

# **RULES**

**-of-**

## **Irish Association of Pharmacologists**

### **1. Name**

The name of the Association is the Irish Association of Pharmacologists.

### **2. Main Object**

The main object for which the Association is established (the “Main Object”) is the promotion and advancement of research and education in Basic and Clinical Pharmacology, and to act as a forum for information and exchange.

### **3. Subsidiary Objects**

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

Organisation of an annual conference, and organisation of other educational activities such as summer schools and seminars.

### **4. 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:

- 4.1. To solicit and procure and to accept and receive any donation of property of any nature and any devise, 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.
- 4.2. To make application on behalf of the Association to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 4.3. To acquire, hold, sell, manage, lease, or dispose of and to develop and deal with all or any part of the property of the Association.
- 4.4. 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.
- 4.5. 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.

- 4.6. Subject to clause 5, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 4.7. 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 he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- 4.8. To do all such other lawful things as the Association may think incidental and conducive to the foregoing Main Object.

## **5. Income and Property**

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.

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:

- 5.1. reasonable and proper remuneration to any member or servant of the Association (not being an Executive Member) for any services rendered to the Association;
- 5.2. 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;
- 5.3. reasonable and proper rent for premises demised and let by any member of the Association (including any Executive Member) to the Association;
- 5.4. reasonable and proper out-of-pocket expenses incurred by any Executive Member in connection with their attendance to any matter affecting the Association;
- 5.5. 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.
- 5.6. 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).

## **6. Additions, alterations or amendments**

The Association must ensure that the Charities Regulator has a copy of its most recent Rules. If it is proposed to make an amendment to the Rules of the Association which requires the prior approval of the Charities Regulator, 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.

## **7. Winding Up**

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 Clause 5 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.

## **8. Members**

The members of the Association shall be (i) the founding members named at the end of these Rules and (ii) those as outlined in the categories below as the Executive shall from time to time admit to membership and who agree to become a member:

### **8.1. Voting Members means**

8.1.1. Full members being individuals who are actively involved in pharmacology; and

8.1.2. Honorary Members

### **8.2. Non-Voting Members means**

8.2.1. Undergraduate Members

Non-voting members are entitled to receive benefits of membership and to attend General Meetings, but they have no voting rights in general meetings or ballots and no liability in the case of the Association being wound up.

## **9. Applications for Membership**

The format of applications and supporting documentation required (if any) shall be set out by the Executive and details shall be published on the Association's website.

No person shall be deemed to be a member of the Association unless the application or nomination procedure has been followed correctly, acceptance of the application/nomination has been notified to the member of the Association, and any subscription has been paid.

9.1. The Executive is responsible for approving all applications for Full Membership, Honorary Membership and Undergraduate Membership.

9.2. Nominations for Honorary Members may be made by any three Voting Members of the Association.

9.3. The Executive may at the Trustees' absolute discretion and acting in the best interests of the Association, refuse to admit any person as a member

- 9.4. A person's membership terminates when that person dies or they cease to be eligible for membership.
- 9.5. Executive may terminate the membership of any member who they deem is guilty of any conduct that prejudices, or which may prejudice, the ability of the Association to further its charitable object, or which may cause any other damage to the Association, its property or any of its members, is in contravention of any of the Association's codes of conduct regarding membership in force from time to time, or which otherwise undermines or risks undermining the goodwill and reputation of the Association, provided the member concerned has been given a reasonable opportunity to present (in writing or in person, at the Executive's discretion) any information that the member regards as relevant to the decision.
- 9.6. A member may withdraw from membership of the Association by giving one month's notice to the Association in writing.

## 10. Membership Fees

Full members (unless otherwise provided in these Rules) shall each pay an annual subscription of €20, and Full members who are reading for a PhD will pay an annual subscription of €10. Undergraduate and Honorary Members will not pay any subscription. Changes to annual subscriptions shall be determined from time to time by Executive and notified to Full Members. The subscription shall be due and payable on 15 January each year or otherwise as Executive might decide.

- 10.1. A candidate for membership shall not become a Full Member or be entitled to the privileges of membership until his or her subscription has been paid.
- 10.2. A Full Member whose subscription is in arrears by more than three months, despite written notification by the Association, shall cease to be a member of the and their membership shall terminate, forfeiting the privileges of membership including access to any of the Association's publications or discounted attendance at meetings, unless Executive shall determine otherwise.
- 10.3. No membership fees are payable by Honorary Members or Undergraduate Members or Postgraduate Members who are reading for an MSc.
- 10.4. In cases of financial hardship of any Full Member, and in the case of career breaks, Executive shall have the option of waiving that member's annual subscription temporarily.
- 10.5. A Full Member whose subscription is in arrears by more than three months shall cease to have voting rights, and a member who is in arrears by 12 months shall cease to be a member of the Association.
- 10.6. On termination of membership, the member's rights and benefits as a member shall terminate and the member shall have no right to a refund of all or any part of the subscription or other fees paid, although the Association may offer refunds in exceptional circumstances.

## 11. 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. The business of the annual general meeting shall include: (a) consideration of the annual accounts; (b) consideration of the annual report; (c) the election and re-election of Executive Members.

- 11.3. All general meetings other than annual general meetings shall be known as extraordinary general meetings.
- 11.4. 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.
- 11.5. The quorum for general meetings shall be 40% of full members.
- 11.6. The President of the Executive shall preside as President at every general meeting of the Association, or if there is no such President, or if he or she is 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 President of the meeting.
- 11.7. If at any meeting no Executive Member is willing to act as President 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 President of the meeting.
- 11.8. The President 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.
- 11.9. Where there is an equality of votes the President of the meeting shall be entitled to a second or casting vote.

## **12. Matters Reserved to the 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:

- 12.1. to make any alteration, addition or amendment to these rules:
- 12.2. to wind up the Association;
- 12.3. to remove an Executive Member;
- 12.4. to employ any person on remuneration exceeding €1 gross per annum;
- 12.5. to incur capital expenditure, whether on one or more projects in excess of €1 in any calendar year;
- 12.6. to change the name of the Association.

## **13. Notice of General Meetings**

- 13.1 A meeting of the Association, other than an adjourned meeting, shall be called:
  - i) in the case of the annual general meeting, by not less than 21 days' notice;

ii) in the case of an extraordinary general meeting, by not less than 7 days' notice.

- 13.2 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.
- 13.3 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.
- 13.4 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.
- 13.5 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.

#### **14 Votes of Members**

Where a matter is being decided, every Voting Member present in person shall have one vote, but so that no individual member shall have more than one vote.

#### **15 The Executive (Charity Trustees)**

- 15.1 The number of the Executive Members shall be not less than three (3) and unless and until determined by the Association in general meeting, not more than five (5). The first Executive Members are to be confirmed.
- 15.2 The first Executive Members shall be elected at the first meeting of the Association on 30<sup>th</sup> November 2016. It will be necessary to appoint a President, Vice-President and Treasurer. These will be members of the Executive Committee duly selected by the Voting Members.
- 15.3 No remuneration shall be payable to any of the Executive Members in respect of his/her services as Executive Member or on any committee of the Executive. The 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.
- 15.4 The business of the Association shall be managed by the 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 Executive which would have been valid if that direction had not been given.
- 15.5 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 Executive shall from time to time by resolution determine.
- 15.6 The Association shall keep minutes:
- 15.6.1 of the names of the Executive Members present at each meeting of the Executive and of any committee of the Executive;
- 15.6.2 of all resolutions and proceedings at all meetings of the Association and, of the Executive Members and of committees of the Executive.

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

## **16 Rotation of Executive Members**

- 16.1 The Executive Members will be elected at the first meeting of the Association. The President will be elected for a term of two years. The Vice-President will be elected for a term of two years and will automatically be appointed as President at the end of that term. The Treasurer will be appointed for two years with a provision for re-election for two further terms of two years.
- 16.2 At the Annual General Meeting in every subsequent year, one-third of the Executive for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. The Executive Members to retire in every subsequent year shall be those who have been longest in office since their last election, but as between persons who became Executive Members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 16.3 A retiring Executive Member shall be eligible for re-election after a break of at least two years.
- 16.4 The Association, at a meeting at which an Executive Member retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default of the Association doing so, the retiring Executive Member shall, if offering himself for re-election, be deemed to have been re-elected, unless (a) at such meeting it is expressly resolved not to fill such vacated office; or (b) a resolution for the re-election of such Executive Member has been put to the meeting and lost.
- 16.5 No person other than an Executive Member retiring at the meeting shall, unless recommended by the Executive, be eligible for election to the office of Executive Member at any general meeting unless, not less than three nor more than 7 days before the date appointed for the meeting, there has been left at the Association's principal place of business (a) notice in writing, signed by a member of his/her intention to propose such a person for election, and (b) notice in writing signed by the person concerned of his/her willingness to be elected.
- 16.6 The Association may remove any Executive Member before the expiry of his/her period of office.
- 16.7 The Executive may at any time appoint any person to be an Executive Member, either to fill a casual vacancy or as an addition to the existing Executive Members, but so that the total number of Executive Members shall not at any time exceed the number, if any, provided for in these Rules. Any Executive Member so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election.

## **17. Proceedings of the Executive**

- 17.1 The Executive may meet together 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 President shall have a second or casting vote.
- 17.2 The quorum for meetings of the Executive may be fixed by the Executive and, unless so fixed, shall be three (3) whereby one of the 3 is President or Vice-President.

- 17.3. If their number is reduced below the necessary quorum, the continuing Executive Member(s) may act for the purpose of increasing the number of Executive Members to that number or of summoning a general meeting of the Association, but for no other purpose.
- 17.4. If at any meeting the President is not present within 15 minutes after the time appointed for holding it, the Executive Members present may choose one of their number to be President of the meeting.
- 17.5. The Executive may delegate any of its powers to committees consisting of such member or members of the 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 Executive.
- 17.6. The 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.
- 17.7. 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.

## **18. 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 his or her 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).

## **19. Trustees for the purpose of holding property of the Association**

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 Executive Committee may, in accordance with the main objects, direct. The Trustees shall, at the request of the 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 Executive Committee shall direct. 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. 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 Executive Committee for that purpose. The number of the Trustees shall be not less than three. The Association in general meeting shall have the power of appointing new Trustees.



We, the several persons whose names and addresses are subscribed, wish to form the Association or association herein named.

Names, Addresses and Signatures of Founding Members
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# Definitions

## **Association**

Means Irish Association of Pharmacologists

## **Member**

A person or organisation admitted under an of the categories stipulated herein

## **Executive Committee**

The Governing Association duly elected for managing the affairs of the Association.

## **President**

The individual member of the Executive Committee, duly elected as president by Voting Members at the first meeting of the association The President will be elected for a term of two years and thereafter automatically replaced by the then serving Vice President

## **Vice President**

The individual member of the Executive Committee duly elected as Vice-President by Voting Members at the first meeting of the Association. The Vice-President will be elected for a term of two years and will automatically be appointed as President at the end of that term. Following this appointment, a new Vice President, being a current member of the Executive Committee shall be duly elected by the Voting Members at the Annual General Meeting.

## **Treasurer**

The individual member of the Executive Committee duly elected as Treasurer by Voting Members at the first meeting of the Association. The Treasurer will be appointed for two years with a provision for re-election for two further terms of two years. Where the provision for re-election is not exercised a new Treasurer, being a current member of the Executive Committee shall be duly elected by the Voting Members at the Annual General Meeting.

## **Managing Secretary/Administrator will be based in the Office of the Association at the Department of Pharmacology, University College Cork.**

The Managing Secretary/Administrator does not sit on the Executive Committee and will be in attendance at meetings.