

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

**CONSTITUTION OF THE Ireland Charter Chapter of the ICF Ltd.
(Bye Laws)**

Board Approved: 15 October 2020

1. Definitions

1.1 - In this Constitution:

"ICF Ireland" means the Irish Charter Chapter of the ICF Limited

"ICF Global" means the International Coaching Federation

"Member" means any member of ICF Ireland

"The Board" or the "BOD" shall consist of such persons as may be elected by the members or co-opted by the previous Board of Directors

"AGM" and "EGM" means Annual General Meeting and Extraordinary General Meeting respectively

"CLG" means Company Limited by Guarantee in the Republic of Ireland

2. Name, Business Year, Registered Address, Company Status

2.1 - The name of the association is "Irish Charter Chapter of the ICF Ltd", hereafter referred to as "ICF Ireland".

2.2 - ICF Ireland is a Company Limited by Guarantee ("CLG") registered in the Republic of Ireland under the Companies Act 2014 with number 554453.

2.3 - The Company has its registered office at Lower Ground Floor, 64 Mount Street, Dublin 2, Ireland, D02 TH77.

2.4 - The business year shall run from 01 January to 31 December.

3. Objects and Functions

3.1 - ICF Ireland is a non-profit making non-governmental Company Limited by Guarantee.

3.2 - The aims and objectives of ICF Ireland are:

- a) Increase the success of our members through credentialling, coach development and promotion of coaching;
- b) Increase the skills and effectiveness of its members;
- c) Raise the awareness of the wider community about the coaching profession;
- d) Provide a network through which its members can learn and share opportunities;
- e) Provide a forum wherein the members can discuss issues of professional concern;

- f) Provide the opportunity for its members to collaborate in providing resources and solutions for their clients.

3.3 - ICF Ireland shall pursue its objects by:

- a) facilitating networking opportunities for its members;
- b) holding conferences, seminars and other events;
- c) using the expertise of its members for the benefit of the wider community, and;
- d) in general, by undertaking any activity, including co-operation with partner companies, individuals, training schools or other organisations and networks, to facilitate the achievement of the objectives of ICF Ireland and all other activities auxiliary to the objectives and activities mentioned above.

3.4 - Oversight

ICF Ireland affiliates and operates with the International Coaching Federation (“ICF Global”) to which all members belong including code of ethics, practice and governance procedures. Any paid-up member of ICF Global can join the ICF Ireland Chapter and partake in events.

4. Membership

Full membership shall be open to any member of ICF Global who has a recognised qualification in a coaching discipline, or who is a qualified coach subject to requirements as set out by ICF Global. There are no additional requirements (once a member of ICF Global) to joining the ICF Ireland Chapter.

4.1 - Applications for membership

Applications for membership are completed through the ICF Global website member profile by member choice to the Chapter to which they want to affiliate.

4.2 - Membership entitlements not transferable

Members’ rights, privileges and obligations are personal to each Member. Such rights, privileges and obligations must not be transferred to any other person and will terminate upon cessation of a Member’s membership.

4.3 - Payment of annual membership fees

Each member shall be obliged to pay promptly the appropriate annual membership fee to ICF Global.

4.4 - Chapter fees

ICF Ireland reserves the right to charge an annual Chapter Fee for ICF Ireland during any calendar year.

4.5 - Right to participate in the membership activities

All members have the right to participate in all the membership activities of ICF Ireland, its meetings and workshops.

4.6 - Voting Entitlements

All members shall be entitled to vote at the Annual General Meeting (or Extraordinary General Meetings) of ICF Ireland.

4.7 - Right to act as a Director or Advocate of ICF Ireland

ICF Ireland Members in good standing shall be eligible to act as Directors or Advocates of ICF Ireland. Accordingly, the right to be appointed as President of the Board of Directors, is restricted to members who have served on the Board in another position previously as set out in the Company Bye-Laws and Election Procedure Manual.

4.8 - Non-Executive Directors

ICF Ireland may invite past board members or members of ICF Ireland to act in a non-executive capacity in order to support governance of the board during any calendar year. Non-executive directors will not be involved in day-to-day activities and management of the chapter but will act in an independent capacity in certain areas such as financial oversight, sub-committee membership or management or other activities as is required by the ICF Ireland board from time to time.

4.9 - Dispute Resolution Process

- a) Disputes between individual members or between members and ICF Ireland shall be referred to the Board of Directors. In the case where the dispute involves the Board of Directors, an independent committee of past Board Members (also ICF Ireland Members) will be established to review the dispute / complaint.
- b) The Independent Committee shall be made up of no less than 3 members. The Independent Committee shall be responsible for considering written and/or oral submissions from the parties in dispute. Where necessary, the Independent Committee shall furnish a decision in the matter to both parties within 14 days of its review.
- c) Either party may appeal the decision of the Independent Committee to an additional Sub-committee namely an "Appeals Committee" (to be determined at that time) which shall be made up of no less than 3 members, none of whom shall have been members of the Independent Committee who reviewed the original complaint. The decision of the Appeals Sub-committee shall be furnished to both parties within 14 days of its review, and its decision is final.
- d) In circumstances where the President or a Board Member is a party to a dispute, then he/she shall delegate her role in the Independent Committee or Appeals Sub-Committee to another Board Member or ICF Member in good standing.

5. Constitutional Bodies of ICF Ireland

The constitutional bodies of ICF Ireland shall be:

- a) the Board of Directors; and
- b) the General Meetings.

6. Organisational Governance of ICF Ireland

6.1 - Governing Body

The operations of ICF Ireland shall be governed by an elected BOD of no more than eight (8) members. These Directors shall be elected by a vote of qualified members. ICF Ireland is also supported by “Advocates”. ICF Ireland may also appoint up to 2 non-executive directors to support governance and oversight of ICF Ireland and other activities. The Chapter and its BOD abides by all applicable policies and guidelines of ICF Global (International Coaching Federation).

6.2 - Director Qualifications

- a) To be a Director, one must be a qualified member of ICF and a member of the ICF Ireland Chapter.
- b) Advocates are qualified members of ICF who express an interest in supporting the operations of the Chapter from time to time. Any expression of interest is discussed by the Board of Directors and suitability agreed.
- c) A qualified member is a current member in good standing of the ICF at the time of nomination and must maintain membership during time of service and be affiliated to the Irish Chapter.
- d) Non-executive directors are current members in good standing of the ICF. They may also be non-members of ICF who bring a particular skill set that is required by the board for effective governance in a certain area (for example financial management). This is recommended good practice for any board of directors.
- e) All directors must have director liability insurance. This is organised and approved each year by the board of directors and paid for by the ICF Ireland Chapter.

6.3 - Duties and Responsibilities of the Board of Directors

- a) The Board of Directors shall provide leadership in pursuit of the organisation’s stated goals and strategic direction and will operate in accordance with a live action plan that is reviewed regularly throughout the year.
- b) The Board shall determine fees at Chapter-sponsored events and develop the policies and procedures necessary to conduct the business of the Chapter effectively. Directors agree to be bound by these policies and procedures.
- c) Directors shall be aware of and agree to comply with the ICF Chapter Leadership Ethical Guidelines. Directors will sign the Ethics Statement on appointment to the Board. Conflicts of Interest Policy and Fiduciary Duties will also be circulated for review to all Directors annually and understanding confirmed at the first Board Meeting of the year by all elected Members. All Directors are obliged to read and

review their duties as statutory directors of a Company under the Companies Acts in Ireland 2014 (or updated after that date).

6.4 - Director Open Positions and Recruitment

- a) Prior to 30 September in each calendar year, the existing board members, non-executive director/s and advocates of ICF Ireland will confirm to the current ICF Ireland President their intentions for the following calendar year in relation to their continuance on the board or whether they intend to stand down from the board.
- b) Current board members who have confirmed their continuance will also need to confirm their intentions in relation to the Vice President or President positions subject to the requirements in Article 7.
- c) Once any open positions have been confirmed and agreed by the current board at their September board meeting, a list of open positions will be drawn up in relation to the board for the following calendar. This should be drawn up by October 31, agreed, and minuted at a board meeting held before this date.
- d) Positions will be advertised along with job specifications, duties and outlining general time commitments during November with a closing date for members expressing an interest in application of 15 November. Details of how to apply for positions will be shared with members via email. Positions will be advertised via social media channels, website and email (newsletter).
- e) Interviews for election to the Board of Directors shall be held before 15 December by an interview panel consisting of at least two (2) qualified members (except Board members) of the organisation appointed by the President. The panel can also include up to two other Directors (executive (1 maximum) or non-executive (2 maximum)) as agreed and approved by a majority vote of the Board. The interview panel shall be agreed and in place by 15 November prior to the interview process taking place.
- f) Recommendations will be made by the interview panel to the board following the interview process around candidate recruitment and the new board members agreed at a board meeting by 15 January. New board members will be registered with the Companies Registration Office by 1 February.

6.5 - Removal

Any member of the Board may be removed by a 2/3 vote of the Board. The Director of Finance and Operations shall record such events in the minutes of the Board meeting.

7. Terms and Vacancies

7.1 - Non-Presidential Path:

- a) A member is elected to the BOD and will serve 2 years in a position. They can then seek to remain on the BOD for another year, subject to a re-election process. They can also seek to remain for a fourth year, subject to a re-election process.

- b) The maximum tenure is 4 years, and it is recommended but not obligatory, that they hold more than one director role in that time.
- c) A past board member can serve as a non-executive director if the board deems this necessary for an additional two years. Any non-executive director must be appointed following a vote by the current board (unanimous). The maximum tenure is 5 years (director plus non-executive director role).

7.2 - Presidential Path:

Note: This process only applies during the year where a president is outgoing.

- a) By June in their first year, the President will make it known whether they intend to step down or remain for the second year.
- b) If the President is to step down, other board members, who are in at least their second year, will make it known whether they wish to apply for the President role. A selection process will identify the board member who will take up the President role the year after.

The maximum term for a board member is five years.

During any year where conditions do not allow a President to be appointed in this manner, the Board will discuss possible alternatives and vote by majority as to the best solution. This may involve co-presidency or other options from time to time due to the voluntary nature of the board.

7.3 - Board of Directors Meetings

- a) Meetings of the Board of Directors will be at the places and times decided by majority vote of the Board.
- b) The President may call a special meeting at any time. The President shall call a special meeting of the Board upon the written request of a Board member to do so. The written request should contain the agenda for the special meeting.
- c) The Board shall hold a minimum of 4 Board Meetings per year with operational meetings being organised in intervening months where required.
- d) Chair of BOD Meetings will rotate as agreed between the BOD in advance.
- e) Members of the Board will have an opportunity to suggest agenda items in advance. The board administrator (or one of the directors as agreed) will collate any agenda items and circulate at least 24 hours in advance of the meeting. Minutes of the previous meeting will be briefly reviewed and adopted at the start of each meeting. Minutes of Board meetings will be made available within ten days of the meeting with minute taking by the chapter administrator or an alternate (director) as agreed between the BOD from meeting to meeting.
- f) Each incoming BOD will discuss and agree ground-rules in respect of its process to ensure productive, respectful and orderly meetings. These ground-rules should be reviewed at regular intervals to ensure relevance and compliance.
- g) Meetings may be by conference call or in person and adequate notice of meetings will be given to ensure optimum attendance. Directors will be expected to make every effort to attend meetings. Patterns of non-attendance or any inappropriate participation by Board members should be promptly addressed by the President.

8. Committees

The President and the BOD may appoint committees, either standing or ad-hoc, to effectively and efficiently further the stated purposes of the Chapter. The establishment of any committee must first receive the approval of the Board by way of a majority vote.

9. Quorum

A simple majority of BOD members present at the meeting shall constitute a quorum for the purpose of transacting the business of the Chapter.

10. Remuneration of Board of Directors, Advocates and Sub-Committee Members

All members of the BOD shall be unremunerated. The BOD may engage the services of an administrative assistant to support the running of the Chapter. Remuneration will be agreed and approved by all members of the BOD considering current and future finances of the Chapter and other planned events and conferences and other activities within the budget.

11. Co-option to fill vacancies

The BOD shall have the power to co-opt members to fill any vacancies that may arise through death or resignation or for any other reason. Members co-opted will be interviewed by a member of the interview panel noted in Article 6.4. Any member so co-opted shall hold office only until the next Annual General Meeting.

12. Sub-Committees

12.1 - Establishment

The BOD may establish one or more sub-committees composed of ICF Ireland members from time to time, as appropriate, to work on specified tasks related to the work of ICF Ireland.

12.2 - Exercise of powers by sub-committee

Any sub-committee may exercise powers delegated to it by the BOD and shall, in exercise of such powers or in any respect, conform to any regulations that may be imposed on it by the BOD.

12.3 - Chairpersons of sub-committees

Each sub-committee shall be chaired by a member of the BOD, and shall be composed of current members of ICF Ireland, appointed by the BOD.

12.4 - Resignation of chairperson of a sub-committee

Any chairperson or member of a subcommittee may resign from the position by notice in writing (written or electronic) to the President of ICF Ireland.

13. General Meetings

13.1 - Entitlement to attend and convening meetings

- a) All members of ICF Ireland are entitled to attend, and vote at General Meetings. The General Meeting may be either an Annual General Meeting or an Extraordinary General Meeting. The General Meeting may be combined with a conference/seminar.
- b) The BOD may, whenever it thinks fit, convene a General Meeting of ICF Ireland.

13.2 - Convening an Annual General Meeting

The BOD must hold an AGM within 12 months after the end of each financial year of ICF Ireland which is 31 December each year. This reflects the Annual Return date to the Companies Registration office which is 30 September of the year following the financial year end.

Adoption of Resolutions - An Annual General Meeting may adopt resolutions on the following:

- i Approval of Annual Chapter Fee where appropriate;
- ii Election of members of the BOD;
- iii Presentation of annual financial statements and related documents;
- iv Any motion duly proposed by members;
- v Amendments to the Constitution during the year;
- vi Dissolution of ICF Ireland; and
- vii Appropriation of assets.

Record of resolutions - Resolutions of the Annual General Meeting shall be entered in minutes signed by the President and another Director of ICF Ireland, which shall be kept by the Secretary.

13.3 - Quorum

Quorum

The quorum for an Annual General Meeting shall be 10 ordinary members of ICF Ireland, the President and at least one other Director of ICF Ireland.

Quorum not present

If within 30 minutes after the time appointed for an Annual General Meeting a quorum is not present, the meeting is dissolved, and it stands adjourned to the next week at the same time and place as the President appoints by notice of the meeting to members.

Notice period for Annual General Meeting

At least 14 days' notice in writing of an Annual General Meeting, specifying the business to be transacted and the date, day, time and place of such meeting shall be sent by electronic mail to all ICF Ireland Members.

Decision by majority

Resolutions shall be taken to be carried if a simple majority of the votes cast on the motion are in favour of it.

Casting vote in a tie

In the event of a tie the President of the meeting shall have the casting vote.

13.4 - Extraordinary General Meeting

Meeting called by BOD

The BOD may on its own authority call an Extraordinary General Meeting of the Chapter should the requirement arise which may be due to items noted in Article 14.2.

Meeting called by members

The BOD shall call an Extraordinary General Meeting on receipt by the Secretary of a request in writing signed by 7 members of ICF Ireland and where such request is received by the Secretary, he/she shall ensure that an Extraordinary General Meeting is held within 21 days from the date of receipt of such request.

Notice period for Extraordinary General Meeting

At least 14 days' notice in writing of an Extraordinary General Meeting, specifying the business to be transacted and the date, day, time and place of such meeting shall be sent by electronic mail to all members of ICF Ireland.

Quorum

The quorum for an Extraordinary General Meeting shall be 10 ordinary members of ICF Ireland the President and at least one other Director of ICF Ireland.

Quorum not present

If within 30 minutes after the time appointed for a general meeting a quorum is not present, the Extraordinary General Meeting:

- i. if convened by the BOD, is dissolved; and
- ii if convened on request of the members, stands adjourned to the next week at the same time and place as the President appoints by notice of the meeting.

Simple Majority

Resolutions shall be taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

Casting Vote

In the event of a tie the President of the meeting shall have the casting vote.

Record of resolutions

Resolutions on Extraordinary General Meeting shall be entered into minutes signed by the President or a member of the BOD present and kept by the Secretary.

13.5 - Chairperson of General Meetings

The President of the BOD, or in their absence another member of the BOD as agreed, shall preside as Chairperson at each General Meeting of ICF Ireland.

14. Financial Management of ICF Ireland

14.1 - The resources of ICF Ireland shall consist of:

- a) Annual membership fee rebates from ICF Global;
- b) Conference fees and fees from events of the Chapter;
- c) Sponsorship and partnerships with corporate and other members;
- d) Affinity schemes with partner providers;
- e) Chapter Fees from members (ICF Ireland Chapter);
- f) Advertising Income; and
- g) Other Income from time to time.

14.2 - Financial Management Procedures

- a) ICF Ireland operates on a tight budget with the main source of income outlined above in Article 14.1. The BOD will be expected to be cognisant of financial constraints in their decision-making.
- b) All expenditure must be estimated in advance and presented to the BOD for approval in advance at least at quarterly meetings
- c) Directors of the Board should familiarise themselves and follow the Directors Expense Policy approved by the Board in October 2017 which covers rules and requirements around charge and claim of out of pocket expenses for the BOD in carrying out their duties.
- d) Events are expected to be at least self-financing with the BOD endeavouring to secure sponsorship for events where appropriate in order to maintain financial stability of the Chapter.
- e) Directors and Advocates may attend Chapter events free of charge in recognition of their pro bono work on behalf of the Chapter.
- f) Contribution to participation in ICF European and Global events by the President or an alternate will be considered on a case by case basis depending on costs and cash-flow – a level of participation is considered desirable. A written request should be made in advance to the Board for approval with an outline of costs and the contribution required. This should be done in writing to the Board at the meeting prior to travel and no travel or expenses should be incurred without full approval of the BOD. No member of the BOD can incur expenses without approval from the BOD and expenses incurred without approval will not be paid.
- g) It is recommended that each Board should ensure that there is a balance in the bank account of no less than €300 when handing over to the new Board. Any debt incurred will be the responsibility of the incumbent Board and may not be passed on to the new Board.
- h) Upon agreement of annual strategy events programme and required travel for the year to ICF Global and European events a budget will be drawn up by the Director of Finance and reviewed by all the Directors. The approval of the Budget should be done

at a meeting of the Board and minuted. This budget shall be reviewed no less than each quarter at a Board meeting versus actual expenses and income charged or earned and any deviations discussed and approved by all the Directors.

- i) All Directors must review and approve financial statements for the year in which they acted as a member of the BOD.

14.3 - Financial Statements and Audit

ICF Ireland year end is December 31. ICF Ireland has availed of an audit exemption as is permitted for a CLG under the Companies Act 2014. The Director of Finance and Operations supported by an administrative assistant completes day to day finance transactions including payments and invoicing. Bookkeeping and completion of statutory financial statements and returns are completed by an external provider. This contract is reviewed on an annual basis in the context of service and cost in relation to overall finance of the Chapter.

14.4 - Legal Purpose

ICF Ireland is a voluntary body that operates within the framework and ethics of the International Coaching Federation. It operates without any income surplus and therefore no taxable profit, and below the minimum requirement for vat registration.

15. Amendment of the Constitution

These Guidelines may be amended when considered necessary by a special meeting of the Board of Directors convened by the President to consider and debate any such changes when recommended by a committee appointed by the President, or upon a written request from at least ten per cent of the qualified members of the organisation. The President shall have the amendments posted on the Organisation's website or mailed to the membership. No amendment to this document shall conflict with the rules, guidelines, or bylaws of the International Coaching Federation.

16. Dissolution of ICF Ireland

In the event of the dissolution or final liquidation of the Chapter, its remaining net assets will be distributed to ICF for use consistent with its tax-exempt purpose and for the benefit of ICF Chapters, thus no part of such net assets may inure to the benefit of any individual member or person.