

Annual General Meeting of Members of the Public Relations Consultants Association

26 February 2021

Special Resolutions: Amendments to the Memorandum and Articles of Association proposed by the PRCA Board

SPECIAL RESOLUTION 1.

That this Annual General Meeting approves the amendments proposed to the Memorandum and Articles of Association to allow general meetings to be held online if necessary in the opinion of the directors of the company.

**Proposed on behalf of the Board by Mari O’Leary, Chairperson, and Owen Cullen,
Treasurer**

Proposed Amendments:

Insert in Article 1 new definitions as follows:

‘electronic communications technology’, in relation to a general meeting of a company, means technology that enables real time transmission and real time two-way audio-visual or audio communication enabling attendees as a whole with a reasonable opportunity to participate in the meeting using such technology from a remote location.

‘electronic platform’, in relation to a general meeting of a company, means an electronic system for the delivery of audio-visual or audio communication, including websites, access software and access telephone details or any other electronic technology that delivers such communication.

Insert new section paragraph in section 20 and new section 20.1 as follows:

20

In addition to meetings in physical venues, should the need arise in the opinion of the directors of the company, the company may decide to conduct the meeting wholly or partly by the use of electronic communications technology provided that attendees have a reasonable opportunity to participate in the meeting as detailed below:

(a) The company may provide for participation in a general meeting by providing or facilitating for that purpose the use of electronic communications technology, including a mechanism for casting votes by a member.

(b) The mechanism referred to in paragraph (a) shall not require the member to be physically present at the general meeting or require the member to appoint a proxy who is to be physically present at the meeting.

(c) The use of electronic communications technology may be made subject only to such requirements or restrictions put in place by the company as are necessary to ensure the identification of attendees and the security of the electronic communications technology, to the extent that such requirements or restrictions are proportionate to the achievement of those objectives.

(d) The company shall inform attendees, before the general meeting concerned, of any requirements or restrictions which it has put in place pursuant to paragraph (c).

(e) In providing for the use of electronic communications technology for participation in a general meeting by an attendee the company shall ensure, as far as practicable, that such technology

(i) provides for the security of any electronic communications by the attendee,

(ii) minimises the risk of data corruption and unauthorised access, and

(iii) provides certainty as to the source of the electronic communications,

(f) In the case of any failure or disruption of such technology, that failure or disruption is remedied as soon as practicable, and such technology enables the attendee to

(i) hear what is said by the chairperson of the meeting and any person introduced by the chairperson, and

(ii) speak and submit questions and comments during the meeting to the chairperson to the extent that the attendee is entitled to do so under the Memorandum and Articles of the company.

(g) Any temporary failure or disruption of electronic communications technology shall not invalidate the general meeting or any proceedings relating to the meeting.

(h) Unless such failure or disruption is attributable to any wilful act of the company, a company shall not be liable in respect of any failure or disruption relating to the equipment used by an attendee to access a general meeting by electronic communications technology that occurs and which failure or disruption prevents or interferes with the attendee's participation, by way of such technology, in the meeting.

20.1

In the case of a meeting to be held wholly or partly using electronic communications technology the company shall inform attendees

- (i) the electronic platform to be used for the meeting,
- (ii) details for access to the electronic platform,
- (iii) the time and manner by which an attendee must confirm his or her intention to attend the meeting,
- (iv) any requirements or restrictions which the company has put in place to identify attendees who intend to attend the meeting,
- (v) the procedure for attendees to communicate questions and comments during the meeting, and
- (vi) the procedure to be adopted for voting on resolutions proposed to be passed at the meeting.

Amend section 35 as follows by inserting:

A proxy form signed, scanned and emailed shall be accepted as valid instruments of proxy, as will those signed and delivered in hardcopy by post or other form of delivery.

Amend section 35 with the insertion as follows:

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office, or delivered by electronic communications technology or at such other place within Ireland as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the Instrument of proxy shall not be treated as valid

ENDS