



# Inland Waterways Association of Ireland

Honorary Secretary, 32 Bathe Abbey, Duleek, Co. Meath, A92 R8C0

E-Mail: [honsecretary@iwai.ie](mailto:honsecretary@iwai.ie)

Mobile: +353-83-314-4043

7 October 2021

**Notice is hereby given  
of the holding of an Extraordinary General Meeting of the Inland Waterways Association of Ireland  
on Saturday 6<sup>th</sup> November 2021 at 1pm, remotely via Zoom**

Dear Member,

Please see below EGM details and Agenda. As per approved procedures the EGM papers are being distributed electronically to reduce costs.

The associated EGM documentation is available to view and download from the IWAI website at <https://www.iwai.ie/egm2021/>

Please note that a member entitled to attend and vote is entitled to appoint a proxy using the proxy form included as part of the EGM documentation. Your proxy may attend the EGM to speak and vote instead of you and need not be a member. The proxy form must be completed and received at the above address no later than 22<sup>nd</sup> October 2021.

If you have any difficulty in viewing these please let me know.

We look forward to seeing you at the EGM.

Yours Sincerely,

Alan Kelly  
President

Zoom Link

Join Zoom Meeting

<https://us06web.zoom.us/j/81760464862?pwd=WWwzSDI5MThRSXJnaG9HNE1OSTIOdz09>

Meeting ID: 817 6046 4862

Passcode: 957805

Time 1300 hrs.

**President:** Alan Kelly **Executive Vice-President:** Kay Baxter **Past President:** John Dolan  
**Honorary Secretary:** John Fitzgerald **Honorary Treasurer:** John Martin **Membership Sec:** Bríd Joly  
**Directors:** Colin Becker, Siobhan Bigley, Martin Donnelly, Catriona Hilliard, Peter Maxwell, Ross Millar  
REGISTERED IN DUBLIN IRELAND. NO. 83050. COMPANY LIMITED BY GUARANTEE  
REGISTERED CHARITY NO. 20028732. CHY No 10915  
REGISTERED OFFICE: 69 FITZWILLIAM SQUARE, DUBLIN 2, D02 NC03, IRELAND

## IWAI Extraordinary General Meeting

**Saturday 6<sup>th</sup> November 2021 1pm, remotely via Zoom**

### Agenda

To approve the following Amendments to the IWAI Constitution as required by the Charities Regulatory Authority

1. Insert the heading 'Subsidiary Objects' for Clause 3(e) to (k) to better describe IWAI activities that further the Association's 'Main Object'.
2. Replace the wording in Clause 10 (Winding Up Clause) to match that of the wording of a charity that has removed the suffix, 'Company Limited by Guarantee (CLG)' from their name. This wording is required by the Companies Registration Office (CRO) in order to comply with the provisions of section 1180(1) of the Companies Act, 2014.

#### Current wording

*If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall, in accordance with section 92 of the Charities Act 2009, not be paid to or distributed among the members of the Company, but shall be given or transferred to another company whose objects are the promotion of charity and which has main object(s) similar to the main objects of the Company, which other company also meets the requirements of paragraph (b) of section 1180(1) of the Companies Act 2014, such company to be determined by the members of this Company at or before the time of dissolution, or in default thereof by the Charities Regulatory Authority and if and so far as effect cannot be given to such provision, then to some charitable object.*

#### To be replaced by

*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 - hereof. Members of the Company shall select the company or companies (being a charitable institution or institutions) at 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.*

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3. Replace the wording of the Income and Property Clause with standard wording approved by the Charities Regulatory Authority.

**Current wording**

*The income and property of the Company, whensoever derived, shall be applied solely towards the promotion of the main objects of the Company set forth in this memorandum of association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company. Nothing herein shall prevent the payment in good faith of:*

- *Reasonable and proportionate remuneration to any member, officer or servant of the Company not having a personal connection with a director within the meaning of sections 2(1) and 2(2) of the Charities Act 2009 in return for services actually rendered to the Company, or*
- *Reasonable and proportionate remuneration to any member, officer or servant of the Company with whom a director has a personal connection within the meaning of sections 2(1) and 2(2) of the Charities Act 2009 in return for services actually rendered to the Company provided that such remuneration is paid in compliance with section 2(1) and section 89 of the Charities Act 2009, or*
- *Interest at a rate not exceeding 5 per cent per annum on money lent by any member to the Company, or*
- *Reasonable and proportionate rent for premises demised or let by any member to the Company.*

*However, no member of the Company's Board of Directors, Council of Management, or Executive Committee, by whatever title called, shall be appointed to any salaried office of the Company or to any office of the Company paid by fees. No remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board, Council or Committee, other than:*

- *A payment permitted by section 89 of the Charities Act 2009, or the repayment of out-of-pocket expenses, or*
- *Interest at the rate aforesaid on money lent to the Company, or*
- *Reasonable and proportionate rent for premises demised or let to the Company, or*
- *A payment to a company of which a member of the Board, Council or Committee may be a member holding not more than one per cent of the capital of that company, such member not to be bound to account for any share of profits he may receive in respect of such a payment.*

**To be replaced by**

*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:*

- 1. reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;*
  - 2. 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;*
  - 3. reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;*
  - 4. reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;*
  - 5. fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company;*
  - 6. 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).*
4. Replace the wording of the Additions, Alterations and Amendments Clause with standard wording approved by the Charities Regulatory Authority.

**Current wording**

*No addition, alteration or amendment shall be made to or in the provisions of this Constitution for the time being in force unless the same shall have been previously submitted to and approved in writing by the Revenue Commissioners and, if the amendment might affect the Company's status as a 'charitable organisation' under the Charities Act 2009, have been notified to and approved by the Charities Regulatory Authority. Once effective the amendment shall, if required, be notified to the Charities Regulatory Authority in accordance with section 39(11) of the Charities Act 2009.*

**To be replaced by**

*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.*



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