



Irish Gymnastics Ltd
Minutes of Extraordinary General Meeting
11th July 2010
Sport HQ - 2pm

In Attendance:

Gerard Rellis - GR (President), Pauric Dooley – PD (VP IG), Marisa Duffy -MD (VP Finance), , Natasha Preston -NP (VP WAG), Carolanne Tighe –CT (VP GFA), Roisin Kavanagh –RK (VP Acro), Sophie Skillen -SS(VP Tumbling), Cheryl Keenan -CK (VP Rhythmic), Marie Baker -MB (S. East Region rep), Monica Boyle - MBO(Northern region rep), Amanda Kinahan –AK (S.Dublin region rep), Edward Boyle – EB (Killeevan GC), Les Culliton –LC (Rathdrum GC), Tom Dillon –TD (Pheonix GC), Aideen Kavanagh – AKA (Wexford GC), Pauline Molloy –PM (Independent), Sarah Murray –SM (Gymnastics North East) & Colm Murray –CM (Skerries GC)

Staff members in attendance:

Ciaran Gallagher -CG (CEO)
Sarah Lowe (minutes taker)

Apologies received:

Gilly Carson (VP MAG), Terrie Watson (VP TRA), Frank Duffy (West region rep), Fiona Collumb (Ace Gymnastics), Linda Dempsey (Janz GC), Avril Morrison (Janz GC), Mairead O’Callaghan (Douglas GC) & Tim O’Donovan – TOD (Douglas GC).

Presidents Welcome:

The president opened the meeting with a warm welcome to all the IG members. He outlined briefly to the members that IG had staged 8 road shows and that IG had received some great feedback from the regions and its members.

The president outlined to the members that the BOC had a meeting prior to the EGM and that the Board has agreed to amend the proposals put forward with regards to the provincial structure.

CEO Update on the special resolutions proposal:

The CEO elaborated on the Presidents points with regards to the proposals brought forward to the members at the EGM.

1. He explained that from the road shows the feedback was very positive and informative; however some of the members had brought forward some valid amendments to the proposals to be considered.
2. CG also explained that he had received a letter from the CEO of British Gymnastics Jean Allen (JA) and had a subsequent telephone conversation with regards to the proposal of provincial restructure in relation to potential jurisdictional issues in Northern Ireland. CG confirmed that both he and JA agreed that both organisations would work successfully to come to a resolution with regards to

potential problems in Northern Ireland however it was clear that the process to resolve this would take time.

CG confirmed that the BOC, following their meeting, have now decided to postpone the provincial restructure elements of the updates to the Articles and intend on working over the coming months with both the membership and BG to put forward a more developed proposal that will suit the needs of Irish Gymnastics members while maintaining a good working relationship with BG.

The president then read out the amended special resolution to the members as follows: **“IT IS HEREBY RESOLVED”** that the Memorandum & Articles of Association of the Company are hereby amended and replaced by the new Articles of Association attached hereto and marked “Y” for the purposes of identification without the inclusion of provincial structure clauses”.

AKA asked if that the amended special resolution statement could be amended to include “are hereby amended and replaced by the new Memorandum & Articles of Association attached hereto and marked “Y” for the purposes of identification without the inclusion of provincial structure clauses” as the word Memorandum seemed to be left out. This was agreed by the members.

The CEO highlighted that proposed amendments had been put forward by individual members for consideration; the Board had considered these proposals plus feedback from the recent regional road shows at their meeting prior to the EGM. CG also confirmed he had sought legal clarification from Lemans Solicitors in relation to the proposals put forward by the members. The following discussion points were made:

1. Pensions – CG explained that at one of the road shows a query was raised regarding staff pensions and CG confirmed that it was a legal requirement to offer the provision of a Staff Pension Scheme for IG staff members. So the suggestion of removing staff pension clauses was dismissed by the BOC. AKA pointed out that the clause is not just specific to pensions and CG explained that the only point raised on the clause was in relation to pensions and that taking the solicitor’s advice into account this point was dismissed by the Board.
2. Membership Fees – CG stated that there is nothing in our articles to say that we couldn’t charge membership subscription fees, however Leman’s solicitors had recommended that we inserted a reference in the Articles.
3. Board of Control – CG explained that further to the provincial restructure being postponed the BOC have agreed that the Board will continue working in a regional structure, while the provincial structure proposal is further developed.
4. Sub Committees – It was confirmed that any subcommittee created in Irish Gymnastics was ultimately a subcommittee of the BOC and as per the rules must be ratified and approved by the BOC; this includes any subcommittees that regional committees may wish to create.
5. General Meetings – CG explained that IG have been out of line with company law as the requirement for notification of general meeting had been stated as six weeks prior to the date of the general meeting in the articles, CG confirmed company law requires only 21 days and that this had been amended in the articles.
6. CG confirmed it was the responsibility of the BOC to ensure all governance related issues in relation to the Memorandum & Articles are implemented and managed correctly including the operation of the regional AGM’s in line with timescales in relation to the company AGM.

7. CG also confirmed that Leman's solicitors advised Irish Gymnastics to distinguish between voting and non voting members in the Articles. CG also confirmed that as per the current recommendation non voting membership categories can be established or disestablished at the Board's discretion.
8. TD queried the status of gymnasts with competitive intentions and queried the requirement of a competitive licence. It was agreed that the Board can define non voting membership categories as competitive at their discretion.
9. CG clarified that the recommendation was that only members aged over 18 be granted voting rights in relation to General Meetings, therefore for example that would mean splitting the current student membership category into student under 18 and student over 18.
10. AKA queried the voting rights as defined by the Articles and suggested that perhaps a more club based voting system may be a better fit for the organisation. CG agreed with AKA's point and stated that it was something for consideration for the provincial restructure proposal.
11. A query was raised in relation to insurance and the different membership categories, CG confirmed that insurance set up is equal for all members.
12. CG confirmed that the Board were proposing as per FIG that Special Needs as a discipline be merged with Gymnastics For All.
13. The Board agreed and proposed that the term Company Secretary/ VP Finance was no longer relevant and would now simply be referred to as Company Secretary.
14. CG confirmed that as with the postponing of the provincial restructure proposal all provincial references in the proposed Articles would be removed and references would revert to regional set up.
15. CG highlighted new references in the Articles to electronic commerce to reflect the growing trend of email/internet use as a business norm and stated these updates were fully inline with the most recent legislation in this area. However CG confirmed that the Board recognised the fact that some members may not use email/internet very often and would therefore also provide for those members.
16. TD provided some clarification in relation to a query in terms of receipt of emails – CG confirmed that as per the proposed Articles should notice of meetings be given in electronic form in the future the date would be referenced as the date communication was sent.
17. There was a query submitted from TOD in relation to referencing scrutineers in the Articles, CG confirmed that this was unnecessary as the use of scrutineers would be at the discretion of the chair.
18. CG stated that the solicitors confirmed that in terms of BOC members not attending meetings no proxy can be sent in place of an absent Board member. The reason being that as elected representatives by the membership; Board members are the only individuals who can make decisions on behalf of the membership as duly elected to do so.
19. A query was raised in relation to proxy voting for members; a discussion took place and it was agreed that this would be something to adjust in the Articles of Association once the full governance restructure proposals had concluded.
20. After a query raised by TD it was confirmed that no one person can occupy more than one place on the Board (Board of Control). However Board members may also be members of subcommittees of the Board.

On conclusion of the discussion and clarification on the above points the president put the adjusted Memorandum & Articles of Association to the membership to be voted for or against.

The result as follows: FOR 17, AGAINST 0, ABSTENTIONS 0

The president thanked everyone for attending, stated he felt that we had made a significant step forward in our governance restructure and informed the members present that IG would circulate the dates for the Regional AGMs as soon as possible. He then closed the meeting.