

Original

Registered Charity Number: 20016043

**THE COMMISSIONER FOR CHARITABLE DONATIONS AND BEQUESTS FOR  
IRELAND**

**IN THE MATTER of the Charities Act, 1973**

**and**

**IN THE MATTER of the Charity of the Teacher Training College known as Mary  
Immaculate College of Education, Limerick, or Coláiste Oideachais Mhuire gan Smál**

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**MARY IMMACULATE COLLEGE, LIMERICK**

**AMENDED AND RESTATED**

**SCHEME OF INCORPORATION**

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**PREAMBLE**

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WHEREAS:

- (A) In accordance with the Original Scheme of Incorporation, a Body Corporate called the "Trustees of the Mary Immaculate Teachers' Training College" was formed and the persons who were the Trustees of the College immediately prior to the effective date of the Original Scheme of Incorporation transferred to the Trustees of the Mary Immaculate Teachers' Training College all ready cash in their possession and all books, documents, title deeds, instruments of title, securities and other chattels and effects formerly belonging to or held by them or by any other person on their behalf of such Trustees and upon such transfer said former Trustees were discharged. (Capitalised terms herein are defined in Section I below).
- (B) From the Operative Date, the Corporation has operated as a separate legal entity, while maintaining its status as a Catholic educational foundation.
- (C) By act of the Commissioners for Charitable Donations and Bequests for Ireland [the Original Scheme of Incorporation is hereby amended and restated in its entirety to, among other reasons, clarify the respective role and responsibilities of the Trustees and to introduce and use consistent terminology throughout all internal corporate and governance documents.
- (D) It appears to the Trustees and is agreed by the Commissioners to be expedient that such Amended and Restated Scheme of Incorporation should be made as is hereinafter set forth.

NOW THEREFORE, THE COMMISSIONERS, IN EXERCISE OF THE POWERS CONFERRED UPON THEM BY **SECTION 2 OF THE CHARITIES ACT, 1973** AND OF EVERY OTHER POWERS ENABLING THEM IN THIS BEHALF, HEREBY MAKE THE FOLLOWING SCHEME:

## I. DEFINITIONS

In this Scheme unless the context otherwise requires the following expressions shall have the meaning hereby assigned to them;

*"An Bord Rialaithe"* ("The Governing Body") is the body appointed by the Trustees to govern and control all the affairs of the College subject to this Scheme of Incorporation and in accordance with the Instrument of Government approved by the Trustees.

"Bishop" shall mean the person for the time being holding, in accordance with the Canon Law of the Roman Catholic Church, the office of Bishop of the Diocese of Limerick and during any vacancy in the diocese, the person or persons who, according to the regulations and practice of the Roman Catholic Church is or are, for the time being, entitled to exercise ecclesiastical jurisdiction over Roman Catholics in the said Diocese.

"Charity" shall mean the Charity known as "Mary Immaculate College" or "Coláiste Mhuire gan Smál".

**"College" shall mean the Charity previously known as "Mary Immaculate College of Education, Limerick", or "Coláiste Oideachais Mhuire gan Smál" which shall henceforth be known as "Mary Immaculate College" or "Coláiste Mhuire gan Smál".**

"Commissioners" shall mean the Commissioners of Charitable Donations and Bequests for Ireland.

"Corporation" shall mean the Body Corporate formed pursuant to the Original Scheme of Incorporation

"Main Object", in accordance with the Original Scheme of Incorporation shall mean "the advancement of Catholic Education, especially the noble tradition of teacher education" and such other purposes as the Trustees may, from time to time, deem to be in accordance with this main object.

"Operative Date" shall mean the date on which the Original Scheme of Incorporation became effective.

"Original Scheme of Incorporation" shall mean the Scheme of Incorporation of Mary Immaculate College of Education registered in the Registry of Deeds, Dublin 23 minutes after 11 o'clock on the 16<sup>th</sup> day of February 1978 Book 2 No. 223.

"Property of the Corporation" shall mean and include all the land, buildings, tenements, hereditaments, rent charges, monies, funds securities, chattels and effects mentioned in the Schedule hereto, and all the rents, interest, dividends and income thereof due and accruing and all other property real and personal at the date of this Scheme held or possessed by any person or persons in trust for or applicable to all or any of the purposes of the Charity, and shall also include all or any other property real or personal which shall at any time hereafter become or be vested in the Corporation for all or any of the purposes of the Charity.

"Provincial Leader" shall mean that Trustee of the South Central Province of the Congregation of the Sisters of Mercy in Ireland who, while in such position, is the duly elected Provincial Leader of the Province or her legal successor.

"Scheme of Incorporation" shall mean the Amended and Restated Scheme of Incorporation as the same may be amended from time to time.

"Sisters of Mercy" shall mean the Sisters of Mercy of the South Central Province of the Sisters of Mercy in Ireland or their successors in law.

"Trustee" or "Trustees" shall mean, respectively, an individual member or members of the Corporation.

## II TRUSTEES

- (a) The Trustees of the Corporation shall be that person who from time to time is the Bishop of Limerick *ex-officio* (who shall be the Chairman of the Corporation) and such other persons, lay or religious, as are admitted to membership of the Corporation.
- (b) The number of Trustees of the Corporation shall be not less than four and not more than 10. The number of Trustees may be increased from time to time by vote of the Trustees.
- (c) The Corporation shall include three representatives of the Congregation of the South Central Province of the Sisters of Mercy, as nominated by the Provincial Leader for the time being. The Provincial Leader may, by writing under her own hand addressed to the Corporation remove and replace any Trustee representative of the Congregation of the South Central Province with or without cause. If the Sisters of Mercy were to decide to withdraw as Trustees, the Provincial Leader shall cause the transfer of their Trusteeships to another Catholic Congregation, to the Diocese of Limerick, to a body or person having a main object similar to the Main Object or a body or person(s) deemed appropriate by the Provincial Leader, where there is agreement on this with the Bishop of Limerick.
- (d) The rights, privileges and obligations of a Trustee shall not be transferable and Trusteeship of the Corporation shall cease:
  - (i) on the Trustees death or disability or inability to perform the duties of the office;
  - (ii) if the Trustee resigns by notice in writing
  - (iii) at such time that a Trustee, who is an *ex-officio* Trustee by virtue of holding an office or representative position, no longer holds the office or position entitling him or her to be a Trustee
- (e) In their capacity as Trustees of the Corporation, the Trustees will have and exercise certain reserved powers over the Corporation's affairs. The reserved powers of the Trustees shall be as follows:
  - (i) To appoint members of *An Bord Rialaithe* of the College in the manner and for the term set out in the College's Instrument of Government; to remove, following due process, a member of *An Bord Rialaithe* where there are good and valid reasons for so doing and where these reasons have been set out in writing; to accept the resignation of a member of *An Bord Rialaithe* when offered or required; and to satisfy itself in regard to the manner in which *An Bord Rialaithe* conducts its affairs and exercises the powers delegated to it through the Instrument of Government and to dissolve *An Bord Rialaithe* if satisfied that the functions of the board are not being effectively discharged or where *An Bord* has failed to carry out its duties;
  - (ii) To initiate and approve any proposed sale or other transfer, purchase, mortgage or encumbrance of Property of the Corporation and to

approve any merger, consolidation, dissolution or other fundamental corporate reorganisation;

- (iii) To initiate or approve any amendments to the Scheme;
  - (iv) To approve any significant change in use of the Property of the Corporation from that of the tradition and ethos of the Roman Catholic Church (for purposes of this reserved power, a "significant change in use" shall refer to either the proposed closure of all or substantially all of the facilities operated by the Corporation, or the proposed use of all or substantially all of such facilities for other than the Main Object; and
  - (v) To exercise a right of approval before any appointment is made to posts in Religion (including Theology and Catechetics), Philosophy and Philosophy of Education. The Trustees shall decide, from time to time, the method by which approval shall be given.
  - (vi) The Trustees shall appoint and dismiss the President of the College
- (f) Meetings of the Corporation shall be held at least once every six months upon dates determined by the Trustees. Notice of Meetings shall be given to all Trustees whether in writing or orally by an officer of the Corporation but nothing done or decided at a meeting shall be invalidated by the accidental omission to give Notice to any Member. Minutes shall be kept in a proper manner, of all business transacted at each meeting and shall normally be confirmed at the next meeting of the Trustees. Any four Trustees shall form a quorum and all matters in question shall be determined by a majority of the Trustees present. In the event of equality of voting the occupier of the chair of the meeting shall have a second or casting vote.
- (g) The term of office of each member of the Corporation shall be for a period of three years provided, however, that those Trustees who are Trustees ex-officio, shall be eligible to serve as a Trustee until such time as he or she no longer holds the office entitling him or her to the Trustee position. Unless otherwise determined by the Corporation, each Trustee is eligible for re-appointment for one further consecutive three-year term only.
- (h) The Corporation shall, on an annual basis, appoint one of its members to be Deputy Chairperson and another to be Honorary Secretary, and such other officers of the Corporation as the Trustees shall decide, each of whom shall hold office for one year and shall be eligible for re-election.
- (i) In the event of the Chairperson being unable to take the chair, meetings may be chaired by Deputy Chairperson or, in the absence of both the Chairperson and Deputy Chairperson, such other person as the members present shall nominate.
- (j) The Trustees, subject to the powers reserved to the Trustees pursuant to Section II of the Scheme, shall be responsible for the management and control of the Corporation but may delegate, subject to a unanimous decision of the Trustees, any particular function of the Corporation to any one or more of the Trustees.
- (k) In the event of a Trustee desiring to retire from the Corporation, he or she shall notify his or her intention to do so in writing, to the Secretary of the Corporation. Provided that at least four members shall remain afterwards, his or her retirement shall be accepted by Corporation, to take effect as from the date he or she specifies.

- (l) If any Trustee shall die or retire or be declared bankrupt or be deemed by the other Trustees to be incapable of acting or unfit to act or misses meetings for 12 months or more, without being excused, his or her Trusteeship shall *ipso facto* cease and the facts of such vacancy and the cause thereof shall be recorded in the Minutes. If, by reason of any vacancy, the number of Trustees is reduced to fewer than 4, such number of new Trustees shall be appointed by the remaining Trustees as will bring the numbers up to 4 or more.
- (m) New Trustees shall be appointed by resolution passed at a meeting of the existing Trustees and each new Trustees shall signify his or her acceptance of appointment by attending a meeting of the Corporation and signing the Minute Book and until he or she has done so, shall not be entitled to act as a Trustee.

The members of the Corporation shall bear in all of their activities, the main object and functions of the Corporation.

### **III PURPOSE OF THE CORPORATION**

The Main Object of the Corporation is the advancement of Catholic Education, especially of teacher education and such other purposes as the Trustees may, from time to time, deem to be in accordance with this main object.

In furtherance of the Main Object but not otherwise, the Corporation shall have the following powers:

- (a) To establish or participate in other companies whether as shareholder or member or otherwise;
- (b) To raise funds and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise;
- (c) To purchase, hold, improve, manage, service, develop, exchange, lease, license, mortgage, enfranchise, dispose of, sell, turn to account or otherwise deal with all or any part of the property or rights of the Corporation as may be deemed expedient;
- (d) To take or otherwise acquire, and to hold membership interests, shares and/or securities of any company and to sell, hold, reissue, with or without guarantee, or otherwise deal with same;
- (e) To take over existing owners, joint owners or trustees all benefits, rights, privileges, obligations and authorisations given under any document, governing instrument or constitution;
- (f) To borrow and raise money and secure or discharge any debt or obligation in such manner as may be through fit and, in particular, by the issue of debentures, or debenture stocks perpetual or otherwise and to secure the repayment of any money borrowed raised or owing by mortgage charge or lien upon the whole or any part of the Corporation's property or assets whether present or future and also by a similar mortgage charge or lien to secure and guarantee the performance by the Corporation of any obligation or liability it may undertake.
- (g) To lend, grant or advance money or otherwise give credit to provide financial accommodation to any person with or without security and otherwise on such

terms as may seem expedient, to deposit money with any company or bank, and to give guarantees and indemnities to and in respect of any persons or companies;

- (h) To invest monies of the Corporation not immediately required for its purposes in any manner as may be thought fit whether trustee investments or otherwise, and to vary the investment thereof in such manner as may from time to time be determined;
- (i) To establish and support or aid in the establishment and support of any charitable associations, institutions or trusts and to subscribe to any charitable purposes in any way connected with the Main Object of the Corporation or which may be calculated to further its interests or any of them;
- (j) To contribute by donation, subscriptions, guarantee or otherwise to any other charitable object whatsoever;
- (k) To employ all such officers and servants and to appoint or direct the appointment of the staff and personnel as may be required for the purposes of the Corporation and to make all reasonable and necessary provisions for the payment of wages, salaries, pensions, superannuation to or on behalf of employees and their widows, widowers and other dependants;
- (l) To promote educational programmes and to provide for a working environment for staff development and appraisal by means of teaching, research, continuing education and training activities;
- (m) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Corporation as an employee, or the wives, husbands, children or other dependants of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by an occupational pension scheme and provided that such occupational pension scheme has been operated by the Corporation and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by the Corporation; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Corporation and to subscribe or guarantee money for charitable purposes;
- (n) To take over and to enter into any agreement with any educational or research authority including any university or other third level institution that may seem conducive to the Corporation's main object and/or for those purposes deemed to be in accordance with this main object, and to obtain such rights, privileges and concessions which the Corporation may think desirable to obtain and to exercise and comply with same;
- (o) To promulgate rules and regulations for the conduct and management of the Corporation and any of its subsidiaries or related bodies;
- (p) To ensure that the Catholic ethos, characteristic spirit and mission of the College is maintained and respected by the Corporation and by its subsidiary bodies;
- (q) To receive and administer and allocate grants and gifts made available to the Corporation for its aforesaid Main Object and for those purposes deemed to be in accordance with this main object (whether or not such grants or gifts are made from such public funds or otherwise) under the terms and conditions attached to such grants and gifts;

- (r) To accept and receive any donation of property of any nature and howsoever donated (whether or not subject to conditions) for the purpose of furthering the Corporation's Main Object and/or for those purposes deemed to be in accordance with this main object, (and to apply to such purposes the capital as well as the income of any such legacy, donation or funds;
- (s) To take over or enter into any agreement with any government or local or other authority that may seem conducive to the Corporation's Main Object and/or for those purposes deemed to be in accordance with this main object, and to obtain from any such government or authority any rights, privilege and concessions which the Corporation may think desirable to obtain, to exercise and to comply with same;
- (t) To take over and to hold, either alone or jointly, all or any existing charitable and benevolent funds, investments and bursaries, established for the Corporation or for any other charitable purpose;
- (u) To acquire by purchase, exchange, lease, fee farm grant, or otherwise, either for an estate in fee simple or for any less estate or interest, whether in possession or in reversion, and whether vested or contingent, any land, tenements or heridiments of any tenure whether subject to any charges or encumbrances;
- (v) To procure the Corporation to be registered or recognised in any foreign country or place;
- (w) To carry on any other business which may seem to the Corporation of being conveniently carried out in connection with the Corporation's Main Object and/or for those purposes deemed to be in accordance with this main object;
- (x) To do all such things as are necessary for the attainment of the Corporation's Main Object;
- (y) To do all or any of the above things either as principal, agent, contractor, trustee or otherwise and by or through trustees, agents, subsidiaries or otherwise if the same may be seen directly or indirectly to benefit the purpose for which the Company is established.

#### **IV. PROPERTY, BOOKS OF ACCOUNT AND EXPENSES**

- (a) All property acquired by the Corporation, after its establishment, shall be employed for the Main Object of the Corporation, and in all respects, subject to the reserved powers of the Trustees as set forth herein, shall be managed, used and disposed of in a manner consistent therewith.
- (b). Proper books of Account shall be kept and annual Accounts shall be prepared and audited and shall be presented to the Corporation for adoption at the first meeting of the Corporation occurring after completion of the audit. The Corporation shall send a copy of such accounts certified by the Auditor to the Commissioners. The Corporation shall at all times allow any person nominated by the Commissioners to inspect and take copies of any or all books of account.
- (c) Any reasonable expense incurred in the preparation and perfecting of this Scheme and in furthering its objects shall be met out of the assets of the Charity.

- (b) The Seal of the Body Corporate shall be used only with the approbation of the Corporation and every instrument to which the Seal is affixed shall be signed by the Chairperson or Deputy Chairperson and one other additional Trustee.

## **V WINDING UP**

If upon the winding up or dissolution of the Corporation there remains after satisfaction of all debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Trustees of the Corporation but shall be given or transferred to a body or bodies or person (within the meaning of the Income Tax Acts) having a main object similar to the Main Object of the Corporation and which shall prohibit the distribution of its or their income and property amongst its or their Trustees to an extent at least as great as is imposed on the Corporation under the terms hereof, such body of persons (within the meaning of the Income Tax Acts) to be determined by the Trustees of the Corporation at or before the time of dissolution and in default thereof by the Commissioners for the time being or their successors for some charitable object which is consistent with the Main Object of the Corporation.

## **VI INDEMNITY**

Every Trustee or other officer of the Corporation shall be entitled to be indemnified out of the assets of the Corporation against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of Section 200 of the Companies Acts, 1963 - 1999) which he or she may sustain or incur in the course of or in connection with the execution of his or her duties and no Trustee or other officer shall be liable for any loss or damage sustained by the Corporation as a result of or in connection with the execution of his or her duties, provided however that this section shall have effect only insofar as its provisions are not excluded by Section 200 of the Companies Acts, 1963-1999.

Ends/



GIVEN under the Common Seal of the  
Charities Regulator

This 15<sup>th</sup> day of September 2016.

*Linda Chambers*  
A Member of the Authority

*Graham Simard*  
A Member of the Authority

