

**MINUTES OF THE 2023 ANNUAL GENERAL MEETING
OF
THE IRISH INSTITUTE OF PENSIONS MANAGEMENT
(COMPANY NUMBER 147743)
(the "Company")**

**HELD ON THURSDAY 27 APRIL 2023 AT 3.30 PM
VIA GOTO WEBINAR ON-LINE FORUM**

PRESENT:¹ 22 PEOPLE:

IAN	SLATTERY
FRANK	O'REILLY
HARRY	MCGEEHAN
MICHAEL	AINSWORTH
MARK	BOWERS
PJ	BUCKLEY
ROSHEEN	CALLENDER
EIMEAR	CAULFIELD
MARIAN	CONWAY
PHILIP	FERGUSON
ELMA	FOX
AARON	GAYNOR
TANYA	GRIMES
ANTHONY	HORGAN
BRIAN	HOSFORD
MARTIN	LEECH
CIARÁN	LONG
BRIEGE	MCGOVERN
DERRY	MORAN
MARIE ANN	REIDY
CIARAN	MARTIN
JOSEPH	O'BRIEN

IN ATTENDANCE:² ROSALEEN TARLETON

1 CHAIRPERSON AND QUORUM

There being a quorum present, Ian Slattery³ took the Chair (the "**Chairperson**").

2 NOTICE

The Chairperson produced to the meeting a copy of the notice convening the meeting and it was taken as read.

3 PROXY FORMS

3.1 The Chairperson advised to the meeting the following duly completed proxy forms (the "**Proxy Forms**"): 20 IN TOTAL

¹ List the Chairperson and all voting members present in person or by proxy.

² List all attendees other than voting members.

³ Insert name of the Chairperson.

Member	Designation	Named Proxy	2nd Proxy
Brid MacNamee	AIIPM	Frank O'Reilly	Marian Conway
Conor O'Reilly	AIIPM	Ian Slattery	Tanya Grimes
Conor Sheehan	AIIPM	Tanya Grimes	Ian Slattery
David Byrne	AIIPM	Ian Slattery	Tanya Grimes
Davin Spollen	AIIPM	Frank O'Reilly	Ian Slattery
Enda Walsh	AIIPM	Frank O'Reilly	<i>not named</i>
Gaye Maguire	FIIPM	Frank O'Reilly	<i>not named</i>
Jacob Ajayi	AIIPM	Tanya Grimes	<i>not named</i>
Joan Higgins	FIIPM	IIPM Directors	IIPM Chairperson
Joe Creegan	FIIPM	Tanya Grimes	Ian Slattery
Michelle Coughlan	AIIPM	Tanya Grimes	Ian Slattery
Mick Rock	FIIPM	Frank O'Reilly	Marian Conway
Niall Fitzgerald	AIIPM	Tanya Grimes	Ian Slattery
Niall Linehan	AIIPM	Tanya Grimes	Ian Slattery
Phelim Kelly	AIIPM	Frank O'Reilly	<i>not named</i>
Rose Leonard	FIIPM	Ian Slattery	Davin Spollen
Rose Little	AIIPM	Frank O'Reilly	Marian Conway
Stephen McGrath	AIIPM	Tanya Grimes	Ian Slattery
Stephen O'Hanlon	AIIPM	Frank O'Reilly	Marian Conway
Ciara O'Brien	AIIPM	Ian Slattery	Tanya Grimes

3.2 The Proxy Forms were noted for the purposes of attending and voting at the meeting.

4 PREVIOUS MINUTES

4.1 The Secretary, Frank O'Reilly presented to the meeting the minutes of the preceding annual general meeting of the Company held on 13 April 2022 (the "**Previous Minutes**").

4.2 **IT WAS RESOLVED THAT** the Previous Minutes be and are hereby adopted. The minutes were proposed by Derry Moran, seconded by Aaron Gaynor, and were adopted unanimously.

5 STATUTORY FINANCIAL STATEMENTS

5.1 The Treasurer Harry McGeehan presented to the meeting the statutory financial statements of the Company for the financial year ended 31 December 2022 and the reports of the directors and of the auditors therein (the "**Financial Statements**").

5.2 **IT WAS NOTED THAT** the Financial Statements were received and considered. Adoption of the Accounts was proposed by Tanya Grimes, seconded by Philip Ferguson, and approved by the meeting.

6 STATUTORY AUDITORS

6.1 **IT WAS NOTED THAT** the Company's statutory auditors, Broderick Kelly Ring & Co. (the "**Auditors**"), would continue in office in accordance with section 383(2) of the Companies Act 2014 (the "**2014 Act**"). Reappointment of the Auditors was proposed by Marian Conway and seconded by Derry Moran.

6.2 **IT WAS RESOLVED THAT** the directors of the Company be and are hereby authorised to approve the remuneration of the Auditors for the forthcoming year. Proposed by Philip Ferguson and seconded by Derry Moran.

7 REVIEW OF COMPANY'S AFFAIRS

The Company's affairs were reviewed and considered, and **IT WAS NOTED THAT** no questions arose.

8 ELECTION / RE-ELECTION OF DIRECTORS

- 8.1 It was noted that Council had a current membership of twelve, four of whom, Frank O'Reilly, Derry Moran, Marian Conway and Harry McGeehan were retiring in accordance with Article 47 and, in accordance with Article 49, Frank O'Reilly, Derry Moran and Marian Conway were offering themselves for re-election. Two current members of Council were appointed after the AGM last year: Tanya Grimes and Ellen Bailey. In accordance with Article 53 both were offering themselves for re-election.
- 8.2 As the number of nominees did not exceed the number of vacancies, it was proposed by Aaron Gaynor and seconded by Emer Caulfield that all five of the named nominees be deemed elected subject to there being no objections. As there were no objections, all five nominees were unanimously elected onto Council.
- 8.3 **IT WAS NOTED THAT** Harry McGeehan retires by rotation and does not offer himself for re-election as director of the Company and accordingly Harry McGeehan resigns as director of the Company with immediate effect.

9 REMUNERATION OF DIRECTORS

IT WAS RESOLVED THAT the remuneration of the directors for the financial year ending 31 December 2023 be and is hereby approved. No director of the Institute received remuneration for services provided in the year.

10 SPECIAL RESOLUTIONS:

Council undertook an exercise to review the existing memorandum and articles of association in 2023. The purpose of which was as follows:

- ✓ To bring it into line with requirements of the companies Act 2014
- ✓ To allow for a new membership category: Trustee Member
- ✓ To allow MIIPM's to sit on Council

- 10.1 **IT WAS RESOLVED THAT**, pursuant to sections 32(1) and 1186 of the 2014 Act, the amount referred to in section 1176(2)(e) of the 2014 Act be and is hereby amended from IR£100 to €126.9738 and clause 7 of the memorandum of association of the Company be and is hereby updated accordingly.
- 10.2 **IT WAS RESOLVED THAT**, pursuant to section 1184(1) of the 2014 Act, the altered memorandum of association in the form presented to the members of the Company be and is hereby approved and adopted as the memorandum of association of the Company in substitution for and to the exclusion of the existing memorandum of association of the Company.
- 10.3 **IT WAS RESOLVED THAT**, pursuant to section 1187 of the 2014 Act, the altered articles of association in the form presented to the members of the Company be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

10.4 Adoption of the Special Resolutions was proposed by Briega McGovern and seconded by Elma Fox.

11 CLOSE

There being no further business, the Chairperson declared the meeting closed.



CHAIRPERSON

IAN SLATTERY

18/05/2023