

Memorandum of Association

Articles of Association

Bye-Laws



The Institute of Community Health Nursing



Institutes' Crest

The two semi-circles are like two stylized hands protecting and caring for the central unit, which can be the family with its members or a community containing several families of groups

COMPANIES ACTS 1963 to 1982

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF THE INSTITUTE OF COMMUNITY HEALTH
NURSING

1. The name of the Company (hereinafter called "The Institute") is the Institute of Community Health Nursing.

2. The main object for which the Institute is established is:-

2.1 To construct and promote nursing programmes that are intimately related to community needs and health practice.

and the following objects are subsidiary to the main object:-

2.2 To identify the nursing health needs of the Community particularly among vulnerable or at risk groups.

2.3 To identify demands or needs of nursing health services which are not actually provided or utilised

2.4 To advance the knowledge of community health nursing as a system of care, in all its branches

2.5 To promote the principle that people in a community have a potential for continued individual development and responsibility for their own health.

2.6 In order to promote the well-being of the vulnerable groups in the community, to stimulate interest and research in such areas as primary health care.

2.7 To evaluate the scope and complexity of the nursing health needs in the Community and the impact of the nursing service in meeting them.

3. The powers of the Institute shall be:

3.1 (a) To form a library of books, works, manuscripts and films in document and electronic format

(b) To arrange lectures, discussions, seminars and conferences;

(c) To print, publish, illustrate, translate, sell, lend or distribute any information relating to the objects or proceedings of the Institute.

3.2 To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation fund for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Institute and the

wives, widows, families and dependants of any such persons, and make payments to or towards the insurance of any such person as aforesaid.

3.3 To purchase, take or lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any building or erections necessary or convenient for the work of the Institute.

3.4 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be thought expedient with a view to the promotion of its objects.

3.5 To undertake and execute any trusts which may lawfully be undertaken by the Institute and may be conducive to its objects.

3.6 To borrow or raise money for the purposes of the Institute in such terms and on such security as may be thought fit.

3.7 To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.

3.8 To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Institute or calculated to further its object.

3.9 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Institute shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if it were an object of the Institute would make it a Trade Union.

4. The income and property of the Institute, whence-so-ever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Institute.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Institute or to any member of the Institute, in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Institute but so that no member of the Council of the Institute shall be appointed to any salaried office of the Institute, or any office of the Institute paid by fees, and that no remuneration or other benefit in money or kind shall be given by the Institute to any member of such Council, except repayment of out-of-pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Institute provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council may be a member, and in which such member shall not hold more than one

hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. No addition, alteration or amendment shall be made to the objectives of the Company, such that there would be non-compliance with the requirements of section 24(1) (a) and (b) of the Companies Act 1963, as provided for in the provisions of the memorandum of associations for the time being in force unless the same shall have been previously submitted and approved by the Registrar of Companies.
6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Registrar of Companies to the Institute in pursuance of Section 24 of the ~Companies Act, 1963.
7. The liability of the members is limited.
8. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Institute contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one euro.
9. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

WE, the several persons whose names and addresses are subscribed, wished to be formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers.

COMPANIES ACTS 1963 TO 1982

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF THE INSTITUTE OF COMMUNITY HEALTH
NURSING

1. In the Articles, unless there is something in the subject or context inconsistent therewith:- “The Institute” means the above-named Institute. “The Council” means the members for the time being of the Council hereby constituted. “In writing” means written or printed, or partly written or partly printed.
- 2 The Institute is established for the purposes expressed in the Memorandum of Association.
- 3 These Articles shall be construed with reference to the provisions of the Companies Act, 1963, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act. In these Articles words importing the masculine gender only shall be taken to include the feminine gender.
- 4 The provisions of Clause 4 of the Memorandum of Association relating to the application of the income and property of the Institute shall have effect and be observed as if the same were repeated in these Articles.
5. The subscribers to the Memorandum of Association of the Institute and such other persons as shall be admitted to membership in accordance with these Articles, and none others, shall be members of the Institute, and shall be entered in the Register of Members accordingly.
6. There shall be a Council of the Institute (hereinafter referred to as ‘the Council’) consisting of such number of members with such qualifications and to be elected or constituted as such members of the Council in such manner and to hold office for such period and on such terms as to re-election and otherwise as the By-Laws for the time being of the Institute (hereinafter referred to as ‘the By-Laws’) shall direct. It is expressly declared that the Council shall have power to make By-Laws for the regulation of the following matters:-
 - 6.1 As to the privileges of Honorary Members.
 - 6.2 As to the benefits to be enjoyed by Associate Members, Student Members and Subscriber Members.
 - 6.3 As to the form of proposal of persons for election to membership of the Institute.
 - 6.4 As to the payment of, the amount of, and the time or times for payment of entrance fees, annual subscriptions and life composition fees and as to all matters pertaining to the payment or non-payment of fees and subscriptions by the Members.

6.5 As to the procedure for the nomination and election of Members of the Council.

6.6 As to the terms of office of the President, Vice-Presidents, Honorary Secretary, Honorary Treasurer and ordinary Members of the Council.

6.7 As to the retirement of Members and the manner in which membership of the Institute may be terminated.

6.8 As to the rights and privileges which shall be accorded to the Members of the Institute.

6.9 As to committees of Members in connection with the management of the Institute, and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of Members of any such committees.

6.10 As to the persons eligible for membership of the Institute.

6.11 As to abbreviated titles and description of membership.

Provided that no By-Law shall be made under this power which would amount to such an addition to or alteration of these Articles as could legally only be made by a Special resolution passed in accordance with Section 141 of the Companies Act, 1963.

7. Of the Members of the Council one shall be President and three or more shall be the Vice-Presidents of the Institute, one shall be Honorary Treasurer and one shall be Honorary Secretary. The said President, and vice-Presidents, Honorary Treasurer and Honorary Secretary shall be elected in such manner and shall hold office for such period and on such terms as to re-election and otherwise as the By-Laws shall direct.

8 The first Members of the Council shall be elected by the subscribers to the Memorandum of the Institute. The first Council shall hold office until the first Annual General Meeting of the Institute which shall be held not more than two years after the incorporation of the Institute.

9 The government and control of the Institute and its affairs shall be vested in the Council subject to the provisions of the Memorandum and Articles of Association of the Institute and to the By-Laws. The business of the Council shall be conducted in such manner as the Council may from time to time determine.

10 Unless and until the By-Laws shall otherwise provide there shall be six classes of members of the Institute, namely

Honorary Fellows
Fellows
Members
Associate Members
Student Members
Associates

The Honorary Fellows, Fellows and Members shall be known hereinafter in these Articles as Corporate Members and the Associate Members and Associates and Students shall be known as Noncorporate Members.

Any other class may be created if when proposed by Council it is approved by a majority of at least two-thirds of the Corporate Members of the Institute at the Annual General Meeting present and voting.

11 The Council shall alone have power to decide conclusively whether any person proposed for or seeking admission to any class of membership or a Subscriber of the Institute has satisfied the conditions of election specified in these Articles and in the By-Laws.

12 The Meetings of the Institute shall be of such classes and shall be held for such purposes as may from time to time be prescribed by the By-Laws and the rights of the several classes of Members and Subscribers of the Institute of attending and voting at the said meetings shall be such or subject to such restrictions as may be so prescribed.

13 The By-Laws set forth hereto shall be the second By-Laws of the Institute (October 2010) and shall remain in force until the same shall be amended in manner hereinafter provided.

14 The Corporate Members of the Institute and those Noncorporate Members of the Institute entitled to attend and vote at General Meetings as the By-Laws shall direct or a majority of not less than three-fourths of such persons present in person or by proxy and voting at any duly convened Special General Meeting of such members with respect to which not less than twenty-one days' notice has been given of the matters to be taken into consideration thereat, shall have power from time to time to make and when made to amend such By-Laws as to them shall seem requisite and convenient for the regulation, government and advantage of the Institute, its members and property, and for the furtherance of the object and purposes of the Institute, provided that no such By-Laws or amendment thereof shall be repugnant to the provisions of the Memorandum and Articles of Association of the Institute.

15 The Council may from time to time, by a Resolution in that behalf passed at a meeting by a majority of not less than three-fourths of the members of the Council present and voting (being an absolute majority of the whole number of members of the Council) and confirmed by a majority of not less than three-fourths of the Corporate Members of the Institute and those Noncorporate Members of the Institute entitled to attend and vote at General Meetings as the By-Laws shall direct, present in person or by proxy and voting at a Special General Meeting of such held not less than one calendar month nor more than four calendar months afterwards with respect to which not less than twenty-one days' notice has been given of the intention to propose such confirmation, amend or add to these Articles of Association, and every such amendment and addition shall be when allowed become effectual.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

16. Alterations or additions to the Articles of Association must be submitted to and approved of by the Registrar of Companies before being passed, and can only be made by Special Resolution at an Extraordinary General meeting called for that purpose and submitted on Form G1 to the Registrar of Companies.

COMMON SEAL

17 The Council may provide a Common Seal of the Institute and make rules for the safe custody and for the use thereof. The Seal of the Institute shall not be affixed to any instrument except by the authority of a Resolution of the Council and in the presence of at least two Members of the Council and of the Secretary or such other person as the Council may appoint for the purpose; and such two Members of the Council and Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Institute is so affixed in their presence.

18 The Institute acting by the Council, may exercise all the power given by Section 41 of the Companies Act, 1963.

NOTICES

19 Any notice in writing may be given by the Institute or the Council to any Member either personally or by sending it by post to him to his registered address.

20 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and the notice shall be deemed to have been served on the day next but one following that on which the same is posted.

AUDIT

21 Once at least in every year the account of the Institute shall be examined and the correctness of the income and expenditure account and Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.

22 Auditors shall be appointed each year at the Annual General Meeting.

WINDING UP

The provisions of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Institute shall have effect and be observed as if the same were repeated in these Articles.

Provided that if any changes or amendments are proposed in the Memorandum and Articles of Association, they should be submitted to the Registrar of Companies and to the Revenue Commissioners for their prior approval.

BY-LAWS of THE INSTITUTE OF COMMUNITY HEALTH NURSING

1 In these By-Laws ‘the Institute’ means The Institute of Community Health Nursing. ‘The Memorandum’ and ‘the Articles of Association’ means The Memorandum of Association and The Articles of Association granted on 29th September, 1985, as amended from time to time.

2 In these By-Laws which shall be read in conjunction with the Memorandum and Articles of Association, ‘The Council’ means ‘The Council of the Institute duly appointed for the time being’.

‘Executive Officer’
means ‘The Executive Secretary and any other person holding executive positions being appointed thereto by the Council’.

‘These By-Laws’
means ‘These By-Laws as from time to time are amended in accordance with the Memorandum and Articles of Association’.

‘Corporate Members’
means ‘Those persons admitted as Honorary Fellows, Fellows and Members under the provisions of the Memorandum, Articles of Association and these By-Laws’.

‘Noncorporate Members’
means ‘Those persons admitted as Associate Members, and Students under the provisions of the Memorandum, Articles of Association and these By-Laws’.

‘Members’
means ‘Corporate Members and Noncorporate Members’.

‘Subscribers’
means ‘Those persons admitted as Subscribers under the provisions of the Memorandum, Articles Association and these By-Laws’.

‘Seal’
means ‘The Common Seal of the Institute’.

‘In writing’
means ‘Written, printed or partly one and partly another and other modes of representing or reproducing words in a visible form’.

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. The headings are inserted for convenience only and shall not affect the construction of these By-Laws.

3 The Corporate Members of the Institute shall consist of Honorary Fellows, Fellows and Members. The Noncorporate Members of the Institute shall consist of Associate Members, Subscribers and Students.

QUALIFICATIONS FOR MEMBERSHIP

Corporate Members (Voting)

4 Honorary Fellows

Distinguished persons intimately connected with community health nursing or allied thereto whom the Institute especially desires to honour for exceptionally important services in connection therewith, and any distinguished person whom the Institute may desire to honour for service to the Institute or whose association therewith is of benefit to the Institute, shall be eligible to become Honorary Fellows of the Institute. The total number of Honorary Fellows for the time being shall not exceed twenty, no more than a third of which should be overseas fellows.

5 Fellows

Every candidate for election or transfer to the class of Fellow of the Institute:

(a) shall be a Member of the Institute or shall have been educated and registered as a Community or Public Health Nurse in a manner satisfactory to the Council and in addition either

- i. have had experience for not less than seven years of responsible work in a specialised area of community health nursing or its applications which shall satisfy the Council; or
- ii. have had experience for not less than ten years in responsible work which demands a knowledge of community health nursing which shall satisfy the Council for the purposes of this Clause of this By-Law;

Or

(b) although not possessing an academic qualification recognised by the Council for the purposes of Clause (a) of this By-Law shall have made such **outstanding** contributions either to community health nursing or to the profession of community health nursing, through means demanding a sufficient knowledge of community health nursing as shall make it desirable, in the opinion of the Council, that he shall be a Fellow of the Institute.

6. Members

Every candidate for election to the class of Member of the Institute shall have received a general education approved by the Council as either:

(i) have been educated and registered as a nurse in a manner satisfactory to the Council and have obtained a diploma and been registered in Community or Public Health Nursing recognised by the Council for the purposes of this Clause of this By-Law;

Or

- (ii) have been educated as a nurse or a midwife registered with An Bord Altranais and have worked as a member of a Community or Public Health Nursing team for at least one year

Or

(iii) have obtained a specialist post registration diploma or degree and are working closely with the Public Health nursing or Primary Care Team for at least one year

Authorised Titles

7. The authorised titles and abbreviations therefore of persons belonging to the various classes of Corporate Membership shall be:

Honorary Fellow of the Institute of Community Health Nursing (Hon FICHN)

Fellow of the Institute of Community Health Nursing (FICHN)

Member of the Institute of Community Health Nursing (MICHN)

Associate Member of the Institute of Community Health Nursing (AMICHN)

Non-corporate Members (Non Voting)

8. Students

Subject to such additional regulations and conditions as the Council may from time to time prescribe, the Council may admit as a Student of the Institute any person who at the time of application:

is a student in Community or Public Health Nursing under such conditions as satisfy the Council that he has passed the appropriate nursing examination.

9. Associate members

Subject to such additional regulations and condition as the Council may from time to time to prescribe, the Council may admit as Associate member education bodies/institutes and other professional bodies.

10. Subscribers

By Resolution of the Council (9th August 1990) and subsequently approved by the Annual General Meeting (8th September 1990) a new class of membership called Subscriber was created to facilitate the association of health-related industries with the work of the Institute. Each Organisation accepted for membership by the Council will nominate a Director or other person as representative of the Organisation

Election to Corporate Membership

11. Every application for election or transfer to the class of Fellow or Member of the Institute shall be in a form prescribed by the Council and shall be signed by the applicant, the proposer

and the supporter or supporters of the application and shall be accompanied by a Declaration in the form set out in the Appendix to these By-Laws and signed by the Applicant.

12. Every Member who is elected shall be informed of his election by the Executive Secretary who shall also send him a copy of the Memorandum and Articles of Association and these By-Laws. The President and Secretary of the Institute shall countersign all successful applications.

13. No election shall become effective until the entrance fee and annual subscription payable on such election or transfer shall have been paid.

Honorary Fellows

14. A candidate for Honorary Fellowship shall be nominated only by the Council.

Fellows

15. A candidate applying for election or transfer to the class of Fellow of the Institute shall be proposed by one Fellow of the Institute who knows the candidate personally and supported by one or more Fellows of the Institute who also know the candidate personally.

Members

16. Election to Corporate Membership shall be decided by the Council at a meeting of the Council. No record shall be made in the Minutes of the meeting of the Council of the names of the candidates not elected, but such a record may be made in the Minutes of a meeting of a Committee of the Council. The Council shall not be required to give its reason or reasons for refusing to elect a candidate.

17. The Council may re-admit to Corporate Membership to the class to which he formerly belonged any person whose Corporate Membership has terminated, provided he has satisfied the Council that he is worthy of such re-admission and pays such amounts in respect of entrance fee or arrears of fees and subscriptions as the Council may determine.

Election to Non-corporate Membership (Non voting)

18. Every application for election or transfer to any class of Non-corporate Membership shall be in a form prescribed by the Council and shall be signed by the applicant and (if appropriate to the application under the following By-Laws) the proposer and/or the supporter or supporters of the application and shall be accompanied by a Declaration in the form set out in the Appendix to these By-Laws and signed by the applicant.

19. Every Non-corporate Member who is elected shall be informed of his election by the Executive Secretary, who shall also send him a copy of the Memorandum and Articles of Association and these By-Laws. The President and Secretary of the Institute shall countersign all successful applications.

Students

20. A candidate for admission as a Student of the Institute shall be supported by a person who knows the candidate personally and is either a Corporate Member or such other person as shall satisfy the Council.

21. A student shall cease to be a Student at the end of the year in which he becomes eligible for transfer to the class of **Member of the Institute** or at the expiry of two years from the date of his admission as a Student, whichever is the shorter, unless the Council upon the receipt of a written application from him allows him to remain a Student.

Associates

22. Institutions seeking admission as Associates of the Institute must demonstrate to the Council an understanding and commitment to Community Health Nursing.

23. The Executive Director shall nominate suitable institutions to the Council to consider as potential Associate member of the Institute.

24. The following By-Laws shall apply, mutatis mutadis, to all Students and Associates: By-Laws 13, 16, 17.

Subscribers

25. In order to qualify as a Subscriber of the Institute a candidate must satisfy the Council that he has sufficient technical knowledge to be likely to profit from participation in the Institute's activities.

26. A candidate for admission as a Subscriber shall be proposed by a Corporate Member of the Institute who knows the candidate personally or by repute in circumstances approved by the Council for this purpose.

27. The following By-Laws shall apply mutatis mutandis, to Subscribers: By-Laws 17, 18, 19,

28. The Council may at its discretion terminate all connection with the Institute of any Subscriber of the Institute and upon such termination such Subscriber shall cease to be a Subscriber of the Institute or to be entitled to any of the privileges of a Subscriber.

Election to Membership in Exceptional Circumstances

29. Notwithstanding the provisions of these By-Laws the Council may, in exceptional circumstances of qualifications, experience or achievements in community health nursing or a training allied thereto and with the approval of three-fourths of those present and entitled to vote at a meeting of the Council, elect candidates to an appropriate class of membership.

Register of Members

30. The Council shall cause a Register to be kept of the names of all the members, showing the class to which each belongs and giving his last known address.

Fees and Subscriptions

31. Honorary Fellows of the Institute shall not be required to pay any entrance fee, annual or other subscription.

32. Save as hereinafter provided the following shall be the fees payable by Fellows and Members of the Institute;

(a) Each candidate for election to Fellowship of the Institute or election or transfer to Membership of the Institute shall pay an application fee as decreed at the Annual General Meeting for each application which shall be credited to him towards payment of his entrance or transfer fee if the application be successful but a Member of the Institute applying for transfer to the class of Fellow of the Institute shall not be required to pay an application fee.

(b) Each Fellow of the Institute shall pay an entrance fee and an annual subscription as decreed at the Annual General Meeting but a Member of the Institute on becoming a Fellow shall pay a transfer fee in lieu of entrance fee but such a Member shall not be required to pay a transfer fee or entrance fee provided he has been a member for at least five years.

(c) All others Members both corporate and non-corporate of the Institute shall pay an entrance fee and an annual subscription.

(d) Retired members who have been members of the Institute for more than 2 years shall be eligible for a 50% reduction in the annual subscription

33. The annual subscriptions will be reviewed and determined by the Executive Committee of the Council and approved at the Annual General Meeting.

34. Each Subscriber shall pay an annual fee agreed by Council. He is not required to pay any entrance fee.

Provided he is not in arrear with the payment of his fee each Subscriber shall be entitled to participate in such activities of the Institute and to such other privileges as the Council may from time to time agree.

35. The Corporate Members of the Institute entitled to attend and vote at General Meetings as these By-Laws shall direct or a majority of not less than three-fourths of such members present in person or by proxy and voting at any duly convened General Meeting of such members with respect to which not less than twenty-one days' notice has been given of the matters to be taken into consideration thereat shall have power from time to time to approve a variation in or the suspension or abolition of any of the fees and subscriptions payable under By-Laws 32, 33, and 34, providing that any increase under this By-Law shall not exceed in aggregate seventy-five per centum of the current amounts.

36. Save as hereinafter provided there shall become due from each member upon his election the entrance fee or transfer fee and the first annual subscription appropriate to the class to which he is elected by a member elected or transferred after the thirtieth day of September in any year may be exempt from payment of a further annual subscription until the first day of the second January after his election.

37. Subject to the provision of By-Law 31, subscriptions for any year shall be due on the first day of the member's joining month.

38. The Council may in any special case reduce or remit the entrance fee, transfer fee or annual subscription or the arrears of annual subscriptions of any member.

39. All matters of doubt or of difficulty relating to subscriptions or fees shall be decided by the Council.

Professional Conduct

40. Every member shall, so long as he is a member, act in a manner worthy of the honour and interests of the profession of community health nurses and of the Institute and he shall do nothing that may bring the profession of nurse or the Institute into disrepute.

Termination of Membership

41. Any member may resign his membership by depositing at the office a notice in writing signed by him and stating that he resigns his membership and he shall thereupon cease to be a member. Provided nevertheless that the Council may request him to withdraw his resignation and in the event of such withdrawal within such time as the Council may specify or if no time is specified within one calendar month of such request the resignation shall be deemed never to have been made. Such withdrawal shall not invalidate any prior act of the Institute or of its Council or Officers or of any meeting held or conducted by the Institute or for which the Institute is responsible which would have been valid if that withdrawal had not been made.

Expulsion from Membership

42. Any member who shall in the opinion of the Council have wilfully acted in contravention of the Memorandum and Articles of Association, By-Laws and regulations of the Institute or who shall in the opinion of the Council have been guilty of such conduct as shall have rendered him unfit to continue to belong to the Institute shall be liable to have his membership terminated if the Council shall so decide. The Council shall in every such case provided that the allegation is in the opinion of the Council properly vouched for and supported by sufficient evidence investigate and take the matter into consideration, and if in the opinion of the Council it is expedient to appoint a Committee of the Council to make, or assist in making, the investigation, they shall appoint a Committee accordingly consisting only of Corporate Members and shall cause such Committee to report to the Council and the Council may adopt or reject such report wholly or in part. The Council shall give the member concerned an opportunity of attending before the Council or any such Committee to defend himself and meet any of the accusations made against him and if the Council does not find reason justifying the expulsion of the member no entry thereof shall be made in the Minutes nor shall any public announcement thereon be made – but if the Council decides that the said member must cease to be a member the Honorary Secretary shall serve upon him a notice advising him to resign. If the member duly resigns no entry in the Minutes nor any public announcement on the subject shall be made; but if the member does not give notice of his resignation within one calendar month of service of the said notice the Honorary Secretary shall serve upon the said member a further notice declaring his expulsion and thereupon such member shall cease to be a member and he shall not be eligible for admission to any class of membership of the Institute until such time as the Council may determine.

43. Where ten or more Corporate Members consider the expulsion of any member to be expedient and they draw up and sign a proposal for such expulsion stating the grounds therefore

and deliver such proposal to the Honorary Secretary for consideration by the Council the proceedings thereafter shall be in accordance with By-Law 40.

44. No decision of the Council to terminate the membership of any member in accordance with By-Law 40 shall be valid unless at least three out of every four votes cast are in favour of such termination and unless at least nine votes are cast in favour of such termination.

45. Where any member shall be adjudicated bankrupt or convicted in any Court of Law of any indictable offence or become of unsound mind the Council may without any such steps as aforesaid decide that his membership shall be terminated and the Honorary Secretary shall serve notice of such decision upon the said member.

46. In the event of non-payment by a member of any fee or subscriptions due from him to the Institute within six calendar months after the same became due, his membership may be terminated by Resolution of the Council.

If any person elected or transferred as a member shall fail to pay fees or subscriptions due from him upon such election or transfer the Council may at any time after six calendar months from the date of such election or transfer declare such election or transfer void but such declaration shall not invalidate any prior act of the Institute or its Council or Officers or of any meeting of any members which would have been valid if that declaration had not been made.

47. A member resigning or removed during the currency of any year before payment of his annual subscription for such year shall remain liable to pay his subscription for such year notwithstanding his resignation or removal.

48. Any member who shall resign or be expelled from or shall otherwise cease to be a member of the Institute, shall forthwith return to the office all such books and other property of the Institute or for which the Institute is responsible, as he may have in his custody, and he shall remain liable for the payment of all moneys due from him at the date of his resignation, expulsion or cessation of membership.

49. The rights, privileges and obligations of every member of the Institute shall be personal to himself and shall not be transferable or transmissible by his own act or by operation of law. Such rights, privileges and obligations shall be subject to the Memorandum and Articles of Association and to these By-Laws and may be varied or abrogated by any amendments to the Memorandum and Articles of Association and to these By-Laws without any sanction, approval, consent or resolution by any individual or class or other means in addition to the procedure laid down by Articles 14 and 15 of the Articles of Association.

Distribution of Publications

50. A member whose fee or annual subscription is not more than six months in arrear shall be entitled to receive a copy of any matter published by or on behalf of the Institute upon such terms as the Council shall determine.

General Meetings

Annual General Meetings

51. The Institute shall within two years following that in which the Memorandum and Articles of Association were granted and in each subsequent year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Extraordinary General Meetings

52. In addition to the Annual General Meeting the President or the Council may at any time and shall upon the receipt of a written requisition signed by not less than fifty Corporate Members of the Institute stating the objects of the meeting and deposited at the office forthwith proceed to convene an Extraordinary General Meeting to be held within two months from the date of the receipt of the requisition. In default the requisitionists or any other fifty or more Corporate Members may themselves convene an Extraordinary General Meeting for such purposes only as shall be specified in the requisition to be held on such day and at such place as the persons convening the same may determine, provided that such Meeting is held within three months after the expiration of the aforesaid period of two months. A meeting convened by the requisitionists shall be convened as nearly as possible in the same manner as a meeting convened by the President or the Council.

Notices of Meetings

53. An Annual General Meeting shall be called by twenty-one days' notice in writing at the least and any other General Meeting shall be called by fourteen days' notice in writing at the least given to all Corporate Members in the manner herein prescribed.

54. The accidental omission to give notice of any meeting to or the non-receipt of the notice by any Corporate Members shall not invalidate the proceedings at any meeting.

Procedure

55. All business that is transacted at an Extraordinary General Meeting and all business that is transacted at an Annual General Meeting, with the exception of the election of the Honorary Officers and other members of the Council, the consideration of the income and expenditure account and balance sheet, and the ordinary reports of the Council, Treasurer and Auditors the appointment of Auditors and the fixing of their remuneration and business relating thereto, shall be deemed special.

56. At every General Meeting twenty Corporate Members present in person at the commencement of the business shall be a quorum, unless otherwise expressly provided by these By-Laws. If within fifteen minutes from the time appointed for a meeting a quorum is not present, the meeting if convened on the requisition of the Corporate Members shall be dissolved. In any other case it shall stand adjourned to the same day in the following week at the same time and at the same place as the Chairman at such meeting shall announce thereat, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting then the Corporate Members present shall be a quorum.

57. The President or failing him one of the Vice-Presidents (to be selected by the meeting), shall preside at every General Meeting of the Institute.

58. The Chairman may, with the consent of the meeting, adjourn a General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a General Meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

59. At any General Meeting a Resolution put to the vote of the meeting shall be decided on by a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded in accordance with these By-Laws, and unless a poll is so demanded, a declaration by the Chairman that a Resolution had been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the Resolution.

60. A poll may be demanded by the Chairman of any General Meeting or by any fifteen Corporate Members present personally or by proxy and entitled to vote thereat, or by a Corporate Member or Corporate Members so present and entitled and representing one-tenth of the total voting rights of all the Corporate Members having the right to vote at the meeting, and if so demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith or if on any other question so demanded shall be taken in such manner and at such time within twenty-eight days next after such demand and at such place as the Chairman of the meeting directs and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded. A demand for a poll may with the Chairman's consent be withdrawn at any time before the result of the poll is announced or the meeting at which such demand is made is terminated or adjourned, whichever shall first happen.

Votes of Members

61. Votes may be given at all General Meetings either personally or by proxy. In the case of a vote by a show of hands every Corporate Member present in person and entitled to vote at such meeting shall have one vote. In case of a vote by poll, every Corporate Member present in person or by proxy and entitled to vote at such meeting shall have one vote. Only Corporate Members shall be entitled to attend and vote at General Meetings.

62. No person shall be appointed a proxy who is not himself entitled to vote at a meeting for which the proxy is given.

63. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney and whether given for a specified meeting or otherwise shall as nearly as circumstances will admit be in the form or to the effect following:

The Institute of Community Health Nursing

I,
of
being a Corporate Member entitled to vote, hereby appoint the Chairman of the Meeting or
failing him
of

as my proxy to vote for me and on my behalf at the Annual (or Extraordinary as the case may be) General Meeting of the Institute to be held on the day of 20

and at any adjournment thereof

AS WITNESS my hand this

Day of 20

Signature

delete as appropriate

I desire to vote * in favour of
against

The Resolution(s)

** Note. Unless otherwise directed the proxy holder will vote as he thinks fit.

64. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the proxy proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of six months from its date except on a poll demanded at a meeting held within the said six months but adjourned to a date or dates later than the said six months.

65. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy unless previous intimation in writing of the death or revocation shall have been received at the office.

66. In the case of an equality of votes at any meeting whether on a show of hands or on a poll the Chairman of the Meeting shall be entitled to a second or casting vote.

Meetings other than General Meetings

67. The Council may at its discretion arrange for meetings of Corporate Members and such other persons as the Council shall decide to be held for the advancement and dissemination of education in Community Health Nursing or of matters considered by the Council likely to further the objects of the Institute by means of lectures, discussions or otherwise. The Council shall determine the conditions of admission to such meetings, and the manner in which they shall be conducted.

68. (a) The Annual Representative Meeting shall be constituted as follows:

The President, Vice-Presidents, Honorary Secretary, Honorary Treasurer, all other members of the Council, and all other Honorary Officers that are from time to time appointed by the Council; the Chairman and Honorary secretaries of the Branches and Groups; the Past Presidents of the Institute able and willing to serve; at least ten other Corporate Members appointed by the Council.

(b) At least once a year the Annual Representative Meeting shall advise the Council on the affairs of the Institute generally.

(c) The business of the Annual Representative Meeting shall be conducted in such manner as the Council shall from time to time prescribe.

Meetings – General Provisions

69. No report of the proceedings at any meeting of or conducted by the Institute or any Branch or Group thereof or for which the Institute or any Branch or Group thereof is responsible shall be taken or published except with the consent of the Council obtained prior to such taking or publication.

70. Subject to the provisions of these By-Laws all meetings of or conducted by the Institute or for which the Institute is responsible shall be held at such times and places and shall be conducted as the Council may determine.

Branches and Groups

71. The Branches of the Institute shall be Branches created by the Council as hereinafter provided.

72. The Council may at its discretion upon receipt of a request to that effect from not less than five members resident in any district create a Branch in such district to further the objects of the Institute by holding meetings or otherwise.

73. The Council shall have power to dissolve a Branch.

74. Each Branch shall be constituted and its affairs shall be conducted in accordance with and subject to these By-Laws and in accordance with such rules and regulations and in such manner as may from time to time be approved by the Council. All Honorary Officers and the majority of the members other than Honorary Officers of any executive committee of each Branch shall be elected by members of that Branch from amongst Corporate Members.

75. Membership of a Branch shall be open to all members of the Institute without payment of any further fee in addition to that payable to the Institute by such a person in accordance with these By-Laws. A person shall ipso facto cease to be a member of a Branch if he ceases to be a member of the Institute.

76. The Council may contribute towards the formation and maintenance of a Branch from the general funds of the Institute. The Branch shall present its accounts annually or otherwise to the Council as the Council may require.

77. A Branch shall not, without the express prior authority of the Council, discuss with any outside body any matter of professional conduct or status.

78. The Groups shall be Groups created by the Council as hereinafter provided.

79. A member of the Institute may be a member of one or more Groups.

80. The Council may at its discretion upon receipt of a request to that effect from not less than five members create a specialised Group to promote the advancement and dissemination of a knowledge of some special branch of Community Health Nursing by the holding of meetings or otherwise.

81. Membership of a Group shall be open to all members of the Institute except subscribers.
82. Each Group shall be constituted and its affairs shall be conducted in accordance with and subject to these By-Laws, and in accordance with such rules and regulations and in such manner as may from time to time be approved by the Council. All Honorary Officers and the majority of the members other than Honorary Officers of any executive committee of each Group shall be elected by members of that Group from amongst the members of the Institute unless the Council otherwise determines.
83. The Group shall not discuss with an outside body on any matter whatsoever beyond those concerning arrangements for meetings or the supply of technical information for the benefit of the members of the Group, without the express prior authority of the Council.

Management of the Institute

Membership of the Council

84. The management and control of the Institute shall be vested in the Council. Only Corporate Members shall be eligible for service on the Council. The Council shall be constituted as follows:

The President;
The Immediate Past President;
Not less than two Vice-Presidents;
The Honorary Treasurer;
The Honorary Secretary;
An Ordinary Member from each Branch, elected by the Corporate Members of the Branch

85. (i) For equitable representation of all grades of Public Health Nursing, the Council must include three Directors of Public Health Nursing, three assistant directors of Public Health Nursing, three registered Public Health Nurses and three other corporate members. If by election this representation does not result, the Council may co-opt the necessary number to achieve it.
- (ii) Respecting the provision dealt with in (i) above, the Council may if it considers fit co-opt not more than two Corporate Members to Ordinary Membership of the Council.

86. All services on the Council shall be honorary and without remuneration. No salaried Executive Officer of the Institute shall be eligible to serve on the Council in any capacity.

87. Save as hereinafter provided eligibility for re-election shall be determined in accordance with By-Law 89 and By-laws 90 to 97 inclusive. Any casual vacancy occurring in the first and subsequent Councils may be filled by the Council.

88. For the purposes of By-Laws 89 to 97 inclusive a year means the period commencing on the first day of October in each year or at the date of the Annual General Meeting in that year whichever is the later and terminating on the following thirtieth day of September or on the last day before the following Annual General Meeting whichever is the later. Nevertheless, in reckoning the length of service on the Council of a Corporate Member appointed to fill a casual

vacancy in accordance with By-Law 87 the length of such service shall if less than six months be ignored and if more than six months shall be reckoned as one year as hereinafter defined.

Elections for the Council and Retirement

89. The President shall retire at the end of the **third year** after he has taken office and shall not be eligible for re-election.

90. At the end of each year the following members of the Council shall retire:

(i) In the event of the President retiring, the Immediate Past President;

(ii) All Vice-Presidents who shall have been Vice-Presidents for **four years consecutively** immediately preceding the end of such year and if there is **no vacancy** for a Vice-President then that Vice-President who shall have been Vice-President for the **longest continuous** period immediately preceding the end of such year; in the event of a tie the Vice-President to retire shall (unless the Vice-Presidents so tying otherwise agree among themselves) be determined by lot;

(iii) The Honorary Treasurer;

(iv) The Honorary Secretary;

(v) All Ordinary Members of the Council who at the end of such year shall have been Ordinary Members for **four** years consecutively immediately preceding the end of such year and if less than two and there are not two vacancies for Ordinary Members then so many of the Ordinary Members as shall have been longest in office as Ordinary Members and as shall be required to make the total of Ordinary Members retiring up to two; in the event of a tie the Ordinary Member or Members to retire shall (unless the Ordinary Members so tying otherwise agree among themselves) be decided by lot.

91. Save as otherwise provided in the By-Laws **retiring members of the Council shall be** eligible for re-election.

92. The **retiring President** shall serve on the Council as an Immediate Past President during the Presidential term of office immediately following his own service as President.

93. A **Vice-President** retiring in accordance with By-Law 90 (ii) **shall not** be eligible for re-election as a Vice-President at any time during the year following immediately after his retirement except for the purpose of his taking office after the thirtieth day of September immediately following such retirement.

94. The Honorary Treasurer and the Honorary Secretary shall be eligible for re-election to the Council provided that an individual's total continuous service in either or both of these offices does not exceed **five years**.

95. An Ordinary Member of the Council retiring in accordance with By-Law 90 (v) **shall not** be eligible for re-election as an Ordinary Member at any time during the year following immediately after his retirement except for the purpose of his taking office after the thirtieth day of September immediately following such retirement.

96. With the exception of the provision made in by-law 94 a member of the Council retiring in accordance with By-Law 90 (ii), (iii) and (iv) **shall not** be eligible for election as an Ordinary Member of the Council at any time during the year following immediately after his retirement except for the purpose of his taking office after the thirtieth day of September immediately following his retirement.

97. Any cases of doubt or difficulty regarding eligibility for office or service on the Council or retirement there from shall be decided by the Council.

98. The office of a member of the Council shall be vacated in any of the following events, namely:

(a) If he becomes bankrupt or compound with his creditors;

(b) If he becomes of unsound mind;

(c) If he resigns his office by writing under his hand addressed to the Honorary Secretary and left at the office;

(d) If he ceases for any reason to be a Corporate Member of the Institute;

(e) If he is removed from office by Resolution of the Corporate Members in General Meeting.

99. At least six weeks before the Annual General Meeting in each year the Council shall send to each Corporate Member notice of duly qualified persons whom it nominates as candidates for election at the said Annual General Meeting for the offices of President, Vice-President, Honorary Treasurer and Honorary Secretary and Ordinary Member of the Council.

100. After the notice mentioned in the last preceding By-Law, any five Corporate Members may nominate within two weeks of receipt by them respectively of such notice, but not later, any other duly qualified person as a candidate for election to any one or more of the said offices by depositing such nomination in writing at the office together with written consent of the nominee to accept office if elected. No Corporate Member may nominate more than one candidate in any year for any one vacancy.

101. Not later than twenty-one days before each Annual General Meeting the Council shall send to each Corporate Member a ballot paper containing the names of all persons duly nominated as candidates for election to the Council and stating which of the said candidates are nominated by the Council and giving the names of the Corporate Members by whom each of the other candidates (if any) is nominated. Provided that if no candidate or candidates has or have been nominated by the Council shall be deemed to be duly elected and no ballot papers shall be issued. The names of those deemed to have been elected and the offices which they are respectively to fill shall be circulated to Corporate Members for their information.

102. In the case of contested election to any office each Corporate Member voting shall make a cross against one or more names of candidates on his ballot paper, such crosses not to exceed the number of persons to be elected to that office; the ballot papers shall be deposited at the office not later than forty-eight hours before the time for which the Annual General Meeting is convened, at which such election is to take place. Any ballot paper found by the scrutineers to violate these provisions shall be cancelled.

103. Two or more scrutinisers shall be chosen by the Council not later than seven days before the Annual General Meeting. The ballot papers shall be delivered unopened to the scrutinisers, who shall open and examine them and count the votes and report the result to the Chairperson of the Annual General Meeting. In the event of a tie for any office, the scrutinisers shall submit the names of the candidates so tying to the Chairperson of the meeting, who shall determine by his casting vote which of such candidates shall be elected.

104. The persons elected shall take office immediately if such election takes place after the commencement of the year for which they are to be elected but otherwise they shall take office on the first day of October next following or such later date as is mentioned in By-Law 89 as the case may be.

Proceedings of the Council

105. The Council shall meet as often as the business of the Institute may require, and may adjourn and regulate its meetings as it thinks fit. Except as hereinafter provided, meetings of the Council shall be convened by the Honorary Secretary. The President, any two Vice-Presidents or any three members of the Council may convene a meeting of the Council. At every meeting of the Council **five shall constitute a quorum**.

106. The continuing members of the Council may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below five the continuing members of the Council may act for the purpose of increasing the number of members of the Council to that number or of summoning a General Meeting of Corporate Members, but for no other purpose.

107. The President shall preside at all meetings of the Council. The Council Meeting shall be chaired by the Member agreed as Chairperson of the Council for the time being. The Chairperson will normally be the President, in the absence of the President the longest serving Vice President will act as the Chairperson.

108. Subject to the Memorandum and Articles of Association and these By-Laws questions arising at any meeting of the Council shall be determined by a majority of votes of the members of the Council present, each of whom shall have one vote. In case of equality of votes the Chairperson shall have a second or casting vote. Voting shall be by ballot if any two members of the Council present so demand.

109. The Council may appoint committees consisting of such persons as in its discretion it may decide and with such terms of reference and such powers as the Council may prescribe and may delegate such of its powers as it may think fit to any such Committee. Such Committees shall be constituted in accordance with and shall conform with the provisions of these By-Laws and shall be responsible to and make regular reports to the Council and all decisions taken by such Committees shall be subject to the confirmation by the Council unless the Council shall otherwise determine. Provided always that no resolution of any meeting of a Committee, to which the Council has delegated any of its powers shall have any effect or validity unless (a) a majority of the members present at the meeting and entitled to vote are Corporate Members, or (b) such resolution is confirmed by the Council.

110. No acts done by the Council or any Committee appointed by the Council or by any person acting as a member of such Council or Committee shall be invalidated by reason only of any

disqualification of or defect in the appointment of any member or members of the Council or such Committee.

111. The Council shall cause Minutes to be kept of the proceedings of General Meetings of the Institute, of meetings of the Council and of Committees appointed by the Council in accordance with the By-Law 109. Such Minutes if purporting to be signed by the Chairman of the meeting to which they relate or of the next succeeding meeting shall be prima facie evidence of the matters stated therein.

Powers of the Council

112. The Council shall direct and manage the property and affairs of the Institute and may exercise all such powers of the Institute as may be exercised by the Institute (including borrowing powers) subject nevertheless to the provisions of the Memorandum and Articles of Association and of these By-Laws and to such regulations (not being inconsistent with the provisions of the Memorandum and Articles of Association and these By-Laws) and may be prescribed by the Institute in General Meeting and in particular and subject as aforesaid may sell or dispose of or otherwise deal with any of the property or moneys of the Institute. The business of the Council shall be conducted in such manner as the Council may from time to time prescribe.

113. The Council may arrange to publish papers or documents in any manner which it may deem advisable when such publication is considered by the Council to be likely to further the objects of the Institute. Any person or persons whose paper is published by the Institute, shall, if so required, assign the copyright therein to the Institute. The manuscripts of all such papers shall belong to the Institute.

114. The Council may maintain a library of books, works or manuscripts on Community Health Nursing or subjects allied thereto.

Examinations and Diplomas

115. The Council may at any time and from time to time cause examinations to be held for the purpose of election to or transfer to any grade of membership. The Council shall define the subjects to be comprised in such examinations and shall fix the fees to be paid or deposited by the candidates.

116. The Council alone or jointly with another organisation or other organisations may cause examinations to be held for the purpose of testing the proficiency and knowledge of persons in Community Health Nursing or subjects relevant to the profession of Community Health Nursing. The Council may alone or jointly with other educational or professional bodies grant diplomas or certificates on the results of such examinations, and shall fix the fees to be paid or deposited in respect thereof. Every such certificate shall contain on its face a statement to the effect set forth in By-Law 123.

117. The Council may remunerate the examiners, assessors or other examination officials appointed under the two preceding By-Laws out of the general funds of the Institute.

118. Subject to such regulations and on payment of such fees (if any) as the Council may from time to time prescribe, the Council may issue to any Corporate Member, or Associate Member a diploma or certificate showing the grade of membership to which he belongs but it shall not issue such a diploma or certificate to a Subscriber or Student. Every such diploma or certificate shall remain the property of, and shall on demand be returned to, the Institute. Every such diploma or certificate if purporting to confer any membership, either with or without a statement of the class of membership of the member to whom it relates, shall contain on its face a statement to the effect that it is not issued under or by virtue of any statutory or Government sanction or authority, but by the authority of the Institute only.

Honorary Officers

119. The Honorary Secretary shall be responsible to the Council for the administration and the co-ordination of the affairs of the Institute generally, except those relating to finance.

120. The Honorary Treasurer shall be responsible to the Council for the administration of the financial affairs of the Institute and for ensuring that proper accounts are kept in accordance with these By-Laws.

121. Every Member of the Council, every Executive Officer of the Institute and every person employed by the Institute as Auditors may at the absolute discretion of the Council be indemnified out of the funds of the Institute against all liability incurred by him as such member, Officer or Auditor in defending any proceedings whether civil or criminal in which judgement has been given in his favour or in which he had been acquitted or in connection with any application by virtue of which relief had been granted to him by the Court.

Executive Secretary and Staff

122. Save as hereinafter provided the Council shall have exclusive power to appoint, remove and suspend the Executive Secretary and other Executive Officers and servants and to determine their powers and duties and decide what, if any, securities are to be taken from them, and to make such arrangements and enter into such agreements with them, or any of them, as the Council shall think fit, and to pay them such salaries and wages and such remuneration by way of pensions, gratuities or otherwise howsoever and to make such provision for and grant such pensions and gratuities to them after their retirement from the service of the Institute as the Council may think proper.

123. The Executive Secretary shall be the senior permanent officer of the Institute and responsible to the Honorary Secretary and Honorary Treasurer.

The Seal

124 The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council and shall be affixed in the presence of at least one member of the Council and of the Honorary Secretary or the Honorary Treasurer or by such other person as the Council may from time to time appoint for the purpose and such member of the Council and Honorary Secretary, Honorary Treasurer or other person as aforesaid shall sign every instrument to which the Seal is affixed in their presence.

Accounts and Audit

125. The Council shall cause proper books of account to be kept in respect of all sums of money received and expended by the Institute and of the matters in respect of which such receipts and expenditure take place, all sales and purchases of goods by the Institute and the assets and liabilities of the Institute.

Proper books of account 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 Institute's affairs and to explain its transactions.

126. The books of account shall always be open to the inspection of the members of the Council. The books and accounts of the Institute shall be kept at the office or at such other place or places as the Council shall think fit, and shall be open to inspection of members at such times during business hours, and subject to any such reasonable restrictions as to the time and manner of inspecting the same as may from time to time be laid down by the Council.

127. The Council shall at least once in every year cause to be prepared and placed before the Institute in General Meeting the income and expenditure account and balance sheet.

128. Every balance sheet shall be signed on behalf of the Council by two members thereof, and shall have attached to it a report by the Council with respect to the state of the Institute's affairs and the Auditor's report.

129. A copy of the income and expenditure account and balance sheet and the Council's and Auditor's reports shall not less than twenty-one clear days previously to the date of the meeting be sent by post to the registered address of every member who is entitled to receive notice of General Meetings and to the Auditors.

130. Auditors of the Institute shall be appointed and their duties shall be regulated in 135. accordance with the provisions of the Companies Acts, 1963, the members of the Council being treated as the Directors mentioned in those Acts.

131. The Institute shall have power to keep a proper working balance on current account at its bankers, and also to keep moneys on deposit account.

Notices

132. A notice may be served by the Institute upon any member either personally or by sending it through the post in a pre-paid letter addressed to such person at his registered address appearing in any book or record which may be kept by the Institute recording address of members for the time being.

133. A notice of a meeting shall be deemed to be duly served forty-eight hours after the same shall have been posted and shall be exclusive of the day for which it is given and shall specify the place, the day and the hour of meeting and in case of special business the general nature of such business, and shall be given to all members in manner provided by these By-Laws.

The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive the same shall not invalidate the proceedings at that meeting.

134. Subject as aforesaid any notice sent by post to any member shall be deemed to have been duly served forty-eight hours after the letter containing the same is put into the post; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted.

September 2012

APPENDIX TO THE BY-LAWS

The Institute of Community Health Nursing

I, the undersigned, having applied for election as a member of the Institute of Community Health Nursing, hereby declare that if elected I will be governed by the Memorandum and Articles of Association and By-Laws of the Institute

AS WITNESS my hand

this day of 20

Signed: