

**Minutes of the Annual General Meeting of Scouting Ireland Services CLG (“the Company”)
Saturday 22nd May 2021 ‘Online’ AGM from RDS, Dublin**

1.	The AGM of Scouting Ireland Services opened at 11.05 am Company Secretary confirmed to the Chair, that the Meeting was quorate.	
2.	The Chair of the meeting Mr Adrian Tennant welcomed all who were attending online and opened the meeting.	
3.	The meeting procedures were outlined by the Company Secretary, Mr Matt Kavanagh.	
4.	The CEO Ms Anne Griffin gave a review of the Company Affairs for the year, 2019/2020.	
5.	The Chief financial Officer, Mr Fionan Lawlor, presented the Company Financial Statements and the Report of Directors to for the Year Ended, 31 st August 2020.	
6.	Ms Tracey Sullivan of Grant Thornton outlined the Audit procedures and confirmed that Grant Thornton will continue to act as statutory auditors to Scouting Ireland CLG pursuant to section 383 of the Companies Act 2014.	
7.	Result of voting on:- To authorise the directors to approve the remuneration of the statutory auditors Grant Thornton for the forthcoming financial year.	Motion Carried
8.	Special Business procedures introduced by the Company Secretary. Company Secretary confirmed to the Chair of Meeting that the Meeting was quorate and that we could proceed to business. The results of voting for each motion was as follows:	

List of Special Business Motions and Voting Results at the 2021 AGM

<p>8.1</p>	<p>Motion 1. <i>(Special Resolution) Youth Reps Have Right to Attend and Speak At AGM</i> That, by Special Resolution, Article 17 of the Articles of Association of Scouting Ireland / Gasóga Na hÉireann is augmented include the following wording [Additional text 'bold']: '17.1. The elected representatives of the annual National Youth Fora, organised in accordance with policy, shall be entitled to attend and contribute to all General Meetings of the Company and to receive notice in the same way as the Members of the Company.' <u>[Proposed by The Board of Directors of Scouting Ireland]</u></p>	<p>Carried 92% For 8% Against (264 Votes)</p>
<p>8.2</p>	<p>Motion 2: <i>(Special Resolution) Youth Charter Put on Equal Footing with Group Charter</i> That, to place the Youth Charter on an equal footing with the Group Charter that by Special Resolution, the following changes are proposed to be made to the of the Articles of Association of Scouting Ireland / Gasóga Na hÉireann [Additional text 'bold']: That the following text is added to Article 52, at the end of 52.2 as follows: <i>Article 52. and 52.3. The Directors shall approve and designate the Youth Charter.</i> (ii) That a definition of 'Youth Charter' is added to Article 1, subsection 1.1 as follows: 'Youth Charter' means the document approved and designated as such by the Directors in accordance with Article 52.3; That the definition of 'Scout Group' is amended to include additional text which refers to 'Youth Charter' at Article 1, subsection 1.1 as follows: 'Scout Group' means a company or an unincorporated body of persons who are organised in accordance and compliance with the Scout Group Charter and Youth Charter and which the Directors have determined is eligible to become a Member of the Company, whether directly or indirectly through a nominee, in accordance with Article 6; <u>[Proposed by The Board of Directors of Scouting Ireland]</u></p>	<p>Carried 89% For 11% Against (259 Votes)</p>



<p>8.3</p>	<p>Motion 3: <i>(Special Resolution) <u>WOSM – Scouting Fundamentals Added to Constitution</u></i> That by Special Resolution, at the request of the Constitution Committee of the World Scout Committee the text set out in the attached document, as <u>Appendix 1.1</u> is inserted into the Articles of Association of Scouting Ireland / Gasóga Na hÉireann titled ‘Scouting Fundamentals’ as additional articles, Article 80, Article 81, Article 82, Article 83 and Article 84. That a definition of the ‘Scout Method’ is also inserted into Article 1, subsection 1.1 of the Articles of Association of Scouting Ireland / Gasóga Na hÉireann, the text of which is contained in the attached document, as <u>Appendix 1.2</u>. That ‘Scout Method’ is also inserted as subsidiary object (4) (i), of the Articles of association of Scouting Ireland / Gasóga Na hÉireann, the text of which is contained in the attached document, as <u>Appendix 1.3</u>. Motion 3 Scouting Fundamentals see proposed text to be added and explanation for this motion. [Link iii] <u>[Proposed by The Board of Directors of Scouting Ireland]</u></p>	<p><u>Carried</u> 90% For 10% Against (267 Votes)</p>
<p>8.4</p>	<p>Motion 4: <i>(Special Resolution) <u>CRO Register Name Change – Delete Clause 1.1</u></i> That by Special Resolution, at the request of the Companies Registration Office (CRO), that clause 1.1 of the Memorandum of Association of Scouting Ireland / Gasóga Na hÉireann is removed: ‘1.1 The Company may trade and or be known as Gasóga Na hÉireann or Scouting Ireland or both.’ <u>[Proposed by The Board of Directors of Scouting Ireland]</u></p>	<p><u>Carried</u> 83% For 17% Against (268 Votes)</p>
<p>8.5</p>	<p>Motion 5: <i>(Special Resolution) <u>Appointment of Chair to Motions Committee</u></i> To allow for the appointment of a Chair of the Motions Committee, where the Chief Scout is unavailable the following changes are proposed to be made to the Articles of Association of Scouting Ireland / Gasóga Na hÉireann: That the following text is added to Article 66 [Additional text in ‘bold’]: <i>66. There shall stand established a Motions Committee which shall be chaired by the Chief Scout (or Chairperson, appointed by the Board, who is not a Director, should the Chief Scout not be available) and shall also be comprised of two persons appointed by the Board on the nomination of the Chief Scout (or Chairperson) but may not include Director of the Company. The sole purpose of the Motions Committee is to adjudicate motions proposed by Members for discussion at general meetings in accordance with Article 16. The Motions Committee may meet and adjourn as it thinks proper. Its quorum shall be two. Questions arising at any meeting shall be determined by a majority of votes of the members of the Motions Committee present, and where there is an equality of votes, the Chief Scout (or Chairperson) shall have a second or casting vote.</i> <u>[Proposed by The Board of Directors of Scouting Ireland]</u></p>	<p><u>Not Carried</u> 44% For 56% Against (283 Votes)</p>
<p>8.6</p>	<p>Motion 6: <i>(Special Resolution) <u>Add Definition of ‘Honorary Life Member’ To the Constitution</u></i> Amend Article 1.1 to include in the list of definitions the following: “Honorary Life Member” means a person on whom Honorary Life Membership has been conferred.” <u>[Proposed by: 6th Tipp Roscrea]</u></p>	<p><u>Carried</u> 94% For 6% Against (285 Votes)</p>



8.7	<p>Motion 7: (Special Resolution) <u>Honorary Life Members Right to Attend General Meetings</u> Add Article: <i>“There may be Honorary Life Members as set out in Article 1.1, such members can attend at General Meetings of the Company, other than as a representative of a Member. They are not entitled to exercise a vote in relation to the business of General Meetings.”</i> [Proposed by: 6th Tipp Roscrea]</p>	<p><u>Carried</u> 91% For 9% Against (287 Votes)</p>
8.8	<p>Motion 8: (Special Resolution) <u>Filling Casual Vacancy: Chief Scout</u> Amend Article 23.13 to: <i>(proposed amendments in bold and italics)</i> 23.13. A Chief Scout may resign or may be removed at any time by means of a special resolution passed at a General Meeting of the Company. Where a Chief Scout resigns, <i>is unable to continue in office or is removed, or is temporarily removed</i>, the Directors may appoint <i>a Scouter</i> to fill the casual vacancy in the office of Chief Scout. Any such person so appointed shall cease to be Chief Scout at the AGM next following his or her appointment <i>or at such time as the Chief Scout resumes his/ her duties</i>. <i>Any such interim appointment shall not preclude the appointee from subsequently seeking nomination for election to the role in accordance with these articles.</i> [Proposed by: 41st Dublin 3rd Port Dalkey]</p>	<p><u>Carried</u> 80% For 20% Against (280 Votes)</p>
8.9	<p>Motion 9: (Special Resolution) <u>Require Confirmation Ballot: Where There is a Single Candidate for Chief Scout</u> To amend Article 23.5 as follows: <i>Replace:</i> <i>Where there is only one valid nomination, the person nominated shall be deemed to have been elected as the Chief Scout.</i> <i>With:</i> <i>Where there is only one candidate validly nominated for the office of Chief Scout a ballot will be conducted and the person nominated shall be deemed elected only if they receive fifty percent plus one vote of the valid votes cast.</i> [Proposed by: 39th Port Dublin]</p>	<p><u>Carried</u> 97% For 3% Against (287 Votes)</p>
8.10	<p>Motion 10: (Special Resolution) <u>Members Not Bound Until Policies Communicated and Published</u> To insert a new Article into the Constitution, the Article to read as follows: <i>“ a. The Board of Directors shall be empowered to approve policies and procedures as required.</i> <i>b. Members of the Company shall not be bound by any new policies and procedures approved by the Board of Directors until such policies or procedures are: communicated to Members by way of electronic mail or similar; and published and made publicly available to Members via the Company’s website or similar.”</i> [Proposed by: 6th Tipp. Roscrea]</p>	<p><u>Carried</u> 94% For 6% Against (288 Votes)</p>



8.11	<p>Motion 11: (General Proposal) <u>Unreserved Apology to Those Who Suffered Abuse in Scouting</u> <i>"This General Meeting and the Members voting unreservedly apologise to those who suffered abuse in Scouting and note, in particular, the shocking contents of RTÉ Prime Time coverage of allegations against a former Chief Scout of CBSI. We acknowledge the enormous harm that such abuse has caused to the individuals who suffered it, as well as to their families and to others close to them."</i> <u>[Proposed by: 6th Tipp. Roscrea]</u></p>	<p><u>Carried</u> 100% For 0% Against (281 Votes)</p>
8.12	<p>Motion 12: (General Proposal) <u>Direction since 2018</u> <i>"This General Meeting and the Members voting recognise the Board of Directors have repositioned Scouting Ireland as a staff led organisation contrary to the wishes of the Members and wishes to revert to a volunteer led, staff supported organisation without delay. Specifically, this General Meeting declares that it wishes that the governance structures presented to the members of Scouting Ireland, at an EGM on 6th October 2018, prior to the reorganisation of Scouting Ireland to the corporate only structure, be implemented and asks that the Board of Directors ensure that this happens without further delay. "</i> <u>[Proposed by: 6th Tipp. Roscrea]</u></p>	<p><u>Carried</u> 81% For 19% Against (283 Votes)</p>
8.13	<p>Motion 13: (General Proposal) <u>General Breakdown of How Membership Fees Applied</u> "General motion to propose that Scouting Ireland provide a general breakdown in costs per person for how the membership fee, scouter training fees as well as any national events fees costing more than €100 per person such as any Jamborees, The Explorer Belt, Tom Crean Challenge, Phoenix, and Roverway are spent. This information can be generalised and does not need to be included in the annual accounts of the organisation. It should be provided at the point when members are paying, however, and should be clear and easy to understand. This information should be available from Scouting Ireland as soon as reasonable, but within 1 year maximum of approval by National Council Annual General Meeting, if approved. An example for training course fees is below: Total course cost: €x Materials cost: €x/ x% of total cost Catering: €x/ x% of total cost Trainer expenses: €x/ x% of total cost Accommodation expenses: €x/ x% of total cost Postage costs: €x/ x% of total cost Venue cost: €x/ x% of total cost Contingency (if necessary): €x/ x% of total cost " <u>[Proposed by: 45th/62nd Blarney Scouts]</u></p>	<p><u>Carried</u> 82% For 18% Against (285 Votes)</p>



8.14	<p>Motion 14: (General Proposal) <u>Board Publishes Costs for Legal Matters in Last Three Years</u> “That given the current concerns over Scouting Ireland finances and membership fees etc, this AGM requests that the Board publish all associated costs arising from legal matters summarised for the past 3 years. The preceding 3 years is to be used as a base for all costs as a comparison.” [Proposed by: 18th Meath Cois Ferraige]</p>	<p><u>Carried</u> 97% For 3% Against (290 Votes)</p>
8.15	<p>Motion 15: (General Proposal) <u>Reduce Registration Fee</u> “The reduction in registration fee to €45 per youth Member and €25 per Adult Member.” [Proposed by: 11th Waterford Dungarvan]</p>	<p><u>Not Carried</u> 47% For 53% Against (291 Votes)</p>
8.16	<p>Motion 16: (General Proposal) <u>Cancel 2022 Membership Fees</u> “The cancellation of Membership fees for the Scouting year 2022.” [Proposed by: 11th Waterford Dungarvan]</p>	<p><u>Not Carried</u> 32% For 68% Against (282 Votes)</p>
8.17	<p>Motion 17: (General Proposal) <u>Board to Review BOD-SG-002; Minimum Number of Two in Older Two Sections</u> “That the board review BOD-SG-002 in respect to minimum numbers of scouters required for activities for the older 2 sections of youth members with a view that the requirement for a permanent need for 2 scouters be removed.” [Proposed by: 18th Meath Cois Ferraige]</p>	<p><u>Not Carried</u> 34% For 66% Against (286 Votes)</p>
8.18	<p>Motion 18: (General Proposal) <u>Vote of No Confidence in Board of Directors</u> “ This General Meeting and the Members voting hereby pass a vote of no confidence in the Board of Directors of Scouting Ireland CLG due to the exceptionally poor manner in which they have managed the affairs of the company with particular regard to:</p> <ul style="list-style-type: none"> • the mishandling of disciplinary matters; • significantly changing the way in which the governance proposals approved by National Council on 6 October 2018 have been implemented such that the spirit of those proposals has not been delivered satisfactorily from the Members perspective; • very poor communications with members on the work of the Board since November 2018; • completely undermining and belittling the role of volunteer Scouters. <p>We call on each Director to consider the enormous significance of this resolution and either to comprehensively amend their approach to these matters immediately or to step aside to permit others to take their place in providing leadership to this organisation. “ [Proposed by: 6th Tipp. Roscrea]</p>	<p><u>Carried</u> 55% For 45% Against (285 Votes)</p>



9.	<p>The Chair of the meeting addressed the Annual General Meeting and outlined the challenges and achievements over the past year and encouraged all to look ahead to the return of Scouting for our Young People, following Covid-19.</p>	
10.	<p>Postal votes for the position of Chief Scout were opened on 11th May 2021 under the supervision of the company auditors Grant Thornton.</p> <p>Results of the voting for the Office of Chief Scout:</p> <ul style="list-style-type: none"> • Jill Pitcher Farrell Total Votes Received 116 (64%) • Damien Scanlon Total Votes Received 64 (36%) <p>Therefore Jill Pitcher Farrell was deemed elected as Chief Scout.</p>	
11.	<p>Postal votes for the position of Director of Scouting Ireland were opened on 11th May 2021 under the supervision of the company auditors Grant Thornton. Results of the voting for the position of Director (for which there were three vacancies) was as follows:</p> <ul style="list-style-type: none"> • Martin Burbridge Total Votes Received 542 (24%) • Richard Forde Total Votes Received 499 (22%) • Mary Hogg Total Votes Received 475 (21%) • Peter Garrad Total Votes Received 380 (17%) • Finbar Gethins Total Votes Received 366 (16%) <p>Therefore Martin Burbridge and Richard Forde were deemed elected as Directors and Mary Hogg was deemed re-elected as a Director.</p>	
12.	<p>The Chair of the meeting thanked all candidates for participating in both the Chief Scout and Director elections and congratulated the successful candidates. The Chair also paid tribute to outgoing Director Peter Garrad for his work and excellent contribution to the Board, since 2018.</p> <p>The Chair of the meeting asked the new Chief Scout to make some overall remarks to the meeting.</p>	
13.	<p>The meeting ended with a vote of thanks to:-</p> <ul style="list-style-type: none"> • All who had contributed to the preparation of the online AGM. • To all of the participants. • The staff of the RDS. • The Technical support Company CT Ireland. <p>Meeting closed.</p>	

