



# **MEMORANDUM**

**and**

# **ARTICLES OF ASSOCIATION**

**THE PSYCHOLOGICAL SOCIETY OF IRELAND**

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## **BACKGROUND**

## **CONSTITUTION**

The original Constitution was draft by a Working Party elected at a general meeting of psychologists held at the Royal Marine Hotel, Dun Laoghaire on 26<sup>th</sup> April 1969. The Constitution was adopted at the founding meeting of The Psychological Society of Ireland which was held at the Mater Hospital, Dublin on 16<sup>th</sup> May 1970.

## **MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Psychological Society of Ireland was incorporated under the Companies Acts 1963 to 1983 as a Limited Company on 15<sup>th</sup> November 1985. Certificate No. 110772.

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**COMPANIES ACTS, 1963 TO 1983**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**THE PSYCHOLOGICAL SOCIETY OF IRELAND**

- 1.1 The name of the Company (hereinafter call "the Society") is The Psychological Society of Ireland.
- 1.2 The symbol of the Society is the Greek letter  $\Psi$  which represents the initials of the Society in English namely PSI.
- 1.3 The motto of the Society is "Quanta Est Animi Magnitudo".
- 2.1 The primary object for which the Society is established is to advance psychology as a pure and applied science in Ireland and elsewhere.
- 2.2 In furtherance of the primary object, but not further or otherwise, the Society is established for the following additional objects:-
  - 2.2.1 To advance psychology as a profession.
  - 2.2.2 To acquire and take over all or any part of the assets and liabilities of the present unincorporated body, known as The Psychological Society of Ireland.
  - 2.2.3 To advocate, set up and maintain high standards of professional training for the Members of the Society, members of the profession and other appropriately qualified persons.
  - 2.2.4 To advocate, set up and maintain high standards of conduct for the Members of the Society.
  - 2.2.5 To promote and undertake research into the science of psychology and any matter or matters of a nature ancillary thereto and to publish and distribute the results of such research.
  - 2.2.6 To organise, promote and hold conferences on psychological topics and to organise and conduct or join in organising and conducting courses, meetings, lectures, exhibitions and consultations at which Members of the Society engaged in a particular field of psychology may consider matters of a mutual interest and benefit.
  - 2.2.7 To establish and monitor standards of ethical behaviour, competence and practice within the profession.

- 2.2.8 To co-operate with and take part in the deliberations and affairs of, associations and institutions of psychologists in Ireland and elsewhere, and with associations and institutions representing other professions, and to maintain and foster good relations with the public.
- 2.2.9 To make known to public bodies and such other bodies as the Society shall think fit, the views of the Society on subjects on which it is qualified to express opinions.
- 2.2.10 To seek to ensure that psychological tests and equipment shall be made available only to persons who, in the opinion of the Society, are or are likely to become appropriately qualified.
- 2.2.11 To lay down the requirements and qualifications for Membership of and Subscribership to the Society and to maintain a register of Members of and a register of Subscribers to the Society, their addresses, qualifications and appointments.
- 2.2.12 To award certificates and diplomas in, and to institute and establish scholarships, grants, awards and prizes in relation to, and to encourage and assist persons to take post-graduate courses in the science of pure and applied psychology.
- 2.2.13 To disseminate information concerning opportunities for professional work and services, and to make recommendations, from time to time, to Members as to the fees which they should ordinarily charge for professional services.
- 2.2.14 To make recommendations to Members, to employers of Members and to public bodies concerning desirable qualifications, terms of appointment and conditions of service for psychologists, and to promote and secure as far as possible the implementation of such recommendations of the Society.
- 2.2.15 To establish and support or assist in the establishment of associations, institutions, funds and trusts, calculated to benefit the objects of the Society.
- 2.2.16 To apply for, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful method, and to accept and receive gifts of property of any description (whether subject to any special trusts or not) and apply such money and funds in accordance with the objects of the Society.
- 2.2.17 To fix appropriate charges for courses, lectures, meetings, exhibitions and consultation.
- 2.2.18 To employ such persons as may be reasonably required for the efficient and proper carrying out of the activities of the Society and to remunerate and provide reasonable pensions for any persons so employed.
- 2.2.19 To invest the moneys of the Society 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 and from time to time be imposed or required by law.

- 2.2.20 To purchase, take on lease, or in exchange, hire or otherwise acquire in any manner any real or personal property, and any rights or privileges which the Society may think necessary or convenient for the promotion of its primary objects, and to construct, maintain and alter any buildings or structures necessary or convenient for the carrying on of the activities of the Society, and to sell, let, mortgage, dispose of or turn to account, all or any of the property or assets of the Society as may be expedient for the promotion of the primary objects of the Society.
- 2.2.21 To borrow or raise money in such manner and upon such terms as the Society shall think fit, and in particular upon the security by way of mortgage, charge, debenture or otherwise of all or any part of the property of the Society.
- 2.2.22 To procure to be written and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets or other documents.
- 2.2.23 To act as consultants and advisers to institutions and individuals.
- 2.2.24 To transfer or dispose of, with or without valuable consideration, any part of the property or assets of the Society not required for the purposes for which it is formed to any body or bodies, whether incorporated or not having objects similar to all or any of the objects of the Society provided that such body is not carrying on business for profit or gain for distribution by way of dividends, bonus or otherwise amongst its Members.
- 2.2.25 To federate or amalgamate with, affiliate or become affiliated to any body whether incorporated or not, having objects similar to all or any of the objects of the Society.
- 2.2.26 To acquire and undertake all or any part of the assets and liabilities of any body, whether incorporated or not, having objects similar to all or any of the objects of the Society.
- 2.2.27 To apply for, promote, and obtain or join in applying for, promoting or obtaining any Act of the Oireachtas, or licence of any authority, and to take all such steps and proceedings, and to do all such acts and things either alone or jointly with others, whether by opposing applications or proceedings or otherwise as shall be necessary or expedient to protect the interests of the Society.
- 2.2.28 To undertake and execute any trusts which may be lawfully undertaken by the Society.
- 2.2.29 To do all or any of the above things in any part of the world as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise, either alone or in conjunction with others.
- 2.2.30 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them. PROVIDED that the Society shall not support with its funds or endeavour to impose on or procure to be observed by its Members or others any regulation or restriction which if an object of the Society would make it a Trade Union.
- 3.1 The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society 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

Society. PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any Member of the Society, in return for any services actually rendered to the Society, 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 Society; but so that no Member of the Council of Management or Governing Body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any Member of such Council or 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 Society; 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.

- 4.1 No addition, alterations or amendments shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Minister for Industry, Trade, Commerce and Tourism; PROVIDED that, in respect of Clauses 3.1 and 8.1 of the Memorandum of Association, such approval shall be given only after consultation with the Minister for Finance.
- 5.1 The third and fourth clauses of this Memorandum contain conditions to which a licence granted by the Minister for Industry, Trade, Commerce and Tourism to the Society in pursuance of Section 24 of the Companies Act, 1963 is subject.
- 6.1 The liability of the Members is limited.
- 7.1 Every Member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he/she is a Member or within one year after he/she ceases to be a Member, for payment of the debts and liabilities of the Society contracted before he/she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one Irish Pound (IR1.00).
- 8.1 If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, 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 Society under or by virtue of Clause 3.1 hereof, such institution or institutions to be determined by the Members of the Society 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.

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**1.0 INTERPRETATION**

In these Articles –

"the Act" means the Companies Act, 1963 as amended by the Companies (Amendment) Act, 1977, the Companies (Amendment) Act, 1982 and the Companies (Amendment) Act, 1983.

"the Society" means the above named Society.

"the Council" means the Board of Directors for the time being of the Society.

"the Members of the Council" means the Directors for the time being of the Society, or the Directors present at a meeting of the Society and includes any person occupying the position of Member of the Council or Director, by whatever name called.

"the President" means any person appointed pursuant to Article 29.1

"the President Elect" means any person appointed pursuant to Articles 30.1.

"the Honorary Secretary" means any person appointed pursuant to Article 32.1.

"the Secretary" means any person appointed pursuant to Article 33.1.

"the Honorary Treasurer" means any person appointed pursuant to Article 34.1.

"the Membership Secretary" means any person appointed pursuant to Article 35.1.

"the Office" means the Registered Office of the Society.

"the Seal" means the common seal of the Society.

"State" means Republic of Ireland.

"Month" means calendar month.

"Corporate Member" means a company or incorporated or unincorporated association or body of persons admitted to Membership in pursuance of Articles 17.1, 17.2 and 17.3.

"Individual Member" means a subscriber to the Memorandum of Association or an individual or company or incorporated or unincorporated association or body of persons admitted to Membership in pursuance of Articles 17.1, 17.2 and 17.3.

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

Words importing the singular number only shall include the plural number and vice versa, and words importing persons shall include corporations and unincorporated associations.

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 on which these Articles become binding on the Society.

## **2.0 MEMBERS**

2.1 The number of Members with which the Society proposes to be registered is 432 but the Council may from time to time register an increase of Members.

3.1 The individuals subscribing to the Memorandum of Association, and such other persons and bodies as the Council shall admit to Membership shall be Members of the Society.

3.2 The Council may admit to corporate Membership of the Society any company or incorporated or unincorporated association or body of persons whose principal aims are similar or related to the primary objects of the Society.

3.3 The Council may admit to individual Membership of the Society any individual or company or incorporated or unincorporated association or body of persons interested in advising or assisting in the promotion of the objects of the Society.

- 3.4 Such persons who as of the date of incorporation of this Society, may be Honorary Fellows, Fellows, Associate Fellows and Graduate Members of the unincorporated body known as The Psychological Society of Ireland as it exists on that date, shall be Members of the Society.
- 4.1 Every Member shall further to the best of his/her ability, the objects, interests and influence of the Society and shall observe all regulations of the Society made pursuant to the powers in that behalf hereinafter contained.
- 5.1 The Membership of the Society shall consist of Graduate Members, Associate Fellows, Fellows, and Honorary Fellows.

## **6.0 GRADUATE MEMBERSHIP**

- 6.1 The minimum qualification for Graduate Membership is a second class honours degree (or equivalent) recognised by the Council in which psychology is a main subject; or a post-graduate award in psychology recognised by the Council; or such equivalent qualification(s) as the Council may from time to time determine.
- 6.2 The Council is entitled to determine whether a particular award, or a particular level of award is adequate for admission to Graduate Membership.
- 6.3 The Council shall inform Members and others who have reasonable grounds for enquiring of the qualifications which it recognises.
- 6.4 Where a course is taught in Ireland, the Council shall give due notice of a decision to change its adjudication on the adequacy for admission to Graduate Membership of an award made on the basis of that course, and shall do nothing to prejudice the position of persons taking the course at the time of the change of adjudication.
- 6.5 Application for Graduate Membership shall be made to the Council which is entitled to grant or refuse the application.
- 6.6 An application for Graduate Membership shall be signed by two Members, who may be required to attest to the applicant's qualifications.
- 6.7 In the case of an application for Graduate Membership from outside the State such application shall be signed by two members of an IUPsyS affiliated National Society who may be required to attest to the applicant's qualifications.
- 6.8 Graduate Membership of the Society shall not be cited as a professional qualification.

## **7.0 ASSOCIATE FELLOWSHIP**

- 7.1 Application for Associate Fellowship shall be made to the Council.
- 7.2 An applicant for Associate Fellowship shall be a Graduate Member of the Society and shall in addition satisfy the Council that he/she is professionally competent and has at

- least four years relevant wholetime experience, or an equivalent period part-time, in work in the area of psychology.
- 7.3 An application for Associate Fellowship shall be signed by two Fellows or Associate Fellows who may be required to attest that the applicant meets the requirements for Associate Fellowship.
- 7.4 The Council may admit to Associate Fellowship such eligible applicants as it deems fit.
- 7.5 Associate Fellowship may be cited as a professional qualification while the Associate Fellow is a member of the Society and the prescribed abbreviations to indicate Associate Fellowship are A.F.Ps.S.I.
- 8.0 FELLOWSHIP**
- 8.1 Application or nomination for Fellowship shall be made to the Council.
- 8.2 An applicant or nominee for Fellowship shall have been an Associate Fellow of the Society for a period of not less than three consecutive years
- 8.3 An applicant or nominee for Fellowship shall in addition satisfy the Council that he or she has at least ten years professional experience in psychology and either (a) has made a substantial contribution to the Society, (b) possesses superior psychological knowledge and skills, (c) has made an important contribution to the advancement of psychological knowledge, or (d) has made an important contribution to the advancement of the practice of psychology.
- 8.4 Nominations for Fellowship may be made to Council, where two Fellows or Associate Fellows are of the opinion that another Associate Fellow fulfils the conditions set out at 8.3.
- 8.5 An application or nomination for Fellowship shall be signed by two Fellows or Associate Fellows who may be required to attest that the applicant meets the requirements for Fellowship.
- 8.6 The Council may admit to Fellowship such eligible applicants or nominees as it deems fit.
- 8.7 Fellowship may be cited as a professional qualification while the Fellow is a member of the Society and the prescribed abbreviations to indicate Fellowship are F.Ps.S.I.
- 8.8 The Fellows and Honorary Fellows, as a body, shall be known as the College of Fellows.
- 8.9 The President, on the instructions of Council, may convene a convocation of Fellows in order to ascertain their views with regard to matters of interest to the Society.

## **9.0 HONORARY FELLOWSHIP**

- 9.1 The Council may invite a person who is not a Member of the Society to accept an Honorary Fellowship if in its opinion he/she has made an outstanding contribution to psychology.

## **10.0 SUBSCRIBERS**

- 10.1 Subscribers to the Society shall include Corresponding Subscribers and Student Subscribers, who shall not be Members nor take part in the governing of the Society.

## **11.0 CORRESPONDING SUBSCRIBERS**

- 11.1 The Council may admit individuals, at its discretion, wherever resident, with an interest in psychology to Corresponding Subscribership.
- 11.2 Application for Corresponding Subscribership shall be made to the Council.
- 11.3 Corresponding Subscribers take no part in governing the Society.
- 11.4 Persons who are deemed eligible for Graduate Membership are not eligible for Corresponding Subscribership of the Society.
- 11.5 Council may, at its discretion, remove any individual from the list of Corresponding Subscribers.

## **12.0 STUDENT SUBSCRIBERS**

- 12.1 The Council may admit to Student Subscribership bona fide students pursuing an approved course of study.
- 12.2 Applications for Student Subscribership shall be made to the Council.
- 12.3 An application for Student Subscribership shall be signed by two Members, who may be required to attest to the applicant's eligibility.
- 12.4 No person may continue as a Student Subscriber for more than one year after he/she has ceased to be a bona fide student pursuing an approved course of study.

## **13.0 CORPORATE SUBSCRIBERS**

- 13.1 The Council may admit organisations with an interest in psychology to Corporate Subscribership.
- 13.2 Applications for Corporate Subscribership shall be made to the Council.
- 13.3 Corporate Subscribers take no part in governing the Society.

## **14.0 MAINTAINING THE REGISTER**

- 14.1 The Council shall maintain a register to include the names and addresses of Members of the Society who are Registered Psychologists and such additional information about their appointments, area of practice, qualifications, titles and affiliations as it considers appropriate and in the public interest.
- 14.2 The Register shall be limited to Members of the Society.
- 14.3 The Register may be published by the Council who shall determine what provision is appropriate for distribution and public access to the Register.
- 14.4 The Register shall be maintained by such officials as the Council may appoint to carry out the task.
- 14.5 The Council shall make regulations with respect to the form and keeping of the Register and the making of entries and alterations.
- 14.6 The Council shall prescribe such fees for registration as it considers appropriate.
- 14.7 The Council may remove a person from the Register for good reason as laid out in Article 37.

## **15.0 REGISTERED MEMBERSHIP**

- 15.1 For a person to be included on the Register an applicant must
- (i) be a Graduate Member of the Society and
  - (ii) satisfy Council that he/she has at least four years relevant wholetime experience, or an equivalent period part-time, in work in psychology, and is professionally competent therein.
- 15.2 The Council may include on a Conditional Register such persons who are Graduate Members of the Society and who are pursuing a programme of study or experience in psychology with the explicit intention of meeting the requirements of 15.1(ii). Conditional Registration will be granted for specified periods not exceeding four years, with provision for renewal to the Council. For a person to be on the Conditional Register it will normally be required that he/she be supervised by a Registered Psychologist (with a least one year's post-registration experience) and be subject to such other terms and conditions as the Council may consider appropriate.
- 15.3 No person shall be entered on the Register until he or she has signed an undertaking to abide by the Code of Professional Ethics, to accept the authority of the Council to adjudicate on the fulfilment of this undertaking, and to abide by other regulations with regard to the form and keeping of the Register as may be made from time to time.

15.4 All Registered Members are required to undertake Continuing Professional Development (CPD) under the relevant structures set up by Council.

15.5 Those whose names are included on the Register shall use the designation Registered Psychologist of the Psychological Society of Ireland, or use after their name the abbreviation Reg.Psychol.,Ps.S.I. in any appropriate professional context including personal notices or advertisements. However, those whose names are included on the Conditional Register shall not use the above designation or abbreviation.

15.6 Any person who wilfully

(i) uses the designation Registered Psychologist of the Psychological Society of Ireland, when he or she is not included on the Register, or

(ii) uses any title or description which falsely implies that he or she is on the Register,

shall be liable to be challenged by Council.

15.7 Any Member of the Society who makes a false declaration or misrepresentation for the purpose of obtaining registration, is liable to sanction under Article 37.

15.8 Any Member of the Society who wilfully

(i) uses the designation Registered Psychologist of The Psychological Society of Ireland, or the abbreviation Reg. Psychol. (Ps.S.I.) when he or she is not included on the Register, or

(ii) uses any title or description which falsely implies that he or she is on the Register,

is liable to sanction under Article 37.

## **16.0 FEES**

16.1 Members shall pay such fees as may be prescribed from time to time by the Society and shall cease to be Members if their fees are three months overdue. The Membership Secretary shall draw this provision of the Articles to the attention of a Member whose fee is two months overdue, but failure to do so shall not nullify the effect of this Article. Such notification shall be deemed to have been received if issued in a manner agreed by Council.

16.2 Subscribers shall pay such fees as may be prescribed from time to time by the Society, and shall cease to be Subscribers if their fees are three months overdue.

## **17.0 ADMISSION**

17.1 When the Council has granted an application to be a Member or a Subscriber, the Membership Secretary shall forward to the applicant a copy of the Memorandum and Articles of Association and a copy of the Prescribed Declaration, together with a

statement of the fee to be paid. Any person who has been found to have made a false declaration in relation to membership or subscribership will be subject to disciplinary action, which may include expulsion from the Society.

- 17.2 Admission to Membership or Subscribership becomes effective only on receipt by the Council of the Prescribed Declaration (Appendix 1), duly signed, and of the appropriate fee. Any applicant for Membership of Subscribership who does not sign and return such an undertaking within 28 days of being requested to do so will be deemed to have withdrawn the application.
- 17.3 The provisions of Section 17 of the Act shall be observed by the Society, and every Member of the Society shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.

## **18.0 CESSATION**

- 18.1 A Member or Subscriber of the Society shall cease to be a Member or Subscriber:
- 18.1.1 if by one month's notice in writing to the Honorary Secretary at the Office such Member or Subscriber resigns;
- 18.1.2 if he/she is found lunatic or becomes of unsound mind or is declared a bankrupt or makes a composition with his/her creditors;
- 18.1.3 if he/she is excluded from Membership or Subscribership in pursuance of Articles 16.1 or 16.2.
- 18.1.4 if the Society goes into liquidation or passes a resolution for winding up.
- 18.2 Any Member or Subscriber may be excluded from the Society by a Resolution of a majority of at least three-fourths of the Members of the Council present and voting at a meeting of the Council specially convened for this purpose. Such Member or Subscriber shall have seven clear days notice sent to him/her of the Council meeting and of the grounds of the proposed exclusion and he/she shall be entitled to attend the meeting and be heard in its defence (or, if a body corporate or an unincorporated association, to appoint a representative to attend the meeting and be heard in its defence), but shall not be present at the voting or take further part in the proceedings otherwise than as the Council shall permit.

## **19.0 GENERAL MEETINGS**

- 19.1 All General Meetings of the Society shall be held in the State or in Northern Ireland at such time and at such place as the Council shall appoint.
- 19.2 Subject to paragraph 19.2.2, the Society shall, not later than the 31st day of May in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the Notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Society and that of the next.

- 19.2.2 So long as the Company 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.
- 19.3 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 19.4 The Members of the Council may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time, there are not within the State sufficient Members of the Council capable of acting to form a quorum any two Councillors or such Members representing not less than one-tenth of the total voting rights of all the Members of the Society, may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Members of the Council.

## **20.0 NOTICE OF GENERAL MEETINGS**

- 20.1 Subject to Sections 133 and 141 of the Act, an Annual General Meeting shall be called by 42 days notice in writing at the least, and a meeting called for the purpose of passing a special resolution shall be called by 21 days notice in writing at the least and a meeting of the Society (other than an Annual General Meeting or a meeting for the purpose of passing a special resolution) shall be called by 14 days notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and 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 the manner hereinafter mentioned to such persons as are, under the Articles of Association, entitled to receive such Notices from the Society.
- 20.2 The accidental omission to give notice of a meeting, or the non-receipt of Notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **21.0 PROCEEDINGS AT GENERAL MEETINGS**

- 21.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.
- 21.2 No business shall be transacted at any General Meeting unless the quorum is present when the meeting proceeds to business. Save as herein otherwise provided 25 Members personally present shall be the quorum.
- 21.3 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be adjourned. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine and if at

such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

- 21.4 The President of the Council, or in his/her absence the President-Elect, shall preside as Chair at every General Meeting, but if neither is present within 15 minutes after the time appointed for holding the same or is unwilling to preside, the Members present shall choose some Member of the Council, or if no such Member of the Council be present, or if all the Members of the Council present decline to take the chair, they shall choose some Member of the Society, who shall be present to preside.
- 21.5 The Chair 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 21.6 At any General Meeting a resolution put to the vote of the meeting shall, with the exception of the election of Members of the Council as provided for in Article 28.2 hereof, be decided on a show of hands unless a secret written ballot is (before or upon the declaration of the result of the show of hands) demanded: (a) by the Chair, or (b) by at least three of the Members present in person. Unless a secret written ballot is so demanded, a Declaration by the Chair of the meeting 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 Minute Book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against such Resolution. The demand for a poll may be withdrawn.
- 21.7 Subject to the provisions of Article 21.9, if a secret written ballot is duly demanded, it shall be taken at such time and place, and in such manner as the Chair of the meeting shall direct and the result of the secret written ballot shall be deemed to be the Resolution of the meeting at which the secret ballot was demanded.
- 21.8 Where there is an equality of votes, whether on a show of hands or on a secret written ballot, the Chair of the meeting at which the show of hands takes place or at which the secret ballot is demanded (except as provided in Article 28.2 hereof) shall be entitled to a casting vote.
- 21.9 A secret written ballot demanded on the election of a Chair, or on the question of adjournment shall be taken forthwith. The secret ballot demanded on any other question shall be taken at such time as the Chair of the meeting directs, and any business other than that upon which a secret ballot has been demanded be proceeded with pending the taking of the secret ballot.
- 21.10 Subject to Section 141 of the Act, a resolution in writing signed by all the Members for the time being entitled to attend and vote on such Resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the Resolution had been passed at a General Meeting of the

Society 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.

## **22.0 VOTES OF MEMBERS**

22.1.1 Every Member shall have one vote and shall be entitled to receive notices of General Meetings and to attend such meetings.

22.1.2 No other persons, save the Auditors, shall be entitled to receive notices of General Meetings.

22.2 A Member of unsound mind or in respect of or whom an Order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a secret ballot, by his/her Committee, Receiver, Guardian or other person appointed by that Court, and any such Committee, Receiver, Guardian or other person may vote on a show of hands or on a secret ballot.

22.3 No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chair of the meeting whose decision shall be final and conclusive.

22.4 Votes must be given in person, except in the case of an election of new members of Council. This vote will take place either by postal vote sent to the registered office of the Society and received by a date to be notified to members by the Honorary Secretary, or by voting in person at the General Meeting.

## **23.0 BODIES ACTING BY REPRESENTATIVES AT MEETINGS**

23.1 Any body corporate which is a Member of the Society may by resolution of its Directors or other governing body authorise such a person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he/she represents as that body corporate as if it were an individual Member of the Society.

## **24.0 THE COUNCIL**

24.1 Unless otherwise determined by a General Meeting, the number of the Members of the Council shall not be less than two nor more than twenty.

24.2 Not more than sixteen Members of the Council shall be elected by the Members of the Society in General Meeting.

24.4 The Council may from time to time and at any time appoint any Member of the Society as a Member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that not more than four Members may be thus co-opted and the prescribed maximum be not thereby exceeded. Any Member so appointed shall hold

office only until the next Annual General Meeting, and shall, subject to the provisions of these Articles then be eligible for re-election.

24.5 The first Members of the Council shall be: (a) any three of the subscribers to the Memorandum of Association, and (b) such Members of the Council of the present unincorporated body known as The Psychological Society of Ireland in Office on the date of incorporation of this Society as agree to act and they shall continue in office for the like period as they would if elected or appointed pursuant to these Articles.

24.6 A person who is not a Member of the Society shall not in any circumstances be eligible to hold office as a Member of the Council.

24.7 The Members for the time being of the Council may act notwithstanding any vacancy in their Body, provided always that in case the membership of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to Membership of the Society, filling up vacancies in their Body, or of summoning a General Meeting, but not for any other purpose.

## **25.0 BORROWING POWERS**

25.1 The Members of the Council may exercise all the powers of the Society 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 Society or of any third party.

## **26.0 POWERS AND DUTIES OF THE COUNCIL**

26.1 The Business of the Society shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not by the Act or by these Articles required to be exercised by the Society in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions being not inconsistent with the aforesaid provisions, as may be given by the Society in General Meeting but no direction given by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if that direction had not been given.

26.2 The Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Council, to be the attorney or attorneys of the Society for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him/her.

26.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Society, shall be signed, drawn, accepted,

endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Council shall from time to time by resolution determine.

- 26.4 The Council shall cause minutes to be made in books provided for the purpose:
  - 26.4.1 of all appointments of Officers made by the Council;
  - 26.4.2 of the names of the Members of the Council present at each meeting of the Council and of any committee of the Council;
  - 26.4.3 of all resolutions and proceedings at all meetings of the Society, and of the Council and of committees of the Council.

## **27.0 DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

- 27.1 The office of a Member of the Council shall be vacated if the Member of the Council:
  - 27.1.1 if in the opinion of two-thirds of the Council such Council Member is guilty of neglect in the discharge of his/her duties as a Council member. In such an event, he/she shall retire at the end of that year of office, but shall be eligible for re-election to the Council; or
  - 27.1.2 is for three consecutive meetings of the Council absent unless the Council otherwise resolves; or
  - 27.1.3 is adjudged bankrupt or makes an arrangement or composition with his/her creditors generally; or
  - 27.1.4 becomes of unsound mind; or
  - 27.1.5 ceases to be a member of the Society; or
  - 27.1.6 resigns from membership of the Council by notice in writing to the Society; or
  - 27.1.7 becomes prohibited from being a member of the Council by reason of any order made under Section 184 of the Act; or
  - 27.1.8 is removed from office by a resolution duly passed pursuant to Section 182 of the Act; or
  - 27.1.9 is convicted of an indictable offence unless the Council otherwise determines; or
  - 27.1.10 is directly or indirectly interested in any contract with the Society and fails to declare the nature of his/her interest in the manner required by Section 194 of the Act.
- 27.2 A member of the Council who is in any way, whether directly or indirectly, interested in any contract, matter or thing which will or may result in the payment by the Society to him/her directly or indirectly, of any fees or other benefit in money or money's worth for any services actually rendered or to be rendered or which may be rendered by any person or persons or company or incorporated or unincorporated society or body of persons to the Society shall declare the nature of his/her interest at the first appropriate meeting of

the Council in accordance with Section 194 of the Act and shall not vote in respect of any such contract, matter or thing in which he/she is so interested, and if he/she shall so vote, his/her vote shall not be counted, nor shall he/she be counted in the quorum present at the meeting.

## **28.0 RETIREMENT AND ELECTION OF MEMBER OF THE COUNCIL**

- 28.1 A member of the Council shall retire at the Annual General Meeting following his/her three years' term of office as a member of the Council. On retiring the member of the Council shall be eligible for re-election at such Annual General Meeting unless he/she has served on the Council for six consecutive years preceding the date of the Annual General Meeting. All outgoing Presidents, Presidents-Elect, Honorary Secretaries, Membership Secretaries or Honorary Treasurers in their last year of office as Council Members shall not retire but shall remain on the Council for a further year.
- 28.2.1 Not less than six weeks before the Annual General Meeting of the Company the Honorary Secretary shall give notice to the members of the names of Council Members who are to retire at that meeting and who are eligible for re-election.
- 28.2.2 Every candidate for election to Council membership including a retiring Council Member shall be required to deliver to the Honorary Secretary not *later than six weeks* before the date of the Annual General Meeting a nomination paper signed by a proposer and a seconder who shall be members of the Society and with the proposed candidate's consent to nomination endorsed thereon.
- 28.2.3 The Honorary Secretary shall give *at least* two weeks notice to the members of the valid nominations for election to the Council.
- 28.2.4 Voting at the Annual General Meeting for election of Members to Council shall be by way of secret written ballot duly signed by a member stating in order of priority the names of the candidates for whom he/she votes for membership of the Council.
- 28.2.5 In elections to the Council the voting system used shall be proportionate representation by means of a single transferable vote.
- 28.2.6 In the event of an equal amount of votes being cast in favour of two or more candidates a further secret ballot shall be held forthwith between such candidates. If as a result of the further secret ballot there is an equality of votes amongst the remaining candidates the election to the Council shall be determined by lot.
- 28.2.7 A returning officer appointed by the Council shall be responsible for the counting of votes in elections to the Council and shall be assisted by two tellers appointed by the Members at the Annual General Meeting.

## **29.0 THE PRESIDENT**

29.1 The members of the Council shall elect annually the President of the Council from amongst its members who shall be Chair of the meeting of the Council. No person may be President of the Council for more than one year in any consecutive period. If at any meeting of the Council the President is not present within five minutes after the time appointed for holding the same, the President-Elect shall be Chair of the meeting. If the President-Elect is not present within five minutes after the time appointed for the holding of the Council Meeting the Members of the Council present may choose one of their members to be Chair at the meeting.

29.2 The President may, with the approval of Council, award not more than two Presidential Citations annually. This Citation shall be in the form of an award and shall be awarded to those who, in the opinion of the President, have made a substantial, significant and ongoing contribution to the practice, application or understanding of psychology. Those entitled to this award shall be from amongst those not eligible for membership of the Society.

## **30.0 PRESIDENT-ELECT**

30.1 The members of the Council shall elect annually the President-Elect of the Council from amongst its members who shall be automatically appointed President of the Council on the retirement from office of the outgoing President of the Council.

## **31.0 PROCEEDINGS OF THE COUNCIL**

31.1 The members of the Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chair shall have a second or casting vote. A member of the Council may, and the Secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council. If the Council so resolves it shall not be necessary to give notice of a meeting of the Council to any member of the Council who, being resident in the State, is for the time being absent from the State.

31.2 The quorum necessary for the transaction of the business of the Council may be fixed by the members of the Council, and unless so fixed shall be one half of its members.

31.3 The continuing members of the Council 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 Article of the Association as the necessary quorum of the Council, the continuing members or member of the Council may act for the purpose of increasing the number of the members of the Council to that number or of summoning a General Meeting of the Society but for no other purpose.

31.4 Council may delegate any of its powers to committees consisting of Members of the Society or to other persons as Council deems fit; any committee so formed or person shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it or him/her by the Council. Council may at any time withdraw such powers, and/or dissolve such committees, as it sees fit.

- 31.5 A committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their members to be Chair of the meeting.
- 31.6 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and when there is an equality of votes the Chair shall have a second or casting vote.
- 31.7 Decisions of such committees or persons may be appealed to Council. Such appeals must be made in writing within three months of such decisions.
- 31.8 A Member shall not concurrently act as Chair of more than one such committee of Council.
- 31.9 All acts done by any meeting of the Council or of a committee of the Council or by any person acting as a member of the Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council 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 Council.
- 31.10 A resolution in writing, signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council shall be as valid as if it had been passed at a meeting of the Council duly convened and held.

### **32.0 HONORARY SECRETARY**

- 32.1 The members of the Council shall elect annually the Honorary Secretary from amongst its members upon such conditions as they may think fit. The Honorary Secretary on expiration of his/her term of office shall be eligible for re-election.

### **33.0 SECRETARY**

- 33.1 The Secretary who shall be an employee of the Company shall be appointed by the Council for such term and at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Council. The post of Secretary shall be a distinct post from the office of Honorary Secretary at Article 32.1.
- 33.2 A provision of the Act or of these Articles requiring or authorising a thing to be done by or to a member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Council and as, or in the place of, the Secretary.

### **34.0 HONORARY TREASURER**

- 34.1 The members of the Council shall elect annually the Honorary Treasurer from amongst its members upon such conditions as they may think fit. The Honorary Treasurer on expiration of his/her term of office shall be eligible for re-election.

### **35.0 MEMBERSHIP SECRETARY**

35.1 The members of the Council shall elect annually the Membership Secretary from amongst its members upon such conditions as they may think fit. The Membership Secretary on expiration of his/her term of office shall be eligible for re-election.

### **36.0 THE SEAL**

36.1 The Seal shall be used only by the authority of the Council and every instrument to which the Seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

36.2 A Certificate that designates Registration of a Member shall be validated by affixing of the Society's Seal.

### **37.0 BOARD OF PROFESSIONAL CONDUCT**

37.1 The Council shall seek to secure the observance among members of the Society's Code of Professional Ethics, and shall determine and advise on relevant standards of professional conduct. The Council shall establish a Board of Professional Conduct (hereinafter called "The Board").

37.2 The function of the Board shall be to advise the Council on matters relating to professional conduct and to investigate allegations against members of the Society. Resignation from the Society by a member against whom an allegation has been made shall not preclude an investigation from taking place.

37.3 The members of the Board shall be appointed by the Council. The Board shall consist of a Chair, Deputy Chair, Secretary and at least five other members including the Society's Honorary Secretary, at least one other Council Member and at least three non-psychologists. Not less than four members, including the Chair and Secretary, shall be registered members of the Society. Membership of the Board shall include as far as possible members drawn from both sexes and from the major groupings in the profession. While the majority of places on the Board, excluding those filled by non-psychologists, shall be filled by members of the Society who are eligible for at least Associate Fellowship of the Society, one place may be filled by a member not eligible for that grade. The quorum of the meetings of the Board shall be four, including one non-psychologist member.

37.4 No member shall serve for more than six consecutive years. The Chair and Deputy Chair of the Board shall be appointed annually.

37.5 In pursuance of its duties the Board shall be able to call upon the services of a legal advisor provided that the necessary expenditure is approved by the President (or President's nominee) and the Honorary Treasurer of the Society.

- 37.6 An allegation concerning the professional conduct of a member of the Society may be brought to the attention of the Board by a member of the public or another member of the Society. The allegation shall be in writing and signed by the person(s) making the allegation.
- 37.7 The person against whom the allegation is made shall be informed of the allegation in writing, and shall be invited to submit, within twenty-one days, a written response. A copy of the allegation will be made available to the member against whom the allegation is made. A copy of the member's written response will normally be made available to the person making the allegation.
- 37.8 Resignation from the Society by a member against whom an allegation has been made shall not preclude an investigation from taking place. In the case of a psychologist whose membership has lapsed, the allegation shall be investigated if the time at which the alleged misconduct took place falls within the 'period of grace' specified in Article 16 hereof.
- 37.9 Throughout the process of investigation or Hearing in respect of an allegation, information shall be treated in a confidential manner.
- 37.10 A member of the Board with any professional or personal conflict of interest shall declare this to be the case and shall not participate in any investigation or adjudication on the case.
- 37.11 An Investigatory Pair, consisting of two persons nominated by the Board from among its members, shall make any necessary preliminary enquires into the allegation(s) and shall form an opinion as to whether there is sufficient substance to the allegation(s) to merit further investigation by the Board regarding a possible breach of the Code of Professional Ethics.
- 37.12 The Investigatory Pair shall report to the Board, stating whether, in their opinion
- (i) there is no case to answer, or
  - (ii) there is a case to answer
- They shall give reasons for their opinion and, where they have formed an opinion that there is a case to answer, shall specify which clauses of the Code of Professional Ethics may have been infringed. In a situation where the Investigatory Pair is unable to agree, or is unable to reach a conclusion, a report explaining their position should be delivered to the Board.
- 37.13 Where an agreed report is submitted, the Board shall consider the report, and immediately close the case, refer it on for Formal Panel Hearing, or take some lesser course of action
- 37.14 Where the Investigatory Pair is unable to agree or where they fail to reach a conclusion, a sub-group of the Board, normally the Chair, Secretary and a non-psychologist, will consider the report of the Investigatory Pair along with the written statement of the party making the allegation and the psychologist's written response, and will report to the Board recommending one of the two options set out in Article 37.12. The Board will then decide whether to immediately close the case, refer it on for Formal Panel Hearing, or take some lesser course of action

- 37.15 If the decision of the Board is for a lesser course of action, the psychologist will be invited to meet two members of the Board, one of whom shall normally be the Chair, who will inform the psychologist of the decision. The psychologist may be accompanied to, and represented at, the meeting by another person.
- 37.16 If the course of action decided by the Board is not acceptable to the psychologist, the psychologist may reject this and opt for a Formal Hearing.
- 37.17 Recommendations regarding expulsion or suspension from the Society or the Society's Register or any Division or Group of the Society may only come from a Formal Panel Hearing.
- 37.18 To enquire into any allegation referred for Panel Hearing, the Board shall select a Panel composed of five members of the Board. Members involved in the preliminary investigation shall not be members of the Panel. The Board shall nominate, from among the Panel Members, a Chair and Secretary of the Panel; the former should be a non-psychologist. A panel, once constituted, shall continue to function until a judgement is reached.
- 37.19 Absence of a Panel Member from any part of a hearing shall disqualify that person from taking any further part in the Hearing. The Hearing shall be suspended and re-convened if the number of Panel members falls below three or there is no non-psychologist present.
- 37.20 A member of the Board whose tenure ceases (under Article 37.4) while that person is a member of an investigatory pair (Article 37.11) or a Panel (Article 37.18) may continue in that role until the business of the pair or panel has been completed.
- 37.21 Where a case is referred to a Panel for Formal Hearing, the person against whom the allegation is made shall be informed, in writing, of the alleged misconduct to be investigated by the Panel and shall be invited to submit, within twenty-one days, a written response to the allegation now under investigation. A copy of this response will normally be made available to the person making the allegation. The alleged misconduct to be investigated by the Panel shall be formulated by the Investigatory Pair and the Panel.
- 37.22 The person who made the allegation under investigation shall be invited to attend the Hearing. He or she may also provide the name of others who have information relevant to the Hearing.
- 37.23 The Panel shall be responsible for setting an agreed time, place and date for the Hearing and notifying all parties to the allegation. Reasonable efforts shall be made to agree a time, place and date for the Hearing which makes it possible for the psychologist and other relevant parties to attend. However, if no such time, place and date can be agreed, a time, place and date shall be set and if any of the parties fails to attend, the Hearing shall take place in his or her absence.
- 37.24 Whenever possible, all those required to attend shall be given at least two weeks notice in writing of the date of the Hearing. Notice shall be deemed to have been served if it is posted by registered post to the last notified address of the person concerned.

- 37.25 The person against whom the allegation has been made shall be informed prior to the hearing and in writing of the nature of the evidence to be presented in support of the allegation and of the names of all witnesses to be called by the complainant or the board. The person making the complaint shall be informed prior to the hearing and in writing of the nature of response to the allegation and of the names of all witnesses to be called by the person against whom the allegation has been made or by the Board. Both the person against whom the allegation is made and the person who makes the allegation shall be given a full and fair opportunity to be heard, to call witnesses and to cross examine any other witnesses who testify before the Panel. They may choose to be accompanied to, and represent at, the hearing by another person.
- 37.26 The Panel may call independent experts, both members and non-members of the Society, to give evidence subject to the approval of necessary expenditure by the President (or President's nominee) and the Honorary Treasurer of the Society. Such evidence must be given in the presence of the parties who shall be entitled to cross-examine any such expert.
- 37.27 Having heard all the evidence, the Panel shall decide whether, in its opinion, there has been an infringement of the Code of Professional Ethics. The decision shall be by a majority of votes. Where voting is tied, the Chair shall have a second and casting vote.
- 37.28 The Panel shall also recommend which one or more of the following actions should be taken:
- 37.28.1 exonerate the member because the Panel is satisfied that the allegation of professional misconduct has not been proved;
- 37.28.2 inform the member that the complaint has been upheld but impose no further sanction;
- 37.28.3 reprove the member in writing and warn as to future conduct;
- 37.28.4 require the member to give, by a specified date, an undertaking in writing in relation to future professional conduct;
- 37.28.5 require the member to undertake a period of supervision and/or additional training;
- 37.28.6 allow the member to continue to practise, but attaching such conditions, for example, supervision and/or additional training, as the Board may determine;
- 37.28.7 suspend the member from the Society's Register for a specified period of time;
- 37.28.8 suspend the member from the Society for a specified period of time;
- 37.28.9 suspend the member from a Division or Group within the Society;
- 37.28.10 remove the member from the Society's Register;
- 37.28.11 expel the member from the Society;

- 37.28.12 recommend conditions for reinstatement of a psychologist whose membership has ceased prior to the Hearing taking place and who is found guilty of professional misconduct.
- 37.29 The Panel's decision on which one or more of the actions (under Article 37.28) should be recommended shall be made by a majority of votes. Where voting is tied, the Chair shall have a second, casting, vote.
- 37.30 The Panel shall report its decision, together with the grounds for such decision, to the Board of Professional Conduct. The Panel shall also report its recommendations to Council together with the reasons for such recommendations. Council shall give effect to such recommendations.
- 37.31 All parties to the process and the Board shall be informed in writing by the Honorary Secretary of the Society concerning the decision of the Panel, along with the reasons for any recommended action
- 37.32 Failure to comply with conditions imposed under Articles 37.28.4 and 37.28.6 shall result in automatic suspension (Article 37.28.8).
- 37.33 The psychologist may, within twenty-one days of being notified of the Panel's decision, give notice to the President of the Society of intention to appeal the decision. A Panel consisting of three persons who were not previously involved in the case, including a non-psychologist, will be established by the President to hear the appeal. Former members of the Board of Professional Conduct may sit on an Appeal Panel.
- 37.34 When the Panel has reached a decision and where the decision is to suspend or remove a member from the Society's Register or from membership of the Society, Council shall, subject to appeal, take whatever further action it deems necessary, including publication of the decision, in order to protect the public interest.
- 37.35 Members who are expelled from the Society or removed from the Society's Register or removed from a Division or Group of the Society, and who have not otherwise been reinstated, may apply to the Council for reinstatement after twelve months from the date of expulsion. If reinstatement is not granted, they may apply to the Council at yearly intervals.
- 37.36 Where application is made for reinstatement, Council shall consult with the Board of Professional Conduct before reaching a decision.
- 37.37 The Society shall keep such records of the work of the Board and its Panels as it deems appropriate.

## **38.0 ACCOUNTS**

- 38.1 The Council shall cause proper books of account to be kept relating to:
- 38.1.1 all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;

- 38.1.2 all sales and purchases of goods by the Society;
- 38.1.3 the assets and liabilities of the Society.
- 38.2 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 Society's affairs and to explain its transactions.
- 38.3 The books of account shall be kept at the Office or, subject to Section 147 of the Act, at such other place as the Council thinks fit, and shall at all reasonable times be open to the inspection of the members of the Council.
- 38.4 The Council 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 Society or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in general meeting.
- 38.5 The Council shall from time to time in accordance with Sections 148, 150 and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Society such income and expenditure 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 Society.
- 38.6 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 Society together with a copy of the Council's report and Auditor's 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.

#### **39.0 AUDIT**

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

#### **40.0 NOTICES**

- 40.1 A notice may be given by the Society to any member either personally or by sending it by post to him/her to his/her registered address, as appearing in the register of members. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

#### **41.0 INDEMNITY**

41.1 Every member of the Council, Auditor, members acting as officers and employed officers of the Society shall be entitled to be indemnified out of the assets of the Society against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto, including any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application under Section 391 of the Act in which relief is granted to him/her by the Court, and no member of the Council or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Society in the execution of the duties of his/her office or in relation thereto. But this Article shall only have effect in so far as its provisions are not voided by Section 200 of the Act.

#### **42.0 WINDING UP**

42.1 The provisions of Clause 7.1 and 8.1 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in full in these Articles.

#### **43.0 MEMBERSHIP OF DIVISIONS**

43.1 Membership of a Division of the Society shall be open to Fellows and Associate Fellows of the Society and such other members of the Society as meet the requirements for Membership of that Division.

43.2 Members and Subscribers may become Affiliates of a Division if they meet the requirements for Affiliateship of that Division.

43.3 The establishment of Divisions and the granting of Division Membership shall be subject to the rules relating to Divisions set out hereunder.

#### **44.0 RULES FOR THE ESTABLISHMENT OF DIVISIONS WITHIN THE SOCIETY**

44.1 The proposal to form a new Division may come from members of the Society or from the Council. *All of the following conditions must be satisfied in order to establish a Division:*

44.1.1 **Members' initiative:** A proposal from members to form a new Division must be made by at least fifteen members themselves working in the professional field concerned and shall be made by them in writing to the Council, giving reasons for the proposal and stating the aims and purposes intended for the Division proposed and the Draft Rules of the Division including the qualifications to be required of members and affiliates of the Division. These Draft Rules must be approved by Council.

**Council's initiative:** If Council decides that a reasonable number of members in a particular professional field desire a new Division, or if Council decides that such a Division would serve the aims and purposes of the Society, it may draw up a statement of

aims and Draft Rules including the qualifications to be required of members and affiliates of the proposed Division.

- 44.1.2 Notice of the proposal that a new Division be formed, together with a statement of the aims and Draft Rules of the Division including the qualifications to be required of members and affiliates of the proposed Division shall be given to all members of the Society, and members who believe themselves to be qualified and wish to become members of the Division if formed shall thereby be invited to notify the Council within three months of the date of the notice, stating the grounds upon which they believe themselves to be eligible for membership. Council shall confirm eligibility or otherwise of applicants as appropriate.
- 44.1.3 If the Council shall find that twenty or more members desire and are qualified to become members of the Division, the proposal that the new Division be formed shall be put to the vote at a General Meeting of the Society.
- 44.2 The founding meeting of a Division, formation of which has been approved by the Society in General Meeting shall be convened by the President and chaired by him/her or his/her appointee. Four weeks notice of the meeting shall be given to those Members of the Society who have applied and have been found to be eligible by the Council. The Officers and Committee Members of the Division shall be nominated, elected and appointed by this first meeting. The proceedings of this first meeting shall be recorded by the Honorary Secretary of the Society. The first meeting shall also decide the rate of subscription payable in respect of membership of the Division and this shall take effect when approved by the Council.
- 44.3 The Division Committee shall within six calendar months of the founding meeting call a General Meeting of the Division to adopt or amend the Draft Rules of the Division. Amendments shall be drawn up in consultation with the members of the Division and shall be subject to ratification by the Council of the Society.
- 44.4 After the founding meeting of a new Division, any member considering himself or herself qualified and wishing to become a member of the Division shall apply to the Secretary of the Division stating his/her qualifications. If the Division Committee shall approve the application they shall elect the applicant and it shall be the duty of the Division Secretary to inform the Honorary Secretary of the Society of the names of the candidates so elected.
- 44.5 In every case where a Division Committee does not elect an applicant it shall be the duty of the Division Secretary to inform the applicant of his/her right to appeal to the Council against this decision within three months. Should an applicant elect to exercise this right of appeal, it shall be the duty of the Division Secretary to refer the matter to the Council and the decision of the Council shall be final.
- 44.6 If the membership of a Division shall fall below fifteen or if at any time it is desired to abolish any Division or Divisions, to sub-divide any Division or Divisions, or to amalgamate two or more Divisions, a meeting of the Division or Divisions concerned shall be called by the Council for the purpose of considering a resolution to abolish or sub-divide or to amalgamate the Division or Divisions as the case may be. Resolutions passed at any such meeting shall be subject to ratification by a General Meeting of the Society.

- 44.7 Subscriptions relating to the Division are payable to the Division. The Division shall be responsible for providing the Council with annual estimates for approval and for keeping a proper account of expenditure and shall furnish such accounts as the Council may require.
- 44.8 All Rules of Divisions shall be subject to the Memorandum and Articles of Association of the Society and in the case of any difference or dispute the latter shall prevail.
- 44.9 To have effect, alterations or additions to the Rules of a Division shall have been approved at a General Meeting of the Division properly convened and held and shall have been subsequently approved by Council. In the case of a dispute between the Division and Council, the matter shall be referred by Council to a General Meeting of the Society and the decisions of this meeting shall be final.
- 44.10 Council shall appoint each year a member of Council to be a representative to each Division Committee. This representative, if not a member of the Division, shall have observer status.
- 44.11 A Division shall not publish statements contrary to the policy of the Society. Statements by a Division must be ratified by Council or a person delegated by Council before publication.
- 44.12 Each Division shall present an Annual Report, including an account of income and expenditure, to each Annual General Meeting of the Society. The Rules for a Division of the Society shall be available to all members and amendments to the Rules shall be included in the appropriate Annual Report.

**Appendix 1**

**PRESCRIBED DECLARATION**

**THE PSYCHOLOGICAL SOCIETY OF IRELAND**

**Cumann Síceolaithe Éireann**

I, the undersigned, having been admitted to Membership/Subscribership of The Psychological Society of Ireland, hereby declare that I will be governed by the Memorandum and Articles of Association and Code of Professional Ethics of the Society from time to time in force; and that whilst a Member/Subscriber of the Society I will advance the objects of the Society as far as shall be in my power; I also undertake that I will forthwith cease to exercise any of the privileges of Membership/Subscribership on receipt of a notice from the Secretary that in accordance with some one or more of the Memorandum and Articles of Association or Rules, I am no longer a Member/Subscriber of the Society, and I will forthwith, upon ceasing to be a Member, return any books, papers or other property belonging to the Society or for which the Society is responsible, in my possession or entrusted to me, and that I will not bring any action against the Society or its Council or any of its Officers or Members in connection with my ceasing to be a Member.

Witness my hand this \_\_\_\_\_ day of \_\_\_\_\_

Signed: \_\_\_\_\_

## **PRINTING HISTORY**

|                               |  |
|-------------------------------|--|
| 31 <sup>st</sup> October 1986 | Edition incorporating amendments adopted at general meetings of the Society up to June 1986.     |
| 1 <sup>st</sup> January 1987  | Edition incorporating amendments adopted at general meetings of the Society up to November 1986. |
| 1 <sup>st</sup> January 1993  | Edition incorporating amendments adopted at general meetings of the Society up to November 1992. |
| June 1995                     | Edition incorporating amendments adopted at general meetings of the Society up to December 1994. |
| December 1996                 | Edition incorporating amendments adopted at general meetings of the Society up to December 1996. |
| July 1998                     | Edition incorporating amendments adopted at general meetings of the Society up to May 1998.      |
| November 2000                 | Edition incorporating amendments adopted at general meetings of the Society up to May 2000.      |
| August 2003                   | Edition incorporating amendments adopted at general meetings of the Society up to May 2003.      |
| May 2004                      | Edition incorporating amendments adopted at general meetings of the Society up to May 2004       |
| November 2004                 | Edition incorporating amendments adopted at general meetings of the Society up to November 2004  |
| May 2005                      | Edition incorporating amendments adopted at general meetings of the Society up to May 2005.      |
| November 2005                 | Edition incorporating amendments adopted at general meetings of the Society up to November 2005  |
| May 2006                      | Edition incorporating amendments adopted at general meetings of the Society up to May 2006       |
| November 2006                 | Edition incorporating amendments adopted at general meetings of the Society up to November 2006  |
| May 2007                      | Edition incorporating amendments adopted at general meetings of the Society up to May 2007       |