

COMPANIES ACTS 1963 TO 1983

COLLEGE LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE IRISH COLLEGE OF GENERAL PRACTITIONERS LIMITED

(Amended by Special Resolution passed on 23rd November 2013)

1. Name

The name of the College is the Irish College of General Practitioners Limited (hereinafter called the "College").

2. The main object for which the College is established is to encourage, foster and maintain the highest possible standards in General Medical Practice. To achieve these objects, the College may exercise the following powers:

2.1. Headquarters

To establish and maintain an academic and educational headquarters for General Medical Practitioners.

2.2. Teaching and Training

To promote, encourage, approve and assist others in providing instruction and training of undergraduate and postgraduate students of medicine and allied subjects, at any medical school or other institution.

2.3. Continuing Education

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 medical practitioners.

2.4. Research

To encourage research and original work and its publication, by members and others with a view to the improvement of general medical practice, and to undertake or assist others undertaking such research.

2.5. Publication

To publish and promulgate information on all matters affecting general medical practice by means of journals, periodicals, meetings, conferences or through the media, or by any other suitable means as may assist the objects of the College.

2.6. Career Guidance

To encourage persons of ability to enter the medical profession and become general medical practitioners and to provide all necessary information and career guidance for them.

2.7. Other Bodies

To co-operate with other bodies in all matters related to or connected with the attainment of the objects of the College.

2.8. Grants

To establish endow or support professorships, lectureships and award prizes and scholarships in General Medical Practice or associated fields.

2.9. Assessments and Diplomas

To conduct examinations or other forms of assessment and award postgraduate diplomas or other certificates of proficiency or standard in General Medical 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.

2.10. Structure

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.

2.11. Seek Licences

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.

2.12. Fundraising

To raise such funds as shall be required for the efficient administration of the College by levying subscription on the members or any other such means as shall be determined.

2.13. Acquire Property

To acquire by purchase, taking on lease, or otherwise, lands and buildings and all other property, real or personal, which the College for the purpose thereof may from time to time think proper to acquire, and which may lawfully be held by them, 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.

2.14. Invest Moneys

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.

2.15. Borrow

To raise or borrow money on any security and to secure or discharge any debt or obligation of the College in such manner as may be thought fit.

2.16. Trusts

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.

2.17. Receive Moneys

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.

2.18. International Recognition

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.

2.19. Preliminary Expenses

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.

2.20. International Action

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, College, 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.

2.21. General

To do all such other things as are incidental or conducive to the attainment of the objects of the College.

3. Limited Liability

The liability of the members is limited.

4. Income and Property

The income and property of the College shall be applied solely towards the promotion of its main object(s) as set forth in this Memorandum of Association. 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 members of the College. 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:

- (a) reasonable and proper remuneration to any member, officer or servant of the College (not being a Director) for any services rendered to the College;
- (b) interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the College to the College;
- (c) reasonable and proper rent for premises demised and let by any member of the College (including any Director) to the College;
- (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the College;
- (e) fees, remuneration or other benefit in money or 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.

5. Winding Up Liability

Every member undertakes to contribute to the assets of the College, in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payments of debts and liabilities of the College contracted before he ceased to be a member, and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributories amongst themselves, such amounts as may be required not exceeding one euro.

6. 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, the same shall not be paid to or distributed among the members of the College but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the College and which shall prohibit the distribution of

its or their income and property among its or their members to an extent at least as great as imposed on the College under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the College at or before the time of dissolution, and if and so far as effect can not be given to such provisions, then to some charitable object.

7. Additions, alterations or amendments

No addition, alteration or amendment shall be made to or in the provisions of this Memorandum and Articles of Association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

8. Keeping of Accounts

Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.