

MARKETING INSTITUTE OF IRELAND COMPANY
LIMITED BY GUARANTEE
(the “Company”)

Minutes of an Extraordinary General Meeting of the above named Company held virtually, via Zoom on 11th March 2021 at 5.00 p.m.

PRESENT:

Gerard O’Neill (In the Chair)

Cera Ward

Liam McDonnell

Patrick Mannion

Fiona Sweeney

Thomas Kinsella

David Field

Anthony Neville

Enda Lynch

Thomas Keane

Alan Cox

Jenny Bishop

Cecelia McClernon

Roger Sherlock

Marie Therese Campbell

Aoife Moreton

Eileen Maloney

Tom Trainor

IN ATTENDANCE:

Patricia Lloyd – HLB Sheehan Quinn

Victoria Barrett – CLS Chartered Secretaries

1. Chairperson

1.1 Gerard O’Neill, Chairperson of the Board, assumed the Chair.

2. Constitution of the meeting

2.1 It was noted that notice of the meeting had been given to all persons entitled to receive same and that a quorum was present. Notice convening the meeting was taken as read.

3. Chairperson’s Opening Remarks

3.1 The Chairperson thanked all Members in attendance for attending the Meeting.

4. Amendment to Article 35 of the Articles of Association

4.1 Mr. Mc Donnell read the proposed amendment to Article 35 of the Articles of Association of the Company.

4.2 Mr. Anthony Neville proposed that there be a discussion before the matter was put to a vote.

4.3 Mr. McDonnell explained to the Meeting that the rationale for the proposed amendment was to allow Mr. O'Neill to continue as Chairperson for one more year to ensure continuity during the development and implementation of the Institute's new Strategy.

4.4 A number of Members contributed to the discussion. Ms. Barrett informed the Meeting that the proposal was in line with the Charities Regulations. The Chairperson asked the Meeting whether the matter should be put to a vote or adjourned in order that a new wording might be put to the Members at another time. The matter was put to a vote. Ms. Barrett informed the Meeting that if a Member's camera was not turned on for the show of hands that they could not be included in the voting.

4.5 On the proposal of Pat Mannion and Seconded by Fiona Sweeney, it was resolved:

“That the Articles of Association of the Company be and are hereby amended as follows:

By the deletion of the existing Article 35 and the insertion of the following new Article 35:

35. The Board shall appoint a Chairperson to be the Chairperson of the Institute and of the Board and who shall hold office until the next third subsequent annual general meeting of the Institute. A Director who is appointed as Chairperson shall not hold the office of Chairperson for more than the 3 consecutive terms up to a maximum of 9 years.”

5. Amendment to Article 63 of the Articles of Association

5.1 On the proposal of Alan Cox and Seconded by Tom Keane, it was resolved:

“That the Articles of Association of the Company be and are hereby amended as follows:

By the insertion of the following new Article 63.1:

63.1 A meeting of the directors or of a committee established by the directors may consist of a conference between some or all of the directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and:-

63.1.1 a director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and

63.1.2 such a meeting shall be deemed to take place:-

63.1.3 where the largest group of those participating in the conference is assembled;

63.1.4 if there is no such group, where the chairperson of the meeting then is;

63.1.5 if neither subparagraph 63.1.3 or 63.1.4 applies, in such location as the meeting itself decides.”

6. Chairperson's Closing Remarks

6.1 The Chairperson thanked all of those in attendance for their time.

7. Any Other Business

7.1 Anthony Neville congratulated the Board on the work they are doing in progressing the Institute.

7.2 There being no further business, the meeting then concluded at 5.30 pm.

Chairperson

Date