



AGM
29th June, 2019 at 11.00 a.m.

Agenda

1. Chairperson's welcome and opening formalities.
2. To review the minutes of the AGM of 23rd June, 2018 and consider any matters arising.
3. To receive and consider the Directors' Report, Annual Accounts and Auditors' Report for 2018.
4. To appoint the auditors and authorise the board to set their remuneration.
5. To elect directors.
6. To consider the following two special resolutions:

Special Resolution 1.

For the purpose of Charitable Tax Exemption, Revenue have requested that the FCI Constitution be amended in line with the Charities Regulatory Authority (CRA) template constitution in four specific sections. To do this the following changes are required to the Constitution:

6. *The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:*

Winding Up

7. *If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the Company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 8 hereof. Members of the Company shall select the company or companies (being a charitable institution or institutions) to or before the time of dissolution. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.*

Income & Property



8. *The income and property of the Company shall be applied solely towards the promotion of main object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.*

No director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

- (a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;*
- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;*
- (c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;*
- (d) reasonable and proper out of pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;*
- (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director shall be a member holding not more than one hundredth part of the issued capital of such company;*
- (f) nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with Section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced)*

Additions Alterations & Amendments.

9. *The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.*

Special Resolution 2:

That this AGM notes and assents to the Board's intention to re-elect Jim Waters as chairperson of the board for a third and final year notwithstanding Article 93 of the Company Constitution.

7. To consider any other business arising.