



Glendalough Youth Hostel, The Lodge, Camaderry,  
Glendalough, Co. Wicklow, A98F567

Email: [info@anoige.ie](mailto:info@anoige.ie)

Web: [www.anoige.ie](http://www.anoige.ie)

## Notice of Annual General Meeting

Notice is hereby given that the 94<sup>th</sup> Annual General Meeting of  
An Óige (Irish Youth Hostel Association) company limited by guarantee  
will take place on the 21<sup>st</sup> of May 2026 at 7.30 p.m.

in

The Teachers' Club 36 Parnell Square West, Dublin 1. D01 T6V6

### Agenda

1. Minutes of the Annual General Meeting held on 26 June 2025
2. Chairperson's Address
3. Directors' Report and Statutory Financial Statements for the year ended 30 September 2025 presented by CEO who will invite the auditor's representative to read the Auditors Report
4. Appointment of Auditors and to authorise the Directors to fix their remuneration
5. Board Appointments
6. Special Business - To consider and, if thought fit, pass the **Special Resolutions** set out below
7. Such other business as may be regularly brought before the meeting
8. Close of meeting

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(a) Special Resolution – Adoption of Draft Amended Constitution

#### ***Special Resolution 1***

“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.”

(b) Special Resolution – Amendment of Adopted Constitution

## **Special Resolution 2**

**“That, subject to the passing of Special Resolution 1 and subject to the approval of the Charities Regulator, the Constitution adopted pursuant to Special Resolution 1 be amended by deleting the following sentence from Article 64:**

*‘Should, for any reason, the number of Elected Directors fall below 4 (four), then no Elected Director is required to retire and an election shall be held at the following Annual General Meeting to bring the number of Elected Directors back to 4 (four).’*

**and replacing it with the following:**

*‘An Elected Director whose Term expires at an Annual General Meeting shall retire at that meeting but shall remain in office until the conclusion of the election of Elected Directors at that meeting. If the vacancy arising on such retirement is not filled at that meeting, the retiring Director shall continue in office until a successor is elected by the members or appointed by the Board in accordance with these Articles.’*

**All other provisions of Article 64 shall remain unchanged.”**

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## **Member’s explanatory note on Special Resolution 1 (adopting new draft amended constitution)**

This resolution proposes the adoption of an updated Constitution for An Óige. The new Constitution reflects current legal and governance requirements and has been reviewed by the Charities Regulator. If approved, it will replace the existing Constitution and take effect upon registration with the Companies Registration Office.

## **Member’s explanatory note on Special Resolution 2 (A further small amendment)**

This is subject to Special Resolution 1 being passed and proposes a technical amendment to ensure continuity of Elected Directors at an Annual General Meeting. It allows a retiring Director to remain in office until a successor is elected or appointed, avoiding any temporary vacancy. This amendment is subject to approval by the Charities Regulator.

*A special resolution requires a 75% majority of votes cast (for and against) to be adopted.*

**The An Óige Board strongly recommends the adoption of both Special Resolutions by the Members**

## **Your questions on the Proposed Special Resolutions**

Members are invited to submit questions on the proposed draft amended Constitution in advance of the AGM - deadline is 5.00 pm on 14 May 2026. Contact as follows:

**Email:** [phayden@anoige.ie](mailto:phayden@anoige.ie)

**Post:** Philip Hayden, An Óige – Irish Youth Hostel Association, Glendalough Youth Hostel, The Lodge, Camaderry, Glendalough, Co. Wicklow A98F576

Questions submitted in advance will be addressed at the AGM. Members may also raise questions at the AGM.

## **How to appoint a proxy**

If you cannot attend the meeting, you may appoint a proxy to attend and vote on your behalf. The proxy form is available to download from the An Óige website via the link in the documentation pane below and a paper proxy form will be posted on request. Completed proxy forms must be received by the An Óige **no later than 7.30 pm on 19 May 2026**. They must be sent by email to [phayden@anoige.ie](mailto:phayden@anoige.ie) or by post to Philip Hayden (Company Secretary), Glendalough Youth Hostel, The Lodge, Camaderry, Glendalough, Co. Wicklow, A98F567.

## Voting will be taken by poll at the AGM

Voting for Special Resolution 1 and Special Resolution 2 will be taken by poll at the AGM and all valid full Members, life members and proxies present can vote. There will be separate ballot papers for each special resolution. A special resolution requires a 75% majority of votes cast (for and against) to be adopted.

### Documentation for the AGM

In accordance with Article 60 of the Constitution, the amended Constitution and explanatory documents have been posted on the Company's website and are deemed to have been delivered to members.

The following documents are available to download and print from the An Óige website at the direct link below:

**Direct URL:** <https://www.anoige.ie/governance>

#### **This letter of notice of the 94<sup>th</sup> An Óige AGM (2026)**

- **The Company's statutory financial statements** for the year ended 30th September 2025
- **Current 2018 Constitution**
- **Draft Amended Constitution** proposed for approval at the AGM (Special Resolution 1)
- **Explanatory notes** relating to the proposed Special Resolution 1
- **Explanatory notes** relating to the proposed Special Resolution 2
- **Proxy form** for the AGM
- **Proxy Explanatory Note for Members**

#### **Free paper copies on request**

A free paper copy of any of the documents listed above will be posted to any member who requests one. To request a paper copy, please contact by **telephone or email** by **5.00 pm on 12 May 2026** (to allow time for postage):

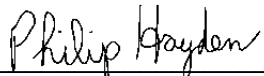
- **Telephone:** 089 246 8798
- **Email:** [mdavis@anoige.ie](mailto:mdavis@anoige.ie)

Requests received after the deadline will be processed as soon as reasonably practicable but may not arrive before the meeting.

#### **Accessibility and assistance**

If you have difficulty accessing documents online or require assistance (for example, because you are elderly, have a disability, or do not have internet access), please call **089 246 8798** and we will arrange to post the documents to you or otherwise assist.

By Order of the Board



Philip Hayden  
(Company Secretary)

Date; 24<sup>th</sup> of March 2026

