

Explanatory Note For Special Resolution 1

Special Resolution 1 – Adoption of Draft Amended Constitution

“That the Draft Amended Constitution produced to the meeting and initialled by the Chairperson for the purpose of identification be and is hereby approved and adopted as the Constitution of the Company, in substitution for and to the exclusion of the existing Constitution of the Company.

That the directors be and are hereby authorised to make such minor, technical or clerical amendments to the Draft Amended Constitution as they consider necessary or desirable for the purposes of clarification or to satisfy the requirements of the Companies Registration Office, provided that no such amendment shall alter the substance of the Draft Amended Constitution as approved by this meeting, and that any such amendment shall be recorded in the minutes of the Company.

That the adopted Constitution be filed with the Companies Registration Office and shall take effect upon such registration.”

What happens if members vote YES?

The adopted Constitution be filed with the Companies Registration Office and shall take effect upon such registration.

What happens if members vote NO?

The current constitution will stand “without” this amendment.

1. Introduction

This briefing explains the key updates proposed in the **Draft Amended Constitution (2026)** compared to the **Current 2018 Constitution**.

The aim is to help members clearly understand:

- **What has changed**
- **Why were these changes made**
- **How they strengthen An Óige for the future**

The full draft Constitution is available to all members for review in advance of the AGM.

2. Why Are We Updating the Constitution?

Since 2018, An Óige’s operating environment has changed significantly. The updated Constitution is designed to:

Modernise our governance

- The 2026 draft aligns with **current Charities Regulator expectations** and best practice. (e.g., advance approval for certain amendments, clearer reporting requirements)

Support youth engagement

- A new category of **Junior Associates** reflects modern safeguarding standards and encourages young people’s involvement.

Simplify and strengthen oversight

- The old **National Council** structure is removed and replaced with a clearer, Board-led committee framework.

Expand operational flexibility

- Updated powers around fundraising, insurance, intellectual property, and investments help An Óige operate effectively in a modern context.

Provide clearer processes for members

- Meeting procedures, voting rules, and membership structures are explained in more detail for transparency and fairness.

3. What Are the Main Changes?

A. Membership

New “Junior Associate” category

- For under-18s
- No voting or governance rights (for safeguarding reasons)
- Access to youth accommodation and activity benefits
- Automatically eligible for Membership at 18 upon payment of the Membership Fee

Membership rules clarified

- Clearer processes for joining, renewing, lapsing, reinstating, or resigning membership
- Full Membership for those aged 18 and over when joining An Óige from year “one” rather than year “three”

B. Governance Structure

1. National Council Removal

- The 2018 Constitution included a large representative National Council with its own President, observers, terms, and elections.
- This structure has been removed in the 2026 draft.

2. New Committee Model introduced

- **Committees** led by members for activities/regions
- **Sub-Committees** created by the Board for strategic or operational work
- All Sub-Committees must include at least **one Director**, ensuring accountability

3. Board Composition updated

- **2018:** 11 Directors in total consisting of 4 elected, 4 nominated by external organisations along with 3 Directors co-opted
- **2026:** 11 Directors in total consisting of 4 elected and **7 co-opted by the Board**

This removes external nominations and allows the Board to select Directors based on skills and organisational needs.

4. Director Term Limits introduced

- Maximum of **three 4-year terms**
 - A **mandatory break** is required before serving a third term
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C. Meetings & Member Participation

AGM and EGM rules strengthened

- 28-day notice period “retained”
- Quorum of 20 members “retained”

Detailed rules added

These include:

- How minutes are approved
- Time limits for speeches
- How motions and amendments work
- When the meeting can move to the next item
- How meetings can be suspended or adjourned

These procedures help ensure fairness, clarity, and orderly meetings.

D. Regulatory Compliance

Charities Regulator approval

Certain constitutional changes now require the **Regulator’s written approval before they take effect.**

Winding-up provisions strengthened

If the organisation winds up and members cannot agree on where to transfer assets, the **Charities Regulator can approve an appropriate charitable recipient.**

E. Operational Powers (Modernisation)

The 2026 draft allows An Óige to:

- Conduct modern fundraising, including **lotteries**
- Take out **Director and Officer insurance** (where acting in good faith)
- Manage and exploit **intellectual property**
- Make a wider range of **investments**
- Enter into more modern forms of collaboration

These are common powers for charities today and help future-proof the organisation.

4. What Has “NOT” Changed

- **Name of the organisation** (An Óige – Irish Youth Hostel Association)
 - **Company type** (company limited by guarantee)
 - **Mission/Object** (to promote appreciation of the countryside, youth travel, and Ireland’s heritage)
 - **Non-profit distribution rules** — no profits may be paid to members.
 - **Quorum for AGMs** (20 members present)
 - **Voting rights confined to Members aged 18+**
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5. What Members Are Being Asked to Approve at the AGM

At this AGM, Members will be asked to:

- 1. Approve the new Constitution** - as presented, replacing the 2018 version in full.
 - 2. Authorise required filings** - including submission to the Charities Regulator and the Companies Registration Office.
 - 3. Support the updated governance model** - which simplifies structures and strengthens accountability and compliance.
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6. How the New Constitution Benefits An Óige and Its Members

- **Clearer, stronger governance** aligned with modern charity expectations
- **Simplified structures** that support transparency
- **Better member experience** at meetings
- **More youth engagement** through Junior Associates

- **More flexibility** to fund, insure, and protect the organisation
 - **Improved oversight**, financial controls, and regulatory compliance
 - **Future-proofing** for an evolving operational and charity landscape
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7. Questions?

Members are encouraged to submit questions in advance of the AGM or raise them during the meeting.