

ISPEN AGM Minutes 18th April 2012

Present: Prof John Reynolds, Julie Dowsett, Niamh Rice, Dr Eileen Gibney, Philomena Flood, Fiona Rafferty, Carmel O'Hanlon, Dr Karen Boland, Michelle Hurley, Dr Maria O'Sullivan

1. Chairman's welcome

Professor John Reynolds welcomed members and outlined the key priorities of ISPEN as being to deliver effective nutrition education programme for doctors, to deliver high quality, evidence-based nutritional care for every patient, with a focus on making all nutritional care available to patients in their home or community setting and to foster local research and to provide a forum for its dissemination.

2. Apologies & correspondence

Apologies: Claire Browne, Dr Kirsty Pourshahidi, Lorraine Cosgrove, Aoife Ryan, Sandra Brady, Noreen Keane, Nick Kennedy

Correspondence: A 'Cease and desist' notice was received from IPSEN Pharmaceutical company. This will be dealt with under 'resolutions'.

3. Secretary's Report - attached

4. Treasurer's Report - attached

5. Appointment of auditors

The appointed auditors were accepted as Phelan Prescott & CO, Alton House, 4 Herbert Street, Dublin 2.

6. Election of Directors

Dr Eileen Gibney outlined the process at the first AGM that all directors are to stand down and all are in a position to stand for re election. Professor John Hyland, Professor Garry Courtney and Janis Morrissey indicated that they would not wish to stand for re-election.

All remaining directors, Professor John Reynolds, Niamh Rice, Dr Eileen Gibney, Dr Nick Kennedy are deemed re elected.

Professor Donal O'Shea, Dr Orla Crosbie and Ms Philomena Flood have been nominated for election and were deemed elected.

7. Election of Management Committee members

Professor Garry Courtney is the only member of the management committee who has indicated he would like to resign. All remaining members of the Management Committee remain in place. No nominations for management committee membership were received.

8. Special Business

a) Resolution 1.

Item 1 in the Memorandum of Association currently reads:

'The name of company is the IRISH SOCIETY FOR PARENTERAL AND ENTERAL NUTRITION (hereinafter in this Memorandum and in the Articles of Association called "ISPEN")'.

The Board of Directors hereby recommends that the name of the Association change to THE IRISH SOCIETY FOR CLINICAL NUTRITION AND METABOLISM. This change is to ensure that the name more accurately reflects the aims and activities of the organisation, whilst aligning the society's title to that of its European affiliate organisation, ESPEN, which changed its title to the European Society for Clinical Nutrition and Metabolism some years ago whilst retaining its original acronym. As the result of a challenge by IPSEN Pharmaceuticals to the use of the ISPEN acronym, the Board of Directors recommends that the acronym used be minimally changed by the addition of 'r' to become 'IRSPEN', which should be reflected in the Memorandum and Articles of Association. This change is designed to address any issues of confusion with IPSEN, whilst retaining the recognisable 'PEN' element of the society's current identity and the links to other similar organisations internationally.

Following the proposed amendment, Item 1 would read as follows:

'The name of company is the IRISH SOCIETY FOR CLINICAL NUTRITION AND METABOLISM (hereinafter in this Memorandum and in the Articles of Association called "IRSPEN")'.

The resolution was passed.

b) Resolution 2

Article 32 (1) of the Articles of Association currently reads:

'The Management Committee shall comprise not more than twelve (12) persons being

- (a) The Directors and
- (b) Such members as are elected to the management Committee at an annual general meeting. Any such Member who is a corporate Member shall nominate an individual to serve as its representative on the management Committee'.

In order to allow representation from other stakeholder groups, such as the medical nutrition industry, pharmacists, a patient organisation and so forth, the Directors recommend that the Management Committee be increased to a maximum of fifteen (15) persons.

Following the proposed amendment, Article 32 (1) would read as follows:

'The Management Committee shall comprise not more than fifteen (15) persons being

- (c) The Directors and
- (d) Such members as are elected to the management Committee at an annual general meeting. Any such Member who is a corporate Member shall nominate an individual to serve as its representative on the management Committee'.

The resolution was passed.

c) Resolution 3

Article 68 of the Articles of Association currently reads:

'A notice may be given by ISPEN to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would have been delivered in the ordinary course of post'.

The Directors wish to have the option of circulating notice of meetings by electronic mail to members who have submitted their electronic mail addresses to the company secretary.

Following the proposed amendment, Article 68 would read as follows:

'A notice may be given by IRSPEN to any member by any of the following means:

- (a) By personal hand delivery
- (b) By post to the member's registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would have been delivered in the ordinary course of post'.
- (c) By electronic mail to an electronic mail address previously supplied and verified by the member

9. Any other business

There was no other business.

10. Meeting conclusion

The first AGM of ISPEN hereby concluded.