

THE ACADEMY OF CLINICAL SCIENCE  
AND LABORATORY MEDICINE

MEMORANDUM

- AND -

ARTICLES OF ASSOCIATION

COMPANIES ACT, 1963

A COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

THE ACADEMY OF CLINICAL SCIENCE  
AND LABORATORY MEDICINE

November 1994

The Academy of Clinical Science and Laboratory Medicine  
Memorandum of Association

1. The name of the Company (hereinafter called “the Academy”) is “The Academy of Clinical Science and Laboratory Medicine”.
2. The object for which the academy is established are:
  - (i) To advance the knowledge of Medical Laboratory Science and promote its understanding in the community.
  - (ii) To promote greater co-operation in matters of mutual interest among professional staff employed in Medical laboratories.
  - (iii) To set up dialogue with Government Departments on matters pertaining to scientific medicine.
  - (iv) To seek and work for the establishment of a Professional body to represent those practising Medical Laboratory Science.
  - (v) To continuously review and to update the education, training and qualification requirements and to exercise professional supervision over its members.
  - (vi) To form a library and publish lectures and information concerning Medical Laboratory Science.
  - (vii) To receive, apply and collect gifts, donations, subscriptions, fees, funds and grants for the furtherance of the objects of the Academy.
  - (viii) To initiate, organise, run, engage in or be associated with exhibitions, voluntary work and all other such functions, and to engage in such publicity as may be calculated to assist in the raising of funds with a view to furthering the objects and activities of the Academy.
  - (ix) To conduct, promote or participate in tests, analyses, experiments and research work of every nature which will benefit the objects of the Academy.
  - (x) To purchase, hire, take on lease or licence or otherwise acquire or deal in real and personal property of every nature and description, and to take, accept and create licences and rights whether proprietary and otherwise for the purpose of furthering the objectives of the Academy.
  - (xi) To sell, exchange demise, let, mortgage or otherwise dispose of any real or personal property of the Academy.
  - (xii) To borrow or raise or secure the payment of money in such manner as the Academy may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, trust deed or mortgage charged upon all or any part of the Academy property or assets, whether present or future and to otherwise purchase, redeem and pay off any such securities.
  - (xiii) To make arrangements for the carrying on of the objects, work and activities of the Academy and for this purpose to enter into contracts or agreements in furtherance of its objects as the Academy may think fit and to engage and remunerate whether by

cash payment or otherwise officers, servants and employees of the Academy and any other bodies or persons rendering service to it whether in a consultative capacity or otherwise.

- (xiv) To do all or any of the above things either as principals, agents, trustees or otherwise and either by or through agents, sub-contractors or trustees.
  - (xv) To invest the moneys of the Academy not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
  - (xvi) To establish, promote, operate, amalgamate, confer and consult with, accept or otherwise assist or support any company, trust association, or society established with objects similar to this Academy, and which in the opinion of the Academy is calculated or likely to further the charitable objects of the Academy, whether directly or indirectly, and which prohibits the distribution of its income and property to an extent at least as great as the restrictions imposed on the Academy by paragraph 3 hereof.
3. The income and property of the Academy, whencesoever derived shall be applied solely towards the promotion of the objects of the Academy as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Academy.

Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Academy, or to any member of the Academy in return for any services actually rendered to the Academy nor prevent the payment of interest at a rate not exceeding five percent per annum or the ordinary rate of interest charged by the Associated banks for personal unsecured loans, whichever be the lower, on money lent or reasonable and proper rent for premises demised or let by any member of the Academy, but so that no member of the Council of the Academy shall be appointed to any salaried office of the Academy or any office of the Academy paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Academy to any member of such Council, except payment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Academy; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council aforesaid may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

4. No addition, alteration or amendment shall be made to or in the provisions of Clauses 3 and 8 of this Memorandum unless the same shall have been previously submitted to and approved by the Minister for Enterprise & Employment after consultation with the Minister for Finance. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, (other

than Clauses 3 and 8 of the Memorandum aforementioned) unless the same shall have been previously submitted to and approved by the Minister for Enterprise & Employment.

5. The third and fourth paragraphs of this memorandum contain conditions to which a licence granted by the Minister for Enterprise & Employment to the Academy in pursuance of Section 24 of the Companies Act, 1963 is subject.
6. The liability of the members is limited.
7. Every member of the Academy undertakes to contribute to the assets of the Academy, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for the payments of debts and liabilities of the Academy contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound.
8. If upon the winding up or dissolution of the Academy there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Academy, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Academy, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Academy under or by virtue of paragraph 3 hereof, such institution or institutions to be determined by the members of the Academy with the approval of the Minister for Enterprise & Employment at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object approved by the said Minister.
9. True accounts shall be kept of the sums of money received and expended by the Academy and the matters in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Academy; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Academy for the time being in force shall be open to the inspection of the members. Once at least in every year the accounts of the Academy shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

WE the several persons whose names and addresses are subscribed wish to be formed into a Company in pursuance of this Memorandum of Association.

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NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

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Dated the \_\_\_\_\_ day of \_\_\_\_\_ 197

Witness to the above Signatures: -----

COMPANIES ACT, 1963

A COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

THE ACADEMY OF CLINICAL SCIENCE  
AND LABORATORY MEDICINE

**November 1994**  
**With amendments to**  
**April 2017**

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## GENERAL

1. In these articles:
  - (A) “The Act” means the Companies Act 1963 (No 33 of 1963), and any statutory modification or re-enactment thereof for the time being in force.
  - (B) “The Academy” means THE ACADEMY OF CLINICAL SCIENCE AND LABORATORY MEDICINE.
  - (C) “The Office” means the registered office for the time being of the Academy.
  - (D) “The Council” means the Council of Management of the Academy, the members of which shall be the directors of the Academy, or (As the context may require) the members of the Council of Management present at a meeting of the Council of Management.

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

2. The number of members with which the Academy proposes to be registered is 2,000 but the Council may from time to time register an increase in numbers.
3. The subscribers to the Memorandum of Association, the present members of the unincorporated association known as the Academy Of Clinical Science and Laboratory Medicine and such other persons as the Council shall from time to time admit to membership shall be members of the Academy.
4. (a) The Council may admit to membership of the Academy, as Fellows, Full Member, or Associate Member, persons who apply for membership in such form as may be prescribed from time to time by the council and who hold such qualifications for each grade of membership as are herein set out (With such modifications or replacements thereof as the Council may prescribe with the prior consent of the Academy in general meeting from time to time) or such other qualifications as the Council may deem to be sufficient in the case of an individual applicant.
  - (b) Any applicant for admission as Fellow of the Academy shall hold:
    - (1a) a post graduate degree in the field of Medical Laboratory Sciences accredited or approved by the Academy
  - And
  - Shall have held membership of the Academy for a period of not less than two years

And

(1b) shall be a fellow of the Institute of Biomedical Sciences by examination or thesis.

And

2. Shall have experience in the practise of Medical Laboratory Science acceptable to Council.
  
4. (c) Any applicant for admission as a Full Member of the Academy shall hold:
  - (1a) A degree at honours level (level 8 Quality and Qualifications Ireland (QQI \*)) in the field of Medical Laboratory Science, accredited or approved by the Academy, which has an integrated, supervised and assessed clinical placement period.

Or

(1b) Shall hold an Irish Diploma in Medical laboratory Science or equivalent awarded prior to 1994

Or

(1c) shall hold an honours degree in the field of Medical Laboratory Science approved by the Academy and shall have experience in the practice of Medical Laboratory Science the evaluation of which shall be determined by council.

4. (d) Any applicant for admission as an Associate Member of the Academy shall hold a graduate qualification in the field of Medical Laboratory Science acceptable to Council.

The status of Associate Member of the Academy shall not be deemed to fulfil the professional employment qualification criteria for new applicants.

(e) Any person being a member of the Academy of one grade may apply to be admitted to membership for another grade.

5. (a) The Council shall maintain a Register (which shall be kept at the office) of all Members, containing such particulars in retrospect of each member as the Council may from time to time prescribe.
  - (b) The Council shall also maintain a Register of persons who shall be known as Registered Students; any person, who is pursuing a course of study for a qualification which would be acceptable by the council as entitling such person to apply for membership of the Academy upon obtaining such qualification may apply to the council to be placed on this Register. Any such

application shall be made in such form, and shall contain such particulars as the Council may prescribe from time to time.

6. The Council may from time to time conduct, supervise or approve professional examinations for its members or prospective members, provided always that the consent of any governmental authority which may be required for the conduct of such examinations and the award of professional qualifications shall be first obtained.
7. The Council may appoint examiners, and may appoint lecturers for the purpose of the conduct of appropriate courses of study. A member of the Council may be appointed as an examiner and/or as a lecturer, but no such member shall vote upon a resolution at any meeting of the council concerning the appointment or remuneration of examiners or lecturers.
8. (a) A Fellow may use the initials F.A.M.L.S, and a Full Member M.A.M.L.S, provided in each case, that they remain a member of the Academy and has not been removed from the Register whether for non-payment of subscription or for any other reason. No other persons shall indicate their membership, or status as registered students, of the Academy by the use of initials.  
  
(b) Entitlement to hold office and to vote at general meeting is reserved for Fellows and Full Members.
9. Subject to the provisions of this article, the Academy may charge fees, as may be decided from time to time by the Council, (which may distinguish between different grades of membership, and between member and registered students in prescribing such subscription and fees) on registration or for annual membership to every member, (other than Honorary Fellows, Life Member and member who may be absolved from payment by the Council by virtue of Article 10) and to every registered student. Each candidate for eligibility assessment by the Academy shall incur such fees as may be determined by the Council from time to time. A registration fee shall be payable on application for membership and thereafter the annual subscription shall be payable on the first day of January in each year, or in a manner as may be decided by Council from time to time.
10. The Council may waive and release any member from the payment of all or any future annual subscriptions in a case of ill health or misfortune or retirement from active professional life.
11. A member may resign from the Academy by giving written notice to the Secretary. He shall nevertheless remain liable to the Academy for all fees, subscriptions or other sums due to the Academy at the date of resignation.
12. (a) If a member fails to pay his subscription within 3 months of its due date in any year he shall not be entitled to receive notice of or attend or vote at any general meeting of the Academy.

(b) If any person liable to pay a subscription to the Academy fails to do so within 3 months of its due date in any year, he shall not be entitled to receive any publication issued by the Academy, except on payment of such a charge as may be prescribed from time to time, until all arrears of subscription have been paid.

(c) If any person liable to pay a subscription to the Academy is in arrears for more than 6 months in any year, his name may be removed from the register of members or of registered students, as the case may be. Council shall give 30 days notice, in writing to the last known address of the member, of its intention to remove a member from the register for reason of non payment.

13. When the death of any person whose name appears on the said register has been properly notified, the Council shall cause his name to be removed from the said register.

14. (a) Membership of the Academy shall be forfeited by any member whom the Council shall considered to have engaged in conduct rendering him or her unfit to be a member of the Academy and in respect of whom the Council shall have resolved that his or her name shall be removed from the Register.

(b) The Council shall consider any act or event of which it receives notice which it is suggested constitutes grounds for forfeiture of membership and removal of the name of any member from the register, and if it considers that any such act does constitute grounds for removal of the name of any member from the register it shall notify each such member concerned and shall invite him or her to attend before a meeting of the council (with such persons and with such evidence as he or she may think fit) to make representations relating to such proposed removal from the register.

(c) The Council shall have authority to resolve that the name of a member be removed from the register only if it shall have heard and considered any such representations as are mentioned in the previous paragraph or if a member who has been invited to make such representations fails to do so.

15. Any person who has ceased to be a members of the Academy for any reason may be re-admitted, at the discretion of the Council, to membership of any grade upon due application and payment of any re-registration fee that may be prescribed by Council.

16. The Council may with the sanction of the member at a general meeting borrow any moneys for the purposes of the Academy on such terms as may be authorised thereat and secure the name by the issue of debentures, or otherwise, and pay interest thereon.

17. Subject to the provisions of the memorandum of association, the council may invest, bank or otherwise deal with any moneys not required for immediate use as it shall think fit and to all intents as through it were beneficially entitled thereto.

18. The Council may elect Honorary Fellows provided that the total number of such Fellows shall not exceed forty. Honorary Fellows shall not be required to contribute to the funds of the Academy except in the case of a winding up.
19. The Council may elect as a Life Member any member who in the opinion of the Council shall have given long and valuable service in the interests of the Academy; providing that not more than four Life Members shall be elected in any one calendar year. Life Members shall not be required to contribute to the funds of the Academy except in the case of a winding up.
20. An annual general meeting shall be held once in every calendar year at such time (not more than fifteen months after the holding of the last preceding annual general meeting) and at such place as the Council shall appoint.
21. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Council may, whenever it thinks fit, convene an extraordinary general meeting and it shall, upon requisition made in writing by members representing not less than one tenth of the total voting rights of all the members of the Academy having a right to vote at the time at general meetings of the Academy forthwith proceed duly to convene an extraordinary general meeting of the Academy.
22. If within 21 days from the date of the deposit of a requisition the Council does not proceed to convene an extraordinary general meeting the requisitionists may themselves convene a meeting as provided for by section 132 of the Act. If at any time there are not within Ireland sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Academy with a right to vote may convene an extraordinary general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Council.
23. Not less than 21 days' notice of every general meeting (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given), specifying the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business, shall subject to Article 56 be given to the members entitled to attend and vote thereat, to the registered students and to the auditors of the Academy in manner thereafter mentioned or in such other manner, if any as may be prescribed by the Academy; but with the agreement of such members as are prescribed by sections 133 and 141 of the Act a meeting may be convened or a resolution may be proposed at a meeting convened (as the case may be) by a shorter notice. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting, by any person entitled to receive the same shall not invalidate the proceedings at any meeting.
24. All business shall be deemed special that is transacted at an extraordinary general meeting, as well as all that which is transacted at any annual general meeting, with the exception of the consideration of the income and expenditure accounts and balance sheets, the reports of the Council and

auditors, the declaration of the results of elections of members of the Council, and the fixing of the remuneration of the auditors

25. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, twelve members personally present and entitled to vote shall be quorum.
26. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting to the members present shall be quorum.
27. The President of the Academy shall preside as chairman at every general meeting, but if within five minutes of the time at which any such meeting is due to commence, neither he or the President Elect is present, the meeting shall proceed to elect one of the members of the Council to the chair and the member so elected shall preside at that meeting.
28. The chairman 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as if it were an original meeting. Save as aforesaid it shall not be necessary to give notice of adjournment or of the business to be transacted at an adjournment meeting.
29. All resolutions which it is desired to put before the annual general meeting in any year shall be lodged at the Office not later than six weeks prior to the date of the meeting and all resolutions which it is desired to submit to an extraordinary general meeting shall be lodged at the Office not later than six weeks prior to the date of the Meeting except in the case of a meeting convened upon the requisition of the members.
30. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded (before or on the declaration of the result of the show of hands) by at least five members present and entitled to vote or by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of the proceedings of the Academy shall be conclusive evidence of the fact.

31. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of the chairman or on a question of adjournment shall be taken forth-with. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that on which a poll has been demanded may be proceeded with pending the taking of the poll.
32. In the case of equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

#### VOTES OF MEMBERS

33. Every member shall have one vote at a general meeting. Votes shall be given personally.

#### THE COUNCIL AND OFFICERS

34. The Council of the Academy shall be composed in the following manner;-
- a. The existing Council of the unincorporated association mentioned in Article 3 shall be the first members of Council.
  - b. The Council shall, with the prior consent of the Academy in general meeting, prescribe electoral areas for the purposes of election to the Council. Representation shall be based on national and regional constituencies.
  - c. A national ballot shall take place to elect a number of members to Council, this number to be decided by Council from time to time with the prior consent of the Academy in general meeting. In addition the members whose principal place of work respectively are situated in each regional electoral area shall be entitled to elect members to Council.
  - d. Members shall be elected to Council for a period of 2 years and upon retirement shall be eligible for re-election, subject to Article 36.
35. A retiring member of Council shall be eligible for re-election subject to his first having been nominated for election under article 36.
36. Any member of the Academy wishing to nominate a member for election as a member of the Council shall cause to be delivered to the office, at least six weeks before the annual general meeting at which the result of such election is to be declared:
- (i) a written notice addressed to the Secretary stating the name of the member nominated,

- (ii) the name of some other member who will second such nomination, and
- (iii) a written undertaking by the nominee to serve, if elected.

If the number of such nominees shall be equal to or less than the number of vacancies to be filled for a particular electoral area any person(s) so nominated shall be deemed to be elected.

37. The election of members of the Council in the place of those retiring at any annual general meeting (if the number of candidates shall exceed the number of vacancies) shall be made by ballot of the members of the Academy entitled to be present and vote at such meeting, and who are registered in the electoral area in which any election is to take place.

38. (a) Ballot papers, containing the names of all the candidates duly nominated and seconded and eligible for election and directions as to the number of vacancies and the method of voting, shall be sent by the Secretary by post to the members of the Academy not later than 21 days prior to the date of the annual general meeting and shall be received by the scrutineers appointed by the Council at the address shown on the ballot paper not later than 7 days prior to the said meeting any ballot papers received after that date shall be void. The accidental omission to send a ballot paper to or the non-receipt of a ballot paper by a member or non-receipt by the scrutineers of a complete ballot paper shall not invalidate the election. The decision of the Council as to whether for any reason any ballot paper completed or purported to be completed shall be rejected and the votes thereby cast or purported to be cast declared to be ineffective shall be final and binding on all parties. The result of the election shall be declared at the said annual general meeting. In the case of equality of voting, the chairman of the said meeting shall have a casting vote. The provisions hereinafter contained in relation to notices shall apply mutatis mutandis to ballot papers.

(b) If between the closing date for nominations for the election of members of the Council and the date of the annual general meeting at which the result thereof is to be declared any person named in such ballot paper shall die or shall be disqualified for any of the reasons mentioned in article 47(a), (b),(c), or (f), and the result of such ballot shall be that if such person were alive or had not been so disqualified he would have been elected to be member of the Council his election (but not that of any other persons elected by the same ballot) shall nevertheless be void and the vacancy thereby caused and any vacancy caused by the number of candidates being less than the number of vacancies shall be deemed to be casual vacancy occurring immediately after the said meeting which may be filled by the Council under article 39 hereof.

39. The members of the Council may from time to time appoint any members of the Academy to be a member of the Council, whether to fill a casual vacancy or by way of addition to the Council but so that any maximum number prescribed by the Academy from time to time shall not be exceeded thereby. Any member of the Council appointed under this article shall hold office only

until the annual general meeting following next after his appointment, but then shall be eligible for re-election.

40. The members for the time being of the Council may act, notwithstanding any vacancy in their body, provided always that in case the Council shall at any time be or be reduced in number to less than any minimum number prescribed by the Academy from time to time it shall be lawful for the continuing member(s) to act as the Council for the purpose of filling up vacancies in the Council or calling a general meeting of the Academy, but not for any other purpose.
41. The Academy shall pay such out-of-pocket expenses as may properly be incurred by the members of the Council in attending meetings of the Academy or of the Council or of committees of the Council or otherwise performing duties on behalf of the Council.
42. The business of the Academy shall be managed by the Council who may exercise all such powers of the Academy as are not required either by the Act, or by these articles, to be exercised by the Academy in general meeting, subject nevertheless to the provisions of the Act and of these articles and such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Academy in general meeting, but no regulations made by the Academy in general meeting shall invalidate any prior act of the Council which would have been invalidate any prior act of the Council which would have been valid if that regulation had not been made.
43. The Council shall cause minutes to be made in books provided for the purpose;-
  - (1) of all appointments of officers made by the council;
  - (2) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council;
  - (3) of all the resolutions and proceedings at all meetings of (a) the Academy (b) the Council and (c) any committee of the Council; the name of every member of the Council present at that meeting shall be recorded.

#### OFFICERS

44. (a)The Council shall elect one of its number as President-elect. The President-elect shall succeed the President and shall hold office for two years.
  - (b) Having served a two-year term as President, the President shall hold office of Past President for a period of one year.

The President-elect shall not have to stand for election to Council in either national or regional ballot until he has completed the cycle of President-elect, President and Past President.

45. The council may appoint a Treasurer, who shall be a member of the Academy and shall serve for a period of one year and be eligible for immediate re-election.
46. The Council may, from time to time, by resolution appoint a Secretariat (who shall not be obliged to be a member of the Academy. The remuneration of such Secretariat may be by way of salary or by way of any other increment or reward as may be determined by the Council from time to time.
47. The office of member of the Council shall be vacated if a member:-
- a. becomes bankrupt; or
  - b. becomes prohibited from being a member of Council by reason of any order made under the Act; or
  - c. Becomes of unsound mind; or
  - d. Resigns his office by notice in writing to the Academy; or
  - e. Is directly or indirectly interested in any contract with the Academy and fails to disclose the nature of his interest in manner required by Section 194 of the act; or
  - f. Ceases for any cause to be a member of the Academy.
48. The Academy may remove any member of the Council before the expiration of his period of office, by ordinary resolution of which special notice has been given in accordance with Section 142 of the Act, and may, by ordinary resolution appoint another member in his stead. The member so appointed shall be subject of retirement at the same time as if he had become a member of Council on the day on which the member of Council in whose place he was appointed was last elected a member of the Council.

#### PROCEEDINGS OF COUNCIL

49. The Council may meet for the despatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at the meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second casting vote. A Committee appointed by the Council may deal with any matter or any five members of the Council may, and the Secretary on the requisition of such committee or members shall, at any time summon a meeting of the Council. A member of the Council shall not vote on any contract in which he has a financial interest or on any matter arising thereout and if he does so his vote shall not be counted.
50. The quorum necessary for the transaction of business of the Council may be fixed by the Council, and unless so fixed shall be four.

- 51 (a) The Council may delegate any of its powers to committee consisting of three or more of its members as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation that may be imposed on it by the Council.
- (b) In particular, without prejudice to the generality of the foregoing, the Council may appoint Specialist Advisory Bodies (by whatever name called), the members of which need not be members of the Council, with specific terms of reference, to advise the Council on matters pertaining to particular specialities, groups, or activities, and to further Medical Laboratory Science in particular fields by means of publications, symposia, workshops, seminars or otherwise.
52. A committee shall elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of the number to be chairman of the meeting.
53. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
54. 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. Any such resolutions may consist of several documents in the like form each signed by one or more of such members of the Council.
55. All acts done by any meeting of the Council or by a committee appointed by the Council, or by any person acting as a member of the Council, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any member of the Council or any person acting as aforesaid, or that they or any of them were disqualified, shall be as valid as if every person had been duly elected or appointed and was qualified to be a member of Council.

#### NOTICES

56. A notice may be given by the Academy to any member either personally or by sending it by post to him to the address, if any, within Ireland supplied by him to the Academy for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of forty-eight hours after the letter containing the same was posted.
57. Notices of every general meeting shall be given in manner hereinbefore authorised to every member entitled to attend and vote at such meeting, except those members who have not supplied to the Academy an address within Ireland for the giving of notices to them and notice thereof shall also be given to the auditors for the time being of the Academy and to each registered

student. No other persons shall be entitled to receive notices of general meetings.

#### ACCOUNTS

58. The Council shall cause proper books of account to be kept with respect to;
- (i) all sums of money received and expended by the Academy and the matter in respect of which the receipt and expenditure takes place;
  - (ii) all sales and purchases of goods by the Academy; and
  - (iii) all assets and liabilities of the Academy.
59. The books of account shall be kept at the office, or at such other place or places in Ireland as the Council thinks fit, and shall always be open to the inspection of the members of the council.
60. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Academy or any of them shall be open to the inspection of members of the Academy 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 Academy except as conferred by statute or authorised by the Council or by the Academy in general meeting.
61. From time to time, in accordance with the Act, the Council shall cause to be prepared and to be laid before the Academy in general meeting, such income and expenditure accounts, balance sheets and reports as are referred to in the Act.
62. A copy of every balance sheet (including every document required by the law to be annexed thereto) which is to be laid before the Academy in general meeting, together with a copy of the auditor's report, shall be sent not less than twenty-one days before the date of the meeting to all persons entitled to receive notices of general meetings of the Academy.
63. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### ADMINISTRATION

64. The Council shall provide for the safe custody of the seal, which shall be used only by the authority of the Council or of a committee of the Council authorised by it in that behalf, 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.
65. The provisions of the Companies Acts as amended included Table A of the Companies Act 1963 shall apply save where otherwise provided within these Articles of Association.

(COPY)

No.

CERTIFICATE OF INCORPORATION

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I HEREBY CERTIFY that THE ACADEMY OF CLINICAL SCIENCE AND LABORATORY MEDICINE (the word "Limited" being omitted by Licence of the Minister for Industry & Commerce) is this day incorporated under the Companies Act, 1963, and that the Company is Limited.

GIVEN under my hand at Dublin this                      day of                      , one thousand nine hundred and seventy five.

Fees and Deed Stamps

Stamp Duty on Capital



COMPANIES ACT, 1963

---

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

---

MEMORANDUM OF ASSOCIATION

-and-

ARTICLES OF ASSOCIATION

OF

THE ACADEMY OF CLINICAL SCIENCE AND LABORATORY MEDICINE

---

McCann Fitzgerald Roche & Dudley  
Solicitors  
51/52 Fitzwilliam Square  
Dublin 2

**AMENDMENTS  
TO  
CONSTITUTION**

**AGM November 1995**

**Amendment**

**To**

Articles of Association

**Of**

**The Academy of Medical Laboratory Science**

The existing Article 4c has been amended to read as follows:

4 (c)

- (1) A degree at honours level in the field of Medical Laboratory Science which has an integrated and supervised in-service training period.

**Or**

Equivalent to above

**And**

4 (c)

- (1) DELETED.

**AGM November 1996**

**Amendment**

**To**

Articles of Association

**Of**

**The Academy of Medical Laboratory Science**

**The existing articles 44a, 44b, 44c, are replaced with the following:**

44 (a) The Council shall elect one of its number as President-elect. The President-elect shall succeed the President and shall hold office for two years.

44 (b) Having served a two year term as President, the President shall hold the office of Past President for a period of one year.

The President-elect shall not have to stand for election to Council in either national or regional ballot until he has completed the cycle of President-elect, President and Past President.

44 (c) DELETE.

**AGM November 1997**  
**Amendment**  
**To**  
**Articles of Association**  
**Of**  
**The Academy of Medical Laboratory Science**

**The existing Article 4b has been amended to read as follows:**

Any applicant for admission as Fellow of the Academy shall hold:

- (1) A post graduate degree in the field of Medical Laboratory Sciences

**And**

Shall have held membership of the Academy for a period of not less than two years

**And**

Shall have experience in the practise of Medical Laboratory Science acceptable to Council.

**Or**

- (2) Shall be a fellow of the Institute of Biomedical Sciences by examination or thesis.

**AGM November 2003**

**Amendment**

**To**

**Articles of Association**

**Of**

**The Academy of Medical Laboratory Science**

**Resolution 1**

**The existing Article 4 (b) has been amended to read as follows:**

4(b) Any applicant for admission as Fellow of the Academy shall hold:

1a) A post graduate degree in the Field of Medical Laboratory Science accredited or approved by the Academy of Medical Laboratory Science

And

Shall have held membership of the Academy for a period of not less than two years

Or

1b) Shall be a fellow of the Institute of Biomedical Sciences by examination or Theses.

And

Shall have experience in the practise of Medical Laboratory Science acceptable to Council

## **Resolution 2**

The Existing Article 4 (c) has been amended as follows:

4 (c) Any Applicant for admission as Member of the Academy shall hold:

1a) A degree at honours level in the field of Medical Laboratory Science, accredited or approved by the Academy of Medical Laboratory Science, which has an integrated, supervised and assessed clinical placement period

Or

1b) Shall hold an Irish Diploma in Medical Laboratory Science or equivalent awarded prior to 1994.

Or

1c) Shall hold an honours degree in the Field of Medical Laboratory Sciences approved by the Academy of Medical Laboratory Science and shall have experience in the practice of Medical Laboratory Science the evaluation of which shall be determined by Council.

## **Resolution 3**

The Existing Article 4 (d) has been amended as follows:

4d) Any application for admission as an Associate Member of the Academy shall hold a certificate in medical Laboratory Science or equivalent awarded prior to 1997.

## **Resolution 4**

The existing Article 9 has been amended as follows:

### Article 9

Subject to the provisions of this article, the Academy may charge fees, as may be decided from time to time by Council, (which may distinguish between different grades of membership, and between member and registered students in prescribing such subscription and fees) on registration or for annual membership to every member, (other than Honorary Fellows, Life Members and member who may be absolved from payment by the Council by virtue of Article 10, and to every registered student. Each candidate for eligibility assessment by the Academy shall incur such fees as may be determined by the Council from time to time. A registration fee shall be payable on application for membership and thereafter the annual subscription shall be payable on the first day of January in each year, or in a manner as may be decided by Council from time to time.

**AGM November 2011**

**Amendment**

**To**

**Articles of Association**

**Of**

**The Academy of Medical Laboratory Science**

The existing Article 44a and 44b has been suspended for one year, commencing November 2011 and terminating November 2012 – thus allowing current President and Past President to hold office for a further term of one year.

# **AGM November 2013**

## **Amendment**

**To**

Articles of Association

**Of**

## **The Academy of Medical Laboratory Science**

### ***Resolution 1***

#### ***Article 4 (d)***

**Existing Article:**

Any applicant for admission as an Associate Member of the Academy shall hold a certificate in Medical Laboratory Science or equivalent awarded prior to 1997

**Proposed Amendment:**

Any applicant for admission as an Associate Member of the Academy shall hold a graduate qualification in the field of Medical Laboratory Science acceptable to Council.

The status of Associate Member of the Academy shall not be deemed to fulfil the professional employment qualification criteria for new applicants.

**Proposed:** The President

**Seconded:** The Council

### ***Resolution 2***

#### ***Article 8***

**Existing Article:**

A Fellow may use the initials F.A.M.L.S. after his name and a Full Member M.A.M.L.S after his name provided, in each case, that he remains a member of the Academy and has not been removed from the Register whether for non-payment of subscription or for any other reason. No other persons shall indicate their membership, or status as registered students, of the Academy by the use of initials.

**Proposed Amendment:**

8(a) A Fellow may use the initials F.A.M.L.S, and a Full Member M.A.M.L.S, provided in each case, that they remain a member of the Academy and has not been removed from the Register whether for non-payment of subscription or for any other reason. No other persons shall indicate their membership, or status as registered students, of the Academy by the use of initials.

8(b) Entitlement to hold office and to vote at general meeting is reserved for Fellows and Full Members.

**Proposed:** The President

**Seconded:** The Council

**Extraordinary General Meeting**  
**of**  
**the Academy of Medical Laboratory Science**  
**April 24<sup>th</sup> 2014**

**Resolutions for Amendment to Articles of Association of the  
Academy of Medical Laboratory Science**

**Resolution 1**

**Memorandum of Association**

**1**

**Existing Article:**

The name of the Company (hereinafter called “the Academy”) is “The Academy of Medical Laboratory Science”.

**Proposed Amendment:**

The name of the Company (hereinafter called “the Academy”) is “The Academy of Clinical Science and Laboratory Medicine”.

**Proposed:**       The President  
**Seconded:**     The Council

**Annual General Meeting 18<sup>th</sup> February 2017**  
**Academy of Clinical Science and Laboratory Medicine**  
**Motions**

**Resolution 1: Suspension of Article 44 for a period of 1 year to 2018.**

**Motion:**

The Council of the Academy was unable to elect a President elect. To ensure the safe continuance of function of the Academy pending the selection of a new President elect suspension of Article 44 is sought for a period of 1 year to Q1, 2018.

**Proposed:** Patrick Mulhare  
**Seconded:** Council

**Article 44**

**Existing Article:**

44. (a) The Council shall elect one of its number as President-elect. The President-elect shall succeed the President and shall hold office for two years.

(b) Having served a two-year term as President, the President shall hold office of Past President for a period of one year.

The President-elect shall not have to stand for election to Council in either national or regional ballot until he/she has completed the cycle of President-elect, President and Past President.

## Resolution 2: Update Wording of Article 4

There is an anomaly currently where many medical scientists are applying for fellowship of the ACSLM despite not being members of the professional body. Fellowship of an organisation is usually awarded to individuals who are contributing to their profession through active membership of their scientific and professional bodies.

In addition, senior scientists from outside of Ireland, who may have many years of advanced practice in Medical Science, are not entitled to be approved as Fellows of the ACSLM for uptake of Senior positions in Ireland. Under the EU directive, Ireland must allow EU nationals to apply for equivalent positions across all EU states. The following revision is proposed to address these issues.

### MOTION

That the eligibility for Fellowship of the ACSLM be changed as follows:

To be eligible for FACSLM a medical scientist must have an acceptable post-graduate qualification and be **a current full member** of the ACSLM **for a minimum of 12 months**.

OR

To be eligible for FACSLM international applicants must have an acceptable post-graduate qualification and be registered to practise as a Medical Scientist/Biomedical Scientist/Clinical Scientist in an EU country for a minimum of two years, AND a Fellow or equivalent of their professional body for a minimum period of 12 months.

**Proposed:** Helen Lambkin

**Seconded:** Patrick Mulhare

## Article 4

### Existing Article:

4 (b) Any applicant for admission as Fellow of the Academy shall hold:

1 a) A Post Graduate Degree in the field of Medical Laboratory Sciences accredited or approved by the Academy of Clinical Science and Laboratory Medicine

And

Shall have held Membership of the Academy for a period of not less than two years

Or

1 b) Shall be a Fellow of the Institute of Biomedical Sciences by examination or thesis.

and Shall have experience in the practise of Medical Laboratory Science acceptable to Council.



