the Dental Board (as appropriate) to remove the member from such register is not the subject of an appeal by such member to the High Court, prosecuted with due diligence; or
- (j) upon expulsion pursuant to Rule 5 hereof; or
- (k) upon ceasing to qualify for membership of the Association pursuant to Rule 3(a) or life membership referred to in Rule 3 (e) of these Rules;

5. EXPULSION

- (a) Subject to the next succeeding sub-Rule, the Association may, in General Meeting, expel a member from the Association if in the opinion of a majority comprising not less than two thirds of the members present and voting such member shall be deemed to be an unfit or unsuitable person to be a member of the Association by reason or on account of his failure to observe any of the Regulations of the Association or of his having acted or behaved or omitted to act or behave in any respect deemed to be detrimental to the interests of the medical/dental profession or the Association or calculated to bring the medical/dental profession or the Association into disrepute.
- (b) Such member shall be given not less than fourteen days clear notice of such Meeting and shall be entitled to be present thereat either in person or represented by his legal advisors and to be heard at any such meeting.
- (c) Subject to the approval of not less than two thirds of the members present and voting at the meeting, a sanction less severe than expulsion (and to include suspension from membership for such period as may be thought fit) may be imposed by the Association in such General Meeting.
- (d) A member to be expelled or otherwise dealt with in accordance with the foregoing provisions of this Rule shall forfeit all claims

to the return of any monies paid by him to the Association whether for annual membership fee or otherwise howsoever.

6. GENERAL MEETINGS

- (a) The Association shall in each year hold an Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the Notices convening it. Not more than sixteen months shall elapse between the date of one Annual General Meeting of the Association and the date of the next.
- (b) The Annual General Meeting of the Association shall be held at such time and at such place in the Republic of Ireland as the National Council shall appoint.
- (c) All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- (d) The National Council may, whenever it thinks, fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting must be convened on a requisition in writing signed by not less than fifty members of the Association.

7. NOTICE OF GENERAL MEETINGS

- (a) All General Meetings shall be called by twenty one days notice in writing at the least except in the case of emergency when the National Council may convene an Extraordinary General Meeting on giving not less than three working days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, day and the hour of the meeting and, in the case of special business, the general nature of that business.
- (b) The accidental omission to give notice of a General Meeting to or the non receipt of notice of a General Meeting by any person entitled to receive such notice, shall not invalidate the proceedings at that General Meeting.

8. PROCEEDINGS AT GENERAL MEETINGS

- (a) All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General meeting with the exception of the following matters which shall be deemed to be the ordinary business of the

Annual General Meeting, namely the consideration of the accounts of the Association, the balance sheet and respective reports of the National Council and the Auditors, the re-appointment of the Auditors, and (at every second Annual General Meeting) the installation of the newly elected members of the National Council.

- (b) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise specifically provided, twenty five members present in person shall be a quorum.
- (c) If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the National Council may decide and if at the adjourned Meeting a quorum is not present within half an hour of the time appointed for the Meeting, the members present shall be a quorum.
- (d) The President of the Association shall preside at every General Meeting of the Association. If he is not present within thirty minutes at the time appointed or has given prior notice of his inability to attend, one of the Vice Presidents of the Association present at the Meeting shall preside and if there being none of these present or if they are unable to agree as to which of them shall preside at that Meeting, any member of the National Council of the Association present at such meeting shall be deemed to be Chairperson of the Meeting.
- (e) If at any General Meeting of the Association no member of the National Council is willing to act as Chairperson or if no member of the National Council is present within thirty minutes after the time appointed for the holding of the General Meeting, the members present shall choose one of their number to be Chairperson of the Meeting.
- (f) The Chairperson may with the consent of any General Meeting at which a quorum is present (and shall, if so directed by the General Meeting) adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment

took place. When a General Meeting is adjourned for thirty days or more, notice of the adjourned General Meeting shall be given as in the case of the original General Meeting. Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned General Meeting.

(g) At any General Meeting, a resolution put to vote of the General Meeting shall be decided on a show of hands unless a poll by ballot is (before or on the declaration of the result of the show of hands) demanded;-

(i) by the Chairperson; or

(ii) by at least five members present in person.

Unless a poll by ballot is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the records containing the Minutes of Meetings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(h) The demand for a poll by ballot may be withdrawn.

(i) Where there is an equality of votes, whether on a show of hands or on a poll by ballot, the Chairperson of the General Meeting at which the show of hands takes place or at which the poll by ballot is demanded shall be entitled to a second or casting vote.

(j) A poll by ballot demanded on the election of a Chairperson, or on a question of adjournment shall be taken forthwith. A poll by ballot demanded on any other question shall be taken at such time as the Chairperson of the General Meeting directs; and any business other than that upon which a poll by ballot has been demanded or which is related to the outcome of the poll by ballot may be proceeded with pending the taking of the poll by ballot.

9. VOTES OF MEMBERS

(a) Every member of the Association will have one vote.

(b) No member shall be entitled to vote at any General Meeting unless his current annual membership fees and other sums payable by him (including any special levy set by the National

Council and approved by the Members in General Meeting pursuant to Rule 14(I)(iii) to the Association shall have been paid in full.

- (c) No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered and every vote not disallowed at such General Meeting shall be valid for all purposes exercised at such General Meeting. Any such objection made in due time shall be referred to the Chairperson of the General Meeting whose decision shall be final and conclusive.
- (d) Votes shall be given personally and votes or attendances by proxy will not be permitted.

10. THE NATIONAL COUNCIL

- (a) The National Council shall consist of not more than thirty members of whom not more than twenty five shall be elected in accordance with Rule 11 and of whom not more than five shall be appointed in accordance with Rule 12 and they shall hold office as members of the National Council for a term of four consecutive years. So far as it may be practicable in the circumstances, the National Council shall in its membership be representative of the regions and the specialities hereinafter provided in Rules 11 & 12 subject always to the obligation to ensure that one of the members of the National Council appointed pursuant to Rule 12(b) is a life member.
- (b) Members of the National Council shall not be paid any travelling, hotel or other expenses incurred by them in attending meetings of the National Council or any Committee of the National Council or in connection with the business of the Association within Ireland. Expenses incurred by National Council members or members of the Association in connection with the business of the Association outside of Ireland may be reimbursed by specific decision of the National Council.
- (c) Notwithstanding the provisions of Rule 10(b) the National Council may in its sole discretion pay an annual Honorarium of not more than €10,000.00 to the President for the time being of the Association.

11. ELECTION TO THE NATIONAL COUNCIL

- (a) Candidates for election to the National Council shall be members of the Association other than members admitted to membership

or continued in membership pursuant to Rule 3 (e) of the Rules of the Association and shall be nominated in writing by two members of the Association.

- (b) Subject to the provisions of Rule 11(a) and Rule 12(b), candidates shall be elected by the single transferrable vote system of voting (as such system may be determined from time to time by the National Council) by a majority vote of all members of the Association whose current annual membership fee and any other sums payable to the Association are paid in full to represent on the National Council the regions in which they respectively hold their major hospital appointments as follows:
- (i) **THE EASTERN REGION** (whose functional area shall coincide with the Eastern Regional Health Authority area as the same is defined and exists in May 2004 notwithstanding any subsequent alteration to its functional area or title) - seven members.
 - (ii) **THE SOUTH EASTERN REGION** (whose functional area shall coincide with the South Eastern Health Board area as the same is defined and exists in May 2004 notwithstanding any subsequent alteration to its functional area or title) - three members.
 - (iii) **THE MIDLAND REGION** (whose functional area shall coincide with the Midland Health Board area as the same is defined and exists in May 2004 notwithstanding any subsequent alteration to its functional area or title) - two members

- (iv) **THE NORTH EASTERN REGION** (whose functional area shall coincide with the North Eastern Health Board area as the same is defined and exists in May 2004 notwithstanding any subsequent alteration to its functional area or title) – two members.
- (v) **THE NORTH WESTERN REGION** (whose functional area shall coincide with the North Western Health Board area as the same is defined and exists in May 2004 notwithstanding any subsequent alteration to its functional area or title) – two members
- (vi) **THE WESTERN REGION** (whose functional area shall coincide with the Western Health Board area as the same is defined and exists in May 2004 notwithstanding any subsequent alteration to its functional area or title) – three members
- (vii) **THE MID WESTERN REGION** (whose functional area shall coincide with the Mid Western Health Board area as the same is defined and exists in May 2004 notwithstanding any subsequent alteration to its functional area or title) – two members.
- (viii) **THE SOUTHERN REGION** (whose functional area shall coincide with the Southern Health Board area as the same is defined and exists in May 2004 notwithstanding any subsequent alteration to its functional area or title) – four members of whom not more than three shall practise in Cork City or County.

Members of the Association shall only be entitled to vote in elections of candidates for the regions in which the majority of institutions in which such members practise are situate or in respect of life member in the region in which the institution in which they practise are situate or if they do not so practise in the region in which they reside.

- (c) The candidate (or candidates as the case may be) with the highest number of votes in each region shall be declared elected to represent such region on the National Council in accordance with the provisions of this Rule 11.
- (d) A member or members (whether elected or appointed or co-opted) who shall have served two consecutive terms as a member of the National Council shall not be eligible for appointment as a

member of the National Council (whether by election, by appointment or by co-option) during the next following four year period.

- (e) Notwithstanding that any member of the National Council shall cease to retain the majority of his hospitals appointments in the region for which he has been elected he shall continue in office but shall not be eligible for re-election for that region in the next ensuing election.
- (f) The President and Vice Presidents of the Association, together with the Secretary General (or such other person as the National Council shall appoint) and three members of the Association (not being members of the National Council) who shall be nominated by the President, shall have charge of the election process and for this purpose shall meet from time to time as the Election Committee with power to draft regulations and settle the form of nomination and ballot papers and generally supervise the election and the Auditors for the time being of the Association shall be the scrutineers of the ballot. It shall be the responsibility of the scrutineers of the ballot to scrutinise the ballot papers received and to count the votes cast for candidates and to declare the result of the election. The decision of the scrutineers of the ballot in these matters shall be final and binding. The following is a list of the members of the National Council as of the date of the adoption of these Rules:

Name	Hospital	Specialty	Term	Ending
Eastern Region			2006	2008
Mr. Aidan Gleeson	Beaumont	Medicine (Emergency)	1 st	
Dr Mark Laher	Blackrock	Medicine	2 nd	
Dr Colm Costigan	Crumlin	Paediatrics	2 nd	
Dr Josh Keaveny	Beaumont	Anaesthesia	2 nd	
Dr. Janette Tyrrell	St. Michael House	Psychiatry		1 st
Mr. Tadgh O'Dwyer	Mater	Surgery		1 st
Prof Mary Leader	Beaumont	Pathology		2 nd
South Eastern Region				
Dr Michael Reardon	Wexford General	Medicine		1 st
Mr Peter Murchan	Clonmel	Surgery		2 nd
Dr Robert Landers	Waterford	Pathology	2 nd	
Midlands Region				
Dr Dermot Hehir	Tullamore General	Surgery		1 st
Dr. Michael Gannon	Mullingar	Obs/Gynae	1 st	

North Eastern Region

Dr Gerard McDermott	Cavan General	Medicine		1 st
Dr Carlos McDowell	Drogheda	Anaesthesia	2 nd	

North Western Region

Dr John Scully	Letterkenny General	Anaesthesia		2 nd
Mr Niall Considine	Sligo General	Surgery	2 nd	

Western Region

Mr Kevin Barry	Mayo General	Surgery		2 nd
Mr John Flynn	Ballinasloe	Surgery	1 st	
Dr David O'Keefe	UCH Galway	Radiology		2 nd

Mid Western Region

Mr David Waldron	Limerick Regional / Nenagh	Surgery	2 nd	
Dr Patrick J Breen	Limerick Regional	Anaesthesia		2 nd

Southern Region

Mr Peter Ryan	Bon Secours Cork	Surgery	1 st	
Dr Mary McCaffrey	Tralee General	Obs/Gynae		2 nd
Dr Denis Kelly	CUH	Radiology	1 st	
Dr Martin O'Driscoll	Mercy	Radiology		1 st

Co-Options

Dr. John Clarke	Limerick	Medicine	2 nd	
Dr Stephen Skehan	St. Vincent's Elm Park	Radiology	1 st	
Mr Michael O'Sullivan	Dublin Dental	Surgery	1 st	
Dr. Joe Fernandez	Retired	Psychiatry		1 st

- (g) If in any of the regions the number of candidates duly nominated shall be equal to or less than the number of members of the National Council allocated to such region under these Rules, then the Election Committee shall declare such candidate or candidates duly elected.

- (h) The National Council shall in 2006 and in every second year thereafter, fix the dates for the nomination of candidates in the forthcoming election of members of the National Council, for the posting of ballot papers to the members of the Association and for the date of the poll, all of which matters shall then be arranged by the Election Committee to be completed prior to the next following Annual General Meeting.
- (i) The office of a National Council member shall be vacated if such National Council member:-
 - (i) without the consent of a majority of all the members of the National Council holds an office or position of profit under the Association; or
 - (ii) is adjudged a Bankrupt in the Republic of Ireland or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - (iii) becomes of unsound mind; or
 - (iv) resigns his office by notice in writing to the Association; or
 - (v) is convicted of an indictable offence; or
 - (vi) resigns his membership of the Association or is expelled from membership pursuant to Rule 5 unless the National Council otherwise determines.
- (j) In 2006 and every second year thereafter half of the elected representatives of the National Council for each region and half the members nominated to the National Council under Rule 12 shall retire and be eligible for re-election or re-appointment subject however to the provisions of Rule 11(d) and Rule 12.

In 2008 the remaining half of the National Council shall similarly retire and be similarly eligible for re-election and re-appointment subject to the provisions of Rule 11(d) or Rule 12 as applicable.

- (k) Where a region (other than the Eastern Region and Co-Opted Members) is represented by an uneven number of members, the smaller number shall retire in 2006 and the larger number in 2008 and similarly thereafter. In respect of the Eastern Region and Co-Opted Members, the larger number shall retire in 2006 and the smaller number shall retire in 2008.

12. APPOINTMENT TO THE NATIONAL COUNCIL

- (a) The elected members of the National Council shall as soon as may be conveniently possible after their election meet to appoint not more than four members of the Association to be appointed members of the National Council. In making such appointments, the elected members of the National Council shall secure (so far as it shall be practicable in the circumstances) representation on the National Council of members professionally engaged in the following specialties;-
- (I) ANAESTHESIA
 - (II) SURGERY
 - (III) OBSTETRICS/GYNAECOLOGY
 - (IV) PAEDIATRICS
 - (V) PSYCHIATRY
 - (VI) MEDICINE
 - (VII) RADIOLOGY
 - (VIII) PATHOLOGY
- (b) The elected members of the National Council shall, as soon as may be conveniently possible after their election, meet to appoint one life member of the Association to be an appointed member of the National Council. The first such appointment shall take place in the year 2000.
- (c) In so far as is practicable each of the specialties specified in Rule 12(a) shall be represented by not less than one and not more than six members of the National Council whether elected under Rule 11 or appointed under this Rule 12.
- (d) Insofar as is practicable the National Council shall endeavour, but will not be obliged, to ensure that at least one of the appointments made under Rule 12(a) relates to an Associate Member as defined in Rule 3(c).
- (e) Elected and appointed members of the National Council shall be of equal status as members of the National Council.

13. OFFICERS OF THE ASSOCIATION

- (a) There shall be a President, not more than two Vice-Presidents, an honorary Membership Secretary and an honorary Treasurer of the Association who shall be elected annually by the National Council from amongst its members by majority vote.
- (b) All decisions of the National Council shall be conducted by majority vote and in the event of a tie, the President or Chairman of the meeting as the case may be shall have a second or casting vote.

14. POWERS AND DUTIES OF THE NATIONAL COUNCIL

- (a) The business of the Association shall be managed by the National Council who shall exercise all such powers of the Association as are not by these Rules required to be exercised by the Association in General Meeting subject nevertheless to these Rules and to such direction (being not inconsistent with these Rules) as may be given by the Association in General Meeting but no direction given by the Association in General Meeting shall invalidate any prior act of the National Council which would have been valid if that direction had not been given.
- (b) The National Council may appoint a Secretary General (or such other designated officer as it may in its absolute discretion decide) and all other officers and servants of the Association and the National Council shall have control over all of the officers and servants of the Association and shall have the power to fix such remuneration and other terms and conditions of employment as in its absolute discretion it deems fit and proper and may from time to time remove or dismiss any such officers or servants and appoint others in their place.
- (c) The National Council shall have power to delegate some or all of its functions in relation to the Association to such Committee or Committees nominated by the National Council and to the Secretary General or to such other officer or servants of the Association or to such regional committees as it deems fit and proper. The National Council shall have total discretion in relation to the composition of such Committees and shall have full discretion to appoint members of the Association to such Committees notwithstanding that such members of the Association are not members of the National Council. All such Committees shall operate under the control and discretion of the National Council.

- (d) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by such persons, one of whom shall be a member of the National Council and in such manner as the National Council shall from time to time by resolution determine, provided however that all cheques and other debits in any amount not exceeding that sanctioned by the National Council from time to time may be signed by the Secretary General on his own authority. All receipts for money paid to the Association and all inter-bank transfers shall be signed made and authorised by the Secretary General. In addition the National Council may from time to time authorise the Secretary General to sign and draw on his own authority and without the necessity for co-signature by a member of the National Council cheques, promissory notes, drafts, bills or exchange and other negotiable instruments up to such monetary limit as the National Council may determine from time to time.
- (e) The National Council shall cause Minutes to be made of:
 - (i) the names of the National Council members present at each meeting of the National Council and of any committee of the National Council; and
 - (ii) all Resolutions and proceedings at all Meetings of the Association and of the National Council and of Committees of the National Council.
- (f) The National Council may, from time to time, make regulations for any of the following objects and may alter or rescind any regulations so made, provided that no such regulation may be altered or rescinded by a subsequent National Council unless with the express consent of a majority of the members of such National Council:
 - (i) the manner of conducting the proceedings of meetings of the National Council;
 - (ii) the management and conduct of the business of the Association not specifically reserved to the members of the Association in General Meetings; and
 - (iii) the management of all premises and property of the Association and the conduct of business and functions in any such premises and property.

- (g) The National Council shall have power at any time and from time to time, to co-opt any member of the Association to be a member of the National Council whether to fill a casual vacancy or to fill a vacancy arising by reason of the number of candidates in any region being less than the number of members of the National Council allocated to such region under the provisions of Rule 11(b) hereof but so that the total number of members of the National Council shall not exceed thirty and so that so far as it may be practicable in the circumstances, the provisions regarding Speciality Representation referred to in Rule 12 (a) on the National Council are observed. Any member of the National Council so co-opted shall hold office until the next following election and shall then be eligible as a candidate at the next election following the member's first term of office but shall thereafter be subject however to the provisions of Rule 11(d).
- (h) The National Council may suspend any member of the National Council from acting as a member of the National Council provided that nine members of the National Council at least shall be present at the meeting at which such suspension shall be resolved upon and further provided that at least eight of those members present consent thereto and such suspension shall be effective for such period as the National Council may determine or until the next General Meeting (whether Annual or Extraordinary) of the Association, which meeting shall have power to remove from office the member so suspended or to do otherwise as the General Meeting shall deem fit. The fact of the suspension shall be placed on the agenda for such General Meeting.
- (i) The National Council shall not, without the approval of the Association in General Meeting given by a majority of not less than two thirds of the members present and voting:
 - (i) borrow in the name of and for the purposes of the Association monies in excess of a sum equivalent to 50% of the total annual membership fees received by the Association from members during the preceding calendar year as certified by the auditors of the Association whose certificate in this regard shall be final and binding save for the case of manifest error, or;
 - (ii) sell or otherwise dispose of any property of the Association having a value in excess of €250,000.00; or

- (iii) raise any special levy from the Members of the Association over and above the annual membership payable by Members of the Association

Subject to the restrictions contained in Rule 14(I)(I) and 14(I)(2) above, the National Council shall have full power to direct the sole corporate trustee of the Association in relation to the sale, mortgage, lease, purchase or exchange of all property of the Association and of all property to be acquired in whatever manner by the Association. Notwithstanding the provisions of Rule 14(i)(iii) above, the National Council shall have sole discretion (without reference to the Members) to determine when special levies not paid by Members are no longer collectable and to forgive the failure by Members to pay such special levies. For the avoidance of doubt, special levies are not payable by Life Members.

15. PROCEEDINGS OF THE NATIONAL COUNCIL

- (a) The National Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the President or the person chairing the meeting under Rule 15(b) shall have a second or casting vote. Seven members of the National Council may (and the Secretary General on the requisition of such members shall) summon a meeting of the National Council.
- (b) The President of the Association shall preside at meetings of the National Council. If he is not present within fifteen minutes after the appointed time or if he shall have given prior notice of his inability to attend, the Vice President present (or if both shall be present, the Vice President chosen by the meeting) shall preside or if no Vice President shall be present then the meeting shall elect one of the members of the National Council present to preside.
- (c) Save as otherwise provided in Rule 14(h) the quorum necessary for meetings of the National Council shall be six members of the National Council physically present at the location nominated for such meetings. For the purposes of these rules the contemporaneous linking by telephone and other means of audio communication of a number of members in addition to the quorum should be deemed to constitute a meeting of the National Council and all of the provisions of these rules as to the meeting of the National Council shall apply to such meetings.

Each of the National Council members taking part in the meeting must be able to hear each of the other National Council members taking part. At the commencement of the meeting each National Council member must acknowledge his presence and that he accepts that the conversation shall be deemed to be a meeting of the National Council. A National Council member shall not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the express consent of the President of the Association (or if the President of the Association is not present at the meeting, the Acting Chairman of the meeting) and a National Council member shall be presumed to have been present at all times during the meeting unless he has previously obtained the express consent of the President of the Association or Acting Chairman of the meeting to leave the meeting as aforesaid.

A minute of the proceedings of such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities.

- (d) Meetings of the National Council shall take place at such venue as the National Council may from time to time decide.

16. TRUSTEES

The assets, funds and property of the Association shall vest in a sole corporate trustee for the benefit of members generally. Such Trustee shall be appointed by the National Council. The National Council shall have the power to remove such Trustee and appoint another corporate trustee in its place. The National Council shall pay the proper charges and expenses of the sole corporate trustee. The National Council shall direct the sole corporate trustee as to the disposition of the funds and assets of the Association and as to their investment in any way that it considers conducive or incidental to the objects of the Association. No assets may be disposed of by the sole corporate trustee without the consent of the National Council.

17. ACCOUNTS

- (a) The National Council shall cause proper books/computerised accounts to be kept relating to:
 - (i) all monies received and expended by the Association and to the matters in respect of which the receipt and expenditure takes place;

- (ii) all sales and purchases of goods by the Association; and
- (iii) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

- (b) The books of account shall be kept at the principal place of business of the Association or at such other place as the National Council thinks fit and shall at all reasonable times be open to inspection by the National Council or any member thereof.
- (c) The National Council shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection by members of the Association not being members of the National Council, and no member of the Association (not being member of the National Council) shall have any right to inspect any account or book or document of the Association except as authorised by the National Council or by the Association in General Meeting.
- (d) The National Council shall, from time to time cause to be prepared and to be laid before the Annual General Meeting of the Association such profit and loss accounts, balance sheets and reports as give a true and fair view of the Association's finances.
- (e) A copy of every balance sheet which is to be laid before the Annual General Meeting of the Association together with a copy of the National Council's Report and Auditor's Report shall, not less than twenty one days before the date of the Annual General Meeting, be sent to every member of the Association.
- (f) The accounting year of the Association shall end on the 31st day of December each year.

18. AUDITORS

Auditors shall be appointed by the members of the Association in General Meeting.

19. STRIKES AND INDUSTRIAL ACTION

- (a) The provisions of this Rule 19 shall apply notwithstanding any other provision contained in these Rules.
- (b) In this Rule 19 the terms “strike” and “industrial action” shall have the same meaning as in the Industrial Relations Act 1990
- (c) In this Rule 19 the term “Member” shall have the same meaning as in Rule 3 excluding Life Members.
- (d) The Association shall not organise, participate in, sanction or support a strike or other industrial action without a secret ballot, entitlement to vote in which shall be accorded equally to all Members whom it is reasonable at the time of the ballot to believe will be called upon to engage in the strike or other industrial action;
- (e) The Association shall take reasonable steps to ensure that every Member entitled to vote in the ballot votes without interference from, or constraint imposed by, the Association or any its members, officials or employees and so far as is reasonably possible, that such Members shall be given a fair opportunity of voting;
- (f) The National Council shall have full discretion in relation to organising, participating in, sanctioning or supporting a strike or other industrial action notwithstanding that the majority of those voting in the ballot, including an aggregate ballot referred to in paragraph (g) of this rule, favours such strike or other industrial action
- (g) The National Council shall not organise, participate in, sanction or support a strike or other industrial action against the wishes of the majority of the Members voting in a secret ballot, except where, in the case of ballots by more than one professional representative body¹, an aggregate majority of all the votes cast, favours such strike or other industrial action;
- (h) as soon as practicable after the conduct of a secret ballot the Association shall take reasonable steps to make known to its Members entitled to vote in the ballot:

- (i) the number of ballot papers issued
- (ii) the number of votes cast
- (iii) the number of votes in favour of the proposal
- (iv) the number of votes against the proposal, and;
- (v) the number of spoilt votes

- (i) The rights conferred by the provision referred to in Section 19 are conferred on the members of the Association concerned and on no other person.
- (j) Nothing in this Rule 19 shall constitute an obstacle to negotiations for the settlement of a trade dispute nor the return to work by members party to the dispute.

20. AMENDMENTS TO THE RULES

The Association in General Meeting by a majority of not less than two thirds of the members present and voting may extend, amend or appeal the Rules of the Association for the time being in force. A copy of every proposed amendment to the Rules of the Association which is to be laid before the General Meeting of the Association shall, not less than twenty one days before the date of the General Meeting, be sent to every member of the Association. Amendments to the Rules of the Association may either be accepted or rejected at the General Meeting but may not be altered or amended from the floor of the General Meeting.

21. DISSOLUTION OF THE ASSOCIATION

- (a) The Association may be dissolved by Resolution passed by a majority of not less than two thirds of the members present and voting at an Extraordinary General Meeting.
- (b) If upon the dissolution of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid to or distributed among the members of the association or disposed of as decided upon by the meeting at which the resolution shall have been passed for the dissolution of the Association.

22. GENERAL

- (a) In these Rules, save where the contrary intention expressly appears the masculine shall include the feminine and the singular the plural and vice versa.

- (b) In these Rules, reference to “the Common Contract” shall be read and construed as reference to the contract which came into effect on January 1st, 1998 agreed between the Association and the Department of Health and Children following the publication of Report Number 36 of the Review Body on Higher Remuneration in the Public Sector.
- (c) Reference in these Rules to “in writing” shall include notices and accompanying documentation sent electronically via email or other comparable technology and for the avoidance of doubt, Notices convening General Meetings of the Association and documentation required under these Rules to accompany such Notices may be served electronically and where so served shall be deemed to have been received by the recipient Member on the date and time of sending unless a failure notice is received within 12 hours of the email being sent.