



Institute of Geologists of Ireland

Meeting name Extraordinary General Meeting

Location Arup Office Dublin & Online via Teams

Time & date 25th January 2023, 17:30

Attendance in person: Cian O’Hora (COH), Ian Farrelly, Siobhan Power, Eoin Wyse (EW), Denise Cunningham (DC), Mairead Fitzsimons, Marie Fleming, Greg Balding, Martha Buckwalter-Davis

Attendance online: Yvonne O’Connell (YOC), Suzanne Tynan, Emer Blackwell, Orla O’Connell, Gareth Jones, Sean Troy, Laurena Lacey, Thomas Reigler, Oscar Ryan, Paul McDermott

Apologies: Pol O’ Seasnain, Deirdre Lewis

Chair: EW

Minutes: YOC

| Item | Responsible | Information | Action |
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| 1. Introduction | COH | <p>1.1 Procedural</p> <p>1.1.1 Attendance and Companies Act Covid-19 provision – extension</p> <p>1.1.2 Quorum, Voting rights, Proxy votes</p> <p>COH indicated we had 7 PGeos in person. Companies Act (Covid-19 Provisions) has been extended until end 2023 which permits for General Meetings to be held online. Quorum of 10 (in person or online) has been met so meeting can proceed.</p> <p>Two proxy votes received by COH. Only PGeo members in good standing are permitted to vote.</p> <p>Changes to Articles of Association require a 75% majority.</p> <p>1.2 Background to Resolutions</p> <p>1.2.1 Resolutions which propose amendments to various Articles of Association which relate to late fees and CPD returns as discussed at the 2022 AGM.</p> <p>1.2.2 Resolutions which propose amendment to Articles which relate to location of meetings and propose amendments relating to the use of</p> | |

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| | | <p>online meeting platforms (hybrid meetings when Companies Act provisions lapse).</p> <p>COH indicated changing structure of meetings facilitates people on board form around Ireland.</p> <p>1.2.3 Resolutions which proposed amendments to the Code of Ethics relating to Equity Diversity and Inclusion update and the additional of an Annex related to conduct at geoscience events which are in line with the European Federation of Geologists, Geological Society of London, and the 2022 and the Criminal Justice (Incitement to Violence or Hatred and Hate Offences) Bill. This have originated from the IGI Equity, Diversity and Inclusion Committee.</p> <p>COH indicated this resolution came about through work with EDI committee. Updates haven't been made since AoA were first written. Emerging legislation being addressed. IGI now asks organisers of events which IGI sponsor about the EDI policy for the event prior to committing to sponsorship. IGI may also need an EDI policy to cover events and hence the proposed amendments have been brought forward.</p> | |
| <p>2. Resolution 1: Updating Article 10(b)</p> | <p>COH</p> | <p>Current Text</p> <p>Professional Members 10. Professional Members b) Any person being a member of the Institute of Geologists of Ireland Limited who has been so nominated and elected as a Professional Member shall be entitled to be known as a Professional Member of the Institute of Geologists of Ireland Limited. Such Members duly nominated and appointed shall have the right to describe themselves as such and use the description "Professional Member of the Institute of Geologists of Ireland Limited" or "PGeo". A Professional Member whose fees remain due and owing for six (6) months shall, at the discretion of the Board, have their name deleted from the register by the Board after being notified by post or electronic mail at the address stated to the Company. Such a Professional Member on notification of deletion of their name shall not be entitled to use the description PGeo or hold himself or herself out as such.</p> <p>Proposed Text</p> <p>10. Professional Members b) Any person being a member of the Institute of Geologists of Ireland Limited who has been so nominated and elected as a Professional Member shall be entitled to be known as a Professional Member of the Institute of Geologists of Ireland Limited. Such Members duly nominated and</p> | <ul style="list-style-type: none"> • COH / DC: Update Articles of Association with amended wording and replace on website |

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| | ALL | <p>requirements if in its judgement an applicant has adequate professional experience and has attained standing in the profession of geology. An Associate Member whose fees <i>and/or Continuing Professional Development records</i> remain due and owing for six (6) months <i>from the date of fee invoice (1st January each year)</i>, shall, at the discretion of the Board, have their name deleted from the register by the Board after being notified by post or electronic mail at the address stated to the Company.</p> <p>NOTE: Membership fee invoices will still be due within 3 months of the date of the invoice. Invoices will be issued on the first working day of the year. A additional late fee of €40 will be invoiced to any member who does not make payment within the 3 month period. This additional fee is to cover administrative time in chasing late payments.</p> <ul style="list-style-type: none"> The amended wording for Resolution 3 was put to a vote and was passed by the majority. | |
| <p>5. Resolution 4: Updating Article 31</p> | COH | <p>Current Text Time and Place of the Annual General Meeting 31. The Board shall determine the time and place of the Annual General Meeting.</p> <p>Proposed Text Time and Place of the Annual General Meeting 31. The Board shall determine the time and place of the Annual General Meeting. <i>The Board may opt to hold the meeting via online meeting platforms (such as Zoom, MS Teams, etc) if preferable.</i></p> <ul style="list-style-type: none"> The amended wording for Resolution 4 was put to a vote and was passed by the majority. | <ul style="list-style-type: none"> COH / DC: Update Articles of Association with amended wording and replace on website |
| <p>6. Resolution 5: Updating Article 37</p> | COH | <p>Current Text Quorum 37. Business may be transacted at any General Meeting until a quorum of Professional Members is called for by a Professional Member at the Meeting subject to Article 38. Ten (10) Professional Members present in person shall be a quorum. If there is not sufficient Professional Members present then all business shall cease once a quorum is called.</p> <p>Proposed Text Quorum 37. Business may be transacted at any General Meeting until a quorum of Professional Members is called for by a Professional Member at the Meeting subject to Article 38. Ten (10) Professional Members present in person <i>or by attendance via online meeting platform (such as Zoom, MS Teams, etc)</i> shall be a quorum. If there is not sufficient Professional Members present then all business shall cease once a quorum is called.</p> | <ul style="list-style-type: none"> COH / DC: Update Articles of Association with amended wording and replace on website |

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| | | <ul style="list-style-type: none"> Member queried quorum of 10. What was it based on? Should it be 10%? Committee to look at putting a resolution out for next AGM. The amended wording for Resolution 5 was put to a vote and was passed by the majority. | <ul style="list-style-type: none"> IGI Committee |
| <p>7. Resolution 6: Updating Article 95</p> | <p>COH</p> <p>ALL</p> | <p>Current Text Board meetings 95. The Board shall meet at such times during the year and at such places as designated by the Board or at the call of the President or four Directors. The Directors of the Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.</p> <p>Proposed Text Board meetings 95. The Board shall meet at such times during the year and at such places <i>(including online meeting platforms)</i> as designated by the Board or at the call of the President or four Directors. The Directors of the Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.</p> <ul style="list-style-type: none"> The amended wording for Resolution 6 was put to a vote and was passed by the majority. | <ul style="list-style-type: none"> COH / DC: Update Articles of Association with amended wording and replace on website |
| <p>8. Resolution 7: Code of Ethics Amendment 1</p> | <p>COH</p> <p>ALL</p> | <p>Conduct of Members in relation to other Members and in the Working Environment</p> <p>25. A member will endeavour to create and foster a respectful and professional working environment for all. Therefore, discrimination or harassment, on the basis of any of the protected characteristics as listed in relevant legislation including; race; colour; nationality; religion; national or ethnic origin; descent; gender; sex characteristics; sexual orientation; or disability is unacceptable. Such actions should be denounced immediately to authorities. It is unprofessional and unethical to condone any kind of discrimination or harassment or to disregard complaints of harassment from colleagues or staff.</p> <ul style="list-style-type: none"> The amended wording for Resolution 7 was put to a vote and was passed by the majority. | <ul style="list-style-type: none"> COH / DC: Update Code of Ethics |
| <p>9. Resolution 8: Code of Ethics Amendment 2 – Annex A</p> | <p>COH</p> | <p>Annex A: Conduct of Members in relation to the Working Environment, Meetings and Other Events</p> <p>Through its members, the IGI has a duty in the public interest to provide a safe, productive and welcoming environment for all participants and attendees of our meetings, workshops, and events regardless of race; colour; nationality; religion; national or ethnic origin; descent; gender; sex characteristics; sexual orientation; or disability.</p> | <ul style="list-style-type: none"> COH / DC: Update Code of Ethics |

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| | | <p>This Annex to the Code of Conduct applies to all participants in IGI related (or supported e.g. by way of sponsorship) activities including, but not limited to, attendees, speakers, volunteers, exhibitors, representatives to outside bodies, and applies in all IGI activities, including ancillary meetings, events and social gatherings.</p> <p>It also applies to members of the IGI attending externally organised events, wherever the venue.</p> <p>There are a number of relevant Conditions within the main Code of Ethics including Condition 25 and all conditions relevant to disciplinary action, complaints and violations of the Code of Ethics.</p> <p>Behaviour</p> <p>The IGI values participation by all attendees at its events and wants to ensure that their experience is as constructive and professionally stimulating as possible.</p> <p>While the debate of scientific ideas is encouraged, participants are expected to behave in a respectful and professional manner – harassment and, or, sexist, racist, or exclusionary comments or jokes are not appropriate and will not be tolerated.</p> <p>Harassment includes sustained disruption of talks or other events, inappropriate physical contact, sexual attention or innuendo, deliberate intimidation, stalking, and intrusive photography or recording of an individual without consent. It also includes discrimination or offensive comments related to of any of the protected characteristics as listed in relevant legislation including; race; colour; nationality; religion; national or ethnic origin; descent; gender; sex characteristics; sexual orientation; or disability.</p> <p>The IGI expects and requires all participants to abide by and uphold the principles of this Code of Conduct and transgressions or violations will not be tolerated.</p> <p>Breach of The Code of Conduct for Meetings and other Events</p> <p>The IGI considers it unprofessional, unethical and totally unacceptable to engage in or condone any kind of discrimination or harassment, or to disregard complaints of harassment from colleagues or staff.</p> <p>If an incident of proscribed conduct occurs either within or outside the IGI's premises during an event, then the aggrieved person or witness to the proscribed conduct is encouraged to report it promptly to a member of staff or the event's principal organiser.</p> <p>Once the IGI is notified, a Board Member, organiser or Chair of the meeting will discuss the details with the Ethics Committee. The Ethics Committee will discuss the details first with the individual making the complaint, then any witnesses who have been identified, and then the alleged offender, before determining an appropriate course of action in line with the established complaints procedure. Confidentiality will be maintained to the extent that it does</p> | |

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| | ALL | <p>not compromise the rights of others. The IGI will cooperate fully with any criminal or civil investigation arising from incidents that occur during IGI events.</p> <ul style="list-style-type: none"> The amended wording for Resolution 7 was put to a vote and was passed by the majority. | |
| 6. Closing | | <ul style="list-style-type: none"> Members were thanked for their attendance and the meeting was closed at 18:00. | |