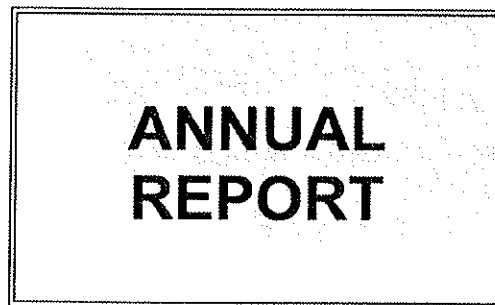




The Corporate Governance
Association of Ireland



2011

CGAI ANNUAL REPORT



CONTENTS

Chairman's Statement	3
Directors and Other Information	5
Operating Review	
• Financial Review	6
• Continuing Professional Development	7
• Events	7
• Special Interest Groups (SIGs)	9
• CGAI Website & Ezine	11
Directors' Appointments and Resignations	12
Directors' Attendance at Board Meetings	12
Directors' Report	13
Independent Auditor's Report	15
Financial Statements	
• Income and Expenditure Account	17
• Balance Sheet	18
• Cash Flow Statement	19
• Notes to the Financial Statements	20
Notice of Annual General Meeting	23

The Corporate Governance Association of Ireland (Guarantee company without a share capital (public))

Chairman's Statement

I am pleased to introduce the annual report of the CGAI for the year ended 30 September 2011. I was honoured to take over as Chairman in April, 2011 and would again like to record our thanks to Jerry Kelly for his inspiring leadership as inaugural chair during the formative years of the Association.

The year under review was another successful period for the Association, both as regards activities and finances. Both are reported in detail elsewhere and suffice to mention here that the Association remains very active in pursuing its objectives and has ended the period with a surplus of €20,398. The period also saw significant changes at Board level and a strengthening of governance process in a number of respects. In this context I want to thank Fergus Sheridan for his valued contribution from the outset and to welcome the arrival during the past year of Eilish Finan and Margaret Cullen onto the Board.

Our activities are the primary tangible output from our collective effort as an Association and also reflect the main benefit to members in return for their membership subscription and input to activities. The year 2010/11 was another successful period on this front, particularly with regard to the work of the SIGs and our programme of speaking/CPD events, both of which are reported separately. In particular, the SIGs in the Charity/Voluntary and Financial Services Sectors were very active and I would like to convey our appreciation to the Chairs and Members of both. Events were well attended, thanks to a terrific line-up of speakers, teamed with good organisation, hosting and an enthusiastic audience on all occasions. Again, our thanks are due to all involved in their organisation and a particular word of appreciation to our speakers: Mr. Brendan Drumm, Det. Chief Supt. Eugene Corcoran, Mr. Kieran McGowan and Mr Frank Daly, whose willingness to share their thoughts and respond to questions on an 'in-lodge' basis makes these events special.

We also had a second outing for the Annual Debate with the Smurfit School Team. This has proved to be an attractive and worthwhile event for members and current students on the CG Programme alike. The hosting and joint organisation of this event is one of the benefits of our continuing partnership with the Centre for Corporate Governance at UCD and I take this opportunity to express our appreciation to Prof. Niamh Brennan and her colleagues at the Centre for their continuing support. Our thanks are also due to David Duffy for stepping into the Chair role so ably.

The last Annual Report made reference to the establishment of a sponsorship relationship with four new strategic partners: A&L Goodbody, Arthur Cox, Grant Thornton and PwC. This set of relationships has bedded in well during the period under review. The Board continues to liaise with our partners on broadening the relationship into other areas, with the aim of strengthening the profile of the Association. Details of the financial support provided are reported separately and the reserves, now building as a direct result of this level of sponsorship, establish a sound financial basis for the Association for the immediate future. However, the Board is concerned that more attention will need to be given to medium-term sustainability on some self-funding basis.

While the Association continues to make a significant contribution to the promotion of good governance, through its contribution to policy thinking and the continuing professional development of its members, much more remains to be done. Given the changes which have taken place in the CG landscape since the formation of CGAI, we need to consider afresh how we can collectively achieve greatest impact. The strategy session at our forthcoming CPD Event on 26 April will provide an opportunity to look ahead and determine best positioning for CGAI into the future and the degree of participation by members which will be required to give meaningful effect to our ambitions as an independent Association. This will be an important occasion in

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

Chairman's Statement (continued)

setting future direction and I would urge all members to do their best to be present, to participate in the debate and to offer their active support in following through on the decisions made.

I wish to put on record my appreciation of the effort and commitment made by so many people towards the on-going development of the CGAI. In addition to those already mentioned, I want to acknowledge the huge, and often invisible, contribution made by members of the Board and also the sterling performance by Paul White as Executive Director, all of whom continue to contribute generously to the on-going management and development of the Association. I also want to acknowledge the active input by Paul Turpin, Alan Wallace and Conall Lavery on the editing and production of the eZine as well as Conall's on-going attention to the web-site.

Finally, a particular word of thanks to our Honorary Secretary since 2007, Mary Flaherty, who fulfilled her duties so ably, our current Secretary Amhairgín Ní Laoi and Honorary Treasurer, Donnchadh Ó Madagáin.

Michael Kelly.

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

Directors and Other Information

Directors	Michael Kelly – Chairman Margaret Cullen Éilish Finan Conall Lavery Alan McDonnell Amhairgín Ní Laoi Donnchadh Ó Madagáin Bob Semple
Secretary	Amhairgín Ní Laoi
Company Number	441154
Registered Office	Arthur Cox Building, Earlsfort Terrace, Dublin 2.
Auditors	Horwath Bastow Charleton, Chartered Accountants and Registered Auditors Marine House, Clanwilliam Court, Dublin 2.
Bankers	Allied Irish Bank, Dun Laoghaire, Co. Dublin.
Solicitors	Arthur Cox Solicitors, Earlsfort Terrace, Dublin 2.
Executive Director	Paul A. White
Family Business SIG	Alan McDonnell (Chairman), Jim Corbett, Catherine Corcoran, Alan Crosbie, Jacqueline Hall, Jerry Kelly, Collette Kirwan, Valerie Mulhall
Voluntary Sector SIG	Alan McDonnell (Chairman), Jim Corbett, Dermot Dwyer, Conall Lavery, Liam Marnane, Tom Quinn
Voluntary Hospital SIG	Bob Semple (Chairman), Emer Daly, Jerry Kelly, Terry McWade, Phil Shovlin
Financial Services SIG	Adrian Waters (Chairman), David Casey, Jerry Kelly, Werner Schwanberg, Fergus Sheridan, Paul Turpin

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

Operating Review

Financial Review

Result for the period

In the year under review income exceeded expenditure by €20,398 (€2,331 in 2010). The increased surplus is due to the kind sponsorship of our strategic partners. Total income for the year amounted to €38,476 (2010: €19,070), of which direct financial sponsorship from our strategic partners amounted to €16,000, member subscriptions were €15,915, and event income amounted to €6,561.

The cost of running the Association was €18,078 (2010: €16,739), which can be analysed under the following main headings:

- **Events for Members** – Events held during the period had a total cost to CGAI of €4,034 (2010: €4,623), towards which Members contributed €6,561 (2010: €4,670), resulting in a surplus of €2,527 (2010: €47). The hosting cost of two of the events held was borne directly by our strategic partners.
- **Public relations – Costs** of €4,860 (2010: €4,932) have been charged to the accounts in respect of public relations services and advice.
- **Web site costs** – Costs of € 683 (2010: € 711) were charged for the period in connection with maintenance of the CGAI website.
- **Insurance** – the annual cost of Directors & Officers liability insurance charged was € 1,171 (2010: € 1,245).
- **Other administration costs** – include audit fees and legal fees (company secretarial services from Arthur Cox).

Financial position at year end

At 30 September 2011 the CGAI was financially solvent with a reserve of € 26,099 (2010: € 5,701), comprising:

• Cash at Bank	€ 30,244
• Plus: - insurance & other prepayments	€ 1,906
• Less: - subscriptions prepaid for next year	(€ 1,700)
- accruals for costs due relating to the period	(€ 4,351)

Based on new and renewed subscription receipts since the year end, the CGAI expects to continue to be financially viable for the coming year. The continuing strategic partnerships with a number of professional firms should also ensure the CGAI remains on a healthy financial footing for the next few years.

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

Operating Review (continued)

Continuing Professional Development (CPD)

Members are reminded that they are required to complete 10 hours of relevant development each year, 6 hours of which should comprise actual attendance at events. Members should maintain a record of their CPD, which may be subject to periodic review by the CGAI. Most events organised by CGAI will qualify towards CPD – another good reason for Members to support such events.

Events

Five Members' events were held during our 2011 financial year

- October 14th 2010 – the annual “Great Debate” between the CGAI and UCD. The motion was *That the public perception of our governance standards has been tainted by a few rogues*

Proposing the motion for UCD were, Niamh Brennan, Margaret Cullen and Pierce Kent and opposing the motion for the CGAI were, John Healy, Fiona Ross and Alan Wallace. Our Chairman was David Duffy (Prospectus). It was a lively, informative and entertaining evening. The CGAI carried the motion.

- November 18th 2010 – a dinner event hosted by PwC at their offices at Spencer Dock, attended by the Managing Partner and other PwC Partners. We were honoured to have Prof Brendan Drumm, recent CEO of the HSE as our guest speaker.

Prof. Drumm addressed a number of governance issues he encountered in the HSE. From this analysis he identified some lessons for the future.

- January 18th 2011 – a breakfast meeting sponsored by A&L Goodbody and hosted by them at North Wall Quay. The Managing Partner and other A&L Partners joined us for the event.

Our Speaker was Det. Chief Supt. Eugene Corcoran, Head of the Criminal Assets Bureau. Eugene shared some very interesting insights and observations arising from the fallout and failure of corporate governance within high profile organisations in Ireland.

- March 24th 2011 – the spring dinner sponsored by Arthur Cox and attended by their Managing and Senior Partners.

Our speaker was Mr. Kieran McGowan, Chairman of CRH plc. and a non-executive director of Elan plc. Mr. McGowan is one of the most experienced directors among the directors of Irish plcs. Kieran shared his thoughts and observations from his experience of governance from both the public and private sectors.

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

Operating Review (continued)

Events (continued)

- September 22nd 2011 – a breakfast meeting sponsored by Grant Thornton and attended by their Managing Partner and several Senior Partners, at their Head Office at City Quay.

Our Speaker was Mr. Frank Daly, Chair of NAMA. Mr. Daly was appointed Chairman of the National Asset Management Agency (NAMA) by Ireland's Minister of Finance in December 2009. Mr. Daly delivered a paper on an outline of NAMA's governance arrangements and made some observations on corporate governance issues generally which were of interest and relevance to our members.

We thank all those sponsors and speakers who made all of our events so successful, we also thank all those members who attended and supported our events.

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

Operating Review (continued)

Special Interest Groups

The year saw the initiation phase of a new SIG and the concluding phase of another

Family Business SIG

The new SIG was established to define best practice in governance of family businesses. Initially the SIG started to develop a Code of Practice in the Governance of a Family Business but quickly changed direction to become less prescriptive and instead develop broad guidelines. Substantial progress ensued and guidelines took shape covering many of the unique characteristics of family enterprises.

Then the SIG's research brought into question if such guidelines, no matter how meritorious, would be adopted if they were presented to the family business community by technical governance 'experts' such as the CGAI rather than members of business families themselves. The SIG concluded that if the governance guidelines were to eventually gain traction they should be seen to be developed 'by families, for families' and borne out of real life experience.

This brought the SIG to search for an appropriate representative body of family firms who could champion their cause and take ownership of the guidelines with the CGAI playing a supportive technical role. Alas, the SIG found there is no such body serving this role and are currently looking for other solutions.

Voluntary Sector SIG

The SIG, reaching its concluding phase, is involved in the development of the Governance Code for the Voluntary, Community and Charity sector. This SIG has been underway for over two years and has represented the CGAI on a working group of representative bodies in the sector. This working group was also strongly determined to develop a code 'for the sector, by the sector' to ensure affinity, buy-in and ownership when published.

This Code, which can be accessed here www.governancecode.ie, is in the process of being rolled-out in a 'soft launch' which will see the representative bodies recruiting their key members as strategic 'early adopters' to subscribe and implement the Code. National public launch is planned for mid 2012 when the early-adopters will be rolled out as case studies of real life experience to be shared with their peers.

The experience gleaned from the work of CGAI's SIGs is quite profound. Our mission is to promote best practice in corporate governance in Ireland. We have learned through our work on the SIGs that this can best be done by not being overly prescriptive and imposing standards on sectors but by being humble and respectful of primary players and seeking to offer our supportive technical expertise in defining such standards.

Voluntary Hospital SIG

The SIG decided that a survey of current governance in hospitals would establish a solid foundation for a voluntary Code of Practice that embraced both general developments in governance and the specific needs of hospitals in relation to clinical governance. After preliminary discussions with two Hospital Chief Executives and with senior figures in the HSE, it was decided to postpone conduct of the survey pending the major changes underway in the health sector (notably, the proposal to establish Trusts for groups of hospitals). It is planned to review developments in the coming financial year and to consider restarting the SIG at that point.

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

Operating Review (continued)

Financial Services SIG

Further to the publication of the CGAI's guidance for directors of investment funds, the SIG has actively responded to invitations to submit comments on various proposals to the Central Bank. The CGAI board decided to broaden the terms of reference of the SIG to make it a Financial Services SIG. The SIG prepared CGAI's response to the proposals from the Central Bank in respect of directors of regulated financial services firms. At year end plans were underway to invite members to join a re-structured SIG with membership representative of the broader remit of the SIG.

We are very aware that SIG work can call for resilience and determination and we greatly respect these SIGs for demonstrating those qualities. On behalf of the CGAI, the Board would like to recognise and thank the members of these SIGs for their tireless work in promoting our mission.

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

Operating Review (continued)

CGAI Website

During the year the discussion forum on the Association's website was taken down as it was not being used by the members. A LinkedIn Group was launched which caters for discussion. Membership of this group is limited to membership of the CGAI. All members were invited to join and to date there are 49 members registered and there is more discussion and sharing of information taking place in this forum.

eZine

The editorial team of Paul Turpin, Alan Wallace and Conall Lavery continue to look for content on local corporate governance issues from the membership. All contributions are gratefully accepted and we expect some articles from those who have not yet contributed especially new members.

It is planned to change the look and feel of the eZine when the new website is launched in January 2012.

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

**Directors' Appointments, Resignations and
Attendance at Board Meetings**

Directors' Appointments and Resignations

Directors	<p>Mr. Jerry Kelly – Chairman (resigned 31/3/11)</p> <p>Mr. Michael Kelly – Chairman (appointed 1/4/11)</p> <p>Dr. Margaret Cullen (co-opted 13/6/11)</p> <p>Ms. Éilish Finan (co-opted 13/6/11)</p> <p>Ms. Mary Flaherty (resigned 16/2/11)</p> <p>Mr. Conall Lavery</p> <p>Mr. Alan McDonnell</p> <p>Ms. Amhairgín Ní Laoi (co-opted 16/2/11, appointed AGM 2011)</p> <p>Mr. Donnchadh Ó Madagáin</p> <p>Mr. Bob Semple</p> <p>Mr. Fergus Sheridan (resigned 13/6/11)</p>
------------------	---

Directors' Attendance at Board Meetings

Name	Number of Meetings Held during the period the Director was on the Board	Number of Meetings Attended during the period the Director was on the Board
Mr. Jerry Kelly	4	4
Mr. Michael Kelly	7	7
Dr. Margaret Cullen	1	1
Ms. Éilish Finan	1	1
Ms. Mary Flaherty	3	2
Mr. Conall Lavery	7	7
Mr. Alan McDonnell	7	7
Ms. Amhairgín Ní Laoi	4	4
Mr. Donnchadh Ó Madagáin	7	6
Mr. Bob Semple	7	7
Mr. Fergus Sheridan	6	5

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

Report of the Directors

The directors present their report and the financial statements for the year ended from 30 September 2011.

Directors' Responsibilities

The directors are responsible for the preparation of the financial statements in accordance with applicable law and the accounting standards issued by the Accounting Standards Board and promulgated by the Institute of Chartered Accountants in Ireland (Generally Accepted Accounting Practice in Ireland). The directors are required to prepare financial statements on a going concern basis which give a true and fair view of the state of affairs of the company and of the income and expenditure of the company for the year. In preparing the financial statements, the directors are required to select suitable accounting policies and then apply them consistently and to make judgements and estimates that are reasonable and prudent. The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to ensure that the financial statements comply with the Companies Acts 1963 to 2009. To ensure that proper books and accounting records are kept in accordance with Section 202 Companies Act, 1990, the company has maintained appropriate accounting systems. The books of account are maintained at the company's registered office, situated at Arthur Cox Building, Earlsfort Terrace, and Dublin 2. The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Business Review and Future Activities

The principal activity of The Corporate Governance Association of Ireland is to promote best practice in governance across the commercial, public and voluntary sectors by developing Codes of Good Governance in partnership with like minded organisations, providing candidates for board positions, and facilitating the ongoing professional development of members.

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

Report of the Directors (continued)

Results for the period and state of affairs as at 30 September 2011

The results and appropriations are summarised as follows: -

	€
Excess of income over expenditure for the period	20,398
Balance at the beginning of the period	<u>5,701</u>
Balance at end of period	<u>26,099</u>

Dividends

The company is a not for profit company and clause 6 of the Memorandum and Articles of Association expressly forbids any form of distribution to the members of the company.

State of Affairs and Events since the Balance Sheet date

There have been no important events since the year end, which would have an impact on the financial position at 30 September 2011.

Directors and their interests

The present membership of the board is set out on page 5.

Éilish Finan and Margaret Cullen were appointed as directors of the company on 13 June 2011. On the same date Fergus Sheridan resigned as director of the company. On 31 March 2011 Jerry Kelly resigned as Chairman of the Board. On 1 April 2011 Michael Kelly was appointed as Chairman of the Board.

Principal Risks and Uncertainties

Under Irish company law, the company is required to give a description of the principal risks and uncertainties which it faces.

As the Corporate Governance Association of Ireland is a not-for-profit entity, most normal business risks do not apply. The board seeks to ensure that the costs of events and other expenditure incurred are fully covered in advance by way of member subscriptions and/or sponsorship. The board are satisfied that there are no material risks applying to the activities of the company at this time, but will continue to regularly review this situation.

Auditors

Horwath Bastow Charleton are eligible, and have expressed their willingness to continue in office in accordance with Section 169(2) of the Companies Act 1963.


Director


Director

Date: 5/4/12

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

Independent Auditor's Report to the members on the audited financial statements of The Corporate Governance Association of Ireland

We have audited the financial statements of The Corporate Governance Association of Ireland on pages 17 to 22, which have been prepared under the historical cost convention, and the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 193 of the Companies Act, 1990. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described on page 5 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and the accounting standards issued by the Accounting Standards Board and promulgated by the Institute of Chartered Accountants in Ireland (Generally Accepted Accounting Practice in Ireland).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view, in accordance with Generally Accepted Accounting Practice in Ireland, and are properly prepared in accordance with the Companies Acts, 1963 to 2009. We also report to you whether in our opinion: proper books of account have been kept by the company; and whether the information given in the directors' report, is consistent with the financial statements. In addition, we state whether we have obtained all the information and explanations necessary for the purposes of our audit and whether the company's balance sheet is in agreement with the books of account.

We report to the members if, in our opinion, any information specified by law regarding directors' remuneration and directors' transactions is not given and, where practicable, include such information in our report.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatement within it.

Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

**Independent Auditor's Report to the members on the audited financial
statements of The Corporate Governance Association of Ireland**

Basis of opinion (continued)

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion, the financial statements give a true and fair view, in accordance with Generally Accepted Accounting Practice in Ireland, of the state of the company's affairs as at 30 September 2011 and of its result and cash flows for the period then ended and have been properly prepared in accordance with the Companies Acts 1963 to 2009.

We have obtained all the information and explanations that we consider necessary for the purposes of our audit. In our opinion, proper books of account have been kept by the company. The balance sheet is in agreement with the books of account.

In our opinion, the information given in the directors' report on pages 13 to 14 is consistent with the financial statements.

Signed: _____

For and on behalf of

**Chartered Accountants and Registered Auditors
Marine House
Clanwilliam Court
Dublin 2**

Date:

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

**Income and Expenditure Account
for the year ended 30 September 2011**

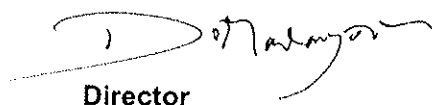
Continuing operations

	Notes	2011 €	2010 €
Income	4	38,476	19,070
Expenditure	8	<u>(18,078)</u>	<u>(16,739)</u>
Excess of income over expenditure	5	20,398	2,331
Taxation	7	<u>-</u>	<u>-</u>
Excess of income over expenditure for the year	10	<u>20,398</u>	<u>2,331</u>

There are no recognised gains or losses other than the income and expenditure for the above financial period.

The notes on pages 20 - 22 form an integral part of the financial statements.

The financial statements were approved and authorised for issue by the board of Directors on 14 March 2012 and signed on its behalf by


Director


Director


**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

Balance Sheet as at 30 September 2011

	Notes	2011 €	2010 €
Current Assets			
Cash at bank and in hand		30,244	11,609
Prepayments		1,906	615
		<u>32,150</u>	<u>12,224</u>
Creditors: amounts falling due within one year	9	<u>(6,051)</u>	<u>(6,523)</u>
Net Current Assets		<u>26,099</u>	<u>5,701</u>
Total Assets Less Current Liabilities		<u>26,099</u>	<u>5,701</u>
Reserves			
Income and expenditure account		26,099	5,701
Reserves	10	<u>26,099</u>	<u>5,701</u>

The notes on pages 20 - 22 form an integral part of the financial statements.

The financial statements were approved and authorised for issue by the board of Directors on 14 March 2012 and signed on its behalf by


Director


Director

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

Cash Flow Statement for the year ended 30 September 2011

		2011	2010
	Notes	€	€
Net cash inflow/(outflow) from operating activities	11	<u>18,635</u>	<u>(2,561)</u>
Increase/(decrease) in cash for the year	11	<u>18,635</u>	<u>(2,561)</u>

Reconciliation of Net Cash Flow to movements in Net Funds

		2011	2010
		€	€
Increase/(decrease) cash for the year	12	18,635	<u>(2,561)</u>
Net funds at beginning of year	12	<u>11,609</u>	<u>14,170</u>
Net funds at end of year	12	<u>30,244</u>	<u>11,609</u>

The Corporate Governance Association of Ireland (Guarantee company without a share capital (public))

Notes to the Financial Statements

1. Legal Status of Company

The Corporate Governance Association of Ireland is a company incorporated under the Companies Act 1963, without share capital, the liability of which is limited by the guarantee of its members, such amount as may be required, but not exceeding €1.00. The company is a not-for-profit company and its Memorandum and Articles of Association expressly forbids any form of distribution to the members of the company.

2. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

2.1. Basis of preparation

The financial statements have been prepared in accordance with accounting standards generally accepted in Ireland and the Companies Acts 1963 to 2009. Accounting Standards generally accepted in Ireland in preparing financial statements giving a true and fair view are those published by the Institute of Chartered Accountants in Ireland and issued by the Accounting Standards Board.

2.2. Income

Subscriptions are recognised on an earnings basis.

Sponsorship, Event, and Other income is recognised on a receipts basis.

3. Going concern

The directors have satisfied themselves that the company's financial statements should be prepared on a going concern basis as they are financially solvent at the year end and expect to continue to be financially viable for the coming year.

4. Income

	2011	2010
	€	€
Income is comprised of:		
Subscriptions	15,915	13,900
Sponsorship	16,000	-
Event & other income	6,561	5,170
	<u>38,476</u>	<u>19,070</u>

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

Notes to the Financial Statements (continued)

5. Excess of income over expenditure	2011	2010
	€	€
Excess of income over expenditure is stated after charging:		
Auditors' remuneration	<u>2,694</u>	<u>2,675</u>
6. Staff and staff costs		
The company had no employees during the period. The directors receive no remuneration. The Executive Director serves on a pro bono basis.		
7. Taxation		
In accordance with the Taxes Consolidation Act, 1997, the company is exempt from corporation tax on its ordinary activities on the basis that any surplus arising from is derived from business done with its members.		
8. Expenditure	2011	2010
Expenditure is comprised of:	€	€
Event costs	4,034	4,623
Website development	683	711
Publication & other SIG related costs	462	-
Legal costs	3,374	2,460
Public relations	4,860	4,932
Directors & officers liability insurance	1,171	1,245
Audit fees	2,694	2,675
Other Miscellaneous costs	738	-
Bank charges	62	93
	<u>18,078</u>	<u>16,739</u>
9. Creditors: amounts falling due within one year	2011	2010
	€	€
Prepaid subscriptions	1,700	1,400
Accruals	4,351	5,123
	<u>6,051</u>	<u>6,523</u>

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

Notes to the Financial Statements (continued)

10. Reconciliation of movements in reserves	2011	2010	
	€	€	
Excess of income over expenditure	20,398	2,331	
Opening reserves	5,701	3,370	
	<hr/>	<hr/>	
Closing reserves	26,099	5,701	
	<hr/>	<hr/>	
 11. Reconciliation of excess income to net cash inflow from operating activities			
	2011	2010	
	€	€	
Excess of income over expenditure	20,398	2,331	
Decrease in creditors	(472)	(4,892)	
Increase in prepayments	(1,291)	-	
Net cash inflow/(outflow) from operating activities	<u>18,635</u>	<u>(2,561)</u>	
	<hr/>	<hr/>	
 12. Analysis of changes in net funds			
	Opening Balance	Cash flows	Closing Balance
	€	€	€
Cash at bank and in hand	<u>11,609</u>	<u>18,635</u>	<u>30,244</u>

13. Approval of financial statements

The directors approved the financial statements and authorised them for issue on 14 March 2012.

**The Corporate Governance Association of Ireland
(Guarantee company without a share capital (public))**

Notice of Annual General Meeting

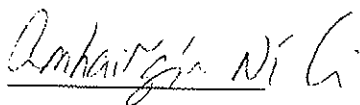
NOTICE IS HEREBY GIVEN that the Annual General Meeting of The Corporate Governance Association of Ireland will be held at the Radisson Blu Hotel, St. Helen's, Stillorgan Rd., Blackrock, Co. Dublin on the 26th April 2012 at 1:30 pm for the following purposes:

As Ordinary Business:

1. To receive and consider the financial statements for the year ended 30 September 2011 and the report of the directors and the auditors.
2. Conall Lavery and Alan McDonnell to retire from the board.
3. In accordance with the Articles of Association Michael Kelly to retire by rotation from the board and being eligible offer himself for re-election.
4. In accordance with the Articles of Association Margaret Cullen and Éilish Finan, having been co-opted to the board since the last AGM retire, and being eligible offers themselves for election.
5. In accordance with the Articles of Association nominees to vacant Board positions being eligible offer themselves for election.
6. To authorise the directors to fix the remuneration of the auditors for the year ending 30 September 2012.
7. To transact any other ordinary business of the Company.

Dated this 5th day of April 2012

By order of the Board



Amhairgín Ní Laoi

Secretary

Registered Office

The Corporate Governance Association of Ireland
Arthur Cox Building, Earlsfort Terrace, Dublin 2