

**IRISH TAXATION INSTITUTE**  
(Incorporated in Ireland as a Company limited by guarantee not  
having a share capital under the Companies Act, 1963 to 2006. Registered No. 53699)

## Notice of Extraordinary General Meeting

NOTICE is hereby given that an extraordinary general meeting of Irish Taxation Institute (the **Institute**) will be held at the offices of Irish Taxation Institute, South Block, Longboat Quay, Grand Canal Harbour, Dublin 2 on 13 May, 2009 at 5.00 p.m. for the following purposes:-

### SPECIAL BUSINESS

TO CONSIDER and, if thought fit, to pass the following resolutions:

**1. As a special resolution:**

“That the Memorandum of Association of the Institute be and hereby altered as follows:

Clause 3

- by inserting the words “for services rendered in furtherance of the Institute’s objects, excluding such services rendered in their capacity as directors, and” after the words “ ..... to any Member of such Council or Governing Body or Committee except” in the 13<sup>th</sup> line of the second paragraph.

**2. As a special resolution:**

“That the Articles of Association of the Institute be and hereby altered as follows:

Article 1

- by inserting the words “and the Bye-laws” after the words “Article 28” in the last line of the definition of “President”, “Deputy President” and Vice President”.

Article 28

- by amending new Article 28(a) and (b) so as to read:
  - (a) The Council shall, each year, appoint a President, a Deputy President and a Vice-President from among the Council members (and the provisions of Article 35 shall not apply to these appointments) as at the date of appointment, each to hold office with effect from the beginning of the next Annual General Meeting (or, in the event of a vacancy created between Annual General Meetings, from the date of the Council Meeting appointing him), and to hold office until the effective date of the subsequent appointment of another to such office under this Article and the Bye-laws.
  - (b) Subject to Articles 9 to 12 inclusive and Article 34, unless the Council decide otherwise in accordance with the Institute’s Bye-laws, the person who shall be appointed Vice President under Article 28(a) shall be the person elected by the Council as the incoming Vice President, the person who shall be appointed Deputy President under Article 28(a) shall be the person who is at that time serving as Vice President and the person who shall be appointed as President under Article 28(a) shall be the person who is at that time serving as Deputy President.

Article 30

- by inserting a new Article 30(f) as follows:
  - (f) The election of Council members referred to in Article 30(e) in any year shall take place at any time prior to the Annual General Meeting in that year at the discretion of the Council and in accordance with these Articles. The appointments of the successful candidates will take effect from the date of the subsequent Annual General Meeting.

Article 31(c)

- by replacing the words “annual general meeting” in the last line of Article 31(c) with the words “election as notified to all members by the Council in accordance with the provisions of Article 32”;

Article 32

- by the deletion of the words “by Ballot” in the article heading;
- by the insertion of new articles 32(a) and 32(b) as follows:
  - (a) The Council shall, once every calendar year prior to the Annual General Meeting, notify the members of the date for election of the Council members (the “**Election Date**”) which date shall be at least 48 days after the date of the notice.
  - (b) Following such notice, the Council shall accept candidates for election in accordance with these Articles until such date that is 28 days prior to the Election Date.
- by renumbering the subsequent articles in article 32 accordingly.

Article 32(c)

- by inserting a new article 32(c) in place of the old article 32(a) as follows:  
“Not less than 21 days prior to the Election Date, if the number of candidates exceeds the number of vacancies, the Council or an agent of the Council shall send ballot papers and/or emails containing directions for voting to all members entitled to vote at general meetings”;

Article 32(d)

- by inserting the words “and/or directions for electronic voting” after the words “Ballot papers” in the first line of this article ;
- by inserting the words “and members, when voting, shall comply with all directions contained in the ballot paper or directions for electronic voting as the case may be” at the end of this article.

Article 32(e)

- by replacing the words at the beginning of this article, “Each completed ballot paper shall be placed in an envelope which shall be placed in another envelope, and upon this latter envelope the electing member shall sign his name, and the ballot papers shall be returned in such envelopes to the Office so as to arrive” with the words “All directions outlined in the ballot papers and/or directions for electronic voting shall be followed and all ballots and/or electronic votes as the case may be shall be received by the Council or the nominated agent of the Council” at the beginning of this Article;
- by inserting the words “that is three days” after the words “twelve noon on the day” in the second to last line of this Article;
- by replacing the words “date appointed for the annual general meeting” with the words “Election Date” in the last line of this Article.

Article 32(f)

- by replacing the word “ballot” with the word “election”.

Article 32(g)

- by replacing the word “ballot” with word “election” in the first line of this article;
- by inserting the words “and directions for electronic voting as applicable” after the words “contents of the ballot papers in the second line of this article”.

Article 32(h)

- by deleting the word “by ballot” at the end of this article.

Article 32(i)

- by replacing the word “ballot” with the word “election” in the first line of this article;
- by replacing the words “announced at” with the words “notified to members on or before”;
- by inserting the words “and all appointments shall, subject to Articles 9 to 12 inclusive and Article 34 herein, take effect from the date of the Annual General Meeting” at the end of this Article.

Article 33(b)

- by replacing the words “for a period of two years” with the words “and Article 34, for a period of not more than two years ending on the date of the second subsequent Annual General Meeting following his appointment (such term referred to in this Article 33 as a “2 year term”);

Article 33(c)

- by inserting the words “Articles 34 and” before the number “35” in the first line of this article.

**By Order of the Board**

**Martin Lambe**  
**Secretary**

**Registered Office: First Floor Offices, South Block, Longboat Quay, Grand Canal Harbour, Dublin 2**  
**Date: 15 April 2009**