

Constitution of the Association of Lactation Consultants in Ireland

Fourth amendment to original ALCI Constitution originally signed Feb 23, 1996

Last amendments made in September 2016.

I. Name

The name of the association is the Association of Lactation Consultants in Ireland (ALCI), hereinafter called "the Association".

Purpose

The Association of Lactation Consultants in Ireland promotes the professional development, advancement and recognition of International Board Certified Lactation Consultants (IBCLC) for the benefit of breastfeeding infants and children, mothers, families and the wider community.

II The goals of the Association are to:

- i. Provide for education, research, communication, networking and mutual support among International Board Certified Lactation Consultants and other health workers¹ concerned with breastfeeding and human lactation.
- ii. Foster universal awareness of IBCLC as the necessary qualification for lactation consultants (for those specialising in lactation).
- iii. Act as the advisory authority on issues relating to breastfeeding and human lactation.
- iv. Raise awareness of breastfeeding and human milk feeding as essential components for health, well-being and disease prevention.
- v. Support the implementations of the International Code of Marketing of Breast-milk Substitutes and subsequent resolutions of the World Health Assembly, and heighten the recognition of the consequences of artificial feeding
- vi. Support other initiatives and organisations whose goals and objectives are consistent with the mission of the association.
- vii. Ensure that the necessary structure and supports are in place to facilitate the development and activities of the association.

III. Policies

- i. The Association is organised exclusively for charitable, educational or scientific purposes as defined by the tax status regulations.
- ii. The Association shall not be operated for commercial purposes, but such prohibition shall not be construed to prevent the Association from raising funds and engaging in activities to provide funding for the operation of the Association to accomplish the purposes set forth herein.
- iii. The Association shall be non-sectarian and shall not discriminate in its membership or policies on the basis of sex, national origin, creed, religion, or colour.
- iv. The structure of the Association shall provide for equitable representation of the geographic island of Ireland.
- v. As an organisation, ALCI shall not endorse any literature or any product.
- vi. As an organisation, ALCI shall not accept direct funding from industries who are not in full compliance with the International Code of Marketing of Breast-milk Substitutes and subsequent resolutions of the World Health Assembly.
- vii. The Association shall conduct its affairs in such a manner as to remain an affiliate group of the International Lactation Consultant Association.

¹ The term *health worker* is used to describe any person working in any capacity within the health system, whether in private or public services, education, research, employed, self-employed or volunteer.

- viii. The Association shall ensure activities of the Association are compliant with statutory regulations and best practice in regard to health, safety and welfare of members and the general public, and with particular regard to following the principles of child protection.
- ix. The Association shall follow a written and transparent tendering procedure for all paid tasks or work contracted by the Association.

IV. Membership

- i. Membership shall be open to all health workers involved in the care of women, infants and children. Membership shall consist of three categories:
 - Full members: being persons who are International Board Certified Lactation Consultants (IBCLC), who support the Purposes of the Association, who are accorded all the privileges of full membership in the Association. Full members shall be entitled to vote at all meetings of the Association subject to the provisions of this Constitution.
 - Associate members: being persons who support the Purposes of the Association and wish to be associated with the Association. Associate members do not have voting rights.
 - Institutional members: being groups, hospitals, educational institutions or other entities who wish to be associated with the Association. Institutional members do not have voting rights.
- ii. An application to be a member of the Association shall be made in writing on the required form or by electronic application accompanied by the appropriate annual membership with proof of qualification as appropriate and submitted to the Secretary or other designated person.
- iii. The Council may prescribe, with respect to members, the amount and manner of imposing and collecting any membership, subscriptions or other fees; the manner of suspension or termination of membership, and for the reinstatement of membership; and except as otherwise provided in this document, the rights, liabilities and other incidents of membership.
- iv. Annual memberships are due each February 1st and the membership year shall run from the 1st February to the 31st January in every year. Members whose annual membership remains unpaid on the 1st of March shall not be entitled to the benefits of the Association and, in particular, shall not be entitled to attend at or vote at meetings of the Association.
- v. A member who pays his or her membership after the 1st December in any year shall be entitled to membership until January 31st of the subsequent membership year e.g. if a member joins on 2nd December 2016, his or her membership shall be valid until 31st January 2018.
- vi. A Register of Members will be maintained recording the full name, address, date and details of relevant qualifications and the date of entry to and date of any resignation from the Association. The register shall be available to inspection on request by any member. A fee may be charged for this inspection.

V. Meetings of Members

- i. The Annual General Meeting of members shall be held each calendar year at such a time and place as the Council shall determine to transact such business as may come before the meeting.
- ii. Other general meetings shall be held at the discretion of the Council. Meetings of the general membership shall be open to currently paid-up full, institutional and associate members.
- iii. Not less than fourteen calendar days' notice shall be given of general meetings. The notice shall state the time, date, place of the meeting and the nature of the business to be transacted at the meeting. Items to be voted on at a general meeting will be communicated to members in advance of the meeting with not less than fourteen days' notice. Any such notice shall be in writing and circulated to the members by email to the email address supplied by each member for that purpose or if no such email address supplied then by post to the postal address supplied by the member for that purpose.

- iv. A special meeting may be called at the request of 20% of the full and associate members as listed on the membership register held by the Secretary one month prior to the request to the President for a meeting. In requesting a special meeting of the membership, those requesting the meeting must inform the President of the reasons for requesting the meeting and provide information as needed to ensure the effectiveness of the meeting.
- v. Full members of the Association are entitled to one vote to be cast, in person, electronically or by written proxy at meetings. Such proxy shall be filed with the Secretary prior to the commencement of the meeting. Members shall also be entitled to vote electronically by submitting correctly completed ballot papers to an electronic email address to be notified to the members as part of the communication of the item on which a vote is to be held. By electing to vote electronically, a member waives his or her right to anonymity. Electronic votes shall only be accepted if submitted on a correctly completed ballot paper.
- vi. No member shall be entitled to vote at any meeting unless all monies presently payable by him or her to the Association have been paid. A member who on the day of the Annual General Meeting pays his or her membership relating to the membership year in which the Annual General Meeting occurs shall be entitled to vote at that Annual General Meeting.
- vii. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given and tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.
- viii. All general meetings will include time for any questions to be raised by the membership. Members of any membership status, who wish to ask a question or make a brief comment, must identify themselves by name and membership status.
- ix. A member who wishes an item discussed in detail at a general meeting, must inform the Council of this item at least 28 calendar days before the scheduled meeting so that the Council can prepare for this item and members can be informed that it will be discussed.
- x. Where an issue arises in the days before a scheduled general meeting that a member of any membership status feels needs to be discussed urgently by the membership, the item must be communicated to the Council at least 48 hours before the meeting.
- xi. If an item arises at any meeting, the chairperson may, at his or her absolute discretion decide to allocate time at the meeting to discuss it or to defer to a later meeting.
- xii. No vote of membership will take place without notice of the motion to all voting members.
- xiii. Votes in respect of matters other than to amend or alter this constitution or to dissolve the Association shall only be passed by a simple majority of all votes cast in respect of the motion in question.

VI. National Council

- i. The business and affairs of the Association shall be managed by the National Council. This includes, but is not limited to, all programmes, publications, and formation of committees and task forces. The Council may adopt such Policies and Procedures for the conduct of their meetings and management of the Association as they may deem proper, which are not inconsistent with this Constitution and the laws of national or local governments.
- ii. The National Council shall be elected and comprise of the positions of President, Vice President, Treasurer, Secretary; PRO, Immediate Past-President and three other general Council members. These nine people are the voting members of Council. All Council members must be full members of the Association and the geographic representation must be taken into account.
- iii. The National Council shall meet a minimum of once each quarter either in person or by teleconference. A quorum shall be five members of the National Council. Duties and

responsibilities of the Council members are outlined in the Policies and Procedures Manual of the Association.

- iv. The term of office shall be two years, with a portion, not less than 3 members, of the Council retiring/going forward for re-election each year, except for the Immediate Past President, who will remain a Council member for one year after his/her term as President is finished. A Council member is eligible for re-election provided that no member of Council shall hold any one office, or combination of offices, on the National Council for longer than three consecutive terms (six years, or up to seven years if one year is as Immediate Past President). In the event of a casual vacancy occurring in the national council in any position other than that of the Immediate Past President, the Council may appoint a full member of the Association to fill the vacancy until the time of the next elections.
- v. The National Council may assign tasks to other members of the association (full or associate), as Council deems necessary, though these other members are not voting members of Council.
- vi. No compensation shall be paid to Council members for their activity as a Council member; however they may be reimbursed for authorised expenses.
- vii. Every council member, committee member, agent, auditor, secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him or her in defending any proceedings whether civil or criminal in relation to his or her acts while acting in such office.

VII. Election to National Council

- i. National Council members shall be elected by the membership at its regular annual general meeting or by written postal or electronic ballot.
- ii. Nominees for election to National Council must:
 - a. be members of the Association for one year previous to nomination;
 - b. be IBCLCs in good standing;
 - c. subscribe to the purpose, goals and policies of ALCI without reservation;
 - d. agree not to accept direct funding from any entity not in compliance with the International Code of Marketing of Breast-milk Substitutes and its subsequent relevant World Health Assembly resolutions for the duration of their time in office;
 - e. disclose any real, perceived or potential conflict of interest when in a position to influence a decision of ALCI Council or membership that will result in personal or professional gain for me or a family member;
 - f. agree to not endorse any literature or product in their official capacity as a Council Member of the Association, whether current or former, but are free to do so as private persons.
- iii. Council Members elected by the membership may only be removed from office by vote of the membership but their authority to act as a Council Member may be suspended by a majority vote of the National Council until the said Council Member's authority to act is either ratified or terminated at the next meeting of the membership, or by written postal or electronic ballot. Reason for the removal must be given to the Council Member. The Council Member has the right to discuss the termination at a General Membership meeting prior to the vote of the membership. When suspended, the Council member will not be informed of Council business or items put to a vote.
- iv. A Council Member may resign by giving written notice to the President or National Council, such resignation taking effect upon acceptance by the National Council of the resignation. Within 14 days of receipt of the written resignation, Council will decide if the resignation is accepted or not accepted and communicate with/to the person.

VIII. Fiscal Operations

- i. The fiscal year of the Association shall be selected by the National Council. It is currently the calendar year.
- ii. A bank account shall be held in the name of the Association. The Treasurer and two other members of the National Council shall be signatories on this account with the Treasurer and one of the other authorised Council Member needing to sign cheques.
- iii. Auditors shall be appointed at the Annual General Meeting in each year and audited accounts shall be presented at each Annual General Meeting for approval by the membership.

IX. Parliamentary Authority

Roberts Rules of Order, revised, shall govern in all cases where they do not conflict with this constitution.

X. Amendments and Alterations

This constitution may be amended or repealed by a vote of 66% of the members voting whether in person, by proxy or electronically, at the meeting of the membership called for the purpose of acting upon such amendments, or by written or electronic ballot, in which case, it will be 66% of those members returning ballots with a vote marked.

XI. Dissolution

The Association may be dissolved by vote of at least 66% of the members voting whether in person, by proxy or electronically. Any assets of the Association remaining after the discharge of debts shall be given or transferred to such other association having objectives totally or partly like those of the Association as shall be determined by a general meeting of those members entitled to vote at the time of winding up of the Association.