



# **THE IRISH COLLEGE OF GENERAL PRACTITIONERS CLG BYE-LAWS**

**April 2024**

## **1 INTERPRETATION**

In these Bye-Laws, words defined in the Articles of Association shall bear the same meaning in this document.

For practical purposes, the term honorary member and honorary fellow will be considered interchangeable and equivalent, with the process of election of honorary fellows set out in the Articles of Association.

## **2 MEMBERS**

2.1 The Board may admit to membership only registered medical practitioners, trained in the speciality of General Practice, who practises independently in the provision of primary and continuing care, who submit applications in such form and including such information as the Board, from time to time, may require.

2.2 The conditions for admission to membership are as set out in the Articles of Association of the ICGP.

## **3 INTERESTED PARTIES**

The ICGP values the support and involvement of Patrons, Honorary Individuals, Associates and Trainee Associates in the company, each of whose involvement in the company shall be governed by the Articles of Association.

## **4 FEES AND SUBSCRIPTIONS**

4.1 Each Member, Associate and Trainee Associate shall pay to the College an annual subscription fee which shall be due on 1 January in each year.

4.2 The categories and amounts of subscription fees shall be determined by the Board on an annual basis (by a two-thirds majority vote of those Directors present and voting).

## **5 REDUCTION OF ANNUAL SUBSCRIPTION**

5.1 The annual subscription for Members and Associates shall be reduced to the following

amounts in the circumstances below:

- (A) To one half (50%) of the annual subscription for those who are working in part time clinical general practice available for consultation for 20 hours or less per week. This does not apply in circumstances where a Member or Associate is working in part time clinical practice as so described and is also engaged in the teaching or training of general practice. These Members and Associates are liable for the full annual subscription.
- (B) To twenty-five percent (25%) of the annual subscription for those who are temporarily not engaged in clinical general practice or teaching/training of general practice (e.g. illness, maternity/paternity or special leave). For maternity leave, this reduction will apply in the calendar year in which the leave begins, returning to the full or part-time rate as applicable in the next calendar year.
- (C) To twenty-eight- and one-half percent (28.5%) for members not engaged in clinical general practice or teaching/training of general practice but engaged in other medical specialities.
- (D) To ten percent (10%) for members wholly resident outside the Republic of Ireland in that year.
- (E) To twenty-five percent (25%) of the annual subscription for those fully/partially retired from active general practice clinical/teaching/training and still registered under the professional competence scheme.
- (F) To a zero annual subscription for long-term members (at least ten years) aged 73 years and older in the current year, fully retired from active clinical general practice not holding a GMS contract and not registered under the professional competence scheme at any time during the calendar year. As such, voting rights will be as per associate members.
- (G) By the Chairperson, and, as may be delegated to the Chief Operating Officer, to any reduced amount in any particular case of hardship or for other good reason.

5.2 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), a fee of 25% will be charged. The subsequent year (Year 3) will be charged at 50% of the full subscription. Thereafter, fees are as outlined in the subscription schedule.

## **6 APPLICATION FEE**

6.1 An applicant for membership or associateship of the ICGP shall, prior to the application being considered, pay the appropriate application fee if relevant. Such fees shall be determined by Board in the same manner as for setting the annual subscription described

above. The application fee will also apply for second or subsequent applications.

6.2 Application fees are not liable for reimbursement under any circumstances.

## **7 TERMINATION AND EXPULSION FROM MEMBERSHIP**

7.1 Every Member and Associate acknowledges that his or her membership of associateship may be terminated 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.

7.2 A Member/Associate shall cease to be a Member/Associate Member in any of the circumstances set out at Article 2.3.1 of the Articles of Association.

## **8 COMPANY SECRETARY AND COLLEGE TREASURER**

8.1 The Company Secretary and College Treasurer will each be appointed by the Board from two of their number annually.

8.2 The College 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.

8.3 The Company Secretary shall keep account of all meetings, deal with correspondence and direct the clerical business of the Board.

## **9 COMMITTEES OF THE BOARD**

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

9.2 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.

## **10. BOARD SUB-COMMITTEES**

10.1 The Board shall appoint sub-committees to assist in its work and may include the following:

(A) Remuneration Committee as sub-committee of the Board. Representation will include the Chair of the Board, Chair of the Finance, Audit and Risk Committee and College Treasurer and/or any other Board member as determined by the Chair of the Board.

(B) Performance Review Committee as a sub-committee of the Board. Representation will include the President, Chair of the Board and Chair of the Finance, Audit and Risk Committee and/or any other Board member as determined by the Chair of the Board.

(C) Nominations Committee as a sub-committee of the Board. The duties of which are outlined in the Articles of Association. Representation will include as appropriate the Chair of the Board, CEO, COO, and relevant members of the Board to inform the particular selection process.

## **11 STANDING COMMITTEES**

11.1 The Board shall appoint Standing Committees to assist in its work and may include the following:

- (A) Finance, Audit and Risk Committee
- (B) GP Training Academic Council
- (C) Education Governance Committee
- (D) Membership Committee
- (E) Rural General Practice Committee

11.2 The role, function and composition of Standing Committees are outlined in each of the Standing Committee's Terms of Reference, which shall adhere to the agreed template and be approved by the Board.

11.3 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.

## **12 LIAISON DELEGATES**

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

## **13 THE FACULTIES**

13.1 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.

13.2 The provisions relating to faculties are outlined in the Faculty Bye-laws.

13.3 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.

## **14 PROCEDURE FOR ELECTION OF CHAIRPERSON OF THE BOARD**

14.1 The procedure for the election of the Chairperson of the Board shall be as set out within the Articles of Association.

## **15 PROCEDURE FOR ELECTION OF VICE-PRESIDENT**

15.1 Eligible Council members wishing to be considered for selection as Vice- President must inform the Company Secretary to the Board, in writing, of their intention to seek election within a specified time frame.

15.2 Eligible Council members shall include former and current Council members who have been

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

15.3 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 Company 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.
- (E) Each member shall have one vote.
- (F) The votes shall be counted by the Company Secretary to the Board, under the scrutiny of the President, and the Council informed of the totals accordingly.
- (G) The person receiving more than half of the total votes cast shall be the Council's nominee for Vice-President.
- (H) If no candidate receives an absolute majority, the same process outlined in the Articles of Association for the Chairperson of the Board applies.
- (I) The candidate elected following the ballot will not take office until the position is noted at the next annual general meeting that is held. Immediately following this, the elected candidate will proceed to take up the office of Vice-President.
- (J) This will coincide with the term of office of the President.

15.4 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.

## **16 VOTING OF COUNCIL MEMBERS TO BOARD**

16.1 The procedure for voting members of the Council onto the Board shall begin with the Chairperson of the Board informing the Council of the number of vacancies on the Board. The Council will then seek nominations from the Council members.

16.2 The Chairperson of the Nominations Committee will oversee this process.

16.3 Once the nominations have been accepted, the election will be 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 number of votes, the number of second-place votes awarded to each candidate will be taken into account, and so forth.

## **17 ELECTIONS TO COUNCIL**

### **Faculty Representatives**

- 17.1 At least 14 days prior to the Annual General Meeting each year, each Faculty shall notify the President of its Faculty Representative(s) to represent that Faculty on Council meetings until the next Annual General Meeting.
- 17.2 Each Faculty shall nominate its Faculty Representative(s) in accordance with the faculty governance procedures.
- 17.3 As per the Articles of Association, the term of office for faculty representatives on the Council shall be three years. Following completion of a three-year term on the Council, an individual may be re-elected to the Council following expiration of at least a one-year period.
- 17.4 At the Annual General Meeting each year, the Faculty Representatives appointed to Council for the forthcoming year shall be announced.

### **Non-Faculty Representative Council Members**

- 17.5 The Board shall be responsible for deciding what constituencies nominees for the appointment of Non-Faculty Representative Council Members to Council should come from.
- 17.6 As per the Articles of Association, the term of office for non-faculty representatives on the Council shall be three years. Following completion of a three-year term on the Council, an individual may be re-elected to the Council following expiration of at least a one-year period.
- 17.7 Those nominees who are put forward for election at each Annual General Meeting shall be appointed to Council if a majority of Members vote in favour of their appointment at the Annual General Meeting.

### **Specific Interest Groups**

- 17.8 The Board may invite Specific Interest Groups to propose one nominee from each Specific Interest Group for election to Council as a Specific Interest Group Council Member. The term of office will be subject to continued nomination of the specific interest group and continued Board nomination and comply with the terms of office for Council members as per the Articles of Association.
- 17.9 At the first Council Meeting following the Annual General Meeting in each year, the newly appointed Council Members shall vote on whether such nominees shall be appointed as Specific Interest Group Council Members.
- 17.10 The nominees who receive a majority vote in favour of their appointment by the Council shall be immediately appointed as Council Member at that Council Meeting.

### **Other representatives on Council**

17.11 The Board may invite a nominee from the North of Ireland and Republic of Ireland Faculties of the Royal College of General Practice to sit on the Council.

## **18 PAYMENT OF EXPENSES**

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. Expenses must be properly vouched and agreed in advance with a member of the senior leadership team.

## **19 REGISTER OF INTERESTS**

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

- (A) President;
- (B) Vice-President;
- (C) Chairperson of the Board;
- (D) Board members;
- (E) Standing Committee members;
- (F) CEO; and
- (G) Members of the Senior Management Team.

19.2 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.

19.3 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.

19.4 The register shall be maintained by the Company Secretary and available for inspection.

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