MINUTES OF THE ANNUAL GENERAL MEETING (AGM) OF THE OLYMPIC FEDERATION OF IRELAND (OFI) HELD ON 25th JUNE 2025 IN THE ALEX HOTEL, DUBLIN 2, AT 6pm

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Agenda Item 1 Welcome by President

The OFI President opened the meeting by welcoming everyone and then introducing Minister Charlie McConalogue TD who addressed the meeting. The President then invited all Executive Committee (Board) members as well as any representatives from Member Federations present at a General Meeting for the first time to introduce themselves.

The President then addressed the Meeting, highlighting the following:

- All Members of the OFI Board elected in December 2024 have now been inducted.
- A new OFI Athletes' Commission has recently been elected.
- A recruitment process to appoint two new Independent Directors is on-going.
- The Board is currently gender balanced in line with the OFI's Constitution.
- The Governance and Human resources & Remuneration Committees for the Los Angeles (LA) cycle have now been constituted, and the Audit and Risk Committee will shortly be finalised.
- A Philanthropy strategy is in the process of being finalised.
- An agreement has recently been signed with the European Olympic Committees EU office in Brussels. It is hoped that this partnership will enable the OFI to avail of further EU funding opportunities.

Agenda Item 2 Notice of Meeting

The President invited the OFI's Company Secretary (Secretary) to deal with the Notice of the meeting. The Secretary explained that a Notice dated 30th May had been emailed to all those entitled to attend the meeting and that the Notice had set out the business of the meeting.

Agenda Item 3 Apologies

The President invited the Secretary to advise the meeting of the number of voting delegates present. The Secretary confirmed that the required quorum of 18 delegates was present and that the number of voting delegates present was 26.

Agenda Item 4 Minutes of Annual General Meeting held on 17th April 2024

The President invited the Secretary to deal with the Minutes of the previous AGM. The Secretary stated that a copy of the Minutes had been emailed in advance of the meeting. No objections to the Minutes nor any matters arising from the Minutes were raised.

Agenda Item 5 Minutes of Extraordinary General Meeting held on 5th December 2024

The President invited the Secretary to deal with the Minutes of the previous EGM. The Secretary stated that a copy of the Minutes had been emailed in advance of the meeting. No objections to the Minutes nor any matters arising from the Minutes were raised.

Agenda Item 6 Financial Statements 2024

The President invited the OFI's Financial Controller to present the financial results for the 2024 financial year.

He highlighted the following:
- A total surplus of €90k for the 3-year Paris cycle was generated.
- Aside from the Paris Games, the OFI invested €1.6million in eight other Games events over the course of the cycle.
- Other financial highlights of the Paris cycle included a €90k investment from OFI reserves as a top-up to the IOC Paris Games scholarships as well as a total of €497k in discretionary grant payments to Member Federations, teams, coaches, and athletes.
- During 2024, the Team Ireland Athletes Foundation, a separate charitable Foundation set up by the OFI, commenced trading thanks to a €60k donation from Flogas, one of our valued partners. The Foundation exists to support the welfare and education needs of past, current and prospective Olympians.
- The OFI posted a deficit of €265,946 for the 2024 financial year.
- The Paris cost of a total of €2.3million with €500k being generated in direct Games-related revenue.

Agenda Item 7 Re-appointment and remuneration of external Auditors

The President invited the Chief Executive Officer (CEO) of the OFI to recommend the re-appointment of BDO as auditors to the Company for the next financial year. There were no objections raised.

The President then asked the Members to agree that BDO's remuneration for the next financial year is set by the Board. There were no objections raised.

Agenda Item 8 Proposed amendments to the OFI's Constitution by Special Resolution

The President invited the Chair of the Governance Committee to introduce this Agenda Item. She explained that three Special Resolutions had been tabled covering a range of proposed constitutional amendments and also explained the process that had been followed to date in this regard highlighting the fact that all proposed amendments had been considered by the Governance Committee and the OFI's solicitors before being approved by the Board.

The President then invited the Secretary to introduce the proposed amendments to the Constitution.

The Secretary explained that an explanatory paper on all three Special Resolutions as well as a marked-up copy of the Constitution had been circulated in advance of the Meeting before presenting each Special Resolution as follows:

1. *Special Resolution A – Board Election Process*

- The current Constitution does not legislate for the procedures which must take place if a Director's term on the Board comes to an end before an election for any reason. The proposed addition of article 17.13 clarifies that if a Board election is not due to be held within 12 months of the vacancy arising then a General Meeting must be called and held within 12 months of the vacancy arising. An election to fill the vacancy then takes place at that General Meeting.

- During the lead-in to the 2024 election, there was a query from one Member Federation as to whether they could nominate more than candidate to run in the election. Article 20.3 did prohibit that but the language in the article is being made clearer. The proposed amendments to 20.3 clarifies for definite that a Member Federation may nominate only one candidate for election.

- The current Constitution mandates that Minimum Gender Representation of 40% on the Board must be in place following any Board election. However there is currently an article in place (article 20.8) that states that the 40% is excluding Independent Directors from the calculation. In other words, immediately following a Board election, a minimum gender balance of 40% of the elected Directors and the Athletes' Commission Chair who is an ex-officio Board Director (but excluding any Independent Directors) must be achieved. The end result of this is that following an election, the Board as a whole when you include the Independent Directors may not comply with the Minimum Gender Representation of 40%. The proposed amendments to 20.8 results in the need for the Board to be fully compliant with MGR provisions following each Board election. In a nutshell, this amendment will ensure that our Board must be 40% gender balanced at all times.

- Currently the voting at the Board elections must take place before the meeting starts at which the results are announced. This means the Members must arrive a significant length of time before the meeting starts. The proposed amendments to 20.13 removes the need to hold the voting in advance of the EGM and voting will take place during that meeting going forward.

- In the ballot at the election for Ordinary Directors, ie – non-officer positions, six directors must be elected. Current article 20.14 was interpreted by one candidates as meaning that each Member Federation could only vote for one candidate in this ballot, rather than voting for up to six candidates as is the intention of that article. The proposed amendments to 20.14 make very clear that Member Federations may vote for up to six candidates in the 'Ordinary Directors' ballot.

2. *Special Resolution B – Athletes' Commission*

Under the current Constitution, the Chair and Vice-Chair of the Athletes Commission are ex-officio Full Voting Members of the OFI. Furthermore the Chair of the Athletes Commission is an ex-officio member of the Board of the OFI.

As a Full Member, the Chair of the Athletes Commission is entitled to attend and vote at General Meetings of the OFI. However, current article 15.9(b) specifically prohibits Board Directors from voting at General Meetings, hence the current situation is contradictory.

It is proposed that, going forward, the Athletes Commission itself will be the Full Member, and not the Chair and Vice-Chair of the Commission. As an unincorporated body, the Commission will have to appoint a nominee to represent them – this nominee must be a Member of the Commission, and that nominee would represent the Athletes Commission at General Meetings of the OFI. That nominee cannot be the Chair of the Commission.

3. Special Resolution C – Athletes' Commission

A careful review of the Constitution by the Governance committee in early 2025 identified a number of clauses and articles which were redundant as they referred to events which took place in the past or roles/positions within the OFI which no longer exist. The committee also felt that certain Definitions, detailed in Article 1, needed updating or new definitions should be inserted. Finally a number of amendments, designed to provide additional clarity, were proposed.

A table summarising all the proposed amendments under this special resolution had been circulated in advance of the Meeting and was taken as read.

Following the presentation of each Special Resolution the President called for a vote asking each registered voting delegate present to hold up either the green or red card they were given, green voting in favour and red voting against.
The amendments require the passing of a special resolution of 75% of votes present, being 20 votes. Each of the three special resolutions were passed unanimously by the meeting.

Agenda Item 9 The conversion of six sporting bodies from Associate Members to Full Members

The President invited the CEO to introduce this agenda item. It was explained that the following six sporting bodies were now eligible for Full Member status as their sport has been included on the LA Programme. Their application submissions have been assessed, and all necessary paperwork has been received. The applications have been reviewed by the Governance Committee and approved by the Board.

1. Lacrosse Ireland;
2. American Football Ireland;
3. Squash Ireland;
4. Cricket Ireland;
5. Softball Ireland; and
6. Baseball Ireland.

The CEO finished by stating that the Board is recommending their conversion be approved by the Members present.

The President then explained that the vote required a simple majority of all votes present and asked

all voting delegates present to hold up their green card to vote in favour of admission or their red card to vote against.
The voting delegates then cast their votes, with all votes present being cast in favour.

Agenda Item 10 Admission of the Irish Amateur Boxing Association (IABA) as a Full Member

The President explained that in June 2023, the International Olympic Committee (IOC) removed recognition of the then International Federation for Boxing, 'The International Boxing Association' (IBA). With this change the IABA were no longer eligible for membership of the OFI.

In March 2025, following IOC recognition of the newly formed 'World Boxing' as the approved International Federation for the sport, the IOC voted to include Boxing on the Los Angeles 2028 Programme.

At its AGM of 12th April 2025, IABA members resolved to remove reference to the IBA from their Constitution. Effective 22nd May 2025, the IABA are now Members of World Boxing, but for the time being remain Members of the de-listed IBA. This situation is likely to change in the short term and would be required for readmission of OFI membership.

Through its membership of World Boxing, the Board of the OFI is satisfied that the IABA has taken a significant step towards meeting readmission criteria as Full Members, with completion of criteria anticipated in the short term. The Board is requesting that the OFI Membership vote on an Ordinary Resolution granting the Board the power, for a finite period until year end 2025, to re-admit the IABA when they meet the full criteria.

A discussion took place during which the various options for re-admission were discussed, including a separate General meeting if the members preferred that route instead of the proposed resolution, as well as the unprecedented nature of an International Federation (IBA) being de-listed from IOC recognition, and the establishment of a new IF (World Boxing).

The President then explained that this Ordinary Resolution requires a simple majority of all votes present in order to pass and then called for a vote asking all voting delegates present to hold up their green card to vote in favour of admission or their red card to vote against. The Ordinary Resolution passed unanimously.

Agenda Item 11 President's Report

The President noted that he had presented his report under Agenda Item one.

Agenda Item 12 Chief Executive Officer's report and Games Updates

The President invited the CEO to present his report to the Meeting. He briefly highlighted the success of the Paris Games before detailing the challenges and opportunities which lie ahead throughout the

LA cycle. These include funding and the Philanthropy strategy as well as the need to foster a closer relationship with the Irish Government and to develop Community programmes in addition to the current 'Dare to Believe' initiative.
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The Chef de Missions of the LA Summer Games and Milano Cortino Winter Games then presented to the meeting on the OFI's plans for the cycle.

Agenda Item 13 Athletes' Commission Report

The President invited the Chair of the Athletes' Commission to present to the Meeting. She explained the role and purpose of the Commission before detailing the Commission's plans for the LA cycle, encouraging members to establish athletes' commissions within their own sports and Board representation for athletes within member sports.

Agenda Item 14 Close of Meeting

There being no further business, the President thanked the members for their support and participation, and closed the meeting.

ENDS