

COMPANIES ACTS, 1963 TO 2006

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE INTERNATIONAL SOCIETY FOR QUALITY IN HEALTH CARE LIMITED

1. The name of the Company is The International Society for Quality in Health Care Limited.
2. The main objects of the Company is
 - (a) To promote quality improvement on a continual bases in health care internationally in both the public and private sectors, among politicians, senior government officials, industry, representatives of the media, health institution managers, educators, health care providers and consumers, and other purchasers of health care.
 - (b) To focus on the methodologies needed to facilitate quality in health care and to develop programs and activities related to these.
 - (c) To organise scientific meetings of the Company and to encourage the organisation of such meetings on both a global and a regional basis.
 - (d) To publish the International Journal for Quality in Health Care and such other relevant publications as from time to time may be determined by the Executive Board.
 - (e) To promote external evaluation of health care including the provision of an internationally agreed method of assessment of healthcare standards and also for an internationally agreed method of accreditation for healthcare accreditation organisations.
 - (f) To promote research and education in quality improvement in health care, with particular regard to cost effectiveness, cost benefit and cost utility analysis, clinical epidemiology and measures of quality of life and consumer satisfaction.
 - (g) To maintain corresponding relationships with other relevant international and regional organisations concerned with assuring quality improvement and the maintenance of optimal standards in health care.

The Society may exercise any or all of the powers herein set out in pursuit of its objectives:

- (h) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Company. To construct, maintain, and alter any buildings, or works necessary or convenient for the purposes of the Company.
- (i) To take any gift of property, whether subject to any special trust or not, for the object of the Company.
- (j) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions, or otherwise.
- (k) To print and publish any periodicals, books or leaflets that the Company may think desirable for the promotion of its object.
- (l) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.
- (m) To borrow and raise money in such manner and upon such security as the Company may think fit.
- (n) To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (o) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Company.
- (p) To establish and support, and to aid in the establishment and support of any other companies formed for similar objects to this Company.
- (q) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to that of this Company.
- (r) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of anyone or more of the companies, institutions, societies or associations with which this Company is authorised to amalgamate.
- (s) To transfer all or any part of the property, assets, liabilities and engagements of this Company to anyone or more of the companies, institutions, societies or associations with which this Company is authorised to amalgamate.
- (t) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (ii) The Company shall not support with its fund any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Company would make it a trade union.
3. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 Company. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the council of management or governing body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such councillor governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the council of management or governing body 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 any such payment.
4. The liability of the Subscriber Members is limited.
5. Every Subscriber Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a Subscriber Member, or within one year after he ceases to be a Subscriber Member, for payment of the debts and liabilities of the Company contracted before he ceases to be a Subscriber 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.
6. If upon the winding up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, 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 Company under or by virtue of clause 3 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provisions then to some charitable object.
7. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

COMPANIES ACTS, 1963 TO 2006

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE INTERNATIONAL SOCIETY FOR QUALITY IN HEALTH CARE LIMITED

PRELIMINARY

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof if not consistent with the subject or context-

Words	Meanings
The Statutes	The Companies Acts, 1963 to 2006 and every statutory modification or re-enactment thereof for the time being in force.
Articles	These Articles of Association as originally framed or as altered from time to time in accordance with the Statutes.
Society <i>or</i> the Company	The International Society for Quality in Health Care Limited.
Executive Board	the Board of Directors of the Society as provided for in these Articles.
Officer	The President, the Immediate Past President, the President-Elect, the Treasurer and the Chief Executive Officer.
Chief Executive Officer	The Person appointed by the Executive Board in accordance with these Articles
Society Year	The financial period of one year, specified as the calendar year commencing on the 1 st day of January until the 31 st day of December.
Subscriber Members	Those persons who undertake to contribute to the

winding up of the Company up to an amount not exceeding €1.00 in accordance with Regulation 5 of the Memorandum of Association of the Company.

Members To include Subscriber Members as mentioned above and any General Member who has applied and been approved for membership to the Company.

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.

Words importing persons shall include corporations and institutions.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

2. The subscribers to the Memorandum of Association of the Company, the persons named as the first Directors in these Articles and such other persons as shall be admitted to membership in accordance with these regulations and none others shall be members of the Company and shall be entered in the Register of Members accordingly.
3. For the purpose of registration the number of Subscriber Members of the Company is declared to be seven but the Executive Board may register an increase in the number of members whenever they think fit.

MEMBERSHIP

4. There shall be three classes of Members of the Society:
 - i. Individual Members,
 - ii. Institutional Members, and
 - iii. Life Members.

Individual Membership

- (a) Individual Membership shall be available to any person who is interested in or working in the field of quality improvement in health care.
- (b) Application for Individual Membership shall be in writing to the Secretariat in a manner determined from time to time by the Executive Board.
- (c) All applicants for Individual Membership shall agree to abide by the Memorandum and Articles of Association of the Society.

Institutional Membership

- (a) Any Institution or society that is interested in or working in the field of quality improvement in health care may apply for Institutional Membership.
- (b) All applications for Institutional Membership shall be in writing to the Secretariat in a manner determined from time to time by the Executive Board.
- (c) All applicants for Institutional Membership shall agree to abide by the Memorandum and Articles of Association of the Society.

Life Membership

Life Membership shall be made available by resolution of the Executive Board from time to time to those persons who are deemed to have made a significant contribution to the field of quality improvement.

Rights and Privileges of Individual Members

Individual member shall be entitled:

- (a) to receive notice of Annual General Meetings of the Society;
- (b) to attend Annual General Meetings of the Society and exercise one vote in respect of any motion put to a vote at such meetings;
- (c) to be nominated and elected in accordance with these Articles to be a Member of the Executive Board, provided Membership subscription is not in arrears;
- (d) to utilise such facilities as are made available for Members of the Society to utilise generally;
- (e) to attend or participate in such functions events or activities for Members of the Society as the Executive Board may organise for Members generally; and
- (f) to receive the International Journal for Quality in Health Care.

Rights and Privileges of Institutional Members

Institutional Members shall be entitled:

- (a) to receive notice of Annual General Meetings of the Society;
- (b) to attend Annual General Meetings of the Society and exercise one vote in respect of any motion put to a vote at such meetings;
- (c) to be nominated and elected in accordance with these Articles to be a Member of the Executive Board, such position to be held by a representative of the Institution, provided Institutional Membership subscription is not in arrears;
- (d) to attend or participate in such functions events or activities for Members of the Society as the Executive Board may organise for Members generally;
- (e) to utilise such facilities as are made available for Members of the Society to utilise generally; and
- (f) to receive the International Journal for Quality in Health Care.

Rights and Privileges of Life Members

Life Members:

- (a) shall have the same rights as an Individual Member, but are exempt from payment of any Membership subscription;

- (b) shall be deemed to be Fellows of the Society;
- (c) (In the case of individuals only) shall have the right to be nominated and elected in accordance with these Articles to be a Member of the Executive Board;
- (d) Shall have the right to attend or participate in such functions events or activities for Members or the Society as the Executive Board may organise for Members generally;
- (e) Shall have the right to utilise such facilities as are made available for Members of the Society to utilise generally; and
- (f) Shall receive the International Journal for Quality in Health Care.

Cessation of Membership

- (a) A Member shall cease to be a Member:
 - (i) Individual Member upon his/her death;
 - (ii) When all fees owed by that Member have been paid in full, upon his/her written resignation as such being forwarded to the Society;
 - (iii) (unless the Executive Board at any time in a particular case otherwise determines), upon the expiry of twelve (12) months after the last Membership subscription owed by him/her became due, subject to his/her having had forwarded to his/her last known address a notice of demand for subscription.
- (b) Any Member who shall cease to be a Member shall cease to be entitled to all rights and privileges of a Member and shall have no right to or claim upon the property or funds of the Society;
- (c) The Executive Board may at any time re-elect any Member who has resigned or whose Membership has been terminated upon such terms as it thinks fit.

Register of Members

- (a) The Chief Executive Officer of the Society shall establish and maintain a Register of Members of the Society specifying the name and address of each Member, together with the date on which that person or institution became a Member.
- (b) The Register of Members shall be kept at the registered office of the Society.

Membership Fees

- (a) The Executive Board may from time to time fix the amount and manner and time of payment of the Entrance Fee and the annual Membership Fee in respect of both Individual Membership and Institutional Membership.
- (b) Members, other than Life Members, shall pay the annual fee in the manner and by the time fixed by the Executive Board.
- (c) The Executive Board may:

- (i) Remit or reduce fees or the arrears of fees for an Individual Member on application;
 - (ii) Vary the fee to be paid by Institutional Members according to resolution of the Executive Board;
 - (iii) Suspend all or any of the rights and privileges of a Members who has not paid the appropriate annual fee after the same has fallen due for payment, until such is paid;
 - (iv) Withdraw Membership if a Member's fees have not been paid within twelve (12) months of the date on which that Member's fees became due and payable.
- (d) Any person ceasing by death or otherwise to be a Member of the Society shall have no claim upon or interest in the funds of the Society, but no such cessation of Membership shall prejudice the right of the Society to claim from any former Member or the personal representative or trustees of a deceased or bankrupt Member any arrears of subscription or any other sums owed by the Member to the Society when he/she ceased to be a Member.

MEETINGS OF MEMBERS

5. *Member Forums*

The Society shall hold Member forums and meetings from time to time, as determined by the Executive Board.

6. *Scientific Meetings*

The Society may hold scientific meetings. Such meetings may be scheduled immediately before or after the Annual General Meeting. No business of the Society will be conducted at a scientific meeting.

GENERAL MEETINGS

- 7. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place, as the Executive Board shall determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 8. The Executive Board may at any time call an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as is provided by the Statutes.
- 9. The Executive Board may whenever they think fit and shall on a requisition made in writing by any five or more Members convene an Extraordinary General Meeting. The requisition must state the object of the meeting proposed to be called and must be signed by the requisitionists and deposited at the registered office of the Company.
- 10. On receipt of the requisition the Executive Board shall forthwith proceed to convene a General Meeting. If they do not proceed to cause a meeting to be held within 21 days from

the date of the requisition being so deposited the requisitionists or any other four Members may themselves convene a meeting.

PROCEEDINGS AT GENERAL MEETING

11. *Period of notice of Annual General Meeting*

The Executive Board shall give written notice of the next Annual General Meeting when the Minutes of the previous Annual General Meeting are circulated to Members.

12. *Further Provision as to Annual General Meeting*

At the Annual General Meeting the Society shall transact the following business in the following order:

- (a) reading of the Notice of Meeting;
- (b) recording of apologies;
- (c) reading and confirmation (by resolution) of the Minutes of the previous Annual General Meeting;
- (d) reading of a Report of the President to the Society on the activity of the Society during the preceding Society Year;
- (e) tabling of the Treasurer's Report;
- (f) tabling of the accounts of the Society and the Auditor's Report;
- (g) election of Members of the Executive Board;
- (h) election of an Auditor;
- (i) any special business of which at least twenty-eight (28) days prior written notice has been given or, in the case of any proposal for dissolution of the Society, at least sixty (60) days prior written notice;
- (j) setting the date for the next Annual General Meeting.

13. *Further Provision as to Annual General Meeting*

An Annual General Meeting may discuss but may not pass a resolution on any matter or motion for which at least twenty-eight (28) days written notice has not been given to all Members, or in the case of any proposal for dissolution of the Society, at least sixty (60) days prior written notice.

14. *Visitors*

A visitor may attend an Annual General Meeting only with the expressed prior permission of the President, or in his/her absence, any other Officer of the Society.

15. *Quorum at Annual General Meeting*

A quorum at an Annual General Meeting shall be twenty (20) Members present at the beginning of the meeting. Business may continue to be validly transacted at the meeting even though the number present falls below the number required for a quorum.

16. *Procedure if No Quorum*

If, within fifteen (15) minutes from the meeting time appointed, no quorum shall be present at the Annual General Meeting convened by the Executive board it shall stand adjourned, and a time and place immediately set for the adjourned meeting and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the Members present shall be a quorum and shall be entitled to conduct the business of the meeting.

17. *Chairperson of Annual General Meeting*

The President of the Society or in his/her absence the Immediate Past President or in his/her absence a Member of the Executive Board elected by the Executive Board shall act as Chairperson of an Annual General Meeting.

18. *Chairperson's Powers*

The Chairperson of the Annual General Meetings shall:

- (a) have a casting vote (in addition to his/her own vote) in the case of an equality of votes;
- (b) decide the order of business (other than as is set out in these Articles);
- (c) decide all points of order;
- (d) decide whether a vote shall be on voices alone or also on show of hands except than any one Member may demand a written ballot.

19. *Voting at Annual General Meeting*

Any resolution at an Annual General Meeting shall, except where otherwise provided in these Articles, be carried if voted for by a simple majority of those present in person and entitled to vote and voting and those voting by proxy in accordance with these Articles.

20. *Voting by Proxy*

A Member may appoint another Member (including the President) to be his/her proxy to attend and vote on behalf of the First Member on any resolution with respect to a particular motion, either at the discretion of the proxy or in accordance with the directions of the Member. The appointment shall be in writing and shall be lodged with the Chief Executive Officer at least one hour before the meeting in respect of which it is given.

21. *Evidence of Proceedings*

Minutes of the proceedings of every Annual General Meeting shall be entered and kept in a Minute Book and such Minutes when signed shall be conclusive evidence that the proceedings minuted therein were regular and actually took place as minuted at a meeting duly convened and held and shall be binding on all Members of the Society. Such Minutes shall be signed by the Chairperson of the meeting at which the proceedings were held, or by the Chairperson of the next succeeding meeting.

22. *Adjournment*

The Chairperson may, with the consent of an Annual General Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

23. *Publication of the President's Report*

Within ninety (90) days of the Annual General Meeting, copies of the President's Report, as read at the Annual General Meeting, will be circulated to all Members of the Society.

24. *Alteration of the Constitution*

(a) The Memorandum and Articles of Association of the Society may be altered or amended by three fourths of the members present in person at a General Meeting or by proxy, provided such proposal, alteration or amendment has been submitted to the Membership, by publication or otherwise, at least ninety (90) days prior to the date of such vote.

(b) The Memorandum and Articles of Association shall not be altered except in accordance with the Statutes.

POLL

25. The Executive Board may from time to time determine that a poll of Members of the Society or any class of such Members shall be taken by postal vote on any matter relating to the affairs or business of the Society and it may determine the manner in which any such poll shall be taken and in which the votes thereof shall be dealt with and counted. The result of any such poll shall be binding on the Executive Board.

26. At any General Meeting, unless a poll is demanded by the Chairman, or in writing, by at least three Members, voting shall be by a show of hands and a declaration by the Chairman that a resolution has been carried and an entry to that effect in the minute book of the Company 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.

27. If a poll is demanded in manner aforesaid, the same shall be taken at such time and in such manner as the Chairman 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 be withdrawn.

28. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered, and every vote not disallowed at such meeting or poll shall be deemed valid for all purposes whatsoever.

29. Each Member of the Company shall have one vote only whether on a show of hands or on a poll.

30. A Member may vote personally or on a poll by proxy but such proxy must be in favour of and can only be used by a Member (unless in the case of a representative of an Institution). Proxies may be in the usual common form but must be delivered to the Secretary or sent so as to reach him at least one hour before the time for which the meeting is summoned.

31. No Member shall be entitled to be present or to vote on any question either personally or being an Institution through its representative at any General Meeting or be reckoned in a quorum unless all (if any) moneys due by him to the Company have been paid.

DIRECTORS

32. The first Directors of the Company shall be appointed by a memorandum in writing signed by the subscribers hereto.
33. The Company is to keep at its registered office a register containing the names and address and occupations of its Directors, and is to send to the Registrar of Companies a copy of such register, and shall from time to time notify to the Registrar any change that takes place in such Directors as required by the Statutes.

THE EXECUTIVE BOARD

34. *Executive Board to Administer Society*

Subject to these Articles the management of the Society shall be carried out by the Executive Board constituted in accordance with this Clause and that Executive Board shall be empowered to exercise all the powers which the Society may exercise and to do all the acts and things the Society may do.

35. *Composition of the Executive Board*

- (a) The Executive Board shall have not more than nine (9) Members comprising:
- i. Up to four (4) Members who shall be Individual Members of the Society elected by the Individual Members.
 - ii. Up to four (4) Members who shall be representatives of Institutional Members of the Society elected by the Institutional Members.
 - iii. And the following ex officia Member:
Immediate Past President
- (b) The Chief Executive Officer will be secretary to the Executive Board.

36. *Election of the Executive Board*

The following provisions shall apply to the election of the Executive Board.

- (a) The President-Elect shall be elected from among the Individual and Institutional Members on a rotating basis such that the Presidency shall alternate each two (2) years between the Individual and Institutional Membership.
- (b) Executive Board members will be elected for a period of two (2) years and at any item may serve no more than three consecutive terms of two (2) years.
- (c) The retiring Members of the Executive Board shall be deemed to have retired before the Annual General Meeting for the purpose of the elections referred to in this Sub-

Clause, but for all other purposes shall be deemed to hold office until the conclusion of the Annual General Meeting.

- (d) At least one hundred and twenty (120) days before the Annual General Meeting in 1995 and thereafter in every second year, the Chief Executive Officer shall send to all Members a circular stating the number of places on the Executive Board requiring to be filled and calling for nominations.
- (e) Nominations for election to the Executive Board as an Individual Member shall be proposed and seconded by Individual Members in writing and together with the nominee's written consent to serve, shall be lodged with the Chief Executive Officer of the Society not less than sixty (60) days before the Annual General Meeting.
- (f) Nominations for election to the Executive Board of a representative of an Institutional Member shall be proposed and seconded by Institutional Members in writing and together with the nominee's written consent to serve, shall be lodged with the Chief Executive Officer of the Society not less than sixty (60) days before the Annual General Meeting.
- (g) If the number of nominations does not exceed the number of vacancies the Chairperson of the Annual General Meeting shall declare the nominated candidates duly elected.
- (h) In the event that there are more candidates than vacancies, the election shall be by written ballot.
- (i) The ballot papers shall be circulated to each Member entitled to vote with the notice of the Annual General Meeting.
- (j) Only members registered with all fees paid at no later than one month prior to the closing date for nominations will be eligible to vote.
- (k) If a person, who is an Individual Member and also the nominated representative of an Institutional Member, is nominated for an Individual Member position on the Executive Board, they are ineligible to be nominated for the Board for an Institutional Member position.
- (l) An Individual Member wishing to vote for Individual Members of the Executive Board shall do so by marking the ballot paper as directed and returning it to the appointed returning officer at least three (3) weeks prior to the Annual General Meeting, failing which any votes shall be declared null and void.
- (m) An Institutional Member wishing to vote for Institutional Members of the Executive Board shall do so by marking the ballot paper as directed and returning it to the appointed returning officer at least three (3) weeks prior to the Annual General Meeting, failing which any votes shall be declared null and void.
- (n) Those candidates with the largest numbers of votes gained will be elected.
- (o) The Chief Executive Officer will act as the returning officer for the election and he/she shall have an absolute discretion to disregard any discrepancy in procedure which he/she regards as insubstantial. If he/she regards any discrepancy as substantial, the matter should be referred to the Executive Board. Upon completion of the election he/she shall convey the results to the Chairperson of the Annual General Meeting,

whether or not the meeting shall have concluded, and the Chairperson shall declare the poll.

37. *Officers of the Society*

- (a) The President-Elect of the Society shall be elected by the Members and shall, upon completion of his/her term of officer, automatically assume the office of President.
- (b) Besides the President and the President-Elect, the Officers of the Society shall be the Immediate Past President and the Treasurer.
- (c) The President, President-Elect having been elected by the Members and the Chief Executive Officer, having been appointed by the Executive Board, the Treasurer shall be appointed by the Executive Board from among its Members.
- (d) Any casual vacancy among the Officers of the Society, save that of Immediate Past President, shall be filled by the Executive Board but any Officer so appointed shall hold Office only until such time as the Office in whose place he/she was appointed would have left the Office. A casual vacancy of the Immediate Past President shall remain unfilled until the next election of the Executive Board.
- (e) Any Office of the Society shall ipso facto be vacated by the Member of the Executive Board holding the same if such Member ceases to be a Member of the Executive Board for any reason whatsoever, and in such event a casual vacancy in such Office shall be deemed to have arisen.

38. *Vacancies*

- (a) If a casual vacancy occurs on the Executive Board then the Executive Board may appoint a Member of the Society to fill the vacancy.
- (b) The members for the time being of the Executive Board may act notwithstanding any vacancy in their body provided always that in the case the Members of the Executive Board shall at any time be, or be reduced in number to less than a quorum. It shall be lawful for them to act as the Executive Board for the purposes of filling vacancies in their body or giving notice of an Annual General Meeting but not for any other purposes.

39. *Vacation of Office*

The Office of a Member of the Executive Board shall become vacant:

- (a) upon his/her decease;
- (b) if he/she or his or her organisation ceases to be a Member of the Society;
- (c) if he/she becomes incapacitated as a result of mental or physical illness to a degree which renders him or her incapable of reasonably carrying out the duties of Office;
- (d) if he/she resigns his/her Office by notice in writing to the Society;
- (e) if he/she fails to attend three consecutive Board meetings in any one calendar year without sufficient explanation.

And in these circumstances the Board will decide if the position should be declared vacant and the vacancy so arising shall be deemed to be a casual vacancy and the provisions of Article 37 shall apply.

40. *Meetings of the Executive Board*

- (a) The Executive Board may meet at such place, at such times and in such manner as it shall determine.
- (b) A meeting of the Executive Board may consist of a telephone meeting between a number of Members of the Executive Board, being not less than a quorum, who are not in the one place at the same time if:
 - i. all the Members of the Executive Board are able to be linked by conference telephone or other form of communications equipment (whether in use when the Clause is adopted or developed subsequently), or by a combination of these methods; and
- (c) each of the Members of the Executive Board taking part in the telephone meeting is able:
 - to hear every other Member of the Executive Board participating in the telephone meeting who addresses the telephone meeting; and
 - to address simultaneously every other Member of the Executive Board participating in the telephone meeting if he/she so wishes, whether directly or by use of the communications equipment.
- (d) Each Member of the Executive Board taking part in the telephone meeting shall be deemed to be present at the meeting.
- (e) No Member of the Executive Board may leave a telephone meeting by disconnecting his/her communications equipment unless he/she has previously obtained the express consent of the Chairperson of the meeting and a Member of the Executive Board shall be conclusively presumed to be present and to have formed part of the quorum at all times during the meeting unless he/she had previously obtained the express consent of the Chairperson to leave the meeting.
- (f) Minutes of the proceedings of a telephone meeting shall be sufficient evidence of those proceedings and of the observance of all necessary formalities if signed as correct by the Chairperson of that meeting.
- (g) A telephone meeting shall be deemed to take place at the place where the largest group of participating Members of the Executive Board is assembled or, if no such group is readily identifiable, at the place from which the Chairperson of the meeting participates.
- (h) Nothing in this Clause restricts the generality of the power of Members of the Executive Board to regulate their proceedings as they think appropriate.
- (i) This Clause applies also to the proceedings of any Committee to which the Executive Board has delegated any of its powers, any Standing Committee of the Executive Board and any other Committee appointed from time to time by the Executive Board.

- (j) Meetings of the Executive Board shall be chaired by the President or in his/her absence by the Immediate Past President. In the event that neither is present at a meeting, those Members of the Executive Board present shall elect a Chairperson so elected shall report to the President of the Executive Board on the proceedings of the meeting as soon as practicable after the meeting.
- (k) A Member of the Executive Board may as vote at a meeting of the Executive Board on any contract, arrangement, matter or thing wherein he is interested, whether directly or indirectly, provided that due notice of the fact that he is so interested shall have been previously given by such Member to the Executive Board.
- (l) The Executive Board may make a payment to a Member for services rendered by or property acquired from that person in a special or private capacity, or in the case of Members of the Executive Board, may contribute towards expenses incurred in carrying out their duties of office.

41. *Quorum at Meetings of the Executive Board*

A quorum of any meeting of the Executive Board shall be half the number of Members of the Executive Board or, where the number of Members is an uneven number, the next whole number. When a quorum is not present no vote shall be taken but the Executive Board may discuss matters and make recommendations which shall then be reported to the next full meeting of the Executive Board for its decisions.

42. *Validation of Acts*

All acts of the Executive Board or any Committee or any person acting as an Officer of the Society shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any Member of the Executive Board or Committee or person acting as aforesaid or that any such Member of the Executive Board or Committee or person was disqualified, be as valid as if such Member of the Executive Board or committee or person had been duly appointed and we qualified as such.

43. *Authority to Act*

The President shall during the intervals between meetings of the Executive Board exercise such of the functions, powers and discretions of the Executive Board, the management and direction of the business and the conduct of the affairs of the Society as may be entrusted to him/her from time to time by the Executive Board or such as the President in case of emergency in his/her absolute discretion may deem it necessary to exercise.

MANAGEMENT OF THE SOCIETY

44. *Society Managed by the Executive Board*

Subject to the provisions of the Memorandum of Association and of these Articles, the Executive Board shall have power to manage and superintend the affairs of the Society and to act in its name and for that purpose to order the Seal of the Company to be affixed to any deed or other document, and generally may exercise all such powers and do all such acts as may be exercised and done by the Company and as are not required by law or by these Articles to be exercised or done by the Company in General Meeting.

45. *Powers of the Executive Board*

- i. The Executive Board may exercise all of the powers exercisable by the Society under these Articles.
- ii. The Executive Board shall determine the site and date of all scientific meetings of the Society, and delegate organisation of such meetings to a local organising committee which shall be required to furnish progress reports to the Executive Board in such a manner as determined at the time of the original determination of site and date.
- iii. The Executive Board shall have power to accredit those healthcare accreditation organisations which have been successfully surveyed according to approved Society standards and process and for such period of time as recommended by the Council of the Accreditation Federation and similarly shall have power to approve sets of healthcare standards which have been found to comply with the requirements of approved Society principles for healthcare standards and for such period of time as recommended by the Council.

46. *By-Laws*

The Executive Board may from time to time make and rescind alter modify or add to By-Laws in respect of the whole or any part of the conduct of the activity of the Society. All By-Laws made under this Clause shall be consistent with the provisions of these Articles.

47. *Secretariat*

- (a) The Society shall maintain a Secretariat, to be headed by a Chief Executive Officer, which shall be responsible for the administration of the Society under the direction of the Executive Board.
- (b) The functions of the Secretariat shall be as determined by the Executive Board.
- (c) The Secretariat shall be located in a place to be determined by the Executive Board.

48. *Chief Executive Officer*

- (a) The Chief Executive Officer shall be appointed by the Executive Board on a contractual basis and shall be resident in the country in which the Secretariat is located.
- (b) The Chief Executive Officer shall, inter alia:
 - i. Be responsible for the general administration and financial management of the Society under the direction of the Executive Board or, as provided under these Articles, the President;
 - ii. Act as the Secretary of the Executive Board;
 - iii. Be responsible for maintaining the Statutory Registers of the Society;
 - iv. Be responsible for maintaining the Memorandum and Articles of Association of the Society and ensuring that the provisions of the Memorandum and Articles of Association are adhered to at all times;

- v. Be responsible for minuting all meetings of the Society, ensuring that Minutes are signed and for maintaining the Minute Book;
- vi. Be responsible for the conduct of elections for Members of the Executive Board and shall act as returning officer;
- vii. Organise the Annual General Meeting and any scientific meetings of the Society;
- viii. In association with the Treasurer and the annual scientific meeting organising committee, prepare a budget for each scientific meeting for approval by the Executive Board and, within sixty (60) days of the conclusion of any such scientific meeting held under the auspices of the Society, submit a report on the meeting to the Executive Board.

COMMITTEES

49. *Appointment of Committees*

The Executive Board may from time to time appoint any Committee deemed desirable. Any such Committee shall not be recognised unless the Minutes of the meeting at which it was constituted states its composition, terms of reference and life expectancy. The President and Chief Executive Officer shall be ex officio Members of all Committees.

50. *Delegation of Functions to Committees*

The Executive Board may delegate in whole or in part any power or function of the Executive Board to any Committee constituted by the Executive Board under the preceding Clause. Any such Committee shall in the exercise of its powers conform to any conditions imposed on it by the Executive Board.

51. *Standing Committees of the Executive Board*

(a) Editorial Committee

- i. The Executive Board will appoint an Editorial Committee comprising the Editor of the International Journal for Quality in Health Care who will chair the Editorial Committee, and not more than four Regional Editors.
- ii. The Editor shall be responsible for editing the International Journal for Quality in Health Care in accordance with the objectives of the Society and the provisions of the contract under which the Editor has been appointed.
- iii. The Editor shall be entitled to attend Executive Board meetings to present the report of the Editorial Committee.
- iv. The Members of the Editorial Committee shall provide advice on the journal for the Editor and Regional Editors and shall act as referees when requested.

(b) Accreditation Federation

- i. There shall be an Accreditation Federation as a special interest group of the Society and which current Society members may join and for which an additional membership fee will be required for payment.
- (ii) The Federation shall elect a Council as the governing entity for the Society's international accreditation programs.'
- (c) The roles, responsibilities, authorities and membership of the elected Council will be as determined by the Society's Executive Board from time to time.

LOGO

52. *Use of Name and Logo of Society*

The Executive Board shall approve any use of the name and logo of the Society prior to such use.

SEAL

- 53. The Common Seal of the Society shall be kept at the registered office in the State. Any copy seals held outside the State must be done so in strict accordance with Section 41 of the Companies Act, 1963.
- 54. The Common Seal shall not be affixed to any instrument except the authority of the Executive Board and the affixing of the Common Seal shall be attested by the signatures of two Members of the Executive Board.

CUSTODY OF RECORDS

- 55. Except as otherwise provided in these Articles, the Chief Executive Officer shall keep in his or her custody or under his or her control all books, documents and securities of the Society.
- 56. All accounts, books, documents and securities of the Society shall be available for inspection and copying by any member of the Society upon request.

SOURCE OF SOCIETY FUNDS

- 57. The Funds of the Society shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Executive Board determines.

ACCOUNTS & AUDITOR

58. *Accounts*

- (a) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by two members approved by the Executive Board for this purpose.
- (b) The Executive Board shall cause all records to be kept and, at least once after the completion of each Society Year in respect of that Society Year cause accounting reports to be made, or several separate accounts to be made of all the property, financial transactions and affairs of the Society in such a manner as required under these Articles.

59. *Annual Accounts*

- (a) Until otherwise decided by the Executive Board such accounting reports shall include a statement of all receipts and expenditures during each Society Year and a statement of all of the property and liabilities of the Society at the end of that Society Year with such reconciliation as may be necessary, both of which shall be submitted to the Annual General Meeting for approval.
- (b) The framing of a budget and preparation of the accounts shall be the responsibility of the Treasurer, in consultation with the Chief Executive Officer as appropriate.

60. *Auditor*

- (a) The Auditor shall be elected at the Annual General Meeting for such period and on such terms as the Executive Board shall think fit.
- (b) The Auditor shall examine all financial records and data of the Society, and furnish a report thereon. The Executive Board shall attach the report of the Auditor to the accounts of the Society when tabling the same at the Annual General Meeting.
- (c) Audits shall be conducted at regular intervals of not more than twelve (12) months.
- (d) An Auditor shall not be a Member of the Society or closely related financially or otherwise to a Member of the Executive Board.

61. *Society to Be Non-Profit*

The property and income of the Society shall be applied solely and exclusively to the promotion of its objectives.

DISSOLUTION OF THE SOCIETY

62. The Society may at any time, with the consent of a majority of three-quarters of the Members present in person at an Annual General Meeting and entitled to vote and voting or voting by proxy in accordance with the Constitution, be dissolved. At least sixty (60) days written notice must be given of any proposal to dissolve the Society.

63. *Surplus Property after Dissolution*

If, after dissolution or winding up of the Society, 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 Society but shall be given or transferred to some other society or institution having objectives similar wholly or in part to the objectives of the Society and which shall prohibit the distribution of its or their income among its or their Members, or some charitable objective or objectives which society, institution or objective shall be determined by the Members of the Society at or before the time of dissolution or winding up.

NOTICES

64. A notice may be served by the Company upon any Member either personally or by being left at his registered address or by sending it through the post in a prepaid letter addressed to such Member at his registered address. As regards those Members who have no registered address in the Republic of Ireland, Great Britain or Northern Ireland, a notice posted up in the

office shall be deemed to be well served on them at the expiration of 24 hours after it is so posted.

65. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted and in proving such notice it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put in the Post Office.

INDEMNITY

66. Every Director and every Member of a committee and every other officer or servant of the Company (other than the Auditor) unless otherwise stipulated by agreement, shall be indemnified by the Company against all costs, losses and expenses (including travelling expenses) which any such Director or Member of a committee, officer or servant, may incur or become liable to by reason of any contract entered into or any act or thing done by him as such officer, or in any way in the discharge of the duties of his office, except such costs, losses or expenses shall have been incurred or occasioned by his own wilful act or default.
67. Every Director, Manager, Secretary, and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or act or thing done by him as such officer or servant or in any way in the discharge of his duties, including travelling expenses
68. Subject to section 200 of the Companies Act, 1963, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.

WE, the several persons whose names, addresses and description and subscribed, wish to be formed into a Company in pursuance of these Articles of Association.

Names, Addresses and Descriptions of Subscribers

1. Fiona Mahon (Chartered Secretary)
8 Northbrook Avenue
Ranelagh, Dublin 6
2. Aine Donohoe (Legal Secretary)
6 Shanowen Park
Santry, Dublin 9
3. Kelly Meehan (Trainee Chartered Secretary)
25 Redcourt Oaks
Seafield Road East
Clontarf, Dublin 3
4. Hazel Keane (Administrator)
Hynestown
Naul, Co. Dublin
5. Mary Rose O'Donovan (Legal Secretary)
14 Acorn Downs
Newbridge
Co. Kildare
6. Nora Sinnott (Legal Secretary)
27 Sandymount Road
Dublin 4
7. Mona White (Trainee Solicitor)
6 Waltersland Road
Stillorgan, Co. Dublin

Dated this 13th day of August 2008

Witness to the above signatures

Barbara Conway (Legal Secretary)
43 Teeling Way
East Road
East Wall
Dublin 3