

Dear Member,

I am writing on behalf of the Board of Directors to invite you to the 2023 EGM of:

The National Social Work Organisation of Ireland

COMPANY LIMITED BY GUARANTEE

(the “Company”)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS GIVEN that an extraordinary general meeting (EGM) of the Company will be held online via Zoom, at 13:15 – 14:15 on Wednesday 22nd of March 2023 for the following purpose of the agenda and the resolutions set out below.

To Register

To participate in the EGM, **members must register to attend**, the only way to register is via our online booking system.

Registrants will be sent a link to the meeting before the EGM takes place, and **bookings for the EGM will close** at 16:00 on Tuesday 21st March 2023.

Proxy Voting

If you are not able to attend and wish to cast your vote by proxy, the proxy form must be with the office, no later than **48hours prior to the EGM**.

All of the EGM materials and forms are available to download from our website, via this link:

<https://iasw.ie/events/469-iasw-extraordinary-general-meeting-egm>

Your participation at the EGM is important to the IASW, and we would encourage every member to attend and to be part of ‘Our Vision’ for the IASW over the next year and beyond.

We look forward to seeing you on March 22nd!

By Order of the Board.



Vivian Geiran

Director/Chair

Date: 21st February 2023

Notes:

1. Members of National Social Work Organisation of Ireland are entitled to vote at the Extraordinary General Meeting referred to above.

Motions from the Board of Directors of the IASW for the EGM online via Zoom, at 13:15 – 14:15 on the 22nd of March 2023 to alter the current Rules and Byelaws and the Constitution of the Company

Agenda

13:15 – 13:17	Welcome
13:17 – 13:20	Adoption of Standing Orders & proxy votes
13:20- 13:25	Brief overview of the key recommendations of the Governance Review Report incl. proposal for the rotation of Directors
13:25 – 13:45	Adoption of Motion (1)
13:45 – 14:10	Adoption of Motion (2) Special Resolution
14:10 – 14:15	Close Meeting

Motion (1):

That current Rule 6:2

'Rules & Byelaws shall only be altered or amended by a simple majority of Members present and voting at General Meetings called in accordance with the relevant Memorandum & Articles of the Association, all Members having been notified' be deleted and be replaced by new Article 59 in the Constitution: *'The Directors shall from time to time adopt or amend strategies, plans, budgets, byelaws, policies and procedures as they deem appropriate for the effective management of the Company'*.

Explanation: Following from a Governance Review the Board of the IASW is proposing to the EGM that Rule 6.2 be deleted and that it be replaced by new Article 59 in the Constitution:

The Board believes that the requirement to bring all changes to its rules and byelaws to a General Meeting is no longer in line with best governance practices. The ongoing and ever-increasing emphasis on registered companies being able to demonstrate compliance with best practice requires that byelaws, policies, procedures and rules need to be varied on an ongoing basis. The practicality or desirability of calling an EGM or delaying changes until the next AGM would leave the Company vulnerable to not being in compliant with the law, regulation, or best practice.

It is accepted as best practice across the not-for-profit sector that the Board (with advice from the members, it's committees, staff and external specialists) is the appropriate body within the Company to oversee and decide on what is necessary and appropriate to ensure that the organisation is fit for purpose on an ongoing basis and that it is in the best position to set necessary framework of byelaws, policies, procedures and rules for the Company.

In this context the Board recommends that the Rules and Bye-Laws document be eliminated and be replaced by a set of policies, procedures, and byelaws across all the standards of the Charities Code of Governance. To move in this direction will require the passing of this resolution at the EGM by a simple majority.

Motion (2): Special Resolution

“**THAT**” the regulations contained in the attached printed document marked for the purposes of identification with the letter ‘A’ be, and they are, approved and adopted as the constitution of the Company to the exclusion of the existing memorandum and articles of association of the Company”.

Explanation: It is proposed to amend the current Constitution to what is set out in Document A to reflect best practice and language. The Constitution of the Company may only be altered or amended by a Special Resolution passed by a 75% majority of Members present and voting at General Meetings called in accordance with the relevant Memorandum & Articles of the Association, all Members having been notified’.

The key recommended change to the Constitution is in the composition of the Board. There would still be a maximum of ten members on the Board but those Board members would be either elected or nominated and appointed by the Boards for a term of three years at a time. In the case of elected members (i.e. those IASW members elected at AGM - max of 7) they could serve for a maximum of three three-year terms, while independent directors (i.e. those appointed by the Board from outside the IASW membership - max of 3) could serve for two three-year terms. Independent directors are increasingly and successfully used on Boards, to add particular skills and experience to the capacity of the Board to carry out its leadership and oversight roles especially given the relatively singular nature of the qualifications and experiences of the membership of the Association.

Following a detailed process in IASW, with the assistance of an external specialist, the Board recommends the adoption of the above Special Resolution, thereby introducing the new Constitution of the Company.