



*Northern Ireland Intensive Care Society*

**MEMORANDUM OF ASSOCIATION  
OF THE  
NORTHERN IRELAND INTENSIVE CARE SOCIETY**

- 1) The name of the Society is the “Northern Ireland Intensive Care Society”.
- 2) The objects for which the Society is established are:
  - a) To act as a forum for the establishment of clinical consensus, and common standards for critical care across Northern Ireland. Having established a consensus, to fulfil a function representative of that consensus to commissioners of critical care and government.
  - b) To promote critical care services and their development in Northern Ireland, and to support the interests of the medical and other professions working in critical care units in Northern Ireland.
  - c) To hold or arrange for the holding of periodical meetings of the members of the Society, including educational and scientific meetings.
  - d) To develop links with similar bodies particularly the Intensive Care Society of Ireland, the Intensive Care Society (UK), the Scottish Intensive Care Society, and the Welsh Intensive Care Society
  - e) To facilitate regional (Northern Ireland-wide) audit and research in critical care.
  - f) To be a means of circulation of relevant documents/information among critical care clinicians in Northern Ireland.
  - g) To generate and distribute monies exclusively in support of the above functions.
- 3) The income and property of the Society, from whatever source derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise, by way of profit to the persons who at any time are or have been members of the Society or to any person claiming through any of them.

# ARTICLES OF SOCIETY OF THE NORTHERN IRELAND INTENSIVE CARE SOCIETY

## PART 1 - INTERPRETATION

1. In these Articles of Society the words and expressions following have the meanings hereinafter assigned to them respectively:

“the Society” means the above-named Society.

“the articles” means these articles of Society with such modifications thereof or additions thereto as may from time to time be in force.

“member” means an ordinary member.

“existing” means existing at the time when these articles come into operation.

“trainee member” means an ordinary member of the Society who is a registered intensive care trainee with the Intercollegiate Board of Intensive Care Medicine.

“bye-laws” the bye-laws made from time to time in accordance with these articles.

## PART 2 - MEMBERSHIP

2. There shall be the following categories of membership:-

(1) **Voting members**

ordinary members

(2) **Associate (non-voting) members**

- (a) any registered medical practitioner with an interest in critical care
- (b) any nurse involved in critical care
- (c) any allied health professional participating in critical care
- (d) honorary members
- (e) extraordinary members – “visiting”, “complimentary”.

### Eligibility for Voting Membership

3. The following persons shall be eligible for voting membership of the Society

As ordinary members:-

- (a) Any consultant who has a fixed sessional commitment (not necessarily dedicated) for critical care provision in a critical care unit within a hospital in Northern Ireland.
- (b) Any non-consultant career grade who has a fixed commitment for critical care provision in a critical care unit in a hospital in Northern Ireland.
- (c) Any person who is a member of a class of persons whom the Council may from time to time specify as eligible for ordinary membership upon such conditions as the Council may specify.

### Mode and Conditions of Election to Membership

4. The mode and conditions of election to membership shall be determined by and in accordance with the articles and bye-laws.

### Application

5. Every candidate for membership of the Society shall apply for election in writing, addressed to the Society, and stating his/her agreement, if elected, to abide by the articles, bye-laws and the rules of the division or branch to which he/she may at any time belong or with which he/she may at any time be associated, and to pay his/her subscription for the current subscription period.

### **Duration of Voting Membership**

6. Every voting member shall remain a member until his/her membership is terminated in accordance with the provisions of the articles and bye-laws.

### **Eligibility for Non-voting Membership**

7. The Society shall have in such manner as the articles and bye-laws may provide power to elect honorary and other non-voting members. The Society may admit honorary members to such privileges (other than that of receiving notices of General Meetings or of voting as members of the Society) as may from time to time be conferred on them.

### **Extraordinary Members – “Visiting”, “Complimentary”**

8. Extraordinary members shall be either visiting or complimentary members.
9. The Society may elect:

As a visiting member:

any ordinary member of any other intensive care society.

As a complimentary member:

- (a) any honorary member of the Society who is ordinarily resident within Northern Ireland but is not entitled to be an ordinary member thereof, and
- (b) Members of the medical profession, or persons distinguished in other sciences, who are not eligible as ordinary members of the Society in accordance with the bye-laws.

### **Termination and Expulsion of Voting Membership**

#### **Termination**

10. Voting membership of the Society may be terminated in any of the following ways, namely:
  - (1) by resignation, subject to such notice as may be prescribed by the articles;
  - (2) by default in the event of non-payment of a due subscription beyond the end of the subscription period to which the due subscription relates;
  - (3) by virtue of no longer fulfilling the requirements for membership of the Society in Article 3.

#### **Expulsion**

11. The grounds upon which a voting member may be expelled are that:-
  - (1) his/her conduct has been
    - (a) detrimental to the honour and interests of the medical profession or the Society or
    - (b) calculated to bring the society into disrepute, or
  - (2) he/she has wilfully and persistently refused to comply with the articles, bye-laws.

#### **Re-eligibility**

12. A person who has ceased to be a voting member pursuant to Article 11 may apply for re-election as if he/she were initially applying for membership of the Society.

## **Subscriptions**

13. (1) Save as otherwise provided by the articles every voting member shall pay to the Society a subscription for such subscription period as the Society shall from time to time determine;
- (2) Subscriptions shall be considered due in advance.
14. The payment of each subscription shall during its currency entitle the member to all privileges of membership of the Society.

## **Arrears of Subscription, Cessation of Membership**

15. If the subscription of a voting member for any subscription period shall not have been paid on or before such date in any subscription period as the Society may from time to time determine he/she shall, without prejudice, to his/her liability to the Society, cease to be a voting member as from that date. Provided that upon payment before the end of such subscription period of all subscriptions due from him/her he/she shall, if eligible, be restored to membership in the appropriate category without re-election.

## **Affiliation**

16. (1) The Society may admit to affiliation with it any medical Society or similar body established within or outside the United Kingdom on such terms and with such privileges as may in each case be approved by resolution of Council of the Society.
- (2) The Society may terminate any such affiliation (after due notice on either side).

## **Affiliated Membership**

17. The Council may determine that the members of any Medical Society or similar body established outside the United Kingdom being a body admitted to affiliation (being persons temporarily resident within the area of any branch or division of the Society) shall be admitted to affiliated membership of the Society in accordance with the bye-laws.

## **PART 3 - GENERAL MEETINGS OF THE SOCIETY**

### **Educational and Scientific Meetings**

18. Subject to available funds, the Society shall hold at least one educational or scientific meeting per year. Council may occasionally elect to hold this meeting in conjunction with another Society/professional group.

### **Coppel Prize**

19. In addition to an educational or scientific meeting, the Society will hold annually a prize competition open to junior doctors with an interest in critical care medicine. Competitors shall represent the institution in which they are employed on the date of the meeting, which shall normally be in the Autumn. Any junior doctor may apply to compete but numbers from one institution may have to be limited subject to the total number of entrants. The rules of competition and monetary value of the prize shall be as set or modified from time to time by Council.

### **Annual General Meeting**

20. The Society shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year. Not more than 15 months shall elapse between the date of one annual general meeting and that of the next. The annual general meeting shall be held at such time and place as may be fixed by the Society, and may usually be held in association with an educational or scientific meeting. The agenda shall be set by the President and Secretary but any member is entitled to place an item on the agenda provided 14 days notice is given to the Secretary in writing.

### **Business of Annual General Meeting**

21. The business of an annual general meeting shall be:
  - (1) such business as by statute or by the articles shall for the time being be appointed to be transacted at such meeting; and

(2) the reception of such addresses and other communications, and the discussion of such matters pertaining to the medical and allied sciences as the Society shall have arranged to be received or discussed at such meeting.

### **Extraordinary General Meetings**

22. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
23. The Society may whenever Council thinks fit and upon a requisition made in writing as hereinafter provided by 6 voting members of the Society shall convene an extraordinary general meeting.

### **Chairman**

24. The President of the Society, shall preside as Chairman at the opening of every general meeting.

### **Quorum**

25. Except as hereinafter provided no business shall be transacted in any Annual General Meeting or Extraordinary General Meeting unless there be present a quorum of not less than 7 voting members. If within one hour from the time appointed for the meeting such quorum be not present, the meeting, if convened upon the requisition of voting members, shall be dissolved. In any other case it shall stand adjourned to the same day in the following week, at the same time and place, or to such other date, time and place as Council may determine, and if at such adjourned meeting a quorum be not present, those present shall be deemed to be quorum.

### **Adjournment of Meetings**

26. The chairman of any general meeting may, with the consent of the meeting, adjourn any business from time to time and from place to place.

### **Voting at General Meetings**

27. At a general meeting, unless a poll is demanded in writing by at least five voting members, a declaration by the chairman that a resolution has been carried, or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any such resolution.
28. If a poll be demanded by five voting members or more, the same shall be taken in such manner and either at once or after an interval or adjournment, as the chairman directs.
29. On a show of hands every voting member present in person shall have one vote, and upon a poll every voting member present in person shall have one vote. Votes must be given personally and not by proxy. In case of any equality of votes at any general meeting, the chairman shall have a second or casting vote.

### **PART 4 – OFFICERS**

30. There shall be the following Officers of the Society, namely:

a President

a Secretary

a Treasurer

The President and Secretary shall be elected by voting members of the Society and the Treasurer shall be appointed in such manner and shall hold office for such term, and shall have and enjoy such duties, powers and privileges as shall be determined from time to time by the articles and bye-laws.

## **PART 5 – COUNCIL**

### **Powers and Duties**

31. It shall be the duty of the Council to administer the affairs of the Society in accordance with the Memorandum of Society and the articles and bye-laws, and the Council shall exercise such powers and do such acts and things as may be exercised or done by the Society and are not by the provisions of any statute or of the articles directed to be exercised or done by a General Meeting or by the Society. In particular the Council shall have power, in the interval between successive meetings of the Society, to formulate and implement policies (not being inconsistent with any policy already laid down by the Society) on any matter affecting the Society.

### **Composition**

32. The Council shall consist of such ex-officio and voting members as may be specified by the bye-laws.

### **Powers of Incomplete Council**

33. In default of, and until election of, a member or members, or so far as such election shall not be complete, all the powers conferred on the Council shall belong to and be exercised by the elected members whatever their number.

### **Boards Committees and Standing Committees**

34. Committees, some of which may be designated Standing Committees, may be appointed by the Society or the Council with such names and in such manner and on such terms as they may subject to the provisions of the articles and bye-laws think proper.

## **PART 6 - MISCELLANEOUS**

### **PUBLICATIONS**

35. Such lists of medical practitioners, records of transactions and other papers of interest to critical care professionals shall be published as and when the Council may think fit.

### **SMOKING**

36. Tobacco shall neither be smoked nor used at business meetings of the Northern Ireland Intensive Care Society.

### **BYE-LAWS**

37. Save as so far as determined by statute or by the articles the constitution of the Society, the rights and obligations of every member, the appointment, duties, powers, and privileges of all officers, and of all councils, committees, and governing and administrative bodies both of the Society, shall be such as may from time to time be prescribed or determined by or in accordance with the bye-laws, and the bye-laws may from time to time be added to, amended, altered, or repealed by the Society, subject to the provisions herein before contained with respect to a resolution of the Society for the purposes aforesaid.

## **BYE-LAWS OF THE SOCIETY**

### **PART 1 - MEMBERSHIP**

#### **Election**

1. (1) The mode of election of members shall be as follows:
  - (a) every candidate shall forward his/her application to Council of the Society.
  - (b) the candidate if eligible for election may be elected by Council of the Society at any meeting thereof.

### **PART 2 – COUNCIL**

2. The Council shall consist of:-
  - (1) One voting member from each critical care unit in a hospital in Northern Ireland which desires participation on Council and meets minimum standards. This member will normally be the Lead Clinician/Director of such a unit. Minimum standards for this purpose are deemed to be fulfilment of all of the following:
    - (a) Onsite availability 24 hours each day, 7 days a week, of a junior doctor with advanced airway skills including competence to give an anaesthetic;
    - (b) Minimum of 10 dedicated fixed consultant sessions in critical care per week;
    - (c) Consultant cover, including return-to-site availability 24 hours each day, 7 days a week.
  - (2) The Regional Advisor in Intensive Care Medicine, as recognised by the Intercollegiate Board for Training in Intensive Care Medicine. The Regional Advisor shall be a voting member, both of the Society and of Council.
  - (3) Two ordinary members of the Society, following nomination and election by voting members of the Society.
  - (4) Council shall have the power to co-opt further individuals who possess knowledge or expertise in specific fields relevant to Council business. Such individuals shall be non-voting members of Council.
3. There shall be no age restriction on membership of the Council.

#### **Mode of Nomination and Election of Council Officers**

4. From among the members of Council, a President and a Secretary shall be elected by voting members of the Society, by postal ballot, following proposal to the Secretary by any 2 voting members of the Society within a time frame specified by Council. In the event of a tie there shall be further ballots as may be necessary in order to elect one of the tied candidates. If a single individual only is proposed for one of these Offices, election by members shall not be required. Council shall be at liberty to appoint a Treasurer from among its members, subject to that member's consent.

#### **Term of Office and Eligibility for Re-election**

5. Lead Clinician members of Council shall normally hold office for the duration of their term as Lead Clinician/Director in their respective critical care units. The Regional Advisor shall remain a member of Council for the duration of his/her term as Regional Advisor. Elected members of Council shall have a term on Council of 3 years, after which they are eligible for re-election for a second term. Co-opted members shall have a term as deemed by Council to be requisite to fulfil the function of their co-option.
6. Ex-officio members of Council shall hold office until the election of their successors. For the President and Secretary, this shall normally be a period of 3 years.

#### **Duties of Council Members**

7. Each Council member:
  - (1) shall ensure that he/she represents his/her constituency accurately. For Lead Clinicians, this requires that they each consult and communicate effectively with colleagues in their individual units;

- (2) has a responsibility to contribute constructively to Council Business. This requires that he/she arrives at council meetings with adequate preparation to discuss effectively items as listed on any agenda circulated in advance;
- (3) has a responsibility to champion Council decisions, regardless of how he/she voted prior to the decision being taken;
- (4) shall represent and implement consensus decisions of Council within his/her critical care unit;
- (5) shall accurately represent decisions of Council and the Society to outside bodies when acting on behalf of Council and/or the Society.

### **Deputisation for Council Members**

8. Council members who are lead clinicians may infrequently delegate their role on Council to a deputy who is a medical doctor with a fixed dedicated session to critical care in their intensive care unit. Such deputies must be able to fulfil all the responsibilities of a Council member as per Bye-Law 7.

### **President and Chairman of Council**

9. The Chairman of the Council shall be the President or, infrequently and temporarily, a deputy the President shall nominate from among Council's voting members, and shall discharge such duties as are laid down in these articles and bye-laws and such other duties as shall be determined by Council. He/she shall hold office for an initial term of three years and shall be eligible for re-election for a further year on one occasion at the discretion of Council but after an aggregate term of office of four years shall cease to be eligible for re-election.

### **Duties and Limitations of Powers of President**

10. (1) The President has a duty to co-ordinate both the organisation and conduct of Meetings of the Society and its Council.
  - (2) The President has a duty to seek and subsequently accurately represent the position of Council on all matters in which Council members, or their constituencies have an interest. If the President enters into discussion with or is consulted by an external body or group, he/she must consult with Council members prior to representing Council (and hence the Society). If time does not permit a meeting of Council, other forms of verifiable communication should be utilised and the position of Council clearly documented. Council shall decide whether or not such consultation requires discussion within individual units and/or voting members prior to a "position of the Northern Ireland Intensive Care Society" being communicated.
  - (3) The President shall not abuse his representative function by implementing/continuing/facilitating/obstructing actions or decisions of other parties/agencies without the approval of Council. Council shall have the power delegated to them by voting members to remove the President from Office if he/she abuses his/her Office. Removal of the President from Office shall require a majority vote on Council. The President shall only have a vote in the event of a tie.
  - (4) Infringement of Bye-Law 10 (1), 10 (2) or 10 (3) shall be deemed by Council as abuse of the President's position.
  - (5) If the President is removed from Office by Council, he may remain on Council at the discretion of Council but a new President must be elected by the voting members from among the remaining Council members according to the process in Bye-Law 4.

### **Vacancies**

11. Any casual vacancy in the Council occurring in the first year of the elected member's term of office shall (unless the Council determine otherwise) be filled by a single nomination from the unit(s) whose representation has been lost.

### **Proceedings**

12. The Council shall meet not less than four times a year. No Council meeting shall be held without the presence of the President, or a suitable Deputy nominated by the President. Minutes shall be recorded by the secretary and circulated before the next meeting, at which they shall be recorded as a true record or modifications approved to render them so.
13. Meetings of the Council shall be held at such time and place and upon such notice as the Council shall determine. Council meetings shall be held and conducted such that Council decisions shall be taken free from influence by commissioners, industry and any parties where a potential selfish interest exists in the result of any decision. The Council may, however, from time to time deem it beneficial to involve such parties in discussion prior to taking a decision. Council shall have the power to engage any group whose

input it considers valuable to inform a decision. Parties deemed to have no selfish interest in the outcome of decisions may from time-to-time be welcomed as non-voting observers.

14. No decisions shall be reached at any meeting of the Council unless at least 4 voting members of the Council are present.

### **Voting**

15. Only members of Council then present shall be entitled to vote at any meeting of Council. Each member shall have one vote. In the event of the Regional Advisor being also a Lead Clinician representing an intensive care unit, he/she shall only have a single vote in Council decisions.
16. Every question shall if challenged be determined by a show of hands or by an electronic voting system or paper ballot. If a member requests that his/her name be recorded on the minutes as voting for or against any motion or amendment, it shall be so recorded. Absent members may not vote by proxy.
17. If, on the Chairman putting the question, a demand be made that the vote be taken by ballot, or by roll-call, and such demand be supported by three members, the vote shall be so taken and in the case of a vote by roll-call the names for and against the motion or amendment shall be taken down in writing and entered on the minutes.
18. The Chairman of Council has the capacity, if he/she elects to exercise it, to give a second or "casting" vote, in the event of a tie.

### **Special Meetings**

19. The President may if he/she thinks fit and shall upon receiving a requisition signed by not less than four voting members of the Council, and specifying the business for which a special meeting is required, call together a special meeting thereof. No business shall be transacted at a special meeting other than that for which such meeting is called.

### **Representation of Society on Outside Bodies**

20. If time permits, all invitations to the Society to appoint a representative or representatives on any outside body shall be placed upon the agenda of the Council meeting following the receipt of the invitation. If time does not permit of the foregoing procedure being adopted, and the Chairman is of opinion that Council would desire the invitation to be accepted, he/she shall, after taking such advice as is possible, make suitable nomination or nominations on behalf of Council. Where Council appoints a representative on an outside body without reference to any term of office, the appointment shall be for the remainder of the term of the individual on Council, or for 3 years, whichever is the shorter.

### **Sponsorship and the Society**

21. Any proposal for sponsorship by the Society of any organisation or activity shall be considered on its merits by Council in the light of any legal opinion obtained specifically in relation to the proposal in question, should a legal opinion be deemed to be necessary.

### **Society Monies**

22. All monies accrued by the Society shall be deposited in a bank or investment account such as Council deem suitable, and bearing the name of the Society. Council shall be at liberty to allocate monies from its funds only in furtherance of the objects of the Society. Access to the Society's account shall require the signature of two Council members. The Society's account shall be open to inspection by any member of Council.

## **PART 3 - COMMITTEES AND OTHER BODIES OF THE SOCIETY**

23. The President shall be an ex-officio, non-voting member of all standing committees. The other Officers shall be members ex-officio of all standing committees without voting rights except where it is specified in the schedules to the Bye-laws that they shall be full members.
24. All committees and boards whether carrying delegated powers or not shall take all reasonable steps to implement policy decisions of the Society and no action shall be taken by any committee which may affect materially the interests of another part of the profession without full prior consultation with the interested parties concerned (and where necessary with the Council) and on the understanding that the delegated authority will be so used as to expedite the work of the Society.