Scouting Ireland, National Office, Larch Hill, Dublin 16, Ireland.
T: 01 4956300 | F: 01 4956301
www.scouts.ie

NOTICE OF ANNUAL GENERAL MEETING

Gásoga na hÉireann / Scouting Ireland (the 'Company')

(Company Reg. No. 397094 Charity No. CHY3507)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (AGM) of the Company will take place on Saturday 10th October 2026 in the National College of Ireland at 14:00.

It should be noted that in conducting this AGM:

(i) Each Scout Group (who are Company Members) will have until Thursday 1st October 2026, to register up to five (5) voting delegates (to include two registered Scouts) on Eventbrite.

(ii) The procedures set out in the Meeting and Pre Meeting Procedures document also set out how delegates can communicate questions and comments in advance of the meeting. This document also describes the procedures to be adopted for voting on resolutions proposed to be considered at this meeting.

This Annual General Meeting is being held for the following purposes:

1. To review the Company's affairs.

2. To receive and consider Company Financial Statements and Report of Directors.

3. To authorise the Directors to approve the remuneration of the Statutory Auditors HLB Ireland for the forthcoming financial year.

4. The Address of the Chief Scout as the Chair of the Meeting and the Address of the Chairperson of the Board of Directors.

5. **Special Business:**

To consider the following motions which were approved for consideration by the Motions Committee at this AGM, under Article 16 of the Company's Constitution. The motions being General Proposals and an ordinary resolution requires a simple majority to be approved (passed) by members.

10.1 To consider and, if thought fit, pass the following resolution as an Special Resolution: [Vote Required]

RESOLVE as an Special Resolution, that:

Motion 1: *(Special Resolution)*

MOTION C01 - UPDATE AND TIDY-UP

RATIONALE

The marked-up version of the Constitution contains a large number of minor changes comprising largely:

- updated references to current legislation;
- removal of an anomaly re. the quorum for meetings of the Board (Article 58);
- removal of certain Articles (11.7, 33 & 34) which are now redundant; and
- tidy-up of wording and alignment to currently accepted good practice where appropriate.

These many minor changes are covered by this single motion for the sake of efficiency and this motion proposes to amend the Constitution as set-put in the attached marked-up version of the full Constitution.

Motions (C02-C13) propose to further amend the Constitution in specific ways as set-out in each of those motions.

Motion C14 proposes that, once the changes included in those motions that are approved at the General Meeting are applied to the Constitution there may be the need for some minor typographical, formatting, sequencing or numbering changes. That motion seeks approval of the general meeting for such changes to be made without requiring the results to be then agreed at a further general meeting.

MOTION C01 - UPDATE AND TIDY-UP
MOTION
This meeting resolves to amend the Constitution as set out above.

Motion 2: *(Special Resolution)*

MOTION C02 - GENDER NEUTRAL PRONOUNS

RATIONALE

Scouting Ireland is an inclusive organisation. The current Constitution contains gender-specific personal pronouns that reflect historical drafting conventions. The proposed amendment updates the language to utilise gender-neutral pronouns throughout, ensuring that the Constitution reflects current-day standards of inclusive and respectful governance.

This amendment is purely linguistic and does not affect the legal substance or interpretation of any Article.

Scouting Ireland, National Office, Larch Hill, Dublin 16, Ireland.
T: 01 4956300 | F: 01 4956301
www.scouts.ie

Examples of how this would be implemented include: "...he or she is..." would change to "...they are...". "...he or she accepts..." would change to "...they accept..." "...his or her..." would change to "...their..."

"...him or her..." would change to "...them..."

MOTION C02 - GENDER NEUTRAL PRONOUNS MOTION

This meeting resolves that personal pronoun usage throughout the Constitution be amended to utilise gender neutral personal pronouns.

Motion 3: (*Special Resolution*)

MOTION C03 - WORLD SCOUTING

RATIONALE

During the current review it was identified that reference to our membership of the World Organisation of the Scout Movement (WOSM) was absent from our Constitution and consequently we were not compliant with their requirements in that regard.

This Motion has been proposed to ensure our Constitution complies with WOSM's requirements

As well as acknowledging that we are a member of WOSM and obliged to comply with its Constitution, it requires us to obtain prior approval from the World Scout Committee for any proposed changes to our name, our Objects (our mission and Scout Method), and our Scouting Fundamentals (our educational purpose, Scout Principles, Scout Promise and Scout Law).

MOTION C03 - WORLD SCOUTING
MOTION
This meeting resolves to include a new clause in the Memorandum of Association as follows:

Gasóga na hÉireann / Scouting Ireland is a member of the World Organisation of the Scout Movement ("WOSM") and agrees to be bound by the Constitution of WOSM. No amendments shall be made to clauses 1, 3 and 4 of this Memorandum or to Articles 80- 84 (inclusive) of the Articles of Association without the written consent of the World Scout Committee.

Motion 4: (*Special Resolution*)

MOTION C04 - POWERS

RATIONALE

A Company Limited by Guarantee is required to list, in its Constitution, all of the powers which the Board of Directors may usually exercise on its behalf.

The exercise of powers in addition to those listed would require the approval of a special resolution at a general meeting.

This motion proposes to amend the Powers to:

1. Better align with current norms and accepted good practice for a charitable company.
2. Better provide for future actions in relation to the structure of Gasóga na hÉireann / Scouting Ireland, such as may arise in the resolution of issues identified by the recent investigation by the regulator into the company and the trustee companies. and others such as banking and insurance companies.
3. Better provide a variety of options in relation to funding, in line with current norms for the not- for-profit sector; enabling the Company to continue to support the growth and sustainable development of Scout Groups, whilst addressing any potential funding gaps which may arise from the settlement of anticipated litigation.

MOTION C04 - POWERS

MOTION

This meeting resolves to amend clause 5 of the Memorandum of Association to read as follows:

5. POWERS

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:

a) to undertake any activities as will assist it in achieving its aim of encouraging the development of young people and promoting the development of young people to others;
b) to purchase, take on, lease, licence, surrender, exchange, hire or otherwise acquire any property or assets;
c) to construct, develop, maintain, manage improve, repair or alter any property or assets owned or used by the Company including any halls, campsites, buildings or equipment;
d) to procure, receive or accept, administer and allocate, including on behalf of its Members, any donations, contributions, funds bequests, legacy, gifts, grants, or subscriptions of any nature, whether subject to any special trust or not, for any purpose within the Main Object;
e) to enter into any contracts or arrangements with, or establish and maintain links with, and make submissions to, any Governments, State Agencies or Authorities, supreme, municipal, local or otherwise;

f) to print and publish, by any medium, any newspapers, periodicals, books or leaflets and engage in any publicity for the purposes of fostering the Main Object;
g) to promote, commence, be involved in, oppose, defend, settle or compromise any litigation, arbitration, liability, claim, action, demand or dispute or other proceedings or applications involving the Company;
h) to sell, lease, mortgage, transfer, exchange, dispose of, grant and accept easements, or otherwise deal with all or any part of the property or assets of the Company;
i) to borrow and/or raise money or funds, either without security or secured in such manner as the Company shall think fit and in particular by the issue of debenture stock perpetual or otherwise, by mortgage, charge, pledge, lien, and/or other security interest, upon all or any undertaking, property and/or assets of the Company (both present and future) and to purchase, redeem or pay off any such security;
j) to give credit to or to become surety, indemnifier or guarantor for any persons or other companies, institutions, societies or associations, and to give all descriptions of guarantees and indemnities and either with or without the Company receiving any consideration to guarantee, indemnify or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking, property and assets of the Company (both present and future);
k) to invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; and provided that the making of investments complies with any conditions and consents as applicable and subject to prior permission being obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of five years for any purposes;
l) to appoint, employ, engage and retain all such officers and servants, employees, consultants and advisers as may be required for the purposes of the Company and to make all reasonable and necessary provisions for the payment of fees, wages, salaries, pensions, gratuities, allowances, superannuation, contractual or other payments to such officers, servants, employees (or their dependents where required), consultants and advisers;
m) to accept, undertake and execute any trusts or any agency business which may seem conducive;
n) to subscribe to, raise or help raise funds for, any local or other charities, and to grant donations for any public purpose or to enter into any arrangement for co-operation or reciprocal concession with any person, local authority, company, body or association, for the purpose of advancing, directly or indirectly, the Main Object;
o) to establish, support, manage or cooperate with, or to aid in the establishment, and support and/or management of, any other companies, institutions, societies or associations having a main object wholly or in part similar to that of the Company;
p) to establish and amalgamate with other companies, institutions, societies or associations having a main object wholly or in part similar to that of the Company;
q) to acquire, or take on, any activities or liabilities;
r) to apply for all licences, consents, certifications and permissions which may be required in relation to its property, asset or activities;

s) to take out, pay for, and maintain policies of insurance in respect of the properties, assets, activities and liabilities of the Company and for the benefit of the officers of the Company, including Directors and Officers insurance (D&O insurance);

t) to collect all allocations, fees or other amounts payable for facilities and services provided by the Company;

u) to devise, adopt, amend and suspend such rules and regulations as may be required for the efficient organisation of the activities of the Company and its Members;

v) to do all such other lawful things as are incidental or conducive to the pursuit to the attainment of its Main Object;

w) to do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, subcontractors or otherwise and either alone in partnership or conjunction with any person, company or association, and to contract for the carrying on of any operation connected with the Main Object by any person, company or association.

PROVIDED THAT:

i. in case the Company shall take or hold any property or assets which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts; and

ii. nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

Motion 5: (*Special Resolution*)

MOTION C05 - SCOUT GROUPS AS MEMBERS

RATIONALE

Currently the Constitution differentiates between Scout Groups that are a registered company (or other body corporate) and Scout Groups that are not. It includes the requirement that unincorporated Scout Groups must nominate a person to be listed on their behalf as the member of the Company in the Register of Members.

The proposed motion removes this differentiation and makes it clearer that Scout Groups are the Members, it removes the current requirement about unincorporated Scout Groups having to nominate a person to be the Member on their behalf.

This proposal requires changes to a number of Articles of the Constitution as set out below.

MOTION C05 - SCOUT GROUPS AS MEMBERS MOTION
This meeting resolves to:

(a) amend the following Definitions at Article 1.1 as set out below;

"**Member**" means a Scout Group that has been admitted as a member of the Company, in accordance with Articles 6 and 7;

"**Scout Group**" means a company or an unincorporated association that is organised in accordance and compliance with the Scout Group Charter and Youth Charter and which the Directors have determined is eligible to become a Member, in accordance with Article 6;

(b) add the following Definitions at Article 1.1 as set out below;

"**Group Secretary**" means the secretary of the Scout Group Council as set out in the Scout Group Constitution;

"**Scout Group Constitution**" means the governance document which each Scout Group is required, by the Scout Group Charter, to adopt;

"**Scout Group Council**" means the Scout Group's management committee as set out in the Scout Group Charter and the Scout Group Constitution;

(c) amend Article 5. as set out below;

5. Only a company or an unincorporated association, that is organised in accordance and compliance with the Scout Group Charter and Youth Charter, shall be eligible to be admitted as a Member.

(d) amend Article 6. as set out below;

6. A Scout Group that wishes to be admitted as a Member shall apply in accordance with the following provisions:

6.1. the Scout Group must satisfy the Directors that it meets the criteria prescribed in the Scout Group Charter to qualify as a Scout Group;

6.2. the Scout Group's application shall be made in such form and containing such information as may from time to time be prescribed by the Directors; and

6.3. where the Directors have determined that a Scout Group is eligible to become a Member, the Directors may, by resolution, resolve to admit the Scout Group as a Member.

(e) amend Articles 7. And 8. as set out below;

7. Register of Members

7.1. The name of the Scout Group as registered on the Company's membership management system shall be recorded as the Member's name in the register of Members.

7.2. The address to be recorded as the Member's address in the register of Members shall be:

a) where the Scout Group is a registered company, the company address as registered with the Companies Registration Office and as notified by the Scout Group to the Company Secretary, to such email address as is from time to time designated by the Directors for such communications; or
b) where the Scout Group is not a registered company,

   i. to the address of the Group Secretary as registered on the Company's membership management system; or
   ii. to an alternative address agreed by the Scout Group Council and notified by them to the Company Secretary, by email.

8. The Company shall send all notices and other communications for Members to the address in the register of Members and shall not be obliged to send notices and other communications to any other address, although it is not prohibited from so doing as may be appropriate from time to time.

(f) amend Article 11. as set out below;

11. Membership shall automatically terminate upon the occurrence of any of the following events, namely where:

11.1. the Directors determine in their discretion that a Member no longer meets the criteria referred to in Article 6.1. to qualify as a Scout Group ;

11.2. in the case of a Member that is a company or other body corporate, it has a liquidator appointed to it or it is dissolved, whether following its strike off or otherwise;

11.3. in the case of a Member that is an unincorporated association, the unincorporated association is wound up or it is dissolved; or

11.4. the Member resigns by notice in writing to the Company;.

(g) Amend Article 25.1. as set out below.

25.1. each Member may nominate up to five (5) delegates each of whom who are entitled to attend general meetings of the Company to represent that Member and to vote at such general meetings.

Motion 6: *(Special Resolution)*

MOTION C06 - DIRECTORS MOTIONS

RATIONALE

Article 66. specifies that "the sole purpose of the Motions Committee is to adjudicate on motions proposed by Members...".

The wording at Article 16 currently does not include anything on the treatment of Directors motions

The purpose of this Motion is to better clarify the matter.

The proposed change makes it clear that the Board may bring forward motions which they believe to be in the best interests of the Company for consideration by the Membership while leaving it open to them to seek the Motions Committees views on any proposed motion.

The treatment of Members Motions remains unaffected by the proposed changes.

MOTION C06 - DIRECTORS MOTIONS
MOTION

This meeting resolves to amend Article 16. as follows:

16. The following apply in relation to motions for discussion at an AGM:

16.1. Members may submit motions for discussion at AGMs in accordance with the following provisions:

(a) at the first meeting of the Directors each AGM, the Directors shall set the date for the following Year's AGM and cause this date to be communicated to the Members;

(b) not later than twelve (12) weeks before the date of the AGM in eachYear, Members wishing to propose motions for discussion at the AGM must submit them to the Company at the email address specified in the communication referred to in Article 16.1(a) or such other address as may be advised;

(c) all proposed motions shall be considered by the Motions Committee who shall decide, in its absolute discretion, whether or not to allow a motion go forward to the AGM for discussion and the Motions Committee may amend a proposed motion in any way in which it sees fit, again, in its absolute discretion;

(d) the Motions Committee shall provide the Directors with a list of all Members' motions that the Motions Committee are allowing go forward for discussion at the AGM as soon as possible but not later than six (6) weeks before the date of the AGM;

(e) no motion may be proposed by a Member for discussion at an AGM that has not been approved by the Motions Committee in accordance with this Article 16; and

(f) no motion shall be put to an AGM, the effect of which is to amend the Constitution of the Company unless it has been proposed as a special resolution in accordance with these Articles and the Companies Act.

Directors' motions are not subject to Article 16.1, however, the Board may seek feedback and guidance from the Motions Committee about any intended or proposed Directors' motion.

Motion 7: (*Special Resolution)*

MOTION C07 - CHAIRPERSON AND VICE CHAIRPERSON

RATIONALE

The role of Vice Chairperson of the Board was introduced some time ago, after a recommendation as part of an external governance review. The aim is to provide for continuity during periods of absence of unavailability of the Chairperson of the Board, and to provide for a degree of workload sharing as from time to time required.

This motion seeks to include the role in the Constitution and to clarify its scope. The addition of the role requires a number of changes to the Constitution as set out below.

MOTION C07 - CHAIRPERSON AND VICE CHAIRPERSON MOTION

This meeting resolves to:

(a) add the following to the Definitions at Article 1.1 as set out below;

"Vice Chairperson of the Board" means the vice chairperson of the Board as set out at Articles 62 to 64;

(b) amend Article 24 as set out below;

24. The following provisions shall apply:

24.1. the Chief Scout shall preside as chairperson at general meetings unless the Chief Scout is not present at a general meeting in which case the Chairperson of the Board shall preside as chairperson of that general meeting.

24.2. in the event that the Chief Scout and the Chairperson of the Board are not present at a general meeting, the Vice Chairperson of the Board shall preside as chairperson of that general meeting.

24.3. in the event that the Chief Scout, the Chairperson of the Board and the Vice Chairperson of the Board are not present at a general meeting the Directors present shall choose one of their number to preside as chairperson of that general meeting and, in the event of a tie, a Director shall be chosen by lot to chair the general meeting; and

24.4. the chairperson of a general meeting may with the consent of the Members attending any general meeting at which a quorum is present (and shall if so directed by the Members) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

(c) Amend Articles 62, 63, 64 as set out below;

CHAIRPERSON AND VICE CHAIRPERSON

62. The Directors shall elect, from their number, a chairperson ("**Chairperson of the Board**") and vice chairperson ("**Vice Chairperson of the Board**") at the first meeting of the Directors held following each AGM. The Vice Chairperson of the Board shall carry out the duties and responsibilities of the Chairperson of the Board when he or she is unavailable or unwilling to act.
63. The Chairperson of the Board shall, if present, preside at every Board meeting but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Vice Chairperson of the Board shall preside. If at any meeting the Chairperson of the Board and the Vice Chairperson of the Board are not present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Directors present shall choose a Director to preside.
64. The duties and responsibilities of the Chairperson of the Board shall be prescribed by the Directors from time to time and shall include, but not be limited to:

64.1. Overseeing the governance and performance of the Company, setting the agenda for meetings and facilitating the effective contribution of other Directors.

64.2. Ensuring that there are in place appropriate strategies to implement the policies of the Company.

64.3. Leading and representing the Board and ensuring that the Board functions effectively and efficiently.

Motion 8: (*Special Resolution*)

MOTION C08 - SCOUT GROUP REPRESENTATION

RATIONALE

Article 25 currently permits Scout Groups to nominate delegates to General Meetings. The proposed amendments are intended to clarify that such delegates must be drawn from the membership of the nominating Scout Group itself.

The purpose of this amendment is to strengthen the principle of local accountability and to ensure that voting representation at General Meetings reflects the views of each individual Scout Group, as expressed through its own active members.

This amendment seeks to reinforce confidence in the integrity and independence of representation at General Meetings.

MOTION C08 - SCOUT GROUP REPRESENTATION
MOTION

This meeting resolves to amend Article 25.1. as set out below;

25.1. each Member may nominate up to five (5) delegates each of whom who are entitled to attend general meetings of the Company to represent that Member and to vote at such general meetings. A Scout Group shall only nominate its own members as delegates and may not nominate proxies or delegates from any other Scout Group;

Motion 9: (*Special Resolution)*

MOTION C09 - REMOVING A DIRECTOR

RATIONALE

To enable the Board to continue to function in circumstances where they have lost confidence in a Director due to that Directors actions at meetings of the Board or elsewhere.

Article 44 stipulates specific circumstances which cause a Directors appointment to end. Current conditions are summarised here in italics.

The office of Director shall be vacated if he or she:

- *resigns or retires*
- *co-option comes to an end*
- *becomes an employee or paid consultant*
- *becomes insolvent, bankrupt, disqualified or restricted*
- *becomes incapacitated by their health*
- *is convicted of an indictable offence*
- *fails to notify the Company of an interest in any contract with the Company*

- *is removed at a general meeting in accordance with section 146 of the Companies Act*

Motion C01 has proposed we insert two additional circumstances to ensure compliance with the Charities Act 2009.

In addition to those insertions proposed at Motion C01, this Motion C09 seeks to add a provision that the Board may remove a Director if that Director is causing the Board to be unable to operate as required by law or by the Company Constitution.

Removal of a Director of the Board is permissible in law but that decision must meet fairness standards and be made in good faith for the benefit of the company.

MOTION C09 - REMOVING A DIRECTOR

MOTION

This meeting resolves to add the following condition to the list of conditions under which the office of Director shall be vacated at Article 44:

The office of Director shall be vacated ipso facto if he or she:

- receives a written communication informing him or her that two thirds or more of his or her co-Directors have resolved to remove him or her as a Director on the basis that, after careful consideration, the majority of the Directors (excluding the Director being removed) have formed the view that it is not in the best interests of the Company for him or her to continue to act as Director.

Motion 10: (*Special Resolution)*

MOTION C10 - DIRECTORS DUTIES AND RESPONSIBILITIES
RATIONALE
Proposed amendments to ensure that official communications are properly authorised.

MOTION C10 - DIRECTORS DUTIES AND RESPONSIBILITIES MOTION

This meeting resolves to amend Article 51 as follows:

51. The Directors shall ensure that in performing their duties and responsibilities, they shall have due regard to best corporate governance practices and standards and guidelines issued by the Charities Regulator from time to time and otherwise comply with their duties and obligations as imposed by law. Each Director shall at all times be cognisant of his or her fiduciary obligations in respect of the Company and the best interest and reputation of the Company.

51.1 The Chairperson of the Board shall represent the Company in all external communications relating to the Company and its activities (including on social and digital media platforms) and may delegate this authority to the Chief Scout, CEO or other Directors from time to time as the Chairperson of the Board considers reasonable or appropriate

51.2 No Director shall speak or communicate, including on social and digital media platforms, to Members, the public or externally on behalf of the Company or the Board unless specifically authorised to do so by the Chairperson of the Board (or Vice Chairperson of the Board, where applicable) or by resolution of the Board. In all Director communications, including those made on digital and social media platforms, he or she shall be cognisant of his or her fiduciary responsibilities in respect of the Company and the reputational interests of the Company

Motion 11: (*Special Resolution)*

MOTION C11 - COMMITTEES RATIONALE

To incorporate the principles of:

- recruiting to committees on the basis of competencies and experience; and at the same time
- involving younger members wherever possible.

MOTION C11 - COMMITTEES

MOTION

This meeting resolves to amend Article 65 as follows:

65. The Directors may from time to time establish one or more committees ("**Committees**" and each a "Committee")**.**

65.1 All Committees shall conform to their terms of reference as approved by the Directors from time to time.

65.2 The Directors shall establish a standing committee to be called the Finance, Audit & Risk Committee having such terms of reference as the Directors thinks appropriate.

65.3 All Committees other than the Motions Committee shall be comprised of, in whole or in part, members of the Board and others selected (subject to Article 65.4.) on a competency basis in accordance with the Company's competency matrix and appointments policy to support the bringing of specific competencies to the Committee,

65.4 In line with the Company's core purpose as a youth-centred organisation, wherever practicable and subject to appropriate safeguarding provisions, each Committee shall include a minimum of two youth members being individuals aged between 16 and 25 who are actively engaged in the scouting programme and have received the required induction or governance training arranged by the Company.

65.5 Youth members shall:

(a) be appointed by the Board, or a delegated nominations process in consultation with the National Youth Fora;

(b) have full voting rights on the relevant Committee unless otherwise determined by the Directors for specific legal or fiduciary reasons;

(c) be supported through age-appropriate briefings and mentorship to enable effective participation at Committee level; and

(d) not be considered or deemed to be Directors by virtue of Committee membership and shall not bear the responsibilities of Directors.

Motion 12: (*Special Resolution*)

MOTION C12 - USE OF TECHNOLOGY

RATIONALE

The proposed additions to Article 86 address risks arising from:

- hybrid or fully electronic general meetings;
- technology failure affecting quorum or participation; and
- potential liability exposure.

They introduce:

- a discretionary power for the Chair to adjourn where technology failure substantially interferes with proceedings; and
- a limitation of liability for failures attributable to attendees' own equipment.

These are increasingly standard provisions in modern constitutions following the Companies (Miscellaneous Provisions) (COVID-19) Act 2020 and related Companies Act amendments allowing electronic meetings.

It seems best to retain the position of the current 86.5. at the end of Article 86, so the proposal is to renumber it so it becomes 86.6, and to change a reference to it in Article 86.1 to reflect this renumbering.

The addition of Article 25.9. is to clarify that eVoting may also be used at in-person general meetings.

MOTION C12 - USE OF TECHNOLOGY MOTION

This meeting resolves to:

(a) add the following to Article 86;

86.5. Where the chairperson of the meeting is satisfied that a failure of, or disruption to, electronic communications technology substantially interferes with the proceedings of the meeting or the participation of attendees as whole, and is not capable of being remedied during the meeting, he or she may adjourn the meeting, unless such failure or disruption is attributable to any wilful act of the Company, the Company shall not be liable in respect of any failure or disruption relating to the equipment used by an attendee to access a general meeting by electronic communications technology that occurs and which failure or disruption prevents or interferes with the attendee's participation, by way of such technology, in the meeting;

(b) Renumber existing 86.5. to 86.6. and change the reference to it in 85.1 accordingly;

(c) add a new Article as follows.

25.9. In addition to the provisions of Article 86, which enables the Company to organise general meetings at which some or all Delegates may participate remotely by the use of electronic technology, at general meetings where all Delegates are required to be present in person the Company may provide that voting take place by the use of electronic technology. Where electronic voting is provided at in-person general meetings, the provisions of Articles 86.2 and 86.5 shall apply.

Motion 13: (*Special Resolution)*

MOTION C13 - NATIONAL ASSEMBLY

RATIONALE

At the 2025 AGM Members in favour of National Assembly and such a meeting has since taken place. This motion seeks to incorporate the National Assembly into the Constitution as directed by the 2025 AGM.

MOTION C13 - NATIONAL ASSEMBLY MOTION

This meeting resolves to include a new Article in the Articles of Association with an appropriate heading as follows:

NATIONAL ASSEMBLY

87. The Board shall enable and support, on an annual basis, a Member-led National Assembly:

(a) facilitating dialogue by providing a forum for Members' representatives to engage in meaningful discussions on issues relevant to Scouting;

(b) enabling participation and informed debate by means of appropriate methods and in a supportive environment;

(c) providing a means for meaningful two-way communication between members' representatives and those who work and make decisions at national level, including the Board, its Committees, its project teams and the national management team;

(d) fostering understanding and encouraging collaboration through the sharing of perspectives, views, ideas, issues and concerns;

(e) supporting the development and discussion of suggestions, proposals, propositions and initiatives for action by those who work and make decisions at national level and for possible consideration at general meeting.

Motion 14: (*Special Resolution)*

MOTION C14 - UPDATING THE CONSTITUTION

RATIONALE

Motion C14 proposes that once the motions that are approved at the General Meeting are applied to the Constitution there may be the need for some minor typographical, formatting, sequencing or numbering changes. That motion seeks approval of the general meeting for such changes to be made without requiring the results to be then agreed at a further general meeting.

MOTION C14 - UPDATING THE CONSTITUTION MOTION

This meeting recognises that minor typographical, formatting, sequencing or numbering adjustments may be required during the application of changes to the Constitution agreed via successful Motion at this AGM, and agrees that such adjustment may be made without further approval at a General Meeting providing that no such adjustment alters, extends or negates the effect of any approved Motion.

Motion 15: (*Special Resolution)*

MOTION 15 – CHIEF SCOUT

Explanatory Note:

Amend Articles 23.1, 23.2 & 23.12 such that the role of Chief Scout is elected every 4 years, and amend the eligibility criteria so that a member cannot have previously held the title of Chief Scout, in Scouting Ireland or our previous legacy organisations. More detailed proposal attached.

MOTION 15 – CHIEF SCOUT

That 4th Cork SSPP Scout Group Assembly propose to the Annual General Meeting of Scouting Ireland, that the Board of Scouting Ireland consider:

amending the relevant Articles of the Scouting Ireland Constitution to change the Chief Scout term to one single four-year period, where the Scouter may not have previously held the role.

Motion 16: (*Ordinary Resolution*)

MOTION 16 – AI

Explanatory Note:

Generative AI (such as ChatGPT and Copilot) has many negative effects on the environment, with its high usage of electricity and drinking water. As such, using AI to make posters or advertisements for Scouting Ireland (an organisation that prides itself on its care for the environment), directly goes against our core values.

MOTION 16 – AI

That 4th Kilkenny Inistioge Scout Group Assembly propose to the Annual General Meeting of Scouting Ireland, that the Board of Scouting Ireland consider:

Writing a policy to reduce the use of generative AI in the promotion of Scouting or Scouting Activities.

Motion 17: (*Ordinary Resolution*)

MOTION 17 – PERSONAL SUPPORT SCOUTER REGISTRATION FEE

Explanatory Note:

Annual registration fee for Personal Support Scouters is currently the same fee as Scouters - €100 - yet a standard Scouter's €100 buys access to the full programme, training and resources of the role, and a youth member's €100 buys the full Scouting experience. A PSS's €100 buys only vetting, safeguarding and insurance, nothing more, despite their role being limited solely to supporting one named child. Often the PSS is a parent or family member volunteering, charged a full registration simply to enable their own child, an already-paying member, to participate. A fee of 25% of the adult rate (currently €25, adjusting automatically with future fee changes) fully covers the actual organisational cost and removes the single most-cited barrier to participation for children with additional needs. This is Goal 4 of the Strategic Plan 2026-2029, an inclusive Scouting movement, delivered in practice. Full evidenced note attached.

MOTION 17 – PERSONAL SUPPORT SCOUTER REGISTRATION FEE

That 9th Westmeath Milltownpass Scout Group Assembly propose to the Annual General Meeting of Scouting Ireland that the Board of Scouting Ireland:

Introduce a registration category for Personal Support Scouters at an annual fee of 25% of the prevailing adult membership fee (currently EUR 25 based on the 2026/27 fee of EUR 100), applicable where an adult is registered solely to support the participation of a named young person with additional needs, subject to national criteria and confirmation at annual re-registration, to ensure the category is used solely for its intended purpose, does not substitute for standard Scouter roles, and does not affect required adult-to- youth supervision ratios. If the board are not in a position to introduce this, that a report be submitted to the membership ahead of the 2027 National Assembly outlining the reason why.

Motion 18: (*Ordinary Resolution)*

MOTION 18 – PROPERTY TRUSTS

Explanatory Note:

The content of this motion stems from the comments in the Charity Regulator's Report on Scouting Ireland.

MOTION 18 – PROPERTY TRUSTS

That 3/40/41 Dublin Donnybrook Scout Group Assembly propose to the Annual General Meeting of Scouting Ireland that the Board of Scouting Ireland consider:

This AGM of Scouting Ireland requests the Board to report on what steps have been or will be taken to ensure that the various Property Trusts within the Scouting Ireland family are brought under appropriate Scouting Ireland accountability structures.

6. The announcement of the election of the Directors to the Board of Gásoga na hÉireann /Scouting Ireland.

By Order of the Board

* (* By email only)

Mary Hogg **email: cosec@scouts.ie**

Company Secretary

Dated: 1st September 2026
Registered Office: Scouting Ireland, National Office, Larch Hill, Dublin 16.

Voting At the AGM:

For all matters and motions requiring a vote at the AGM, this will be done by a show of hands with voting cards.

Where a vote is required, all voting delegates will vote in-person by raising their hands showing their voting card.

Each Delegate can only vote once on each motion. The outcome of this vote will be counted by appointed tellers for the meeting and announced to the meeting by the Chief Scout as Chair of the Meeting or the Company Secretary (or whomever so delegated by the Meeting Chair).

The result of each vote on a motion, taken at the 2026 AGM will be presented as:

1. A declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. (Companies Act 2014 – Pg 211 – 7(b))

Motions:

There are eighteen (18) motions under 'Special Business', which have been approved by the Motions Committee to be considered at the 2026 AGM, under article 16 of the Company's Constitution.

As each of these motions have been approved by the Motions Committee, therefore there is no requirement for these motions to be formally proposed or seconded at the AGM.

Motions will be dealt with as follows, at the 2026 AGM:

a. The Group/Board/Sub Committee proposing the Motion will have two minutes to set out their case for the motion.
b. Voting Delegates who wish to speak on a Motion will have two minutes, from the opening of the motion, to join a line at either side of the meeting place.
c. Each of the speakers will have two minutes to speak on the motion.
d. The Group/Board/Sub Committee proposing the Motion will have one minute to speak to close the debate, before a vote is taken on the motion.
e. Speakers are reminded that a general meeting is not a forum to air grievances. Speakers may not refer to individuals (names or roles) or cases or give information so that the identity of an individual or a case can be determined during the course of debate. Should such a situation occur, the Chief Scout (as Chair of the Meeting) can ask that the speaker's ability to address the meeting be withdrawn.

f. To allow for the smooth running of the meeting, the Chair of the Meeting, at their discretion, may limit the time for debate or limit the number of speakers on any motion.

g. All speakers must, on commencing to speak, give their name and the name of the body (Scout Group) that they are representing. It is also recommended that they state if they are speaking for or against the motion under debate.

h. Where a speaker persists in making irrelevant points or in repetition in debate or who, in the opinion of the Chair of the Meeting, is speaking for the purpose of obstructing the business of the meeting, the speaker may be directed by the Chair of the Meeting to discontinue their speech.

i. The proposer of the motion under debate may withdraw the motion at any time before a vote is called.

j. Once withdrawn, the debate will end without a vote. A withdrawn motion cannot be reintroduced at the same meeting.

Motion 1 – 18 are given on pages 2 – 19 above.

Before the AGM, the membership will have the opportunity to put questions to the Board on this motion and these questions will be addressed at the AGM.

During the AGM there will be opportunities for speakers to speak either for or against the Motion.

Scouting Ireland, National Office, Larch Hill, Dublin 16, Ireland.
T: 01 4956300 | F: 01 4956301
www.scouts.ie

Gásoga na hÉireann / Scouting Ireland CLG - 2026 ANNUAL GENERAL MEETING

Saturday 10th October 2026 in National College of Ireland at 14:00

Running Order	Agenda Item / Estimated Timings	Speaker(s)
1.	**Delegates Arriving at the Meeting** [13:30 – 14:00]	
2.	**Welcome Address – Chief Scout (Chair of Meeting)** [14.06 - 14.10]	Chief Scout (Chair of Meeting)
3.	**Company Secretary Explains the Meeting Procedures** [14.11 - 14.15]	Company Secretary
4.	**Review of Company Affairs (CEO)** [14:16 – 14:26]	Sean Sheehan CEO
5.	**Receive and Consider Company Financial Statements and Report of Directors (CFO)** [14.27 – 14:47]	Fionán Lawlor CFO
6.	**Reading of Audit Opinion** [14.48 - 15.08]	Statutory Auditors
7.	**To authorise the directors to approve the remuneration of the statutory auditors HLB Ireland for the forthcoming financial year.** [15.09 - 15.12]	Chief Scout **First Vote**
8.	**Questions from Q & A**	Chief Scout
9.	**Address – (Chair of the Board of Directors of Scouting Ireland)** [15:22 – 15:32]	Aidan Magner Chair of the Board
10.	**Special Business** [15:33 – 16:45] Short Introduction and Overview:	Company Secretary & Chief Scout
10.01	**MOTION C01 - UPDATE AND TIDY-UP**	Board Member to move/close Speakers from the Floor **Second Vote**
10.02	**MOTION C02 - GENDER NEUTRAL PRONOUNS**	Board Member to move/close Speakers from the Floor **Third Vote**
10.03	**MOTION C03 - WORLD SCOUTING**	Board Member to move/close

Reg. No. 397094, Charity No. CHY3507, Reg. Office - National Office, Larch Hill, Dublin 16.
Scouting Ireland is a company Limited by guarantee exempt from using the word "Limited".

		Speakers from the Floor **Fourth Vote**
10.04	**MOTION C04 - POWERS** i.	Board Member to move/close Speakers from the Floor **Fifth Vote**
10.05	**MOTION C05 - SCOUT GROUPS AS MEMBERS**	Board Member to move/close Speakers from the Floor **Sixth Vote**
10.06	**MOTION C06 - DIRECTORS MOTIONS**	Board Member to move/close Speakers from the Floor **Seventh Vote**
10.07	**MOTION C07 - CHAIRPERSON AND VICE CHAIRPERSON**	Board Member to move/close Speakers from the Floor **Eighth Vote**
10.08	**MOTION C08 - SCOUT GROUP REPRESENTATION**	Board Member to move/close Speakers from the Floor **Ninth Vote**
10.09	**MOTION C09 - REMOVING A DIRECTOR**	Board Member to move/close Speakers from the Floor **Tenth Vote**

10.10	**MOTION C10 - DIRECTORS DUTIES AND RESPONSIBILITIES**	Board Member to move/close Speakers from the Floor **Eleventh Vote**
10.11	**MOTION C11 – COMMITTEES**	Board Member to move/close Speakers from the Floor **Twelfth Vote**
10.12	**MOTION C12 - USE OF TECHNOLOGY**	Board Member to move/close Speakers from the Floor **Thirteenth Vote**
10.13	**MOTION C13 - NATIONAL ASSEMBLY**	Board Member to move/close Speakers from the Floor **Fourteenth Vote**
10.14	**MOTION C14 - UPDATING THE CONSTITUTION**	Board Member to move/close Speakers from the Floor **Fifteenth Vote**
10.15	**MOTION 15 – CHIEF SCOUT**	Group Member to move/close Speakers from the Floor **Sixteenth Vote**
10.16	**MOTION 16 – AI**	Group Member to move/close Speakers from the Floor

		Seventeenth Vote
10.17	**MOTION 17 – PERSONAL SUPPORT SCOUTER REGISTRATION FEE**	Group Member to move/close Speakers from the Floor **Eighteenth Vote**
10.18	**MOTION 18 – PROPERTY TRUSTS**	Group Member to move/close Speakers from the Floor **Nineteenth Vote**
12.	The announcement of the **election of the Directors to the Board of Gásoga na hÉireann /Scouting Ireland**. [16:46 – 16:48]	Chief Scout
13.	**Closing Remarks from Chief Scout (Chair of the Meeting)** [16:49 – 17:00]	Chief Scout (Chair of the Meeting)
14.	**AGM Closes** [17:00]	

Scouting Ireland, National Office, Larch Hill, Dublin 16, Ireland.
T: 01 4956300 | F: 01 4956301
www.scouts.ie

Pre-Meeting and Meeting Procedures

For the 2026 AGM – 10th October 2026

Table of Contents

Scouting Ireland, National Office, Larch Hill, Dublin 16, Ireland.
T: 01 4956300 | F: 01 4956301
www.scouts.ie

Overview and Context:

The Board of Scouting Ireland are delighted to have the AGM in person and to also be able to incorporate it into the annual Cruinniú weekend in Larch Hill.

Key Dates:

Key Dates:		
Order	**Event / Action**	**Key Date**
1.	**AGM Official Notice** and Pack goes to Scout Groups.	**Week beginning 31st August 2026**
2.	**Eventbrite Invite** to Group's to **Register Voting Delegates** – Sent to Scout Group's Registered Nominee	**Week beginning 31st August 2026**
3.	Closing date for Honorary Life Members and National Youth Reps to notify Company Secretary of their intention to attend the 2026 AGM.	**Midnight Thursday 1st October 2026**
4.	Scout Groups can **register up to five (5) Voting Delegates**	**Midnight Thursday 1st October 2026**
5.	Scout Groups can **raise queries in relation to Meeting Procedures**	**Friday 2nd October 2026**
6.	Registration for **Observers** closes	**Midnight Thursday 1st October 2026**
7.	Scout Groups **invited to submit questions in advance** on matters and motions before the AGM. Email to **agmquestions@scouts.ie**	**Friday 2nd October 2026**

Pre-Meeting Procedures:

Member Companies Registering Voting Delegates:

1. Each Scout Group, being a member of the Company, can nominate up to five (5) delegates to attend and vote at the 2026 AGM of Scouting Ireland.

2. At least two delegates must be registered Scouts (being youth members in receipt of the youth programme).

3. All delegates nominated to attend, cannot represent more than one Scout Group (being a member of the Company).

4. Scout Groups will be invited (through their registered nominee) to submit the name and email address of the delegates attending and voting on behalf of the group through Eventbrite.

5. Scout Groups (being a member of the company) must enter the details of up to five (5) voting delegates in the manner set out in this notice, to the Company Secretary through Eventbrite by midnight on Thursday 1st October 2026.

Other Scouts and Adult Volunteers Observing the 2026 AGM:

1. It will be possible for all other Scouts and Adult Volunteers, who are not Voting Delegates to observe (in-person) the 2026 AGM, by registering as an 'Observer' with Eventbrite. This must be completed by midnight on Thursday 1st October 2026.

2. This can be done by the Scout or Adult Volunteer visiting this link and entering their details. This will allow Scout or Adult Volunteers to observe the AGM, in-person on the day.

Delegates Asking Questions in Advance:

1. Delegates to the AGM are encouraged to submit questions in advance, as they relate to the matters and motions before the Annual General Meeting, to ensure that they receive a comprehensive response on the day.

2. If Delegates have questions you are encouraged to submit these questions in advance to: **agmquestions@scouts.ie**. This should be done by Friday 2nd October 2026.

Meeting Procedures:

The Chairperson of the Meeting:

1. The Chief Scout is the chairperson of the Annual General Meeting.

2. The decision of the Chair of the Meeting, in all matters, is final.

3. The Chair of the Meeting may limit the number of speakers or the time available for debate on any motion.

Meeting Quorum / Confirming Attendance:

1. The quorum for all General Meetings shall be 50 member Scout Groups (being members of the Company) present through at least one delegate. Where a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting shall be adjourned to the same day in the next week at the same time and place unless the Directors designate an alternative.

2. All duly nominated Voting Delegates, who have registered and are present on the afternoon of 10th October 2026, will be counted as being present at the meeting and can be included in the calculation of the required quorum for the meeting.

Starting and Ending the Meeting:

1. The Annual General Meeting shall be convened by the Chairperson at the appointed time and shall be adjourned, resumed, and concluded at the direction of the Chairperson.

2. All those in attendance at the 2026 AGM, are advised that these proceedings will be recorded, by Scouting Ireland / Gasóga Na hÉireann, as an official record of the meeting and to assist in the production of meeting minutes.

3. No Delegate in attendance at the AGM or other Scout or Adult Volunteer who is observing the AGM is permitted to record all or part of the meeting and is prohibited from publishing or disseminating any such a recording either electronically or through social media.

4. All Delegates are reminded of their obligation to behave in a Scout-like manner at all times. The Chair of the Meeting may direct an individual Delegate to stop speaking and can ask for the speaker's ability to address the meeting to be withdrawn. The Chair of the Meeting can instruct the Delegate to leave the meeting at their discretion where the conduct of the individual is inappropriate or needlessly disrupting the conduct of the meeting.

Delegates Arriving on the day of the AGM:

1. All Voting Delegates, should seek to arrive from 13:15 on the afternoon of the 10th October 2026, register with the Events Team and receive their voting card.

2. All Observers should seek to arrive from 13:15 on the afternoon of the 10th October 2026 and register with the Events Team.

How Motions Will Be Dealt with at the Meeting:

1. There are eighteen (18) motions under 'Special Business', which have been approved by the Motions Committee to be considered at the 2026 AGM, under article 16 of the Company's Constitution. As each of these motions have been approved by the Motions Committee, there is no requirement for these motions to be formally proposed or seconded at the AGM.

2. Motions will be dealt with as follows, at the 2026 AGM:

   a. The Group/Board/Sub Committee proposing the Motion will have two minutes to set out their case for the motion.
   b. Voting Delegates who wish to speak on a Motion will have two minutes, from the opening of the motion, to join a line at either side of the meeting place.
   c. Each of the speakers will have two minutes to speak on the motion.
   d. The Group/Board/Sub Committee proposing the Motion will have one minute to speak to close the debate, before a vote is taken on the motion.
   e. Speakers are reminded that a general meeting is not a forum to air grievances. Speakers may not refer to individuals (names or roles) or cases or give information so that the identity of an individual or a case can be determined during the course of debate. Should such a situation occur, the Chief Scout (as Chair of the Meeting) can ask that the speaker's ability to address the meeting be withdrawn.
   f. To allow for the smooth running of the meeting, the Chair of the Meeting, at their discretion, may limit the time for debate or limit the number of speakers on any motion.
   g. All speakers must, on commencing to speak, give their name and the name of the body (Scout Group) that they are representing. It is also recommended that they state if they are speaking for or against the motion under debate.
   h. Where a speaker persists in making irrelevant points or in repetition in debate or who, in the opinion of the Chair of the Meeting, is speaking for the purpose of obstructing the business of the meeting, the speaker may be directed by the Chair of the Meeting to discontinue their speech.
   i. The proposer of the motion under debate may withdraw the motion at any time before a vote is called.
   j. Once withdrawn, the debate will end without a vote. A withdrawn motion cannot be reintroduced at the same meeting.

Voting At the AGM:

1. For all matters and motions requiring a vote at the AGM, this will be done by a show of hands with voting cards.

2. Where a vote is required, all voting delegates will vote in-person by raising their hands showing their voting card.

3. Each Delegate can only vote once on each motion. The outcome of this vote will be counted by appointed tellers for the meeting and announced to the meeting by the Chief Scout as Chair of the Meeting or the Company Secretary (or whomever so delegated by the Meeting Chair).

4. The result of each vote on a motion, taken at the 2026 AGM will be presented as:
    1. A declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. (Companies Act 2014 – Pg 211 – 7(b))

Definitions:

Member:

"Member" refers to a Member of the Company, i.e. a Scout Group, and not to an individual person. "Members" is the plural of "Member".

Delegate:

Shall mean one of up to five (5) individuals who can be nominated by a Member of the Company to attend the 2026 AGM and to vote on the motions before the meeting. Of the five delegates which each Member of the Company can nominate, at least two delegates should be registered scouts (being youth members in receipt of the youth programme).

Attendance:

Shall mean attendance in-person, by an individual duly nominated by a Member of the Company, as a voting delegate / attendee, who has been registered by Saturday 29th August 2026 and is present on the afternoon of the 13th September 2026.

Observer:

Being an individual Scout or Adult Volunteer, who views the 2026 AGM in-person, but is not a Voting Delegate and is unable to participate during the meeting.