

15<sup>th</sup> August 2022

Dear Member

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Carlow Chamber of Commerce will be held at 12.45 pm on Monday 5<sup>th</sup> September 2022 in Gateway Business Centre, Athy Road Carlow (online access will also be facilitated via Zoom) for the purpose of transacting the following business.

### **AGENDA**

#### **1. Apologies**

**2. To approve the Special Resolution to alter the Company Constitution in accordance with the Companies Act 2014 as set out below: -**

### **WHEREAS Article 7 of the Constitution states the following:**

7. All general meetings other than annual general meetings shall be called extraordinary general meetings. At the Annual General Meeting of the Chamber the office of the President of the Chamber shall be elected by the Members of the Chamber present at such Meeting. At least seven members shall be present at the Meeting which shall elect the aforesaid President. The Election shall be by ballot. The President shall be elected by a simple majority of votes from the Members of the Chamber present at such a meeting and shall be elected for one year. He may be re-elected for a second successive year in office-but not hold the presidency for a longer term than two years. When the President terminates their office, they shall automatically become Vice-President for the following year or until the next AGM.

- It is proposed that the term of the President that was elected as President for the years 2020 to 2022 would have a one year extension to his Presidency to the intent that the President for this period would hold the position of President for a three year period.

This proposal is put forth due and owing to the impact that the Covid-19 Pandemic had on the President's tenure during that period.

Therefore, it is proposed that Article 7 be amended to read:

7. All general meetings other than annual general meetings shall be called extraordinary general meetings. At the Annual General Meeting of the Chamber the office of the President of the Chamber shall be elected by the Members of the Chamber present at such Meeting. At least seven members shall be present at the Meeting which shall elect the aforesaid President. The Election shall be by ballot. The President shall be elected by a simple majority of votes from the Members of the

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County Carlow Chamber of Commerce, Industry & Tourism CLG  
Registered in Ireland Reg No: 185839 Vat No:6585839H

**Board Members:** Colin Duggan (President), Yvonne Jones, Gary Evans, Kirsty Kavanagh, Rowena Dooley, John Brophy, Paul Byrne, Madeline Ryan, Caroline Kelly, Noel Doyle, Michael Quinn, Gemma Purcell, Shane Kenneally

Chamber present at such a meeting and shall be elected for one year. He may be re-elected for a second successive year in office-but not hold the presidency for a longer term than two years.

As an exception to this rule the President who was elected President in on the 22<sup>nd</sup> July 2020 and whose presidency was due to end upon the occurrence of the 2022 AGM, shall be permitted to hold the presidency for an additional year. The president for this period is being permitted an extension due his term due to the constraints placed in his tenure by the Covid 19 pandemic. The president holding office in 2022 shall continue in office until the 2023 AGM at which time his presidency shall terminate.

When the President terminates their office, they shall automatically become Vice-President for the following year or until the next AGM.

3. To approve the Special Resolution to alter the Company Constitution in relation to allowing the EGM/AGM to be held virtually where required.
4. To approve the Special Resolution to alter the Company Constitution to the intent that there shall be a permanent position on the Board for a representative from the South East Technological University. The proposal for the filling of the position to be as follows:
  - a. The University to be invited to compile a list of candidates to sit on the Board of the County Carlow Chamber of Commerce every year before the AGM.
  - b. Every year the position to be held by a representative from the South East Technological University shall be terminated and upon receiving a list of candidates for the position from the College the Board shall review and select a candidate from the list.
  - c. This position to be additional to the existing number of permitted Board Members.

Should you have any queries in relation to the EGM, please do not hesitate to contact Brian O'Farrell, CEO of County Carlow Chamber on 086 022 5899 or on [ceo@carlowchamber.com](mailto:ceo@carlowchamber.com)

Yours sincerely

*Gary Evans*

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Company Secretary  
County Carlow Chamber

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