

# THE IRISH COLLEGE OF GENERAL PRACTITIONERS

## BYE-LAWS

### 1. INTERPRETATION

- 1.1 In these Bye-Laws words defined in the Articles of Association shall bear the same meaning herein.

### 2. ELIGIBILITY FOR MEMBERSHIP

- 2.1 The Board may admit to membership only registered medical practitioners who submit applications in such form and including such information as the Board, from time to time, may require.

### 3. CLASSES OF MEMBERSHIP AND ELECTION

- 3.1 Each applicant for membership of the College must comply with the requirements set out in paragraph a) below **OR** with the requirements set out in paragraphs b) and c).

Before admission to membership each applicant must:

- a) satisfy the Postgraduate Training Committee through such forms of assessment as the Board may from time to time determine, that he has adequate and satisfactory training for the responsibility of general practice; or
- b) nominate two medically qualified referees one of whom must be a member of the College; and
- c) must have completed prior to admission to membership, special vocational training for general practice, the length and content of which shall comply with the requirements from time to time determined and published by the Board.
- d) All of the foregoing requirements may, at the discretion of the Board, be waived in the case of applicants who are:
  - i) Active in whole time general practice for at least THREE years at the time of their application or
  - ii) Members of the Royal College of General Practitioners at the time of their application or

- iii) Holders of other equivalent qualification approved by the Board.

Provided all such applicants be proposed by at least two other general practitioners who are eligible for membership during this period.

Special arrangements may be made for those applicants participating in Vocational Training Schemes approved by the Irish Institute of General Practice at the time of the adoption of this Memorandum, Articles of Association and Bye-Laws.

The Board may, at its discretion, waive the foregoing requirements also in the case of applicants who have been active in substantial part-time practice or engaged in whole-time academic practice for at least six years.

- e) In exceptional individual circumstances the Board may, at its discretion, waive upon any such terms and conditions as may be thought fit any of the foregoing requirements.
- f) All applicants must complete such application forms as the Board may from time to time prescribe. Applications for membership must be made within two years from the date upon which the applicant becomes eligible to apply for membership.
- g) In circumstances where a person's membership has been terminated, that person may re-apply for membership. The applicant must prove that all factors contributing to the termination of the membership have been remedied. The Board will have full discretion as to whether or not the application for re-admission will be successful.
- h)
  - i) Patronage: the Board of the College shall be given the powers to appoint persons or industries for patronage, who have made substantial financial contributions to the College and / or its foundation.
  - ii) Honorary Membership: the Board of the College shall be given the powers to appoint persons who have eminently distinguished themselves in the science of general practice, for honorary membership of the College. Such persons may not be already members of the College.

## ASSOCIATES

- 3.2 Each applicant for Associate Membership of the College shall generally be a fully registered medical practitioner with the Medical Council of Ireland or hold

equivalent overseas status approved by the Medical Council of Ireland, and undertaking specific training in the speciality of general practice in the context of EU Directive – 93/16/EEC as amended, or in exceptional circumstances be undertaking training in general practice outside the EU and deemed equivalent by the College.

## DISCRETION

- 3.3 The Board shall have absolute discretion in determining whether to accept or reject an application for admission as a member or associate, and shall not be bound to assign any reason for its decision but shall not discriminate in any way, between applicants by reason of sex, race, colour or creed.

## 4. FEES AND SUBSCRIPTIONS

### ANNUAL SUBSCRIPTION

- 4.1 The amount of the annual subscription shall be fixed by a two-thirds vote of the Board present and voting, at a meeting of the Board subject to the majority approval of members voting at the next Annual General Meeting or Extraordinary General Meeting, as may be appropriate. Every associate shall pay an annual subscription equal to that paid by members except as hereinafter provided. Should a majority of the members voting at an Annual General Meeting or Extraordinary General Meeting (as appropriate) fail to approve the amount proposed by the Board, the Board will be required to produce an alternative proposal, to be approved in accordance with the process set out in this paragraph 4.1.

### REDUCTION OF ANNUAL SUBSCRIPTION

- 4.2 The annual subscription for members and associates shall be reduced to the following amounts in the circumstances below:
- a) To one half the annual subscription for those who are working in part time practice available for consultation for less than 20 hours per week, excepting those members engaged in the teaching or training of general practice.
  - b) To ten percent (10%) of the annual subscription for those liable who are temporarily retired from active general practice (e.g. illness, maternity/paternity or special leave), or those permanently resident outside the Republic of Ireland
    - i) To zero annual subscription for those fully retired from active general practice and./or having attained the age of 70 years.
    - ii) To zero annual subscription for those undergoing recognised

Specialist training in general practice in EU member states.

- c) By the Chairman, to any reduced amount in any particular case of hardship or for other good reason.
- d) The annual subscription for members elected by way of the MICGP Examination, provided application for membership occurs in the year of successfully sitting the examination, shall attract a fee of zero for the calendar year in which they are elected and for the following year (being Year 2). The subsequent year (Year 3) will be charged at 50% of the full subscription. Thereafter, fees are as outlined in the subscription schedule.

#### APPLICATION FEE

- 4.3 An applicant for membership or associateship under Section 3 (1)(a)(b)(c)(d)(e) shall prior to the application being considered by the Postgraduate Training Committee pay an application fee which shall be determined by Board in the same manner as for setting the annual subscription described at 4.1 above. For second or subsequent applications the application fee will be the same as the current application fee. Such application fees are not liable for reimbursement under any circumstances.

#### 5. TERMINATION AND EXPULSION FROM MEMBERSHIP

- 5.1 By subscribing to the Bye-Laws every member and associate agrees to such right of termination as set out in the Articles of Association, and thereby specifically waives any right or claim to damages in the event of his or her name being removed from the register of the College.

#### 6. OFFICERS AND EXECUTIVE COMMITTEE

#### COMPOSITION

- 6.1 The officers of the College shall be the Immediate Past President, the President, the Vice-President, the Honorary Secretary, the Honorary Treasurer and the Chairman of the Board. The Honorary Secretary and Honorary Treasurer will each be appointed by the Board from two of their number annually.

#### TERM OF OFFICE OF THE OFFICERS

- 6.2 The Honorary Treasurer, the Honorary Secretary and the Chairman of the Board, upon retiring shall be eligible for re-election and unless re-elected shall be ex-officio members of the Board for a further term. The Board may at its discretion at any time remove from office any of these three officers before the expiry of their term. Any officer so removed may continue as an ordinary member of the Board unless removed in accordance with the Articles of Association.

## DUTIES OF THE OFFICERS

- 6.3 a) The Honorary Treasurer shall manage and keep proper account of the funds of the College at the direction of the Board until the expiry of his/her term of office.
- b) The Honorary Secretary shall keep account of all meetings, deal with correspondence and direct the clerical business of the Board.

## 7. COMMITTEES OF THE BOARD

The Board may delegate any of its powers to Committees as provided for in the Articles of Association.

## BUSINESS OF THE COMMITTEES

- 7.1 The business of the Committees shall be conducted in the same manner as applies to the proceedings of the Board and as set out in the Articles of Association.

## STANDING COMMITTEES

- 7.2 The Board shall appoint Standing Committees to assist in its work and may include the following:
- a) Finance Committee;
  - b) The Postgraduate Training Committee;
  - c) The Education Governance Committee;
  - d) The Research Committee;
  - e) The Communications Committee;
  - f) The Membership Services Committee;
  - g) The Foundation Projects Committee;
  - h) The Quality and Standards Committee;
  - i) The Nominations Committee; and
  - j) The Audit Committee.

The composition of the Standing Committees and the respective terms of reference shall be approved by the Board, who shall make appointments in accordance with the Articles of Association.

## FINANCE COMMITTEE

- 7.4 The Chairman of the Finance Committee shall be the Honorary Treasurer.

The function of this Committee shall be to assist the Treasurer, to prepare a budget, to make recommendations on the allocation of funds, and to devise the

overall financial policy of the College.

## POSTGRADUATE TRAINING COMMITTEE

7.5 The functions of this Committee shall be:

- a) To consider applications for membership and to investigate the qualifications of the applicants.
- b) To recommend to the Board which forms of assessment should be used to determine adequate and satisfactory training for the responsibilities of general practice.
- c) To recommend to the Board for their approval, specialist training schemes in general practice which by visitation or other means they have determined to be adequate and satisfactory.
- d) To recommend to the Board the recognition of the Committees or institutions responsible for such approved specialist training schemes.
- e) To furnish the Board with evidence of satisfactory completion of specialist training in general practice as required under the Medical Practitioners' Act 1978 including the register of Medical Specialists and the EU Directive on Specific Training 93/16.
- f) To promote and encourage the development of specialist training in general practice.

Membership of the Postgraduate Training Committee and sub groups will self select from the members of the Board and by invitation as appropriate. Members of Postgraduate Training Committee hold office for one year, renewable up to three years.

Chairman or designated substitute of:

- a) The Examination Sub-Committee/Panel
- b) The Assessors in General Practice Secretariat/Panel
- c) The Certification Sub-Committee
- d) Certificate of Satisfactory Completion of Training (CSCT) Sub-Committee
- e) The Curriculum Development/Content Sub-Committee
- f) Two Programme Directors (not essential to be members of the College)
- g) Two Trainers

- h) Two Trainees
- i) National Director of Specialist Training
- j) Project Director CSCT/Assessment
- k) Chairman
- l) Vice Chairman
- m) College Administration

#### EDUCATION GOVERNANCE COMMITTEE

7.6 The Functions of this Committee shall be to report to the Board on:

- a) Oversight, validation and review of existing education programmes;
- b) Analysing need and planning for new educational programmes and activities;
- c) Overseeing of assessment where relevant, including appointment of and regular reporting from an External Examiner;
- d) Provision of end-point certification for courses;
- e) Decision making in learner grievance / disciplinary proceedings / appeal process;
- f) Collaboration and partnership with external organisations & bodies including Academic Departments of General Practice; and
- g) To recommend to the Research and Education Foundation, for their recommendation, worthwhile educational programmes.

#### RESEARCH COMMITTEE

7.7 The functions of this Committee shall be:

- a) To promote and encourage worthwhile research in general practice;
- b) To recommend to the Board for their approval (and in some cases funding), worthwhile research projects;
- c) To seek to obtain funds for research in general practice; and
- d) In consultation with the Foundation Projects Committee, to lay down the

procedure and criteria for the receipt and assessment of applications seeking Foundation funding for Research Programmes in accordance with the objects of the Research and Education Deeds of Trust. To recommend to the Foundation Projects Committee, for their recommendation, worthwhile research programmes.

#### COMMUNICATIONS COMMITTEE

7.8 The functions of this Committee shall be:

To consider, provide for and make recommendations to the Board upon all matters involving communications directed to the members, the profession and the general public other than the making of public statements on behalf of the College which function shall be reserved to the Officers of the College unless otherwise delegated.

#### MEMBERSHIP SERVICES COMMITTEE

7.9 The functions of this Committee shall be:

To encourage, foster and co-ordinate membership growth, participation and activity at Faculty level.

#### FOUNDATION PROJECTS COMMITTEE

7.10 The Honorary Secretary of the College shall be the Chairman. The membership of the Committee shall include the Chairman of the Education Committee, the Chairman of the Research Committee, a Faculty Officer, not being a member of the Board and nominated at the Faculty Officers Annual Meeting and other persons as deemed appropriate by the Board, including an independent assessor.

The functions of this Committee shall be:

- a) To recommend to the Board, research, education and other projects worthy of Foundation funding within the objects of the Research and Education Deeds of Trust and if approved to assess and monitor the progress of projects;
- b) To lay down, in consultation with the Research, Education and other relevant Committees the precise procedure and criteria for the consideration of such applications and to assure that all such procedures and criteria have been properly complied with. such procedures to include independent assessment; and
- c) To lay down the procedures and criteria for the receipt and assessment of projects seeking Foundation funding which do not fall within the terms of reference of the Research Committee or the Education Committee and to make recommendations to the Board as appropriate.

## QUALITY AND STANDARDS COMMITTEE

7.11 The Quality and Standards Committee is responsible for inputting to the development, roll-out and implementation of appropriate standards and quality measures for General Practitioners and their patients.

Quality and Standards Committee Terms of Reference:

The Functions of this Committee shall be to report to Board on:

- a) The work of the Professional Competence Committee ;
- b) The work of the Quality in Practice Committee ;
- c) The work of the Substance Misuse Audit Review Committee ;
- d) The work of the Clinical Care Programme Committee;
- e) The work of the Representative in the public interest on the Committee ; and
- f) The work of the College Medical Director .

## AUDIT COMMITTEE

7.12 The Audit Committee is responsible for the overall review of the audited financial statements and for recommending their approval to the Board of Directors. The Audit Committee will also provide assurance and assistance on issues such as approach to managing risk, effectiveness of internal controls and levels of regulatory compliance.

The functions of the Audit Committee shall be:

- a) Reviewing financial reports and reporting to the Board of Directors on management's compliance with financial Executive Limitation policies.
- b) Reviewing audit plans of the external auditors to ensure the scope of the audit is sufficient to determine weaknesses in financial controls.
- c) Examine and report to the Board of Directors on the appropriateness and effectiveness of the ICGP risk management framework for existing projects and its approach to assessing potential investments and undertakings.
- d) Reviewing any recommendations made by the auditors for the strengthening of internal controls.
- e) Recommending any changes in financial Executive Limitations.

- f) Reviewing with management and auditors any litigation, claim or other contingency that could have a material effect upon the financial position or operating results and the method of disclosure in the financial statements.
- g) Review management's procedures for monitoring the College's compliance with relevant statutory requirements.

The Audit Committee will consist of four board members, one of whom is a non-GP Board member who has accounting and auditing standards experience. The Board of Directors will appoint the committee members annually.

Audit Committee meetings will be held three times per annum and the quorum for meetings will be three members. The CEO and representative of the College's accountants shall also be in attendance.

## NOMINATIONS COMMITTEE

7.13 The purpose of this Nominations Committee is to lead the process of identifying, interviewing and selecting external candidates for council, board and standing committee appointments. This Nominations Committee shall work closely with the Chair of the Board, president of College and Chairs of each committee and other key stakeholders as required when identifying potential members to sit on various committees and representation to external bodies. The Nominations Committee will report to the Board through its appointees.

The functions of the Nominations Committee shall be:

- a) Identifying, assessing and recommending to the Board candidates for appointment to the Board of Directors of the Company and giving full consideration to succession planning and the leadership needs of the College.
- b) Making recommendations to the Board as to the policy on the term of appointment of Directors.
- c) Making recommendations to the Board on the composition of the Nominations Committee and the composition and chairmanship of the standing committees of the Board.
- d) Reviewing regularly the structure, size and composition of the Board (including the balance of skills, experience, independence and knowledge of the Directors and making recommendations to the Board with regard to any changes.
- e) Reviewing proposals for changes in responsibilities of Board members.
- f) Making recommendations to the Board concerning any matter relating to the continuation in office of any Director at any time.
- g) Making recommendations to the board as to identifying potential members

to sit on various standing committees of the board, other College committees and representation to external bodies.

- h) Making recommendations to the Board as to the appropriate processes for the appointment of Board members and the Company Secretary and, where appropriate, the reappointment of Directors.
- i) Reviewing at least annually succession planning both to the Board and to the senior management grade immediately below Board level.

## 8. LIAISON DELEGATES

- 8.1 The Board may appoint delegates to serve on joint Committee with representatives of the organised profession in Ireland and shall appoint a chairman of the delegation. The role of the delegate will be to represent the College on those committees.

## 9. THE FACULTIES

- 9.1 The Board may establish within the framework of the College Faculties, each for the purpose of furthering the objects of the College in the area represented by it.

### DETERMINING NAME AND AREA

- 9.2 The name and area of each Faculty shall be determined, and may from time to time be varied, by the Board after due consultation with the members affected and provided at the outset that no Faculty has more than sixty (60) members or less than (15) members.

### CONSTITUTION

- 9.3 Each Faculty, its members and affairs shall be regulated by a Constitution laid down by the Board.

### REPRESENTATION

- 9.4 Faculties having between fifteen (15) and thirty five (35) members shall be entitled to one (1) Faculty representative on the Council and those having between thirty five (35) and sixty (60) members shall be entitled to two (2) such representatives. Where a Faculty representative is elected to the Board from the Council, the relevant Faculty may co-opt an alternative representative.

### MEMBERSHIP

- 9.5 Members and Associates of the Faculty shall be those Members and Associates of the College whose registered addresses are within the area of the Faculty. Any member or Associate of one Faculty may upon application be transferred to another Faculty subject to the approval of Board and of the Faculty to which

the transfer is sought.

9.6 Faculty Boards shall have at the minimum the following members:

- a) Chairman;
- b) Secretary;
- c) Treasurer; and
- d) One or two Faculty representatives on the Board (The rules for their election, their terms of office and their duties shall be the same as those applying to the officers of the Board).

#### RIGHTS OF FACULTY MEMBERS AND ASSOCIATES

9.7 Members of a Faculty shall be entitled to receive all notices sent out by the Faculty, to attend, speak or vote at any general meeting and generally to participate in the activities of the Faculty.

9.8 Associates of a Faculty shall be entitled to the same rights as members except that they shall not be entitled to vote at any general meeting of the Faculty, except upon the election of associates to the Board of the Faculty.

#### FACULTY MEETINGS

9.9 Each Faculty shall hold an Annual General Meeting and such other meetings as the Board of the Faculty may determine and as directed by the Board.

#### FACULTY BYE-LAWS

9.10 Each Faculty may formulate its own Bye-Laws which shall be referred to the Board for its approval

#### NORTH OF IRELAND FACULTY

9.11 The Board may at its discretion recognise the existing North of Ireland Faculty of the Royal College as a Faculty of the College also and waiving the provisions of Sections 9.2, 9.3 and 9.4, provide for appropriate representation of that Faculty on the Board.

#### 10. PROCEDURE FOR ELECTION OF CHAIRMAN OF THE BOARD

10.1 The procedure for the election of the Chairman of the Board shall be as follows:

- a) All members of the Board shall be eligible to vote.
- b) The election shall be held at the first Board meeting following the

resignation or departure of the previous Chair.

- c) Members of the Board wishing to be considered for the position of Chair must submit their name to the Secretary to the Board at least one month prior to the ballot.
- d) The ballot shall be conducted under the supervision of the Secretary to the Board.
- e) A list of the candidates shall be given to each member of the Board present at the meeting. Each member shall have one vote. The Secretary to the Board shall count the votes and inform the Board of the totals accordingly. The person receiving the most votes will assume the role of Chair.
- f) If no candidate receives an absolute majority of the total votes cast, a second ballot shall be held. Any candidate for whom no vote or one vote only has been cast in the first ballot shall be eliminated from the second ballot.
- e) In the subsequent ballots, the candidate who receives the smallest number of votes shall be eliminated. If more than one candidate receives the lowest number of votes, then all are eliminated.
- f) Ballots shall be held until a candidate receives an absolute majority of the total votes cast and he/she shall be deemed elected as Chair.
- g) If, on any ballot, there are only two candidates for whom votes may be cast and they receive an equal number of votes, the senior of such candidates in years of service within the College's structures shall be elected.
- h) If, on any ballot, there are only two candidates for whom votes may be cast and they receive an equal number of votes, and each is of equal seniority in years of service on Council, the senior of such candidates in terms of College membership shall be elected.
- i) If, on any ballot, there are only two candidates for whom votes may be cast and they receive an equal number of votes, and each is of equal years of service on College structures and College membership, then the President of the College shall have a casting vote to decide the ballot.

## 11. PROCEDURE FOR ELECTION OF VICE-PRESIDENT

- 11.1 Eligible Council members wishing to be considered for selection as Vice-President must inform the Secretary to the Board, in writing, of their intention to seek election within a specified time frame. Eligible Council members shall include former and current Council members who have been nominated, in

writing, to the Secretary to the Board for selection as Vice-President by three current Council members.

11.2 The voting shall operate as follows:

- a) All members of Council shall be eligible to vote.
- b) The selection shall be held at a Council meeting annually.
- c) The ballot shall be conducted under the supervision of the Secretary to the Board or his nominee.
- d) A list of the candidates shall be given to each member of Council present at the meeting. Each member shall have one vote. The votes shall be counted by the Secretary to the Board, under the scrutiny of the President, and the Council informed of the totals accordingly. The person receiving more than half of the total votes cast shall be the Council's nominee for Vice-President.
- e) If no candidate receives an absolute majority the same process outlined for the Chair of the Board applies.
- f) The candidate elected following the ballot will not take office until the position is noted at the next Council meeting that is held. Immediately following this next Council meeting, the elected candidate will proceed to take up the office of Vice-President. This will coincide with the term of office of the President.

Those who will not be present at the Council meeting when the election takes place may vote in absentia for one or more of the candidates. The absent member will list the name of his/her preference in order. In the event that his/her number one choice remains in contention throughout successive ballots that candidate will retain the vote. If his/her number one choice is eliminated, the second on the list will receive the vote throughout successive ballots, being replaced by the number three candidate in the event of elimination, and so on.

## 12. VOTING OF COUNCIL MEMBERS TO BOARD

12.1 The procedure for voting members of the Council onto the Board shall begin with The Chairman informing the Council of the number of vacancies on the Board. The Council will then seek nominations from the Council members. The Chairman of the Nominations Committee will oversee this process. Once the nominations have been accepted, the election will held at the next Council meeting. Each Council member will rank the nominees in order of preference. The nominee receiving the most votes will be elected. In the event of two or

more nominees receiving an equal amount of votes, the number of second-place votes awarded to each candidate will be taken into account, and so forth.

13. NOMINATIONS FOR THE APPOINTMENT OF MEMBERS AS NON-FACULTY COUNCIL REPRESENTATIVES TO COUNCIL

13.1 The Board shall be responsible for deciding what constituencies nominees for the appointment of members as non-faculty council representatives to Council should come from. The procedure set out in the standard operating procedures regarding election to Council will apply in relation to the election of these nominees.

14. PAYMENT OF EXPENSES

14.1 The College will reimburse expenses reasonably incurred by Members. Such expenses must be incurred for a particular service rendered to the College or incurred on its behalf in good faith by any such Member in providing such service, and must be properly vouched.

15. REGISTER OF INTERESTS

15.1 The following persons shall be required to disclose their personal interests for the purposes of the College maintaining a register thereof:

- President;
- Vice-President;
- Chairman of the Board;
- Board members;
- Standing Committee Members;
- CEO; and
- Members of Senior Management Team.

The persons listed in this section should disclose all personal, professional or business interests that may, or may be perceived by reasonable individuals outside the College, to influence their judgment. Such interests will include, but not be limited to, involvement in health care services, academic and research institutions, pharmaceutical industry, the property sector and related activities.

Members must also declare their relevant interests in issues, which arise for discussion at formal meetings of Council, Standing Committees and other committees and meetings.

The register entry should be completed by a member within one month of being elected to Council or taking up a College appointment, or before attendance at the first Council meeting, whichever is first.

The register shall be maintained by the Secretary to Council and will be available for inspection on the College's Intranet.

These Bye-Laws incorporate amendments as approved at the following Annual General Meetings:-

Limerick:	27 <sup>th</sup> April, 1986
Galway:	10 <sup>th</sup> May 1987
Cork:	22 <sup>nd</sup> May, 1988
Killarney:	19 <sup>th</sup> May, 1991
Cork:	8 <sup>th</sup> May, 1994
Waterford:	11 <sup>th</sup> May, 1996
Killarney:	11 <sup>th</sup> May, 1997
Dublin (RDS):	14 <sup>th</sup> June, 1998
Galway:	12 <sup>th</sup> May, 2002
Galway	22 <sup>nd</sup> May 2005.
Galway	10 <sup>th</sup> May 2009
Galway:	8 <sup>th</sup> May 2011
Galway	13 <sup>th</sup> May 2012
Galway	12 <sup>th</sup> May 2013
Athlone	23rd November 2013