

**MINUTES OF THE RAF ST ATHAN GOLF CLUB EGM MEETING**  
**FRIDAY 23rd NOVEMBER 2018**

<b>Present:</b>	Mr P Lindsay Mr JWG Morgan Mrs E Thomas Mr A McIntyre Mr M Hurry Mrs A McKinstry	President Director/ Chairman Captain/Director Chair of Greens Chair of Play Club Manager																
<b>Members:</b>	53 present																	
<b>Apologies:</b>	12 members																	
<b>Item</b>	<b>Discussions and Decisions</b>		<b>Action/Date</b>															
1. Opening.	<p>The President opened the meeting welcoming the membership and explaining the reasons behind having an EGM.                  The President asked for a minute of reflection remembering the loss of members this year.                  The floor was handed over to the Club Captain.</p>																	
2. Captain	<p>A member of the club has correctly identified that the Memorandum and Articles of Association registered at Companies House do not reflect changes to the document that have been introduced since 2004.                  A number of changes have been approved at AGM's but some of the revised wording does not appear to have been submitted for approval. In order to rectify this it you will be asked to vote in all of the changes, including those previously approved, in order that our M&amp;A's may be brought fully up to date. The revised and accurate M&amp;A's will then be forwarded to Companies House.</p> <p>NO</p> <table border="0"> <tr> <td>2004 VERSION</td> <td>DETAIL</td> <td>WHY</td> </tr> <tr> <td>1</td> <td>Memo</td> <td></td> </tr> <tr> <td>3a</td> <td>Insert the words 'And to employ such persons as are essential to conduct the business of the club' after 'hereinafter called the Club'</td> <td>Makes provision for this to take place as a normal part of running a business, no provision currently exists</td> </tr> <tr> <td>2</td> <td>Memo</td> <td></td> </tr> <tr> <td>3c</td> <td>Add the words at the end of the Memo 'The exception being the Club Captain who at the discretion of the committee may not be required to pay his/her subscription during captaincy, in recognition of the commitment to the Club'</td> <td>x-ref to Article 34</td> </tr> </table> <p>this has always been the case and is now proposed to be formally</p>		2004 VERSION	DETAIL	WHY	1	Memo		3a	Insert the words 'And to employ such persons as are essential to conduct the business of the club' after 'hereinafter called the Club'	Makes provision for this to take place as a normal part of running a business, no provision currently exists	2	Memo		3c	Add the words at the end of the Memo 'The exception being the Club Captain who at the discretion of the committee may not be required to pay his/her subscription during captaincy, in recognition of the commitment to the Club'	x-ref to Article 34	
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added to the Memorandum and Articles of Association (M&A's)

3 Memo

7 The word 'Net' added before income Add to reflect what money is available to spend after deductions of tax, NI, etc.

4 Memo

8 Replace the words 'The surplus may be distributed in the absolute discretion of the Company to its members or to any other non-profit making company, Club or Association having objectives similar to the Company with the words 'The surplus will be given to the Welsh Golfing Union the Governing Body' To replace later part of paragraph to be more specific about where any surplus funds would be distributed in the event of the Club winding up

5 Article

1

Remove the word 'RAF' throughout the M&A's To reflect the resolution passed at 2013 AGM where the name of the Club changed to St Athan Golf Club as opposed to RAF St Athan Golf Club Ltd

6 Article

1 Change the financial year to 'The year from 1 August to 31 July' To reflect the change of financial year from 1 February to 31 January adopted at 2017 AGM

7 Article

1 The word 'Manager' to replace the word 'Secretary' Admin change to stop any confusion arising between Club Manager (also referred to as Secretary) and Company Secretary throughout the M&A's

8 Article

1 Replace the words 'the Secretary with the words 'The Secretary shall mean the Company Secretary' Admin change to clarify that when the word Secretary is used throughout the M&A's this shall mean Company Secretary

9 Article

12d Remove the words 'and to fix their remuneration' It is not possible to fix Auditors remuneration; the change reflects the reality that their remuneration will vary dependent on market conditions

10 Article

16 Change the word 'Chairperson' to the words 'A Director' The chairperson is the managing director and the change is to allow greater flexibility in who can preside over a General Meeting. For example, if the MD is unavailable then another director or captain can preside instead to allow the meeting to go ahead.

11 Article

23 Change the later part of the paragraph to say 'the resolution shall be deemed as having failed' This removes the possibility of the Chairperson having a casting vote or instructing a 2nd vote to take place. Seen as more democratic than the power given to the Chairman.

12 Article

26 Remove the word 'Associate' and replace with 'Social Members and Juniors' The word Associate does not appear in Article

1, Words and Meanings replaced by more specific description of who cannot vote at a General Meeting.

13 Article

27-30 Change wording to reflect proposals passed at 2017 Annual General Meeting

Proposal to remove the need to have a minimum number of Directors

Proposal to reduce Directors period of office from 5 years to 3 years

This is the re-structuring of the Club management from one committee to 2 separate ones. The Club Committee looking after all things day to day running of the Golf Club and the Directors Committee looking after the Company and its finances.

14 Article

30 Add words ‘and Club Manager’ after the words The President

To reflect change of working title from role formerly known as Secretary to Club Manager

15 Article

32 Change the word ‘Secretary’ to ‘Club Manager’ To reflect change of working title from role formerly known as Secretary to Club Manager

16 Article

32 Add at the end of the article paragraph the following words ‘The exception to this rule are: The Captain and Lady Captain, at the discretion of the committee may not be required to pay their subscription, in recognition of the commitment to the Club during their year in office.’ This is a recognized and well-established way of helping the Captains with the potential heavy financial burden of the office they hold. The change formally updates and records this.

17 Article

36 Change title from ‘Power of the Committee’ to ‘Power of the Board of Directors and Golf Committee’ This is to reflect the resolution passed at the 2017 AGM and the split into 2 different committees.

18 Article

36 Add sub paragraph ‘To change the name of the Company if deemed desirable to do so’ to allow the Club to change its trading name to St Athan Golf Club Ltd and drop the word RAF from the title. Changes to the company name may be needed in future.

19 Article

37 Add the word ‘Golf’ to the title of the section This is to reflect the resolution passed at the 2017 AGM and the split into 2 different committees.

20 Article

37 Add the words to the end of the paragraph to replace the sentence ‘In the case of an equality of votes the Chairperson shall have a second or casting vote with ‘where there is a divided vote the motion shall be deemed as not to having been carried’ This removes the possibility of the Chairperson having a casting vote or instructing a 2nd vote to take place. Seen as more democratic than the power given to the Chairman.

21 Article

	<p>39 Update article to reflect new job titles under new management structure Purpose of the article remains the same with no material difference other than updating job titles</p> <p>22 Article</p> <p>40 Update article to reflect new job titles under new management structure and change the phrase in the article from ‘under Article 28 and 32’ and replace it with ‘under these articles’ Purpose of the article remains the same with no material difference other than updating job titles It also reduces admin when articles are renumbered.</p> <p>23 Article</p> <p>43 Add the word ‘Golf’ to make the phrase ‘The Golf Committee’ This is to reflect the resolution passed at the 2017 AGM and the split into 2 different committees.</p> <p>24 Article</p> <p>45 Change wording in the first sentence from ‘All acts done by any Meeting of the Committee’ to ‘All acts done by any Board of Golf Committee’ This is to reflect the resolution passed at the 2017 AGM and the split into 2 different committees.</p> <p>Question from the floor referring to no minimum Directors on the board could lead to one Director. LT explained that this would not happen and Co-opted Directors would be engaged. It was then asked if the minimum of Directors could be changed to three. This was agreed to.</p> <p>Proposed by Liz Thomas..... Seconded by Carol Morgan</p>	<p>Motion Carried</p>
3. Chairman	JWG Morgan advises those present that there will be a 5/10 minute break before the AGM begins. This closes the EGM.	

Distribution:

Action: All Committee Members.

Information: Clubhouse Notice Board.