

43rd Annual General Meeting of St Pauls Garda Medical Aid Society
scheduled for 3.00pm on Friday 21st April 2023 at the Sheraton Hotel
Athlone, Co. Westmeath.

Herewith for your information:

1. Notice of the Annual General Meeting with the Agenda.
2. Copy of the Income and Expenditure Accounts and Balance Sheet as of 31st December 2022 and also displayed on the Society's website at www.medicalaid.ie in the Noticeboard Section.

NOTICE OF MEETING.

In accordance with Rule 35 of the Society's Rules, I hereby give notice as required under the rule of the Annual General Meeting of the members of St Pauls Garda Medical Aid Society at 3.00pm on Friday 21st April 2023 at The Sheraton Hotel, Athlone, Co. Westmeath. Registration commences at 2.30pm. Non-members and dependants (spouses, partners, and children) of members are precluded under the rules from attending the meeting.

The agenda for the meeting is as follows.

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| 1. Attendance | 2. Adoption of Standing Orders |
| 3. Chairman's Opening Address | 4. Minutes of 2022 Annual General Meeting |
| 5. Matters arising from the Minutes | 6. Adoption of Minutes |
| 7. Presentation of Accounts for the year 2022 | 8. Adoption of Accounts |
| 9. Motions as set out below for decision | |
| 10. Any Other Business | |

Proposed Rule Changes from the Management Committee.

RULE 18. In the last line after the word "**General Manager,**" insert the words "**Deputy General Manager,**" and after "**Rule 22**" insert "**22A,**" and continue with the remainder of the rule.

RULE 22. In the third line after the word "**office**" remove the sentence portion "**during the will and pleasure of the Committee for the time being** " and continue with the remainder as per the original.

In the fourth line after the word "**rules**" insert the following words "**and their contract of employment.**" and continue.

In the fifth line after the word "**shall**" remove the words "**unless unavoidably absent**" and insert the words "**at the request of the Committee**" and continue.

In the sixth line after the word "**Committee**" insert "," and remove the word "**and**" and after the word "**Sub Committees**" insert the word "**and**" and after the word "**Society**" insert the following sentence "**The General Manager shall not be entitled to vote at any such meeting.**" and continue with the remainder of the rule as set out heretofore.

RULE 22A. After "**Rule 22**" Insert the following new "**Rule 22A**"

"Deputy General Manager

22A. The Committee shall employ a suitably qualified person as Deputy General Manager who shall work under the direction of the General Manager and Committee. Their duties and responsibilities shall be set out in their terms of appointment. They shall at all times comply with any reasonable request of the Chairperson, General Manager or Treasurer. They shall attend any meetings at the request of the Committee but shall not be entitled to vote at such meetings. The Deputy General Manager shall assume the responsibilities and perform such duties of the General Manager as necessary in the absence of the General Manager."

RULE 23. In the first line delete the words “**shall employee**” and insert the words “**may appoint**” and continue as set out heretofore.

In the third line after the word “**rules**” insert the following words “**and the term of their appointment**” to complete the sentence.

In line nine after the word “**form**” remove the following words “**to be**” and insert the word “**as**”

In line ten after the word “**thereof**” insert a new sentence “**Where the General Manager is the Treasurer the duplicate shall be supplied to the Deputy General Manager**” This shall complete that sentence. Remove the word “**and**” and insert the word “**They**” to commence the next sentence and continue as heretofore.

In line eleven after the word “**shall**” remove the words “**unless unavoidable absent, attend every meeting**” and insert the words “**at the request of the Committee attend meetings**” and continue the sentence.

In line twelve after the word “**Committee**” insert the word “**Sub Committee**” and continue with the remainder of the rule.

RULE 24. In line two after the words “**General Manager**” insert the words “**Deputy General Manager**” and after the word “**Committee**” remove the words “**and his**” to close the sentence. Insert the word “**Their**” to commence the next sentence and after the word “**responsibilities**” remove the word “**should**” and insert the word “**shall**” and after the word “**in**” remove the word “**his**” and insert “**their**” and continue the sentence.

In line three after the word “**appointment.**” remove the word “**He**” and insert the word “**They**” and continue as heretofore.

In line three after the words “**General Manager**” insert the words “**Deputy General Manager**” and continue the sentence.

In line four after the word “**Treasurer.**” remove the word “**He**” and insert the word “**They**” and continue with the remainder of the rule.

Rule 58. Replace lower case letter “**t**” with capital letter “**T**” in the word “**Trustees**”

Rule 58(a). In line one remove the word “**to**” and insert the word “**shall**” and continue with the rule.

Rule 58(b). In line one after the word “**the**” remove the words “**Office Manager**” and after the word “**Staff**” remove the word “**to**” and insert the word “**shall**” and continue with the rule.

Rule 58 (c). In line one after the word “**General Manager**” insert the words “**Deputy General Manager, Treasurer**” and after the word “**Secretary**” remove the word “**to**” and insert the word “**shall**” and continue with the rule.

Michael Dodd.
General Manager

28th March 2023.

Existing Rule

POWERS AND DUTIES OF THE COMMITTEE

18. The Society shall be governed by the Committee who shall have full power to superintend and conduct the business of the Society subject to, and in accordance with the rules thereof, and shall in all things act for and in the name of the Society. The Committee shall be responsible to the Annual General Meeting for the proper administration of the affairs of the Society. It shall have the power to appoint a manager and staff. The Committee shall see that the books of the Society are regularly kept, and that all minutes and resolutions are correctly entered and carried into effect and shall control and direct the duties of the General Manager, Secretary and Treasurer (See Rules 22, 23, 24).

Proposed Change to the Rule

POWERS AND DUTIES OF THE COMMITTEE

18. The Society shall be governed by the Committee who shall have full power to superintend and conduct the business of the Society subject to, and in accordance with the rules thereof, and shall in all things act for and in the name of the Society. The Committee shall be responsible to the Annual General Meeting for the proper administration of the affairs of the Society. It shall have the power to appoint a manager and staff. The Committee shall see that the books of the Society are regularly kept, and that all minutes and resolutions are correctly entered and carried into effect and shall control and direct the duties of the General Manager, *Deputy General Manager*, Secretary and Treasurer (See Rules 22, ~~22A~~, 23, 24).

Rationale

This change gives the Management Committee the authority to direct the duties of the Deputy General Manager in line with all other employees under their authority.

Existing Rule Change

GENERAL MANAGER

22. The Committee shall employ under contractual agreement a suitably qualified person as General Manager. The General Manager shall perform such duties and may receive such remuneration as the Committee may direct. The General Manager shall hold office during the will and pleasure of the Committee for the time being and may be removed at any time in accordance with the provisions contained in these rules. The General Manager shall, unless unavoidably absent, attend all meetings of the Committee and Sub-Committees of the members of the Society. He shall receive applications for admission to the Society.

He shall produce all books, documents, property and money of the Society in his possession and render a full and clear account at each audit and whenever required by resolution of the Committee or by the Trustees. He shall also pay over all monies and give up all books, documents and property belonging to the Society when ordered to do so by the Committee or by the Trustees.

He shall summon and give notice of all meetings of the Committee or of members of the Society, and keep the accounts, documents, and papers of the Society in such manner and for such purposes as the Committee may appoint.

The General Manager shall receive all applications for benefit from the Society and shall prepare and send all returns and other documents required by the Friendly Societies Acts 1896 - 2021, or the Statutory Regulations, to be sent to the Registrar of Friendly Societies. The General Manager shall, on all occasions, in the execution of his office act under the superintendence, control and direction of the Committee.

Proposed Change to the Rule

GENERAL MANAGER

22. The Committee shall employ under contractual agreement a suitably qualified person as General Manager. The General Manager shall perform such duties and may receive such remuneration as the Committee may direct. The General Manager shall hold office and may be removed at any time in accordance with the provisions contained in these rules *and their contract of employment*. The General Manager shall, *at the request of the Committee*, attend all meetings of the Committee, Sub-Committees *and* of the members of the Society. **The General Manager shall not be entitled to vote at any such meeting.** He shall receive applications for admission to the Society. He shall produce all books, documents, property and money of the Society in his possession and render a full and clear account at each audit and whenever required by resolution of the Committee or by the Trustees. He shall also pay over all monies and give up all books, documents and property belonging to the Society when ordered to do so by the Committee or by the Trustees.

He shall summon and give notice of all meetings of the Committee or of members of the Society, and keep the accounts, documents, and papers of the Society in such manner and for such purposes as the Committee may appoint.

The General Manager shall receive all applications for benefit from the Society and shall prepare and send all returns and other documents required by the Friendly Societies Acts 1896 - 2021, or the Statutory Regulations, to be sent to the Registrar of Friendly Societies. The General Manager shall, on all occasions, in the execution of his office act under the superintendence, control and direction of the Committee.

Rationale

Removal of archaic language in line 3 and incorporates the contract of employment as a factor for the committee to consider in addition to these rules, if they wish to remove a person from this role.

The existing language around their attendance at meetings is thought to be too strong and inflexible and if tested could result in a situation where the committee could not hold a meeting without them present.

It is not specifically stated in the rules that the General Manager has no entitlement to vote at any meeting that they attend.

Proposed New Rule

Deputy General Manager

22A. The Committee shall employ a suitably qualified person as Deputy General Manager who shall work under the direction of the General Manager and Committee. Their duties and responsibilities shall be set out in their terms of appointment. They shall at all times comply with any reasonable request of the Chairperson, General Manager or Treasurer. They shall attend any meetings at the request of the Committee but shall not be entitled to vote at such meetings.

The Deputy General Manager shall assume the responsibilities and perform such duties of the General Manager as necessary in the absence of the General Manager.

Rationale

A new rule is required to formalise the new position of Deputy General Manager within our rules.

Existing Rule

TREASURER

23. The Committee shall employ a suitably qualified person as Treasurer, who also may be the General Manager. The Treasurer shall hold office during the will and pleasure of the Committee for the time being and may be removed at any time, in accordance with the provisions of these rules. The Treasurer shall take charge of the funds of the Society which are not invested and pay all demands when ordered to do so by the Committee. He shall balance his accounts at the end of each financial year and shall produce all books, documents, property and money of the Society in his possession and render a full and clear account at each audit, and whenever required by resolution of the Committee. He shall also give up all books, documents, monies and property of the Society in his possession when required to do so by the Trustees.

The Treasurer shall give receipts for monies received by him on a form to be prescribed by the Committee for that purpose. He shall balance his cash account monthly and supply the General Manager with a duplicate thereof and shall unless unavoidably absent, attend every meeting of the Committee and of members of the Society, but unless he is a member of the Committee, he shall not vote on any matter to be decided at a meeting of that Body.

Proposed Change to the Rule

TREASURER

23. The Committee *may appoint* a suitably qualified person as Treasurer, who also may be the General Manager. The Treasurer shall hold office during the will and pleasure of the Committee for the time being and may be removed at any time, in accordance with the provisions of these rules *and the term of their appointment*. The Treasurer shall take charge of the funds of the Society which are not invested and pay all demands when ordered to do so by the Committee. He shall balance his accounts at the end of each financial year and shall produce all books, documents, property and money of the Society in his possession and render a full and clear account at each audit, and whenever required by resolution of the Committee. He shall also give up all books, documents, monies and property of the Society in his possession when required to do so by the Trustees.

The Treasurer shall give receipts for monies received by him on a form *as* prescribed by the Committee for that purpose. He shall balance his cash account monthly and supply the General Manager with a duplicate thereof. *Where the General Manager is the Treasurer, the duplicate shall be supplied to the Deputy General Manager. They shall at the request of the Committee attend meetings* of the Committee, *Sub Committee* and of members of the Society, but unless he is a member of the Committee, he shall not vote on any matter to be decided at a meeting of that Body.

Rationale

“Shall employ” implies a strong legal obligation on the committee to employ a treasurer. This role is currently performed by the General Manager.

Adding the words and terms of their appointment means that the committee have to consider both the rules and the contract of appointment before the person is removed.

The inclusion of Deputy General Manager to receive the duplicate of the monthly accounts is part of the role of the Deputy General Manager, also as the General Manager is currently the Treasurer it makes little sense that the duplicate would be provided to the person who prepared it preventing any scrutiny of the accounts.

The existing language around their attendance at meetings is thought to be too strong and inflexible and if tested could result in a situation where the committee could not hold a meeting without them present.

Inclusion of sub-committee in case the treasurer may be requested to assist the business of any sub-committee.

Existing Rule

SECRETARY

24. The Committee shall employ a suitably qualified member of the Society as Secretary who shall work under the direction of the General Manager and Committee and his duties and responsibilities should be set out in his terms of appointment. He shall at all times comply with any reasonable request of the Chairman, General Manager or Treasurer. He shall attend any meetings at the request of the Committee but shall not be entitled to vote at such meetings.

Proposed Change to the Rule

SECRETARY

24. The Committee shall employ a suitably qualified member of the Society as Secretary who shall work under the direction of the General Manager, *Deputy General Manager* and Committee. Their duties and responsibilities *shall* be set out in their terms of appointment. **They** shall at all times comply with any reasonable request of the Chairman, General Manager, *Deputy General Manager*, or Treasurer. They shall attend any meetings at the request of the Committee but shall not be entitled to vote at such meetings.

Rationale

This rule is altered to reflect the new structure of the Society and the reporting structures. The other changes are gender neutral.

Existing Rule

CUSTODY OF SECURITIES

58. The trustees shall be the persons to sue or be sued on behalf of the Society. The trustees shall not be liable to make good any deficiency in the funds of the Society but shall be liable only for such sums of money as shall be actually received by them on account of the Society. All deeds, documents of title, and securities for money shall be held by the trustees, and they shall take such measures for the safe custody and preservation thereof, at the expense of the Society, as they shall think fit, and they shall be responsible for the safe custody of all such deeds, documents and securities as are placed in their hands or under their control, and shall produce them for inspection by the auditors when required by them, and whenever else required by resolution of a meeting of the Committee.

- (a) Business contracts negotiated by the Society with all suppliers to be signed by the General Manager on behalf of the Committee.
- (b) Employment Contracts with the Office Manager, Claims Assessors and Office Staff to be signed by the Chairman and General Manager on behalf of the Committee.
- (c) Employment Contracts with the General Manager and Secretary to be signed by the Chairman and one Trustee on behalf of the Committee.

Proposed Change to the Rule

CUSTODY OF SECURITIES

58. The Trustees shall be the persons to sue or be sued on behalf of the Society. The Trustees shall not be liable to make good any deficiency in the funds of the Society but shall be liable only for such sums of money as shall be actually received by them on account of the Society. All deeds, documents of title, and securities for money shall be held by the Trustees, and they shall take such measures for the safe custody and preservation thereof, at the expense of the Society, as they shall think fit, and they shall be responsible for the safe custody of all such deeds, documents and securities as are placed in their hands or under their control, and shall produce them for inspection by the auditors when required by them, and whenever else required by resolution of a meeting of the Committee.

- (a) Business contracts negotiated by the Society with all suppliers ***shall*** be signed by the General Manager on behalf of the Committee.
- (b) Employment Contracts with the Claims Assessors and Office Staff ***shall*** be signed by the Chairman and General Manager on behalf of the Committee.
- (c) Employment Contracts with the General Manager, ***Deputy General Manager, Treasurer*** and Secretary ***shall*** be signed by the Chairman and one Trustee on behalf of the Committee.

Rationale

Paragraph B removal of the word Office Manager as that role is now incorporated into the role of Deputy General Manager and the word shall is used in place of to which reads better and is stronger language.

Similarly in C change to with shall and incorporate Deputy General Manager and Secretary into the rule.

ST. PAUL'S GARDA MEDICAL AID SOCIETY

**Income and Expenditure Account
for the year ended 31st December 2022**

	Notes	2022 €	2021 €
Subscription income	4	80,583,274	80,457,409
Claims		(81,184,490)	(70,894,076)
(Deficit)/surplus of subscription income over claims		(601,216)	9,563,333
Health insurance levy		(72,614)	(72,314)
Administration expenses	5	(1,376,767)	(1,085,017)
Subventions		124,000	124,000
(Deficit)/surplus from activities		(1,926,597)	8,530,002
Investment income	6	(3,764,864)	76,119
(Deficit)/surplus for the year		(5,691,461)	8,606,121
Transfer to Post pandemic reserve		5,000,000	5,000,000
(Deficit)/surplus transferred to general reserve		(691,461)	13,606,121
Retained surplus brought forward		42,347,103	28,740,982
Retained surplus carried forward		41,655,642	42,347,103

The financial statements were approved by the committee on 15th March 2023 and signed on its behalf by:

Paul Crowley *Paul Crowley*
Chairman

James Brennan
Acting Secretary
James Brennan

ST. PAUL'S GARDA MEDICAL AID SOCIETY

Balance sheet
as at 31st December 2022

	Notes	2022 €	2022 €	2021 €	2021 €
Fixed assets					
Tangible assets	8		1,701,543		1,757,655
Financial assets and investments	9		64,530,482		69,706,666
			66,232,025		71,464,321
Current assets					
Stocks		4,278		4,183	
Debtors	10	4,710,282		4,857,741	
Cash at bank and in hand		2,239,466		1,239,806	
		6,954,026		6,101,730	
Current Liabilities					
Provision for outstanding claims		17,136,089		15,807,760	
Creditors and accruals	12	109,676		126,544	
		17,245,765		15,934,304	
Net current assets			(10,291,739)		(9,832,574)
Net assets			55,940,286		61,631,747
Represented by:					
Accumulated Funds					
Post pandemic reserve	13		-		5,000,000
Members' age reserve	13		14,284,644		14,284,644
General reserve	13		41,655,642		42,347,103
Members' funds			55,940,286		61,631,747

These financial statements were approved by the committee on 15th March 2023 and signed on its behalf by:

Paul Crowley
Chairman

Paul Crowley

James Brennan
Acting Secretary

James Brennan

The notes on pages 12 to 24 form an integral part of these financial statements.