An Coimisiún Toghcháin
The Electoral Commission

# In the matter of the Electoral Reform Act, 2022

# And in the matter of sections 47, 50 and 51 of the Electoral Reform Act, 2022

# And in the matter of an appeal by Justin Barrett under S.51 of the Electoral Reform Act, 2022

# Decision of the Board of An Coimisiún Toghcháin

19 September 2025

IN THE MATTER OF THE ELECTORAL REFORM ACT, 2022

AND IN THE MATTER OF SECTIONS 47, 50 AND 51 OF THE ELECTORAL REFORM ACT 2022

AND IN THE MATTER OF AN APPEAL BY JUSTIN BARRETT UNDER S.51 OF THE ELECTORAL REFORM ACT, 2022

**DECISION OF THE BOARD OF AN COIMISIÚN TOGHCHÁIN**

1. Section 47 of the Electoral Reform Act 2022 ("the Act of 2022") requires certain details of a political party to be entered in the Register of Political Parties ("the Register"). The registration details may be changed on application to the Registrar of Political Parties in accordance with s.50 of the Act.

2. By reason of s.51, an appeal lies to the Board from a decision of the Registrar, and the decision of the Registrar does not have effect pending the determination of such appeal.

3. This decision of the Board is given under s. 51 of the Act in an appeal from the decision of the Registrar of 12 February 2025 to allow certain amendments of the particulars of the National Party ("the Party"). The appeal in writing stating the grounds of appeal was made by Justin Barrett

in a letter dated 10 March 2025 addressed to the Chairperson and met the statutory conditions. The receipt of the appeal was duly notified to the Registrar and a notice published in *Iris Oifigiúil* in accordance with s.50(3)(f).

4. In compliance with its statutory obligations, The Board has had regard to the grounds of appeal, the documentation furnished, and the information available to the Registrar. The appeal and associated documentation were furnished to the organisers[1]which furnished a response dated 14 July 2025 with appendices. The Commission in exercise of its statutory power under s.50 of the Act sought and received further information from the organisers. Mr Barrett was given an opportunity to respond. The submission closed on 9 September 2025

5. The organisers deny that Mr. Barrett has standing to appeal and reject all grounds advanced.

6. It should be noted that by s. 50(4)(d) of the Act of 2022 the decision of the Commission is final and binding.

[1] So called in the interest of objectivity

**The application to amend**

7. On 20 October 2024, Mr Paul Conroy made on behalf of the Party, an application under section 50 of the Act of 2022 to amend the particulars of the original 2019 entry for the Party in the Register.

8. The application followed a meeting, described as an AGM, held on 19 October 2024 in which a number of resolutions were passed. These included resolutions material to this appeal to elect members of the National Directorate of the Party, and a resolution to apply to the Registrar to amend certain of the particulars of the entry in the Register.

9. The relevant particulars in the Register sought to be amended are those of the accounting unit of the Party, the new address of the Party and the change of statutory authorised officers.

10. Notice of the intention to convene the meeting at which these resolutions were passed comprised of the following: an email to members and lapsed members indicating that a meeting was intended to be held on "the weekend of 19 October 2024" at an unidentified address in Co Dublin, and which asked members to register interest if the recipient "would like to attend". A reply to the email was indicated as the means by which the

recipient could register an interest in attending. The email was headed "notice of the National party AGM 2024"

11. The agenda for the meeting was "outlined" as, the election of a national directive consisting of up to 12 members, and "AOB" (any other business). The notice also indicated that only fully paid-up members of the Party could attend, vote or stand in the election. Details of how to renew party membership and to check whether membership was up to date were set out in the notice.

12. A public notice of the AGM was posted on the party's website, but this stated that the meeting was to be held "in the coming months" in identical or broadly identical form. A press release of 6 October 2024 said the meeting was proposed to be held "before the end of the month". The organisers say the notice was widely disseminated. The relevant factor is that no exact date, time or venue was mentioned in any of these communications, which asked those interested in attending to notify the organisers.

**The decision of the Registrar**

13. The Registrar in his decision of 12 February 2025, concluded that he proposed to make the amendments as he was satisfied that:

    (a) The AGM of the Party was validly called in accordance with its constitution;

    (b) Members of the Party were duly notified of the holding of the AGM, by means of the e-mail dated 30 September 2024, by notice posted on the website of the Party and by press release, dated 6 October 2024; and

    (c) The AGM was duly convened, and the application was made pursuant to a valid motion passed at the AGM.

**The appeal**

14. Justin Barrett, who claims to have been at the material times the President of the Party, by letter of 10 March 2025 appeals the proposal to amend the register.

15. Mr Barrett submits that the resolutions purported to have been carried at the meeting are invalid as the meeting was not validly convened and was improperly conducted. He argues that:

(a) The President of the Party has exclusive power under the Party's constitution to call an annual general meeting of the Party, and he therefore submits that the meeting held on 19 October 2024 was not validly called;

(b) The notice of the proposed meeting was not adequate as it was in the form of a request that those notified give an expression of intention to attend, but that no details were contained in the notice of the time or place of the meeting;

(c) It is not clear what membership list of the Party was used to give notice of the meeting; and

(d) The meeting of 19 October 2024 was not conducted in a proper manner, including that a list of those who attended was not maintained, and that entrance to the meeting was strictly controlled by the meeting's convenors.

**The power of the Board to determine an appeal**

16. Whilst the legislation vests in the Commission the power to determine an appeal from the Registrar, and whilst under section 50(7) the Commission has power to resolve any "doubt dispute or question arising in connection with the particulars required to be entered in the register" the Commission is limited by the general law which precludes any attempt to exclude the supervisory role of the High Court, and the limitations on it as an

adjudicative body when it is called upon to resolve disputed questions of fact.

17. The Board is conscious of the limits on its power to determine contested matters of fact[2], but considers that it can determine the present appeal within the parameters of its statutory role under the Act of 2022 on the basis of certain agreed facts and the established principles of law that apply to unincorporated associations. It has concluded that in the present circumstances, and for the reasons that appear in this decision, that it does not have to resolve any conflicts of facts and/or interpretations between Mr Barrett and those who were involved in organising and conducting the meeting held on 19 October 2024.

18. In this respect, having considered the basis for the application made to the Registrar, the decision of the Registrar, the grounds on which Mr Barrett

[2] In *Loftus and Ors v Attorney General* [1979] IR 211 the Supreme Court decided that the statutory Register of Political Parties is constitutionally permissible. The Court also decided that the statutory powers concerning the registration of political parties must be carried out judicially, that the legislation did not involve any attempt to exclude the "review or supervision" of the courts. See the decision of the Supreme Court in *Zalewski v Workplace Relations Commission.*

See generally the Law Reform Commission's 2022 *Consultation Paper on Liability of Clubs, Societies and Other Unincorporated Associations* (LRC CP 68-2022), available at https://www.lawreform.ie/_fileupload/consultation%20papers/LRC%20-%20CP%2068%202022%20Full%20Text%20W%20Cover.pdf

has appealed to the Commission, the response by the organisers and the documentation furnished, the Commission considers that issues that arise for determination are:

(a) Whether the president of the Party has exclusive responsibility under the Party's constitution to call an annual general meeting of the Party;
(b) Whether reasonable notice was given to the Party membership, which included Mr Barrett, of the Party's annual general meeting, including the date and location;
(c) Whether reasonable notice was given of the subject matter of the meeting;
(d) Whether it was reasonable for the organisers of the annual general meeting to limit attendance to current "paid up" members; and
(e) Whether the conduct of the meeting met reasonable requirements for the holding of an annual general meeting.

**The law relating to unincorporated associations**

19. A political party is an unincorporated association, subject to some statutory regulation. An unincorporated association is based on a mutual

contract between the parties, as explained by the Supreme Court in *Dunne v. Mahon*[3]

20. One of the cases cited by the Supreme Court in *Dunne v Mahon*, in support of the long-established definition of an unincorporated association, was the 1981 decision of the Court of Appeal of England and Wales in *Conservative and Unionist Central Office v Burrell.*[4] Lawton LJ, stated that an unincorporated body consists of:[5]

> *"two or more persons bound together for one or more common purposes, not being business purposes, by mutual undertakings each having mutual duties and obligations, in an organisation which has rules which identify in whom control of it and its funds rests and on what terms and which can be joined or left at will."*

21. Because of the contractual foundation on which an unincorporated association is established and its business conducted, the members of an organisation have the right to participate in its decision-making processes, and the officers of the association have an obligation as fiduciaries to facilitate their right to so participate. The officers of the association act in good faith, avoid conflict of interest and are treated as having fiduciary

[3] 2012] IEHC 412, [2014] IESC 24, [2014] 2 IR 337 (SC).
[4] [1981] EWCA Civ 2, [1982] 1 WLR 522.
[5] [1982] 1 WLR 522, at 525.

obligations akin to those of trustees. This was analysed in the *Sinn Fein Funds*[6] case which is further considered below.

**The Party's constitution and the requirement for the holding of an AGM**

22. The first two issues raised in this appeal to the Board relate primarily to whether the meeting of 19 October 2024 was validly called, and these resolve themselves to two issues: first, who had authority to convene the meeting and second, whether reasonable notice of the meeting was communicated to all those entitled to attend.

23. On the first ground of appeal, Mr Barrett argues that the only person entitled to convene an AGM under the constitution of the Party is the President of the Party in consultation with the National Directorate. The organisers argue that this view is not borne out on a true interpretation of the constitution.[7]

24. The constitution of the party is somewhat contested, but the uncontested material constitutional provision, whilst it gives the President of the party the exclusive power to call an EGM, makes no provision regarding who has the power to call an AGM.

[7] The precise version of the constitution that is material is contested but nothing arises therefrom for the purpose of this decision.

25. The meeting itself purported to be an AGM, and the Commission sees no reason to treat the meeting as other than an AGM in the circumstances. The notices publicly available before the meeting of The Party held on 19 October 2024, including the notices on the website of The Party, clearly stated that the meeting was the annual general meeting of The Party.

26. Insofar as Mr Barrett asserts that the meeting on 19 October 2024 was an EGM, the Board rejects this proposition.

27. The resolution of this ground is found in an analysis of the constitution of the National Party. The constitution is a short document of 2 pages, but it nonetheless includes a number of provisions that assist in clarifying the significant role of the President of the Party. It also provides useful discussion of the distinctions between the roles of the President concerning:

    (i) The Annual General Meeting (AGM): the Party constitution is silent as to who may call the AGM of the Party;

    (ii) An Extraordinary General Meeting (EGM) of the Party: the Party Constitution expressly states that only the President may call an EGM; and

(iii) Overall day-to-day decision making for the Party: The Party Constitution expressly states that the President is authorised and responsible, in consultation with the National Directorate, for overall day to day decision making.

28. The Party constitution therefore is clear that only its President may call an EGM of the Party. Under the constitution an AGM must be held not more than five years apart, and the National Directorate is elected at the AGM by a majority of those present. There is nothing that expressly confines or limits the power to call an AGM to the President. The President does have what is called "overall day-to-day decision-making", again in consultation with the National Directorate, and the President has the power to accept or refuse ordinary membership applications and may terminate membership.

29. If formal legal interpretive principles were to be applied to interpreting the text of the Party constitution, it might be appropriate to apply the principle *expressio unius est exclusio alterius*, that where one matter is expressly stated, it excludes an alternative meaning where the same matter is not expressly mentioned.

30. On this analysis, it could be said that if the Party constitution had intended to confer the power to call an AGM on the Party President alone, this could easily have been stated, as it was in connection with the expressly stated power to call an EGM. An application of the principle of *expressio unius est exclusio alterius* would suggest that absent express provision, the Party President does not have the exclusive power to call an AGM.

31. But the case law concerning the operation of an unincorporated associations such as a political party is clear that formal legal interpretive principles are not always applicable to the interpretation of their constitutions or rules, as many such governing documents have not been drafted by lawyers.

32. The High Court of England and Wales in *Re GKN Sports Club*[8] is the leading case on the applicable principles and has been quoted with approval in Irish cases. There Megarry V-C, stated

> *"In such cases [involving clubs], the court usually has to take a broad sword to the problems and eschew an unduly meticulous examination of the rules and resolutions. I am not, of course, saying that these should be ignored; but usually there is a considerable*

[8]1982 1 WLR 774, at 776.

*degree of informality in the conduct of the affairs of such clubs, and I think that the courts have to be ready to allow general concepts of reasonableness, fairness and common sense to be given more than their usual weight when confronted by claims to the contrary which appear to be based on any strict interpretation and rigid application of the letter of the rules. In other words, allowance must be made for some play in the joints."*

33. This quotation was cited with approval by the Supreme Court in the Roadstone Sports and Social Club case, *Dunne v Mahon*.[9]

34. This persuasive authority leads the Board to the conclusion that it is appropriate to approach the interpretive question in this appeal on the basis of applying a reasonable and common-sense approach. The question is whether the reference in the Party's constitution to the Party President being responsible for the overall day-to-day decision making of the Party gives to its President the exclusive power to call an AGM of the Party.

35. It is arguable that the common sense meaning of "day to day" business is quite different from the decision to hold a general meeting, whether

[9] [2012] IEHC 412, [2014] IESC 24, [2014] 2 IR 337 (SC), at 351-352, para [31].

described as an AGM or an EGM. Day-to-day business are those activities carried out on a daily or weekly basis, or at least in a routine manner. In an incorporated company, day-to-day activities involve the management committee, and often sub-committees, carrying out standard activities, such as developing policies, issuing media statements, selecting candidates, and fundraising. In other words, these types of activities are those conducted on an almost continuous basis in a given week, or month or year.

36. No doubt, day-to-day activities can involve holding meetings in a given week, or month or year. But these will differ from a general meeting, whether an AGM or an EGM. In an unincorporated association the management committee or comparable body, such as the Party's National Directorate, and often sub-committees, will hold some meetings on a more or less regular basis to discuss projects or specific tasks. In addition, day to-day activities are also often carried out without any meeting at all: they can often be carried out by a single individual, for example, sending an email, and may be carried out away from headquarters.

37. By contrast, an AGM is a meeting of the membership of the entity concerned. Certainly, a general meeting that is referred to as an annual general meeting strongly suggests that this is a specific event with distinct

purposes such as: a review of the year's performance, including reports from key officials in the organisation, proposals and key plans for the coming year, and often the election and/or re-election of some or all officers for the coming year or years. And, even where a general meeting is referred to as an "extraordinary general meeting", it also must involve a meeting of the membership of the entity, though likely with a much more focused purpose than an annual general meeting.

38. Another common sense way of drawing this distinction between "day-to-day" activities and a general meeting is that the day-to-day activities are carried out throughout the year in a variety of ways, whereas a general meeting is a quite specific "event".

39. Further, the Party's constitution provides that an AGM must be held at least every five years and the holding of such a meeting could not be described as in any sense routine or a day-to-day event.

40. Section 45(c) of the Act of 2022 also supports this approach to the distinction to be drawn between "day-to-day" activities and general meetings. Section 45(c) provides that, the Registrar must ("shall") register a political party, provided that:

*"(c) the organisation and direction of the party are governed by a constitution, a memorandum of association or other such document or other written rules adopted by the party and which provide for:*

*(i) an annual or other periodic meeting or conference of the party, and*

*(ii) the conduct of the business of the party by an executive committee or similar body elected by the party."*

41. Section 45(c) of the Act of 2022 by reason of its reference to the conduct of the "business of the party" by an executive committee or similar elected body, by implication suggests that the calling of an AGM is different from the ordinary business of a party carried out by the executive committee or similar body.

**Decision on the first argument: who can call an AGM?**

42. In the light of the above the Board has concluded that the President of The Party does not have exclusive power to call the Party's annual general meeting.

**The second ground of appeal: was notice adequate?**

43. The constitution of the Party does not prescribe any notice period or procedure for notification of a meeting. Thus, one looks to the general law of unincorporated associations. The general law does not impose specific minimum requirements concerning the notice to be given in advance of holding a meeting, such as a minimum advance notice period or whether all members of the unincorporated association must always be notified. Instead, the requirement is that "reasonable notice" must be given.

44. Irish case law draws heavily from the analysis of the courts of England and Wales in support of this proposition.

45. In *John v Rees*[10], Megarry J referred to long-established case law that emphasised the need to give notice to all members of the unincorporated association, not just some members:[11]

> *"I also bear in mind the rule that, in general, a failure to give due notice of a meeting to even one member of a body who is entitled to attend invalidates the decisions of that body: see, for example, Smyth v. Darley (1849) 2 H.L. Cas. 789, concerning the election of an officer, and young v. Ladies' Imperial Club Ltd. [1920] 2 K.B. 523*

[10] 1970 Ch 345
[11] at 402.

*where an expulsion was in issue. Here, no notice of the second meeting [the HLLP re-organisation meeting] was given to a number of the members of the local Labour Party; and it is clear that this was due not to inadvertence or accident but to deliberation. It follows that the meeting was not validly constituted, and so its proceedings were void. In the words of Lord Campbell L.C. in Smyth v. Darley, at p. 803, 'even a unanimous election by those who did attend would be void.'"*

46. The test does not require attendance by all those notified: it requires that all those entitled to attend are notified.

47. The question to be determined is whether the "expression of interest" email sent to Mr Barrett and other members, or former members. constituted a notice to him of the meeting. Mr Barrett accepts that he did receive the notice, but says he chose not to respond or attend as he took the view that so doing would afford legitimacy to the organisers[12]. If it could be said that the email constituted notice, then his decision not to attend the meeting would not in itself invalidate that meeting.

[12] The Commission does not require to consider subjective motive as the it is concerned with objective reasonableness.

48. The different factors in the test for determining whether reasonable notice was given were discussed by the High Court of England and Wales (Megarry V-C) in *Re GKN Sports Club*.[13] The factors are to be analysed objectively and not judged on the basis of subjective motive or understanding. In summary, what is "reasonable" depends on a number of factors, including the significance of what is being considered, the urgency of the matters to be resolved and previous procedures or practices of the association, and must comply with the constitutional right to fair procedures.[14] Some of these factors are relevant in the present appeal, as will appear later in this decision. It is clear however that urgency could not be said to have been a material factor.

49. Further, the organisers owed a fiduciary duty to notify all those entitled to attend. The decision in the *Sinn Fein's Fund*[15] case involved a question of whether the fiduciary duty of the officers of an unincorporated association included a requirement to notify all its members of the intention to hold a meeting. The High Court (Kingsmill Moore J)

[13] [1982] 1 WLR 774. The *GKN Sports Club* case was discussed by the High Court (Hogan J) and, on appeal, by the Supreme Court in the Roadstone Sports and Social Club case, *Dunne v Mahon* [2012] IEHC 412, [2014] IESC 24, [2014] 2 IR 337 (SC), in the context of the separate question as to whether the club in question had effectively ceased to function.

[14] *Rodgers v Irish Transport and General Workers Union* [1978] ILRM 51 and *Doyle v Croke* (1988) 7 JISLL 150, both trade union cases, referred to on this point in *Kelly: The Irish Constitution.* Gerard Hogan, Gerry Whyte, David Kenny and Rachael Walsh (eds) *Kelly: The Irish Constitution* (5th ed, Bloomsbury Professional, 2018), at paragraphs [7.6.174]- [7.6.192].

[15] *Buckley & Ors v Attorney General & Ors* 1950 1 IR 67

considered that not all members of the pre-1922 Sinn Féin party had been notified of the holding of the 1923 Ard Fheis of the "new" Sinn Féin party, and this supported the Court's conclusion, along with other factors, that the 1923 Ard Fheis was not a valid meeting of the pre-1922 Sinn Féin party.

50. The notice of the meeting which the Party contended in its initial response was adequate in the circumstances was an email sent to Mr Barrett and other unidentified persons of the intention to hold a meeting on the weekend of 19 October 2024. The precise day, time or location of the meeting was not stated. Recipients were reminded that only paid-up members could attend, and those who had not paid their current subscription were reminded to do so. The email was an invitation to the recipients to indicate an intention or wish to attend.

51. A notice in broadly similar terms was posted on the website of The Party, was contained in a press release and, it seems, was shared widely on social media platforms. This was said to be done in order to encourage lapsed members or new members to consider attending.

52. The email, for the stated reason of data privacy[16] did not identify other recipients. The Board considers that it does not have sufficient information or uncontested facts to make a determination on whether all members were in fact notified but considers that it can determine the matters in the appeal without taking a view on this question as Mr Barrett is accepted as being a necessary notice party.

First, to deal with the preliminary issue of standing, all parties accept that Mr Barrett is a person to whom the "expression of interest" email was sent and was therefore either a member of the Party or, at the least, a lapsed member who could have become a "paid up" member by the time the meeting was held on 19 October 2024.

53. On that basis, Mr Barrett has standing to raise the net issue as to whether reasonable notice was given to the Party membership, which included Mr Barrett himself, of the Party's annual general meeting.

Whilst, as noted, there is no precise rule in the law of unincorporated associations as to the minimum information that must be provided in advance to members in order to constitute a "reasonable notice" at the very

[16] The commission does not require to resolve here the question of whether data protection legislation or regulation requires anonymisation in these circumstances

least the notice must give a precise date, time and place so that those entitled to be notified can attend, should they so wish.

54. The “expression of interest” email sent to Mr Barrett, or the “expression of interest” notice posted on the Party’s website did not include the day, start time, or the venue of the AGM.

55. The Commission considers that it could not be said that either the email, the notice on the website or the press release, whether separately or taken together, could be said to constitute reasonable notice of the AGM. Moreover, they are, in fact, expressed to be something quite different: they are requests to those to whom they are addressed – individuals in the case of the emails and the membership generally in the case of the public notice on the website – to express an interest in attending an annual general meeting.

56. The notice of 30 September 2024, and that shared in public fora, taken alone then was not in the view of the Commission sufficient to constitute reasonable notice in a number of respects. It contained no details of the exact date, time and venue of the meeting nor did it identify that a vote was intended on matters as important as the election of statutory nominated officers and the change of address of the party headquarters.

57. The Commission in exercise of its powers under section 50 of the Act of 2022 sought additional information or evidence from the organisers, asking for details of communications had with those who did express an interest or intention in attending the meeting between 30 September 2024 and 14 October 2024. The organisers in response to this request furnished a copy or sample communication dated late in the afternoon on 13 October 2024 which did provide a date, time and venue of the meeting and set out in some detail security precautions that were intended to be put in place.[17]

58. The names and addresses of the recipient are redacted but it is clear that there are several recipients, and more than a mere few.[18] The security protocols are set out in some detail and the email contains a request highlighted in bold that the venue details not be shared, discussed or posted online.

59. The organisers say that, based on previous practice and for reasons of security and logistics that the two-stage process of notification was appropriate and that assertion is to be tested objectively.

[17] It is unclear why the organisers did not furnish this sample communication at an earlier stage, and it was not amongst the documents considered by the Registrar.

[18] Mr Barrett says that it is apparent that the names were not redacted when sent and suggests that a "criminal act" was committed by the organisers by the disclosure. This is not a matter within the remit of the Commission. Mr Barrett does not say that the email was not sent.

60. The Commission notes that security was not offered initially to the Registrar or the Commission on this appeal as a justifying reason for the omission of key information on the first notification. We also note that the second email, which will be discussed further below, was furnished in response to a request for information from the Commission and did not appear to be furnished to the Registrar, notwithstanding the importance now been placed on that email.

61. However, on balance the Commission is satisfied that objectively there exists sufficient material in which it can conclude that the two-stage notification process adopted by the organisers provided sufficient and reasonable notice of the AGM.

62. Several factors are relevant to our conclusion:

63. First the appendices to the response show that notice sent to members for previous ard fheisseanna of the Party for the years 2017, 2019, 2020 2022 all adopted a similar two-stage notification process, where the first stage invited those interested in attending to express an interest in so doing. In *John v, Rees*[19] Megarry VC identified one relevant factor in the test of reasonableness as previous procedures or practices of an unincorporated

[19] above

association, and consideration of that factor therefore is justified on this authority.

64. Second, the organisers had on 10 October 2024 in an email to the Registrar outlined the proposed arrangements for the planned AGM which expressed security concerns, the stated obligation of the organisers to provide a duty of care to those attending, as well as logistical concerns as factors justifying the procedures adopted. These concerns were therefore in mind at the point when the meeting was planned.

65. Third, the organisers did, as a matter of law, have an obligation to exercise reasonable care for the safety of those attending, and some incidents at the last meeting of the Party in 2022 involved rather robust exchanges, beyond what might be expected at a meeting of a political party. At that event protesters disrupted a conference resulting in personal injuries and damage to property. The Commission does not on this appeal require to take a view as to whether it was likely that the meeting would in fact expose persons who attended to danger, and it is concerned with whether a reasonable basis existed for the approach of the organisers when tested objectively.

66. Fourth, Mr Barrett offers no evidence to support his argument that the meeting was "rigged" and involved a "coup", or that the membership list was incomplete or that certain persons, or groups of persons, his "supporters" were deliberately excluded. He offers not even one name or identifying feature of, or evidence from, a person who had wished to attend, but who arguably did not receive sufficient notice, or was otherwise excluded from notification. Nor does he offer evidence that any identified person was denied entry, nor of a person who had expressed interest in attending but did not thereafter receive the second communication where exact details of time, place and venue were given. The facts as presented by the organisers are uncontested in that no evidential challenge is tendered, and the Commission may, and does, draw an inference that the steps taken by the organisers were, on balance, reasonably sufficient to bring the intention to hold the meeting to those who wanted to attend.

67. The Commission has not found this decision easy and is not to be taken as accepting that the organisers were justified in not identifying to recipients at the first stage of the process the date and time of the meeting, even if the venue was not then publicised. More details could have been given in the first communication without security or logistical risk. The test at law is one of whether reasonable notice was given, so that the

persons entitled to attend, and to be informed of the meeting, had sufficient particulars to make an informed decision whether to attend. The test is not whether best or good practice was engaged. That type of scrutiny is a matter for regulation, whether statutory or otherwise, for inclusion in a comprehensive constitution of an unincorporated association and for its members. The constitution of the Party is lacking such detail, and the Commission is therefore entitled to draw an inference from the facts presented and the general law.

68. In that regard the Commission in examining the rules of an unincorporated association is not to apply the strict rules of interpretation applied to a carefully drafted legal document between commercial organisations, or to the wording of legislation, but instead should use general concepts of reasonableness, fairness and common sense. This is apparent from the decision of the Supreme Court in *Dunne v Mahon*[20] where it cited with approval the approach of the English High Court (Megarry VC) in *In re GKN Sports Club*,[21] who had used the phrase that "allowance must be made for some play in the joints".

[20] See above
[21] [1982] 1 WLR 774, at 776.

The Board does not in the circumstances consider that the two-stage process by which notice was given of itself could be said to invalidate the AGM.

69. Another consideration presents in the test of reasonableness. In *Re GKN Sports Club*,[22] it was held that whether notice was reasonable includes the significance of what is being considered.

70. The two agenda items for the AGM held on 19 October 2024 identified in each of these documents were:

> "1. The election of a National Directorate consisting of up to twelve members
>
> 2. Any Other Business"

71. The amending of the statutory particulars on the Register under the Act of 2022 clearly falls within the category of being a significant matter because of the importance of the Register as a public document which inter alia identifies the address of the party, and the names of its officers authorised to sign certificates authenticating the candidature of candidates for election.[23] But none of the public documents referred to above, nor

[22] [1982] 1 WLR 774.

[23] See chapter 6 of the Act of 2022.

the email sent to the Registrar on 10 October 2024, nor the record of the minutes of the AGM itself, notified attendees or potential attendees that a motion was intended to be brought to the meeting to amend the statutory particulars of the Register under the 2022 Act.

72. The Commission considers however that the agenda for the meeting did clearly set out that the proposed election of "up to twelve" members of the National Directorate. A person reading that agenda line item could reasonably have known that a new National Directorate could result in entirely new governance of the Party and a change of approach. The constitution of the Party does not require that a resolution at an AGM or EGM is required to nominate the statutory officers or change the Party registered address. No such requirement is found in the Act of 2022 or in the general law. Thus, a person reading the agenda could reasonably have known or expected that the new National Directorate could itself appoint new statutory officers and nominate a new registered office. The matters, whilst important, could reasonably have been seen as impliedly stemming from the election of a new National Directorate.

73. A person reviewing the "expression of interest" email or reading the notice on the website of the Party, or receiving the later notification said

to have been furnished to those who did express an interest in attending, could therefore have been in a position to come to an informed decision as to the importance of the matters intended to be discussed and resolved at the meeting and accordingly could have made an informed decision whether to attend or to express an intention to attend, and have known that a matter of such importance was to be dealt with at the meeting.

74. The notice did meet the legal test of reasonableness in those circumstances, albeit for the reasons already expressed regarding the best practice that might have been engaged, the notice was less than one might have hoped in a well organised political party

**Decision on the second argument: was reasonable notice given?**

75. Mr Barrett has standing to raise the net issue as to whether reasonable notice was given to the Party membership, which included Mr Barrett himself, of the Party's annual general meeting.

76. Reasonable notice in the sense in which this is explained in the legal authorities was given of the holding of the meeting held on 19 October 2024, and of the matters proposed to be resolved at that meeting.

77. The Commission therefore concludes that valid notice of the resolutions purported to have been passed at the annual general meeting of the Party held on 19 October 2024 was given to all persons entitled to attend, which included Mr Barrett, and consequently the resolutions passed at that meeting had legal effect.

78. The purposed EGM called by Mr Barrett and held online on 16 November 2024 was without authority, as the new National Directorate had authority in the internal governance of the Party by reason of the election held on 19 October 2024.

**Other matters in the appeal**

79. The Commission cannot resolve the issues raised by Mr Barrett in his appeal and subsequent submissions as to the membership list used for notification or as to the conduct of the meeting. He tenders no evidence to support his assertions and the general law precludes the Commission from the type of fact finding for which Mr Barrett contends.

## Conclusion

80. In conclusion the Commission dismisses the appeal of Mr Barrett. The amendments to the Register may now take effect at law.

Ms. Justice Marie Baker

Chairperson

An Coimisiún Toghcháin

19 September 2025