INSTITUTE OF RISK MANAGEMENT
Company number 2009507

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Institute of Risk Management will be held on Thursday 5th December 2019 at 9.30 am, at the IEACW, 1 Moorgate Place, London, EC2R 6EA for the following purposes:

1. To receive an address from the Chair of the Board

2. Ordinary Resolutions
   - Resolution 1: To confirm the minutes of the previous AGM.
   - Resolution 2: To receive the Directors' Report, the Financial Statements and the auditor’s report for the year ended 30 June 2019.
   - Resolution 3: To re-appoint Haysmacintyre as auditors and to authorise the Board to determine their remuneration.

To note the appointment of Elected Directors, notification of which will be published on 22nd November 2019.

By order of the Board

Ian Livsey
Chief Executive
Monday 18th November 2019

Registered Office
2nd Floor, Sackville House,
143 - 149 Fenchurch Street
London EC3M 6BN

NOTE:
All Voting and Non-Voting members of the Institute are entitled to attend the meeting.

All Voting Members are entitled to vote, but only if duly registered and, where appropriate, all subscriptions and other sums currently due to the Institute have been paid. Non-Voting Members (Student Members, Affiliate Members and SIRMS) are entitled to attend, but may not vote.

All Voting Members of the Institute may appoint a proxy to attend and vote in their stead. A proxy form must be received at the office of the Institute or emailed to theirm@bhcsecretaries.co.uk no later than 9.30am on the 3rd of December 2019.
ORDINARY RESOLUTIONS

Resolution 1  Minutes of the last meeting
To confirm the accuracy of the minutes of the 2018 General Meeting.

Resolution 2  Directors’ Report, Financial Statements and Auditors report for the year ended 30 June 2019
The Board approved the Directors’ Report and Financial Statements on 10 October 2019. A copy is available for reference and download via the IRM’s website.

Resolution 3  Appointment of Auditors
Haysmacintyre LLP has indicated their willingness to be appointed as auditors for the coming year.

IRM Chair and Deputy Chairs
The Board has elected: Iain Wright to serve as Chair and Anita Punwani to serve as Deputy Chair, together with Clive Thompson, who will continue to serve as Deputy Chair this year.

Notes on Voting Members (as per 3.4(a) of the Institute’s Articles of Association).

**Voting Members:** Individuals who have qualified by having been awarded either the Institute’s International Certificate in Risk Management or the International Diploma in Risk Management or who hold such other qualifications and/or experience as the Board may from time to time deem equivalent and are thereby entitled to use the designations Certificate Member of the Institute (IRMCert), Graduate Member of the Institute (GradIRM), Member or Certified Member of the Institute (MIRM/CMIRM) or Fellow/Certified Fellow of the Institute (FIRM/CFIRM)

Individuals who have been awarded Honorary Membership or Honorary Fellowship of the Institute by the Board in accordance with the criteria published by the Board from time to time.

**Non-Voting Members**
- **Student Members:** ie those members enrolled for any of the Institute’s qualifications or enrolled on a course approved by the Institute and not otherwise eligible to be Voting Members.
- **Affiliate Members:** ie those members who are employed in risk management or related disciplines including educators or writers who are not eligible for any other class of membership.
- **Technical Specialists (SIRM):** ie those individuals who can demonstrate specialist knowledge in a particular risk-related discipline through a minimum of five-years management work experience and have either obtained within the last ten years a recognised and relevant post-graduate level professional or academic qualification containing significant risk-related content or have successfully completed one of the institute’s specialist diploma modules.
INSTITUTE OF RISK MANAGEMENT
MINUTES OF THE ANNUAL GENERAL MEETING OF THE INSTITUTE
HELD ON 6 DECEMBER 2018 AT 9.00 AM
AT WILLIS TOWERS WATSON, 51 LIME STREET, LONDON, EC3M 7DQ

Present
Socrates Coudounaris (Chair) SC
Clive Thompson CT
Iain Wright IW
27 eligible voting members

In attendance
Ian Livsey, CEO IL
Anthony Cox, Finance Director AC
Chris Glennie, COO CG
Ibi Eso, Company Secretary IE

1.0 Welcome
CT welcomed everyone to the meeting and covered health, safety & welfare arrangements.

2.0 Chair’s Address
2.1 SC gave a report on the Institute’s activities during the year and the board’s aspirations for the Institute going forward. Questions were invited. There were none.

2.2 The meeting heard confirmation of publication of the notice and quorum at the meeting and were advised of five proxy votes received to be exercised by the Chair.

3.0 Minutes
It was proposed that the minutes of the annual general meeting held on 7th December 2017 be confirmed and this resolution was unanimously carried.

4.0 Director’s Report, Financial Statements & Auditor’s Report to 30th June 2018
4.1 IL gave a brief presentation on the financial performance of the Institute during the period under review. Questions were invited. There were none.

4.2 It was put that the Director’s Report, the Financial Statements and the Auditor’s Report for the year ended 30 June 2018 be received by the Members and the resolution was unanimously carried.

5.0 Re-appointment of Auditors
It was put that Kingston Smith LLP, having agreed to continue acting as auditors, should be re-appointed and the determination of their remuneration should be delegated to the directors. The resolution was unanimously carried.

6.0 Appointment of Technical Directors
6.1 It was proposed that Sarah Christman and Mark Clegg be appointed as Technical Directors to the board and the proposal was supported unanimously by the meeting and therefore carried.

6.2 The Chair also advised for information that Anita Punwani was appointed and Mark Matthews re-appointed as Elected Directors following an election process held prior to the meeting.

7.0 Amendments to the Institute’s Articles of Association

7.1 IW and CT gave a short presentation on the background and content of the proposed amendments, on which the membership had been consulted earlier in the year. A short question and answer session followed.

7.2 It was proposed that the regulations contained in the draft Articles of Association produced to the meeting and initialled by the Chair for the purposes of identification, be approved and adopted as the Articles of Association of the Institute in substitution for and exclusion of all existing Articles of Association and unanimously approved by the meeting.

8.0 Any other Business

There was no other business and the meeting closed at 9.25am

Signed

Date / / 

Chair
Institute of Risk Management
Instrument of Proxy

I (name)...........................................................................................................................................

of...................................................................................................................................................

being a member of the Institute of Risk Management entitled to vote at general meetings, hereby
appoint:

*The Chair of the meeting/the person named below:

(Name/address)................................................................................................................................

*delete as appropriate

as my proxy to vote for me and on my behalf either on a show of hands or by a poll ordered at the
Annual General Meeting of the Institute of Risk Management to be held on Thursday 5th December
2019 at 9.30 am, at the IEACW, 1 Moorgate Place, London, EC2R 6EA and at any adjournment thereof.

Please indicate with an 'X' in the relevant boxes below how you wish your votes to be cast.

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<thead>
<tr>
<th>Ordinary Resolutions</th>
<th>Yes</th>
<th>No</th>
<th>Abstain</th>
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<td>Resolution 1</td>
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Declaration

I have not submitted and will not submit any other appointment of a proxy on my behalf in respect of this meeting, save that I reserve the right to appoint a new proxy should the meeting be adjourned for thirty days or more.

Signature..........................................................Date.........................................................2019

Please return any completed forms to the office of the Institute or email to theirm@bhcssecretaries.co.uk no later than 9.30am on Tuesday 3rd December 2019.