

CONSTITUTION
OF
ASSOCIATION OF PET DOG TRAINERS IRELAND COMPANY LIMITED BY
GUARANTEE
MEMORANDUM OF ASSOCIATION

Article 1: Name and Purpose

- 1.1 The name of the company is: Association of Pet Dog Trainers Company Limited by Guarantee, hereafter referred to as “APDT Ireland”, and “the Company”.
- 1.2 The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

Article 2: Objects for which the Company is established

- 2.1 To supply and promote progressive, science- and evidence-based training methods for the benefit of dogs, their owners, veterinary practices, rehoming centres, and other organisations.
- 2.2 To assess and to provide certification of and to dog training instructors in their knowledge, understanding, and application of skills to maintain the highest standards of dog training as set out and contained within the APDT Ireland Professional Membership Assessment Procedures.
- 2.3 To maintain an updated and current membership list of certified professional trainers (“Professional Members”) and promote public access to said Professional Members for dog training through relevant communication mechanisms.
- 2.4 To further the understanding of progressive science- and evidence-based dog training methods, via the provision and access for members to relevant Continuing Professional Development training courses and opportunities.
- 2.5 To represent members’ interests in advocating for ethical, evidence-led dog training and welfare to organisations both public and private, government departments, and any other relevant agencies both Statutory and Non-Statutory.

Article 3: Directors

- 3.1 The Directors of APDT Ireland are those who are currently registered with the Company Registration Office (CRO) and are bound by all relevant legislation pertaining to Company Directors.
- 3.2 The Directors are subject to the APDT Ireland Code of Practice and the APDT Ireland Constitution and agree to be bound by same.
- 3.3 The Directors are responsible for overseeing the management of APDT Ireland and will have the authority to make executive and/or overriding decisions relating to proposals made by the Executive Committee.
- 3.4 A Director may resign their position by giving notice in writing to the Secretary. On receipt of said notice in writing, the Secretary will immediately send a copy to the other Director(s).
- 3.5 A vacancy created by a retiring Director shall be filled by the Executive Committee in agreement with the remaining Director(s) in accordance with the Constitution procedures and rules of APDT Ireland.
- 3.6 Change of Director shall be notified to the Companies Registration Office, as required under and in accordance with the relevant provisions of the Companies Acts 2014-22.

Article 4: The Executive Committee

- 4.1 The management of APDT Ireland shall be in the hands of an Executive Committee (hereinafter referred to as the Committee) who shall be responsible for transacting the business of APDT Ireland and for the conduct, management and administration of its affairs on behalf of the Directors.
- 4.2 The Committee shall at all times serve the best interests of APDT Ireland and its Members.
- 4.3 The Committee will consist of three Officers, namely Chairperson, Secretary, and Treasurer, together with up to but not limited to 5 ordinary members who shall be Professional Members.
- 4.4 Additional officer roles may be delegated by the Committee as required.
- 4.5 Officers and ordinary members of the Committee shall only be elected by Professional Members of APDT Ireland.
- 4.6 Officers of the Committee shall be elected from members of the Committee who have completed not less than 12 months' service.
- 4.7 All members of the Committee shall be current Professional Members and must have completed a minimum of 12 months' membership immediately prior to their appointment to the Committee.
- 4.8 There must at all times be at least 2 members who have served on the Committee for the previous term.
- 4.9 All members of the Committee shall retire and be eligible for re-election after serving three years and shall have full voting rights during their tenure.
- 4.10 Voting
 - 4.10.1 At any Meeting of the Committee, four persons entitled to vote thereat shall form a quorum.
 - 4.10.2 In the event of an equality of votes the Chairperson shall have a second or casting vote.
- 4.11 The Committee shall have the power to appoint a new Director in agreement with the remaining Director(s) to fill a vacancy created by a departing Director.
- 4.12 The Committee shall have the power to co-opt members onto the Committee in the event of positions becoming vacant between General Meetings.
 - 4.12.1 Those co-opted shall only hold office until the next General Meeting of APDT Ireland at which the election of the Committee takes place.
 - 4.12.2 Co-opted members shall have full voting rights during their tenure.
- 4.13 The Committee shall have the power to form sub-committees as required and may co-opt additional members onto any sub-committees to assist with the workload, as deemed necessary.
- 4.14 The Committee shall have the power to invite the attendance of other persons as advisors or observers who shall not be entitled to vote.
- 4.15 The Committee shall have the power to enter into agreements with other organisations for the formations of any joint committees or to otherwise co-operate with such organisations in order to promote the objects of APDT Ireland.
- 4.16 The Chairperson shall serve no more than 5 consecutive terms in office. They shall not thereafter be eligible for re-nomination as Chairperson until a period of three years shall have elapsed from the expiration of their last term of office.
- 4.17 The Committee shall have the power to adopt and issue rules for APDT Ireland that shall come into operation immediately provided always that they shall be subject to review by all current Committee Members and shall not be inconsistent with the provisions of this Constitution.
- 4.18 Meetings of the Committee shall be held as often as deemed necessary, but at least 4 times per year.
- 4.19 Minutes shall be kept of all business transacted at Committee Meetings.

Article 5: Members

5.1 Application

- 5.1.1 APDT Ireland has 4 categories of members, namely Professional Members, Student Members, Academic Members, and Non-practicing Accredited Members.
- 5.1.2 Professional Members shall be those who by the annual renewal date, have been confirmed as having passed the APDT Assessment Process in its entirety, who have paid their annual membership fee in full as per the APDT Ireland Code of Practice, who have submitted proof of appropriate public liability insurance, and who have signed a written agreement to accept and abide by the APDT Ireland Code of Practice.
- 5.1.3 Student Membership shall be open to those who are working towards gaining the knowledge and experience required to undertake the APDT Ireland Assessment Procedure to become a Professional Member, who have paid their annual membership fee in full, and who agree to accept and abide by the APDT Ireland Student Members' Charter.
- 5.1.4 Academic Members shall be those who are invited by the Committee to join APDT Ireland as such and shall be people who are working and/or researching in the field of dog training and behaviour.
- 5.1.5 Non-practicing Accredited Members shall be former Professional Members who have passed the APDT Assessment Process in its entirety, who have paid their annual membership fee in full as per the APDT Ireland Code of Practice, and who have signed a written agreement to accept and abide by the APDT Ireland Code of Practice and the Terms and Conditions for Non-practicing Accredited Members, but who have retired, or are taking sabbatical leave from dog training instruction.
- 5.1.6 Professional Membership shall be open to any current Student Member at the discretion of the Executive Committee and subject to the APDT Ireland Assessment Procedure, payment of membership fee and any other fees currently in force, and a written agreement to accept and abide by the APDT Ireland Code of Practice.
- 5.1.7 APDT Ireland shall have the right to refuse to accept an application for membership without explanation.

5.2 Termination

- 5.2.1 No member whose membership fee is unpaid is entitled to any of the privileges of membership and the name of any member who fails to pay outstanding fees within three months of their falling due shall be automatically removed from the register.
- 5.2.2 Acceptance back onto the register of Professional Members will be dependent upon a new application and assessment.
- 5.2.3 A person's membership terminates if they are found to be in breach or contravention of the APDT Code of Practice.

5.3 Adjudication

- 5.3.1 Professional Members are obliged to abide by the APDT Ireland Code of Practice, and Student Members are obliged to abide by the APDT Ireland Student Members' Charter. Non-practicing Accredited Members must abide by both the APDT Ireland Code of Practice, and the Terms and Conditions for Non-practicing Accredited Members.
- 5.3.2 All members shall be open to audit for compliance to their relevant Code of Practice, Student Members' Charter, and/or Terms and Conditions for Non-practicing Accredited Members, whichever applies. Failure of any member to comply with their relevant Code of Practice, Student Members' Charter, or Terms and Conditions for Non-practicing Accredited Members, will have their membership terminated.

- 5.3.3 A plea of ignorance respecting any part of the APDT Ireland Code of Practice, or of the APDT Ireland Student Members' Charter, shall not be deemed a justifiable excuse for a member having contravened it. The onus is and remains at all times on the member to ensure knowledge and compliance with the APDT Ireland Code of Practice and/or the APDT Ireland Student Members' Charter and/or the Terms and Conditions for Non-practicing Accredited Members.
- 5.3.4 Any complaint or dispute arising from the conduct of any member shall be referred to the Committee for consideration via the APDT Ireland Disciplinary Procedure. The Committee may suspend any member from the register whilst disciplinary proceedings are in progress or pending.

Article 6: General Meetings

6.1 Voting

- 6.1.1 All current Professional Members of APDT Ireland shall be entitled to vote at General Meetings and shall have equal voting rights save that in the event of an equality of votes the Chairperson of the Meeting shall have a second or casting vote.
- 6.1.2 Presence at any General Meeting may be in person, or via virtual online presence.
- 6.1.3 At any General Meeting of APDT Ireland a simple majority of the current professional membership entitled to vote thereat, in person or via virtual online presence, shall form a quorum. Save as otherwise herein provided all matters discussed at any General Meeting of APDT Ireland should be decided by a simple majority of those present and entitled to vote thereat.
- 6.1.4 Voting shall be by a vote of hands or by ballot at the discretion of the Chairman of the Meeting.
- 6.1.5 Each eligible member shall be entitled to cast one individual vote.

6.2 Notice.

- 6.2.1 Not less than twenty-one days' notice of such Meeting will be given to members in writing by email.
- 6.2.2 The accidental omission to give notice of a Meeting or the non-receipt of such notice by a person entitled to receive notice thereof shall not invalidate the proceedings of any such Meeting.

6.3 Agenda

- 6.3.1 No business shall be transacted at any General Meeting of APDT Ireland unless notice thereof appears on the Agenda, with the exception of routine matters or those that, in the opinion of the Chairperson of the Meeting, are urgent.
- 6.3.2 Items for inclusion on the Agenda are required to be received by the Secretary not less than fourteen days prior to the date of the Meeting.
- 6.3.3 The Agenda will be circulated at, or in advance of, the Meeting.

6.4 Extraordinary General Meeting

- 6.4.1 Subject to the notice prescribed in Clause 6.2 above, an Extraordinary General Meeting of APDT Ireland may be convened at any time by the Committee, or if 10% of members who are eligible to vote send a signed requisition to the Secretary stating the subject to be discussed and requesting an Extraordinary General Meeting to do so.
- 6.4.2 No business other than that detailed on the Agenda shall be discussed at such a Meeting.

6.5 Records

- 6.5.1 Minutes shall be kept recording all business transacted at General Meetings and be published not less than 7 days post-meeting.

Article 7: Annual General Meeting (AGM)

- 7.1 The AGM shall be held not more than fifteen months after the previous such Meeting at such time and place as the Committee shall decide.
- 7.2 Agenda.
 - 7.2.1 The business transacted at the AGM shall include the receipt of the report of the Committee and a summary of the audited accounts, the election of the Committee and the discussion of any resolution duly placed on the Agenda of which prior notice has been given to the Secretary.
- 7.3 Nominations.
 - 7.3.1 Nominations to the AGM of individuals for election to the Committee must be made in writing to the Secretary not less than fourteen days prior to the date of the Meeting and must be supported by a proposer and seconder, both of whom are Professional Members of APDT Ireland.
 - 7.3.2 Candidates for election to the Committee must have previously agreed to their being nominated.
 - 7.3.3 Should nominations exceed vacancies, election will take place pursuant to Clause 6.1 herein.

Article 8: Finance

- 8.1 The Committee shall receive all income of APDT Ireland and may from such income incur such expenditure as shall be lawful and necessary for the promotion of the objects of APDT Ireland and the conduct of its business.
- 8.2 All revenue shall be deposited with bankers in an account or accounts in the name of the Association of Pet Dog Trainers Ireland and from which account(s) withdrawal shall only be made on the authorisation of the treasurer or Chairperson.
- 8.3 Accounting records shall be kept and shall be subject to independent examination annually by an Auditor or Auditors appointed by the Committee.
- 8.4 The financial year of APDT Ireland shall be from 1st January to 31st December.
- 8.5 Fees
 - 8.5.1 The annual membership fee shall be such an amount as may from time to time be determined by the Committee.
 - 8.5.2 Membership fees shall be payable on joining APDT Ireland and by March 31st in each year thereafter.
 - 8.5.3 Membership fees paid by members joining APDT Ireland after January 1st in any year shall not expire until April 1st of the following year.

Article 9: Profits and Assets

- 9.1 The profits of the company (if any) or other income are required to be applied to the promotion of its objects.
- 9.2 The making of distributions to the members of the company is prohibited and all the assets which would otherwise be available to its members are required to be transferred on its winding up to another company whose objects are the promotion of education or charity and which company meets the requirements set out in Section 1180(1)(b) Companies Act 2014.

Article 10: Dissolution

- 10.1 The liability of the members is limited.
- 10.2 Should APDT Ireland close with more debts than assets, Members' liability shall be limited to an amount not exceeding one euro (€1) each.
- 10.3 APDT Ireland may only be wound up following a resolution at an Extraordinary General Meeting called for that purpose at which two-thirds of the members present and voting so decide.
- 10.4 In the event of APDT Ireland being wound up, or for any other reason ceasing to exist, the disposal of its assets, after the satisfaction on any proper debts and liabilities, shall be decided in an Extraordinary General Meeting and the outcome thereof made known to all members in writing, by email, or by publication.

Article 11: Alteration

- 11.1 Any alteration of this Constitution shall receive the assent of the Executive Committee and not less than two-thirds of those members present and eligible to vote at a General Meeting, the Agenda of which contains specific proposals to amend the Constitution, provided that notice of any such alteration shall have been received by the Secretary in writing not less than twenty-one days before the Meeting at which the alterations to be proposed, setting forth the terms of the alteration. Notice of such proposed alterations shall be sent by the Secretary to each member of the APDT Ireland at least fourteen days before the Meeting.

Article 12: Disciplinary Procedure

- 12.1 Notice.
 - 12.1.1 Complaints about any member of APDT Ireland shall be made in writing to the current Secretary and/or Executive Committee of APDT Ireland.
 - 12.1.2 A Professional Member or Non-practicing Accredited Member who has been or is alleged to have been in breach of the APDT Ireland Code of Practice shall be subject to the APDT Ireland Disciplinary Procedure, and shall be served by the Committee with written notice to that effect and may be suspended from membership pending investigation.
 - 12.1.3 Should a complaint be upheld following the Disciplinary Procedure, a member may be expelled from membership. Any member who has been so expelled may not re-apply for membership within 12 months of expulsion and will be subject to the APDT Ireland application and assessment procedure for new members referred to in Clause 5 herein.
 - 12.1.4 The APDT Ireland Disciplinary Procedure applies to all Professional Members, Non-practicing Accredited Members, Directors, and Committee members.
 - 12.1.5 The APDT Ireland Disciplinary Procedure shall not apply to Student Members. Where a complaint is made in writing about a Student Member, the Executive Committee shall be notified, and they shall invite the Student Member about whom the complaint is made to furnish a written reply to the complaint within 14 days of the date of said notification being made to the Student Member. The Committee will then consider the complaint in its entirety, and shall, depending upon the nature of the complaint decide to:
 - a) take no action
 - b) issue a written warning to the Student Member
 - c) terminate the membership of the Student Member.A Student Member whose membership is so terminated may not re-apply for membership within 12 months of the date of said termination.

12.2 Appeal

- 12.2.1 A member who has been subject to the APDT Disciplinary Procedure may appeal to the Committee to have the decision of the Committee reconsidered by an independent arbitrator, as outlined in the APDT Ireland Appeal Process.
- 12.2.2 The member must notify the Committee in writing of the intent to appeal within fourteen days of receiving the Committee's original decision.
- 12.2.3 A member is permitted to appeal once only with regard to a specific disciplinary matter.
- 12.2.4 The decision of the independent arbitrator will be brought to the Committee for ratification. The Committee decision with regard to any such appeal is final.