



Articles of Association

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Irish General Practice Nurses Educational Association

Articles that make up the Constitution of the IGPNEA are in blue font. Any changes to these Articles must be done in accordance with Article 29 'Additions, Alterations or Amendments'

All others are IGPNEA Articles of Association that govern the day-to-day management of the IGPNEA. These can be changed via a Motion at AGM, which must be voted upon by a majority to ratify the change.

1. **Name**

The name of the Association is Irish General Practice Nurses Educational Association (IGPNEA) from here on referred to as the "Association".

2. **Address**

Correspondence shall be addressed to the Administrator of the Irish General Practice Nurses Educational Association.

3. **Main Object**

The advancement of education in general practice in Ireland by promoting and assisting nurses in further education programmes and to provide a forum for the dissemination of information on developments in the general practice nursing field which will promote the highest standards of care to benefit the community.

4. **Subsidiary Objects**

As objects incidental and ancillary to the attainment of the Main Object, the Association shall have the following subsidiary objects:

4.1 To work positively with other groups and organisations that it deems to be suitably equipped to provide the necessary educational programmes or skills required for the enhancement of Nursing in General Practice.



4.2 To disseminate information to its members on all matters relevant to Nursing in General Practice by means of journals, periodicals, meetings, conferences, website, e-mails, text messages, etc.

4.3 To encourage members to undertake and publish research and original work that is relevant to the role of Nurses in General Practice. To assist others who may be undertaking research relevant to Nursing in General Practice.

4.4 To maintain a Database of research undertaken by General Practice Nurses and by others in relation to General Practice Nursing.

4.5 To act as a resource base for members or those with an interest in General Practice nursing.

4.6 The Association shall not associate itself with any group whose work is not in keeping with the ethos, aims and objectives of the Association. See Policy Document for full details. <https://irishpracticenurses.ie/igpnea-policies-and-guidelines/>

5. Powers

The Association shall have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

5.1 To solicit and procure and to accept and receive any donation of property of any nature and any device, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object.

5.2 To establish and support any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Association shall consider calculated to promote its Main Object.

5.3 To make application on behalf of the Association to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.

5.4 To invest any moneys of the Association not immediately required for the use in connection with its Main Object and to place any such moneys on deposit; prior permission to



be obtained from the Revenue Commissioners where the Association intends to accumulate funds over a period in excess of two years for any purposes.

5.5 To open one or more bank accounts and to draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

5.4 Subject to the Income and Property clause hereof, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.

5.5 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Body as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the Body and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Body; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Body and to subscribe or guarantee money for charitable objects.

5.6 To insure any or all of the Executive Members against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided they acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).

5.7 To do all such other lawful things as the Association may think incidental and conducive to the foregoing Main Object.

5.8 To make application to relevant bodies for any statutory or other privilege, exemption, limitation, or licence of any nature which shall be deemed of benefit to General Practice Nursing in Ireland.

5.9 To raise such funds as shall be required for the efficient administration of the Association by acquiring subscriptions from members, or any other such means as shall be deemed appropriate.

5.10 To accept monies, grants, payments, advances, and assistance from any government department, association, company, society, institute, academy, university, individual or group of persons which may be conducive to the attainment of the Association's objectives.

5.11 To carry out all acts necessary to procure that the Association be duly constituted so as to be incorporated, registered, and recognised in Ireland or in any part of the world.



5.12 To enter into and make contracts with such persons as the Association may deem necessary or beneficial to the functioning of the Association.

5.13 To accumulate capital for any purposes of the Association, and to appropriate any of the Association's assets to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years.

5.14 The Association will ensure that to grant pensions, gratuities, allowances, or charitable aid to any person who may have served the Association as an employee, or to the wives, husbands, children, or other dependents of such person provided that such pensions, gratuities, allowances, or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the Association and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Association; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Association and to subscribe or guarantee money for charitable objects.

6. Income and Property

6.1 The income and property of the Association shall be applied solely towards the promotion of Main Object(s) as set forth in these Rules. No portion of the Association's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association.

6.2 No Executive Member shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association. However, nothing shall prevent any payment in good faith by the Association of:

(a) Reasonable and proper remuneration to any member or servant of the Association (not being an Executive Member) for any services rendered to the Association.

(b) Interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Executive Members or other members of the Association to the Association.

(c) Reasonable and proper rent for premises demised and let by any member of the Association (including any Executive Member) to the Association.



- (d) Reasonable and proper out-of-pocket expenses incurred by any Executive Member in connection with their attendance to any matter affecting the Association:
- (e) Fees, remuneration or other benefit in money or money's worth to any company of which an Executive Member may be a member holding not more than one hundredth part of the issued capital of such company.
- (f) Reasonable and proper out-of-pocket expenses incurred by any Officer, or any member representing the Association, in connection with their attendance to any matter affecting the Association.
- (g) Nothing shall prevent any payment by the Association to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

7. Accounts

7.1 Correct accounts and books shall be kept at national level showing the financial affairs of the Association, i.e.

- (a) all sums of money received and expended by the Association and the matter of which the receipt and expenditure takes place,
- (b) all sales and purchases of goods by the Association
- (c) the assets and liabilities of the Association.

7.2 Association Branch accounts will be administered at national level through a centralised Branch bank account.

7.3 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.

7.4 Annual audited accounts shall be kept and made available to the Revenue Commissioners or the Charities Regulator on request.



8. Members

8.1 The members of the Association shall be such other persons as the Executive shall from time to time admit to membership and as shall sign a written consent to become a member. Full Membership of the Association is open to persons who are on the Live Register of NMBI, in the RGN Division, and who are currently employed as General Practice Nurses either on a full-time, part-time, or job-sharing basis, in any of the following settings:

- General Practice** (must be working alongside GP and providing GP services in that setting)
- Out of Hours GP Services – Triage** (must be working alongside GP and providing GP services in that setting)
- Out of Hours GP Services – Clinical** (must be working alongside GP and providing GP services in that setting)
- 3rd level institutions** (must be working alongside GP and providing GP services in that setting)
 - Schools** (must be working alongside GP and providing GP services in that setting)
 - Prisons** (must be working alongside GP and providing GP services in that setting)
- Family Planning Centres** (must be working alongside GP and providing GP services in that setting)
- Occupational Health Centres** (must be working alongside GP and providing GP services in that setting)
- Health Screening Centres** (must be working alongside GP and providing GP services in that setting)
- Health Information Centres** – who have direct patient contact (must be working alongside GP and providing GP services in that setting)
- Persons who are employed as Professional Development Coordinators for Practice Nursing.**

9. Associate Membership

9.1 Associate membership of the Association is open to persons who were previous full members of the IGPNEA and are now:

- a) On a career break
- b) Retired from practice nursing

9.2 Associate members will

- a) receive the official Association Educational Journal
- b) have full access to the IGPNEA website



c) be entitled to attend a full branch meeting

d) be entitled to avail of the members' rate to attend the National Conference

9.3 Associate members shall not be entitled to vote at branch meetings, branch AGM, National AGM or national EGM.

9.4 Associate members may not be elected as a branch committee officer or national committee officer.

9.5 Associate members will pay the full annual membership fee.

10. **Membership Fees**

Adjustments to annual membership fees shall be proposed by the National Executive Committee, then voted upon by members and shall be ratified by a majority vote. All membership applications and membership renewals shall be processed centrally by the National Membership Officer as per procedures set out by the National Executive Committee. The annual membership fee shall reflect the amount payable to the Branch and the amount payable to the National Executive Committee.

10.1 Membership year will run from 1st January to 31st December.

10.2 Renewal fees shall be collected between 1st November and 31st December in respect of the incoming year.

10.3 New members may join and become full members at any time during the year.

10.4 A person becoming a member of the Association after the 1st day of January up to 30th June in any year shall be required to pay the entire Annual Membership Fee in respect of that year.

10.5 A person becoming a member of the Association, for the first time, after the 1st of July up to the 31st of October in any year shall be required to pay a membership Fee of €50.

10.6 A person becoming a member of the Association, for the first time, after the 1st of November in any year shall pay €78 membership fee but their membership does not expire until December 31st of the following year (14 months for the price of 12).

10.7 In the event that any member ceases to be a member prior to the 31st of December in any year that member shall not be entitled to any rebate of their Annual Membership Fee paid for that year.



11. **Rights of Members**

Membership of the Association is not transferable and shall cease:

- (a) on the member's death or bankruptcy.
- (b) if the member resigns by serving notice in writing to the Executive at the Association's principal place of business.
- (c) if the member fails to renew their membership by 31st Dec each year.
- (d) membership shall be terminated if it is proven to the satisfaction of the National Executive Committee that the member has acted or spoken in a manner that undermines the aims and objectives of the Association.

12. **Voting**

12.1 Voting Rights

- (a) Full Members are eligible to vote.
- (b) Each member shall have one (1) vote only.
- (c) Employees of the Association who are not registered members are not eligible to vote.

12.2 Voting at branch level

- (a) All registered members are eligible to vote at their registered branch.
- (b) Voting may be by a show of hands or by secret ballot (written or electronic), the method being decided by the branch chairperson.
- (c) The chairperson of a branch meeting, branch Annual General Meeting or Extraordinary Branch Meeting shall, in the event of a tie, have a casting vote in addition to their vote as a member.

12.3 Voting at National Executive Committee meetings

- (a) Each Branch Rep plus National Executive Committee Officers may vote at a National Executive Committee meeting.
- (b) If a National Executive Committee Officer is also their branch Rep they have two (2) votes – one as branch Rep and one as NEC officer.
- (c) Voting may be by a show of hands or by secret ballot (written or electronic), the method being decided by the National Chairperson.



(d) The Chairperson of a National Executive Committee Meeting or Extraordinary National Executive Committee Meeting shall, in the event of a tie, have a casting vote in addition to their vote as a National Executive Committee Officer.

12.4 Voting at Annual General Meeting and/or Extraordinary General Meeting

- (a) All full members are eligible to vote at the Associations Annual General Meeting and/or Extraordinary General Meeting.
- (b) National Executive Committee officers are eligible to vote at AGM and EGM.
- (c) Voting may be by a show of hands or by secret ballot (written or electronic), the method being decided by the National Chairperson.
- (d) The Chairperson of an Annual General Meeting or Extraordinary General Meeting shall, in the event of a tie, have a casting vote in addition to their vote as a member.

13. General Meetings

The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Executive and shall specify the meeting as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting.

13.1 In the event that a physical AGM or EGM is not possible, a virtual AGM or EGM is the preferred format. A virtual AGM or EGM can be called.

13.2 All general meetings other than annual general meetings shall be known as extraordinary general meetings.

13.3 Not less than 30 days' notice of the Annual General Meeting and not less than 7 days' notice of an Extraordinary General Meeting shall be given by the Administrator of the Association to all registered members.

13.4 Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, the notice shall be deemed to have been given on the expiration of 24 hours following posting.

13.5 In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.

13.6 The notice of a meeting shall specify the place, date and time of the meeting and the general nature of the business to be transacted at the meeting.



13.7 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at the meeting.

13.8 The Executive may convene an extraordinary general meeting. If, at any time, there are not sufficient Executive Members capable of acting to form a quorum of Executive Members, any Executive Member may convene an extraordinary general meeting.

13.9 A quorum of 50% +1 of the National Executive Committee (Officers and Branch Reps) is necessary at Extraordinary or Annual General Meetings to properly execute the meeting.

13.10 The chairperson of the Executive shall preside as chairperson at every general meeting of the Association, or if there is no such chairperson, or if they are not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Executive Members present shall elect one of their number to be chairperson of the meeting.

13.11 If at any meeting no Executive Member is willing to act as chairperson or if no Executive Member is present within 15 minutes after the time appointed for holding the meeting, the members of the Association present shall choose one of their number to be chairperson of the meeting.

13.12 The chairperson may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. However, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

13.13 Where there is an equality of votes the chairperson of the meeting shall be entitled to a second or casting vote.

13.14 The business of the annual general meeting shall include:

- (a) Welcome and Introductions.
- (b) Minutes of the previous Annual General Meeting, (Administrator).
- (c) National Chairperson's Address
- (d) Administrator's Annual Report.
- (e) Membership Officer's Annual Report.
- (f) Treasurer's Financial Statement.
- (g) Conference Report.
- (h) Professional Development Coordinators for Practice Nursing Report.
- (i) Consideration of the annual report.
- (j) Notices of Motions (National Chairperson)



- (k) Election and/or re-election of National Executive Committee Officers (National Chairperson).
- (l) Decision on future Annual Conferences (National Chairperson).
- (m) Any Other Business (National Chairperson).
- (n) Any member who wishes to bring an issue to the Annual General Meeting must notify the Administrator in writing not less than 7 days before the Annual General Meeting.
- (o) Handover of Seal of Office
- (p) Close of Annual General Meeting (Incoming National Chairperson).

14. Motions

14.1 Motions for the AGM must be sent to the Administrator of the Association. Final date for acceptance of motions is 42 days prior to AGM.

14.2 The acceptance of an emergency motion after this date will be decided by the National Executive Committee officers.

14.3 Any Motion proposed must be in accordance with the Aims and Objectives of the Association.

14.4 The National Executive Committee reserves the right to reject a motion that is deemed NOT to be in accordance with the Aims and Objectives of the Association. This will be decided by a majority vote at the preceding NEC meeting. The National Chairperson will have a casting vote in the case of a tied vote.

14.5 Motions will be made available to all members not later than 7 days before the Annual General Meeting.

14.6 Each Motion will be presented at the Annual General Meeting by a nominated member of the proposing branch. They will have a maximum of three minutes to make their representation. Thereafter, any member who wishes to respond to the Motion has a maximum of two minutes to respond. Any member who wishes to speak to or respond to a Motion shall do so from the podium and shall first state their name and branch for the records.

14.7 The Chairperson shall decide when the subject of the Motion has been adequately discussed and shall then call upon members to vote.

14.8 The National Chairperson will have a casting vote in the case of a tied vote.

15. Matters Reserved to a General Meeting



None of the following matters may be brought into effect unless the same shall have been approved at a general meeting of the Association:

- a) To make any alteration, addition, or amendment to these Rules.
- b) To wind up the Association.
- c) To remove an Executive Member.
- d) To employ any person on remuneration exceeding €40,000(gross)per annum.
- e) To incur capital expenditure, whether on one or more projects, in excess of €10,000 in any calendar year.
- f) To incur borrowings in excess of €1500.
- g) To appoint a new trustee of the Association pursuant to Article 22
- h) To change the name of the Association.

16. **The National Executive (Charity Trustees)**

16.1 The National Executive Committee is made up of National Executive Committee Officers and National Committee Members (Branch Reps).

16.2 The National Executive Committee Officers will be the National Chairperson, National Vice-Chairperson, National Treasurer and National Public Relations Officer.

16.3 In the event that all four (4) National Executive Committee officer positions are not filled, the number of National Executive Committee officers shall not be less than three (3) and unless and until determined by the Association in a general meeting, not more than four (4).

16.4 If the Association chooses to, they can have a higher minimum requirement, but not lower than three (3).

16.5 In the event that the minimum of three (3) National Executive Committee officer positions cannot be filled, IGPNEA will have no option but to dissolve and transfer all monies to a like-minded charitable organisation, as outlined in Article number 28.

16.6 No remuneration shall be payable to any of the National Executive Committee Members (officers and Reps) in respect of their services as National Executive Committee Member or on any committee of the Executive. The National Executive Members may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Executive or any committee of the Executive or general meetings of the Association or otherwise in connection with the business of the Association.

16.7 The business of the Association shall be managed by the National Executive, who may 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 the provisions of these Rules and to such directions as the Association in general meeting may give. No such direction given by



the Association in general meeting shall invalidate any prior act of the National Executive which would have been valid if that direction had not been given.

16.8 All cheques and other negotiable instruments and all receipts for moneys paid to the Association shall be signed, endorsed or otherwise executed by such person or persons and in such manner as the National Executive shall from time to time by resolution determine.

16.9 The Association shall keep minutes:

(a) of the names of the National Executive Members present at each meeting of the National Executive and of any committee of the National Executive.

(b) of all resolutions and proceedings at all meetings of the Association and, of the National Executive Members and of committees of the National Executive.

16.10 The office of National Executive Member shall be vacated if a National Executive Member ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

17. **Rotation of National Executive Committee Officers**

The National Executive Committee Officers shall be elected at the Annual General Meeting, by registered members who are entitled to vote. Only paid-up registered members shall be eligible for election to the National Executive Committee Officers' positions.

17.1 The National Executive Committee Officers shall hold office for a term of one year and may be re-elected at the Annual General Meeting.

17.2 Any member who wishes to be considered for election to a National Executive Committee Officer position shall notify the Association Administrator no later than 7 days prior to the Annual General Meeting. In the event of no nominations being received by then, late nominations may be accepted up to the time of election of officers.

17.3 Any member who has agreed to go forward shall be proposed and seconded from the floor, in the event of more than one member going forward for a National Executive Committee Officer's post, there will be a ballot.

17.4 Nominees for election to any National Executive Committee Officer role shall declare in writing their interests and any committee positions that they hold outside the IGPNEA, to the NEC before the final closing date for nominations.



17.5 Nominees for National Executive Committee Officers positions shall not be permitted to stand for election if the NEC believes that their interests or committee positions on groups outside the IGPNEA are in conflict with the aims and objectives of the IGPNEA, or if the NEC believes there could be a conflict of interest/loyalty or a perceived conflict of interest/loyalty.

17.6 National Executive Committee Officers may not, during their term of office, hold committee positions on groups outside the IGPNEA if there is any possibility that there could be a conflict of interest/loyalty, or any perception of conflict of interest/loyalty.

17.7 The Association may remove any National Executive Committee Officer before the expiry of their period of office.

17.8 The National Executive Committee (officers and Reps) may at any time appoint any person to be a National Executive Committee Officer, either to fill a casual vacancy or as an addition to the existing National Executive Committee, but so that the total number of National Executive Committee Officers shall not at any time exceed the number, if any, provided for in these Rules. Any National Executive Committee Officers so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election.

17.9 IGPNEA will insure any or all of the National Executive Officers against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided they acted in good faith and in the performance of their functions as a charity trustee (as defined in the Charities Act, 2009).

18. **National Executive Committee Members (Branch Reps)**

18.1 Members of the National Executive Committee (Branch Reps) shall be elected at Branch level, by registered members who are entitled to vote at the Branch Annual General Meeting. Only paid-up full registered members shall be eligible for election to the National Executive Committee.

18.2 National Committee members (Branch Reps) shall be elected at Branch Annual General Meeting by registered full members who are entitled to vote.

18.3 National Committee members (Branch Reps) shall hold office for a term of one year and may be re-elected at the Branch Annual General Meeting.



19. **Operation of the National Executive Committee**

19.1 Any issues that affect the day to day running of the Association shall be managed by the National Executive Committee Officers.

19.2 The National Executive Committee shall administer the business affairs of the Association in accordance with the aforementioned Aims and Objectives and shall have all such administrative powers as may be necessary for properly executing the aims and objectives of the Association.

19.3 The National Executive Committee shall meet at least four (4) times per year.

19.4 A minimum attendance of ten (10) National Executive Committee members shall be present for a meeting to be properly executed. In the event that only ten National Executive Committee members are present, the National Executive Committee Officers will have one vote only, which will be their branch vote, if they are the only member representing their branch. In the event of a tied vote, the Chairperson shall have the casting vote.

19.5 If a National Executive Committee member is unable to attend a National Executive Committee meeting, they shall appoint another registered member from their branch to represent them at the meeting.

19.6 A National Executive Committee member may represent a second branch if requested by a committee officer from that branch and if they are in agreement. The IGPNEA administrator must be notified by that branch officer of this arrangement prior to the start of the National Executive Committee meeting. A National Executive Committee member may represent a maximum of two branches only.

(a) Each member shall have the right to be heard by the National Executive Committee upon any complaint or representation sent by them to the Administrator of the Association. All such correspondence shall be sent directly to the Administrator of the Association, who shall bring this information to the attention of the National Executive Committee.

(b) The Chairperson shall preside over all meetings of the National Executive Committee. In the Chairperson's absence, an agreed National Executive Committee officer shall chair the meeting.

(c) Any member of the Executive Committee who shall have absented themselves from three consecutive meetings without explanation, shall be deemed to have resigned from the Committee. In this instance the Branch represented by that member shall be instructed to nominate a replacement representative to the National Executive Committee.



(d) An extraordinary meeting of the National Executive Committee or an Extraordinary General Meeting of all registered members of the Association may be called by the Administrator within 14 days of receipt by them of a requisition, duly signed by three members of the National Executive Committee. Such notice shall set out the purpose for which such an extraordinary meeting is required. The extraordinary meeting shall be chaired by the Chairperson of the National Executive Committee.

20. **Proceedings of the Executive**

20.1 The National Executive Committee officers may meet for the dispatch 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. In case of equality of votes the chairperson shall have a second or casting vote.

20.2 The quorum for meetings of the National Executive Committee officers may be fixed by the Executive and, unless so fixed, shall be two (2) if total of 3 NEC officers in post or three (3) if 4 NEC officers in post.

20.3 If their number is reduced below the necessary quorum, the continuing National Executive Committee officers may act for the purpose of increasing the number of National Executive Committee officers to that number or of summoning a general meeting of the Association, but for no other purpose.

20.4 If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the National Executive Members present may choose one of their number to be chairperson of the meeting.

20.5 The National Executive may delegate any of its powers to committees consisting of such member or members of the National Executive and such other persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the National Executive.

20.6 The National Executive may appoint the chairperson of any committee; if no such chairperson is elected, or if at any meeting of a committee the chairperson is not present within fifteen minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.

20.7 A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.



21. **Notices**

A notice may be given by the Association to any member either personally or by sending it by post or email to the member at their registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Association).

22. **Trustees for the purpose of holding property of the Association**

22.1 The property of the Association shall be vested in and held by the Trustees for the time being of the Association upon trust for the Association as beneficial owner, to be dealt with at all times as and only as the National Executive Committee may, in accordance with the main objects, direct.

22.2 The Trustees shall, at the request of the National Executive Committee and at the cost of the Association as beneficial owner, transfer or convey the trust property to such persons, at such times and in such manner as the National Executive Committee shall direct.

22.3 The Trustees shall be indemnified out of the assets of the Association against present and future liabilities, actions, proceedings, claims, demands, duties and taxes and all other costs and expenses whatsoever in respect of the trust property.

22.4 The Trustees shall not be required to incur any expenditure in respect of the trust property unless and until money shall have been provided by the National Executive Committee for that purpose.

22.5 The number of the Trustees shall be not less than three. The Association in general meeting shall have the power of appointing new Trustees.

23. **Association branches**

23.1 New branches may be formed based on local need and following ratification by majority vote at National Executive Committee.

23.2 Each branch shall be named as follows: “IGPNEA [name] Branch”

23.3 If a branch has insufficient members to function, they may amalgamate with another branch. Both branches must submit, in writing, to the National Executive Committee their intention to amalgamate.



24. **Aim of branch meetings**

24.1 To provide an education opportunity for members through speakers, demonstrations, workshops, etc.

24.2 To provide an opportunity for discussion, debate and decision making on matters relating to General Practice Nursing nationally and regionally.

24.3 Each branch will operate at local level in accordance with the Aims and Objectives of the Association.

24.4 Branches shall meet for a minimum of six meetings per annum at a time and location convenient to the majority of the branch members. Branches may have a summer recess during the months of July/August.

24.5 Each Branch shall aim to have their meetings sponsored by patrons who are considered equipped to enhance the role, working conditions or professional development of the General Practice Nurse.

24.6 Each Branch shall hold its Branch Annual General Meeting between January and March.

24.7 Each Branch shall elect registered members to the offices of Branch Chairperson, Branch Vice-Chairperson, Branch Secretary, Branch Treasurer and National Committee member, (Branch Rep).

24.8 Any Branch Committee Officer may also act as National Committee member (Branch Rep).

24.9 Branch Committee Officers shall be elected at Branch Annual General Meeting or at a branch EGM if there is a required change mid-term by registered members who are entitled to vote.

24.10 Branch Committee Officers shall hold office for a term of one year and may be re-elected at the Branch Annual General Meeting or at a branch EGM if there is a required change mid-term.

24.11 A person who has agreed to go forward can be proposed and seconded from the floor, in the event of more than one member going forward for a Branch Committee Officer's post, there will be a written ballot.

24.12 The Branch Secretary may call an extraordinary meeting of a Branch within 7 days of receipt by them of a request, duly signed by four members of a Branch. Notice shall set out



the purpose of the meeting and the Branch Chairperson shall chair the meeting; in the absence of the Branch Chairperson, the Branch Vice-Chairperson shall chair the meeting.

24.13 A record shall be maintained of which Company, Group or individuals sponsored the Meeting.

24.14 A record shall be maintained of who presented the Educational Topic of the Meeting and the title of the Topic discussed.

24.15 A record shall be maintained of all Registered members who attended the Meeting.

24.16 Minutes of the General Branch Meeting shall be maintained.

24.17 Employees of the Association may attend the educational part of branch meetings.

24.18 Members may attend the educational part of branch meetings of any branch other than the one with which they are registered.

24.19 Members may only attend the business meeting of the branch with which they are registered.

24.20 Only current paid-up members of the Association may attend branch meetings. The up-to-date membership list will be available to the Branch Chairperson in advance of the meeting. With permission granted by the Branch Chairperson in advance of the meeting, a non-member may attend one meeting (educational part only).

25. **Disbandment of a Branch**

25.1 If a branch is considering disbandment the following actions are required:

25.2 The branch shall contact the National Executive Committee for support

25.3 A branch Extraordinary General Meeting (EGM) will be called

25.4 A representative of the NEC will attend and chair the EGM

25.5 If a decision is taken at the EGM to disband the branch, a nominated branch member will write to the National Executive Committee informing them of the decision to disband, not later than 14 days from when the decision is made.

25.6 No further transactions shall be permitted from the branch account from the date of the Extraordinary General Meeting and Branch Disbandment.



25.7 The branch account shall be closed, and any monies therein shall be transferred to the IGPNEA National account. This money will be held in reserve for a period of 2 years from the date of branch disbandment and will be returned to the branch, should the branch reform during this period.

26. **Association National Conference**

26.1 The Association Conference shall be held annually and shall follow the Association Conference Procedure. The Association Conference Procedure document shall be written and developed by the National Executive Committee officers and shall be amended as necessary at a National Executive Committee officers meeting according to the changing needs of the Association.

26.2 The Annual Conference shall be open to all registered members of the Association and others as deemed appropriate by the National Executive Committee members (officers and Reps).

26.3 The Conference shall:

- (a) provide a forum for education, discussion, and debate.
- (b) create revenue for the Association

26.4 The National Executive Committee shall invite proposals to host future Annual Conferences from any interested branch(es) to be submitted to the National Executive Committee before 31st August of the preceding two (2) years in accordance with the Association Annual Conference Procedure.

26.5 Any branch(es) that propose to host the Annual Conference shall be allowed five (5) minutes at the Annual General Meeting, if required, to present their proposal before members are called upon to vote on the proposal.

26.6 If no Branch(es) expresses an interest in hosting the Annual Conference, then the National Executive Committee members (officers and Reps) shall propose that the National Conference be organised by a National Conference Committee.

26.7 All income and expenditure relating to the Conference shall be transacted through the National Treasurer and any/all surplus/deficits shall be deemed the responsibility of the Association through the National Executive Committee.



26.8 Any branch or group of branches that host the Associations Annual Conference are entitled to 15% of the conference surplus, up to a maximum of five thousand euro (€5,000), to be used for education at branch level.

26.9 In the event that the Associations Annual Conference is hosted by a National Conference Committee, all profits from the conference shall be retained by the Association.

27. **Compliance with current legislation**

27.1 The Irish General Practice Nurses Educational Association shall adhere to all current legislation that relates to the affairs and management of the Association.

27.2 The Association shall develop, and review on a regular basis, policies for the following:

- (a) Data Protection.
- (b) Employment of staff
- (c) Health & Safety for staff

28. **Dissolution of the Association**

If upon the winding up or dissolution of the Association there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Association. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Association. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Association under or by virtue of the Income and Property clause hereof. Members of the Association shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.



29. **Additions, alterations, or amendments**

29.1 The Association must ensure that the Charities Regulator has a copy of its most recent Rules.

29.2 All amendments to the Articles of the Association may be brought as a Motion to the Annual General Meeting and/or Extraordinary General Meeting and shall be ratified by a majority vote.

29.3 If it is proposed to make an amendment to those Rules of the Association which require the prior approval of the Charities Regulator (highlighted in blue text), advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

29.4 All amendments to this document shall be appended under an amendment section until such times as reprinting of the Articles are deemed necessary by the National Executive Committee.

Abbreviations:

AGM: Annual General Meeting
IGPNEA: Irish General Practice Nurses Educational Association
NEC: National Executive Committee
RGN: Registered General Nurse
PRO: Public Relations Officer
EGM: Extraordinary General Meeting

Amendments:

- ¹ Added at AGM 10th November 2007.
² Changed by postal vote May 2008, approved by Revenue June 2008 and ratified at AGM 18th October 2008.
³ Amendment at AGM 18th October 2008 and approved by Revenue 25th Nov 2008.
⁴ Amendment at AGM 18th October 2008 and approved by Revenue 25th Nov 2008.
⁵ Amended AGM 17th October 2009.
⁶ Added AGM 17th October 2009.
⁷ Amended AGM 17th October 2009.
⁸ Amended AGM 15th October 2011 and approved by Revenue 28th November 2011.
⁹ Amended AGM 6th October 2012 and approved by Revenue 31st October 2012.



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- ¹⁰ Amended AGM 12th October 2013 and approved by Revenue 5th November 2013.
- ¹¹ Added AGM 12th October 2013 and approved by Revenue 5th November 2013.
- ¹² Added AGM 18th October 2014.
- ¹³ Added AGM 18th October 2014.
- ¹⁴ Amended AGM 15th October 2016.
- ¹⁵ Amended AGM 15th October 2016.
- ¹⁶ Amended AGM 15th October 2016.
- ¹⁷ Added AGM 15th October 2016.
- ¹⁸ Name changed AGM 14th November 2020. Approved by Charities Regulator March 2021
- ¹⁹ Amendments approved at EGM 10th June 2021
- ²⁰ Amendments approved at AGM 16th October 2021
- ²¹ Amendments approved at AGM 15th October 2022
- ²² Amendments approved at EGM 29th May 2023