



# Rosslare Golf Club

## Joint Club Annual General Meeting

**Chaired by: Michael Roche**

**This meeting is facilitated by mywebinar.ie**

	<p>Thanks to all the staff for their commitment and dedication for the past twelve months.</p> <p>2021 also marked the retirement of Sean Sinnott following twenty-three years of unstinting service in the Burrow Course. He has been a wonderful ambassador for the club. He will be sorely missed. We wish well for the future and thank him sincerely for his dedication.</p> <p>Finally, thanks to the members of the MC for their hard work and dedication throughout the year.</p> <p>In conclusion, this meeting is convened and conducted under the Constitution and Standing Orders. For the avoidance of doubt any new rule or amended rule does not influence the conduct of the AGM Such new rules only come into force when the AGM is concluded. As this is a virtual meeting anyone with a question should type it into the chat box or raise a hand.</p>	
<b>Vote of Sympathy</b>	<p>A minute's silence was observed as a mark of respect to those members and friends who had died during the past year.</p> <p>Ar dhéis Dé go raibh a n-anamacha dílse</p>	
<b>Adoption of Standing Orders</b>	<p>Previously circulated.</p> <p>The Hon Secretary then adopted Standing Orders/Rules of Debate for the meeting.</p> <p>She advised the attendees that the meeting was being recorded for accuracy.</p>	<p>Approved by: Keith Deacon Seconded by: Michael Kearns</p>
<b>Adoption of Minutes: AGM 2020</b>	<p>Minutes of AGM 2020 had been previously circulated and were taken as read.</p>	<p>Approved by: Dorcas Maher Seconded by: Vandra Deacon</p>
<b>Matters Arising</b>	<ul style="list-style-type: none"> <li>• Clarification of error in Statement of Accounts re reseeding of Main Course should read €54,000 not €454,000 as stated</li> <li>• Where in the constitution does it state that motions carried only take effect at the conclusion of the AGM and do not have immediate effect? (See below for follow up)</li> </ul>	<p>Jim Cullimore</p> <p>Chat box Tim Cummings – unable to log on live</p>
<b>Statement of Accounts Hon Treasurer Sean Mernagh</b>	<p>The Statement of Accounts had previously been circulated including:</p> <ul style="list-style-type: none"> <li>➤ The Hon Treasurer's Report year ended September 30<sup>th</sup>, 2021</li> <li>➤ The Independent Auditor's Report</li> <li>➤ Income/Expenditure Account</li> <li>➤ Balance Sheet</li> <li>➤ Notes to the financial statements</li> <li>➤ Budget 2022</li> </ul> <p>The Hon Treasurer Sean Mernagh gave a more detailed account of the Club's finances for 2020.</p> <p>Income: €973,763 Expenditure: €652,085 Net Trading Surplus: €321,678 (Less Irrigation Phase 1 - €304,243 Overall surplus when all figures considered: Deficit €52,555</p>	

	<p>Questions from the floor: (Treasurer's response in red)</p> <ul style="list-style-type: none"> <li>How do we account for subscriptions? Subs are treated as income for calendar year as opposed to financial year (Sept 30<sup>th</sup>). Would it be more correct to treat income Oct -Dec as deferred income in balance sheet and consider for next year's accounts?</li> </ul> <p>Treasurer: Does not disagree but that income is minimal and will not seriously impact on overall balance sheet. To be discussed with incoming Treasurer.</p> <ul style="list-style-type: none"> <li>Breakdown of GF income Main V Burrow?</li> </ul> <p>Itemised on p10</p> <ul style="list-style-type: none"> <li>Thanks on behalf of members for great work over the years. Query the discrepancy in team expenses year on year? Are we still supported by sponsors or have we lost some?</li> </ul> <p>Very few Interclub matches in 2020 V 2021. Difficult times but support is generally constant. New sponsors have been sourced to compensate for losses.</p> <p><b>Accounts approved:</b> Proposed by: Kevin Mitchell Seconded by: Liam Duggan</p> <p>Compliments again to Sean Mernagh on his stewardship of the accounts.</p>	<p>John Bourke</p> <p>Bill Underwood</p> <p>Ted Tierney</p>
<p><b>Matters arising from MC Chairpersons reports (previously circulated)</b></p>	<ul style="list-style-type: none"> <li><b>Greens:</b> Phase 1 -Water supply is in place. Does this presuppose that we move to Phase 11? If so, how is it to be financed and are there limits to CapEx or borrowings that require a members' resolution?</li> </ul> <p>Phase 11 costed. A recommendation will shortly be made to MC upgrade V new system. Bus Dev looking at several options to finance Phase 11. Now that we have water in the tank it is vital to proceed with distribution which is considerably more expensive. We also need to look at options eg 30 holes V 18. Following recommendations, it will go to members to decide.</p> <ul style="list-style-type: none"> <li><b>Bus Development:</b> Goal No 1 looks at identifying Club assets and potential development sites. A feasibility study has identified six possible sites which were reviewed and discussed at MC level. When will they be identified to membership? I would urge the MC to hold an Information meeting before SGM as historically selling land / assets has been divisive.</li> </ul> <p>We have worked with an agency to identify these sites. They have gone to all our local auctioneers to value. We will then decide as MC if we are to sell one or more of these sites. We will revert to members at that stage. Hopefully within year 2022. If we are to proceed with Phase 11 it is important that we decide on best parcels of land that will generate that amount of finance. We are lucky in RGC that we have this option. It is a good time in the market to sell. We will have full disclosure to members.</p> <ul style="list-style-type: none"> <li><b>Greens:</b> Any plan to protect boundaries especially egress on 17<sup>th</sup>/18<sup>th</sup> as we cannot continue to pay marshals.</li> </ul> <p>Long standing problem. There is now a difference in visitors and their entitlement to cross the course. Coming up with a long-term solution is priority.</p>	<p>John Bourke</p> <p>Michael Dempsey (Greens Chair)</p> <p>Ted Tierney</p> <p>Geoff Coman (Bus Dev)</p> <p>Brian Hall O'Mahony</p>

	<ul style="list-style-type: none"> <li>• <b>Marketing:</b> Has audit been carried out on rounds played from twinned clubs? Any plans to update website? Clubnet not updated enough.</li> </ul> <p>Audit of year to be carried out. Very pleased with reaction from Blainroe /Fota – not much from Lough Erne/Powerscourt</p> <p>Website ongoing project. Any suggestions for members welcome. Huge potential on how we use Clubnet.</p> <ul style="list-style-type: none"> <li>• <b>Greens:</b> Great to see progress on irrigation. However, concern that at end of 2019 the then committee rejected a proposal to put in Phase 1 at a cost of €120,000. They opted instead to go with ORS to over see the project. The quotes have gone from that to €325,000 in two years with a shortened system. (7 wellheads v original 10). How is there such a difference?</li> </ul> <p>Figures for 2019 not accurate. In 2020 quote was c €250,000. Covid and the increased cost of construction explains the current €325,000.</p> <p>Breakdown: Drilling – €38k, Mech/Elec €130k, Consultancy/Civil Eng- €125k. 2019 figure was quote from Parkmore for drilling. They were then asked to quote for overseeing but did not do so. It was felt that a job of this magnitude required professional oversight. ORS – an international company was sourced.</p> <ul style="list-style-type: none"> <li>• 2019 quote: Adrian Motrom/Design, Parkmore -Welldrilling, Aquaturf/ Construction. Aquaturf now doing Mechanical, Adrian Motrom – Design and Parkmore /Construction. All reputable firms. Yet the quote has gone up threefold. 10 wellheads V current 7</li> </ul> <p>Chairman: The decision has been made, contracts signed. Your question has been asked and answered. Let’s call on Jim Cullimore for clarification.</p> <p>Parkmore did test drilling. Drilling put to tender. Lowest tender Dempseys. Tenders sought for connection of wellpoints. 6 were asked to tender. Aquaturf (original) didn’t tender. Ended with two quotes which were higher than expected. We stripped out some surplus and went with six new and two test wells.</p> <p>Greens have guaranteed that everything has been upfront. (MD)</p> <ul style="list-style-type: none"> <li>• Good point raised in comparing the two figures -quote from 2019 / quote from overseeing company we are now going with. Was the company ORS in operation in 2019?</li> </ul> <p>Yes, but we had no involvement with them in 2019</p> <p>Chairman: Chairman, Greens happy to meet with Niall and anyone else to discuss further are welcome to a follow-up meeting when it can be arranged.</p> <p>No further questions to Chairs.</p>	<p>Greens</p> <p>Tiernan Byrne (Marketing)</p> <p>Niall McGuinness</p> <p>Michael Kearns (Greens Finance)</p> <p>N McG</p> <p>Jim Cullimore</p> <p>Dermot Hall</p>
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<p><b>See Matters Arising</b></p>	<p>Revert to Tim Cummings Chat:  Add on to above re motions at AGM:  This needs discussion, clarification and to be voted on before motions are taken. It cannot be unilaterally stated that “for the avoidance of doubt” that is the position. On what grounds is that assertion made?</p> <p><b>AGMs are always convened under current Constitution / SO. Rules cannot be changed mid-meeting as this can lead to conflict. Any changes made take effect from next meeting.</b></p>	<p>Tim Cummings via Chatbox</p> <p>Chairman</p>
<p><b>Motions:</b></p> <p><b>Rule 9.3.1</b></p>	<p><b>Motions 1-4 will be voted on individually whilst 5-24 as previously circulated will be voted en bloc unless someone has a contribution to make.</b></p> <p><b>Motion No 1:</b></p> <p><b>That Rule 9.3.1 be amended to read:</b>  “New Management Committee members are elected annually while serving members are ratified annually through individual confirmation by vote of the members at the AGM”  Proposed by: Denis Noonan                      Seconded by: Niall McGuinness</p> <p>Proposer: I bring this motion to provide clarity to Rule 9.3.1. It does not necessarily amend the meaning, simply clarifies. It currently states that new members (MC) are elected annually while serving members are ratified annually. The intention of this clause, when written into the Constitution, was that, during his/her term in office, each member would be subject to ratification at AGM. There is an interpretation that infers that the entire MC be ratified as a block. I don’t agree or believe that this is in the best interests of the Club. The proposal clarifies that, if an elected MC member proves to be a liability or acts in a way that is detrimental to the operations or reputation of the Club, the membership will have the right to end that individual’s tenure as an MC member. It will negate the need for Club members to remove the entire MC from office due to the actions of one. Individual ratification is in the best interests of the Club. Therefore, I ask you to support the motion.</p> <p>Seconder: I formally second the motion for clarification of the clause so there is no confusion going forward. When Constitution was originally drafted it was intended that members be ratified individually. This gives members control of MC if they feel they need to make changes.</p> <p>From the Floor:</p> <ul style="list-style-type: none"> <li>• Acknowledge the Proposer/ Seconder bringing flaw to our attention. What procedure will be used for individual ratification? Are MC members proposed for ratification by MC or individual members? What will be the method of voting? Show of Hands/ Paper ballot? What criteria will be used. Unless it is clearly written into the constitution, it can be a popularity decision. Can a non-ratified member contest the subsequent vacancy? These questions need to be answered. It is a very serious step not to ratify a member. The whole process needs clarification to ensure natural justice. I suggest the motion be withdrawn to allow time to write up proper</li> </ul>	<p>Michael Kearns</p>

	<p>procedures and criteria. Perhaps revert back to MC who will present for approval at next AGM.</p> <p>Appendix 1 of the Constitution contains very detailed Roles &amp; Responsibilities for individual Chairs. This would be the criteria attached to each role.</p> <p>The Constitution also states that votes are taken by a simple majority of 50% +1 unless voted otherwise at the start of the meeting. Likewise, whether the vote is taken by a show of hands or secret ballot.</p> <p>There followed various contributions for and against the motion as follows:</p> <ul style="list-style-type: none"> <li>• <b>Oppose:</b> Why would volunteers put themselves forward to be ratified annually? We elect members for a tenure of three years. At the end of the day the Chairman reviews performance. It will be difficult to find qualified people to go forward for MC if we have annual public vote.</li> <li>• <b>Oppose:</b> When the new Constitution incorporating the establishment of MC to run business affairs was put to members it was agreed that we would elect eight members to eight key portfolios to serve up to three years. This to provide stability and continuity. If this amended clause is adopted it would be a severe deterrent against candidates going forward for election. Those who do so do it in the interest of the club. There is a rotation system which ensures orderly resignations and new appointments. Membership cannot pass judgement on individuals. MC should be congratulated for a job well done in difficult circumstances</li> <li>• <b>In favour:</b> Listening previous speakers outlining the consequences of passing this motion, as Chair of the Draft Constitution committee questions were asked from both sides requesting an “out” in the event of underperformance. Members wanted protection from an unskilled chair i.e. underperforming in year 1 should he be allowed to continue for another two years? Th reality is the clause is there. What we are debating is how it is to be implemented eg one is not performing, six others would have to be dropped to get that individual to step down. That would not be in the interest of the Club. Tonight it is in existence, individual is the only way it makes sense.</li> <li>• <b>In favour:</b> Clause 9.3.1. must be ratified annually MC cannot be ratified en bloc- not in Constitution</li> <li>• <b>Oppose</b></li> </ul> <p>Proposer sought right of reply:</p> <ul style="list-style-type: none"> <li>• Annual ratification is already a clause. The proposal is to seek clarification. Individual ratification is simply a protection to enable removal from MC.</li> <li>• <b>Oppose</b> – agree should be withdrawn</li> <li>• <b>In favour:</b> At previous Information nights it was clearly stated that</li> </ul>	<p>Hon Secretary</p> <p>Michael Dwan</p> <p>Richard Kennedy</p> <p>Paddy Lonergan</p> <p>Tim Cummings</p> <p>Damian Heffernan</p> <p>Denis Noonan</p> <p>Diarmaid O Raghnaigh</p> <p>Ted Tierney</p>
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	<p>members would have the opportunity to review MC by annual ratification.</p> <ul style="list-style-type: none"> <li>• <b>Oppose:</b> Would not have gone forward for MC if it is annual ratification. Performance reviews need to be conducted very carefully. Character can be taken and stress caused by being removed in public. If someone acts in a detrimental fashion he should be removed. Who is going to determine underperformance or determine criteria? MC has to make difficult decisions at times. No-one will be willing to put themselves forward to be assessed annually. The idea was to provide continuity- to move from committees changing annually.</li> <li>• <b>Oppose:</b> MC designed to provide stability. Jobs allocated for ability.</li> <li>• Ratification of serving members already in Constitution. Basic question is en bloc or individually. Whether the motion is withdrawn or not ratification must happen.</li> </ul> <p><b>Chairman: Constitution says we must ratify each member. Legal advice received states that committee may be ratified en bloc. This motion will address it for next year if carried.</b></p> <ul style="list-style-type: none"> <li>• Essence of problem is removal for cause. Cause must be serious enough to warrant removal. Constitution should so state.</li> <li>• Perhaps Item 11 on agenda – Ratification and procedure might be explained to the meeting.</li> </ul> <p><b>Explanation: We had two scenarios prepared with the facilitators. In the event that Motion 1 was defeated the vote would read: “That the MC of RGC be ratified to hold office for the year 2022. Agree/Disagree”</b></p> <p><b>In the event that it would pass and apply:</b></p> <p><b>Chairman interjected: The ratification of the MC for this meeting will be a simple majority and en bloc. That is the legal advice received during the year. Subsequent to that advice we received a motion from Denis Noonan to have it done individually. If this is passed it will apply to next year. This year it will en bloc at Item 11.</b></p> <ul style="list-style-type: none"> <li>• <b>Support:</b> It is there to protect the Club. I would be happy to go forward annually for individual ratification as a member of MC.</li> <li>• Could the legal advice be read to the members?</li> </ul> <p>The legal document was not available at this time.</p> <p>The vote was put to the floor electronically as written above</p> <p style="text-align: center;"><b>Carried: 52% in favour 48% against</b></p>	<p>Michael Dempsey</p> <p>Des Murphy</p> <p>Vandra Deacon</p> <p>Derek Scally (Chatbox)</p> <p>Ted Tierney</p> <p>Hon Secretary</p> <p>Chairman</p> <p>Gemma Duggan</p> <p>Kevin Foran</p>
<p><b>Motion No 2:</b></p> <p><b>Rule 34.3.8</b></p>	<p>Rule 34.3.8 be amended to read:          “All General Meetings (Annual and Special) shall be held in Rosslare either in-person, on-line (zoom or other) or blended. This may only be amended at a General Meeting and must be carried by 70% or more of those present”</p>	





<p><b>Motion No 6</b></p>	<p>That Messrs Martin Quigley &amp; Son be re-elected as auditors of the Club for the year 2023  Proposed by: Sean Mernagh      Seconded by: Carol O'Brien  Proposer: Formally proposes the above. Martin Quigley &amp; Sons have done a great job overseeing the finances for the past few years.  Seconded: Formally seconds the motion</p> <p style="text-align: center;">The vote was put to the floor electronically</p> <p style="text-align: center;"><b>Carried: 99% in favour    1% against</b></p>	
<p><b>Motion No 7</b></p>	<p>That the Committees investigate what steps might be taken to discourage the withdrawal of members' names from the timesheet within 24 hours of the booked teetime"</p> <p>Proposed by: Paul Kennan      Seconded by: Louise Wilson  Proposer: Putting forward the motion from personal experience of late withdrawals and witnessed it happening to others. This is particularly difficult in a fourball situation. It is a problem for cardmarking and can be seen as an unfriendly gesture especially to new members. While sanctions can be tricky, establishment of a Club Policy to encourage a simple text of call. In some cases late withdrawal can be inevitable.  Seconded: Seconds the motion to raise awareness..</p> <p><b>Chairman: This is not a matter for Joint Club AGM more for Golf committees to deal. We will pass on to relevant bodies.</b></p> <p style="text-align: center;">Motion withdrawn</p>	
<p><b>Motions 8-12 (Housekeeping) See attached</b></p>	<p>The twelve motions listed below are "housekeeping" i.e. correcting typographical errors/ word deletions or insertions in the Constitution that were identified through member feedback and will be voted upon as a block at the AGM unless anyone wishes to propose an amendment to any one of them</p> <p style="text-align: center;">Proposed by: Jim Hennessy      Seconded by: Vandra Deacon  Proposer: Formally proposed the motion  Seconded: Formally seconded the motion.</p> <p style="text-align: center;">The vote was put to the floor electronically</p> <p style="text-align: center;"><b>Carried    98% in favour    2% against</b></p>	
<p><b>Election of Hon Treasurer</b></p>	<p>"That Kevin Mitchell be elected as Hon Treasurer of RGC"  Proposed by: Sean Mernagh      Seconded by: Michael Roche  Proposer: I propose Kevin Mitchell as Head of Finance. He is a qualified accountant of more than 30 years' experience. He was Treasurer of the Men's Club and member of the Finance committee last year. He is ideally qualified for this position and I am delighted to nominate him  Seconded: Formally seconded the election</p> <p>As Kevin Mitchell was uncontested he was deemed elected.</p>	
<p><b>Ratification of Management Committee</b></p>	<p>Chairman: As was stated earlier under Clause 9.3.1 ratification will be decided en bloc by electronic vote.  "That the Management Committee of Rosslare Golf Club be ratified to hold</p>	

	<p>office for the year 2022”</p> <p>Chairperson: Michael Roche  Hon Secretary: Carol O’Brien  Chair of Business Development: Geoff Coman  Chair of Greens: Michael Dempsey  Chair of House: Peter Dolan  Chair of Marketing: Tiernan Byrne  Chair of Membership: Gemma Duggan</p> <p>Proposed by: Michael Roche    Seconded by: Sean Mernagh</p> <p style="text-align: center;">The vote was put to the floor electronically</p> <p style="text-align: center;"><b>Carried    84% in favour    16% against</b></p>	
<p><b>AOB</b></p> <p><b>Budget 2022</b></p> <p><b>General Manager</b></p> <p><b>BRS Purse</b></p>	<ul style="list-style-type: none"> <li>Thanks to the Committee especially Sean Mernagh for his service.  <b>Aedan Jamesom, Conor Shaw, Frank Devoy, Donal Ó Murchú, Moira Slevin</b></li> <li>Budget 2022: Why is there a 62% increase in wages (Indoor) 42% (Outdoor)?  <b>Treasurer: Increase in budget is net of Covid Wage Support</b></li> <li>Any discussion about the appointment of General Manager.  <b>Chairman: The report is out there. Any comments from the floor welcome. The Club will benefit from it as we haven’t had a GN since 2011- if we get the right person. We will put a committee together to recruit.</b></li> <li>Thanks for Feasibility Study. Have we budgeted for potential salary?  <b>Treasurer: €50,000 budgeted (not for full year). The GM should pay for himself</b></li> <li>Reiterate thanks to Sean Mernagh.  Could we try to get an automatic top-up for Comps Purse?  <b>Hon Secretary: We have investigated this. Question re GDPR – holding card details (while it is done in other companies). We will revisit.</b></li> <li>At what meeting was the EPD done away with? I cannot recall this being voted on?</li> </ul>	<p><b>Miriam Geraghty</b></p> <p><b>Keith Deacon</b></p> <p><b>Ted Tierney</b></p> <p><b>Denis Noonan</b></p> <p><b>Anthony Duggan</b></p>
<b>Meeting closed</b>	As there was no other business the Chairperson thanked all for their attendance and patience. Meeting closed at 21.17	
<b>Meeting via Zoom</b>	Signed by: _____(Chairman) Date: _____	