

Mary Mulvihill Association
AGM, 21 November 2018 (Teachers' Club at 7.15pm)
Minutes

Present:	Margaret Kelleher (Chair), Therese Caherty, Brian Dolan, Anna Heussaff, Nóirín Mulvihill, Ena Prosser, Cormac Sheridan, Marion Palmer, Anne Mulvihill, Aileen McGrath, Carmel Hennessy, Catherine Coxon, Liam Ryan, Mary Coghlan, Nigel Monaghan, Roisin Ryan, Anne FitzGerald
Apologies:	Brian Trench, Ronnie Creighton, Simon Brooke

1. Chairperson's address

Margaret opened the meeting by welcoming all present, in particular, those new Members who had joined the Association in the past year, thus adding a welcome additional breadth of experience upon which to draw over the coming years.

Acknowledging the bitter-sweet nature of the meeting, Margaret noted how delighted Mary would be to know that her ethic and high standards are the guiding light of the Association set-up in her memory.

In reviewing the year's activities Margaret highlighted the following:

- (i) the second Mary Mulvihill Student Award which had been presented by Dame Jocelyn Bell Burnell in May, noting that the award is proving to be an effective way of drawing the next generation of students into the scientific debate;
- (ii) the agreement with DCU to host Mary's archive, the final contract for which will be signed shortly. The meeting noted the enthusiasm showed by DCU for this endeavour and the appropriateness of Mary's work being hosted by an institution which has programmes in media studies, science journalism and education;
- (iii) the preparatory work done on the re-publication of *Ingenious Ireland*, which will progressed over the coming year;
- (iv) the plans for fund-raising activities which will begin in the coming year. In that context Margaret thanked those donors who had contributed to the work of the Association during the year.

In conclusion, Margaret thanked Committee members and the Association's Officers for their hard work during the year and paid special thanks to Brian Dolan, Nóirín and Anne Mulvihill for their unstinting generosity in sharing so much of Mary's work and life with the Association and others.

2. Election of tellers

The meeting agreed that while it was unlikely that tellers would be required, elected Aileen McGrath to be available if needed.

3. Adoption of minutes of AGM held on 22 November 2017

The minutes of the AGM held on 22 November 2017 were approved and signed.

4. Election of Officers

The following were elected as Officers for 2018/19

Chair: Margaret Kelleher: proposed by Nóirín Mulvihill and seconded by Therese Caherty

Treasurer: Ena Prosser: proposed by Nóirín Mulvihill and seconded by Therese Caherty

Secretary: Anne FitzGerald: proposed by Nóirín Mulvihill and seconded by Therese Caherty

In recording the election of the three Officers, the meeting noted that all three had indicated their intention to step down from their positions at the next AGM, having completed three years in the role.

5. Secretary's Report including reports from sub-groups

The Secretary's Report, which had been circulated in advance of the meeting, was taken as read and adopted.

6. Treasurer's Report

Ena invited attention to her Treasurer's Report and Accounts for year ended 31 August 2018 which had been tabled. She noted that, in preparing the accounts, professional financial and legal advice had been provided by Quaestor Management Services Ltd and Mason Hayes Curran respectively.

Ena advised that the Association's Auditor, Ciaran O'Sullivan of Quaestor Management Services Ltd. had audited and signed the accounts in accordance with the requirements of the Institute of Chartered Accountants of Ireland. The meeting noted that the auditing fee for this work was €100 + VAT for which the meeting expressed its appreciation.

Ena reported that the establishment of a bank account for the Mary Mulvihill Association had been completed in November 2018 and that reduced business banking fees had been secured to maintain this account. As the Association has no provision for incurring debt, Ena drew the meeting's attention to the recommendation from the Auditor that a small reserve of less than €300 be held in a private bank account in the names of Brian Dolan and Ena Prosser and that this arrangement should be reviewed annually.

The meeting noted that the Association is registered with the Revenue Commissioners and is not currently VAT registered. Ena advised that should the Association elect to change the governance from its current status as an Unincorporated Association to a Limited Company or a Registered Charity it would be prudent to seek further advice on the implications for registration with the Revenue Commissioners at that time.

Ena outlined the main trends in the Association's accounts and answered a number of technical queries from Members.

The meeting then approved the accounts (and associated recommendations from the Auditor) which were proposed by Therese Caherty and seconded by Cormac Sheridan. It was agreed that they would be signed by Margaret and Ena who would also sign the required Letter of Engagement with the Auditor.

7. Election of Ordinary Members of the Executive

The following were elected as Ordinary Members of the Executive Committee for 2018/19:

Nigel Monaghan: proposed by Margaret Kelleher and seconded by Anne FitzGerald

Brian Trench: proposed by Brian Dolan and seconded by Nigel Monaghan

Anne Mulvihill: proposed by Carmel Hennessy and seconded by Aileen McGrath

Carmel Hennessy: proposed by Anne Mulvihill and seconded by Therese Caherty

Catherine Coxon: proposed by Anna Heussaff and seconded by Cormac Sheridan

Cormac Sheridan: proposed by Brian Dolan and seconded by Aileen McGrath

Liam Ryan: proposed by Therese Caherty and seconded by Cormac Sheridan

Therese Caherty: proposed by Anna Heussaff and seconded by Catherine Coxon

Nóirín Mulvihill: proposed by Catherine Coxon and seconded by Therese Caherty

8. Proposed Amendments to the Governing Instrument

Noting the sign-off by the Association's legal advisors, the following resolutions were passed by the meeting, with immediate effect.

Resolution 1:

That Section 5.4.1 be amended (underlined text) and that new Sections 5.4.5 and 5.4.6 be inserted in the Governing Instrument as follows:

5.4.1 The Association will be governed by an executive body (the "**Executive**"), comprising of a Chairperson, Secretary, Treasurer (the "**Officers**") and not more than 15 and not fewer than 6 other Members, each of whom will (subject to Section 5.4.5) be elected at the AGM for a term of office which will be 12 months from the date of election.

5.4.5 Notwithstanding Section 5.4.1, the Executive may at any time co-opt a member of the Executive until the next AGM, and such co-opted member of the Executive shall have power to vote at meetings of the Executive. Any member of the Executive so appointed shall hold office only until the next AGM and then shall be eligible for election by the Members in accordance with the provisions of this Governing Instrument.

5.4.6 Any period of time served on the Executive prior to the appointment by the Members at AGM shall not be counted in calculating the term of office of a member of the Executive.

Proposed: Executive Committee at meeting held on 7 November 2018.

Resolution 2:

Section 3.2 be re-worded to read: Full Membership is open to any persons who were connected with or are interested in Mary Mulvihill's life and work, in science and technology and heritage in Ireland.

Proposed: Executive Committee at meeting held on 12 September 2018.

Resolution 3:

The second sentence of 5.4.2 of the Governing Instrument is amended to read: Nominations for the position of Chairperson, Secretary and Treasurer must be forwarded to the Secretary not later than 10 days prior to the AGM.

Proposed: Executive Committee at meeting held on 7 November 2018.

Resolution 4:

The following amendment be made to Section 8.2 (underlined text) and the additional Sections 8.6 and 8.7 be included in the Governing Instrument.

8.2 Subject to Section 8.7, all decisions of the Executive will be by simple majority of those present and voting as entitled. All Executive Members will have equal voting rights. In the event of a tie the Chairperson will exercise a casting vote.

8.6 Any member of the Executive or member of a sub-committee of the Executive may participate in a meeting of the Executive or such sub-committee by means of a conference or other telecommunication facility between some or all of the Members of the Executive, or as the case may be, Members of the sub-committee who are not all in one place, but each of whom is able, (directly or by means of telephonic, video or other electronic communication) to speak to each of the others

and to be heard by each of the others. Any member of the Executive or member of a sub-committee participating at such a meeting will be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.

8.7 Notwithstanding Section 8.2, in exceptional circumstances, provided that all the Officers of the Executive give written approval, the Members of the Executive may approve a proposal by email. Should a simple majority of Executive Members not agree to approving any proposal by email, a meeting of the Executive will be convened at the earliest opportunity or the matter will be deferred to the next scheduled Executive meeting.

Proposed: Executive Committee at meeting held on 7 November 2018.

9. Approval of Membership fee

Subject to section 3.4 of the Governing Instrument, the following resolution was passed by the meeting: That new Members paying a subscription in the calendar year of the next AGM will not be liable for another subscription until the AGM of the following year.

Proposed: Executive Committee at meeting held on 7 November 2018.

The meeting approved an annual Membership fee of €5.

10. Election of Auditors and setting audit fee

The meeting approved an Auditor and proposed provision for fees as follows:

C O Sullivan & Co, Chartered Accountants
Quaestor Management Services Ltd
50 Fortfield Park, Terenure
Dublin 6W

€100 + VAT for account preparation and TAX registration for 2018/19.

11. AOB

Under Other Business, Margaret invited contributions from Members on the possible expansion of the Association's membership base. Introducing the topic, she emphasised the Committee's desire to be as inclusive as possible while at the same time balancing that with the administrative burden which accompanies a potentially large membership. Noting the very good work which had been done by the Membership sub-group during the year, she invited Members to advise those who may have received an invitation to join the Association but who had not yet replied that their membership would be very welcome.

In the course of a discussion the following points were raised:

- Potential members should be able to join the Association directly without having to wait for an invitation
- Winners of the Award should be personally encouraged to join
- The purpose of encouraging new members needs to be clearly articulated by the Committee so that they will have a meaningful and understood role to play in the Association's activities
- Any revised membership process should be simple and attractive to potential new members

Anne FitzGerald advised the meeting that it had been agreed that, in line with the practise in other organisations, Members will receive a copy of the draft minutes of Committee meetings so as to keep them informed of the Association's activities on an on-going basis.

Margaret thanked the Members for their comments which will be considered by the Membership sub-group and Executive Committee over the coming months.

There being no further business, Margaret thanked the Committee for their support during the year and closed the meeting.