

Rosslare Golf Club

Date of Meeting	Wednesday August 16 th 2023	
Purpose of Meeting	Special General Meeting to seek approval to sell land	
Venue	Rosslare Sport & Recreation Centre	
Minutes taken by	Carol O'Brien (Hon Sec)	
Apologies	See attached	
Present	Paddy Lonergan (Chair), Marie Garahy (Chair – Irrigation Subcommittee), Kevin Mitchell (Treasurer), Geoff Coman (Business Development), Michael Dempsey (Greens), Liz Callery (House)	
Time Meeting Opened	19.10	
Time Meeting Closed	20.24	
ISSUES	DECISIONS/ACTIONS	BY WHOM
Opening Address	<p>The Chair Paddy Lonergan opened the meeting by welcoming everyone. He went on to inform those present that the purpose of the meeting was to vote on three specific motions:</p> <p>Motions 1 / 2 (per the Constitution) relating to the sale of non-essential land to finance a new irrigation system.</p> <p>Motion 3: Amendments to Clauses 4.3.1./ 7.1.17 / 45.2 - Required to revenue and relating to the tax status of the club.</p> <p>He emphasised that no other business other than that notified will be transacted at an SGM (Rule 34.4.3)</p> <p>He explained the running order as follows: Motion 1 would be put to the floor. Motion 3 would follow as the votes were being counted to ensure the smooth running of the meeting. Motion 2 would then be put forward pending the outcome of Motion 1.</p> <p>The Chair then gave a resume of the timeline to date including:</p> <ul style="list-style-type: none"> • Members' Survey • Meetings with Trustees / Mens/Ladies Golf committees • Information Night with expert speakers. • Minutes and Q&As from Information Night circulated to members. • <p>The lack of a functioning irrigation system is posing a huge risk to the longterm viability of the links. The sale of non-essential land must be part of the finance plan in order to alleviate cost to members through levies.</p>	

	He concluded by asking the membership present to give serious consideration to the motions.	
Adoption of Standing Orders	<p>Standing Orders for the conduct of the meeting were proposed, seconded and approved.</p> <p>Permission to record the meeting was granted by the floor.</p> <p>Voting for Motions 1/ 2 by secret ballot requiring 2/3 majority. Voting for Motion 3 by show of hands requiring simple majority.</p> <p>See attached.</p>	<p>Proposed by: Frances Kavanagh Seconded by: Peter Dolan</p>
Motion 1	<p><i>“That the Management Committee be authorised to sell the following lands to part finance a replacement 30-hole irrigation system. Lands to be sold: Harpers, The Grove, Site at the RNL Memorial Land to Rear of the 17th green and 18th tee box.”</i></p> <p>The proposer of the motion Marie Garahy proceeded to give a short resumé from the Information Night:</p> <ul style="list-style-type: none"> • Current system installed between 2002-2004. • Systems wear out • We do not have an automated delivery system. We are depending on the workforce in the mornings and volunteers in the evenings. Watering by day is extremely wasteful from an evaporation point of view and lost man hours. • Our recent pipework/ sprinkler heads are not fit for purpose and subject to frequent bursts which are expensive to repair. • Spare parts for the current system are no longer available. • The drought of 2018 meant we almost lost the course and cost serious money in reseeded in order to restore the playing surfaces. • We had 393 responses to the members’ survey. Results as follows: <ul style="list-style-type: none"> ➤ Importance of the course to RGCV – 9.3/10 ➤ Agreed to sell land – 7.5 / 10 <p>She then put the financial options to the meeting:</p> <ul style="list-style-type: none"> ➤ Total Cost - €2,000,000 ➤ Cash in hand - €300,000 ➤ Grant - €100,000 ➤ Balance - €1,600,000 <p>Option 1: No land sale.</p> <ul style="list-style-type: none"> ➤ Main course members would need to pay a sum of €1700 x two years netting approx. €1.53 million. ➤ Burrow members €850 x two years – approx. €71,400 ➤ Total: €1.6million <p>Option 2:</p> <ul style="list-style-type: none"> ➤ Sell land to the value of €1 million. ➤ Payment by members: Main - €750 / Burrow - €350 	<p>Proposed by: Marie Garahy Seconded by: Michael Dempsey</p>

- Above payments over seven years €150 x two years plus €80 / five years (Main) Burrow pro rata.

Note: Members contributions would have to be approved by the membership at AGM/SGM. It is not a decision for tonight.

Fundraising is also an option.

This would provide a modern efficient irrigation system to protect and enhance our course and allow for CapEX projects in the future.

Secunder: Michael Dempsey.

It is very clear that we have to have an efficient working irrigation system in order to retain our course. That is the opinion of all the experts consulted.

Our current system was mooted twenty five years ago and we were one of the first clubs to do so. Some of the people who made that decision then are sitting in the room.

The feedback on the condition of our course has been brilliant testament to all the hard work of our greens team.

We go forward with a course to be proud of or go backwards and risk losing it.

If the course goes it will cost the members hundreds to restore it .

Please make a wise decision tonight.

Q&As (Answers in red)

A number of members spoke for and against the motion:

Specific amounts of possible levies were mentioned tonight. Have these been voted on per the constitution?

No, this was simply a proposal, an example of alternative funding. We have not got that kind of borrowing capacity i.e. €1.6 million

We have recurring costs annually to keep the present system going. These costs would be abolished with an efficient system. Can you tell us how much those costs are?

If the course is damaged it costs an additional €100kpa just for repairs. It took almost five years to retore the course post 2018.

The MC should have had a financial plan in place. The last asset we should sell is land. The Grove / Back Of RNLI the course would be at risk of balls invading and crossing the course to the beach.

(@ MC: Can anyone tell me what Len Fowler said I couldn't pick up a word)

There is a detailed financial plan behind this. There has been a lot of numbers gathered over the past year since greens approached and said we had to do this. We cannot exist on borrowings as we already have substantial borrowings to finance course machinery. In the event of a levy we will have to borrow in advance.

We couldn't put €1.6million debt on the Club.

WE can look at a number of different funding streams. However, the sale of land will reduce the burden on members.

Land is an asset. We use the asset to invest in our product

Owing to the constraints imposed by the sound system it was not possible to clearly pick up the speakers comments .

Threefold question: a) What is the size of the individual sites. Have we valuations. b) What is the possible impact on the course. c) Will the DR be sold?

We have draft valuations on the sites.

No impact on the course from any of the proposed sites.

The lands identified will raise sufficient funds but we cannot publicize in advance.

Did the auctioneer give a timeline as to how long it would take to realise the sale?

Is there alternate funding available?

Site I has no apparent access. What value would it have?

There is a two-year timeline for installation . No specific timeline from the auctioneer as we haven't been given the green light by the members which is why we are here tonight.

As regards valuations we contracted five local auctioneers to value the sites, identified by Hughes Planners – all were consistent in their appraisals.

We should have had a third motion tonight to raise funding rather than have a further delay in bringing members together again to vote on a levy.

The contractors on site in Q4 2025. That does give us time to realise the funding. The committee will not sign contracts until we are sure we can fulfil our financial commitments.

The question was raised about members paying everything. That would mean that every member of the Main course would have to pay €1700 over two years and Burrow members half of that. . We do not believe that is a viable option .

The committee is looking for solutions. The advice was to keep the motions as simple as possible. As we progress other funding options will emerge specifically fundraising – lots of different options to explore.

It is not recommended that members pay the full cost.

Houses being built around courses in Dublin. Is there a fear of becoming landlocked? Concern re 17th/18th / Grove.

The same question was raised at the Information Night and the Course consultant said that he couldn't see the 17th/18th ever being used for the course.

Have we a contingency plan if costs rise significantly over the next two years? In addition income would be reduced with ongoing course works.

Tenders on 26th June 2023 was €1.841million for both courses. We are allowing contingency when we go to final tender. We will not get tenders now to last until Q4 2024. This are best estimates based on the information we have.

Is this happening on all Links courses? Are they all under this pressure to do this.

	<p>Yes Portmarnock, Baltray etc That is why we have trouble getting contractors. They are all busy.</p> <p>What is the rush when the course is in pristine condition? Are we tied in Motion 1 to €1million? What if we get €900k? Do we sell the DR? We have a Professional who needs a practice ground.</p> <p>@ Kevin What was your response to this question</p> <p>The ballot papers were distributed and collected by the scrutineers for counting</p>	
<p>Motion 3</p>	<p><i>“That the Constitution of Rosslare Golf Club be amended by the insertion of the following clauses.</i></p> <p><i>4.3.1 (A) Additions, alterations or amendments</i> <i>No addition, alteration or amendment shall be made to the provisions of the object(s) clause, the income and property clause, the winding up clause, the keeping of accounts clause or this clause of the Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.</i></p> <p>7.1.17 (A) Income and Property <i>The income and property of the Club shall be applied solely towards the promotion of the object(s) as set forth in this Constitution. No portion of the Club’s income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Club. No officer shall be appointed to any office of the Club paid by salary or fees or receive any remuneration or other benefit in money or money’s worth from the Club. However, nothing shall prevent any payment in good faith by the Club of:</i></p> <ul style="list-style-type: none"> • <i>reasonable and proper remuneration to any member or servant of the Club (not being an officer) for any services rendered to the Club;</i> • <i>interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by an officer or other members of the Club to the Club;</i> • <i>reasonable and proper rent for premises demised and let by any member of the Club (including any officer) to the Club;</i> • <i>reasonable and proper out-of-pocket expenses incurred by any officer in connection with their attendance to any matter affecting the Club</i> • <i>fees, remuneration or other benefit in money or money’s worth to any Company of which an officer may be a member holding not more than one hundredth part of the issued capital of such Company.</i> <p><i>That the following sentence be added to clause 45.2</i> <i>45.2 Winding-Up</i> <i>Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.”</i></p> <p>Proposer: Kevin Mitchell: All Clubs must register for tax. However, Sports Clubs are exempt. These amended clauses are to bring our Constitution inline and protect the members from liability.</p> <p>Seconded by: Liz Callery</p> <p>No officer of the Club should gt paid \I propose that an additional sentence be</p>	<p>Proposed by: Kevin Mitchell</p> <p>Seconded by: Liz Callery</p>

	<p>put in ststing that no officer should be able to apply for a remunerative position for two years after leaving office.</p> <p>The motion was put to the floor and voted on by a show of hands</p> <p style="text-align: center;">Carried unanimously</p>	
<p>Result of Motion 1</p>	<p>The result of Motion 1 was announced as follows:</p> <p style="text-align: center;">In favour: 63% Against 37%</p> <p>As a two thirds majority was not reached the Chair declared the motion defeated</p> <p>He then withdrew Motion 3 as it was dependent on Motion 1 having passed and thanked the members for their attendance.</p> <p>As there was no other business the meeting terminated at 20.24</p>	
	<p>Signed: _____</p> <p>Date: _____</p>	