



**Avoca Hockey Club AGM  
10<sup>th</sup> June 2021  
Chaired by Ben Geoghegan**

**1. Attendance**

- See attached

**2. Adoption of updated Draft Constitution**

- At the AGM last week on 30<sup>th</sup> May, it was agreed to adjourn the meeting to review the mems & arts. The Board (Ben Geoghegan, Lisa McCarthy & Paul Cronin) then met and co-opted Caroline Daly and Dennis O'Connor onto the board. The board agreed a revised amendment and an invite was sent out on Thursday including the previous and revised amendment. This session was to get feedback on the revised amendment and then to vote on the amendment. If approved, election of foundation directors and chairperson of the board follows.
- Jonathan Cole queried whether the amendment or the Mems & Arts document is up for vote or the whole document and Ben said it was the whole document. Jonathan then queried whether there are any agenda items to discuss and Ben advised that there were not.
- Alice Murphy introduced herself and Daragh Gleeson. She mentioned that the aim tonight is to adopt the constitution. She mentioned that at present, the club did not have a compliant constitution and advised that the priority was to become compliant with the Company Act and this document would complete this.
- Ben Geoghegan further explained that if there is a director who is stepping down or ceasing to be a director, they may then nominate an adult member to serve as a foundation director and the members may at their discretion elect that nominee as a director at the AGM. Ben went on to say how important it is for the club and its members to have the ability to determine who those foundation directors are.
- Caroline mentioned that the voting majority of the board was also an issue – the foundation directors are nominated rather than elected and this has now been addressed in the amendment.

- Jonathan Cole asked what the process was for nominating a replacement of a Foundation Director. Ben said that the foundation Director would nominate someone and then the director would be voted on by the members at an AGM. Jonathan said that there should be a profile given on the person that is being nominated rather than just a name. Alice Murphy said that this up to the discretion of the board of directors. Ben followed up and noted this was a good point. Jonathan said that at present there were only names on the website and to involve people, we should be a little more proactive and inform them. Jonathan said we are being asked to adopt a new set of rules but could we view the old mems & arts. Alice said that these are available as we are a company, but as a club we could choose to publish these on the website. It was noted that the current mems & arts was not on the website. Dennis advised that previous presidents and vice presidents had all been elected on the night at the AGMs and wondered why this was considered different. Sandra Boyle said it would be nice to know in advance those that are nominated for election.
- Ben also mentioned that rationale on co-opting 3 directors, which is currently 2. It is not a target but a maximum if needed – to acquire specific skills and spread the load a little bit during periods of growth. Ben mentioned the difficulty of finding volunteers and co-opting a director would certainly help. Paul Cronin queried the difference between 2 and 3, the option to get as much help as possible is only a bonus. With the 5-year-plan there is a lot of work to do. There is a lot of fundraising to do and that will entail a lot of work. Paul said that there are a number of legal agreements in place now, so the club needs people with complaint skills, legal skills. The club has strong agreements with Newpark and Sion Hill and we might be doing more with other schools in the near future. Connections are building with Hockey Ireland, Leinster Hockey and DLR Sport Partnership; but when we are looking at the things we want to achieve, we are going to need to be able to bring in help when we need it. Paul continued to say that the last year had been tough, despite not playing any hockey, the committee had never been so busy! Jonathan Cole said that a co-opted director could serve a period of 4 years which is longer than the president. Jonathan said we have the committees in place at the moment and by bringing in more directors would that not be overkill. Caroline Daly said that there was an enormous amount of work involved for any committee member; she acknowledged the potential four-year period, but if that time was needed, then they could be in place for that length of time. Caroline further mentioned that being on the board is the more strategic side of the things and having extra people co-opted on it would be an extra support at that level so the committee can focus on the day to day stuff. The same people usually volunteer each time and with the amount of work involved, the board do not want individuals who finish a term to then walk away because it was so stressful; so surely having extra people is only going to help as support and backup. Alice said that as an experienced governance advisor she would recommend 9 directors as an appropriate size for a company of this size. Alice further said that some companies do go to the members to ask for nominees as directors. At

the end of the day, the members can veto a nominee or not and this would be achieved with the amendment.

- Kate Rushe felt that we could have explained it a bit better to our members. Kate said that at the LHA AGM there were votes on individual amendments rather than proposing a new Mems & Arts. Ben reflected that a lot of work had gone into this and perhaps in hindsight it was thought this could have been completed sooner. Ben acknowledged the points raised and said it had been overwhelming. Kate advised if it had gone to a discussion then the members would have had a better understanding of it and as we were here to vote on it, there were a lot of people who were still unsure. Caroline Daly said that prior to the AGM, company law had changed so much and the document needed to be updated.
- Alice concurred with Caroline Daly and advised the document needed an overhaul which was most practical and best practice.
- Jonathan queried whether there was any financial constraint on the arts & mems and could a director expend a certain amount. Daragh said that it hadn't come up in discussion – but probably wouldn't be brought in. Paul Cronin said that usually the executive of the committee reviewed any expense; but acknowledged this as a good point and said it would be discussed. Lisa McCarthy said that she provided financial accounts on a monthly basis and says that the finances is run very efficiently.
- Ben proposed that the vote took place. Jonathan Cole queried who could vote. Al Robinson advised everyone on the call could vote; excluding Daragh and Alice. Jonathan said that life members were not full members according to the current arts & mems. Alice advised that it should be noted that the three life members participated in the discussion but could not vote. Caroline confirmed that article 5 of the current mems & arts stated that only full members were entitled to vote and it went on to state the categories in the club as full members, junior members, adult non-members and honorary life members. Seb Perciavalle appreciated all the work that had been carried out on this and mentioned that there were still a lot of questions being raised on this and whether the vote could be postponed, with more information shared before voting on it. Kate Rushe said that it was a shame that so many people were training tonight and could not attend and queried what was the rush in getting this pushed through. Jonathan asked if we had a quorum and Daragh said that a quorum is 5. Jonathan said we had to be transparent to our members and further said if we do not educate our members, how would we expect them to get involved. Ben said that this was what was proposed, and if there were amendments based on feedback, then we could make further changes. However, the decision needed to be made tonight and then going forward as a club taking into account the feedback received, this would be the starting point as opposed to the end point.
- Poll took place with 11 votes, 6 to adopt and 4 rejecting. 1 abstained. Ben confirmed that the mems & arts had not been adopted and an EGM will be called on how we can conclude. No objections

- Sandra Boyle thanked all the work from the committee even though the mems & arts had not been adopted.
- Kate Rushe said we needed to engage as many people as possible, to present it again and hopefully it would get approved next time once more people understood it better.
- Jonathan queried the next steps. Ben said it needed to be worked on again. Paul said he was not sure on what further action were needed in ensuring that this is passed for next time. Caroline said that it was rather disappointing that this has not been passed but urged any suggestions be passed onto the committee/board. Alice suggested that those who voted could send on their feedback, anonymously if wished, as to why they voted and for what reasons as this would be critical intelligence for the board. Jonathan Cole further suggested to get more members involved in the process to help educate them and in turn this would help pass the amendment.
- Ben closed the meeting and said that the board would regroup and would figure out the changes required and in time would present this information to help garner a better understanding.