

# THE IRISH INSTITUTE OF PENSIONS MANAGEMENT

## NOTICE OF THE 2023 ANNUAL GENERAL MEETING ("AGM")

In accordance with article 23 of the Articles of Association of The Irish Institute of Pensions Management (the "Institute" or the "Company"), notice is hereby given that the AGM of the Institute for the year 2023 will be held at **3:30 p.m. on Thursday, 27 April 2023** to transact the business set out below.

**Please note, the AGM will be conducted via an on-line forum (as permitted by the Companies (Miscellaneous Provisions) (Covid-19) Act 2020). You will be invited via email to register your attendance in advance.**

Members may tender to the Council written papers on questions incidental to the profession, and if the Council think fit, such papers may be read and discussed at the AGM.

### Ordinary Business

1. To adopt the minutes of the preceding annual general meeting and of any general meeting held since the preceding general meeting.
2. To receive and consider 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.
3. To review and consider the Company's affairs for the financial year ended 31 December 2022.
4. Statutory Auditors
  - 4.1. To note that the Company's statutory auditors, Broderick Kelly Ring & Co., would continue in office in accordance with section 383(2) of the Companies Act 2014 (the "2014 Act").
  - 4.2. To authorise the directors to approve the remuneration of Company's statutory auditors, Broderick Kelly Ring & Co., for the financial year ending 31 December 2023.
5. Election / Re-election of Directors<sup>1</sup>
  - 5.1. To re-elect Frank O'Reilly, who retires by rotation in accordance with article 47 of the Company's articles of association and, being eligible, offers himself for re-election as director of the Company with immediate effect.
  - 5.2. To re-elect Derry Moran, who retires by rotation in accordance with article 47 of the Company's articles of association and, being eligible, offers himself for re-election as director of the Company with immediate effect.

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<sup>1</sup> See notes 5 and 6

- 5.3. To re-elect Marian Conway, who retires by rotation in accordance with article 47 of the Company's articles of association and, being eligible, offers herself for re-election as director of the Company with immediate effect.
  - 5.4. To note that Harry McGeehan does not offer himself for re-election as director of the Company and accordingly resigns as director of the Company with immediate effect.
  - 5.5. To elect new directors, who have been recommended for election by the Council, to the Company to fill the office vacated by Harry McGeehan.
  - 5.6. To re-elect Tanya Grimes, who was appointed during the year and who in accordance with article 53 is required to retire at the next AGM following her appointment and being eligible, offers herself for re-election as director of the Company with immediate effect.
  - 5.7. To re-elect Ellen Beatrice Bailey, who was appointed during the year and who in accordance with article 53 is required to retire at the next AGM following her appointment and being eligible, offers herself for re-election as director of the Company with immediate effect.
6. To approve the remuneration of the directors of the Company for the financial year ending 31 December 2023.

#### **Special Business**

7. As special resolutions:
- 7.1. **THAT**, pursuant to sections 32(1) and 1186 of the 2014 Act, the amount referred to 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.
  - 7.2. **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.
  - 7.3. **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.

**By order of the Council:**

A handwritten signature in black ink, appearing to read 'Frank O'Reilly', written over a horizontal line.

**Frank O'Reilly**  
Secretary

**Please reply to:**

Frank O'Reilly, Secretary  
IIPM  
info@iipm.ie  
Suite 2, Slane House  
25 Lower Mount Street  
D02 V029

**Directors:**

Tanya Grimes  
Ellen Beatrice Bailey  
Nicola Dunphy  
Marian Conway  
David Spollen  
Derry Moran  
Aaron Gaynor  
Ian Slattery  
Frank O'Reilly  
Harry McGeehan  
Elma Fox  
Patrick James Buckley

**Registered Office:**

1 Drummartin Road, Dundrum, Dublin 14, Dublin, Ireland

## NOTES

**NOTE 1:** In accordance with the provisions of the Companies Act 2014 and the constitutional documents of the Company, members wishing to vote at the annual general meeting must appear either in person or by proxy. A proxy need not be a member of the Company.

**NOTE 2:** Every Fellow and Associate of the Institute shall have one vote. Students are not entitled to vote. No Fellow or Associate shall be entitled to vote, either personally or by proxy at any general meeting or upon a poll who is in arrears with any subscription or fee payable to the Institute.

**NOTE 3:** A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy using the enclosed form (following the form set out in article 43 of the Company's articles of association) to attend, speak and vote instead of him or her (provided that the form of proxy is completed and deposited at IIPM, Suite 2, Slane House, 25 Lower Mount Street, D02 V029 for the attention of Frank O'Reilly, Company Secretary or communicated by electronic means to Frank O'Reilly at [info@iipm.ie](mailto:info@iipm.ie) at least 48 hours before the time for holding the annual general meeting or adjourned meeting.

**NOTE 4:** In accordance with the Companies (Miscellaneous Provisions) (Covid-19) Act 2020, the annual general meeting will be held virtually. If you intend to attend the meeting, please confirm your intention to do so by email registration to Frank O'Reilly at [info@iipm.ie](mailto:info@iipm.ie) on or before Friday, 14 April 2023. You may access the meeting by following the link provided by Jane Small on your registration for the meeting at the time and date of the meeting. When entering the meeting you are required to display your full name in order to identify yourself. Therefore, please ensure that your username that will be visible to all participants is correct and corresponds with the name entered on the register of members of the Company. If your name is not correct you will be prompted to edit your name, please do so. You may also be asked to take other actions to identify yourself. If you are attending as a proxy for and on behalf of a member who cannot attend, please write your name and the name of the member on whose behalf you are attending the meeting. Participants whose names do not match those on the register of members or proxies notified to the Company will be excluded from the meeting. Questions and comments may be posted during the meeting and shall be addressed when the Chairman permits.

**NOTE 5:** Council has a current membership of twelve, four of whom, Frank O'Reilly, Harry McGeehan, Derry Moran, and Marian Conway are retiring in accordance with article 47 of the Company's articles of association and, in accordance with article 49, Frank O'Reilly, Derry Moran and Marian Conway are offering themselves for re-election.

**NOTE 6:** Any Fellow or Associate of the Institute who is not a retiring member of Council (under Article 47) shall be qualified to go forward for election to Council, subject to notice in writing being given to the Secretary of the Institute no later than Thursday, 20 April 2023.

Candidates must be nominated by four members qualified to vote, of whom two shall be Fellows of the Institute.

Please follow the link here for the nomination form for candidates for election to council.

Nomination Form – [LINK](#)

No Fellow or Associate shall be entitled to vote, either personally or by proxy at any general meeting or upon a poll who is in arrears with any subscription or fee payable to the Institute.

The names of persons nominated will be circulated to members and members will be advised if the number nominated exceeds the number of vacancies on Council, in which event an election by ballot shall take place.

**NOTE 7:** A copy of the financial statements of the Company for the year ended 31 December 2022 and the directors' and auditors' reports therein is contained with the notice for this meeting.