

THE INTERNATIONAL COACHING COMMUNITY

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

1. NAME

The name of the Company is The International Coaching Community, thereafter referred to as the ICC.

2. REGISTERED OFFICE

The Registered Office of the Company will be situate in England and Wales.

3. VISION AND MISSION

The vision of the ICC is a world where coaches with skill and integrity are available to develop, support and inspire the best in individuals and organizations.

The mission of the ICC is to build a recognized and respected coaching profession with high standards of skill and ethics. Coaching is the art and science of helping people and organizations to be the best they can be.

4. OBJECTS

The objects for which the Company is established are: -

To promote the coaching profession to companies and private individuals.

5. ACTIVITIES

- a) To develop and promote accountability and integrity for the practice of coaching primarily through the ICC code of standards and ethics.
- b) To develop and promote high levels of coaching skills through the ICC core coaching competencies for the practice of coaching.
- c) To establish international standards for certification in coaching at various levels.
- d) To work for cooperation and communication between coaching professionals from various countries and organizations.
- e) To cooperate with other individuals, organizations and societies with a similar vision as the ICC throughout the world, for the furtherance of coaching.

- f) To establish coaching as a recognized and respectable profession through education.
- g) To establish coaching as a recognized subject in the academic field.
- h) To be an internationally recognized certifying agent for coaching.
- i) To make coaching available as widely as possible.
- j) To represent the interest of the members in contact with media, other organizations and authorities around the world.
- k) To be an international resource for individuals and organizations who are seeking a coach.
- l) To provide professional programs for continuing education for coaches.
- m) To provide a forum where coaches can exchange ideas and research.
- n) To encourage research in coaching.

6. POWERS

The Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

- (a) To raise funds, whether by the levying of subscriptions by the Company, by means of donations from Companies and other business concerns, by private or public appeals or otherwise. Also to seek any form of assistance, sponsorship or grant from government, municipal, commercial or private sources or from any national or international health, welfare, social or cultural organization for on behalf of the Company, or any persons pursuing any object which this Company is authorized to carry on and to accept gifts or property, whether subject to any special trust or not, for the objects of the Company.
- (b) To recruit and assist in the recruitment of voluntary workers in and for the Company and to retain or employ professional or technical advisors or workers in connection with the objects of the Company and to pay reasonable and proper fees for their services.
- (c) To make any financial grant or award, and to enter into any contract or arrangement for the provision to any person or body of persons of any technical, financial or other assistance, of any service or equipment, labour, or of travel, accommodation or other facilities and generally to do all such things as may, in the opinion of the Officers, further the objects of the Company.
- (d) To undertake research and surveys and publish the useful results of such research. To establish, equip and maintain a library to collect, compile, print, publish and disseminate information, to provide, publish or contribute to the publication of any papers, books, periodicals, reports or other documents, films, slides, tapes, pictures, plans or models. To give and exchange information and advise, and to promote foster and maintain the interest and support of the public in the objects and activities of the Company.
- (e) To organize, provide facilities for and hold conferences, meetings, and courses of instruction, demonstrations, lectures, exhibitions, tours and displays.
- (f) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of, or co-operate or federate with any other organizations or associations whose objects are in whole or in part similar to the objects of the

- Company or the establishment or promotion of which may be beneficial to the Company. To act as trustees or agents for and to manage and to undertake the property, assets, liabilities and engagements of any such organizations or association, and to subscribe or guarantee money for any purpose in any way calculated to further the objects of the Company.
- (g) To foster and encourage co-operation and communication between similar organizations, societies, and institutions, and local and natural authorities and to co-ordinate the activities and represent the view of those making use of the facilities of the Company and its members.
 - (h) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, sell, mortgage, lease or otherwise dispose of or turn to account any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects. Also to construct, maintain and alter any building or erections necessary or convenient for the work of the Company.
 - (i) To borrow or raise money for the purpose of the Company on such terms and on such security as the officers shall think fit, and whether by the creation and issue of debentures or debenture stock or otherwise.
 - (j) To receive money on deposit or loan upon such terms as the Company may approve, and to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects.
 - (k) To invest and deal with the moneys of the Company not immediately required for its purposes in or upon such investments or securities and in such manner as may from time to time be determined. This is subject nevertheless to such conditions (if any) and such consent (if any), as may for the time being be imposed or required by law and subject also as hereinafter provided.
 - (l) To sell, mortgage, improve, manage, turn to account, exchange, let or grant licenses, easements and other rights in or over, and in any other manner deal with or dispose of all or any of the property and assets for the time being of the Company as may be expedient for the promotion of its objects.
 - (m) To do all such other things as are necessary for the attainment of the objects and activities of the Company or any of them.

7. INCOME

The income and property of the Company shall be applied solely towards the promotion of the objects and activities of the Company as set forth in this Memorandum of Association. No portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company. No member of the Governing Body of the Company shall be appointed to any salaried office of the Company, or any office of the company paid by fees. The Company shall give no remuneration or other benefit in money or money's worth to any member of the governing body.

Provided that nothing herein shall prevent the payment, in good faith, by the Company:

- (a) of reasonable and proper remuneration to any member, officer, or servant of the Company for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company or of its Governing Body at a rate not exceeding five per cent greater than the current bank of England lending rate.
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Governing Body;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management Body may be a member.
- (e) to any member of its Governing Body of out-of-pocket expenses.

8. LIABILITY

The liability of the members is limited.

Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £5.

9. DISSOLUTION

If, upon the winding up or dissolution of the Company, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this shall not be paid to or distributed among the members of the Company. Instead, it shall be given or transferred to some other charitable institution or institutions having objects the same as or similar to the objects of the Company. Such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far effect can not be given to this last provision, then to some other objects as near as may be to that of the Company.

We, the subscribers to this memorandum of Association, wish to be formed into a Company pursuant to this Memorandum of Association.

NAME AND ADDRESS OF SUBSCRIBERS

Joseph Anthony O'Connor

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