



## AGENDA OF MEETING

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<b>DATE OF MEETING</b>	10 November 2022	<b>TIME OF MEETING</b>	6.30pm
<b>VENUE</b>	Presidents' Hall, Blackhall Place and online via Zoom Webinar.		
<b>MEETING</b>	Annual General Meeting 2022		

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1. The President Ms Michelle Ní Longáin opened the AGM and stated that it was a hybrid event.

### **Reading of notice convening the meeting**

2. The notice convening the meeting, issued by President's Bulletin, on 27 October 2022 was taken as read.

### **Minutes of the Annual General Meeting held on Thursday 4 November 2021**

3. The President highlighted that the Minutes of the AGM held on Thursday 4 November 2021 had been made available on the website on 27 October 2022, and no amendments had been notified. The Minutes of the 2021 AGM were approved.

### **Consideration of the Annual Report for the year 2021/2022 and approval of the Audited Financial Statements for the year ended 31 December 2021**

4. The President noted that the Annual Report had been circulated to members in web format and in PDF format, and that the notice for the meeting had contained instructions on how and where the report could be accessed.
5. The President referred to the video report that had been included in the web version of the Annual Report, which gave a brief visual representation of the main themes covered in the Annual Report. The 2021/2022 video was played for the meeting.
6. The President invited Mr Paul Keane, Chairperson of the Finance Committee, to address the meeting in relation to the report of the Finance Committee and the Annual Accounts for the year ended 31 December 2021. Mr Keane presented his report, noting that the Audited Financial Statements for the Society for 2021 were contained in pages 81 to 111 of the Annual Report 2021/2022. The report on the Society's finances and Finance Committee activity for 2021 could also be found in pages 46 to 50.
7. Mr Keane explained that his presentation would review the 2021 and 2022 accounts and look at the budgetary process for 2023. He reminded attendees that the activities and finances of the Society fall under three major headings; regulatory functions, education, and general activities.

8. Considering the 2021 financial year, where income was reduced to assist the legal profession with the pandemic, Mr Keane explained that in 2021, there were 11,703 PCs, a reduction of 151 from 2020. There also had been a decline in membership of 865 in 2021. Both of these changes were attributed to Brexit. Admissions in 2021 were 887 of which 313 were Brexit admissions. However, when contrasted with 2019, admissions reached an all-time high of 2,382 with over 2,000 Brexit admissions. In total, between 2017 and 2021, there were over 4,600 Brexit admissions.
9. Mr Keane outlined that in 2020 the Society agreed to maintain PC at the 2019 level to help the profession face the challenges of the PII renewal process. The Society found savings of €1.1m to offset commercial and investment losses. A breakeven result was achieved by the Society's general activities. Education activities, despite the pandemic, generated a surplus, although budgeted to make a loss.
10. Mr Keane explained that in order to ease the impact of the pandemic the PC fee for 2021 was reduced by €350, which was assessed by the Finance and Regulation of Practice Committees as the absolute maximum that could prudently be given. This resulted in a reduction of almost €4m of PC income compared to the previous year. As a result, the general activities budget was expected to generate a deficit of €1.7m. However, the actual position was near breakeven. This was because overall expenditure was down nearly €1.7m due to a number of factors: fewer activities due to reduced events impacted by Covid-19: non-replacement policy of staff: pay freeze across the Law Society: unutilised provision in relation to Covid-19 support services: transfer of some regulatory activities to LSRA: and investment gains of €1.2m versus budget of €300k
11. Mr Keane outlined that the Law School performed ahead of budget with a surplus of €1.2m as Diploma income achieved €1.2m ahead of budget and general Law School expenditure was €780k below budget due to reduced activity on campus.
12. Mr Keane explained that the amount paid to the LSRA was less than expected, as the ramping up of the LSRA's activities did not occur as quickly as expected. He noted that savings would be carried forward to reduce the impact of future LSRA levy increases over the coming years.
13. The agreement for the sale of Solicitors' Mutual Defence Fund (SMDF) to Randall and Quilter Investment Holdings Ltd (R&QI) in 2016 terminated in November 2021 and a reduction in contributions of €2.45m (€2.451m after costs) was subsequently agreed with R&QI. The overall cost to the profession of SMDF financial support had been €11.1m compared with the original approval by members of €16m.
14. Mr Keane stated that the Audited Financial Statements showed a surplus of €5.9m after tax and exceptional items. The out-turn for the general activities of the Society were approximately breakeven with the breakdown as follows:
  - Funds surplus €1.1m,
  - Education activities €1.2m,
  - Unrealised gains on investments €1.2m,
  - SMDF Levy Fund Income €2.4m.
15. Mr Keane explained that in 2022 the Society resolved to continue its commitment to ease the impact of the pandemic on solicitors and firms and had retained €175 or 50% of the PC reduction given to firms in 2021. This decision would have an income impact on the Society (including the Compensation Fund) of close to €2m and would result in a deficit of €1.1m budgeted in the general activities of Society. He noted that the general activities for

yearend was forecast to be close to budget although the Society had experienced significant unrealised investment losses close to €2m and expected that this would impact the year end overall results.

16. Mr Keane reminded attendees that when recommending the PC fee reduction for 2021 the Finance Committee always planned to half the reduction in 2022, with a view to restoring the PC fee to its 'normal' 2020 level in 2023; this remains the Society's plan. He further noted that the Society had taken a €6m impact to income in the last two years due to the reductions applied to the PC fees. He noted that the PC fee was budgeted to return to the 2020 next year to acquire a breakeven result for 2023.
17. Looking to 2023, Mr Keane noted that economic growth would be more challenging than previously expected due to a number of reasons, energy-driven inflation being the key issue. Mr Keane stated that the Finance Committee and new Director of Finance and Operations, Ms Gillian Cregan, would review and close any open projects to achieve efficiency, automate where possible, implement a new procurement policy and apply continuous process improvements, apply an approach to all capital expenditure projects fit for purpose in a hybrid working environment and manage finances with a prudent approach. He explained that the Society should budget for modest surpluses in the order of 3-5% of income.
18. Mr Keane paid tribute to work of Ms Gillian Cregan, Mr Paul Baily and their colleagues. He also thanked Mr Cillian MacDomhnaill who retired in July 2022 after nearly three decades of service. He also expressed his appreciation of the support and input of the Vice-Chair of the Finance Committee, Ms Rosemarie Loftus.
19. Finally, Mr Keane recommended the approval of the Audited Consolidated Financial Statements of the Law Society of Ireland for 2021 as contained in the Annual Report.
20. The President sought the approval of the meeting for the adoption of the Annual Report for the year 2021/2022 and the Annual Accounts for the year ending 31 December 2021. The Annual Report for the year 2021/2022 and the Annual Accounts for the year ending 31 December 2021 were approved by the meeting.

### **Report of the Scrutineers on the Annual Election, the Provincial Elections, and the final declaration of results**

21. Mr Michael V O'Mahony delivered the Report of the Scrutineers to the meeting and noted that as there were 15 nominations for 15 Council seats there had been no cause for a ballot in 2022. He announced the results of the annual election for the Council for 2021/2022 as follows:

1.	Christopher Callan
2.	Maura Derivan
3.	Joan Doran
4.	Stuart Gilhooly S.C.
5.	Richard Grogan
6.	Eamon Harrington
7.	Aine Hynes S.C.
8.	Martin Lawlor
9.	Aidan Leahy
10.	Rosemarie Loftus
11.	Barry MacCarthy

12.	Kate McKenna
13.	Brian McMullin
14.	Tony O'Sullivan
15.	Brendan Twomey

22. As there was only one candidate per province nominated for Leinster and Ulster, there was no election and the candidates nominated were returned unopposed, as follows:

Leinster	Sonya M. Lanigan
Ulster	Garry Clarke

23. Mr Peter McKenna commended the Report of the Scrutineers to the meeting and proposed its adoption, which was seconded by Mr Richard Hammond S.C. The meeting approved the report.

### **Election of auditors**

24. Mr Paul Keane thanked BDO for their work as the Society's auditors for the financial year 2021.

25. Mr Paul Keane proposed the election of BDO as the Society's auditors for 2022, seconded by Ms Rosemarie Loftus. The appointment of BDO was approved.

### **Special Business pursuant to Bye-law 4(3) (a) of the Bye-laws of the Law Society**

26. The President noted that there were two reports and three motions for discussion. The President introduced the first report from Ms Antoinette Moriarty, Head of Psychological Services at the Law Society of Ireland, with an update on Law Society Psychological Services and the Dignity Matters project.

27. Ms Moriarty delivered the presentation and updated on Law Society Psychological Services and Dignity Matters. She then invited questions from the meeting.

28. Commenting on the presentation, Mr Gary Lee congratulated Ms Moriarty and her team on the important work done on the Dignity Matters report and the newly developed Dignity at Work Toolkit, and reiterated the importance of this work for the profession.

29. Mr Ken Murphy noted that Ms Moriarty spoke at the International Bar Association meeting in Miami the week prior and he believed that the work and innovation in this area sets Ireland as a world leader.

30. The President commended the work completed by Ms Moriarty and for representing the Society at the International Bar Association. She encouraged members to utilise the resources developed by Law Society Psychological Services.

31. When the presentation concluded, the President introduced the second report delivered by Mr Richard Hammond S.C., Chairperson of the Education Committee on the proposal for construction of a new multi-purpose education facility and associated works.

32. Mr Hammond delivered his report on the proposed Green Hall extension and invited questions from the meeting, of which there were none.

33. When the presentation concluded, the President introduced the first of five motions.

### **Motion (1): Expenditure for the Green Hall extension:**

34. The President introduced the first motion of the evening which sought to seek approval for expenditure for the Green Hall extension:

*“That pursuant to Bye-Law 9(3)(b) of the Bye-Laws of the Law Society of Ireland, this General meeting approves the expenditure from the financial reserves of the Law School of the Law Society of Ireland of up to €7,500,000 for the purpose of the planning and construction of a multi-purpose educational facility building, together with associated works to adjoin the Green Hall on its western side”.*

**Proposer: Richard Hammond S.C.  
Secunder: Paul Keane**

35. The President invited Mr Richard Hammond S.C., proposer of the motion to speak. Following his presentation on the topic, Mr Hammond S.C. explained he had no further contributions.
36. Seconding the motion, Mr Paul Keane emphasised that the Society must continue to provide legal education to the highest standards, which required facilities of the highest quality. He reassured attendees that the Society’s Education Department understood the rigors of the Finance Committee and that the Directors of Finance and Operations, and Education and their teams, would apply all requirements to this project.
37. The President invited questions from the meeting on this motion, of which there were none.
38. The President invited members to vote on the motion. The meeting passed the motion.

## **Motion 2: Nominations to Council**

39. The President introduced the second motion of the evening as follows:

*“That the following sentence be added to the end of Bye-law 6(7)(c):*

*“The then current office-holders of the positions of President, Senior Vice-President, and Junior Vice-President may not nominate any candidate(s) for selection as members of the Council.”*

**Proposer: Dr. Shane McCarthy  
Secunder: David Higgins**

40. The President invited Dr Shane McCarthy, the proposer of the motion to speak. Dr McCarthy wished to make a slight amendment to the wording of the motion and asked that the motion be changed to “The *then current office-holders of the Council* may not nominate any candidate(s) for selection as members of the Council.” There were no objections to this amendment.
41. Dr McCarthy explained that it was important that all members of the Society could contest elections and no candidate should appear to have special consideration from Council members. Of the 11,000 members eligible to nominate and be nominated they must all be given equal access. Dr McCarthy asserted that this change to the Bye-laws would right an inherent unfairness and would simply formalise current practice into written rules.
42. As seconder to the motion, Mr David Higgins seconded the motion and the amendment of the wording.

43. Mr Brendan Twomey pointed out that there was an error in the second line and it should state, "election" as opposed to "selection". Dr McCarthy agreed with Mr Twomey's amendment.

44. The President invited members to vote on the motion as amended.

45. The meeting passed the motion.

### **Motion (3): Bye-law amendments**

46. The President introduced the third motion of the evening:

*"That Bye-Law 6 Clause 6(b)(ii) now be amended as follows:*

*(ii) a nomination form for the nomination of a candidate for the annual election (in the form set forth in Part I of the First Schedule to these Bye-laws, or as may otherwise be determined by the Scrutineers) and, if an eligible member of the Society, a nomination form for the nomination of a candidate for the provincial elections (in the form set forth in Part II of the First Schedule to these Bye-laws, or as may otherwise be determined by the Scrutineers).*

*That Bye-Law 6 clause 7(a) now read:*

*(a) Every candidate for the annual election shall be a member of the Society and shall be nominated by two other members of the Society, who shall complete and sign a nomination form (in the form set forth in Part I of the First Schedule to these Bye-laws, or as may otherwise be determined by the Scrutineers).*

*That Bye-Law 6 clause 7(b) now be amended as follows:*

*(b) Every candidate for one of the provincial elections shall be an eligible member of the Society and shall be nominated by two other eligible members of the Society, who shall complete and sign a nomination form (in the form set forth in Part II of the First Schedule to these Bye-laws, or as may otherwise be determined by the Scrutineers).*

*That Bye-Law 6 clause 8(a) now be amended as follows:*

*(a) It shall be the sole responsibility of each intended candidate for the annual election or for one of the provincial elections to ensure that a nomination form duly completed and signed pursuant to clause (7) of this Bye-law shall be duly received by the Secretary ~~at the Blackhall Place premises~~ before 5pm on the final date for the receipt of such nomination forms, provided that such nomination form shall be deemed to have been duly received by the Secretary where a copy of same is received by means of post, facsimile, or electronic mail, or such other electronic means determined by the Scrutineers, ~~at the Blackhall Place premises~~ before 5 pm on the final date for the receipt of such nomination forms ~~and subject to the original of such nomination form being received at the Blackhall Place premises by not later than 5 pm on the second working day following upon the said final date.~~*

**Proposer: Peter McKenna  
Secunder: Kate McKenna**

47. The President invited the proposer and seconder to speak on the motion. Mr Peter McKenna stated that the amendments made to the Bye-laws were drafted by Mr Michael V O'Mahony.
48. Mr McKenna reminded attendees that the current nomination process was paper based and the motion stated that nominations would be carried out by electronic means. Mr McKenna outlined that this motion would lead to an obvious evolution in line with the Society's digital first agenda and that eVoting was approved by 95% of members. He stated that the present election nomination system did not reflect the current process of communication and it would become more inclusive and accessible for members. This new system would be a more efficient, less labour intensive way to nominate and be nominated for elections. He believed it would reduce barriers to member participation and would allow for as many members as possible to be involved in the Council election process and put their names forward for election.
49. Joining the meeting online, Ms Kate McKenna seconded the motion and endorsed what Mr McKenna had presented.
50. Ms Sonia McEntee thanked Mr McKenna for proposing the motion and stated that she was in support of the evolution and a move to an electronic nomination system. She asserted that an entire overhaul of the Bye-laws regarding nominations and voting might be required. Mr McKenna thanked Ms McEntee for her support and agreed that future work could be done to amend the Bye-laws in relation to nominations and elections.
51. Mr Michael V O'Mahony explained that the scrutineers had some initial concerns as to whether the nomination system would allow for an abuse of the system, but on consideration, there was now very clear support for this change from the scrutineers. He stated that this would merely be an extension to the new eVoting system and he commended the motion to the members.
52. The President invited members to vote on the motion.
53. The meeting passed the motion.

#### **Appointing date of next Annual General Meeting**

54. It was agreed that the next Annual General Meeting would be held at 6.30pm on Thursday 9 November 2023 at Blackhall Place.

#### **Appointment of Scrutineers for Council Election 2023/2024**

55. The meeting approved the appointment of the Scrutineers for the Council Election for 2023/2024 as follows:
- Mr William Aylmer
  - Mr Owen Binchy
  - Ms Therese Clarke
  - Director General, Mr Mark Garrett
  - Mr Andrew J.O. Donnelly
  - Mr Philip Joyce
  - Ms Michelle Linnane
  - Ms Áine Lynch
  - Ms Elma Lynch
  - Mr Justin McKenna

- Mr Leo Mangan
- Mr Michael V O'Mahony
- Ms Hugh O'Neill
- Ms Helen Sheehy S.C.

### **Any other business**

56. Mr Tom Menton, Chairperson of the Solicitors' Benevolent Association (SBA) stated that 74% of members had contributed to the SBA. Mr Menton noted that the financial report showed that €12,000 had been paid to the compensation fund and inquired whether these finances could be redirected to the SBA. He explained that this year's December payment of grants would include a double payment, which was made possible due to the generosity of members. He encouraged members to pay their SBA contributions to assist members that were less fortunate.
57. Mr Paul Keane thanked President Ms Michelle Ní Longáin for her service during her tenure. He commended the delivery of the Dignity Matters project and commented on Ms Ní Longáin's personal and professional commitment to improving gender equality, diversity and inclusion in the profession. Mr Keane thanked the President for her work on the rekindling of collegiality in the profession after Covid-19 lockdowns and for all her efforts and achievements of the past year.
58. Ms Imelda Reynolds echoed the comments of Mr Keane.
59. Senior Vice-President of the Law Society, Ms Maura Derivan thanked the members in attendance for their engagement with the Law Society's hybrid AGM and stated that she looked forward to next year's AGM on Thursday 9 November 2023. This concluded the business of the meeting and the President declared the meeting closed.