



**THE COMPANIES ACT 2014**  
**COMPANY LIMITED BY GUARANTEE**  
**CONSTITUTION**  
**OF**  
**THE IRISH COLLEGE OF GENERAL PRACTITIONERS COMPANY LIMITED BY**  
**GUARANTEE**  
**MEMORANDUM OF ASSOCIATION**

*The Memorandum of Association sets out the fundamental scope of a company's existence, capacity and activity.*

Capitalised terms used in this Memorandum of Association shall have the meanings given to those terms in the Articles of Association.

**1 NAME**

The name of the company is The Irish College of General Practitioners Company Limited by Guarantee" (hereinafter called the "**College**") which, in Irish, is known as "Coláiste Dhochtúirí Teaghlaigh Éireann".

**2 COMPANY TYPE**

The College is a company limited by guarantee, to which Part 18 of the Act applies.

**3 PRINCIPAL OBJECTS**

- 3.1 The principal objects for which the College is established are to advance education and to benefit the community by the promotion of health, in particular through:
- 3.1.1 being the professional body for General Practice in Ireland;
  - 3.1.2 managing, controlling and delivering General Practitioner training in Ireland and abroad;
  - 3.1.3 acting as a representative organisation on education, training and standards in General Practice;
  - 3.1.4 encouraging, fostering and maintaining the highest possible standards relating to General Practice;

- 3.1.5 being the voice of the specialty of General Practice, and advocating for General Practice at the highest levels of policymaking and to the public; and
- 3.1.6 delivering services to support General Practitioners during their entire careers, to manage their practice, maintain wellbeing, provide opportunities for development, and deliver the best care to patients.

#### **4 POWERS**

- 4.1 The College shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the principal objects and which powers may only be exercised in promoting the principal objects. Any income generated by the exercise of these powers is to be applied to the promotion of the principal objects:
  - 4.1.1 to maintain an academic and educational headquarters for General Practitioners;
  - 4.1.2 to undertake, provide, promote, encourage and approve the instruction and training of postgraduate students of medicine and allied subjects, independently or at any medical school or other institution, to become General Practitioners and to assist or collaborate with others in providing such instruction and training;
  - 4.1.3 to undertake or assist and encourage others in undertaking training courses or other educational activities designed to enhance the medical knowledge and skill of General Practitioners;
  - 4.1.4 to undertake and encourage research and original work and its publication, by members and others, with a view to the improvement of General Practice, and to undertake or assist others undertaking such research;
  - 4.1.5 to publish and promulgate information on all matters affecting General Practice by means of journals, periodicals, meetings, conferences or through the media, including social media, or by any other suitable means as may assist the objects of the College;
  - 4.1.6 to encourage persons of ability to enter the medical profession and become General Practitioners and to provide all necessary information and career guidance;
  - 4.1.7 to co-operate and collaborate with other bodies in all matters related to or connected with the attainment of the objects of the College and to take over or acquire (whether by purchase or otherwise) with or without valuable consideration and to hold all or any part of the property, assets, liabilities, obligations, undertakings, activities or engagements of any one or more bodies with which the College is from time to time authorised to engage, co-operate or collaborate, and to carry on such activities and

undertakings in succession to such body, provided strictly that to do so would be in accordance with the charitable objects of the College;

- 4.1.8 to establish, endow or support professorships, lectureships and award prizes and scholarships in General Practice or associated fields;
- 4.1.9 to conduct examinations or other forms of assessment and award postgraduate diplomas or other certificates of proficiency or standard in General Practice as a whole or in any subject appertaining to it (whether upon examination or thesis or honoris causa or for outstanding work or in appreciation of special services to the College or the Medical Profession or in any other circumstance or upon any other grounds) and to grant evidence of such proficiency or standard to such other bodies as may require it;
- 4.1.10 to establish and maintain regional or local faculties or other organisations, whether within or without the structure of the College, designed to further the objects of the College;
- 4.1.11 to make application to the relevant body for any statutory or other privilege, exemption, limitation, or licence of any nature which shall be of benefit to the College or its members;
- 4.1.12 to raise such funds as shall be required for the efficient administration of the College by levying subscription on the Members and Interested Parties or by any other such means as shall be determined;
- 4.1.13 to acquire by purchase, taking on lease, or otherwise, lands and buildings and all other property, real or personal, which the College for the purposes thereof may from time to time think proper to acquire, and which may lawfully be held by it, and to deal with or dispose of such property as may be expedient and to erect upon any land, the property of the College, any building for the purposes of the College, and to alter or to add to any buildings erected upon such land;
- 4.1.14 to invest the moneys of the College, not immediately required for its purposes, in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such constraints (if any) as may for the time being be imposed or required by law and subject also as herein after provided (prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two years);
- 4.1.15 to borrow and raise money in such manner as the College may think fit and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the College, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the College's securities, for such consideration and on such terms as may be thought fit, including the

power to pay interest on any money so raised or borrowed, and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the College of any obligation or liability it may undertake, and to redeem or pay off any such securities;

- 4.1.16 to undertake, accept, execute, perform and administer any lawful trusts and conditions affecting any real or personal property, held or owned, or to be held or owned in trust for the College or any other charitable trusts. Provided that in case the College shall take or hold any property which may be subject to any trusts, the College shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
- 4.1.17 to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company or association or any other body that may seem conducive to the College's principal objects, and to obtain from any such government authority or association, company or body any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions;
- 4.1.18 to receive moneys, grants, payments, advances, and assistance from any government department, association, college, society, institute, academy, university, or groups of persons, or from any individual for any particular purpose and for all purposes incidental or conducive to the attainment of the above objective;
- 4.1.19 to do all acts necessary to procure the College to be duly constituted to be incorporated, registered or recognised in any part of the world;
- 4.1.20 to pay all preliminary expenses of the College, or of any body promoted or formed by the College, in which the College is, or may contemplate being, interested;
- 4.1.21 to carry out the objectives in any part of the world either on account of the College alone, or in conjunction with any other college, institute, association, firm, society, person or persons, and, either as principal agents, or trustees, or by or through trustees, agents or otherwise, to establish offices for the carrying on of the business of the College in any part of the world, and generally to do all such acts and things as are incidental or conducive to the attainment of the above objectives;
- 4.1.22 subject to clause 9, to employ, engage and retain all such servants and to appoint, engage and retain or direct the appointment, engagement or retention of such educational, administrative, clerical, financial and other employees, consultants and advisers of any description as may be required for the purposes of the College and to make all reasonable and necessary provisions for the payment of wages, salaries, pensions,

superannuation and other benefits to or on behalf of employees and their widows, widowers and other dependents;

- 4.1.23 to grant pensions, gratuities, allowances or charitable aid to any person who may have served the College as an employee, or to the spouses, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the College and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the College; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the College and to subscribe or guarantee money for charitable objects;
- 4.1.24 to contribute by donation, subscription, loan, guarantee or otherwise to any other charitable object whatsoever;
- 4.1.25 to construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the College;
- 4.1.26 to take any gift of property of any nature and any devise, legacy or annuity, subscription, contribution or fund, whether subject to any special trust or not, for any one or more of the principal objects of the College and to apply to such purpose the capital as well as the income of any such legacy, donation or fund;
- 4.1.27 to make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments;
- 4.1.28 to take or otherwise acquire, and to hold, membership interests, shares and/or securities of any company or association and to sell, hold, reissue, with or without guarantee, or otherwise deal with same;
- 4.1.29 to co-operate with other companies, institutions, societies or associations as the College considers necessary and desirable;
- 4.1.30 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the College is from time to time authorised to amalgamate provided strictly that to do so would be in accordance with the charitable objects of the College;
- 4.1.31 to transfer all or any part of the property, assets, liabilities and engagements of the College to any one or more of the companies, institutions, societies or associations with which the College is from time to time authorised to amalgamate provided strictly that to do so would be in accordance with the charitable objects of the College;
- 4.1.32 to purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of any company carrying on or

proposing to carry on any business which the College is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the College, or possessed of property suitable for the purposes of the College, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamate with or enter into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received provided strictly that to do so would be in accordance with the charitable objects of the College;

- 4.1.33 to promote any company for the purpose of acquiring all or any of the property and/or liabilities of the College, or if undertaking any business or operations which may appear likely to assist or benefit the College or to enhance the value of or render more profitable any property, assets or business of the College, or for any other purpose which may seem directly or indirectly calculated to benefit the College provided strictly that to do so would be in accordance with the charitable objects of the College;
- 4.1.34 to accumulate capital for any purposes of the College, and to appropriate any of the Company's assets for specific purposes, either conditionally or unconditionally (prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two years);
- 4.1.35 to, create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the College, or for depreciation of works or stock, or any other purpose to advance the principal objects of the College;
- 4.1.36 to promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the College or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike, movement or organisation which may be thought detrimental to the interest of the College or its employees and to subscribe to any association or fund for any such purposes;
- 4.1.37 to carry on any other business which may seem to the College capable of being conveniently carried on in connection with the principal objects or

calculated directly or indirectly to enhance the value of or render profitable any of the College's property, rights or interests;

- 4.1.38 to do all such other lawful things as are incidental or conducive to the attainment of the above principal objects or any of them.

## **5 LIMITATION ON OBJECTS AND POWERS**

- 5.1 The above objects shall not be construed in any way so as to render any of them otherwise than exclusively charitable.
- 5.2 The objects and powers contained in clause 4 are ancillary and subsidiary to the principal objects set out in clause 3.

## **6 LIMITATION OF LIABILITY**

The liability of the Members is limited.

## **7 GUARANTEE OF MEMBERS**

- 7.1 Every Member undertakes to contribute to the assets of the College in the event of the College being wound up while he is a Member or within one year after he ceases to be a Member, for:
- 7.1.1 payment of the debt and liabilities of the College contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up; and
- 7.1.2 the adjustment of the rights of the contributories among themselves,
- such amount as may be required not exceeding €1 (EUR 1).

## **8 WINDING UP**

If upon the winding up or dissolution of the College there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members. Instead such property shall be given or transferred to some other charitable institution or institutions having among its principal objects, objects similar to the principal objects of the College. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the College under and by virtue of clause 9 hereof. The Members shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted to the Charities Regulator that will include a section that

identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

## **9 PROHIBITION ON PAYMENTS TO MEMBERS**

- 9.1 The income and property of the College shall be applied solely towards the promotion of its principal objects as set forth in this Memorandum. No portion of the College's income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members. No Director shall be appointed to any office of the College paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the College. However, nothing shall prevent any payment in good faith by the College of:
- 9.1.1 reasonable and proper remuneration to any Member or servant of the College (not being a Director) in return for any services rendered to the College;
  - 9.1.2 interest at a rate not exceeding 1% above the Euro Interbank Offered Rate ("Euribor") per annum on money lent by any Director or any Member to the College;
  - 9.1.3 reasonable and proper rent for premises demised or let by any Director or any Member to the College;
  - 9.1.4 reasonable and proper out-of-pocket expenses incurred by any Director in connection with his attendance to any matter affecting the College;
  - 9.1.5 fees, remuneration or other benefit in money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company; or,
  - 9.1.6 sums to any Director or to any person with whom a Director has a personal connection (within the meaning of section 2(1) and 2(2) of the Charities Act) in return for services actually rendered to the College, pursuant to an agreement entered into in compliance with section 89 of the Charities Act.

## **10 APPROVALS, ALTERATIONS OR AMENDMENTS**

The College must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.





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**ARTICLES OF ASSOCIATION**

*The Articles of Association are the internal rules or regulations of the College and govern relations between the College and its members and between the members as and amongst themselves.*

**1 PRELIMINARY**

**1.1 Definitions**

In these Articles:

“**Act**” means the Companies Act 2014 (as may be amended from time to time);

“**Articles**” means these Articles of Association;

“**Associate**” means a Registered Medical Practitioner in active General Practice, paying the required subscription fee, who is not a Member and who is appointed in accordance with Article 5.3;

“**Associate Trainee**” means a Registered Medical Practitioner who is undertaking an approved training programme in General Practice recognised by the College, who is not a Member and who is appointed in accordance with Article 5.4;

“**Board**” means the board of Directors for the time being and from time to time of the College;

**"Bye-Laws"** means the bye-laws of the College, which may be amended by the Directors from time to time;

**"Chairperson of the Board"** means the person appointed as the chairperson of the Board from time to time;

**"Charities Act"** means the Charities Act 2009 (as may be amended from time to time);

**"Charities Regulator"** means the Charities Regulatory Authority, a body established by section 13 of the Charities Act to perform the functions conferred on it by the Charities Act;

**"Constitution"** means the Memorandum and the Articles;

**"Council"** means the council for the time being of the College;

**"Council Board Appointee"** means each Council Member elected to the Board by the Council in accordance with the procedures set out in the Bye-Laws;

**"Council Member"** means any person elected or appointed to the Council in accordance with Article 12.1.1;

**"Directors"** means the directors for the time being and from time to time of the College;

**"External Board Appointee"** means each Director who has been appointed to the Board pursuant to Article 8.2.8;

**"Faculty"** means each of the local associations of Members, Associates and Associate Trainees recognised by the College as a faculty from time to time (which

term may from time to time include additional local associations or a merger of two or more local associations at the option of the College);

**"Faculty Representative"** means each person nominated by each Faculty to the Council in accordance with that Faculty's own governance procedures;

**"General Practice"** means the academic and scientific discipline of general practice, with its own educational content, research, evidence base and clinical activity, and a clinical specialty orientated to primary care;

**"General Practitioner"** means a Registered Medical Practitioner, trained in the speciality of General Practice who practises independently in the provision of primary and continuing care;

**"Honorary Fellow"** means any person who the Board from time to time appoint as an honorary fellow of the College in accordance with Article 5.2;

**"Immediate Past-President"** means the person who is the immediate past President of the College from time to time and who is a Director;

**"Interested Parties"** means Associates, Associate Trainees, Honorary Fellows and Patrons;

**"Mandatory Provision"** means a provision of any of Parts 1 to 14 or Part 18 of the Act (together with any statutory modification thereof in force at the date on which these Articles become binding on the College) that applies to companies limited by guarantee and that is not an Optional Provision;

**"Member"** means a member of the College from time to time;

**"Memorandum"** means the Memorandum of Association of the College;

**"Month"** means a calendar month;

**"Non-Faculty Representative Council Member"** means a person who is not also a Faculty Representative and who is appointed to the Council in accordance with Article 12.1.1(B);

**"Optional Provision"** means a provision of any of Parts 1 to 14 or Part 18 of the Act (together with any statutory modification thereof in force at the date on which these

Articles become binding on the College) that applies to companies limited by guarantee and that:

- (a) contains a statement to the effect, or is governed by a provision elsewhere to the effect, that the provision applies save to the extent that the Constitution provides otherwise or unless the Constitution states otherwise; or
- (b) is otherwise of such import;

**"ordinary resolution"** means a resolution passed by a simple majority of the votes cast by Members of the College as, being entitled to do so, vote at a general meeting of the College;

**"Patron"** means those persons or organisations who have contributed financially to the College and who the Board wish to recognise as patrons of the College in accordance with Article 5.1;

**"President"** means the president of the College from time to time appointed in accordance with Article 12.4 and who is a Director;

**"Project Task Group"** means groups established by the Board for the sole purpose of implementing specific or defined activities within a given timeframe;

**"Registered Medical Practitioner"** means a person who is registered as a medical practitioner with the Medical Council of Ireland or with an organisation recognised by the Medical Council of Ireland in any country;

**"Restricted Transactions"** means those matters determined by the Board from time to time and set out in the Bye-Laws as requiring Board consent prior to the College's senior management performing (or procuring the performance) of such matters;

**"Seal"** means the common seal of the College;

**"Secretary"** means any person appointed to perform the duties of the secretary of the College, and shall include any temporary, assistant or acting secretary;

**"special resolution"** means a resolution passed by not less than 75 per cent of the votes cast by such Members of the College as, being entitled to do so, vote at a general meeting of the College;

**"Specific Interest Group"** means specific interest groups (with medical and non-medical expertise) who the Board determine will benefit the College and General

Practice and who the Board may invite to propose nominees for appointment to Council through the annual general meeting;

**“Specific Interest Group Council Member”** means each nominee from each Specific Interest Group who is appointed to the Council in accordance with Article 12.1.1(C);

**“Standing Committees”** means those committees that the Board from time to time determines shall be established pursuant to Article 11;

**“State”** means the territory of the Republic of Ireland;

**“Term”** means the term of office of a Director as set out in Article 8.3;

**“Vice-Chairperson”** means the vice-chairperson of the Board from time to time appointed in accordance with Article 8.5;and

**“Vice-President”** means the vice-president of the College from time to time appointed in accordance with Article 12.4.4 and who is a Director.

## **1.2 Interpretation**

1.2.1 Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender shall include the feminine gender. Words importing persons shall include corporations.

1.2.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form, including in electronic form.

1.2.3 Unless the contrary intention appears, words or expressions contained in this Constitution shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which this Constitution becomes binding on the College.

1.2.4 Headings and footnotes used in this Constitution are for convenience of reference only and shall not be considered to form part of this Constitution.

1.2.5 Subject to the requirements of any Mandatory Provision, to the greatest extent possible the provisions of this Constitution shall take precedence over the provisions of the Act.

## **2 MEMBERS**

### **2.1 Number of Members**

The number of Members at the date of adoption of this Constitution is 3,769 but the Directors may from time to time register an increase or decrease in the number of Members, subject to there being a minimum of three Members for so long as the

College benefits from charitable tax-exempt status from the Revenue Commissioners.

## **2.2 Admission of Members**

The Members shall either be:

2.2.1 Registered Medical Practitioners who:

- (A) are registered as Members in the register of members of the College at the date of adoption of this Constitution; or
- (B) satisfy the Postgraduate Training Committee of the College, through such forms of assessment as the Board may from time to time determine, that they have adequate and satisfactory training for the responsibility of General Practice, and are admitted to membership by the Directors pursuant to Article 2.2.3;

or

2.2.2 persons who are retired from General Practice and are no longer Registered Medical Practitioners but are permitted by the Directors to remain as Members.

2.2.3 Each applicant for membership of the College, pursuant to Article 2.2.1(B) above, must follow or have followed one of the routes below to become a Member:

- (A) Graduate from the College's GP training programme in Ireland; or
- (B) Receive a qualification outside of Ireland which is recognised as an equivalent qualification to that obtained by graduating from the ICGP training programme; or
- (C) Hold another General Practice qualification which is recognised by the Board.

2.2.4 Applicants for membership pursuant to Article 2.2.3(A) shall automatically become Members upon graduation from the College's GP training programme in Ireland.

2.2.5 All applicants for membership pursuant to Article 2.2.3(B) and 2.2.3(C) must:

- (A) be nominated by two existing Members; and
- (B) have completed, prior to admission to membership, training for General Practice, the length and content of which shall comply

with the requirements from time to time determined and published by the Board; and

- (C) complete such application forms as the Board may from time to time prescribe.

2.2.6 The Board shall have absolute discretion in determining whether to accept or reject an application for admission as a Member, and shall not be bound to assign any reason for its decision but shall not discriminate in any way, between applicants, under any of the grounds specified in the Equality Status Acts 2008 – 2018 (as may be amended from time to time).

### **2.3 Cessation of membership**

2.3.1 A Member shall cease to be a Member on occurrence of any of the following events:

- (A) resignation in writing to the Chairperson of the Board, such resignation to take effect no earlier than the date of service of the notice of resignation;
- (B) default of payment of the applicable annual subscription fee for a period of one year or more;
- (C) with the exception of a Member admitted pursuant to Article 2.2.2, if that Member ceases to be a Registered Medical Practitioner, unless the Board otherwise determines;
- (D) that Member is struck off or suspended on grounds of professional misconduct from the register of Medical Practitioners;
- (E) upon forfeiture for any reason of the status or qualification by virtue of which such Member qualified for membership;
- (F) the Member fails to adhere to any code of conduct of Members which may be adopted by the Board from time to time; or
- (G) the Board requires a Member to resign his membership by serving notice upon the Member terminating his membership, such termination to take effect no earlier than the date of service of the notice of termination.

2.3.2 In circumstances where a person's membership has been terminated, that person may re-apply for membership. The applicant must prove that all factors contributing to the termination of the membership have been remedied. The Board will have full discretion as to whether or not the application for re-admission will be successful, and will take account of any procedural rules recommended by the College's senior management in this regard.

2.3.3 Unless the Board otherwise determines, any Member whose membership ceases in accordance with this Article may be reconsidered for

membership once that Member has re-applied for membership through the procedures set out above and, if so determined by the Board, has paid all outstanding subscription fees (if any) that may still be outstanding from their previous period of membership.

## **2.4 Members' Rights and Obligations**

- 2.4.1 Each Member shall, on request, be entitled to be provided with a certificate of membership.
- 2.4.2 Each Member shall use his reasonable endeavours to promote the principal objects and the interests of the College and shall observe all of the College's regulations affecting him contained in, or effective pursuant to, this Constitution or the Act.
- 2.4.3 The rights of each Member shall be personal to him and shall not be transferable, transmissible or chargeable by his own act, by operation of law or otherwise.
- 2.4.4 Members shall be entitled to receive notice of all general meetings of the College, to attend, speak and to vote on any resolutions proposed thereat. Each Member shall be entitled to one vote at general meetings.
- 2.4.5 A register shall be kept by the College containing the names and addresses of all the Members, together with such particulars as may be required by the Act.

## **3 GENERAL MEETINGS**

### **3.1 General Meetings**

- 3.1.1 In accordance with the Act, general meetings are meetings of the Members and may be held by way of annual general meeting or extraordinary general meeting. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 3.1.2 An annual general meeting shall be held once in every calendar year, at such time (within a period of not more than 15 months after the holding of the last preceding annual general meeting) and place as may be determined by the Board.
- 3.1.3 Subject to the provisions of section 176 of the Act, general meetings of the Members may be held inside or outside the State, and Members may attend by means of conference or other telecommunication or electronic facility which provides them with a reasonable opportunity to participate, and if attending by such means will be deemed to be present in person at



such meeting and shall be entitled to vote and be counted in a quorum accordingly.

- 3.1.4 The College may hold general meetings via electronic communication technology for as long as this is permitted by legislation.

### **3.2 Notice of General Meetings**

- 3.2.1 Subject to section 181 of the Act, a meeting of the Members, other than an adjourned meeting, shall be called in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice, and in the case of any other extraordinary general meeting, by not less than 7 days' notice.
- 3.2.2 A meeting of the Members shall, notwithstanding that it is called by shorter notice than that specified in Article 3.2.1, be deemed to have been duly called if it is so agreed by all the Members entitled to attend and vote at the meeting and (unless no statutory auditors of the College stand appointed in consequence of the College availing itself of the audit exemption under section 360 or 365 of the Act, and, where relevant, section 399 of the Act has been complied with in that regard), the statutory auditors of the College.
- 3.2.3 The notice of a meeting shall specify the place(s), the date and the time of the meeting, the general nature of the business to be transacted at the meeting and, in the case of a proposed special resolution, the text or substance of that proposed special resolution and with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy, that a proxy must be a Member, and the time by which the proxy must be received at the registered office of the College.
- 3.2.4 In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
- 3.2.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 3.2.6 The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as are provided for in section 178 of the Act (as modified by section 1203 of the Act).
- 3.2.7 If at any time there are not sufficient Directors capable of acting to form a quorum, any Director or any Member may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
- 3.2.8 Notice of every general meeting of the Members shall be given in the manner provided for in these Articles to such persons as are under the Act and these Articles entitled to receive notices from the College

including every Member, every person being a personal representative or the official assignee in bankruptcy of a Member (where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting), and the statutory auditors for the time being of the College (unless the audit exemption referred to in Article 3.2.2 is in place).

## **4 PROCEEDINGS AT GENERAL MEETINGS**

### **4.1 Proceedings at General Meetings**

4.1.1 The business of the annual general meeting shall include:

- (A) the consideration of the College's statutory financial statements and the report of the Directors and, unless the College is entitled to and has availed itself of the audit exemption under section 360 or section 365 of the Act, the report of the statutory auditors on those statements and that report;
- (B) the review by the Members of the College's affairs;
- (C) announcing the retirement of Directors;
- (D) announcing the appointment of the persons who will fill the roles of Vice-President, President and the Immediate Past-President for the coming year as determined by Article 12.4;
- (E) announcing the appointment of new External Board Appointees to the Board as determined by Article 8.2.8;
- (F) announcing the appointment of Faculty Representatives to Council as determined by Article 12.1.1(A);
- (G) voting on the appointment of Non-Faculty Representative Council Members in accordance with Article 12.1.1(B);
- (H) announcing the nominees from Specific Interest Groups in accordance with Article 12.1.1(C);
- (I) the appointment or re-appointment of the statutory auditors (if applicable); and
- (J) authorising the Directors to fix the remuneration of the auditors (if applicable).

### **4.2 Quorum for General Meetings**

4.2.1 Save as herein otherwise provided, fifty (50) Members present in person or by proxy shall be a quorum. Members attending a meeting by way of conference or other telecommunication or electronic facility will be

deemed to be present in person at such meeting in accordance with Article 3.1.3.

- 4.2.2 No business shall be transacted at any general meeting unless a quorum of Members is present both at the time when the meeting proceeds to business and during the currency of the meeting.
- 4.2.3 If within half an hour after the time appointed for a general meeting a quorum is not present, then the meeting, if convened upon the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

### **4.3 Chairperson of General Meetings**

The Chairperson of the Board shall preside as chairperson at every general meeting of the Members, or if there is no such Chairperson of the Board, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chairperson shall act in his place. In the absence of the Chairperson and the Vice-Chairperson, the Directors present shall elect one of their number to be chairperson of the meeting. If at any meeting, no Director is willing to act as chairperson or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to chair the meeting.

### **4.4 Adjournment of General Meetings**

- 4.4.1 The Chairperson may, with the consent of any meeting at which a quorum is present, (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.4.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 4.4.3 When a meeting is adjourned for 29 days or less, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

### **4.5 Voting at General Meetings**

- 4.5.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands (or if the meeting is being held by way of conference or other telecommunication or electronic facility, by way of

voice indication or other electronic indication) unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (A) by the Chairperson,
- (B) by at least three Members present in person or by proxy, or
- (C) by any Member or Members present in person or by proxy and representing not less than 10 per cent of the total voting rights of all the Members concerned having the right to vote at the meeting.

- 4.5.2 At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it). A demand for a poll may be withdrawn by the person or persons who have made the demand.
- 4.5.3 Subject to Article 3.1.3, every Member present in person or by proxy at a general meeting shall have one vote.
- 4.5.4 No objection shall be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or 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.
- 4.5.5 Unless a poll is so demanded (and the demand not be withdrawn), a declaration by the Chairperson that a resolution has, on a show of hands (or if the meeting is being held by way of conference or other telecommunication or electronic facility, by way of voice indication or other electronic indication), been carried or carried unanimously or by a particular majority or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 4.5.6 Except as provided in Article 4.5.8, if a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
- 4.5.7 Where there is an equality of votes, whether on a show of hands (or if the meeting is being held by way of conference or other telecommunication or electronic facility, by way of voice indication or other electronic indication) or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
- 4.5.8 A poll demanded on the election of the position of Chairperson of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon

which a poll has been demanded may be proceeded with pending the taking of the poll.

- 4.5.9 Subject to sections 191 to 198 of the Act, a resolution in writing signed by all the Members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Members duly convened and held, and if described as a special resolution, shall be deemed to be a special resolution within the meaning of the Act. A resolution in writing made pursuant to this Article 4.5.9 may consist of one document or two or more documents in like form each signed by one or more Members. For the avoidance of doubt, electronic signature (including email signature) will suffice for written resolutions of the Members.

#### **4.6 Voting by Proxy**

- 4.6.1 Votes may be given either personally, or by proxy. A proxy shall have the same right as the Member appointing him to speak at the meeting and to vote on a show of hands and on a poll.
- 4.6.2 A Member shall not be entitled to appoint more than one proxy to attend on the same occasion. A proxy must be a Member.
- 4.6.3 The instrument appointing a proxy (the “**instrument of proxy**”) shall be in writing under the hand of the appointer or of his attorney duly authorised in writing.
- 4.6.4 The instrument of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the registered office of the College (or at such other place within the State as is specified for that purpose in the notice convening the meeting), and shall be so deposited not later than five business days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote,

or, in the case of a poll, not later than five business days before the time appointed for the taking of the poll.

- 4.6.5 The depositing of the instrument of proxy (or other document) referred to in Article 4.6.4 may, rather than posting or delivering it, be effected by communicating the instrument to the College by electronic means.
- 4.6.6 An instrument of proxy shall be in the following form or a form as near thereto as circumstances permit:

*The Irish College of General Practitioners Company Limited by Guarantee (the "College")*

*I/We, [insert] (the "Member") of [insert] in the County of [insert] being a Member/Members of the College, [insert] hereby appoint [insert] of [insert] or failing them [insert] of [insert] as my/our proxy to attend, speak and vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the College to be held on the day of and at any adjournment thereof.*

<i>Voting instructions to Proxy (choice to be marked with an 'x')</i>				
<i>Number or description of resolution:</i>	<i>or of</i>	<i>In favour</i>	<i>Abstain</i>	<i>Against</i>
<i>1</i>				
<i>2</i>				
<i>3</i>				

*Unless otherwise instructed, the proxy will vote as they think fit.*

*Signature of Member.....*

*Dated: [date].....*

- 4.6.7 The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 4.6.8 A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed, if no notice in writing of such death, insanity or revocation as aforesaid is received by the College at the registered office of the College

before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **5 INTERESTED PARTIES**

### **5.1 Patrons**

5.1.1 The Board may appoint persons or entities for patronage, who have made substantial financial contributions to the College and shall name such persons Patrons.

5.1.2 Patrons may be invited to attend general meetings of the College at the discretion of the Board. The office of Patron does not give rise to a right to membership.

### **5.2 Honorary Fellows**

5.2.1 The Board may appoint persons who have eminently distinguished themselves in the science of General Practice, patient care or health care for honorary recognition by the College and shall name such persons Honorary Fellows. Such persons may not already be Members of the College.

5.2.2 Honorary Fellows may be invited to attend general meetings of the College at the discretion of the Board. The office of Honorary Fellow does not give rise to a right to membership.

### **5.3 Associates**

5.3.1 Persons may apply for Associateship of the College if they are fully Registered Medical Practitioners with the Medical Council of Ireland or hold equivalent overseas status approved by the Medical Council of Ireland.

5.3.2 Individuals shall be admitted as Associates by a decision of the Board.

5.3.3 Associates shall be entitled to receive notice of all general meetings of the College and to attend and speak at such meetings. Associates shall have no right to vote on any resolutions proposed at general meetings. Associates shall not be Members.

### **5.4 Associate Trainees**

5.4.1 Every Registered Medical Practitioner who is undertaking an approved specialist training programme in General Practice, recognised by the College, shall be an Associate Trainee.

5.4.2 Associate Trainees shall be entitled to receive notice of all general meetings of the College and to attend and speak at such meetings.

Associate Trainees shall have no right to vote on any resolutions proposed at general meetings. Associate Trainees shall not be Members.

## **6 BYE-LAWS**

- 6.1 Bye-Laws may be adopted, amended or rescinded by the Board for the management of the business, affairs and governance of the College. These Bye-Laws may be passed by the Board. When passed, the Bye-Laws shall indicate when they will become effective, provided that no Bye-Law shall be made under this Article which would amount to such an alteration of these Articles as would only be made by special resolution passed in accordance with the Act.
- 6.2 The Bye-Laws may include provisions relating to the qualifications required of Interested Parties, application procedures and application fees, reductions and exemptions from annual subscription fees of Members and Interested Parties.

## **7 SUBSCRIPTION FEES**

- 7.1 Each Member and Associate (if so determined by the Board) shall pay to the College an annual subscription fee which shall be due on 1 January in each calendar year.
- 7.2 The categories and amounts of subscription fees shall be determined by the Board on an annual basis (by a two-thirds majority vote of those Directors present and voting), with such input from the Council as the Board deems necessary.

## **8 BOARD OF DIRECTORS**

### **8.1 Directors' powers of management**

- 8.1.1 The business of the College shall be managed by the Directors, who may exercise all such powers of the College as are not, by the Act or by this Constitution, required to be exercised by the Members in general meeting, but subject to:
- (A) the provisions of this Constitution;
  - (B) the provisions of the Act; and
  - (C) such directions, not being inconsistent with the foregoing provisions, as the Members in general meeting may (by special resolution) give, provided that no direction given by the Members in general meeting shall invalidate any prior act of the



Directors which would have been valid if that direction had not been given.

## **8.2 Appointment of Directors**

- 8.2.1 Any purported appointment of a Director without that Director's consent shall be void.
- 8.2.2 The Board shall be comprised of no less than eleven (11) and no more than fifteen (15) Directors.
- 8.2.3 The Board shall be comprised of:
- (A) the President, the Vice-President and the Immediate Past-President, appointed ex officio in accordance with Article 8.2.6;
  - (B) a maximum of ten (10) Council Members, who shall be elected to the Board in accordance with Article 8.2.7;
  - (C) a minimum of two (2) and a maximum of four (4) External Board Appointees appointed to the Board in accordance with Article 8.2.8; and
  - (D) a maximum of one (1) co-opted Director, who may be appointed by the Board in accordance with Article 8.2.9.
- 8.2.4 The Board may invite such persons as it deems fit to attend and participate in Board meetings provided however that such invitees shall not be entitled to vote on any matters thereat and shall leave any such meeting at the request of the Chairperson of the Board where he deems, in his absolute discretion, that any matter for discussion is of sufficient importance as to request that some or all invitees be excused either permanently or temporarily.
- 8.2.5 Members of the College's senior management as the chief executive officer of the College and/or Chairperson of the Board may request, shall (save for exceptional circumstances) be in attendance at all Board meetings.
- 8.2.6 The Vice-President, President and Immediate Past-President shall serve as Directors during their respective terms of office as set out in Article 8.3.3. Each person who is elected as Vice-President shall serve on the Board until such time as he ceases to be the Immediate Past-President.
- 8.2.7 A maximum of ten (10) Council Board Appointees shall be elected to the Board by the Council in accordance with the procedures set out in the Bye-Laws.
- 8.2.8 The Nominations Committee shall be responsible for identifying, interviewing and proposing up to a maximum of 4 external candidates to the Board for election as the External Board Appointees. Such candidates must be external to the College and the medical profession generally, meaning that they may not be Members or Registered Medical

Practitioners in the specialty of General Practice. The Nominations Committee, in deciding on the suitability of such additional persons for appointment by the Board, shall ensure that any candidate shall have sufficient expertise in one or more of the following vocations: health policy or academia, governance, finance, legal, HR, project management and / or such other competencies as may be determined by the Board. If the Board by majority approves of any candidate proposed by the Nominations Committee, that candidate shall be appointed to the Board as an External Board Appointee. If the Board votes against appointing such nominee to the Board, the Nominations Committee shall seek to identify other candidates for proposal to the Board to fill any such vacancy.

- 8.2.9 If the Board determines that the appointment of one additional Director is necessary, the Board may co-opt up to one (1) additional Director, subject to ensuring adherence to the maximum number of Directors permitted by Article 8.2.2. A Director appointed in this manner shall hold office only until the annual general meeting following his appointment, at which time, his appointment may be ratified by the Members. If such appointment is not ratified, the individual shall cease to be a Director with immediate effect. If such appointment is ratified, the Director shall continue to hold office as a Director. Any Director appointed in accordance with this Article, shall (for the purpose of determining the length of his Term only and for no other purpose) be deemed to have commenced his Term at the annual general meeting at which his or her appointment is ratified by the Members).

### **8.3 Term of office**

- 8.3.1 Subject to the provisions of this Article 8.3, the Term of each Director shall be three years, such time period to commence (for all Directors save for the Vice-President, President and Immediate Past-President) on the date of the next annual general meeting following his appointment. This means that a Director's complete term in office may be longer than three calendar years, but should not be longer than four years.
- 8.3.2 Subject to Article 8.3.7, Directors may serve a maximum of two consecutive Terms.
- 8.3.3 The Vice-President, President and Immediate Past-President shall serve as Directors during their respective terms of office. The office of Vice-President, President and Immediate Past-President shall each be for a one year term (or, if earlier, until the next annual general meeting following appointment). The Vice-President, President and Immediate Past-President shall therefore each hold office as Directors only while in office

as Vice-President, President and Immediate Past-President, that is to say, for three years.

- 8.3.4 External Board Appointees shall be deemed to have commenced their Term either at the annual general meeting or, if not, from the date of the annual general meeting immediately following their appointment.
- 8.3.5 At every annual general meeting, the outgoing Immediate Past-President shall retire from office.
- 8.3.6 At every annual general meeting, each of the Directors who have been in office for a full Term shall retire from office.
- 8.3.7 Notwithstanding Articles 8.3.2 and 8.3.8, upon expiration of an External Board Appointee's second Term and on a case-by-case basis, the Board may extend an External Board Appointee's term for such further period as the Board determines, if the Board considers that it is in the best interests of the Company to do so. Alternatively, the Board may appoint a different person as an External Board Appointee.
- 8.3.8 Save as provided in Article 8.3.7, any Director who has served two consecutive Terms in office shall only be eligible for re-appointment or re-election to the Board upon the expiration of three years following completion of his last Term.
- 8.3.9 The Council shall appoint such required number of Council Board Appointees to fill any office vacated, or to be vacated, by a retiring Council Board Appointee. In default, the retiring Council Board Appointee shall, if offering himself for re-election, be deemed to have been re-elected (subject to these Articles), unless at such meeting it is expressly resolved not to fill such vacated office.
- 8.3.10 When appropriate, including in anticipation of the retirement of an External Board Appointee, the Nominations Committee shall identify and propose candidates to the Board to fill the office vacated by a retiring External Board Appointee. If the Nominations Committee fail to identify a suitable replacement, or, if, when retiring the External Board Appointee offers himself for re-appointment and his re-appointment is approved by a majority of the Board, such External Board Appointee shall be deemed to have been re-appointed (subject to these Articles).
- 8.3.11 The Members may from time to time by ordinary resolution increase or reduce the number of Directors.
- 8.3.12 If a Director is removed or retires from office prior to expiry of that Director's Term and:
  - (A) that Director was an External Board Appointee, the Nominations Committee shall identify candidates for proposal to the Board; or
  - (B) that Director was a Council Board Appointee (or Vice-President, President or Immediate Past-President), the Council shall

convene a meeting for the purpose of electing another Council Board Appointee,

in each case, for the purpose of filling the vacancy, as soon as reasonably practicable following such removal or retirement. Any Director appointed in accordance with this Article, shall (for the purpose of determining the length of his Term only and for no other purpose) be deemed to have commenced his Term at the annual general meeting immediately following his appointment.

#### **8.4 Removal of Directors and vacation of office**

8.4.1 The Members may by ordinary resolution remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the College and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the College.

8.4.2 The office of Director shall be vacated if:

- (A) the Director holds any office or place of profit in the College save as permitted by section 89 of the Charities Act (once commenced);
- (B) the Director is disqualified from being a charity trustee of any charitable organisation pursuant to section 55 of the Charities Act;
- (C) the Director is adjudged bankrupt, or being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction, or

- makes any arrangement or composition with his creditors generally;
- (D) the Director becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act;
  - (E) the health of the Director is such that he can no longer be reasonably regarded as possessing an adequate decision making capacity;
  - (F) the Director resigns his office by notice in writing to the College;
  - (G) the Director becomes a restricted person within the meaning of Chapter 3 of Part 14 of the Act and the Directors resolve that his office be vacated;
  - (H) the Director is convicted of an indictable offence;
  - (I) the Director is directly or indirectly interested in a contract with the College and fails to declare the nature of his interest in the manner required by section 231 of the Act;
  - (J) the Director is requested in writing by all his co-Directors to resign;
  - (K) the Director (other than an External Board Appointee or a Director co-opted pursuant to Article 8.2.3(D)) ceases to be a Member for whatever reason (including for non-payment of subscription fees);
  - (L) the Director (other than an External Board Appointee or a Director co-opted pursuant to Article 8.2.3(D)) is struck off or suspended from the register of Medical Practitioners (or such other similar body as the Board may determine); or
  - (M) the Director no longer holds the position which entitles him to be a Director.

## **8.5 Chairperson and Vice-Chairperson of the Board**

- 8.5.1 The Directors shall, at the first meeting following the retirement or departure of the previous Chairperson of the Board, elect the Chairperson of the Board.
- 8.5.2 Only Directors who are Members may stand for election as Chairperson of the Board.
- 8.5.3 The Directors may also elect a Vice-Chairperson of the Board, on such terms as they consider appropriate. The Vice-Chairperson shall act in place of the Chairperson in the Chairperson's absence or unavailability,

and, in that event, shall exercise all such powers as are specified within the Articles as being powers of the Chairperson.

- 8.5.4 If at any meeting, neither the Chairperson of the Board nor the Vice-Chairperson are not present within 15 minutes after the time appointed for holding the same (or if no Chairperson of the Board or Vice-Chairperson have yet been appointed), the Directors present may choose one of their number to be chairperson of the meeting.

## **9 POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

### **9.1 Borrowing powers**

The Board may exercise all the powers of the College to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligations of the College.

### **9.2 Specific duties of the Board**

- 9.2.1 The ultimate decision-making body of the College shall be the Board which shall have the following core functions:
- (A) in conjunction with the College's senior management and in consultation with Council, determining the strategic direction of the College;
  - (B) reviewing, approving and monitoring the implementation of strategic and business plans for the College and designating the relevant power and authority to Standing Committees and Project Task Groups for this purpose;
  - (C) ensuring adequate resources are in place to enable the College to continue its day-to-day business, and to ensure the the College's senior management are utilising resources in an efficient and effective manner for this purpose;
  - (D) overseeing the appointment of the chief executive officer and, in conjunction with the chief executive officer, the appointment of other members of the College's senior management;
  - (E) determining and reviewing the chief executive officer's remuneration; via the Remuneration Committee (a subcommittee of Board) monitoring legal and policy compliance in conjunction with the the College's senior management and the relevant Standing Committees.
- 9.2.2 The Board may delegate the management and day to day running of the business of the College to the College's senior management subject nevertheless to the College's senior management obtaining the prior

consent of the Board before carrying out or performing any Restricted Transactions.

- 9.2.3 The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the College for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 9.2.4 Any Director, or member of the College's senior management, if the Board so resolve for this purpose, shall have the power to authenticate any documents affecting the Constitution of the College, and any resolutions passed by the College or the Board, and any books, records, documents and accounts related to the affairs of the College, and to certify copies thereof or extracts therefrom as true copies and extracts.
- 9.2.5 A document purporting to be a copy of a resolution of the Board, or an extract from the minutes of a meeting of the Board, which is certified as such in accordance with the foregoing provisions will be conclusive evidence in favour of all persons dealing with the College, upon the face thereof, that such resolution has been duly passed, or as the case may be, that such extract is true and accurate record of the duly constituted meeting of the Board.
- 9.2.6 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the College, 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 Directors shall from time to time by resolution determine.

- 9.2.7 The Directors shall cause minutes to be made in books provided for the purpose:
- (A) of all appointments of officers made by the Directors;
  - (B) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and
  - (C) of all resolutions and proceedings at all meetings of the Members and of the Directors and of committees of Directors.
- 9.2.8 Any such minute, if purporting to be signed by the Chairperson of the meeting at which the proceedings were held, or by the Chairperson of the next succeeding meeting, shall be evidence of the proceedings.

## **10 PROCEEDINGS OF THE BOARD OF DIRECTORS**

### **10.1 Regulation of meetings of the Board of Directors**

- 10.1.1 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 10.1.2 The Board shall hold a minimum of four meetings every year.
- 10.1.3 A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
- 10.1.4 All Directors shall be entitled to reasonable notice of any meeting of the Directors but, if the Directors so resolve, it shall not be necessary to give notice of a meeting of the Directors to any Director who, being resident in the State, is for the time being absent from the State.
- 10.1.5 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Any such resolution in writing for all purposes shall take effect upon the Secretary confirming that each Director has signed the resolution in writing (either upon receipt at the registered office of the College of all such several documents, by email or facsimile transmission or otherwise, or upon receipt by email to the Secretary). For the avoidance of doubt, electronic signature (including email signature) will suffice for written resolutions of the Directors.
- 10.1.6 Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of a conference or other telecommunication or electronic facility between some or all of the Directors, or as the case may be, members of the committee who are not all in one place, but each of whom is able, (directly or by means of telephonic, video or other electronic communication) to speak to each of



the others and to be heard by each of the others. Any Director or member of a committee participating at such a meeting will be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.

10.1.7 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

10.1.8 A Director may waive notice of any meeting, and such waiver may be retrospective.

## **10.2 Voting at meetings of the Board**

10.2.1 Questions arising at any meeting shall be decided by a majority of votes.

10.2.2 Where there is an equality of votes, the Chairperson of the Board shall have a second or casting vote.

## **10.3 Quorum for meetings of the Board**

10.3.1 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be seven (7). Notwithstanding this, Board meetings shall not proceed unless either the Chairperson of the Board, or a Director nominated by him, is present.

10.3.2 For the avoidance of doubt, Directors present by way of conference or other telecommunication or electronic facility shall be counted in the quorum, in accordance with Article 10.1.6.

10.3.3 The continuing Directors or a sole Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed for the quorum, they may act only for the purposes of filling vacancies or calling a general meeting.

# **11 COMMITTEES**

## **11.1 Establishment and regulation of committees**

11.1.1 The Directors may establish one or more committees, consisting of such number of Directors as they think fit, for such purposes, and with such functions as the Directors shall determine and, without prejudice to section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees.

11.1.2 The Board may from time to time as it sees fit increase or decrease the number of Standing Committees and, if it so resolves, establish and

determine the objectives for any new Standing Committees or disband any existing Standing Committees.

## **11.2 General committee provisions**

- 11.2.1 Any committee formed by the Directors shall, in the exercise of the powers delegated to it, conform to any regulations that may be imposed on it by the Directors.
- 11.2.2 All committees established by the Directors shall be responsible to and report to the Directors.
- 11.2.3 Each Committee shall comprise such number (if any) of Council Members, the College's senior management and any other external persons that the Board in its absolute discretion considers appropriate. The Board shall procure that Council Members have the opportunity to sit on at least one committee.

## **11.3 Proceedings of committees**

- 11.3.1 The Board shall appoint a chairperson of each committee. If the chairperson of a committee is not present after the time appointed for the holding of a meeting of the committee, the committee members present may choose one of its number to be chairperson of that particular meeting.
- 11.3.2 A committee may meet and adjourn as it thinks proper.
- 11.3.3 Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and where there is an equality of votes, the chairperson shall have a second or casting vote.

# **12 THE COUNCIL**

## **12.1 Composition**

- 12.1.1 The Council shall be comprised of:
  - (A) that number of Faculty Representatives, as determined in the Bye-Laws, which each Faculty may elect to Council provided

that no Faculty is permitted to elect more than two Faculty Representatives to Council;

- (B) a maximum of five (5) Non-Faculty Representative Council Members, to be appointed by the Members at annual general meeting; and
- (C) Such number of Specific Interest Group Council Members as are appointed at the first Council Meeting following the annual general meeting; and
- (D) the President, Vice-President and Immediate Past President.

## **12.2 Election to the Council**

- 12.2.1 The election of persons to the Council shall take place in accordance with the detailed rules set out within the Bye-Laws.

## **12.3 Tenure**

- 12.3.1 Subject to Article 12.4, the term of office of each Council Member shall be three years. Following completion of a three-year term on the Council, an individual may be re-elected to the Council following expiration of at least a one-year period. All changes to Council membership shall take place at the annual general meeting.
- 12.3.2 A Council Meeting shall be held immediately or as soon as reasonably practicable following the annual general meeting at which those Council Members appointed to Council at that annual general meeting shall vote on:
  - (A) The appointment of the Specific Interest Group Council Members; and
  - (B) the election of a Council Member as Vice-President in accordance with Article 12.4.4.

## **12.4 President, Vice-President and Immediate Past-President**

- 12.4.1 The role of the President of the College is to chair meetings of the Council and to serve as the College's representative in the public domain, both in Ireland and abroad. The roles of the Vice-President and Immediate Past-President are to support the President in fulfilling this function.
- 12.4.2 The office of Vice-President, President and Immediate Past-President shall each be for a one year term (or, if earlier, until the next annual general meeting following appointment) and while in office the Vice-

President, President and Immediate Past-President shall automatically sit on Council and the Board.

- 12.4.3 Upon the expiry of the President's term:
- (A) he or she shall be automatically succeeded by the incumbent Vice- President; and
  - (B) he or she shall automatically be appointed as Immediate Past-President.
- 12.4.4 All current and former Council Members (save for the President and Immediate Past-President) shall be eligible for election as Vice-President by the current Council Members. Voting procedures shall at all times be carried out in accordance with the Bye-Laws.

## **12.5 Proceedings at Council Meetings**

- 12.5.1 Council will hold meetings at least two times each year (in addition to the first Council Meeting held in accordance with Article 12.3.2).
- 12.5.2 Directors, the Chairperson of the Board, the chief executive officer, and the Company Secretary may attend Council meetings, on the invitation of the Council. Directors shall not have a vote at Council meetings unless they are on the Council.
- 12.5.3 Council Members may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the President (or, in his absence the Vice-President) shall have a second or casting vote.
- 12.5.4 The quorum necessary for the transaction of the business of the Council shall be no less than twelve (12) Council Members present in person.
- 12.5.5 Any Council Member may participate in a meeting of the by means of a conference or other telecommunication or electronic facility between some or all of the Council Members who are not all in one place, but each of whom is able, (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others. Any Council Member participating at such a meeting

will be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.

## **12.6 Functions of Council**

12.6.1 The principal functions of the Council shall be:

- (A) to act in an advisory and consultancy capacity to the Board in relation to policy matters;
- (B) to make recommendations for consideration at forthcoming Board meetings;
- (C) to consider motions from the Faculties;
- (D) to review reports prepared by the Board;
- (E) to contribute, as requested by the Board, to strategic plans, decisions and activities undertaken by the College; and
- (F) to elect Directors to the Board in accordance with Article 8.2.7 and the procedures set out in the Bye-Laws.

## **13 SECRETARY**

### **13.1 Company secretary**

- 13.1.1 The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.
- 13.1.2 The Directors may appoint an assistant or deputy secretary and any provision in these Articles requiring or authorising a thing to be done by or to the Secretary shall be satisfied by it being done by or to the assistant or deputy secretary.
- 13.1.3 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its

being done by or to the same person acting both as Director and as, or in place of, the Secretary.

- 13.1.4 The Directors have a duty to ensure that the person appointed as Secretary has the skills or resources necessary to discharge his statutory and other duties.

## **14 THE SEAL**

### **14.1 Use of the Seal**

- 14.1.1 The Seal shall be used only by the authority of the Board or of a committee of the Board authorised by the Board in that behalf.
- 14.1.2 Any instrument to which the Seal shall be affixed shall be signed by a Director or by some other person appointed for the purpose by the Directors or by a foregoing committee of them and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors or by a foregoing committee of them for that purpose.
- 14.1.3 If a registered person has been authorised by the College under section 39(1) of the Act, the Seal may be used by such person and any instrument to which the Seal shall be affixed when it is used by the registered person shall be signed by that person and countersigned:
- (A) by the Secretary or a Director; or
  - (B) by some other person appointed for the purpose by the Directors or a committee of the Directors authorised by the Directors in that behalf.

## **15 ACCOUNTS**

### **15.1 Preparation and keeping of accounts**

- 15.1.1 The Board shall cause adequate accounting records to be kept relating to:
- (A) all sums of money received and expended by the College and the matters in respect of which the receipt and expenditure takes place;
  - (B) the assets and liabilities of the College; and
  - (C) all sales and purchases of goods by the College.
- 15.1.2 Adequate accounting records shall be deemed to have been maintained if they explain the College transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the College.
- 15.1.3 The accounting records shall be kept at the registered office of the College or, subject to section 283 of the Act, at such other place as the Board

thinks fit, and shall at all reasonable times be open to the inspection of the Directors.

15.1.4 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the College shall be open to the inspection of Members who are not Directors, and no Member (not being a Director) shall have any right of inspection of any accounting records or document of the College except as conferred by statute or authorised by the Directors or by the Members in general meeting.

15.1.5 The administration of all funds of the College shall be subject to the control of the Board. The Board shall have power to prescribe the persons who shall have power to give receipt for money received, to sign cheques, to enter into contracts and to impose liability upon or on behalf of the College and to pledge the credit of the College.

## **15.2 Laying of accounts before Annual General Meeting**

15.2.1 The Directors shall from time to time in accordance with Chapter 4 of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Members such profit and loss account, balance sheet, and reports as are required by that Chapter to be prepared and laid before the annual general meeting of the Members.

15.2.2 A copy of the balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Members together with a copy of the Directors' report and statutory auditors' report (if applicable) shall, not less than 21 days before the date

of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

## **16 AUDIT**

Auditors shall be appointed as required by the Act and their duties regulated in accordance with the provisions of the Act dealing with such matters.

## **17 NOTICES**

- 17.1 A notice may be given by the College to any Member either in writing or by electronic means subject to the provisions of this Article 17.
- 17.2 A notice in writing may be served on or given to the Member in one of the following ways:
- 17.2.1 by delivering it by hand to the Member;
  - 17.2.2 by leaving it at the usual or notified address of the Member;
  - 17.2.3 by sending it by post in a prepaid letter or by courier to the usual or notified address of the Member; or
  - 17.2.4 by electronic means.
- 17.3 Any notice served or given in accordance with the provisions of Article 17.2 shall be deemed, in the absence of any agreement to the contrary between the College and the Member, to have been served or given:
- 17.3.1 in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
  - 17.3.2 in the case of it being left, at the time that it is left;
  - 17.3.3 in the case of it being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after dispatch and in the case of its being posted (to such an address):
    - (A) on a Friday – 72 hours after dispatch; or
    - (B) on a Saturday or Sunday – 48 hours after dispatch;
  - 17.3.4 in the case of it being posted (to an address outside the State) on any day other than a Friday, Saturday or Sunday, 24 hours after dispatch and in the case of its being posted (to such an address):
    - (A) on a Friday – 168 hours after dispatch; or
    - (B) on a Saturday or Sunday – 120 hours after dispatch; or,



17.3.5 in the case of electronic mail, at the time it was sent,

but subject to section 181(3) of the Act (as reproduced at Article 17.4 of these Articles) regarding notice of general meetings.

17.4 Notwithstanding any provision of Article 17, where notice of a general meeting is given by posting by ordinary prepaid post to the usual or notified address of a Member, then, for the purposes of an issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.

## **18 WINDING-UP**

If the College shall be wound up, the provisions contained in clause 8 of the Memorandum shall be performed and have effect in all respects as if the same were repeated in these Articles.

## **19 INDEMNITY**

Subject to the provisions of the Act every Director or member of a committee appointed by the Board or any agent of the Board or such a committee, auditors, Secretary and every other officer for the time being of the College shall be indemnified out of the assets of the College against any liability incurred by any of them in defending any proceedings, whether civil or criminal, in relation to their acts while acting in such capacity where judgment is given in their favour or in which they are acquitted, or in connection with any application under section 233 of the Act in which relief is granted to them by the Court.

## **20 OPTIONAL PROVISIONS**

The Optional Provisions of the Act listed in column 1 below shall not apply to the College. To the extent that a given Optional Provision has been replaced by or

restated in or dis-applied by these Articles or by the Memorandum, this is identified in column 2 below.

	<b>COLUMN 1</b>	<b>COLUMN 2</b>
1.	OPTIONAL PROVISION OF THE ACT	CORRESPONDING PROVISION OF THESE ARTICLES (IF ANY)
2.	Section 43(2)(a) and (b) (common seal);	Restated at Article 14.1.1 and 14.1.2
3.	Section 43(3) (common seal);	Restated at Article 14.1.3
4.	Section 144(3)(a) (appointment of directors);	Replaced by a bespoke provision at Article 8.2
5.	Section 144(3)(b) (directors may fill a casual vacancy);	Dis-applied
6.	Section 144(3)(c) (directors appointed by casual vacancy hold office until next annual general meeting);	Dis-applied
7.	Section 144(3)(d) (company may increase or reduce the number of directors);	Restated at Article 8.3.11
8.	Section 144(3)(e) (company may appoint another person in place of a removed director);	Dis-applied
9.	Section 148(2) (vacation of office);	Replaced by a bespoke provision at Article 8.4.2
10.	Section 155(2) (remuneration of directors set by the directors);	Dis-applied – No remuneration for Directors (as detailed at clause 9 of the Memorandum)
11.	Section 155(3) (directors expenses);	Restated at clause 9.1.4 of the Memorandum
12.	Section 158(1) (business of a company to be managed by its directors);	Restated at Article 8.1.1
13.	Section 158(2) (directions given by a company do not invalidate prior acts of the directors);	Restated at Article 8.1.1(C)
14.	Section 158(3) (directors of the company may exercise powers to borrow, mortgage or charge);	Restated at Article 9.1
15.	Section 158(4) (directors may delegate their powers to committees);	Restated at Article 11.1.1
16.	Section 159 (managing director);	Dis-applied - No managing director
17.	Section 160(1) (directors may meet for the dispatch of business);	Restated at Article 10.1.1

18.	Section 160(2) (questions arising at a meeting of the directors shall be decided by a majority of votes);	Restated at Article 10.2
19.	Section 160(3) (summoning meetings of the directors);	Restated at Article 10.1.3
20.	Section 160(6) (quorum for meeting of directors);	Replaced by a bespoke provision at Article 10.3.1
21.	Section 160(7) (directors acting below a quorum);	Restated at Article 10.3.3
22.	Section 160(8) (directors may elect a chairperson);	Replaced by a bespoke provision at Article 8.5
23.	Section 160(9) (directors may establish committees);	Restated at Article 11.1.1
24.	Section 160(10) (a committee may elect a chairperson);	Replaced by a bespoke provision at Article 11.3.1
25.	Section 160(11) (a committee may meet and adjourn);	Restated at Article 11.3.1
26.	Section 160(12) (questions arising at a committee meeting shall be decided by a majority of votes);	Restated at Article 11.3.3
27.	Section 161(1) (written resolutions of directors);	Restated with amendments at Article 10.1.5
28.	Section 161(5) (taking effect of counterpart resolutions);	Replaced by a bespoke provision at Article 10.1.5
29.	Section 161(6) (joining meetings by telephonic or electronic means);	Restated at Article 10.1.6
30.	Section 164 (signing, drawing etc of negotiable instruments and receipts);	Restated at Article 9.2.1
31.	Section 165 (alternate directors);	Dis-applied – no alternates
32.	Section 181(6) (accidental omission to give notice of a meeting);	Restated at Article 3.2.5
33.	Section 182(2) (quorum for general meeting);	Replaced by a bespoke provision at Article 4.2.1
34.	Section 182(5) (dissolution and adjournment of general meeting);	Replaced by a bespoke provision at Article 4.2.3
35.	Section 183(1) as modified by Section 1205 (proxies);	Replaced by a bespoke provision at Article 4.6.1
36.	Section 183(3) (no entitlement to appoint more than one proxy);	Restated at Article 4.6.2
37.	Section 183(6) (time for receipt of proxies);	Replaced by a bespoke provision at Article 4.6.4

38.	Section 186(d) (business of annual general meeting – election and re-election of directors);	Explicitly adopted at Article 4.1
39.	Section 187(2) (chair of general meetings);	Replaced by a bespoke provision at Article 4.3
40.	Section 187(4) – (6) (proceedings at meetings);	Restated at Article 4.4
41.	Section 187(7)(a) and (b) (resolutions put to vote at general meeting);	Replaced by bespoke provisions at Article 4.5.1 and Article 4.5.5
42.	Section 187(8) (chairperson entitled to a second or casting vote at general meeting);	Restated at Article 4.5.7
43.	Section 188(6) as modified by Section 1206 (entitlement of members to vote at general meeting where monies payable to the company are in arrears);	Dis-applied – Members may vote where monies immediately payable to the company are in arrears
44.	Section 188(7) (objections to the qualification of voters);	Restated at Article 4.5.4
45.	Section 188(8) (objection to be referred to the chairperson);	Restated at Article 4.5.4
46.	Section 189(4) (taking of polls in such manner as the chairperson directs);	Restated at Article 4.5.6
47.	Section 189(5) (certain polls to be taken forthwith);	Restated at Article 4.5.8
48.	Section 189(6) (certain polls to be taken at such time as the chairperson directs);	Restated at Article 4.5.8
49.	Section 218 (notices);	Replaced by a bespoke provision at Article 17
50.	Section 230(b) (power of director to act in a professional capacity for the company);	Modified by clause 9 of the Memorandum
51.	Section 618(1)(b) (distribution of property of a company on a winding up);	Dis-applied - not applicable to a charity (distribution of assets addressed at clause 8 of the Memorandum)
52.	Section 1196 (rotation of directors);	Replaced by a bespoke provision at Article 8.3
53.	Section 1197(2) (remuneration of directors set by the company);	Dis-applied – No remuneration for Directors (as detailed at clause 9 of the Memorandum)

54.	Section 1197(3) (directors' expenses);	Restated at clause 9.1.4 of the Memorandum
55.	Section 1199(8) (directors may require a member to resign by service of notice);	Restated at Article 2.3.1(G)
56.	Section 1199(9) (every member shall have one vote);	Restated at Article 4.5.3
57.	Section 1206(a) (modifying Section 188(2)) (votes of members);	Restated at Article 4.5.3

Passed at the ICGP AGM 16 June 2022; Approved by the Charities Regulator 10 August 2023.