



Constitution

29 May 2024, as amended by AGM 2025 on 14 May 2025

1. Name of the Association

The name of the Association shall be “The Retired Civil and Public Servants’ Association” (RCPSA) and, in Irish, Comhlachas Iar-Sheirbhíseach Poiblí agus Stáit.

2. Main Objects of the Association

The Main Objects of the Association shall be:

- (a) To promote and to safeguard the pensions of members, and
- (b) To support and to represent the interests of members in relation to financial, health, welfare, security and cultural matters impacting on them.

3. Subsidiary Objects

As objects ancillary to the attainment of the Main Objects, the Association shall have the following Subsidiary Objects:

- (a) To engage and make representations and submissions to Members of the Government / Departments and other relevant agencies on issues of concern to members.
- (b) To provide a forum for analysis and debate, and the formulation of responses to anticipated developments that may impinge on the lives and welfare of members.
- (c) To liaise and co-operate as appropriate with public service, public sector and other relevant trade unions.
- (d) To liaise and co-operate with like-minded organisations to advance matters of common interest.
- (e) To provide enhanced benefits for members across areas such as various insurance types, purchasing discount schemes, etc.
- (f) To facilitate mutual support, networking opportunities and social occasions for members to encourage and foster a culture of friendship and comradeship in retirement.
- (g) To issue public statements on matters pertaining to the achievement of the Objects of the Association.
- (h) To do all things necessary or incidental or conducive to the attainment of the Objects of the Association, and
- (i) The funds of the Association shall be applied to carrying out the Objects of the Association and in defraying the expenses of management and administration.

4. Core Values

- (a) The core values of the Association are:

Governance: A commitment to comply with the provisions of the Constitution and the law and to adopt best corporate government practice and procedures.

Transparency and Accountability

A commitment to ensuring that members are kept up to date, through clear decision making and communications, on important matters which affect members interests and that Association business is carried out in a way that is transparent and provides accountability.

Integrity: A commitment to honesty and ethical behaviour, and acting with sincerity, fairness, and consistency in all actions and decisions, even in challenging situations.

Confidentiality: A commitment to protecting sensitive information entrusted to the Association and its members.

Equality and Fairness; A commitment to treating all members with impartiality and respect, irrespective of background, identity or status, and that the practices and procedures followed by the Association will respect the rights and dignity of members.

(b) These guiding principles are reflected in the Constitution, the Code of Conduct, the Conflict of Interest Policy, the Grievance and Dispute Resolution Procedure and the Financial Procedures Manual all of which support but are not part of the Constitution, and are drawn up by the Council and approved by the AGM as may from time to time be required.

5. Membership of the Association

Membership of the Association shall be open to:

(a) Persons in receipt of civil and public service pensions and to pensioners of such other current or former public service / sector organisations as may be determined by the Association from time to time.

(b) Pensioners in receipt of pensions from Teagasc, An Post, Eircom/ Eir, Coillte. and the Irish Aviation Authority / Air / Nav may become members of the Association.

(c) The spouses of deceased members of the Association.

(d) Except as applies under (e), on joining, new members will be assigned to the branch in the area where they live, or if no such branch exists, they will be assigned to the branch nearest to their place of residence.

(e) On joining, new members in receipt of pensions from the companies at (b) above will be assigned to the branch representing members from those companies where such branch exists. If no such branch exists, they will be assigned as set out at (d) above.

(f) The Association shall maintain a Register of Members.

6. Membership Subscriptions

(a) The annual membership subscription shall be as determined by the Annual General Meeting.

(b) The annual membership subscription for the spouses of deceased members of the Association shall be half the annual membership subscription determined under Article 6(a).

(c) Payment of subscriptions shall be by deduction from pension under arrangements made between the Association and the paying authority or by standing order or bank transfer to the Association's bank account each year. In exceptional cases, cash payment will be accepted by the Honorary Treasurer of the Association.

7. Governance of the Association

(a) The members are the supreme decision-making authority within the Association which is an unincorporated body.

(b) The Association shall be managed by a Council which is elected by the members at the Annual General Meeting.

(c) The Council shall carry out its mandate in accordance with this Constitution, which is supported by a Code of Conduct, a Conflict of Interest Policy, a Grievance Procedure, and a Dispute Resolution Procedure.

8. The Council

(a) The Council shall have overall responsibility for the financial affairs of the Association.

(b) The Council shall consist of the following Officers: President, Vice President, Honorary Secretary, and Honorary Treasurer, and not more than eleven ordinary members.

(c) The Council Members shall be elected by members of the Association at the AGM. Candidates for election shall be nominated and seconded and shall signify their willingness in writing to act if elected.

(d) Officers and Members of the Council shall serve for one year and they shall be eligible for re-election at the end of their term, but no Officer shall be eligible to serve more than five consecutive years in the same role effective from the date of this Constitution coming into force.

(e) The Council may, at its discretion, co-opt members in addition to those elected at the AGM but not so as to exceed a total membership of eighteen. It may also appoint Officers to fill vacancies arising throughout the year.

(f) The Council shall appoint an Assistant Treasurer whose duties shall be to assist the Honorary Treasurer in maintaining the Register of Members and reconciling it with subscriptions received in accordance with audit requirements.

(g) The Council shall meet together to execute its business, adjourn and otherwise regulate their meetings as they think fit. Matters arising at any meeting shall be decided preferably by consensus. In the absence of consensus, a matter shall be decided by a vote of the members present. In a case of equality of votes, the President shall have a second or casting vote.

(h) The Council shall normally meet once each month, or at such other interval as the President, or the Vice-President in the absence of the President, may decide. The quorum for a Council meeting shall be eight, one of whom must be an Officer. Members unable to attend a meeting must notify the Honorary Secretary accordingly. A member who misses three consecutive meetings without due cause will be deemed to have resigned. A schedule of meetings held during the previous twelve months shall be included in the Annual Report showing the list of attendees.

(i) The Council shall be empowered to pay expenses incurred in conducting the affairs of the Association and to fix and pay appropriate honoraria. Details of such honoraria (including tax implications for the Association) shall be included in the financial statements of the Association.

(j) The Council may engage an employee(s) as may be necessary for the efficient conduct of the Council's business and shall be responsible for setting their remuneration and other conditions of employment.

9. Committees of the Council

The Council may establish committees to assist it in the discharge of its business. Each Committee shall have responsibility to formulate policy and to conduct oversight of its mandate as defined by its Terms of Reference approved by the Council. No decision or recommendation of any Committee shall be deemed valid until approved by the Council.

10. The Governance, Risk and Oversight Committee

- (a) The Committee shall be comprised of two members elected at the AGM, two suitably experienced individuals - internal or external to the Association - appointed by the Council, and an independent chairperson appointed by the Council.
- (b) The Committee shall act independently of the Council and shall hold office until the end of the next AGM at which their successors are elected or appointed. Its role shall be advisory and shall be:
 - (i) To consider and review compliance with the provisions in the Constitution and other governance policies and procedures of the Association.
 - (ii) To monitor the financial affairs of the Association.
 - (iii) To recommend auditors to the Council, and
 - (iv) To identify risks to the Association.
- (c) The Council shall fill any vacancies that arise on the Committee between Annual General Meetings of the Association.
- (d) The Committee shall meet at least twice per year or as often as it considers necessary and shall submit a report to the Council after each such meeting. It shall meet with the Council as deemed necessary by either party.
- (e) Any issues or concerns that the Committee brings to the notice of the Council shall receive prompt attention.
- (f) The Committee shall have the right to bring an issue to the notice of the AGM.

11. Records of the Council

- (a) The Association shall keep minutes of the names of Members present at each meeting of the Council and the Committees of the Council, and all proceedings and resolutions at such meetings.
- (b) It shall be noted in the minutes, indicating the item(s) for which a member was present if he/she was attending only part of a meeting.
- (c) The minutes when duly signed by the Honorary Secretary and the Chairperson of the meeting and dated shall be retained carefully by the Honorary Secretary and passed on to his/her successor as official records of the Association.
- (d) Minutes of the meetings of the Council shall be confidential unless otherwise agreed by the Council.

12. Financial Management

The income of the Association shall be applied solely towards the promotion of its Main and Subsidiary Objects as set forth in this Constitution. No portion of the Association's income shall be paid or transferred directly or indirectly by way of payment, bonus or otherwise howsoever by way of profit to members of the Association.

- (a) The Council shall have responsibility for the financial affairs of the Association and be accountable for same in accordance with the Financial Procedures Manual.
- (b) The financial year of the Association shall end on 31 December.
- (c) All monies received as subscriptions or otherwise by the Association shall be lodged to a bank account(s) opened in the name of the Association as approved by the Council.
- (d) All disbursements on account of the Association shall be drawn on such bank or banks and authorised by any two of the following, i.e. President, Vice President, Honorary Treasurer, and Honorary Secretary.
- (e) The surplus funds of the Association shall be invested in the name of the Association in such trusts or securities, including real property, as the Council may decide from time to time.
- (f) Notwithstanding that the Association is an unincorporated not-for-profit association, the accounts of the Association shall be audited annually by an external auditor.
- (g) Legal costs can only be incurred with the agreement of the Council.
- (h) Legal action by or on behalf of the Association or any constitutional body within the Association can only be taken by the Council.
- (i) The Treasurer (or an Officer of the Association nominated by the Council) shall bring members at Annual General Meetings up-to-date on:
 - (a) the status of any legal action taken by the Association or any legal action threatened or initiated against the Association, and
 - (b) the resulting potential financial implication for the Association.

13. Indemnity Insurance

- (a) Members have a duty to act bona fide for a proper purpose and for the benefit of the Association, to disclose any personal interest or profit which may conflict with the interests of the Association, and to use due care, skill, and diligence in the exercise of their functions.
- (b) The Association will maintain Indemnity Insurance to ensure that Members of the Council, Standing Orders Committee, or other duly established Committees of the Association who incur any civil liability in the course of carrying out their official functions on behalf of the Association will not be liable for any damages or financial costs arising, provided they have acted honestly and in good faith and in accordance with this Constitution and other policies of the Association.

14. Use of Private Cars on Association Business

Individuals using and driving their private cars on Association activities shall confirm to the Honorary Treasurer of the Association that they are in full compliance with the Road Traffic Acts.

15. Branches of the Association

- (a) Members residing within convenient reach of each other, or having a shared employment history, may be constituted a Branch of the Association by the Council, on receipt of a request signed by not fewer than twenty such members.
- (b) Each Branch shall hold an AGM before the end of February each year and shall elect a Chairperson, Vice Chairperson, a Secretary, a Treasurer (or alternatively, a Secretary /

Treasurer) and a Branch Committee to serve in a voluntary capacity and shall notify their contact details to the Council.

(c) The Chairperson or Secretary shall maintain liaison with the Council on behalf of the members of the Branch.

(d) The Council shall meet Branch operating expenses within limits laid down by the Council from time to time.

(e) The frequency of and the procedure at Branch meetings shall be a matter for determination by each Branch but shall be in accordance with good practice.

(f) A Branch may not communicate on Association business with any Government Minister or Minister of State, Public Representative, Government Department, or with the media, without the prior written agreement of the Council.

(g) A key function of a Branch shall be to recruit, within its area, new members for the Association, to keep its members informed of Association activities and to report at regular intervals to the Council on Branch activities.

(h) The Council shall keep the Branch informed at regular intervals regarding the activities of the Association

(i) A Branch may organise social functions for members within financial limits set out by the Council.

16. Consultative Forum

(a) A Consultative Forum meeting shall take place twice per year on dates to be decided by the Council with one such meeting being held between the AGM and 30 September. Members of the Council and Branch Chairpersons and Secretaries will be entitled to attend the Consultative Forum. In the event that either or both Branch Officers are unable to attend, the Branch Committee may nominate representatives to attend in their place.

(b) The Secretary will issue notification of the date, time and venue of the Consultative Forum meetings to each Branch Secretary 14 days in advance of the meeting. Where the Council deems it necessary, a Special Consultative Forum meeting may be called. In the case of a special meeting of the Consultative Forum the notice to be given shall be reduced to 7 days.

17. Annual General Meeting (AGM)

(a) The policy of the Association shall be determined by the membership at the AGM which, as the supreme policy-making authority, shall have the power to pass a resolution to revoke or to vary any decision taken previously by the Association.

(b) The AGM shall consist of the Council and the members of the Association.

(c) Such other persons as the Council invite may attend an AGM but may not vote thereat.

(d) The AGM shall be held not later than 31 May each year on a date and time and at a venue to be decided by the Council.

(e) The Honorary Secretary, not later than twelve weeks prior to the date of the AGM, shall advise members and Branch Secretaries of the date, time and venue of the AGM, and invite Branches to submit nominations and motions to form part of the agenda.

(f) Nominations and motions may only be submitted by Branches of the Association and by the Council. Individual members may submit motions and nominations to their branch for consideration and, if agreed, they shall be submitted by the Branch to the Honorary Secretary of the Association.

(g) A Branch may make nominations for the offices of President, Vice President, Honorary Secretary, Honorary Treasurer, for membership of the Council, of the Standing Orders Committee, and two members of the Governance, Risk and Oversight Committee to be elected at the AGM.

(h) Nominations, motions and proposals to amend the Constitution shall be received, on the appropriate form which is downloadable from www.rcpsa.ie, by the Honorary Secretary on behalf of the Association not later than 1st April.

(i) All nominations and motions received by the due date shall be noted by the Council as soon as is practicable after 1st April.

(j) A final agenda, nominations and motions at (h) above together with the recommendations of the Standing Orders Committee and a copy of the Annual Report, shall be issued by the Honorary Secretary to all members not later than two weeks prior to the meeting.

(k) The President, after consulting with the Standing Orders Committee, may accept emergency motions from branches other than motions proposing a change in the Constitution including an alteration in the amount of annual subscription, provided the motions are given, in writing, to the Honorary Secretary before the commencement of the AGM.

(L) Once the AGM has commenced, additions to the agenda may be accepted by the Standing Orders Committee only if in their opinion it meets the following:

- It is a matter of major importance to the interests of the members which cannot be postponed,
- Is time limited, and
- Requires immediate discussion and decision.

If it meets these conditions, the matter, with the agreement of Chairperson of the meeting, may be placed on the Agenda of the meeting for discussion and decision.

18. Conduct of Annual General Meetings

The business of the AGM shall include:

- (a) Consideration of recommendations of the Standing Orders Committee.
- (b) Consideration of Annual Report and Accounts of the Association.
- (c) The order of business at the AGM shall be determined by the Standing Orders Committee in consultation with the President.
- (d) Consideration of any other business as may be submitted by the Council and approved by Standing Orders Committee.
- (e) Consideration of motions. Each motion shall be proposed and seconded. If a proposer and seconder are not present when the motion is called, the motion shall be deemed to have fallen.
- (f) The President of the meeting may call for a 'motion be now put', or a member may propose such when a motion has been sufficiently discussed. The President shall put the

motion to the meeting giving the proposed the right of reply before doing so. Speakers on any motion shall have such time as shall be at the discretion of the chair.

(g) (i) Save as may otherwise be provided for in this Constitution voting at an AGM shall be decided by a simple majority.

(ii) Decisions at an AGM to amend this Constitution shall be decided by a two-thirds majority of members voting.

(iii) Each voting member shall be entitled to one vote only.

(h) Election of Officers.

(i) Election of eleven ordinary members of the Council.

(j) Election of the Standing Orders Committee.

(k) Election of two members of the Governance, Risk and Oversight Committee.

(L) Ballot papers for elections shall be issued to each member eligible to vote at the AGM.

(m) Tellers shall be appointed by the President / chairperson of the meeting.

(n) A candidate for any elective office at an AGM may not be appointed a teller at that meeting.

19. Standing Orders Committee

(a) A Standing Orders Committee consisting of not more than three members shall be elected at the AGM.

(b) Members of the Standing Orders Committee shall hold office until the end of the AGM at which their successors are elected. Any vacancy arising between meetings shall be filled by a member of the Association appointed by the Council.

(c) A member of the Council or of the Governance, Risk & Oversight Committee may not at the same time be a member of the Standing Orders Committee.

(d) The Standing Orders Committee shall elect a Chairperson from among its members and shall regulate its own procedures in accordance with good practice. Two shall constitute a quorum at meetings of the Standing Orders Committee.

(e) The Standing Orders Committee shall meet with the President prior to each AGM on a day to be decided by its Chairperson and the President to consider the business proposed for the AGM.

(f) The Standing Orders Committee shall make recommendations, as it deems necessary in accordance with this Constitution as to the order in which the business of each meeting should be taken for the purpose of the efficient conduct of the meeting. The Standing Orders Committee may with the consent of a Branch, or the Council if the proposer, make composite motions on similar topics. The acceptance or otherwise of any such proposed composite motion for discussion will be subject to the approval of the AGM.

(g) The Standing Orders Committee may also meet during each AGM and make such recommendations, as it deems necessary from time to time to facilitate the business of the meeting.

(h) The Standing Orders Committee may also recommend procedures for the better conduct of AGMs generally. Its recommendation shall be considered by the AGM and decided on by a simple majority of the members voting at the meeting. If adopted, they shall become part of the Standing Orders of the Association.

(i) The order of business at the AGM shall be determined by the Standing Orders Committee in consultation with the President.

(j) The Standing Orders Committee shall also recommend to the AGM the procedure for holding elections to any office at the AGM. Such procedure shall include the arrangements for the distribution of the ballot papers, the arrangement for the collection of the ballot papers, the arrangements for the counting of the ballot papers and the arrangements for the announcement of the results of the elections.

(k) The adoption of the Report of the Standing Orders Committee shall be subject to the approval of the AGM.

20. Extraordinary General Meeting

(a) An Extraordinary General Meeting (EGM) of the Association may be convened at any time by the Council at its discretion.

(b) An EGM of the Association shall be convened by the Council at any time on receipt of a request signed by not fewer than fifty members, who are drawn from at least five branches, stating clearly the purpose for which the meeting is being requested.

(c) Discussion and decisions at an EGM shall be confined to the purpose for which the meeting is convened. At least ten days' notice of an EGM shall be given to members.

(d) For the purpose of this Constitution, the term "AGM" shall include Annual and Extraordinary General Meetings.

21. How the Association Conducts its Activities

(a) The Association shall conduct its activities at all times in a fair, transparent, and democratic manner and in accordance this Constitution and the Code of Conduct.

(b) Any grievance by a member(s) arising within the Association, or any dispute arising between constitutional bodies of the Association (Council; Committees of the Council; The Governance, Risk & Oversight Committee; The Standing Orders Committee; or a Branch) shall be dealt with through the Grievance Procedure or the Dispute Resolution Procedure respectively.

22. Privacy Notice

The Association shall only collect and store the minimum amount of information about a member that is necessary for its interaction with members in order to fulfil its objectives. Personal data shall be stored securely and only accessible by authorised personnel to ensure that it is kept private and secure. Personal data shall be kept up to date and shall only be retained whilst the data subject is a member of the Association or for the necessary period thereafter to comply with audit requirements. Consent for such use of personal data is provided for in the Association's Membership Application Form. The Privacy Policy of the Association is updated regularly.

23. Emails Policy

The Association shall adhere to professional standards and maintain a respectful tone in all emails about the operations of the Association. Offensive, derogatory, or inappropriate language and content are strictly prohibited. Members at every level of the Association should refrain from sending or forwarding any content relating to the operations of the Association that is discriminatory, harassing, defamatory, or violates any laws or regulations in the course of their activities as members of the Association.

24. Dissolution or Winding-up

The Association shall be dissolved or wound-up only by a vote of members at an EGM or AGM. If upon the dissolution or winding up or of the Association there remains, after satisfaction of all debts and liabilities, any assets whatsoever, it shall not be paid to or distributed among the members of the Association. Instead, such assets shall be given or transferred to some other organisation(s) having main objects similar to the main objects of the Association. The organisation(s) to which the property is to be given or transferred to shall prohibit the distribution of the assets among their members to an extent at least as great as is imposed herein on the Association. Members of the Association shall select the relevant organisation(s) at or before the time of dissolution. Final accounts shall be prepared that will include a section that identifies and values any assets transferred along with the details of the recipient(s) and the terms of the transfer.

25. Amendment to this Constitution

This Constitution may be amended only by a motion tabled in accordance with Article 18(g)(ii) and passed by a two-thirds majority of the members voting at such meeting.

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(This Constitution was adopted by members at an Extraordinary General Meeting of the Association held in the Ashling Hotel, Dublin on Wednesday, 29 May 2024)