
**IRISH ASSOCIATION OF DIRECTORS OF NURSING
AND MIDWIFERY.**

ARTICLES OF ASSOCIATION



September 2011

Articles of Association

Irish Association of Directors of Nursing & Midwifery

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Definitions

President: The person elected to preside over the association of IADNAM.

Executive: The group responsible for the administration of the business of IADNAM.

Officers: The persons elected to a position of responsibility on the executive, i.e. President, Vice President, Secretary and Treasurer.

Secretary: The secretary is the person in charge of the association after the President and Vice President. The duties include minute taking, notifying members of meetings, contacting various persons in relation to the association, administration of the day to day activities of the association and creating the order of business

Vice President: The officer ranking next below the President, usually empowered to assume the Presidents duties under certain circumstances such as absence illness or death.

Treasurer: The person for maintaining the financial records of the association.

Term: The period of time that is assigned to a person to serve.

Subgroups: A distinct group within the IADNAM Group

Articles of Association: The document containing the constitution and regulations of IADNAM.

Abbreviations

ABA	An Bord Altranais
AGM	Annual General Meeting
CNME	Centre for Nursing and/or Midwifery Education
DATHs	Dublin Academic Teaching Hospital
DOH	Department of Health
HEI	Higher Education Institute
HSE	Health service Executive
IADNAM	Irish Association of Directors of Nursing and Midwifery
NMPD	Nursing and Midwifery Planning and Development
ONMSD	Office of the Nursing and Midwifery Services Director

Article I

Name and Association

The name of this Association is The Irish Association of Directors of Nursing & Midwifery (IADNAM) and from hereon in will be referred to as IADNAM. This Association is designated an unincorporated nonprofit Association.

IADNAM was founded in 1904 as the Irish Matron's Association and over the century its name has changed to the Association of Irish Nurse Managers and currently the Irish Association of Directors of Nursing and Midwifery.

Article II

Association Values

IADNAM respects the unique contribution of each individual member.

IADNAM draws its strength from its members and in so doing encourages participation and engagement of each member.

IADNAM affirms the care, compassion and values that underpin nursing, midwifery and healthcare ethics.

Article III

Intent and Purpose

It is the intent of IADNAM to function as an independent voluntary professional association for the common, non profit purposes of rendering a professional voice for fellow Nurse and Midwife Leaders on matters of professional and associated national importance.

IADNAM is:

- a. a network of Nursing and Midwifery Leaders established to develop promote and support excellence in health care in partnership with recipients, professional practitioners, regulatory bodies and policy makers.
- b. a high profile energetic body and a locus of expertise for access by all healthcare professionals which is available to policy leads to seek the advice and participation of Nurse and Midwife Leaders on policy, practice, operational and investigative matters.

IADNAM through:

- a. its collective experience, knowledge, expressed opinion and service intelligence is well positioned to inform national health and social care policy and professional policy.

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- b. collaborative relationships with policy makers in health and education are dynamic and proactive in the development of undergraduate, postgraduate and continuing professional development of nurses and midwives.

The Association will always proactively support, engage with and where possible may commission research in nursing and midwifery and will provide a forum for dissemination of research findings.

IADNAM

- a. provides a forum for Nursing and Midwifery Leaders to debate in confidence.
- b. will organise an annual conference of significance or other such event aimed at the professional development of services to improve health outcomes of the population. The conference will be open to other senior nursing and midwifery grades.
- c. supports and advocates the creation of opportunities for the professional development of nursing and midwifery leaders.

IADNAM members will at all times promote the Association, its work, and expansion of the network of nurse/midwife leaders to improve engagement and ensure opportunity exists to learn from each other.

Article IV

Office and Duration

The office of IADNAM shall be located at the address at which the current holder of the office of President has her/his official working residence; or at such place as the holder may from time to time determine, and/or as the business of IADNAM may require.

The duration of IADNAM shall be perpetual.

The death, removal, or resignation of any member of IADNAM shall not result in the dissolution of IADNAM

Article V

Structure and Membership

IADNAM consists of individuals dedicated to the promotion and advancement of Nursing and Midwifery and related arts, in particular through; leadership of the profession; public education; training, aptitudes, competencies, knowledge and skills development.

IADNAM shall be formed of Nursing and Midwifery Leaders in posts across all disciplines in both the public and private sector including new developmental areas.

Membership is open to Nurse/Midwife Leaders wishing to provide support, guidance and encouragement to individuals in post or to other organisations and wishing to learn and enhance the IADNAM goals and activities. Such Nurse/Midwife leaders should be actively engaged in substantive management and leadership roles as follows:

- Director of Nursing and/or Midwifery within the Health Service Executive (HSE), Voluntary Hospitals and private sector.
- Director of Nursing and Midwifery Planning and Development (NMPD)
- Director of Centre for Nursing and Midwifery Education (CNME)
- Director of Nursing and/or Midwifery, Office of the Nursing and Midwifery Director (ONMSD)
- Head of Department of Nursing and/or Midwifery, Higher Education Institute (HEI)
- **Chief Nurse, Department of Health and Children (DOH)**

Applications for membership (forms available from www.iadnam.ie/membership) shall be made to the Secretary, for ratification at the next meeting of the Executive.

On the first occasion and/or where fees have lapsed, an applicant shall apply for membership in writing, following which her/his name shall be proposed and seconded at an Executive meeting to ratify her/his membership.

IADNAM membership for an individual becomes effective upon the payment of the annual fee. Membership and voting rights do not become effective until membership fees have been received and notified in writing to the applicant. Entitlement to ongoing membership requires the annual fee to be paid by February 28th of that year.

This is open to change through a motion at an Annual General Meeting (AGM)). Payment of conference and membership fees in any one year covers the conference fee of that year and membership fee for the following year, i.e. 2010 conference and membership fees covers conference fee of 2010 and the membership fees for January to December 2011.

IADNAM is a purely voluntary not for profit Association. The Executive shall be entitled from time to time to determine any annual subscriptions to be payable by any member of the Association.

The membership year commences on the 1st day of January and is valid for 12 months. A person becoming a member or Associate member of the Association after the 1st day of January in any year will be required to pay the full annual subscription in respect of that year.

Associate Membership will be open to those who will be in an acting role for 6 months or longer. Associate members are eligible to attend all bi monthly meetings, AGMs and conferences. Membership for associate members will cease once the substantive post holder returns or the post is filled and the members' role ends in the acting position.

In the event that any member shall cease to be a member prior to 31st December in any year that member shall not be entitled to any rebate of the annual subscription paid for that year. In addition to annual subscription fees individual members will incur additional costs for such programmes such as the annual conference.

On retirement or resignation from a post entitled to membership, such membership will cease automatically and the Secretary shall be notified in writing.

In determining applications for membership IADNAM is a non discriminatory Association. However in the event of the removal/non retention of the person from the register of Nurses maintained by An Bord Altranais (ABA) the Executive may remove a member's name from the Association.

Ongoing membership is determined not only by fees being paid for the membership year, but by continuation in the role and retention on the Register of Nurses maintained by ABA.

Officers, Executive members and general members may from time to time be requested to act as IADNAM nominees/representatives on various working groups, committees or task forces which advance the voice of nursing and/or midwifery or the role of Nursing and Midwifery Leaders, in shaping and determining policy and practice which are in accordance with the values of the Association. These representatives in so far as possible will be linked to the area of expertise required.

Article VI

Association Leadership

IADNAM shall be governed by an elected Executive led by a President. Members will elect an Executive at the AGM. The Executive shall consist of both Officers and ordinary members charged with conducting the business of the Association.

IADNAM Executive shall have four (4) Officers elected by the membership:
President.

Vice President

Secretary

Treasurer

The President shall chair all meetings or his/her delegated person, normally expected to be the Vice President.

IADNAM Executive shall also have a minimum of eight elected members other than the Officers. These should be representative of the different disciplines –

Acute General Hospitals

Midwifery,

Intellectual Disability

Public Health

Paediatrics

Mental Health.

Dublin Academic Teaching Hospitals (DATHS)

Older Persons Services

In the event that a discipline is not represented through election a representative may be sought by the Executive and co-opted and where necessary to ensure representation from the geographical regions. There may be more than one representative from the individual disciplines. Additional Executive member positions will be determined by the Executive as circumstances require in order ensuring that the Association's interests are best served. Such additions may be time limited by determination of the Executive

No Executive member shall serve more than two years without seeking re-election or where nominated by the Executive or a constituent group, through re-nomination by their original constituent group.

Seven (7) of the then existing Executive members including one officer will constitute a quorum for a meeting/decisions to take place.

All IADNAM Executive members including all Officers shall be required to attend a minimum four (4) of all ordinary Executive meetings in each membership year (post AGM), of which at least 2 are attended in person and the remainder by tele-video/conference where this facility exists. This entitles the individual to retain the position of Officer/Executive member. The Executive as a body will exercise its responsibility in determining the individual's right to remain in post or not for reasons of non attendance, taking any mitigating circumstances into account.

Election of Executive Members

Election of all Executive members shall take place at the AGM, unless due to unforeseen circumstances an Executive member may need to be co-opted into an Executive position.

Nominations for all positions falling due for re-nomination and/or election must be received in writing (on nomination forms available at www.IADNAM.ie/membership) a minimum of twenty one (21) days prior to the notified date of election. Only paid up members may propose and second a candidate for election. The membership will be notified a minimum of forty five (45) days in advance of the AGM of all positions falling vacant.

1. All Executive members are entitled to seek nomination for the position of President, Vice President, Secretary, Treasurer and Executive member.
2. Tenure of all Executive members is recommended for a two (2) year period and four (4) years if they are being elected to a specific role from Executive member to Officer Grade. Election of the President and Vice President will be for a two (2) year term and the election of the Secretary and Treasurer will be for the opposite two (2) year term. The Vice President shall be elected to serve for the same two year period as the incoming President.
3. At the AGM every year a minimum of four (4) Executive members shall retire.
4. A retiring Officer/Executive member shall be eligible for re-election for a further two (2) year term up to a maximum of four (4) years.
5. The person holding the outgoing President position shall be automatically returned as a nominated Executive member for the duration of one (1) year, to support the incoming President. Thereafter she/he will have to be nominated for and partake in an election.
6. Where a nomination for the President position is not forthcoming the outgoing President may remain in post for a further period of one (1) year from the date

of the AGM if he/she so chooses and once the Executive are in agreement that it is in the interest of the Association and it is ratified at the AGM.

7. In addition to the Officers of the Association a minimum of eight (8) other members will be elected to the Executive for two years. Nominations for these members to be sent to the Secretary one month before the Annual General Meeting. The Executive will have the authority to co-opt members, taking account of the different disciplines of nursing and midwifery and the geographical spread as it deems fit.
8. All persons nominating or allowing their name to go forward for nomination shall be a registered paid up member of IADNAM at the time of nomination.
9. No member shall be entitled to vote at any general meeting or AGM unless all monies immediately payable by him/her to the Association have been paid.
10. Voting by proxy is not permissible.
11. Where there is an equality of votes, whether on a show of hands or on a secret ballot, the Chairperson (normally the President or Vice President) 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.

Powers and Duties of Officers

1. The business of the Association shall be managed by the Officers and the Executive, who may pay all expenses incurred in promoting and registering (where necessary) the Association.
2. The Executive may approve payment of reasonable expenses incurred by the President / Vice President and any other Officers in the pursuit of legitimate business of the Association and of its continuity.
3. The Executive may, by majority vote establish bursaries to support the professional development of its members, contract services, make donations or issue gifts to persons or bodies whose work contributes to the furtherance of the overall aims and values of the Association.
4. The Executive may by majority vote remove any member whose continued membership places the Association in disrepute.
5. The Executive may issue position statements, research findings, press releases and correspondence which it deems necessary to support and advocate for best practice, inclusion and engagement by and with relevant parties.

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6. The Executive may determine the dates of its AGM, annual conference or other such alternatives as circumstances and finances dictate.
 7. The Executive may not take any decision of major importance for the continued or future structure of the Association other than contained in these Articles of Association without bringing the proposed changes to a meeting of the members seeking a mandate to do so.
 8. The Executive may make application for sponsorship to support the work of the Association.
 9. The Officers may from time to time and at any time by power of attorney appoint any Organisation, firm or person or body of persons, whether nominated directly or indirectly by the Officers to be the attorney or attorneys of the Association.
 10. The Executive shall maintain a register of members for the purposes of communications, and shall not release this register to any parties without the express permission of the membership listed therein.
 11. The Officers shall maintain minutes of meetings for the purpose of recording:-
 - a. all appointments of Executive members and Officers.
 - b. the names of the Officers and Executive members present at each meeting and of any committee formed by the Executive.
 - c. all meetings, resolutions and proceedings arising, of the Executive and of sub-committees established for specific purposes.
 - d. reports from IADNAM nominees/representatives on various working groups.

IADNAM Subgroups

IADNAM subgroups may be formed at regional and/or local level. Such subgroups shall be required to fulfill the following criteria:

1. The sub-group shall be known as IADNAM followed by the branch sub-group region name.
 2. The sub-group shall at all times act in accordance with the national Articles of Association recognising and respecting the national structures and processes.
 3. All members of the subgroup shall be members of the national IADNAM.
 4. All members shall have paid to IADNAM (National) their annual fees and be entitled to retain their membership.
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5. The Chairperson of the regional group shall attend the bi monthly meetings to update the executive and the national members in keeping with good governance practice.
 6. Minutes of all subgroup meetings and activities shall at all times be forwarded to the national Executive within four weeks of a meeting. These minutes may be posted on the Association's web site at the discretion of the Executive.
 7. IADNAM subgroups shall have the autonomy to address local issues and must at all times do so within the spirit of these Articles of Association and in consultation with the national President.
 8. Sub groups shall not nominate members to any regional, local or national working group as IADNAM nominees except with approval by means of request for approval to do so from the national Executive of IADNAM.
 9. Regional sub groups may receive up to a maximum of one thousand euro (€1000) per annum from the Treasurer if existing resources allow for spending on accommodation and hospitality. Receipts must be provided to the Treasurer in relation to all spending.
 10. IADNAM sub groups cannot collect membership fees for the IADNAM account.

Article VII

Accounting and Records

All minute books, correspondence and other records of IADNAM shall be preserved by the Officers. Records that have ceased to be of use for the conduct of the affairs of IADNAM should be securely stored.

IADNAM Accounts

1. A ledger of accounts shall be retained by the Treasurer. No other group under the auspices of IADNAM has the authority to collect monies and retain accounts under the name of IADNAM other than those retained by the Treasurer in order to ensure appropriate and diligent accounting practices and accountability of the organisation as a whole
2. The association will always seek best value for financial transactions. In extreme circumstances a minimum of 3 offices may make collective financial decisions.
3. Depending on the time allowed for decisions and transactions the

executive will seek three quotes / tenders prior to the decision to engage any agency on behalf of IADNAM, in order to achieve best value and to ensure best financial governance.

4. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Officers shall from time to time by resolution determine. A minimum of two names shall be deemed necessary as signatories to any financial outgoings authorised by the Executive, namely the Treasurer and the President and as a third option the Vice President.
5. The audited financial accounting year runs from 1st January to 31st December of a year.
6. These audited accounts will be presented to members at the AGM in addition to a current year to date financial statement.

IADNAM Meetings

1. Members meetings shall be held on dates to be determined by the Executive but no less than bi-monthly commencing in February of each year with the exception of October which coincides with the month normally reserved for the annual conference.
2. Executive meetings shall be held bi-monthly and advised to the membership in advance on an annual basis. The Executive may convene additional meetings as deemed necessary from time to time.
3. An accurate minute of each meeting must be kept by the Secretary or other designated person. Minutes may be available on the Association's web site members' area following acceptance of the minutes as a true reflection of the meeting.
4. No new Article of Association or rule therein may be made, nor any standing rule be rescinded or amended except at the Association's AGM and not unless full notice of such proposed alteration, addition or omission shall have been given to every member on foot of a motion being received within the prescribed time frame in advance of the meeting and a copy of which enclosed with the notice convening the meeting.
5. Notice of every general meeting shall be given in a manner herein authorised by the Executive to every paid up member.

Article VIII

Dissolution

In the event of the dissolution of IADNAM, its property, funds, and other assets shall be transferred to whatever organisation or organisations operated exclusively for charitable, educational, and/or scientific purposes as IADNAM may determine, provided such organisation or organisations qualify as tax-exempt under the Internal Revenue Code of Ireland.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Association

On this _____ day of _____, 20__.

President

Vice President

**Irish Association
of
Directors of Nursing & Midwifery**

Explanation of the Chain of Office

Green: Ireland

Unicorn: Virtue, Courage & Strength

Laurel: Honour