

COMPANIES ACTS, 1963 TO 2009

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

IRISH ASSOCIATION FOR EMERGENCY MEDICINE LIMITED

(as adopted by special resolution dated 17 January 2012)

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**MEMORANDUM OF ASSOCIATION
OF
IRISH ASSOCIATION FOR EMERGENCY MEDICINE LIMITED**

1. The name of the company is the Irish Association for Emergency Medicine Limited (hereinafter called the "Association")
2. The main object for which the Association is established is:
 - 2.1 To promote, support and assist the education of undergraduate medical students, postgraduate doctors, nurses, pre-hospital care staff and the general public in the field of emergency medical care.
 - 2.2 To promote high standards in the diagnosis and management of acute and urgent aspects of illness and injury.
 - 2.3 To support and encourage research in order to improve standards of emergency medical care.
3. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only.
 - 3.1 To provide advice to educational bodies responsible for postgraduate education and continuing professional development, including, without limitation, the Royal College of Surgeons in Ireland and its sub-committees, the College of Emergency Medicine, the Advisory Committee on Emergency Medicine Training, the Advanced Life Support Group, the Irish Heart Foundation, the Royal College of Physicians of Ireland and its sub-committees, the Pre-hospital Emergency Care Council, Health Services Executive Medical Education, Training & Research, the Department of Health and Children in the Republic of Ireland, and equivalent bodies in Northern Ireland and to nominate members to such educational bodies when requested.
 - 3.2 To provide advice to the Medical Council, the Health Service Executive and the Department of Health and Children and their respective successors and assigns on all matters pertaining to the practice of Emergency Medicine in Ireland.

- 3.3 To set academic standards for the training of doctors in Emergency Medicine.
 - 3.4 To oversee applications for entry onto the Specialist Register, Division of Emergency Medicine from doctors with overseas training or training equivalent to Irish Higher Specialist Training and to make recommendations of the specific training required for entry onto the Specialist Register.
 - 3.5 To establish, conduct and deliver training programmes, seminars or conferences in the field of Emergency Medicine such training programmes, seminars or conferences being of the required standard to enable the provision of continuing professional development points.
 - 3.6 To set up funding for the promotion of Emergency Medicine and associated research fields and give grants for research and education in the field of Emergency Medicine and associated research fields.
 - 3.7 To maintain and develop links with national and international bodies relevant to the activities of the Association.
 - 3.8 To organise, promote, conduct, support and assist events with a view to raising finances, to receive grants and to raise funds whether by personal or written appeals, public meetings, collections, the promotion of events or occasions or other means of soliciting contributions, subscriptions, donations or other payments for the benefit of the Association.
 - 3.9 To form an organisation immediately available for consultation with or by the State or any organ thereof on matters pertaining to Emergency Medicine and related fields.
 - 3.10 To print, publish, sell, lend or distribute by any means whatsoever any communications made to the Association, or any papers, treatises or communications relating to Emergency Medicine and related fields and any reports of the proceedings and accounts of the Association.
 - 3.11 To acquire and take over all or any part of the assets and liabilities of the present unincorporated body, known as The Irish Association for Emergency Medicine.
 - 3.12 To lay down the requirements and qualifications for membership of and subscribership to the Association and to maintain a list of members of and a list of subscribers to the Association and their addresses.
4. The following are the powers of the Association:
- 4.1 To raise funds and help raise funds for the promotion of the main object of the Association.
 - 4.2 To make, draw, accept, endorse, issue, discount, and otherwise deal

with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.

- 4.3 To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent: any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Association in cash or debentures or obligations of the Association, whether fully paid or otherwise, or in any other manner.
- 4.4 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Association, or all such methods, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Association's holding company or a subsidiary or associated company.
- 4.5 To carry on any other business which may seem to the Association capable of being conveniently carried on in connection with the main object.
- 4.6 To purchase or otherwise acquire and carry on the whole or any part of the business property, goodwill and assets of any company carrying on or proposing to carry on any business which the Association is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Association, or possessed of property suitable for the purposes of the Association, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamated with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- 4.7 To promote any company for the purpose of acquiring all or any of the property or liabilities of the Association, or if undertaking any business or operations which may appear likely to assist or benefit

the Association or to enhance the value of or render more profitable any property, assets or business of the Association, or for any other purpose which may be directly or indirectly calculated to benefit the Association.

- 4.8 To accumulate capital for any purposes of the Association, and to appropriate any of the Association's assets to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years.
- 4.9 To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Association's main object, and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- 4.10 To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Association, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Association's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed, and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Association of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- 4.11 To, create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Association, or for depreciation of works or stock, or any other purpose to advance the main object of the Association.
- 4.12 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Association as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by an occupational pension scheme and provided that such occupational pension scheme has been operated by the Association and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by the Association; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Association and to subscribe or guarantee money for charitable objects.

- 4.13 To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Association and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Association.
- 4.14 To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Association's main object by any person or company.
- 4.15 To do all such other things as may be deemed incidental or conducive to the attainment of the above main object.

And it is hereby declared that in the construction of this Clause, the word "company", except where used in reference to this Association, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year afterwards, for payment of debts and liabilities of the Association contracted before he ceases to be a member and 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**.
7. If upon the winding up or dissolution of the Association 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 Association but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main object of the Association 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 imposed on the Association under or by virtue of Clause 8 hereof, such institution or institutions to be determined by the members of the Association 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.
8. The income and property of the Association shall be applied solely towards the promotion of its main object as set forth in this Memorandum of Association. No portion of the Association's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or

otherwise howsoever by way of profit to members of the Association. No Director shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association. However, nothing shall prevent any payment in good faith by the Association of:

- 8.1 reasonable and proper remuneration to any member, officer employee or servant of the Association (not being a Director) for any services rendered to the Association
 - 8.2 interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the Association to the Association
 - 8.3 reasonable and proper rent for premises demised and let by any member of the Association (including any Director) to the Association
 - 8.4 reasonable and proper out of pocket expenses incurred by any Director or employee in connection with attendance to any matter affecting the Association
 - 8.5 fees, remuneration or other benefit in money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company.
9. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.
10. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

WE, the several persons whose name and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

1. Mr Fergal Hickey (Consultant in Emergency Medicine)
Ballyweelin, Rosses Point, Sligo

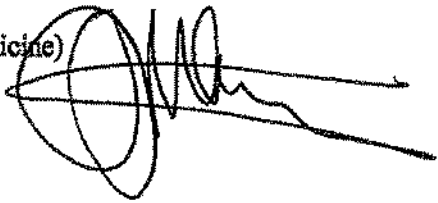
Fergal Hickey

Witness to the above signature: *Bonnie Connor*

Address: *5 The Willows, Pearse Road, Sligo*

Occupation *Medical Secretary*

2. Mr John McInerney (Consultant in Emergency Medicine)
61 Clonliffe Road, Drumcondra, Dublin 3



Witness to the above signature:

Address:

Com Ky

Occupation

40 Emergency Dept
Dun Laoghaire
Dun Laoghaire
Medical Director

3. Mr Niall O' Connor (Consultant in Emergency Medicine)
83 Collegefort, Castleknock, Dublin 15

Niall O'Connor

Witness to the above signature:

CVEH

Address:

Dromedary, Eastern Hill, Ballyslane, 6 Month

Occupation

Consultant Emergency Medicine

4. Mr Mark Doyle (Consultant in Emergency Medicine)
Barristown, Passage East, Waterford



Witness to the above signature:

C. Lyng (Catherine Lyng)

Address:

Shanbough, VIA NEW ROSS, CO-KILKENNY

Occupation

STAFF NURSE.

5. Mr James Binchy (Consultant in Emergency Medicine)
46 Rockbarton Park, Salthill, Galway

James Binchy

Witness to the above signature:

Lithy J. Hanly

Address:

Ennis. Ennisavall Bushypark Galway

Occupation

Medical Consultant

6. Dr Gareth Quin (Consultant in Emergency Medicine)
Lurriga, Patrickswell, Co Limerick

Gareth Quin

Witness to the above signature:

Address:

Joyce Hannon 18/5/11

Occupation

ED MURK LIMERICK

EMERGENCY PHYSICIAN

7. Miss Kathleen Patricia Houlihan (Consultant in Emergency Medicine) *Kathleen P. Houlihan*
5 Newbridge Avenue, Sandymount, Dublin 4

Witness to the above signature: *[Signature]*

Address: *2 Galston Ter. Rathines, Dublin 6.*

Occupation *Medical Doctor.*

Dated this *12* day of *May* 2011

COMPANIES ACTS, 1963 TO 2009
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF THE
IRISH ASSOCIATION FOR EMERGENCY MEDICINE LIMITED

(the "Association" or the "Company")

(as adopted by Special Resolution dated 17 January 2012)

The Regulations contained in Table C of the Companies Acts, 1963 to 2009 shall apply to the Association save in so far as they are excluded, amended or varied hereby.

1. DEFINITIONS

In these Articles:

"**the Act**" means the Companies Act, 1963, as amended;

"**the Bye-Laws**" means the Bye-Laws of the Association for the time being as set out in accordance with these Articles;

"**Consultant**" means a registered medical practitioner who by reason of his training, skill and expertise in a particular field of medicine, is consulted by other registered medical practitioners and who has a continuing clinical and professional responsibility for patients under his care, or that aspect of care on which (s)he has been consulted;

"**the Directors**" means the Executive for the time being of the Association and includes any person occupying the position of Executive Committee member by whatever name called;

"**the Executive**" means the Executive Committee of the Association elected in accordance with these Articles and the Bye-Laws;

"**Member**" means a member (of whatever class) of the Association at a given time as evidenced in the Register of Members.

"**Secretary**" means any person appointed to perform the duties of the Secretary of the Association;

"**the Seal**" means the Common Seal of the Association;

"**the Office**" means the registered office for the time being of the Association; and

"**Officers**" is the collective term for the President, the Honorary Secretary and the Honorary Treasurer each of whom is an Officer and shall have such powers and obligations as may be conferred upon them by these Articles and the Bye-Laws.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, email, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

Unless the contrary intention appears, words denoting the singular include the plural and vice versa and words importing the masculine include references to the feminine and neuter and vice versa.

2. MEMBERS

2.1. The number of Members with which the Company proposes to be registered is 500. The Executive may from time to time register an increase or decrease of Members. However, at no time shall the number of Members be less than seven.

2.2. The subscribers to the Memorandum of Association and such other persons as the Executive shall admit to membership shall be members of the Association. The Executive shall make an entry in respect of every Member in the Register of Members required to be kept by the Association in accordance with section 116 of the Act.

2.3. Membership Types

There are five classes of membership. They are:

- (i) Full Membership;
- (ii) Associate Membership;
- (iii) Affiliate Membership;
- (iv) Honorary Membership; and
- (v) Life Membership.

2.4. Eligibility

Membership is available to doctors and medical students with an interest in the speciality of Emergency Medicine as approved by the Executive, provided however that:

- (i) Full Membership is only available to a doctor who holds a substantive post as a Consultant in Emergency Medicine or Paediatric Emergency Medicine in either a public or private hospital in Ireland or is listed on the Medical Council (Ireland) Specialist Register in the division of Emergency Medicine or Paediatric Emergency Medicine;
- (ii) Associate Membership is only available to a non-Consultant hospital doctor, such as an Associate Specialist; Associate Emergency Physician; Staff Grade; Specialist Registrar; Registrar; Senior House Officer; Intern or equivalent, working in or having an interest in Emergency Medicine;
- (iii) Affiliate Membership is only available to medical students with an interest in Emergency Medicine;

- (iv) Honorary Membership is available to Consultants in Emergency Medicine from overseas or Consultants in other specialties who have made a significant contribution to the development or advancement of the specialty of Emergency Medicine in Ireland or internationally; and
 - (v) Life Membership is only available to Full Members on their retirement from substantive practice.
- 2.5. The Executive may, from time to time, establish in the Bye-Laws, additional eligibility requirements to be met for membership of the Association.
 - 2.6. The rights and liabilities attaching to any class of Members of the Association may be varied at any time by way of a Special Resolution of the Association.
 - 2.7. Applicants for Full Membership, Associate Membership, and Affiliate Membership shall apply in writing with the appropriate subscription and application form to the Honorary Secretary of the Association, who shall submit the names of candidates for consideration to the Officers of the Association. The Officers of the Association may refer an application for consideration to the Executive and in exceptional circumstances, the Executive may refer the matter for the consideration of the General Membership at the next General Meeting of the Association.
 - 2.8. Applicants for Honorary Membership shall be recommended by the Executive, and shall be proposed and seconded by Full Members at the next Annual General Meeting of the Association. Such applicants shall be declared Honorary Members of the Association if their Membership is approved by a majority of the Members present and entitled to vote at that Annual General Meeting.
 - 2.9. Consultants eligible for Life Membership shall be recommended by the Executive and shall be proposed and seconded by two Officers at the next Annual General Meeting of the Association. Such Consultants shall be declared Life Members of the Association if their Membership is approved by a majority of the Members present and entitled to vote at that Annual General Meeting.

3. RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

- 3.1. A Member of any class may by notice in writing to the Honorary Secretary of the Association resign his Membership of the Association. However, in the event of such resignation, all outstanding subscriptions or monies due to the Association by the resigning Member shall remain a debt payable by that resigning Member to the Association.
- 3.2. Any Member who has failed to pay their subscription (or any other monies due to the Association) by the time of the Annual General Meeting, despite being informed of the position by the Executive, shall automatically cease to be a Member and shall not be entitled to attend or vote in respect of any issue raised before the Annual General Meeting. To be reinstated, such lapsed Members must resubmit a new application for Membership following payment of all outstanding contributions.
- 3.3. Membership of the Association shall automatically cease on any Member's death.
- 3.4. If any Member shall refuse or wilfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Executive either shall have rendered him unfit to remain a Member of the

Association or shall be injurious to the Association or bring the Association into a state of disrepute or if the Executive shall for any other good reason require that a Member shall be expelled such Members may by a Resolution of the Executive be expelled from membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the Executive any explanation or defence as he may think fit.

Notice under this Article shall be deemed to have been served if it is sent by post or receipted email in accordance with the provisions set out in Article 18 of these Articles whether or not it is actually received by the Member intended to be served with such notice.

4. GENERAL MEETINGS

- 4.1. All General Meetings of the Association shall be held on the island of Ireland.
- 4.2. Subject to paragraph 4.3, the Association shall in each year hold a General Meeting as its Annual General Meeting and shall specify that meeting as such in the notices calling it. No more than 15 months shall elapse between the date of one Annual General Meeting of the Association and the date of the next Annual General Meeting.
- 4.3. So long as the Association holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and at such place in the State as the Executive shall appoint.
- 4.4. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 4.5. An Extraordinary General Meeting may be called at any time on receipt by the Honorary Secretary of a requisition (stating the object of the proposed meeting) in writing from:
 - (a) The Executive; or
 - (b) Not less than 10 per cent (10%) of the Members of the Association with such Members having signed the requisition.
- 4.6. The Executive shall within twenty one (21) days from the date of receipt of a requisition to convene an Extraordinary General Meeting, duly proceed to convene the Extraordinary General Meeting to be held within two (2) months from the date of the receipt of a valid requisition at such time and place as it thinks fit.
- 4.7. Any Member (with a right to vote) may vote in respect of any contract, appointment or arrangement in which he is interested (subject to such interest having been declared prior to the holding of any vote) and he shall be counted in the quorum present at any meeting whereat such vote takes place.
- 4.8. Any Member who wishes to bring before the Annual General Meeting any motion not relating to the ordinary annual business of the Association may do so, provided that notice in writing from such Member of the proposed motion is received by the Honorary Secretary not later than thirty five (35) days prior to the date of the meeting. In order to facilitate the placing of such motion, a non-binding notice indicating the expected date for the Annual General Meeting, will issue at

least fifty (50) days before the expected date of the Annual General Meeting. Failure to issue the non-binding notice shall not be grounds for the postponement of the Annual General Meeting.

5. NOTICE OF GENERAL MEETINGS

- 5.1. Subject to Sections 133 and 141 of the Act the Annual General Meeting and any meeting called for the passing of a special resolution shall be called by the giving of at least 28 days' written notice to all Members entitled to attend thereat. The notice shall specify the place, the day and the hour of the meeting and in the case of special business the general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Association entitled to receive notices from the Association.
- 5.2. Subject to Sections 132 and 141 of the Act, a General Meeting other than an Annual General Meeting or a meeting called for the passing of a special resolution shall be convened by the giving of at least 14 days' written notice to all Members entitled to attend thereat.
- 5.3. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1. All business transacted at an Extraordinary General Meeting together with all business other than that identified in the Bye-Laws as being the business of the Annual General Meeting shall be deemed special.
- 6.2. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum shall be made up of eight Full Members, present in person or by proxy.
- 6.3. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Executive may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members (so long as there are a minimum of two) present shall be a quorum.
- 6.4. The President of the Association shall preside as Chairman at every General Meeting of the Association, or he may nominate another Executive Member to chair the meeting in his absence. If he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the other Executive Members present shall elect one of their number to be Chairman of the meeting.
- 6.5. If at any meeting no Executive Member is willing to act as Chairman or if no Executive Member is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.
- 6.6. The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and

from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

- 6.7. All Members shall be entitled to attend at all General Meeting of the Association however Affiliate Members shall be entitled to attend in an observer capacity only. All other Members shall be entitled to participate in all conversations at any General Meeting of the Association. Only Full Members shall be entitled to vote at any General Meeting of the Association. Each Full Member shall be entitled to one vote in respect of all matters to be decided at a General Meeting of the Association. For the avoidance of doubt, Associate Members, Affiliate Members, Honorary Members and Life Members shall not be entitled to vote at any General Meeting.
 - 6.8. The Chairman of any General Meeting may, if directed to do so by the Executive, determine that all or a portion of a General Meeting may be attended by Full Members only.
 - 6.9. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the Chairman, or
 - (b) by any Member or Members present in person and representing not less than one-third of all Members having the right to vote at the meeting.
- Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
- 6.10. If a poll is duly demanded it shall be taken in such a 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.
 - 6.11. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
 - 6.12. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
 - 6.13. Subject to Section 141 of the Act, a resolution in writing signed by all Members for the time being entitled to attend and vote on such resolution at a General Meeting shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Association duly convened and held, and if described

as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

- 6.14. No Member shall be entitled to attend or vote at any General Meeting unless all monies due and owing by him to the Association have been paid up to date.
- 6.15. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter objected to is given or tendered, any vote not disallowed at such meeting shall be valid for all purposes, Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
- 6.16. Votes may be given either personally or by proxy.
- 6.17. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a Member of the Association.
- 6.18. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- 6.19. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

<p>IRISH ASSOCIATION FOR EMERGENCY MEDICINE</p> <p>I/We, _____ of _____ in the County of _____, being a member/members of the above named Association, hereby appoint of _____ or failing him or _____ as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the day of _____ 20 _____ and any adjournment thereof.</p> <p>Signed this _____ day of _____ 20 _____</p> <p>This form is to be used* in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.</p> <p>*Strike out whichever is not desired.</p>

- 6.20. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 6.21. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the

proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

- 6.22. Proper minutes shall be recorded of all resolutions and proceedings of every General Meeting of the Association. Such minutes shall be signed by the Chairman at the next following General Meeting.

7. ANNUAL SUBSCRIPTIONS

- 7.1. Each Member shall pay an Annual Subscription to the Association. The Annual Subscription may vary as between each different class of Member and shall be determined at the Annual General Meeting of the Association held the previous year on the recommendation of the Executive. The annual subscription in respect of a year shall be due for payment on the 1st day of January of that year. A person becoming a Member of the Association after the 1st day of January in any year may be required by the Executive to pay the entire Annual Subscription in respect of that year. In the event that any Member shall cease to be a Member prior to 31st day of December in any year that Member shall not be entitled to any rebate of his Annual Subscription paid for that year. The terms and conditions attached to Life Subscriptions shall be determined and/or varied by the Executive in their absolute discretion from time to time.
- 7.2. The Association may levy additional fees in response to particular contingencies. Such a levy will be recommended by the Executive but shall require the consent of a majority of Members present and entitled to vote at a duly convened General Meeting of the Association.

8. THE EXECUTIVE

- 8.1. The business of the Association shall be managed by the Executive, who may pay all expenses incurred in promoting and registering the Association, and exercise all such powers of the Association as are not by the Act or Articles required to be exercised by the Association in General Meeting subject nevertheless to the provision of the Act and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Association in General Meeting, but no direction given by the Association in General Meeting shall invalidate any prior act of the Executive which would have been valid if that direction has not been given.
- 8.2. The Executive shall consist of no fewer than five nor more than twelve Members, each of whom shall be a Member of the Association. The Association may, from time to time, on the recommendation of the Executive, reduce or increase the maximum number of Members for the time being of the Executive.
- 8.3. The Executive shall comprise the following, all being Members of the Association:
- (i) The President;
 - (ii) The Honorary Secretary;
 - (iii) The Honorary Treasurer;

- (iv) The Chairperson of the Irish Committee for Emergency Medicine Training (ICEMT);
- (v) The ICEMT Representative on the CEM Training Standards Committee;
- (vi) The President of IEMTA;
- (vii) Two Full Members (the "Ordinary Members");
- (viii) The Immediate Past President/President-Elect; and
- (ix) The Immediate Past Secretary.

8.4. No person shall be eligible to be a Member of the Executive if he:

- (i) Is an undischarged bankrupt or has made arrangement or composition with his creditors generally; or
- (ii) Has been and remains prohibited from being a director of any company by reason of any order made under Section 184 of the Act; or
- (iii) Has had made against him, and remains deemed to be subject to, a Disqualification Order (as defined in Section 160 of the Companies Act, 1990) or is deemed, under part VII of the Companies Act, 1990, and remains deemed to be subject to, a Disqualification Order; or
- (iv) Has, within the previous five years been (within the meaning of Section 150 of the Companies Act 1990) a person to whom Section 150 of that Act applies; or
- (v) Has been convicted of an indictable offence, unless the Executive otherwise determines; or
- (vi) Has ceased to be a Member of the Association in accordance with the provisions of these Articles.

8.5. The Executive may appoint subcommittees to assist in achieving the objectives of the Association.

9. APPOINTMENT TO THE EXECUTIVE

- 9.1. The Officers and two Ordinary Members of the Executive shall be elected by simple majority vote of the Members at the Annual General Meeting. The Honorary Secretary will make a written call for nominations where a vacancy is due to arise, sixty (60) days before the proposed meeting date.
- 9.2. Candidates for an Officer or Ordinary Member vacancy on the Executive Committee shall be proposed and seconded by two Full Members of the Association. Such proposals shall include the written assent of the nominated Member to allow his name to go forward for election and the name and signature of the proposer and seconder. These must be submitted to the Honorary Secretary not less than forty (40) days before the Annual General Meeting.

- 9.3. The names of candidates will be distributed to Full Members of the Association with the papers for the Annual General Meeting not less than twenty eight (28) days before the date of the meeting. In the event of there being more than one nominee for a vacancy, an election by secret ballot will be held.
- 9.4. Where an unexpected vacancy arises, the remaining Members of the Executive may fill the post on an interim basis until the formal process can be commenced. If no applications are made for a vacancy the Executive may similarly fill the post on an interim basis until the post is filled definitively.
- 9.5. The Officers shall serve for a term of three years and may stand for election for a second term, if suitably proposed and seconded. Thereafter he is disqualified from holding the same office in the Association.
- 9.6. The Ordinary Members of the Executive shall serve for a period of three years after which they rotate off the Committee for at least two years unless elected as an Officer.
- 9.7. The Immediate Past-President will serve on the Executive Committee for a period of two years after the end of his Presidency. Thereafter he will be replaced on the Executive Committee by the President-Elect. If no President-Elect is in Office by virtue of the President being re-elected for a second term, then the Immediate Past-President will demit from the Executive.
- 9.8. The Immediate Past-Secretary will serve on the Executive Committee for a period of two years after the end of his term as Honorary Secretary.
- 9.9. The President-Elect shall be appointed at the Annual General Meeting a year before the end of the term of office of the President. If a President wishes to seek re-election for a second term and is successfully re-elected, a President-Elect will be elected a year prior to the conclusion of the second term of office. He will take up office at the following year's Annual General Meeting. The incoming Honorary Secretary and the incoming Honorary Treasurer shall take up office at the end of the Annual General Meeting at which they are elected.
- 9.10. The Members of the Executive shall not be required to retire by rotation.
- 9.11. The Association may, by resolution in General Meeting, remove any Member of the Executive from the Executive (and/or where applicable from their position as an Officer). Notice in writing of the intention to move such a resolution shall be signed by seven Full Members of the Association and given to the Honorary Secretary not less than twenty eight (28) before the General Meeting at which it is to be moved. The Association shall give notice of such resolution at the same time and in the same manner as it gives notice of such General Meeting. On receipt of notice of an intended resolution to remove a Member of the Executive, the Honorary Secretary shall send forthwith a copy thereof to the Member concerned.
- 9.12. A Member of the Executive shall automatically vacate his office if such Member:
 - (i) holds any employment or place of profit under the Association; or
 - (ii) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or

- (iii) becomes prohibited from being a director by reason of any order made under Section 184 of the Act; or
- (iv) becomes of unsound mind; or
- (v) resigns his office by notice in writing to the Association; or
- (vi) is convicted of an indictable offence unless the Executive otherwise determine; or
- (vii) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 194 of the Act.

10. PROCEEDINGS OF THE EXECUTIVE

- 10.1. The Executive shall meet together at least twice a year for the dispatch of business. Questions arising at any meeting shall be decided by a majority of votes. Where there is any equality of votes, the Chairman shall have a second or casting vote.
- 10.2. A Member of the Executive may, at any time summons a meeting of Executive. If the Executive so resolves it shall not be necessary to give notice of a meeting of Executive to any Member of the Executive who being resident in the State is for the time being absent from the State.
- 10.3. Notice in writing of a meeting of the Executive shall be given to each Member of the Executive at least five clear days before such meeting. Such notice shall contain a statement of business to be transacted at the meeting. An emergency meeting may be called by the President with notice in writing of one clear day.
- 10.4. The quorum necessary for the transaction of the business of the Executive may be fixed by the Executive, and unless so fixed shall be half the total number of Executive Members, subject to a minimum of two.
- 10.5. A Member of the Executive shall be deemed to be present at a meeting of the Executive if he participates by telephone or other electronic means and all Members of the Executive participating in the meeting are able to hear each other.
- 10.6. The continuing Executive Members may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of the Executive, the continuing Executive Member(s) may act for the purpose of increasing the number of Executive Members to that number or of summoning a General Meeting of the Association, but for no other purpose.
- 10.7. The President of the Association shall preside as Chairman at every meeting of the Executive, or he may nominate another Executive Member to chair the meeting in his absence. In the event of voting deadlocks, the Chairman shall have the casting vote. If the Chairman is not present within fifteen minutes after the time appointed for holding a meeting, the Executive present may choose one of their number to be Chairman of the meeting.

- 10.8. The Executive may delegate all or any of their powers to committees consisting of such Member or Members of the Executive as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Executive and shall report back to the Executive.
- 10.9. All acts done by any meeting of the Executive or of a committee of Executive or by any person acting as a Member of the Executive shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Executive Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Executive.
- 10.10. A resolution in writing, signed by all Members of the Executive for the time being entitled to receive notice of a meeting of the Executive, shall be as valid as if it had been passed at a meeting of the Executive duly convened and held.
- 10.11. The Executive shall cause minutes to be made in books provided for the purpose:
- (i) of all appointments to the Executive;
 - (ii) of the names of the Executive Members present at each meeting of the Executive and of any committee of the Executive; and
 - (iii) of all resolutions and proceedings at all meetings of the Association, and the Executive and of committees of Executive Members.

11. BYE-LAWS

- 11.1. The Executive may, from time to time issue Bye-Laws providing for such matters as it considers necessary for the purpose of the Association carrying out its functions, provided always that the said Bye-Laws are consistent with the charitable objectives of the Association and are not restricted by law or by the Memorandum of Association or these Articles.
- 11.2. All Bye-Laws shall be binding on all Members of the Association.
- 11.3. All amendments to the Bye-Laws must be approved by a simple majority of the Members present at General Meeting of the Association duly convened for that purpose.
- 11.4. No Bye-Law may be made which seeks to abolish, amend or otherwise vary the Memorandum of Association or Articles of Association. Any such enactment shall be void to the extent that it seeks to abolish, amend or otherwise vary the provisions of the Memorandum of Association or Articles of Association.
- 11.5. If any conflict arises between these Articles and the Bye-Laws, these Articles shall take precedence.

12. VOTING ON CONTRACTS

A member of the Executive may vote in respect of any contract, appointment or arrangement in which he is interested (subject to such intent having been declared prior to the holding of any vote) and he shall be counted in the quorum present at the meeting.

13. BORROWING POWERS

- 13.1. The Executive may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.
- 13.2. All monies of the Association in excess of requirements for payments to be made, may be invested by the Executive in such manner as it shall think fit in any form of investment for the time being authorised for the investment of trust funds. Such investments may be varied or realised as the Executive considers appropriate.

14. SECRETARY

- 14.1. The Secretary shall be appointed by the Executive on such term and upon such conditions as the Executive thinks fit; and any Secretary so appointed may be removed by them.
- 14.2. Where a provision of the Act or these Articles requires or authorises something to be done or an action to be taken by both a Member of the Executive and the Secretary, two separate individuals will be required for the purposes of doing that thing or carrying out that action. For the avoidance of doubt, the same one person may not act in his capacity as Executive Member and Secretary when doing that thing or carrying out that action.

15. THE SEAL

The seal shall be used only by the authority of the Executive, and every instrument to which the seal shall be affixed shall be signed by a Member of the Executive and shall be countersigned by the Secretary or by a second Member of the Executive or by some other person appointed by the Executive for that purpose.

16. ACCOUNTS

- 16.1. The Executive shall cause proper books of accounts to be kept relating to:
 - (i) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
 - (ii) all sales and purchases of goods by the Association; and
 - (iii) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

- 16.2. The books shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Executive think fit, and shall at all reasonable times be open to the inspection of the Executive.
- 16.3. The Executive shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and

books of the Association or any of them shall be open to the inspection of Members not being Members of the Executive, and no Member (not being a Member of the Executive) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Executive or by the Association in General Meeting.

- 16.4. The Executive shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Association such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the Association.
- 16.5. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Association together with a copy of the Directors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

17. AUDIT

Auditors shall be appointed and their duties regulated in accordance with Section 160 to 163 of the Act.

18. NOTICES

- 18.1. A notice may be given by the Association to any member either personally or by sending it by post or email duly receipted to him to his registered address or by any other method as the Executive may recommend and set out in the Bye-laws. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post. Where a notice is sent by email, service of the notice shall be deemed to be effected by properly addressing and sending the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the email containing the same is sent.
- 18.2. Notice of every General Meeting shall be given in any manner herein before authorised to:
 - (i) every Member; and
 - (ii) the Auditor for the time being of the Association.

No other person shall be entitled to receive notices of General Meetings.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

1. Mr Fergal Hickey (Consultant in Emergency Medicine) *Fergal Hickey*
Ballyweelin, Rosses Point, Sligo

Witness to the above signature: *Bearie Connors*

Address: *5 The Willows, Pearse Road, Sligo*

Occupation *Medical Secretary*

2. Mr John McInerney (Consultant in Emergency Medicine)
61 Clonliffe Road, Drumcondra, Dublin 3



Witness to the above signature:

Address:

Conor Kelly

Occupation

410 EMERGENCY DEPT
OUR LODGE OF LAWSONS HOSP
DROICHERA Co. DUBLIN
MEDICAL SECTION

3. Mr Niall O' Connor (Consultant in Emergency Medicine)
83 Collegefort, Castleknock, Dublin 15

Niall O'Connor

Witness to the above signature:

CVElt

Address:

Dransleff, Easton Rd, Ballycotton, Co. Meath

Occupation

Consultant Emergency Medicine.

4. Mr Mark Doyle (Consultant in Emergency Medicine)
Barristown, Passage East, Waterford



Witness to the above signature:



Address: 37 Ard na Gaoi, Traamore, Co. Waterford

Occupation Ambulance Officer

James Binchy

5. Mr James Binchy (Consultant in Emergency Medicine)
46 Rockbarton Park, Salthill, Galway

Witness to the above signature:

John F. ...

Address:

Dromaswell Bushy Park Galway

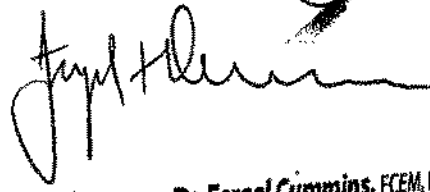
Occupation

Medical Consultant

6. Dr Gareth Quin (Consultant in Emergency Medicine)
Lurriga, Patrickswell, Co Limerick



Witness to the above signature:



Address:

Occupation ED, MWRH, LIMERICK

Dr. Fergal Cummins, FCEM, FACEM
Emergency Physician
IMC No. 19268

7. Miss Kathleen Patricia Houlihan (Consultant in Emergency Medicine) *Michael P. Houlihan*
5 Newbridge Avenue, Sandymount, Dublin 4

Witness to the above signature: *Mc*

Address: *2 Galston Ter, Rathmore - Dublin 6.*

Occupation: *Medical Doctor*