



President
Martin Markey
Secretary
John Byrne
**Development
Director**
Tom Moriarty

19th June 2017

This document contains the following important items relating to the Institute of Management Consultants and Advisers:

- Notice of Annual General Meeting
- Election of Directors
- Voting and Election Procedures.

Notice of Annual General Meeting

The Annual General Meeting to approve the IMCA's Accounts for the Year to 31st December 2016 and to appoint Directors will be held at the upstairs Avalon Restaurant, Donnybrook Fair, 89 Morehampton Road, Dublin 4 at 6:00 p.m. on Wednesday 12th July 2017.

The Agenda for the AGM is as follows:

1. Minutes of the AGM held on Thursday 23rd June 2016.
2. Matters arising.
3. Approval of Audited Accounts of the IMCA for the Year ended 31st December 2016.
4. Appointment of Auditors.
5. Election of Directors (see attached notes).
6. President's Review for the Year.
7. Any Other Business.

Note: A Member or Fellow entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him or her. A proxy must be a Member/Fellow of the Company (see accompanying notes and form).

Copies of the **Audited Accounts for 2016** will be circulated at the AGM and are available at <https://imca.ie/agm-documents/> along with **Minutes of last year's AGM**.

The AGM will be followed by a Wine Reception and Members' Dinner. Our dinner guest will be Noelle O'Connell, Executive Director of European Movement Ireland who will provide a perspective on how developments at European level may impact on business in Ireland. As public spokesperson for European Movement Ireland, Noelle regularly delivers addresses on Brexit and EU matters. Her talk will be followed by informal Q&A.

Delivering added value



Member of

Further details and registration form are available at the 'Upcoming Events' section of the Institute's website at < <https://imca.ie/>> . Note that there is no charge to attend the **AGM** and **Wine Reception** while there is a charge of €40 for the **Members' Dinner**.

Notes:

1. The Institute's Memorandum & Articles of Association provide for the use of email, instead of post, as the default distribution method for all AGM and EGM notices. If a member wishes to continue receiving these notices by post, he/she should email or write to the Institute's Administrator requesting this and confirming their postal address.
2. The onus is on members to inform the Institute's Administrator of any changes to email or postal addresses and to ensure that their email and spam systems do not block messages coming from the @imca.ie address.
3. A copy of the current Memorandum & Articles of Association is available at the 'Governance' page within the 'Members Area' of the Institute's website at < <https://imca.ie/>>.
4. Board members are profiled at < <https://imca.ie/officers-and-board>>

By order of the Board

Secretary

Election of Directors

It was agreed at the Institute's AGM held on Thursday 29th November 2001 that the composition of the Board of Directors and the Council of the Institute should be the same. At a meeting of the Board held on 18th January 2006, it was decided to increase the number of directors to the maximum permitted number of twenty.

Of the 11 existing directors, 10 are continuing in office, 3 are retiring by rotation and standing for re-election, 1 is not going forward for re-election and 1 has been co-opted since the last AGM.

Directors retiring by rotation

The following Directors retire by rotation under Article 48 and are available for re-election:

Frank Hannigan, Marrita Kavanagh, Fredericka Sheppard

Directors retiring

The following Directors are retiring at the AGM and not standing for re-election:

Oonagh Monahan

Directors retiring under Article 56

The following Directors, appointed by the Directors under Article 56, to fill casual vacancies on the Board, retire under Article 56 and are available for re-election:

Lisa Byrne

Note that the following Directors resigned since the last AGM:

Gerard Daly, Ray Murphy, Ed Byrne

Nominations of new Directors

Any paid-up Member or Fellow of the Institute may nominate another paid-up Member or Fellow for election as a Director under Article 52, provided that, not less than 3 nor more than 21 days before the date appointed for the meeting, there has been left at the office* notice in writing, signed by a Member / Fellow duly qualified to attend and vote at the meeting for which such notice is given, of his / her intention to propose such a person for election, together with confirmation in writing signed by that person of his / her willingness to be elected. A nomination form accompanies this notice.

* Institute of Management Consultants and Advisers, 51/52 Fitzwilliam Square West, Dublin 2 or fax to 01 6650480 (indicate for attention of Secretary, IMCA)

Voting Procedure

All members (including Associate and Graduate members) of the Institute may attend an AGM or EGM but only paid-up, full Members and Fellows are entitled to vote (Articles 30 and 31). Members / Fellows may vote by proxy or in person. A proxy must be a Member / Fellow of the Company.

Election Procedure and Form

As indicated in the note on Election of Directors, there are vacancies on the Board of Directors. If you wish to go forward for election you must be proposed by another Member or Fellow. To proceed, please complete the form below and fax it to the Institute's Secretary at (01) 6650480 or email a scanned copy to admin@imca.ie by 5th July 2017 at the latest.

I _____ confirm that I, being a paid-up Member / Fellow of the Institute, would be willing to serve as a director of IMCA if elected at the AGM of the Institute to be held on 12th July 2017 or any adjournment thereof.

Signed: _____ Date: _____

I _____, being a paid-up Member / Fellow of the Institute, propose this Member / Fellow for election.

Signed: _____ Date: _____

Note: Only paid-up, full Members or Fellows can (i) go forward for election or (ii) propose or vote at an AGM. If not yet paid-up, please do so immediately so you can participate fully in the AGM.

Proxy Voting Procedure and Form

If you are a paid-up Member or Fellow and cannot attend the AGM but would like to vote on any resolutions, you can vote by proxy. To do this, complete the form below, specify your voting instructions and fax it to the Institute's Secretary at (01) 6650480 or email a scanned copy to admin@imca.ie by 5th July 2017 at the latest.

I _____ of _____, in the County of _____, being a Member / Fellow of the Institute, hereby appoint _____ of _____ or failing him or her _____ of _____ as my proxy to vote on my behalf at the AGM of the Institute to be held on 12th July 2017 or any adjournment thereof.

Signed: _____ Date: _____