

Document A:

NOTICE OF ANNUAL GENERAL MEETING Gásoga na hÉireann / Scouting Ireland (the 'Company') (Company Reg. No. 397094 Charity No. CHY3507)

NOTICE IS HEREBY GIVEN that the Online Annual General Meeting (AGM) of the Company will take place, with the Chair of the Meeting and the Board of Directors present at a single physical location, and also at the location from where each duly registered voting delegate (or representative) and other Directors may join the meeting online; on Saturday 10th September 2022 at 11.00am.

It should be noted that in conducting this AGM online, that:

- (i) The technology platform being used for this meeting will be the SLIDO Online Meeting Platform.
- (ii) The details for both Company Members and Voting Delegates to access this platform and register for the 2022 AGM are contained in the Meeting and Pre-meeting Procedures document, which accompanies this Notice. The procedures outlined in this document are the basis on which the Company can clearly identify all delegates, who intend to attend the meeting.
- (iii) Each Scout Group (who are Company Members) will have until Wednesday 24th August 2022, to register up to five (5) voting delegates (to include two registered Scouts) on Eventbrite.
- (iv) Each Voting Delegate will have until 5pm on Wednesday 31st August 2022, to activate and test their delegate link and to confirm their attendance, at the AGM on the online platform (SLIDO), having received their log in credentials from Eventbrite.
- (v) The procedures set out in the Meeting and Pre Meeting Procedures document also set out how delegates can communicate questions and comments in advance of and during the meeting. This document also describes the procedures to be adopted for voting on resolutions proposed to be considered at this meeting.

This Annual General Meeting is being held for the following purposes:

1. **To review the Company's affairs.**
2. **To receive and consider the Company's Financial Statements for the year ended 31st August 2021 and the reports of the Directors and Statutory Auditors on those Financial Statements.**
3. **The reading of the Audit Opinion and to note that the statutory auditors, Grant Thornton have agreed to continue in office pursuant to section 383 of the Companies Act 2014.**
4. **To authorise the directors to approve the remuneration of the statutory auditors Grant Thornton for the forthcoming financial year. [\[Vote Required\]](#)**
5. **The Address of the Chief Scout as Chair of the Meeting and the Address of the Chairperson of the Board of Directors.**
6. **Special Business:**

To consider the following [motions](#) which were approved for consideration by the Motions Committee at this AGM, under Article 16 of the Company's Constitution. For each motion which is a Special Resolution (which proposes a change to the Constitution) each requires a vote of not less than 75% of the votes cast, to be approved (passed) by members. It should be noted that all changes to the Constitution are subject to the approval of the Charities Regulatory Authority (CRA), which has been sought.

The other motion being a General Proposal and an ordinary resolution requires a simple majority to be approved (passed) by members.

6.1 To consider and, if thought fit, pass the following resolution as a Special Resolution:
[Vote Required] ' RESOLVE as a Special Resolution, that:

Motion 1: *(Special Resolution)*

By Special Resolution, at the request /direction of the Charities Regulatory Authority (CRA) that clause 31 of our Articles of Association is amended to include the following text:

'The minimum number of Directors (Trustees) shall not be less than three (3).'

6.2 To consider and, if thought fit, pass the following resolution as a Special Resolution:
[Vote Required] ' RESOLVE as a Special Resolution, that:

Motion 2: *(Special Resolution)*

By Special Resolution, to give effect to Motion 1 [requiring an amendment to clause 31 of the Articles of Association, adding the following text, that;

'The minimum number of Directors (Trustees) shall not be less than three (3)' "that the continuing Directors are empowered to act in circumstances where the minimum number of Directors drops below (3) three and that the following text is added to the Constitution as follows: '

31.1 In addition and without prejudice to section 160(7) of the Companies Act 2014, in the event that the number of Directors drops below 3 (three) (for any reason including but not limited to a Director having died, having been removed from office, having lost capacity and/or being otherwise unable to act) the continuing Directors are authorised and empowered to:

1. Meet and act for the purpose of filling a casual vacancy on the Board of Directors to bring the total number of Directors to 3 (three). Any such co-opted Director so appointed pursuant to this power shall be a full Director and shall hold office until the next annual general meeting and shall then be eligible for re-election. His/her resignation shall not be taken into account in determining the Directors who are to retire by rotation at such a meeting;
2. and /or summon a General Meeting of the Company; but for no other purpose(s).

6.3 To consider and, if thought fit, pass the following resolution as a Special Resolution:

[\[Vote Required\]](#) 'RESOLVE as a Special Resolution, that:

By Special Resolution, the following text is added to the Constitution which will allow Scouting Ireland to use technology to undertake Company Meetings which would include both Annual General Meetings and Extraordinary General Meetings.

The [proposed Additional Text to the Constitution as new Clause 86](#); '86 Company Meetings and the Use of Technology'; is [set out on at the end of this Notice](#).

6.4 To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

[\[Vote Required\]](#) 'RESOLVE as an Ordinary Resolution, that:

Motion 4: (General Proposal)

That **Ballinora –109th Cork Scout Group Council** propose to the Annual General Meeting of Scouting Ireland, that the board of Scouting Ireland consider:

The establishment of a working group to develop a plan to improve Scouting Ireland's approach to supporting Youth Members and Scouters with disabilities and/or additional needs. The working group should consist of Scouters and Youth Members with relevant knowledge, skills, and experience, identified by an Open Call. The plan should be developed within one year and include:

- **The outcomes of a consultation to gather and review existing knowledge, best practices, and resources within groups and counties;**
- **The outcomes of a process to identify suitable partner organisations for the work;**
- **A timeline for the development of Scouter training and section specific handouts and resources;**
- **Directions for any other initiatives deemed necessary by the working group.**

7. The announcement of the outcomes of the Director Nomination process for 2022. Having successfully completed the Induction / Assessment process at the end of June 2022, each of the following will be deemed elected or re-elected at the end of the 2022 Annual General Meeting and can take up appointment or re-appointment to the Board, at that time.

Candidates Deemed Re-elected: Patrick Kidney and Paul Mannion.

Candidates Deemed Elected: Jacques Kinane; Evan O'Connell and Donnachadha Reynolds.

By Order of the Board

Matt Kavanagh *

(* By email only)

Matt Kavanagh
Company Secretary

email: cosec@scouts.ie

Dated: 17th August 2022

Registered Office: Scouting Ireland, National Office, Larch Hill, Dublin 16.

Voting At the AGM:

- (1) For all matters and motions requiring a vote at the 2022 AGM, this will be done by 'poll' i.e., with the counting of all votes (and not by a 'show of hands or voting cards'). This is consistent with the requirements of section 195 (A) 1 and 2, as set out in the Companies (Miscellaneous Provisions) (Covid-19) Act 2020.

- (2) Where a vote is required all voting delegates will be given up to two minutes to record their vote online.

- (3) Each Delegate can only vote once on each motion. The outcome of this vote will then be announced to the meeting by the Chief Scout as Chair of the Meeting or the Company Secretary (or whomever so delegated by the Meeting Chair).

- (4) The result of each vote on a motion, taken at the 2022 AGM will be presented as:
 1. Total number of votes cast.
 2. Total percentage of votes for the motion.
 3. Total percentage of votes against the motion.

Motions:

There are four (4) motions under 'Special Business', which have been approved by the Motions Committee to be considered at the 2022 AGM, under article 16 of the Company's Constitution.

As each of these motions have been approved by the Motions Committee and therefore there is no requirement for these motions to be formally proposed or seconded at the AGM.

Motions will be dealt with as follows, at the 2022 AGM:

- a. The Group (or Board of Directors) proposing the Motion will have two minutes to set out their case for the motion.
- b. The Group who has formally proposed a motion, which is before the 2022 AGM, will be contacted in relation to their speaker slot to move and close the debate of their motion and do not have to join the open call to obtain a speaker slot.
- c. The first five (5) speakers to register online, [once speaker registration has opened] to speak on a particular motion will be the 'designated' speakers on this motion. Up to three (3) other speakers, who register online to speak on this motion may be designated as 'reserve' speakers. A reserve speaker will only be called to speak on the day of the AGM, where one of the five designated speakers is unavailable, at the required time to speak.
- d. Each of the five (5) designated speakers will have two minutes to speak on the motion.
- e. For each motion proposed by a Scout Group (company member), the Board of Directors will have 2 minutes to speak on that motion.
- f. The Group proposing the Motion will have one minute to speak to close the debate, before a vote is taken on the motion. The Group proposing the Motion are asked to use the same speaker to both open and close the motion, to ensure the process works as efficiently as possible.
- g. Speakers are reminded that a general meeting is not a forum to air grievances. Speakers may not refer to individuals or cases or give information so that the identity of an individual or a case can be determined during the course of debate. Should such a situation occur, the Chief Scout (as Chair of the Meeting) can ask that the speaker's ability to address meeting to be withdrawn.
- h. To allow for the smooth running of the meeting, the Chair of the Meeting, at their discretion, may limit the time for debate or limit the number of speakers on any motion.
- i. A member of a body that has proposed a motion may not speak against it.
- j. All speakers must, on commencing to speak, give their name and the name of the body (Scout Group) that they are representing. It is also recommended that they state if they are speaking for or against the motion under debate.
- k. Where a speaker persists in making irrelevant points or in repetition in debate or who, in the opinion of the Chair of the Meeting, is speaking for the purpose of obstructing the business of the meeting, the speaker may be directed by the Chair of the Meeting to discontinue their speech.
- l. The proposer of the motion under debate may withdraw the motion at any time before a vote is called.
- m. Once withdrawn, the debate will end without a vote. A withdrawn motion cannot be reintroduced at the same meeting.

Motion 1: - (Special Resolution)

That the **Board of Directors of the Company**, propose a motion to the Annual General Meeting of Scouting Ireland / Gasóga Na hÉireann as follows:

That by Special Resolution, at the request /direction of the Charities Regulatory Authority (CRA) that clause 31 of our Articles of Association is amended to include the following text:

'The minimum number of Directors (Trustees) shall not be less than three (3).'

Motion 1: Explanatory Note: The intention behind this Motion:

In correspondence with the Charities Regulatory Authority (CRA) to seek approval for the 9 special resolutions changing our Constitution which were approved by members at the 2021 AGM, the CRA sought an additional change to our Constitution.

The requirement for this change by the CRA is to ensure that all Registered Charities have at least three (3) directors (trustees) at any time and that a situation is avoided with all Charities, whereby the Board of a Charity is unable to operate, because the number of trustees / directors has fallen below three (3) or where the Board of a Charity does not have the required quorum to conduct its business.

This motion as a special resolution seeking to change the Constitution is subject to the approval of the Charities Regulatory Authority.

Motion 2: - (Special Resolution)

That the **Board of Directors of the Company**, propose a motion to the Annual General Meeting of Scouting Ireland / Gasóga Na hÉireann as follows:

That by Special Resolution, to give effect to Motion 1 [requiring an amendment to clause 31 of the Articles of Association, adding the following text, that;

'The minimum number of Directors (Trustees) shall not be less than three (3)' "that the continuing Directors are empowered to act in circumstances where the minimum number of Directors drops below (3) three and that the following text is added to the Constitution as follows: '

31.1 In addition and without prejudice to section 160(7) of the Companies Act 2014, in the event that the number of Directors drops below 3 (three) (for any reason including but not limited to a Director having died, having been removed from office, having lost capacity and/or being otherwise unable to act) the continuing Directors are authorised and empowered to:

1. Meet and act for the purpose of filling a casual vacancy on the Board of Directors to bring the total number of Directors to 3 (three). Any such co-opted Director so appointed pursuant to this power shall be a full Director and shall hold office until the next annual general meeting and shall then be eligible for re-election. His/her resignation shall not be taken into account in determining the Directors who are to retire by rotation at such a meeting;
2. and /or summon a General Meeting of the Company; but for no other purpose(s).

Motion 2: Explanatory Note: The intention behind this Motion:

As already set out in the previous Motion, the Charities Regulatory Authority (CRA) requires a change to clause 31 of our Articles of Association setting the minimum number of Directors at three (3).

Given the proposed change to clause 31, the purpose of this Motion (with the addition of the additional text set out as clause 31.1), is to specifically empower the continuing Directors to take steps to bring the minimum number of Directors up to three (3), in circumstances where the number of Directors, has dropped below three (3). This motion as a special resolution seeking to change the Constitution is subject to the approval of the Charities Regulatory Authority.

Motion 3: - (Special Resolution)

That the **Board of Directors of the Company**, propose a motion to the Annual General Meeting of Scouting Ireland / Gasóga Na hÉireann as follows:

That by Special Resolution, the following text is added to the Constitution which will allow Scouting Ireland to use technology to undertake Company Meetings which would include both Annual General Meetings and Extraordinary General Meetings. See attached additional page which sets out the Proposed Additional Text to the Constitution as new Clause 86; '86 Company Meetings and the Use of Technology'

86 Company Meetings and Use of Technology

- 86.1 A general meeting of the Company need not be held at a physical venue but may be conducted wholly or partly by the use of electronic communications technology and in such circumstances, the Company shall ensure, as far as practicable, that:
- (a) access details are set out in the notice in accordance with Regulation 86.5;
 - (b) such technology enables the Member to —
 - (i) hear what is said by the Chairperson of the meeting and any person introduced by the Chairperson,
 - (ii) speak and submit questions and comments during the meeting to the Chairperson, to the extent that the Member is entitled to do so under this Constitution; and
 - (b) technology may be used to facilitate the casting of votes, whether before or during the meeting, provided that the Chairperson is of the opinion that he can identify the Member entitled to vote and verify the content of voting instructions.
- 86.2 For the avoidance of doubt, where technology is used to facilitate the casting of votes at a general meeting, any references in this Constitution to voting by a show of hands or on a poll, shall be deemed to include a virtual show of hands and / or a virtual poll.
- 86.3 All or any Delegates (duly nominated by a Member, as per clause 25.1 of this Constitution) may participate in, speak at, and vote at an AGM or EGM (and shall be deemed to be "present in person" for the purposes of this Constitution, and shall be counted in a quorum accordingly) by means of any technology that provides Members, as a whole, with a reasonable opportunity to participate in such meeting, such as audio-conferencing, teleconferencing, or by any other communication equipment which allows all persons participating in the meeting to hear each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairperson of the meeting then is located.

86.4 Any temporary failure or disruption of electronic communications technology shall not invalidate the general meeting or any proceedings relating to the meeting. For the avoidance of doubt, the failure of a Member's technology or equipment, which disrupts or prevents their attendance at the meeting, shall not invalidate the meeting or any proceedings relating to the meeting.

86.5 Where a meeting is proposed to be held wholly or partly by the use of electronic communications technology in accordance with Regulation 86.1, the notice shall specify:

- (a) the electronic platform to be used for the meeting;
- (b) details for access to the electronic platform;
- (c) the time and manner by which a Member must confirm his / her intention to attend the meeting;
- (d) any requirements or restrictions which the Company / Charity has put in place in order to identify Members who intend to attend the meeting;
- (e) the procedure for Members to communicate questions and comments during the meeting; and
- (f) the procedure to be adopted for voting on resolutions proposed to be passed at the meeting.

Motion 3: Explanatory Note: The intention behind this Motion:

There is currently no provision in our Constitution to allow for the use of technology in undertaking Company Meetings. During the Covid-19 Pandemic, it was only possible to undertake the 2020 and 2021 Annual General Meetings of Scouting Ireland online, because of a temporary change to the Companies Act 2014. This temporary legislation, the Companies Act (Miscellaneous Provisions Covid-19) 2020, (which has been extended on a number of occasions during the Pandemic) is currently extended until the end of December 2022, at which time it is not expected to be extended further after that date.

The adoption of this motion will provide flexibility to the Members and the Board of Scouting Ireland, for Company Meetings to be held as a physical meeting, online or as a hybrid meeting (a mixture of physical and online meeting). Having the option to hold hybrid Company Meetings, allows the greatest number of delegates to participate in future Company Meetings.

Motion 4: (Ordinary Resolution)

That **Ballinora –109th Cork Scout Group Council** propose to the Annual General Meeting of Scouting Ireland, that the board of Scouting Ireland consider:

The establishment of a working group to develop a plan to improve Scouting Ireland’s approach to supporting Youth Members and Scouters with disabilities and/or additional needs. The working group should consist of Scouters and Youth Members with relevant knowledge, skills, and experience, identified by an Open Call. The plan should be developed within one year and include:

- **The outcomes of a consultation to gather and review existing knowledge, best practices, and resources within groups and counties;**
- **The outcomes of a process to identify suitable partner organisations for the work;**
- **A timeline for the development of Scouter training and section specific handouts and resources;**
- **Directions for any other initiatives deemed necessary by the working group.**

Motion 4: Explanatory Note: The intention behind this Motion:

This is a motion which was discussed and adopted at the Southern Province’s Provincial Conference. Scouting is open to everyone. However, a lot of our groups, and the volunteers who help to run them, would benefit from additional support and resources to be able to effectively meet the needs of, and support, those Youth Members and Scouters in our groups who have disabilities and/or other additional needs.

Anecdotally, it seems that many Scouters feel under-trained in the area and a group’s ability to support its members is reliant on the skills, knowledge and experience of those within the group or local community. This means that some groups are offering excellent supports and others feel at a loss as to how to approach it.

After discussion at the Southern Province’s Provincial Conference, we feel that Scouting Ireland needs an up-dated and evidence-based approach to supporting Youth Members and Scouters in our groups. However, it is crucial that this new approach is informed by existing best practices and resources from within Scout Groups and Scout Counties, as well as input and guidance from appropriate external organisations across the island of Ireland.

Document B:

Gásoga na hÉireann / Scouting Ireland CLG - 2022 ANNUAL GENERAL MEETING

Saturday 10th September 2022 at 11.00am Agenda and Estimated Timings

(Updated – Tuesday 16th August 2022)

Running Order	Agenda Item / Estimated Timings	Speaker(s)
1.	Delegates Joining the Meeting [10.00 am - 11.05 am]	
2.	Welcome Address – Chief Scout (Chair of Meeting) [11.06 am - 11.15 am]	Chief Scout (Chair of Meeting)
3.	Company Secretary Explains the Meeting Procedures [11.16 am - 11.20 am]	Company Secretary
4.	Review of Company Affairs (Interim CEO) [11.21 am - 11.35 am]	Interim Chief Executive
5.	Receive and Consider Company Financial Statements and Report of Directors (CFO) [11.36 am - 12.05 pm]	CFO
6.	Reading of Audit Opinion [12.06 pm - 12.10 pm] Confirmation that the statutory auditors Grant Thornton will continue in office pursuant to section 383 of the Companies Act 2014.	Statutory Auditors
7.	To authorise the directors to approve the remuneration of the statutory auditors Grant Thornton for the forthcoming financial year. [12.11 pm - 12.15 pm]	Company Secretary First Vote [Statutory Requirement of AGM]
8.	Address – (Chair of The Board of Directors of Scouting Ireland) [12.16 pm – 12.30 pm]	Chair of The Board
9.	Special Business [12.30 pm – 1.30pm] Short Introduction and Overview:	Company Secretary
9.1	Motion 1: (<i>Special Resolution</i>) [Proposed by The Board of Scouting Ireland] The minimum number of Directors / Trustees to be set at three (3), as per the request of the Charities Regulatory Authority (CRA).	Board Member to move/ close, up to five speakers. National Youth Rep can Speak on Motion. Second Vote

Gásoga na hÉireann / Scouting Ireland CLG - 2022 ANNUAL GENERAL MEETING

Saturday 10th September 2022 at 11.00am Agenda and Estimated Timings

(Updated – Tuesday 16th August 2022)

Running Order	Agenda Item	Speaker(s)
9.2	Motion 2: (<i>Special Resolution</i>) [Proposed by The Board of Scouting Ireland] Put a mechanism in place to allow remaining Directors / Trustees to remedy where the number of Directors / Trustees ever falls below three (3) minimum.	Board Member to move/ close, up to five speakers. National Youth Rep can Speak on Motion. Third Vote
9.3	Motion 3: (<i>Special Resolution</i>) [Proposed by The Board of Scouting Ireland] Provide Scouting Ireland with the option to allow the use of technology to hold online or hybrid meetings (as an alternative to holding physical meetings only) to undertake Company Meetings (such as the Annual General Meeting or Extraordinary General Meetings).	Board Member to move/ close, up to five speakers. National Youth Rep can Speak on Motion. Forth Vote
9.4	Motion 4: (<i>Resolution</i>) [Proposed by Ballinora 109 th Cork Group] That Board Scouting Ireland Consider Provide Scouting Ireland the establishment of the working group to develop a plan to improve Scouting Ireland’s approach to supporting Youth Members and Scouters with disabilities and /or additional needs.	Proposer to move/ close, up to five speakers. National Youth Rep can Speak on Motion Fifth Vote
10.	Confirmation of Retiring Directors Deemed Re-elected and Newly Nominated Directors Deemed Elected [1.30pm – 1.35pm]	Company Secretary
11.	Closing Remarks from Chief Scout (Chair of Meeting) [1.35pm to 1.40pm]	Chief Scout (Chair of Meeting)
12.	AGM Closes [1.40pm]	

Document C:

**Pre-Meeting and Meeting Procedures
For the 2022 Online AGM – 10th September 2022**

Table of Contents		
Number		Page Number
Introduction:		
1.	Overview /Context:	Page 2.
2.	The Purpose of These Procedures	Page 3.
2.	Key Dates:	Page 5.
Pre – Meeting Procedures:		
1.	Member Companies Registering Voting Delegates	Page 6.
2.	Delegates Confirming Attendance, Testing Event and Voting Links	Page 6/7.
3.	Other Scouts and Adult Volunteers Observing the 2022 AGM	Page 7.
4.	Delegates Seeking Speaking Slots	Page 8.
5.	Delegates Asking Questions in Advance	Page 9.
Meeting Procedures:		
1.	Chairperson of the Meeting	Page 10.
2.	Meeting Quorum / Confirming Attendance	Page 10.
3.	Starting and Ending the Meeting	Page 11.
4.	Delegates Logging in, on the day of the AGM	Page 11.
5.	How Motions will be Dealt with at the Meeting	Page 12/13.
6.	Delegates with Speaking Slots at the AGM	Page 13.
7.	Voting at the AGM	Page 14.
8.	Delegates Putting Questions, Making Observations During the AGM	Page 15.
9.	Definitions:	Page 16.

Introduction

1. Overview and Context:

This will be the third occasion that Scouting Ireland / Gasóga Na hÉireann, will be holding its Annual General Meeting (AGM) Online. As set out in our previous email, this is because there are a relatively small number of motions being put to members at this AGM and the meeting is expected to take about 2 hours to complete.

There is no doubt that having an AGM Online rather than meeting in person will be a very different experience for everyone. It is likely to be less spontaneous and possibly less interactive than the traditional AGM or previous National Councils, we have experienced.

That said the Board of Scouting Ireland is committed to ensuring that the 2022 AGM is effective in allowing members to ask questions and to ensure their views are made known on the various matters and motions which are before this year's AGM.

The value of face-to-face meetings is recognised by the Board and a programme of face-to-face meetings/ conferences will be published in September.

2. The Purpose of These Procedures:

- (1) Where a Company holds its AGM Online or at multiple venues, it has an obligation under the Companies Act 2014 to ensure that its members (through their voting delegates) can:
- '..... at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate'.* [Section 176 (4) Companies Act 2014]
- (2) The Companies Act 2014 was recently amended with the enactment of the Companies (Miscellaneous Provisions) (Covid-19) Act 2020, an extract of which is included in your AGM Pack. These changes to the Companies Act 2014, allows companies including Scouting Ireland / Gasóga Na hÉireann, to hold its 2021 AGM online, during the period of the current Covid-19 Health Restrictions.
- (3) The purpose of these procedures is to ensure that Scouting Ireland / Gasóga Na hÉireann, meets its obligations under the Companies (Miscellaneous Provisions) (Covid-19) Act 2020, with regard to Section 174 A (in particular), as follows: [**my emphasis**]
- (6) (a) *A company may provide for participation in a general meeting by providing or facilitating, for that purpose, the **use of electronic communications technology, including a mechanism for casting votes by a member**, whether before or during the meeting.*
- (b) *The mechanism referred to in paragraph (a) shall not require the **member to be physically present at the general meeting** or require the member to appoint a proxy who is to be physically present at the meeting.*
- (9) *A company that provides for the **use of electronic communications technology for participation in a general meeting by an attendee shall ensure, as far as practicable, that—***
- (a) *such technology—*
- (i) *provides for **the security of any electronic communications** by the attendee,*
- (ii) *minimises the risk of **data corruption and unauthorised access**, and*
- (iii) *provides **certainty as to the source of the electronic communications**,*
- (b) *in the case of any failure or disruption of such technology, that **failure or disruption is remedied as soon as practicable**, and*
- (c) *such technology enables the attendee to—*
- (i) ***hear what is said by the chairperson** of the meeting and **any person introduced** by the chairperson, and*
- (ii) ***speak and submit questions and comments during the meeting to the chairperson to the extent that the attendee is entitled to do so under the constitution** of the company.*

2. The Purpose of These Procedures: - Continued

(4) The 2020 Act, also states at Section 174 A (7), that: [**my emphasis**]

- (7) *The use of electronic communications technology pursuant to subsection (6) may be **made subject only to such requirements or restrictions** put in place by the company as are **necessary to ensure the identification of attendees and the security of the electronic communications technology**, to the extent that **such requirements or restrictions are proportionate** to the achievement of those objectives.*
- (8) *A **company shall inform attendees, before the general meeting** concerned, of **any requirements or restrictions** which it has put in place pursuant to subsection (7).*

(5) The Board of Directors of that Scouting Ireland / Gasóga Na hÉireann considers these Pre-Meeting and Meeting Procedures for our 2022 Online AGM to be proportionate in meeting the procedural objectives, as set out in this document.

(6) As there is no requirement under either Scouting Ireland's Constitution, or under the provisions of the Companies (Miscellaneous Provisions) (Covid-19) Act 2020 to do so; the Board will not be putting these Pre-Meeting and Meeting Procedures to a vote of delegates, at the commencement of the 2022 AGM.

(7) Should any member (of the Company) have any queries about these procedures, these should be addressed to the Company Secretary by email at cosec@scouts.ie by midnight on Wednesday 24th August 2022. Any queries raised will be fully considered by the Board of Scouting Ireland and a response provided to the member concerned.

3. Key Dates:

Key Dates:		
Order	Event / Action	Key Date
1.	AGM Official Notice and Pack goes to Scout Groups.	Tuesday 16th Aug. 2022
2.	Eventbrite Invite to Group's to Register Voting Delegates – Sent to Scout Group's Registered Nominee	Thursday 18th Aug. 2022
3.	Scout Groups can register up to five (5) Voting Delegates	Midnight Wed. 24th Aug. 2022
4.	Scout Groups can raise queries in relation to Meeting Procedures	Wednesday 24th Aug. 2022
5.	Scout Groups invited to submit questions in advance on matters and motions before the AGM. Email to agmquestions@scouts.ie	Friday 26th Aug. 2022
6.	Voting Delegates to confirm attendance at AGM and to Test Their Event Link and Voting Link	5pm on Wed. 31st Aug. 2022
7.	Voting Delegates receive notification of when they can apply for a Designated Speaker Slot (up to 5 slots per motion) for any of the four motions before AGM.	Registration to Open: Tues. 6th Sept. 2022 <i>(To Be Confirmed)</i>
8.	Voting Delegates who have received a Designated Speaker Slot (up to 5 slots per motion) to receive joining instructions for the day of AGM.	Joining Instructions: Thursday 8th Sept. 2022 <i>(To Be Confirmed)</i>
9.	AGM Meeting Link Issues to Voting Delegates	Thurs. 8th or Fri. 9th Sept. 2022

Pre-Meeting Procedures:

1. Member Companies Registering Voting Delegates:

- (1) Each Scout Group, being a member of the Company, can nominate up to five (5) delegates to attend and vote at the 2022 Online AGM of Scouting Ireland.
- (2) At least two delegates must be registered Scouts (being youth members in receipt of the youth programme).
- (3) All delegates nominated to attend, cannot represent more than one Scout Group (being a member of the Company).
- (4) Scout Groups will be invited (through their registered nominee) to submit the name and email address of the delegates attending and voting on behalf of the group through Eventbrite.
- (5) Scout Groups (being a member of the company) must enter the details of up to five (5) delegates in the manner set out in this notice, to the Company Secretary through Eventbrite by midnight on Wednesday 24th August 2022.

2. AGM Delegates Confirming Attendance and Testing Event and Voting Links:

- (1) A Scout Group (being a Company member) has until midnight on Wednesday 24th August 2022, to nominate up to five (5) Voting Delegates, as set out in Procedure (1) above.
- (2) This requires the Scout Group to input the Delegate's full name and their personal email address on the Eventbrite system. The Scout Group's Registered Nominee will receive an email from Eventbrite inviting them to submit these details for each delegate.
- (3) After the closing of registrations (midnight on Wednesday 24th August 2022) delegates will receive an email inviting them to log onto the online SLIDO system to:
 - *Confirm that they will be attending the AGM Online on the 10th September 2022.*
 - *Test the Meeting Event Link, which they will have received.*
 - *Test the Voting Link, which they will have received.*

2. AGM Delegates Confirming Attendance and Testing Event and Voting Links: - Continued:

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- (4) Each Voting Delegate has until 5.00 pm on Wednesday 31st August 2022 to complete the procedure set out in (3) above.

- (5) After that time, registration of Voting Delegates for the 2022 AGM will close and it will not be possible for nominated Voting Delegates, to subsequently complete this process (in 3 above) and therefore the individual will not be able to attend the 2022 AGM, as a Voting Delegate.

3. Other Scouts and Adult Volunteer Observing the 2022 AGM:

- (1) It will be possible for all other Scouts and Adult Volunteers, who are not Voting Delegates to observe the 2022 AGM, by registering as an 'Observer' with Eventbrite.

- (2) This can be done by the Scout or Adult Volunteer visiting <https://www.eventbrite.ie/e/scouting-ireland-agm-2022-observers-tickets-117628846045> and entering their details. The Scout or Adult Volunteer will then be sent a link in order to be able to observe the AGM, live on the day.

4. **Delegates Seeking Speaking Slots:**

- (1) Voting Delegates who have confirmed their attendance at the 2021 AGM, (by 5pm on Wednesday 31st August 2022) will receive a notification, telling them when registration for Speaking Slots for each of the four (4) motions will open. This is expected to be Tuesday 6th September 2022 (To be confirmed).

- (2) The first five (5) speakers to register online, [once speaker registration has opened] to speak on a particular motion will be the 'designated' speakers on this motion. Up to the next three (3) speakers, who register online to speak on this motion can be designated as 'reserve' speakers. A reserve speaker will only be called to speak on the day of the AGM, where one of the five designated speakers is unavailable, at the required time to speak.

- (3) In seeking a Designated Speaker slot, each Voting Delegate is asked to agree and accept to the following terms:
 - (i) All Speakers are reminded of their obligation to behave in a Scout-like manner and to show courtesy to others, at all times.
 - (ii) Speakers are expected to speak to the Motion being debated and to avoid irrelevant or repetitive points
 - (iii) That the AGM is not a forum to air grievances.
 - (iv) Speakers may not refer to individuals or cases or give information so that the identity of an individual or a case can be determined during the course of debate.
 - (v) Each speaker slot will be for two minutes only and you will be required to deliver your points in that time.
 - (vi) In circumstances, where in the opinion of the Chair of the Meeting the speaker has not abided by these terms, then the speaker's ability to address the meeting can be withdrawn.

5. **Delegates Asking Questions in Advance:**

Delegates to the AGM are encouraged to submit questions in advance, as they relate to the matters and motions before the Annual General Meeting, to ensure that they receive a comprehensive response on the day.

In particular if Delegates have specific questions in relation to the Audited Financial Statements you are encouraged to submit these questions in advance to:

agmquestions@scouts.ie . This should be done by Friday 26th August 2022.

Meeting Procedures:

1. The Chairperson of the Meeting:

- (1) The Chief Scout is the chairperson of the Annual General Meeting.
- (2) The decision of the Chair of the Meeting, in all matters, is final.
- (3) The Chair of the Meeting may limit the number of speakers or the time available for debate on any motion.

2. Meeting Quorum / Confirming Attendance:

- (1) The quorum for all General Meetings shall be 50 member Scout Groups (being members of the Company) present through at least one delegate. Where a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting shall be adjourned to the same day in the next week at the same time and place unless the Directors designate an alternative.
- (2) It should be noted that under Section of the Companies (Amendment) (Covid-19) Act 2020, Section 182 (2A) it states that:

“(2A) Notwithstanding subsection (2) or any provision of a company’s constitution, during the interim period, each member and proxy who participates in a general meeting by the use of electronic communications technology in accordance with section 174A shall be counted in the quorum for the meeting.”.
- (3) All duly nominated Voting Delegates, who had already confirmed they would be attending and have logged onto the SLIDO online meeting platform, from 10.00 am on the morning of 10th September 2022, to the commencement of the meeting, will be counted as being present at the meeting. It should be noted that all those who are counted as being present (online) can be included in the calculation of the required quorum for the meeting; as set out in Section 182 (2A) of the 2020 Act, cited above.

3. Starting and Ending the Meeting:

- (1) The Annual General Meeting shall be convened by the Chairperson at the appointed time and shall be adjourned, resumed, and concluded at the direction of the Chairperson.
- (2) All those in attendance at the 2022 AGM, are advised that these proceedings will be recorded, by Scouting Ireland / Gasóga Na hÉireann, as an official record of the meeting and to assist in the production of meeting minutes.
- (3) No Delegate in attendance at the AGM or other Scout or Adult Volunteer who is observing the AGM is permitted to record all or part of the meeting and is prohibited from publishing or disseminating in any such a recording either electronically or through social media.
- (4) All Delegates are reminded of their obligation to behave in a Scout-like manner at all times. The Chair of the Meeting may direct an individual Delegate to stop speaking and can ask for the speaker's ability to address the meeting to be withdrawn. The Chair of the Meeting can instruct the Delegate to leave the meeting at his/her discretion where the conduct of the individual is inappropriate or needlessly disrupting the conduct of the meeting.

4. Delegates Logging in, on the day of the AGM:

- (1) All Voting Delegates, should seek to log onto the SLIDO Online Platform, from 10.00 am on the morning of 10th September 2022 and satisfy themselves that their event link is working correctly.
- (2) All Voting Delegates are reminded that when they are confirming their attendance at the AGM by 5pm on Wednesday 31st August 2022, they should also take this opportunity to test their event link and their voting link, at that time.
- (3) Each Delegate is asked to take into consideration the quality of the broadband in their own location, in deciding the most effective way for them to connect to the AGM on the morning of 10th September 2022.

5. **How Motions Will Be Dealt with at the Meeting:**

There are four (4) motions under 'Special Business', which have been approved by the Motions Committee to be considered at the 2022 AGM, under article 16 of the Company's Constitution. As each of these motions have been approved by the Motions Committee, there is no requirement for these motions to be formally proposed or seconded at the AGM.

Motions will be dealt with as follows, at the 2022 AGM:

- (1) The Group proposing the Motion will have two minutes to set out their case for the motion.
- (2) The Group who has formally proposed a motion, which is before the 2022 AGM, will be contacted in relation to their speaker slot to move and close the debate of their motion and do not have to join the open call to obtain a speaker slot.
- (3) The first five (5) speakers to register online, [once speaker registration has opened] to speak on a particular motion will be the 'designated' speakers on this motion. Up to three (3) other speakers, who register online to speak on this motion may be designated as 'reserve' speakers. A reserve speaker will only be called to speak on the day of the AGM, where one of the five designated speakers is unavailable, at the required time to speak.
- (4) Each of the five (5) designated speakers will have two minutes to speak on the motion.
- (5) For each motion proposed by a company member, the Board of Directors will have 2 minutes to speak on that motion.
- (6) For all motions, there will be a separate speaking slot for a National Youth Representative to speak on any motion, this reflects a change in our Constitution at the last AGM.
- (7) The Group proposing the Motion will have one minute to speak to close the debate, before a vote is taken on the motion. The Group proposing the Motion are asked to use the same speaker to both open and close the motion, to ensure the process works as efficiently as possible.
- (8) Speakers are reminded that a general meeting is not a forum to air grievances. Speakers may not refer to individuals or cases or give information so that the identity of an individual or a case can be determined during the course of debate. Should such a situation occur, the Chair of the Meeting can ask that the speaker's ability to address meeting be withdrawn.
- (9) To allow for the smooth running of the meeting, the Chair of the Meeting, at their discretion, may limit the time for debate or limit the number of speakers on any motion.
- (10) A member of a body that has proposed a motion may not speak against it.

5. How Motions Will Be Dealt with at the Meeting: - Continued

- (11) All speakers must, on commencing to speak, give their name and the name of the body (Scout Group) that they are representing. It is also recommended that they state if they are speaking for or against the motion under debate.
- (12) Where a speaker persists in making irrelevant points or in repetition in debate or who, in the opinion of the Chair of the Meeting, is speaking for the purpose of obstructing the business of the meeting, the speaker may be directed by the Chair to discontinue their speech.
- (13) The proposer of the motion under debate may withdraw the motion at any time before a vote is called. Once withdrawn, the debate will end without a vote. A withdrawn motion cannot be reintroduced at the same meeting.

6. Delegates with Speaking Slots, at the AGM:

- (1) Any Voting Delegate scheduled to speak, will be queued on an 'off screen' and will be reminded of the time limit and put up on the main screen when required to speak.
- (2) Each speaker will receive specific joining instructions for the day of the AGM, on or about Thursday 8th September 2022 (*date to be confirmed*).
- (3) The Dress Code for General Meetings for those scheduled to speak (or appear on Screen) on the day is 'Full Uniform' for those entitled to wear it.
- (4) Delegates / Attendees should note that this extends to wearing the appropriate neckerchief to reflect the role being fulfilled on the day e.g. Group Delegate, County Commissioner, Director, etc.

7. **Voting At the AGM:**

- (1) For all matters and motions requiring a vote at the 2022 AGM, this will be done by 'poll' i.e. with the counting of all votes (and not by a 'show of hands or voting cards'). This is consistent with the requirements of section 195 (A) 1 and 2, as set out in the Companies (Miscellaneous Provisions) (Covid-19) Act 2020.
- (2) Where a vote is required all voting delegates will be given two minutes to record their vote online.
- (3) Each Delegate can only vote once on each motion. The outcome of this vote, will then be announced to the meeting by the Meeting Chair or the Company Secretary (or whomever so delegated by the Meeting Chair).
- (4) The result of each vote on a motion, taken at the 2022 AGM will be presented as:
 1. Total number of votes cast.
 2. Total percentage of votes for the motion.
 3. Total percentage of votes against the motion.
- (5) All votes will be cast Online, and these will be counted automatically by the Online Meeting System. Therefore, no Chief Teller and Assistant Tellers will be nominated for the 2022 AGM.
- (6) Where there is an equality of votes, the Chairperson of the Meeting is entitled to a casting vote.
- (7) The results of all votes shall be declared by the Company Secretary or any other person, so delegated by the Chairperson of the Meeting.
- (8) There was no vote for the election of Directors in advance of the 2022 AGM, this was because the number of vacancies was in excess the number of candidates offering themselves for election. Having successfully completed the Induction / Assessment process at the end of June 2022, each of the following will be deemed elected or re-elected at the end of the 2022 Annual General Meeting and can take up appointment or re-appointment to the Board, at that time.

Candidates Deemed Re-elected: Patrick Kidney and Paul Mannion.

Candidates Deemed Elected: Jacques Kinane; Evan O'Connell and Donnachadha Reynolds.

8. Putting Questions or Making Observations During the AGM:

- (1) Voting Delegates will be able to put questions and make observations during the AGM.
- (2) This can be done by typing the question / observation and should be accompanied with the Delegate's name and their Scout Group.
- (3) The Chair of the Meeting at their discretion can ask for such questions or observations to be addressed, where time is available to do so and where the questions or observations are considered relevant to the matters or motions under discussion at the time.
- (4) The Chair of the Meeting can direct any such questions or observations for a response, to the relevant Speaker, to a member of the Board or to the Interim CEO or CFO or to whomever else, as the Chair of the Meeting considers appropriate.

9. Definitions:

Member: “Member” refers to a Member of the Company, i.e. a Scout Group, and not to an individual person. “Members” is the plural of “Member”.

Delegate: Shall mean one of up to five (5) individuals who can be nominated by a Member of the Company to attend the Online AGM 2022 and to vote on the matters and motions before the meeting. Of the five delegates which each Member of the Company can nominate, at least two delegates should be registered scouts (being youth members in receipt of the youth programme)

Attendance: Shall mean attendance online, by an individual duly nominated by a Member of the Company, as a voting delegate / attendee, who has confirmed their attendance by 31st August 2022 and is logged onto the online platform on morning of 10th September 2022.

Observer: Being an individual Scout or Adult Volunteer, who views the 2022 AGM proceedings on online, but is not a Voting Delegate and is unable to participate during the meeting.

Document D:

Companies (Miscellaneous Provisions) (Covid-19) Act 2020 [\[Relevant Extract\]](#)

Following the enactment of the of the Companies (Miscellaneous Provisions) (Covid-19) Act 2020, which has amended the Companies Act 2014, it is now possible for Gásoga na Éireann / Scouting Ireland CLG to proceed and hold its AGM 'Online' on Saturday 10th September 2022, at 11.00am.

General meetings during interim period

6. Part 4 of the Act of 2014 is amended, in Chapter 6, by the insertion in that Chapter of the following section before section 175:

“174A. (1) This section (including any regulations made thereunder) shall apply to the general meetings of a company during the interim period only and shall so apply notwithstanding any other provision of this Act or of the company’s constitution.

(2) This section is in addition to, and does not derogate from, the provisions of subsection (3) of section 175.

(3) If, as respects the year 2020, the requirement to hold an annual general meeting (the ‘relevant requirement’) would, but for this subsection, fall to be complied with by a company on a date in that year (the ‘relevant date’) that is earlier than 31 December 2020, then the company may opt to satisfy the relevant requirement by its holding the annual general meeting on a date that is a date subsequent to the relevant date (but that is not a date later than 31 December 2020).

(4) Where a company opts to avail itself of subsection (3), section 341(2) shall apply to the company as if, in that section, the words ‘at the meeting last-mentioned in section 174A(3)’ were substituted for the words ‘not later than 9 months after the financial year end date’.

(5) A company need not hold a general meeting at a physical venue but may conduct the meeting wholly or partly by the use of electronic communications technology as long as all attendees have a reasonable opportunity to participate in the meeting in accordance with this section.

General meetings during interim period – Continued:

- (6) (a) A company may provide for participation in a general meeting by providing or facilitating, for that purpose, the use of electronic communications technology, including a mechanism for casting votes by a member, whether before or during the meeting.
- (b) The mechanism referred to in paragraph (a) shall not require the member to be physically present at the general meeting or require the member to appoint a proxy who is to be physically present at the meeting.
- (7) The use of electronic communications technology pursuant to subsection (6) may be made subject only to such requirements or restrictions put in place by the company as are necessary to ensure the identification of attendees and the security of the electronic communications technology, to the extent that such requirements or restrictions are proportionate to the achievement of those objectives.
- (8) A company shall inform attendees, before the general meeting concerned, of any requirements or restrictions which it has put in place pursuant to subsection (7).
- (9) A company that provides for the use of electronic communications technology for participation in a general meeting by an attendee shall ensure, as far as practicable, that—
- (a) such technology—
- (i) provides for the security of any electronic communications by the attendee,
 - (ii) minimises the risk of data corruption and unauthorised access, and
 - (iii) provides certainty as to the source of the electronic communications,
- (b) in the case of any failure or disruption of such technology, that failure or disruption is remedied as soon as practicable, and
- (c) such technology enables the attendee to—

General meetings during interim period – Continued:

- (i) hear what is said by the chairperson of the meeting and any person introduced by the chairperson, and
 - (ii) speak and submit questions and comments during the meeting to the chairperson to the extent that the attendee is entitled to do so under the constitution of the company.

- (10) Any temporary failure or disruption of electronic communications technology shall not invalidate the general meeting or any proceedings relating to the meeting.

- (11) Unless such failure or disruption is attributable to any wilful act of the company, a company shall not be liable in respect of any failure or disruption relating to the equipment used by an attendee to access a general meeting by electronic communications technology that occurs and which failure or disruption prevents or interferes with the attendee’s participation, by way of such technology, in the meeting.

- (12) Where, in the opinion of the directors of a company, it is deemed necessary—
 - (a) in order to comply with the public health guidance of the Government or regulations made under sections 5 and 31A of the Health Act 1947 in respect of the movement or gathering of persons for the purposes of preventing, limiting, minimising, or slowing the spread of Covid-19, the directors may, at any time up to the end of the day prior to the day on which a general meeting is to be held and in accordance with section 181A—
 - (i) cancel the meeting,
 - (ii) change the venue of the meeting, or
 - (iii) change the means of holding the meeting (including providing for facilitating attendees to participate in such meeting by way of electronic communications technology), or
 - (b) due to exceptional and unexpected circumstances, the directors may cancel such meeting at any time prior to the holding of that meeting.

General meetings during interim period – Continued:

(13) The Minister may, if he or she considers it appropriate, by regulations make further provision for all or any of the following in relation to general meetings to be held by way of electronic communications technology:

- (a) the convening and conduct of the meetings;
- (b) attendance at the meetings;
- (c) access to and participation in the meetings.

(14) In this section and sections 181(5)(aa), 181A, 182(2A), 186A, 195A and 1103(2)(aa)—

‘attende’, in relation to a general meeting of a company, means—

- (a) a member of the company,
- (b) a proxy of a member of the company,
- (c) an authorised person representing a body corporate under section 185,
- (d) the auditor, or
- (e) a person entitled to attend the meeting by virtue of provisions in the constitution of the company or the terms of issue of debt securities issued by the company;

‘electronic communications technology’, in relation to a general meeting of a company, means technology that enables real time transmission and real time two-way audio-visual or audio communication enabling attendees as a whole with a reasonable opportunity to participate in the meeting using such technology from a remote location;

‘electronic platform’, in relation to a general meeting of a company, means an electronic system for the delivery of audio-visual or audio communication, including websites, access software and access telephone details or any other electronic technology that delivers such communication;

‘general meeting’, in relation to a company, means any of the following:

- (a) an annual general meeting of the company;
- (b) an extraordinary general meeting of the company;
- (c) a general meeting of holders of shares in the company of a particular class;
- (d) a scheme meeting (within the meaning of section 449), and includes a meeting referred to in paragraph (a), (b), (c) or (d) that has been rescheduled.”

Amendment of section 181 of Act of 2014

7. Section 181 of the Act of 2014 is amended, in subsection (5), by the insertion of the following paragraph after paragraph (a):

“(aa) in the case of a meeting during the interim period proposed to be held wholly or partly by the use of electronic communications technology—

- (i) the electronic platform to be used for the meeting,
- (ii) details for access to the electronic platform,
- (iii) the time and manner by which an attendee must confirm his or her intention to attend the meeting,
- (iv) any requirements or restrictions which the company has put in place in order to identify attendees who intend to attend the meeting,
- (v) the procedure for attendees to communicate questions and comments during the meeting, and
- (vi) the procedure to be adopted for voting on resolutions proposed to be passed at the meeting;”.

Notice of rescheduled general meeting during interim period

8. The Act of 2014 is amended by the insertion of the following section after section 181:

“**181A.** (1) Notwithstanding section 181 but subject to subsection (2), notice for the purposes of section 174A(12) shall be given in the same manner as the notice for the general meeting referred to in that last-mentioned section but where, in the opinion of the directors of the company, giving such notice in that manner is not reasonably practicable, notice shall be given—

- (a) where the company has a website, on that website,
 - (b) by email to all members for whom the company has an email address, and
 - (c) in a national newspaper.
- (2) Subsection (1) shall not apply where all members agree in writing to the cancellation, change of venue or change of means of holding the general meeting concerned, or to dispensing with notice for the general meeting.”.

Amendment of section 182 of Act of 2014

9. Section 182 of the Act of 2014 is amended by the insertion of the following subsection after subsection (2):

“(2A) Notwithstanding subsection (2) or any provision of a company’s constitution, during the interim period, each member and proxy who participates in a general meeting by the use of electronic communications technology in accordance with section 174A shall be counted in the quorum for the meeting.”.

Voting on resolutions at general meeting during interim period

11. The Act of 2014 is amended by the insertion of the following section after section 195:

“195A.(1) Where, during the interim period, a company has included, in the notice of a general meeting, a notice of intention to require voting on a poll on all resolutions in the first-mentioned notice—

- (a) all resolutions at the meeting shall be taken on a poll, and
- (b) subsections (1), (2), (3) and (7) of section 189 shall not apply to the voting on a poll at that meeting.

(2) Where, during the interim period, a general meeting is conducted by way of electronic communications technology in accordance with section 174A, the chairperson of the meeting may conduct a vote to decide on a resolution by a show of hands of every member who is participating in the meeting by way of such technology where the chairperson is of the opinion that he or she can identify the members entitled to vote and verify the content of voting instructions relating to the resolution.”.