

COMPANIES ACTS 1963 TO 1983

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE IRISH COLLEGE OF GENERAL PRACTITIONERS LIMITED

(Amended by Special Resolution passed on [●] 2015)

1 INTERPRETATION

1.1 In these Articles, if not inconsistent with the subjects or context, the words and expressions set out in the first column below shall bear the meanings set opposite them respectively:

WORDS

MEANINGS

"1963 Act"

means the Companies Act, 1963

"Acts"

means the Companies Acts, 1963 to 2012

"Articles"

means the articles of association of the College

"Associates"

means Associate Members and Trainee Associates and "Associate" shall be construed accordingly

"Associate Members"

means a Registered Medical Practitioner in active General Practice or General Practice training, paying the required subscription fees, but who is not a Member

"Board"

means the board of Directors of the College

"Bye-Laws"

means the bye-laws of the College

"Chief Executive Officer"

means the chief executive officer of the College from time to time

"Chief Operating Officer"

means the chief operating officer of the College from time to time

"Chairman"

means the person appointed as chairman of the Board from time to time

"Company" or "College"

means the Irish College of General Practitioners Limited

“Council”	means the council for the time being of the College
“Council Member”	means any person elected to the Council in accordance with Articles 10.2 to 10.4
“Directors”	means the directors for the time being of the College and includes any person occupying the position of director by whatever name called
“Executive”	means the executive committee appointed at the annual general meeting prior to the Date of Adoption, and whose members shall automatically be appointed to the First Board in accordance with Article 9.21
“Executive Management Group”	<p>means the group comprising the:</p> <ul style="list-style-type: none"> (i) Senior Management Team; (ii) Director of GP training; (iii) Director of Research; and (iv) Director of Education, <p>(in this context, the term “Director” shall not be deemed to mean that person is a statutory director recognised as such in accordance with the Acts)</p>
“Faculty”	means each of the local associations of Members and Associates recognised by the College as such 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, in relation to each Faculty, the person nominated by that Faculty in accordance with that Faculty’s own governance procedures to be that Faculty’s representative on the Council
“General Practice”	means general medical practice as a principal or as a qualified assistant (including a trainee or locum tenens of a Registered Medical Practitioner or as an employed general medical officer) whether in the defence forces or otherwise
“Honorary Member”	means any persons who the Board from

	time to time appoint as Honorary Members of the College
"ICGP Management" or "ICGP Management Team"	means collectively the Executive Management Group and the Senior Management Team
"Immediate Past-President"	means the person who is the immediate past President of the Council from time to time
"Interested Parties"	means Members, Associates, Honorary Members and Patrons
"Member"	means Registered Medical Practitioners who have been admitted to membership of the College in accordance with Article 5.2 and " Membership " shall be construed accordingly
"Month"	means a calendar month
"Office"	means the registered office 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
"President"	means the president of the Council from time to time appointed in accordance with Article 10.8
"Project Task Group"	means groups established by the Board in accordance with Article 9.50 for the sole purpose of implementing specific or defined activities within a given timeframe
"Register"	the register of Members of the College
"Registered Medical Practitioner"	a person who is registered as a medical practitioner with the Medical Council of Ireland or with an organisation approved for the time being by the Board in any country within the EEA or other foreign 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 ICGP Management performing (or procuring the performance) of such matters
"Seal"	the common seal of the College

"Secretary"	any person appointed to perform the duties of the company secretary
"Senior Management Team"	<p>means the group comprising the:</p> <p>(i) Chief Executive Officer; (ii) Chief Operating Officer; and (iii) Medical Director,</p> <p>(in this context, the term "Director" shall not be deemed to mean that person is a statutory director recognised as such in accordance with the Acts)</p>
"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
"Standing Committees"	means those committees set out in Article 9.41 or such other committees that the Board from time to time determines shall be established
"Terms of Reference"	<p>means, in relation to a Standing Committee, the charter of rules and procedures as determined by the Board from time to time for the purpose of:</p> <p>(a) defining its scope of activities; and</p> <p>(b) regulating its performance and governance</p>
"Trainee Associate"	means a Registered Medical Practitioner who is undertaking an approved vocational training programme in general practice recognised by the College, but who is not a Member
"Vice-President"	means the vice-president of the Council from time to time appointed in accordance with Article 10.6

1.2 Expressions referring to writing shall, unless the contrary intention appears, include transmission by fax or email.

- 1.3 The phrase "in good standing" means that the Member so designated has duly paid all fees and subscriptions due from him to the College from time to time.
- 1.4 Words importing the masculine gender only shall include the feminine gender.
- 1.5 Words importing the singular number only shall include the plural and vice versa.
- 1.6 Words importing persons shall include corporations.
- 1.7 Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Acts or any statutory modification thereof in force at the date at which these Articles become binding on the College.
- 1.8 Any reference to any statute, statutory provision or to any order or regulation shall be construed as a reference to that statute, provision, order or regulation as extended, modified, amended, replaced or re-enacted from time to time (whether before or after the date of these Articles) and all statutory instruments, regulations and orders from time to time made thereunder or deriving validity therefrom (whether before or after the date of these Articles).

2 NON-APPLICATION OF TABLE C

The regulations contained in Table C in the first schedule to the Act shall not apply to the College.

3 PURPOSES

The College is established for the purposes expressed in the Memorandum of Association.

4 AGREEMENT TO BE BOUND

Every Member of the College shall be held to have agreed to be bound by the provisions of the Memorandum of Association, the Articles and the Bye-Laws and shall be bound to the best of his ability to further the objects and interests of the College and while in active general practice to undertake approved post-graduate study to comply with requirements from time to time determined and approved by the Board.

5 MEMBERSHIP AND INTERESTED PARTIES

- 5.1 There shall be no limit to the maximum number of Members provided that there shall at all times be no less than 7 Members of the College.
- 5.2 The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to Membership shall be Members of the College.
- 5.3 Rights of each classification of Interested Parties:
 - 5.3.1 Members in good standing 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;

5.3.2 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 may not stand for election to the Council or the Board or hold any office in ICGP Management;

5.3.3 Honorary Members and Patrons may be invited to attend general meetings of the College at the discretion of the Board.

5.4 Subscription Fees: Each Member and Associate shall pay to the College an annual subscription fee which shall be due on 1 January in each year. At each annual general meeting, the Members shall vote on a subscription fee for Members and Associates (proposed in accordance with the Bye-Laws) for the following year which shall be subject to majority approval of the Members present.

5.5 Qualifications required of the respective classes of Membership, application procedures for Membership and application fees, reductions and exemptions from annual subscription fees of Members and persons applying for Membership shall be as set forth in the Bye-Laws.

5.6 Termination of Membership:

A Member or Associate shall cease to be a Member or Associate as the case may be in any of the following circumstances:

5.6.1 resignation in writing to the Board;

5.6.2 by default of payment of the annual subscription fee for a period of two years;

5.6.3 if that Member or Associate ceases to be a Registered Medical Practitioner unless the Board otherwise determines;

5.6.4 if that Member or Associate is struck off or suspended on grounds of professional misconduct from the General Register of Medical Practitioners;
or

5.6.5 upon forfeiture for any reason of the status or qualification by virtue of which such Member qualified for Membership.

Unless the Board otherwise determines, any Member whose Membership ceases in accordance with this Article may only be re-elected as a Member once that Member has reapplied through the procedures set out in the Bye-Laws and has paid all outstanding subscription fees (if any) that may still be outstanding from their previous period of Membership.

6 GENERAL MEETINGS

Location

- 6.1 All general meetings of the College shall be held in the State and shall be held at such time and at such place in the State as the Board shall appoint.

Annual Meeting

- 6.2 The College shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the College and that of the next.

Extraordinary General Meetings

- 6.3 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 6.4 The Board may, whenever, it thinks fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or in default, by such requisitionists, as provided by Section 132 of the Act (ie by not less than one tenth of the total number of all the Members of the College from time to time).

7 NOTICE OF GENERAL MEETINGS

- 7.1 Subject to section 133 and 141 of the Act and Article 7.3, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the College (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in the case of special businesses, the general nature of that business and shall be given in the manner hereinafter mentioned, to such persons as are, under the Articles, entitled to receive such notices from the College.
- 7.2 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.
- 7.3 Notwithstanding any other Article, the Members may by special resolution amend, add to, or revoke any of the provisions of the Memorandum of Association or the Articles PROVIDED THAT notice of such resolutions shall have been proposed by not less than 10 Members of the College and which shall be circulated not less than 30 days prior to a general meeting properly convened and held in accordance with these Articles at which the proposed amendments are to be voted upon. An affirmative vote of at least three quarters of the Members present and voting at the meeting shall be required for adoption of amendments.

8 PROCEEDINGS AT GENERAL MEETINGS

Special Business

- 8.1 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of:
- 8.1.1 reading, considering, and adopting the balance sheet and income and expenditure account and the report of the auditors thereon;
 - 8.1.2 reading, considering and adopting the annual report of the Board;
 - 8.1.3 the reappointment of the retiring auditors and the fixing of the remuneration of the auditors;
 - 8.1.4 announcing the appointment of the Vice-President, President and the Immediate Past-President;
 - 8.1.5 announcing the appointment of Faculty Representatives to Council;
 - 8.1.6 voting on the appointment of nominees as Non-Faculty Representative Council Members;
 - 8.1.7 announcing the nominees from Specific Interest Groups whose appointment to Council shall be voted upon at the first Council Meeting following the annual general meeting;
 - 8.1.8 announcing the retirement of Directors; and
 - 8.1.9 voting on proposed annual subscription fees for Members and Associates for the following year.

Quorum

- 8.2 No business shall be transacted at general meetings unless a quorum of Members is present at the time when the meeting proceeds to business. Fifty (50) Members, personally present, shall constitute a quorum except when a meeting is required to be adjourned by reason of the absence of a quorum, in which case the Members present at the adjourned meeting shall be a quorum.

Adjournment

- 8.3 If within half an hour from the time appointed for the meeting a quorum is not present, 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.
- 8.4 The Chairman shall preside as chairman at every general meeting of the College, or if there is no such Chairman, 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 Directors present shall elect one of its number to chair the meeting.

- 8.5 If at any meeting no Director is willing to act as chairman 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.
- 8.6 The chairman 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. 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. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Conduct of Polls

8.7

- 8.7.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the Chairman; or
 - (b) by at least eight Members present in person.
- 8.7.2 Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the College 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.
- 8.7.3 The demand for a poll may be withdrawn.
- 8.7.4 Except as provided below, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 8.7.5 Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 8.7.6 A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the chairman 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 a poll.
- 8.7.7 Subject to section 141 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 shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the company 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.

9 THE BOARD

Board Composition

- 9.1 The number of Directors shall not be less than 11 or more than 14 and shall be comprised of:
- 9.1.1 the President, the Vice-President and the Immediate Past-President;
 - 9.1.2 at least eight (8) Council Members elected to the Board in accordance with Article 9.5; and
 - 9.1.3 a maximum of two (2) external persons who are neither Members nor Registered Medical Practitioners in the specialty of General Practice appointed to the Board pursuant to Article 9.6 ("**External Directors**").
- 9.2 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 Chairman 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.
- 9.3 The Senior Management Team and, such other members of ICGP Management as the Chief Executive Officer and/or Chairman may request, shall (save for exceptional circumstances) be in attendance at all Board meetings.

Appointment/Election to the Board

- 9.4 The Vice-President, President and Immediate Past-President shall serve as Directors during their respective terms of office. Each person who is elected as Vice-President shall serve on the Board until such time as his or her year in office as Immediate Past-President ceases.
- 9.5 Subject to Article 9.1, there shall be at least eight (8) Council Members elected to the Board by Council (the "**Council Board Appointees**"). Council Members shall use an "electoral college" voting procedure for determining which Council Members shall be appointed to the Board in any given year. The President or, in his or her absence, the Vice-President shall preside over the voting of Council Members to the Board as Council Board Appointees which shall be carried out at all times in accordance with the Bye-Laws. The President (or Vice-President as the case may be) shall have authority to determine how the voting procedure is applied and how the Bye-Laws are interpreted in that respect and his decision shall be final and binding.
- 9.6 The Nominations Committee shall be responsible for identifying, interviewing and proposing up to a maximum of two external candidates to the Board for election as the External Directors. Such candidates must be external to the College and the medical profession generally. The Nominations Committee, in deciding on the suitability for such additional persons for election to the Board, shall ensure that any candidate shall have sufficient expertise in one or more of the following vocations

(health policy or academia, finance, legal, HR, project management). If the Board by majority approves of any proposed candidate, that candidate will be appointed to the Board as an External Director. 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.

Borrowing Powers

- 9.7 The Directors 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 obligation of the College or of any third party.

Powers and Duties of Directors

- 9.8 A Director shall not be entitled to remuneration for services rendered to the College but may be paid expenses properly incurred in connection with the business of the College.
- 9.9 Subject to Articles 9.10 and 9.11, the ultimate decision making body of the College shall be the Board which shall have the following core functions:
- 9.9.1 in conjunction with the Senior Management Team and in consultation with Council, determining the strategic direction of the College;
 - 9.9.2 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;
 - 9.9.3 ensuring adequate resources are in place to enable the College to continue its day to day business, and to ensure the ICGP Management Team are utilizing resources in an efficient and effective manner for this purpose;
 - 9.9.4 overseeing the appointment of the Chief Executive Officer and, in conjunction with the Chief Executive Officer, the appointment of other members of the ICGP Management Team;
 - 9.9.5 determining and reviewing the Chief Executive Officer's remuneration;
 - 9.9.6 monitoring legal and policy compliance in conjunction with the Senior Management Team and the relevant Standing Committees.
- 9.10 The Board may delegate the management and day to day running of the business of the College to ICGP Management who may pay all expenses incurred in promoting and registering the College, and may exercise all such powers of the College as are not by the Acts or by these Articles required to be exercised by the College in general meeting, subject nevertheless to:
- 9.10.1 the provisions of the Acts and these Articles;
 - 9.10.2 to such directions, being not inconsistent with the aforesaid provisions, as may be given by the College in general meeting (but no direction given by

the College in general meeting shall invalidate any prior act of the Board or ICGP Management which would have been valid had the direction not been given); and

- 9.10.3 ICGP Management obtaining the prior consent of the Board before carrying out or performing any Restricted Transactions (or procuring any of the foregoing).
- 9.11 The Board shall account to the Council at each annual general meeting and, at the request of the Council, at certain Council meetings, for any decisions or actions the Board, ICGP Management Team or any Standing Committee or Project Task Group has taken (including consent to any Restricted Transactions). The Council may if it so determines (and if possible to do so) request that any decisions or actions taken by the Board be reversed, amended, approved or implemented and the Board shall be bound to follow such directions. For these purposes, the Board shall provide Council, in advance of each annual general meeting, with a report of its activities for the previous year.
- 9.12 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.
- 9.13 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.
- 9.14 Any Director, or member of 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.
- 9.15 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 fate 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.
- 9.16 The Board shall cause minutes to be made in books to be provided for the purpose of recording:

- 9.16.1 all appointments of officers made by the Board;
 - 9.16.2 the names of the Directors and all other attendees present at each meeting of the Board; and
 - 9.16.3 all resolutions and proceedings at all meetings of the College and of the Board.
- 9.17 The Board shall maintain the statutory books of the College in accordance with its requirements under the Acts.
- 9.18 Bye-Laws may be adopted, amended or rescinded by the Board for governing the admission and expulsion of Members, determining the Restricted Transactions to which ICGP Management requires the consent of the Board to perform, the method of electing and appointing its Members and officers, the holding of meetings of the Members and of the Board and generally for the management of the business, affairs and governance of the College. These Bye-Laws may be passed by the Board subject to approval by a majority of the Members at general meetings. When passed subject to approval, the Bye-Laws shall indicate when they will become effective provided that no regulation 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.

Disqualification

- 9.19 The office of director shall be automatically vacated if the Director:
- 9.19.1 without the consent of the College in general meeting holds any other office or place of profit under the College; or
 - 9.19.2 is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - 9.19.3 is disqualified from acting as director; or
 - 9.19.4 becomes of unsound mind; or
 - 9.19.5 resigns his office by notice in writing to the College; or
 - 9.19.6 ceases to be a Member for whatever reason (including for non-payment of subscription fees); or
 - 9.19.7 is struck off or suspended from the General Register of Medical Practitioners (or such other similar body as the Board may determined); or
 - 9.19.8 is convicted of an indictable offence unless the Directors otherwise determine; or
 - 9.19.9 is directly or indirectly interested in any contract with the College and fails to declare the nature of his interest in the manner required by section 194 of the Companies Act 1963 as amended by section 47(3) of the Companies Act 1990.

Voting on Contracts

- 9.20 A Director may not vote in respect of any contract in which he is interested or any matter arising thereout.

Tenure/Rotation

First Directors/First Board

- 9.21 At the date of adoption of these Articles ("**Date of Adoption**"), the first Board (the "**First Board**") shall be comprised of those persons elected to the Executive at the Council Meeting immediately following the annual general meeting of the College prior to the Date of Adoption (including the President, Vice-President, Immediate Past-President and eleven (11) Council Board Appointees) (the "**First Directors**").
- 9.22 At each of the first three annual general meetings following the Date of Adoption, one third of the First Board (or as near thereto rounding down) shall retire from office. For these purposes, the Directors required to retire:
- 9.22.1 at the first annual general meeting following the Date of Adoption, shall be the Immediate Past-President and thereafter determined by lot unless otherwise agreed between themselves (save for the Vice-President, President and Chairman who shall not be required to retire);
- 9.22.2 at the second annual general meeting following the Date of Adoption, shall be the then Immediate Past-President and such other First Directors as determined by lot unless otherwise agreed between themselves (save for the then Vice-President, the then President and the Chairman who shall not be required to retire); and
- 9.22.3 at the third annual general meeting following the Date of Adoption, the remaining First Directors (including the Chairman and the then Immediate Past-President) who have not yet retired in accordance with Articles 9.22.1 and 9.22.2.
- 9.23 Any retiring First Directors shall be eligible for re-election and if re-elected shall be deemed to be serving their second Term.

Term of Office and Retirement

- 9.24 Save for Article 9.22, Article 9.25 or if a Director resigns or is removed from office, the office of Director shall be for a three year term (the "**Term**") and the Directors may serve for two consecutive Terms (for these purposes, any of the First Directors who retire after one or two years shall be deemed to have served their first Term).
- 9.25 Any External Directors who are appointed to the Board otherwise than at an annual general meeting shall be deemed (for the purpose of determining the length of their Term only and for no other purpose) to have commenced their Term from the date of the annual general meeting immediately preceding their appointment.

- 9.26 At the fourth annual general meeting following the Date of Adoption and in every subsequent annual general meeting, the outgoing Immediate Past-President and each of the Directors who have been in office for a full Term shall retire from office.
- 9.27 All retiring Directors (including the First Directors in accordance with Article 9.23) shall be eligible for re-election for a second Term provided that no Director may serve for more than two consecutive Terms. Any Director who has served two consecutive Terms in office shall only be eligible for re-election to the Board once no less than three years have elapsed since that Director's retirement following the second of such Terms.
- 9.28 The Council shall appoint such number of Council Board Appointees to fill any office vacated by a retiring Council Board Appointee, or 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.
- 9.29 As soon as reasonably practical after the retirement of an External Director, the Nominations Committee shall identify and propose candidates to the Board to fill the office vacated by the retiring External Director. If the Nominations Committee fail to identify a suitable replacement, or, if when retiring the External Director offers himself for re-election and his re-election is approved by a majority of the Board, such External Director shall be deemed to have been re-elected (subject to these Articles).
- 9.30 No person other than a Director retiring at the meeting shall, unless recommended by the Directors or the Nominations Committee, be eligible for election to the office of Director at any general meeting.
- 9.31 The College may from time to time by ordinary resolution increase or reduce the number of Directors.
- 9.32 The College by ordinary resolution of which extended notice has been given in accordance with section 142 of the Act, or a majority of the Board, may remove any Director before the expiration of his Term, notwithstanding anything in these Articles or in any agreement between the College and such Director.
- 9.33 If a Director is removed or retires from office prior to expiry of that Director's Term and:
- (i) that Director is an External Director, the Nominations Committee shall identify candidates for proposal to the Board; or
 - (ii) that Director was a Council Board Appointee (or Vice-President, President or Immediate Past-President), then Council shall convene a meeting for the purpose of appointing 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 their Term only and for no other purpose) be deemed to have commenced their Term at the annual general meeting immediately preceding their appointment.

Proceedings of Directors.

9.34 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Save as otherwise set out in these Articles, questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.

9.35 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be 7. Notwithstanding this, Board meetings shall not proceed unless:

9.35.1 the Chief Executive Officer is present (it being recognised that the Chief Executive Officer is not a Director and shall not be counted as one of the 7 Directors required to be present to form a quorum); and

9.35.2 the 7 Directors present includes either the President or the Chairman.

9.36 Contemporaneous linking by telecommunications

Only in exceptional and/or extraordinary circumstances (where the matters to be discussed at a Board meeting are of such critical importance that the meeting cannot reasonably be postponed or delayed) shall the following provisions apply. For these purposes, the Chairman shall have sole discretion to determine whether such circumstances exist:

- (i) the contemporaneous linking together by telephone or other means of audio or visual communication of a number of Directors not less than the quorum shall be deemed to constitute a meeting of the Board or committee of Directors (as the case may be), and all the provisions in these Articles as to Board or committee meetings of the Directors shall apply to such meetings.
- (ii) each of the Directors taking part in the meeting must be able to hear each of the other Directors taking part.
- (iii) at the commencement of the meeting each Director must acknowledge his presence and that he accepts that the conversation shall be deemed to be a meeting of the Board or committee of Directors (as the case may be).
- (iv) a Director may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the express consent of the chairman of the meeting, and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the chairman of the meeting to leave the meeting as aforesaid.

- (v) a minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairman of the meeting
- 9.37 The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles of the College as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the College, but for no other purpose.
- 9.38 The Directors shall, at the first meeting following the retirement or departure of the previous Chairman (or, in respect of the First Board, following the Date of Adoption), elect a chairman of the Board and determine the period for which he is to hold office. Only Directors who are Members may stand for election as Chairman and the procedure for electing the Chairman shall be carried out in accordance with the Bye-Laws. Those Directors who are not Members shall be entitled to vote in the election to appoint the Chairman.
- 9.39 If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same (or if no Chairman has yet been appointed), the Directors present may choose one of their number to be chairman of the meeting.
- 9.40 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.

Standing Committees and Project Task Groups

- 9.41 After the Date of Adoption, the Directors shall ensure that the following Standing Committees have been established to achieve, *inter alia*, the following general objectives:
- (i) Finance Committee: to oversee the efficient financial management of the College;
 - (ii) Education Governance Committee: to promote, encourage and recognise the educational development of Members and participants in the College's educational programmes;
 - (iii) Research Committee: to promote and encourage worthwhile research in general practice;
 - (iv) Membership Services Committee: to encourage, foster and co-ordinate Membership growth, participation and activity at Faculty level;
 - (v) Postgraduate Training Committee: to oversee basic and higher training, trainee placement, job recognition and accreditation;
 - (vi) Quality and Standards Committee: to develop and implement appropriate standards and quality measure for general practitioners and patients;

- (vii) Communications Committee: for determining and overseeing the College's communication policies and practices with internal and external stakeholders;
 - (viii) Audit Committee: to oversee risk management, financial management practices, internal control mechanisms and regulatory compliance and to develop and implement procedures for improvement in these areas; and
 - (ix) Nominations Committee: to identify, interview and select external candidates for Board, Council and Standing Committee appointments.
- 9.42 Thereafter, 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.
- 9.43 The Standing Committees shall comprise Council Members, ICGP Management and any other external persons that the Board in its absolute discretion considers appropriate and the Board shall procure that all Council Members have the opportunity to sit on at least one Standing Committee.
- 9.44 The Board shall monitor the activities of each Standing Committee and shall delegate sufficient powers and authority to the Standing Committees to enable those Standing Committees to achieve their respective objectives.
- 9.45 The Board shall ensure that each Standing Committee has a Terms of Reference and shall ensure that each Standing Committee is performing its functions in accordance with its Terms of Reference. Each Standing Committee shall, in the exercise of the powers so delegated, conform to any regulations or Terms of Reference that may be imposed on it by the Directors.
- 9.46 Each Standing Committee shall be responsible for reporting to the Board on all issues discussed at a Standing Committee's meetings, the performance, compliance or operation by the College in each Standing Committee's delegated function area and to ultimately make recommendations to the Board for improvement in those areas. Minutes shall be kept of all meetings of Standing Committees for this purpose which shall be provided to the Board for inspection.
- 9.47 The Board shall elect a chairman of each Standing Committee to chair its meetings. Only Council Members who have been appointed to a Standing Committee may act as chairman of a Standing Committee. If the chairman of a Standing Committee is not present within 15 minutes after the time appointed for the holding of a meeting of the Standing Committee, the committee members present may choose one of its number to be chairman of that particular meeting.
- 9.48 A Standing Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairman shall have a second or casting vote.
- 9.49 All acts done by any meeting of the Directors or of a Standing Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the

appointment of any such Director or member of a Standing Committee, 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 or member of a Standing Committee (as the case may be).

Project Task Groups

- 9.50 In addition to the Standing Committees, the Directors may delegate any of their powers to Project Task Groups consisting of such Council Members, ICGP Management or any other external persons that the Board in its absolute discretion considers appropriate.
- 9.51 Project Task Groups shall be established solely for specific functions or to perform specific tasks within set time frames determined by the Board and shall immediately disband upon completion of those functions or otherwise at the discretion of the Board.
- 9.52 The Board shall be solely responsible for establishing and disbanding Project Task Groups, appointments to Project Task Groups, defining the scope of each Project Task Group's powers and functions and monitoring the activities and performance of each Project Task Group.

10 THE COUNCIL

Composition

- 10.1 The Council shall be comprised of:
- (i) 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;
 - (ii) a maximum of 5 Members (who are not also Faculty Representatives) appointed at each annual general meeting by Members ("**Non-Faculty Representative Council Members**"); and
 - (iii) nominees from Specific Interest Groups who are appointed by Council in accordance with Article 10.4 ("**Specific Interest Group Council Members**"),

(and shall include the Vice-President, President and Immediate Past-President).

Election to the Council

- 10.2 At least 14 days prior to the annual general meeting each year, each Faculty shall notify the President of its Faculty Representative(s) to represent that Faculty on Council meetings until the next annual general meeting. Each Faculty shall nominate its Faculty Representative(s) in accordance with its own governance procedures. There is no limit on the number of times a person may be appointed to represent a particular Faculty at Council Meetings. At the annual general meeting each year, the Faculty Representatives appointed to Council for the forthcoming year shall be announced.

- 10.3 Nominations for the appointment of Members as Non-Faculty Representative Council Members to Council shall be carried out in accordance with the Bye-Laws. Those nominees who are put forward for election at each annual general meeting shall be appointed to Council if a majority of Members vote in favour of their appointment at the annual general meeting.
- 10.4 The Board may invite Specific Interest Groups to propose one nominee from each Specific Interest Group for election to Council as a Specific Interest Group Council Member. At the first Council Meeting following the annual general meeting in each year, the newly appointed Council Members shall vote on whether such nominees shall be appointed as Specific Interest Group Council Members. The nominees who receive a majority vote in favour of their appointment by the Council shall be immediately appointed as Council Member at that Council Meeting.

Tenure

- 10.5 Subject to Article 10.8, each Council Member shall sit on Council until the annual general meeting following their appointment at which they shall automatically step down.
- 10.6 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 the appointment of nominees from Specific Interest Groups announced at the annual general meeting for appointment as Specific Interest Group Council Members.

Vice-President, President and Immediate Past-President

- 10.7 At the Date of Adoption, the persons so appointed at the previous annual general shall be appointed as Vice-President, President and Immediate Past-President.
- 10.8 The office of Vice-President, President and Immediate Past-President shall each be for a one year term and while in office the Vice-President, President and Immediate Past-President shall automatically sit on Council and the Board. Upon the expiry of the President's term:
- 10.8.1 he or she shall be automatically succeeded by the incumbent Vice-President;
and
- 10.8.2 he or she shall automatically be appointed as Immediate Past-President.
- 10.9 All current and former Council Members (save for the President and Immediate Past-President) who satisfy the eligibility criteria, as set out in the Bye-Laws, are considered eligible for election as Vice-President. A Council Meeting shall be held at which the Council Members shall vote on the election of the Vice-President. Voting procedures shall at all times be carried out in accordance with the Bye-Laws.

Proceedings at Council Meetings

- 10.10 Council will hold meetings at least two times each year (in addition to the first Council Meeting held in accordance with Article 10.6).

- 10.11 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.
- 10.12 The quorum necessary for the transaction of the business of the Council shall be no less than 12 Council Members present in person. The Directors shall (save in exceptional circumstances or where expressly permitted by the President) be required to attend all Council meetings.

Powers and Duties of Council

- 10.13 The principal objectives of the Council shall be:
- 10.13.1 to evaluate Board performance against the strategic objectives of the College;
 - 10.13.2 to monitor the running of the College by the Board and to ensure that such is carried out in the best interests of the Members;
 - 10.13.3 to review reports prepared by the Board and to require the Board to account to Council to explain any strategic management decisions or activities undertaken; and
 - 10.13.4 to make recommendations for consideration at forthcoming Board meetings and to approve any decisions taken by the Board or request that any decisions or actions taken by the Board (to the extent possible) be amended, rescinded or implemented as the Council sees fit.
- 10.14 The ultimate decision making body of the College shall be the Board and any decisions of Council which purport to have any impact on the day to day running of the College need to be pre-approved by the Board prior to implementation. However, the Council ultimately monitors Board performance and any recommendations and decisions which Council makes regarding the Board's running of the College shall be implemented by the Board, save in circumstances where the Board disagrees with Council's recommendations or directions, in which case such matter shall be put to the Members at a general meeting duly convened for that purpose.

11 ICGP MANAGEMENT TEAM

- 11.1 The ICGP Management Team comprises:
- (a) the Senior Management Team which is made up of the Chief Executive Officer, the Chief Operating officer and the Medical Director and/or such other persons as the Board from time may appoint; and
 - (b) the Executive Management Group which is made up of the Senior Management Team, the Director of GP Training, the Director of Research

and the Director of Education and/or such other persons as the Board from time may appoint.

- 11.2 The Board shall appoint such persons as it deems fit to the Senior Management Team and Executive Management Group and shall determine their length of service, remuneration and other conditions of service to the College.
- 11.3 Subject to Article 9.10, the ICGP Management Team shall be responsible for carrying out those functions delegated to it by the Board, including the day to day management and operation of the Business.
- 11.4 The Senior Management Team shall have ultimate responsibility for the decision making of the ICGP Management Team.
- 11.5 The ICGP Management Team shall meet with the Board twice a year to review the strategic direction of the College.

12 SECRETARY

- 12.1 The Chief Executive Officer shall serve as Secretary of the College for such term and at such remuneration and upon such conditions as the Board may think fit. If the Chief Executive Officer is not in a position to fill this role or the Board otherwise determines that another person shall serve as Secretary, the Board shall appoint such person as it, in its absolute discretion, considers appropriate. Any Secretary so appointed may be removed by the Directors.
- 12.2 A provision of the Acts 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 THE SEAL

The Seal shall be used only by the authority of the Board or a committee of the Board authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

14 FUNDS OF THE COLLEGE

- 14.1 The income and property of the College whencesoever derived shall be applied solely towards the promotion of the objects as set forth in the memorandum or in the memorandum as amended or added to in the manner heretofore provided and no Member shall have any personal claim on any of the said income or property.
- 14.2 No part of the income or property of the organisation shall be paid or transferred directly or indirectly by way of dividend, interest, bonus or otherwise by way of profit to its Members.
- 14.3 No payment shall be made by the organisation to any Director or other Member by way of salary or stipend provided always that nothing herein contained shall prevent

the payment to any Member or other person of remuneration for particular service rendered to the College or expenses incurred on its behalf in good faith by any such Member in providing such service and any payment shall be made in accordance with the Bye-Laws. Nothing herein contained shall preclude the payment of a salary to such full time staff of the College as may be appointed from time to time.

- 14.4 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.

Accounts

- 14.5 The Board shall provide for proper books of accounts to be kept with respect to:

14.5.1 all sums of money received and not expended by the College and the matters in respect of which receipt and expenditure takes place;

14.5.2 all sales and purchases of goods and services by the College; and

14.5.3 the assets and liabilities of the College.

- 14.6 Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the College's affairs and to explain its transactions.

- 14.7 The books of accounts shall be kept in such places that Board shall determine and shall be open to inspection by Members of the Board during normal business hours. The Board shall have the power to determine to what extent, and at what times and places, and under what conditions or regulations, the accounts shall be open to the inspection of Members of the College.

- 14.8 The Board shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the annual general meeting of the company such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the annual general meeting of the College.

- 14.9 A copy of every balance sheet, (including every document required by law to be annexed thereto) income and expenditure account, report of Board and auditors' report shall be sent to every Member and auditor not less than 21 days before the meeting at which they are to be considered.

Audit

- 14.10 Auditors shall be appointed and their duties regulated in accordance with the Acts.

- 14.11 The auditors appointed at the annual general meeting shall hold office for one year or until their retirement and shall be eligible for reappointment and shall receive such remuneration as may be determined by or with the authority of the Board.

15 INDEMNITY

Subject to the provisions of the memorandum of association every Director, auditor or officer of the College may be indemnified by the College against all costs, charges, losses, expenses an/or liabilities incurred by him in the execution of his duties and in relation thereto.

16 NOTICES

16.1 A notice may be given by the College to any Member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

16.2 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

16.2.1 every Member or Associate of the College entitled to receive notice of general meetings;

16.2.2 the auditor for the time being of the College.

No other person shall be entitled to receive notices of general meetings.