

CONSTITUTION

of

THE IRISH GERONTOLOGICAL SOCIETY

(as adopted by the Members in compliance with the Society's rules at the Annual General Meeting of the Society on and with effect from 1 October 2020)

1. **NAME**

The name of the society is the **Irish Gerontological Society** (the "Society").

2. **MAIN OBJECTS**

The main objects of the Society are:

- (1) the advancement of gerontological teaching, education and research;
- (2) the advancement of community welfare including the relief of those in need by reason of age or ill-health;
- (3) the advancement of the study of the social and behavioural aspects of ageing; and
- (4) the promotion of health and wellbeing, including the prevention or relief of sickness, disease or human suffering particularly amongst older members of the community,

such objects to be achieved by:

- (a) providing leadership in fostering, facilitating and advancing the study and research of ageing and related issues thereby assisting to procure advances and innovations in policies and practices to achieve improvements in the care and wellbeing of older people;
- (b) presenting and disseminating the research by the Society's members and publishing such research;
- (c) promoting a better understanding of ageing and related issues;
- (d) providing a forum for doctors, nurses, medical, social, and health care professionals, and others, involved in leading, delivering and providing care to older people;
- (e) To promote, encourage and facilitate cooperation between and among organisations and individuals interested in gerontology
- (f) promoting and providing continuous learning, research and education in the area of ageing and related issues, including by the Society's participation in and representation at international conferences on ageing and related issues; and
- (g) advocating for improving the health and social support and services that are required for all persons as they age.

3. **SUBSIDIARY POWERS FOR ATTAINMENT OF MAIN OBJECTS**

The Society shall have the following powers, exercisable on its behalf by the Executive Committee appointed by the members, which powers are to be used only for the attainment of the main objects of the Society and any income generated from the exercise of these powers is to be applied for the main objects only:

- (1) To open and control bank accounts as necessary provided always that monies, cheques or other bills of exchange shall not be drawn or withdrawn on or out of any such accounts except by cheque or appropriate withdrawal form signed by or electronic instruction given by no fewer than two persons nominated by the Executive Committee.
- (2) To obtain loans and obtain or hire property of any form.
- (3) To acquire or dispose of any form of property.
- (4) To designate funds for specific purposes such as a fund to be used for future expenses or a designated project.
- (5) To raise funds for the Society in any form.
- (6) To take out any insurance policy deemed necessary to protect the Society and its interests/property and its members and/or the Executive Committee from any foreseeable risk.
- (7) To employ staff and engage consultants to aid in the pursuit of the objectives of the Society and to facilitate the payment of such staff and consultants.
- (8) To enter into contracts on behalf of the Society including contracts which require the Society to provide services to or act on behalf of other bodies.
- (9) To work with statutory authorities, voluntary bodies and/or other charities with similar objectives to the Society and to advise them/accept advice from them.
- (10) To invest funds in such manner as the Executive Committee may determine from time to time.
- (11) To set up, support or assist other charities having main objects similar to any of the main objects of the Society.
- (12) To accumulate capital for the purposes of the Society and to designate any of the Society's assets for specific purposes. This is to be done in line with the requirement to obtain prior permission from the Revenue Commissioners when it is intended to accumulate said funds for more than two years.
- (13) To do anything else within the scope of the law to help the Society achieve its objectives.
- (14) Such other powers as may be decided by the Executive Committee and endorsed or ratified by the Society at the Society's annual general meeting (the "**AGM**").

4. **MEMBERSHIP AND MEMBERSHIP FEE**

- (1) The Society is a multidisciplinary society open to people interested in the study and research into ageing and improving the health and conditions of life for older people.
- (2) The Society's members ("**Members**") shall be comprised of:

- (a) ordinary members; and
 - (b) any such other category of members as the Executive Committee (as defined in Article 6(1)) may decide from time to time.
- (3) The following individuals shall be eligible to become Members:
- (a) academic staff of universities or similar institutions involved in the study of ageing;
 - (b) health and social care professionals engaged in service delivery to older people;
 - (c) those involved in the promotion of advocacy on the needs of older people; and / or
 - (d) such other persons as the Society shall admit in its discretion as ordinary members.
- (4) The process for becoming a Member shall be as follows:
- (a) applicants shall apply to become a Member on the Society's website and pay the annual membership subscription (the "**Membership Fee**") in respect of membership of the Society in order to support the Society in funding the advancement of its main objects;
 - (b) such candidate's application shall be considered by the Executive Committee for approval; and
 - (c) if an applicant is deemed unsuitable to be a Member by the Executive Committee, the Society shall refund the Membership Fee to the applicant as soon as reasonably practicable following its decision.
- (5) Membership of the Society shall run from 1 September up to and including 31 August in each calendar year, irrespective of when a Member is admitted.
- (6) The annual Membership Fee shall be determined by the Executive Committee from time to time as deemed necessary.
- (7) In the event that any Member shall cease to be a Member, that Member shall not be entitled to any rebate of Membership Fee paid for that membership year.

5. **SCIENTIFIC MEETINGS**

- (1) It is the intention of the Society to hold major scientific meetings in furtherance of its main objects regularly. Subject to any circumstances that would make it difficult or impracticable to do so, such major scientific meetings (the "**Scientific Meeting**") shall be held annually or at such other interval as the Executive Committee may determine to be appropriate in the circumstances.
- (2) The amount of the registration fee for the Scientific Meeting shall be determined by the Executive Committee.
- (3) A person may only attend the Scientific Meeting if he/she is a member of the Society unless the Executive Committee decides otherwise in respect of (i) an individual or (ii) a category of persons.

6. SOCIETY COMMITTEES

The Society shall have an executive committee and a scientific committee and such other committees as may be established by the Executive Committee from time to time.

Executive Committee

- (1) The executive committee of the Society (the “**Executive Committee**”) shall comprise a minimum of four (4) and a maximum of twelve (12) members (each an “**Executive Committee Member**”) composed of:
 - (a) four (4) persons holding the offices of President, Vice-President, Honorary Secretary and Honorary Treasurer of the Society from time to time (the “**Executive Officers**”) who shall each be ex officio members of the Executive Committee; and
 - (b) a minimum of four (4) additional Executive Committee Members.
- (2) All Executive Committee Members shall be elected by and from within the ranks of the Members of the Society.
- (3) The Executive Committee shall be elected at the AGM.
- (4) The maximum term of office of each Executive Committee Member shall be three years and elections for Executive Officers shall be staggered to ensure continuity in running the business of the Society. No Executive Committee Member shall serve for in excess of a total of three terms of office unless the Executive Committee otherwise unanimously decides.
- (5) In exercising their franchise at AGMs for Executive Committee Member elections Members are requested to have regard to the desirability of having a geographical spread and broad and balanced range of skills and experience represented on the Executive Committee, including but not limited to representation from amongst the following disciplines:
 - (a) geriatric medicine;
 - (b) nursing associated with the care of older people;
 - (c) psychiatry of old age;
 - (d) psychology of ageing;
 - (e) health care;
 - (f) social gerontology and
 - (g) therapies associated with rehabilitation of older people.
- (6) The Executive Committee shall administer the Society, its activities and its funds in accordance with the terms of this Constitution and shall be responsible to the Members for the conduct of the affairs of the Society.
- (7) Four (4) Executive Committee Members (which number shall include at least one (1) Executive Officer) shall form a quorum for its meetings.

- (8) Decisions may be made by majority decision. In the event of a tie the Chair of the meeting shall have a casting vote.
- (9) The Society authorises any two Executive Committee Members for the time being to execute, sign, enter into, acknowledge, perfect and do all such contracts, deeds, instruments, acts and things on behalf of the Society to implement a decision made by the Executive Committee.
- (10) Each Executive Committee Member shall fully commit themselves to the goals and ethos of the Society and attend meetings as regularly as they can.
- (11) All Executive Committee Members are required to act in all matters in an ethical and responsible manner so as not to bring the Society or the other members of the Executive Committee into disrepute.
- (12) In the execution of the duties and powers vested in them under this Constitution, no Executive Committee Member shall be liable for any loss to the Society arising by reason of any improper investment made in good faith or for the negligence or fraud of any agent employed by the Executive Committee Members of this Constitution although the employment of such agent was not strictly necessary or expedient or by reason of any mistake or omission made in good faith by any Executive Committee Member of this Constitution or by reason of any other matter or thing other than:
 - (a) wilful and individual fraud, dishonesty or wrongdoing on the part of the Executive Committee Member who is sought to be made so liable; or
 - (b) the wilful commission or omission by that Executive Committee Member of an act known by that Executive Committee Member to be a breach of trust.
- (13) Each Executive Committee Member or former Executive Committee Member shall be entitled to a full and complete indemnity from the Society for any liabilities legitimately incurred during his or her service as Executive Committee Member.
- (14) No person enforcing any liability entered into or incurred by the Executive Committee shall have recourse to any property belonging to any one or more of the Members (including for the avoidance of doubt any Member acting in the capacity of Executive Committee Member) which does not form part of the financial assets of the Society.
- (15) The Executive Committee shall have power to purchase and maintain trustee's liability insurance for any Executive Committee Member, past or present, of the Society, against any such liability as referred to in Article 6(12) of this Constitution.
- (16) Any decisions taken by the Executive Committee are not invalidated by discovery of a technical defect in the appointment of any of its members.

Scientific Committee

- (17) From time to time, as required, the Society shall have a scientific committee (the "**Scientific Committee**") which shall:
 - (a) be responsible for the planning and execution of the Scientific Meetings referred to in Article 5;
 - (b) ensure high scientific standards of content of each Scientific Meeting and timely publication of the abstract of each such meeting; and
 - (c) report directly to the Executive Committee.

- (18) The Scientific Committee and shall be composed of:
- (a) the Executive Officers who shall each be ex officio members of the Scientific Committee;
 - (b) up to four (4) representatives of any host institution of the Scientific Meeting; and
 - (c) up to three (3) Members who may be co-opted by the Executive Committee at its discretion.

7. **AFFILIATIONS**

The Society shall affiliate with national and international organisations dedicated to the study of ageing and advocacy for older people when this is recommended by the Executive Committee and endorsed by the Society at the AGM.

8. **MEETINGS OF THE SOCIETY**

(1) **Annual General Meeting**

- (a) The AGM shall be held within one calendar month of 1 October each year.
- (b) At least fourteen (14) days' notice of the AGM shall be given to each Member by the Secretary.
- (c) Twenty (20) Members (of whom not less than two (2) shall be Executive Officers) shall form a quorum for an AGM.
- (d) The Executive Officers shall submit their reports to the Members at the AGM.

(2) **Extraordinary General Meeting**

- (a) The Society may hold an extraordinary general meeting (“EGM”) which shall be convened on the written request of not less than twenty (20) Members for the purpose of discussing any subject.
- (b) At least fourteen (14) days' notice of an EGM shall be given to all Members.
- (c) Twenty (20) Members (of whom not less than two (2) shall be Executive Officers) shall form a quorum for an EGM.

(3) **Ordinary Meetings**

Ordinary meetings of the Society shall be held as decided by the Executive Committee. Fourteen (14) days' notice of such meetings shall be sent to every Member by the Secretary of the Society.

(4) **Regulation of Meetings**

- (a) All meetings of the Society, whether of its Members or any of its Committees, may be held in person or by any electronic means as long as all participants in the meeting can communicate with each other.
- (b) The Executive Committee may from time to time determine the rules that regulate proceedings at meetings of the Society as it sees fit but no rule may be made which is inconsistent with this Constitution.

- (c) As well as making decisions at meetings, the Members of the Society or any of its Committees may pass a resolution in writing and circulate it for signature by all relevant parties. The resolution is deemed to have passed on the date the last individual comprising the class in question of the Members of the Society or any of its Committees, as the case may be, has signed it.

9. CONFLICTS OF INTEREST

- (1) Executive Committee Members are forbidden from receiving any remuneration or other benefits from their position as a charity trustee.
- (2) If an Executive Committee Member becomes aware of any potential conflict of interest or loyalty between his or her own personal interest (be it financial or personal) and that of the Society or any other organisation he or she is involved with, that Executive Committee Member must declare that interest and be excused from the portion of the meeting in which relevant discussions on that matter are undertaken. An Executive Committee Member shall not vote in respect of any decision to be taken by the Executive Committee on a matter in respect of which that Executive Committee Member has such conflict, provided that nothing in this Article shall prevent an Executive Committee Member from voting on (and being counted in the quorum at any meeting to pass) a resolution to purchase Trustees' and Officers Liability Insurance.

10. KEEPING OF BOOKS OF ACCOUNT, RETURN AND ANNUAL REPORT

- (1) The Executive Committee will ensure that it complies with its obligations under the Charities Act 2009 (as for the time being amended, extended or replaced) in relation to:
 - (a) keeping accounting records for the Society and its activities;
 - (b) preparing annual statements of account for the Society; and
 - (c) preparing an Annual Report and providing the report to the Charities Regulatory Authority.
- (2) The Executive Committee shall ensure that proper books of account are kept for the Society. These records must include all monies received and expended by the Society and accurate descriptions of what activities these transactions related to. The records must also include the assets and liabilities of the Society and all purchases and sales undertaken by the Society.
- (3) Annual accounts of the Society shall be kept and made available to the Revenue Commissioners on request, and should the Revenue Commissioners so require, such accounts shall be audited.

11. NOTICES

If any notice is required to be served under this Constitution, it must be in writing or electronic form and served by the Secretary. The Secretary may either serve the notice in person or by mailing the notice to the addressee's last known postal address or electronic address. Notice delivered by post or e-mail is deemed to have been received within forty-eight (48) hours of the time it is sent.

12. INCOME AND PROPERTY

- (1) The income and property of the Society shall be applied solely towards the promotion of its main objects as set forth in this Constitution. No portion of the Society'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 the Executive Committee or Members or otherwise than in furtherance of the Society's main objects.
- (2) No Executive Committee Member shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society. However, nothing shall prevent any payment in good faith by the Society of:
 - (a) reasonable and proper remuneration to any employee of the Society (not being an Executive Committee Member) for any services rendered to the Society;
 - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (EURIBOR) per annum on any money lent by an Executive Officer to the Society;
 - (c) reasonable and proper rent for premises demised and let by any Executive Committee Member to the Society;
 - (d) reasonable and properly vouched out-of-pocket expenses incurred by any Executive Committee Member in connection with their attendance to any matter affecting the Society;
 - (e) fees, remuneration or other benefit in money or money's worth to any company of which an Executive Committee Member may be a member holding not more than one hundredth part of the issued capital of such company;
 - (f) sums due 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); or
 - (g) insurance premia in respect of any trustees' liability insurance policy or policies.

13. WINDING UP AND DISSOLUTION

- (1) If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members of the Society. Instead, such remaining property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Society provided that the institution or institutions to which the property is to be given or transferred 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 Society under or by virtue of Article 9 of this Constitution. The Members shall select the relevant charitable 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 other charitable institution or institutions selected by the Members whether having main objects similar to the main objects of the Society or not.
- (2) On a winding-up final accounts of the Society shall be prepared and submitted to the Charities Regulatory Authority that will include a section that identifies and values any

assets transferred on a winding-up or dissolution along with the details of the recipients and the terms of the transfer.

14. **ADDITIONS, ALTERATIONS OR AMENDMENTS**

- (1) Any proposed alteration to the Society's Constitution shall be circulated to all registered Members of the Society at least twenty-one (21) days before the date of any meeting convened to vote on same.
- (2) At least two-thirds of the members present at an AGM or an EGM of the Society must vote in favour of any proposed alteration to the Society's Constitution in order for that alteration to be approved.
- (3) No amendments shall be made which will cause the Society to cease to be a charity at law.
- (4) In the case of amendments for which the prior approval of the Charities Regulatory Authority is required under the Charities Act 2009 (as for the time being amended, extended or replaced), such amendments must first have been previously submitted to and approved in writing by the Charities Regulatory Authority.
- (5) Should any amendment be made to this Constitution pursuant to this Article 14, the Executive Committee shall forthwith deliver a copy of such amended Constitution to the Charities Regulatory Authority and the Revenue Commissioners so that both authorities shall have a copy of the Society's current governing instrument at all times.

This Constitution was adopted by the Members in compliance with the Society's rules at the Annual General Meeting of the Society on and with effect from 1 October 2020.

FOR AND ON BEHALF OF THE MEMBERS OF THE SOCIETY BY ALL THE MEMBERS FOR THE TIME BEING OF THE EXECUTIVE COMMITTEE OF THE SOCIETY:

SIGNED: _____
President

SIGNED: _____
Vice-President

SIGNED: _____
Treasurer

SIGNED: _____
Secretary