

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION

OF

THE PSYCHOLOGICAL SOCIETY OF IRELAND

(as amended by special resolutions passed on 30 September , 2017)

MEMORANDUM OF ASSOCIATION

1. The name of the Company (hereinafter call "the Society") is The Psychological Society of Ireland.
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The symbol of the Society is the Greek letter Ψ which represents the initials of the Society in English namely PSI.
4. The motto of the Society is "Quanta Est Animi Magnitudo".
5. The primary object for which the Society is established is to advance psychology as a pure and applied science in Ireland and elsewhere.
6. In furtherance of the primary object, but not further or otherwise, the Society is established for the following additional objects:
7. To advance psychology as a profession.
8. 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.
9. 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.
10. To advocate, set up and maintain high standards of conduct for the Members of the Society.
11. 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.

- 12.** 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.
- 13.** To establish and monitor standards of ethical behaviour, competence and practice within the profession.
- 14.** 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.
- 15.** 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.
- 16.** 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.
- 17.** To lay down the requirements and qualifications for Membership of the Society and to maintain a written record of Members of the Society, their addresses and qualifications.
- 18.** 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.
- 19.** 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.
- 20.** 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.
- 21.** To establish and support or assist in the establishment of associations, institutions, funds and trusts, calculated to benefit the objects of the Society.
- 22.** 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.
- 23.** To fix appropriate charges for courses, lectures, meetings, exhibitions and consultation.
- 24.** 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.

- 25.** 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.
- 26.** 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.
- 27.** 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.
- 28.** To procure to be written and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets or other documents.
- 29.** To act as consultants and advisers to institutions and individuals.
- 30.** 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.
- 31.** 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.
- 32.** 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.
- 33.** 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.
- 34.** To undertake and execute any trusts which may be lawfully undertaken by the Society.
- 35.** 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.
- 36.** 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.

37. Income and Property

- a. The income and property of the Society shall be applied solely towards the promotion of Main Object(s) as set forth in this Constitution. No portion of the Society's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Society.
- b. No Director shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society. However, nothing shall prevent any payment in good faith by the Society of:
 - i. reasonable and proper remuneration to any member or servant of the Society (not being a Director) for any services rendered to the Society;
 - ii. interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Society to the Society;
 - iii. reasonable and proper rent for premises demised and let by any member of the Society (including any Director) to the Society;
 - iv. reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Society;
 - v. fees, remuneration or other benefit in money or 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.
 - vi. Nothing shall prevent any payment by the Society to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

38. Additions, alterations or amendments

The Society must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Society which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

39. Winding Up

If upon the winding up or dissolution of the Society there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Society. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Society. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among

their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 37 hereof. Members of the Society shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

40. Limited Liability

The liability of the members is limited.

41. Undertaking to Contribute

Every member of the Society undertakes to contribute to the assets of the Society, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for

- i. payment of the debts and liabilities of the Society contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
- ii. the adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding €1.

ARTICLES OF ASSOCIATION

1 INTERPRETATION

In these Articles –

- "the Act" or "The Acts" means the Companies Act 2014 and any amendment or modification thereto.
- "the Society" means the Psychological Society of Ireland.
- "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 include 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 26.1
- "the President Elect" means any person appointed pursuant to Article 26.1.
- "the Honorary Secretary" means any person appointed pursuant to Article 28.1.
- "the Company Secretary" means any person appointed pursuant to Article 28.2.
- "the Honorary Treasurer" means any person appointed pursuant to Article 29.1.
- "the Membership Secretary" means any person appointed pursuant to Article 30.1.
- "the Office" means the Registered Office of the Society.
- "the Seal" means the common seal of the Society.
- "State" means the 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 10.1, 10.2 and 10.3.
- "Individual Member" means a subscriber to the Memorandum and Articles of Association admitted to Membership in pursuance of Article 2.1.
- 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 MEMBERS

- 2.1 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.
- 2.2 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.
- 2.3 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.
- 2.4 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.
- 2.5 The Membership of the Society shall consist of Graduate Members, Chartered Members, Associate Members, Student Members, Corporate Members, Associate Fellows, Fellows, and Honorary Fellows.
- 2.6 Only Graduate Members, Chartered Members, Associate Fellows, Fellows and Honorary Fellows shall be entitled to vote at meetings and in elections, and otherwise participate in governance of the Society.

3 GRADUATE MEMBERSHIP

- 3.1 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.

- 3.2 The Council is entitled to determine whether a particular award, or a particular level of award is adequate for admission to Graduate Membership.
- 3.3 The Council shall inform Members and others who have reasonable grounds for enquiring of the qualifications which it recognises.
- 3.4 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.
- 3.5 Application for Graduate Membership shall be made to the Council which is entitled to grant or refuse the application.
- 3.6 The terms Graduate Member and Graduate Membership may be used as approved designations while the Graduate Member is a member of the Society and shall entitle the member to use the prescribed abbreviation of M.Ps.S.I.

4 ASSOCIATE FELLOWSHIP

- 4.1 Application for Associate Fellowship shall be made to the Council.
- 4.2 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.
- 4.3 An application for Associate Fellowship shall be signed by two Fellows, Associate Fellows or Chartered Members who may be required to attest that the applicant meets the requirements for Associate Fellowship.
- 4.4 The Council may admit to Associate Fellowship such eligible applicants as it deems fit.
- 4.5 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.

5 FELLOWSHIP

- 5.1** Application or nomination for Fellowship shall be made to the Council.
- 5.2** An applicant or nominee for Fellowship shall have been an Associate Fellow or Chartered Member of the Society for a period of not less than three consecutive years.
- 5.3** 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 is considered qualified according to one or more of the following criteria: -
 - (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.
- 5.4** Nominations for Fellowship may be made to Council, where two Fellows, Associate Fellows or Chartered Members are of the opinion that another Associate Fellow fulfils the conditions set out at 5.3.
- 5.5** An application or nomination for Fellowship shall be signed by two Fellows, Associate Fellows or Chartered Members who may be required to attest that the applicant meets the requirements for Fellowship.
- 5.6** The Council may admit to Fellowship such eligible applicants or nominees as it deems fit.
- 5.7** 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.
- 5.8** The Fellows and Honorary Fellows, as a body, shall be known as the College of Fellows
- 5.9** 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
- 5.10** The Council shall award a Fellowship to the President upon completion of his or her term of office. Provided that he or she remains in good standing with the Society.

6 HONORARY FELLOWSHIP

- 6.1 The Council may invite a person to accept an Honorary Fellowship if in its opinion he or she has made an outstanding contribution to psychology, including through outstanding contribution or service to the Society.

7 NON-VOTING MEMBERS

- 7.1 Non-voting Members to the Society shall include Associate Members, Student Members and Corporate Members who shall not take part in the governing of the Society.

8 ASSOCIATE MEMBERS

- 8.1 The Council may admit individuals, at its discretion, with an interest in psychology to Associate Membership.
- 8.2 Application for Associate Membership shall be made to the Council.
- 8.3 Persons who are deemed eligible for Graduate Membership are not eligible for Associate Membership of the Society.
- 8.4 Council may, at its discretion, remove any individual from the list of Associate Membership.

9 STUDENT MEMBERS

- 9.1 The Council may admit to Student Membership bona fide students pursuing an approved course of study.
- 9.2 Applications for Student Membership shall be made to the Council.
- 9.3 No person may continue as a Student Member for more than one year after he or she has ceased to be a bona fide student pursuing an approved course of study.

10 CORPORATE MEMBERS

- 10.1 The Council may admit organisations with an interest in psychology to Corporate Membership.
- 10.2 Applications for Corporate Membership shall be made to the Council.

11 MAINTAINING THE DIRECTORY

- 11.1 The Council shall maintain a Directory to include the names and addresses of Members of the Society who are Chartered Members and

such additional information as it considers appropriate and in the public interest.

- 11.2** The Directory shall be limited to Members of the Society.
- 11.3** The Directory may be published by the Council who shall determine what provision is appropriate for distribution and public access to the Directory.
- 11.4** The Directory shall be maintained by such officials as the Council may appoint to carry out the task.
- 11.5** The Council shall make regulations with respect to the form and keeping of the Directory and the making of entries and alterations.
- 11.6** The Council shall prescribe such fees for membership as it considers appropriate.
- 11.7** The Council may remove a person from the Directory for good reason as laid out in Article 32.

12 CHARTERED MEMBERSHIP

- 12.1** An entrant to the Directory must be a Graduate Member of the Society, and must hold: -
 - 12.1.1** an accredited postgraduate professional qualification in psychology or equivalent and four years experience inclusive of any time spent undertaking the postgraduate qualification;
 - 12.1.2** a research doctoral degree in psychology in which the thesis was clearly on a psychological topic and both a research supervisor and an examiner were identifiable as psychologists.
- 12.2** For a person to be included on a Specialist Directory. An applicant must be a Graduate Member of the Society, and
 - 12.2.1** be a Chartered Member of the Society and
 - 12.2.2** be a full member of a Division.
- 12.3** A Chartered Member may hold membership of more than one Division and can hold more than one Specialist Chartership
- 12.4** The Council may include on a Conditional Directory 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 12.1. Conditional Chartership 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 Directory it will normally be required that

he/she be supervised by a Chartered Psychologist and be subject to such other terms and conditions as the Council may consider appropriate.

12.5 No person shall be entered on the Directory 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 Directory as may be made from time to time.

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

12.7 Those whose names are included on the Directory may use the designation Chartered Psychologist of the Psychological Society of Ireland, or use after their name the abbreviation C.Psychol., Ps.S.I. in any appropriate professional context (for example on business cards or advertisements). However those whose names are included on the Conditional Directory shall not use the above designation or abbreviation.

12.8 Those whose names are included on Specialist Directories may use the designation Chartered (Specialist Term) Psychologist of the Psychological Society of Ireland, or use after their name the abbreviation C. (Abbreviated Specialist Term) Psychol., Ps.S.I. in any appropriate professional context (for example on business cards or advertisements). However those whose names are included on the Conditional Directory shall not use the above designation or abbreviation.

12.9 Any person, who, wilfully:

12.9.1 uses the designation Chartered Psychologist of the Psychological Society of Ireland, when he or she is not included on the Directory, or

12.9.2 uses any title or description which falsely implies that he or she is on the Directory, shall be liable to be challenged by Council. Any Member of the Society who makes a false declaration or misrepresentation for the purpose of obtaining chartership is liable to sanction under Article 15 or 24, as the case may be.

12.10 Any Member of the Society who makes a false declaration or misrepresentation for the purposes of obtaining chartership is liable to sanction under Article 15 or 24, as the case may be.

12.11 Any Member of the Society who wilfully:-

12.11.1 uses the designation Chartered Psychologist of the Psychological Society of Ireland, or the abbreviation C. Psychol. (Ps.S.I.) when he or she is not included on the Directory, or,

12.11.2 uses any title or description which falsely implies that he or she is on the Directory,

is liable to sanction under Article 15 or 24, as the case may be.

13 FEES

13.1 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.

13.2 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.

14 ADMISSION

14.1 When the Council has granted an application to be a Member, the Membership Secretary shall forward to the applicant a copy of the Memorandum and Articles of Association and a copy of the Prescribed Declaration. 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.

14.2 Admission to Membership or 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 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.

15 CESSATION

- 15.1** A Member of the Society shall cease to be a Member:
- 15.2** if by one month's notice in writing to the Honorary Secretary at the Office such Member resigns;
- 15.3** if he/she becomes of unsound mind or is declared a bankrupt or makes a composition with his/her creditors;
- 15.4** if he/she is excluded from Membership in pursuance of Articles 13.1 or 13.2;
- 15.5** if the Society goes into liquidation or passes a resolution for winding up.
- 15.6** Any Member 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 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.

16 GENERAL MEETINGS

- 16.1** 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.
- 16.2** The Society shall, not more than nine months after the end of its financial 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.
- 16.3** All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 16.4** 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 Sections 178 and 1203 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.

17 NOTICE OF GENERAL MEETINGS

17.1 Subject to Sections 181, 191, 193 and 1208 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.

17.2 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.

18 PROCEEDINGS AT GENERAL MEETINGS

18.1 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.

18.2 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.

18.3 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.

- 18.4** 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.
- 18.5** 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.
- 18.6** 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 18.3 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.
- 18.7** Subject to the provisions of Article 18.9, 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.
- 18.8** 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.
- 18.9** 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.

18.10 Subject to Sections 191, 193 and 1208 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.

19 VOTES OF MEMBERS

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

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

19.3 A Member of unsound mind or in respect of or whom an Order has been made by any court having jurisdiction in mental health 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.

19.4 No objection shall be raised to the validity 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.

19.5 Votes must be given in person.

20 BODIES ACTING BY REPRESENTATIVES AT MEETINGS

20.1 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.

21 THE COUNCIL

- 21.1** 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.
- 21.2** Not more than sixteen Members of the Council shall be elected by the Members of the Society in General Meeting.
- 21.3** 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.
- 21.4** 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.
- 21.5** 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.

22 BORROWING POWERS

- 22.1** 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.

23 POWERS AND DUTIES OF THE COUNCIL

- 23.1** 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.

23.2 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.

23.3 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.

23.4 The Council shall cause minutes to be made in books provided for the purpose:

23.5 of all appointments of Officers made by the Council;

23.6 of the names of the Members of the Council present at each meeting of the Council and of any committee of the Council;

23.7 of all resolutions and proceedings at all meetings of the Society, and of the Council and of committees of the Council.

24 DISQUALIFICATION OF MEMBERS OF THE COUNCIL

24.1 The office of a Member of the Council shall be vacated if the Member of the Council:

24.1.1 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 member.

24.1.2 is for three consecutive meetings of the Council absent unless the Council otherwise resolves, or

24.1.3 is adjudged bankrupt or makes an arrangement or composition with his/her creditors generally, or

24.1.4 becomes of unsound mind, or

24.1.5 ceases to be a member of the Society, or

24.1.6 resigns from membership of the Council by notice in writing to the Society, or

24.1.7 becomes prohibited from being a member of the Council by reason of any order made under Part 14 of the Act. or

24.1.8 is removed from office by a resolution duly passed pursuant to Sections 146 and 1198 of the Act, or

24.1.9 is convicted of an indictable offence unless the Council otherwise determines, or

24.1.10 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 231 of the Act.

24.2 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.

25 RETIREMENT AND ELECTION OF MEMBER OF THE COUNCIL

25.1.1 The Council year shall run from 1st January to 31st December, and terms of office shall coincide with these dates, commencing in the

January following the Annual General Meeting. Elections shall take place at the Annual General Meeting.

- 25.1.2** The normal term of office of an ordinary member of the Council shall be three years. Ordinary members shall be eligible for election to a subsequent three-year term, provided that they do not serve for more than six years consecutively.
 - 25.1.3** An outgoing Honorary Secretary, Membership Secretary or Honorary Treasurer may remain on the Council for one further year.
 - 25.1.4** Ex-officio members shall be members of Council only while performing ex-officio function which should not normally exceed six consecutive years.
 - 25.1.5** The maximum periods of office specified in clause 25.1 shall apply to co-opted members of the Council. They shall retire at the end of the calendar year during which they were co-opted. On retiring they shall be eligible for a further two years to complete a three year term; they may then stand for one further consecutive three-year term.
- 25.2** 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.
- 25.2.1** 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.
 - 25.2.2** The Honorary Secretary shall give at least two weeks notice to the members of the valid nominations for election to the Council.
 - 25.2.3** Voting at the Annual General Meeting for election of Members to Council shall be in person by way of secret ballot.
 - 25.2.5** 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.

- 25.2.6** 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.

26 THE PRESIDENT

- 26.1** The Members of the Council shall elect the President-Elect annually from among their number. The President-Elect shall be automatically appointed President on the retirement from office of the outgoing President.

- 26.1.1** Every member of Council shall have one vote on the election of the President-Elect and must vote in person at a secret ballot for the nominee of their choice.

- 26.1.2** Not less than 6 weeks prior to the second to last meeting of the Council prior to the AGM of the Society (as per the Council calendar that pertains to that year), the Honorary Secretary shall give Council members notice of the opportunity to nominate current Council members for the position of President Elect.

- 26.1.3** Candidates seeking nomination shall be required to deliver to the Honorary Secretary not later than two weeks before the date of the second to last Council meeting a nomination paper signed by a proposer and a seconder who shall be members of the Council and with the proposed candidate's consent to nomination thereon.

- 26.1.4** Council members will be provided with the names and biographies of candidates proposed along with ballot papers.

- 26.1.5** Council members must return their ballots to the Honorary Secretary or the Chief Executive Officer of the Society (CEO), in person, no later than one hour prior to the final Council meeting prior to the AGM when the result will be announced.

- 26.1.6** The CEO shall be responsible for the counting of votes and shall be assisted by two tellers appointed by the CEO.

- 26.1.7** The nominee with the highest number of votes will be deemed elected. If in the event of an equal number of votes being cast for two or more candidates the Chair of the meeting shall have the casting vote. This outcome will be binding on the Council.

- 26.1.8** No Council shall pre-empt the right of future Councils to elect the President Elect.
- 26.2** No person may be President for a consecutive period of more than one year.
- 26.3** The President shall chair meetings of the Council. If at any meeting of the Council the President is not present within five minutes after the time appointed for holding the meeting, the President-Elect shall take the chair. If neither the President nor the President-Elect is present within five minutes after the time appointed for the holding of the meeting, those members who are present may choose one of their number to chair.
- 26.4** 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.

27 PROCEEDINGS OF THE COUNCIL

- 27.1** 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.
- 27.2** 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 present in person, in the event of there being an even number of members of the Council. In the event of their being an uneven number of members of council, the said quorum shall be the immediate whole number above one-half of the members of the Council.
- 27.3** 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.

- 27.4** 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.
- 27.5** 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.
- 27.6** 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.
- 27.7** Decisions of such committees or persons may be appealed to Council. Such appeals must be made in writing within three months of such decisions.
- 27.8** A member will normally not concurrently act as Chair of more than one such committee of Council; however, Council may appoint employees of the Society to act as Chair of more than one committee concurrently.
- 27.9** 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.
- 27.10** 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.

28 HONORARY SECRETARY

- 28.1** 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.

28.2 The Honorary Secretary shall undertake the duties of Company Secretary for the purposes of compliance with the requirements of the Companies Acts.

28.3 A provision of the Act, or of these Articles, requiring or authorising an action by or to a member of the Council and the Company 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 Company Secretary.

29 HONORARY TREASURER

29.1 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.

30 MEMBERSHIP SECRETARY

30.1 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.

31 THE SEAL

31.1 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.

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

32 **ACCOUNTS**

- 32.1** The Council shall cause proper books of account to be kept relating to:
- 32.1.1** all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
 - 32.1.2** all sales and purchases of goods by the Society;
 - 32.1.3** the assets and liabilities of the Society.
- 32.2** 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.
- 32.3** The books of account shall be kept at the Office or, subject to Chapter 2 of Part 6 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.
- 32.4** 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.
- 32.5** The Council shall from time to time in accordance with Sections 325 and 341 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.
- 32.6** 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.

33 AUDIT

33.1 Statutory auditors shall be appointed and their duties regulated in accordance with Chapter 18 of the Act.

34 NOTICES

34.1 In any case in which a provision of the Act, or of this constitution, requires or authorises a notice to be served on or given to a Member by the Company, or an officer of it, the notice shall, save where the means of serving or giving it specified in paragraph (iv) is used, be in writing and may be served on or given to the Member in one of the following ways:

(i) by delivering it to the Member;

(ii) by leaving it at the registered address of the Member;

(iii) by sending it by post in a prepaid letter to the registered address of the Member; or

(iv) by electronic means if the following conditions are satisfied:

(1) the Member has consented in writing to the Company, or the officer of it, using electronic means to serve or give notices in relation to him or her;

(2) at the time the electronic means are used to serve or give the notice in relation to the Member, no notice in writing has been received by the Company or the officer concerned from the Member stating he or she has withdrawn the consent referred to in paragraph (1); and

(3) the particular means used to serve or give the notice electronically are those that the Member has consented to.

34.2 Without prejudice to section 181(3) of the Act, any notice served or given in accordance with paragraph (a) of this Article shall be deemed, in the absence of any agreement to the contrary between the Company (or, as the case may be, the officer of it) and the Member, to have been served or given:

(i) in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);

(ii) in the case of its being left, at the time that it is left;

(iii) in the case of its being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted (to such an address):

- (1) on a Friday – 72 hours after despatch; or
- (2) on a Saturday or Sunday – 48 hours after despatch;
- (3) in the case of electronic means being used in relation to it, 12 hours after despatch.

34.3 In this Article, 'registered address', in relation to a Member, means the address of the Member as entered in the register of Members.

35 INDEMNITY

35.1 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 Sections 233 or 234 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 235 of the Act.

36 WINDING UP

36.1 The provisions of Clauses 39 and 41 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.

37 MEMBERSHIP OF DIVISIONS

- 37.1** Membership of a Division of the Society shall be open to such members of the Society as meet the requirements for Membership of that Division.
- 37.2** Members and Subscribers may become Affiliates of a Division if they meet the requirements for Affiliateship of that Division.
- 37.3** The establishment of Divisions and the granting of Division Membership shall be subject to the rules relating to Divisions set out hereunder.

38 RULES FOR THE ESTABLISHMENT OF DIVISIONS WITHIN THE SOCIETY

- 38.1** 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:
 - 38.1.1** 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.
 - 38.1.2** 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.
 - 38.1.3** 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.
 - 38.1.4** 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.

- 38.2** 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.
- 38.3** 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.
- 38.4** 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.
- 38.5** 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.
- 38.6** 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.
- 38.7** 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.

- 38.8** 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.
- 38.9** 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.
- 38.10** 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.
- 38.11** 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.