

Stockwood Vale Golf Club , Committee Meeting

16th September 2020

Present M. Edenborough, J Baker, C Hammond, J Gray , K, Blakeley,
I Haddon, J Poole

Apologies G Jennings, P Dawson, P Hopkins

Background

This “virtual meeting” was held using Zoom , and was called by J Baker as there were items to be discussed

Previous minutes were agreed

Treasurers Report

JG advised the meeting that he is currently working on finalising the accounts prior to Audit. There has, regrettably, been a delay as there is some historic items to be reconciled.

New Items

Item raised and answered in advance

PH raised the following points.

What with the new amount of member we have we could probably do with a Marshall sat/sun , it was very painful when I recently played our pairs , the amount of 2 balls not knowing the rules regarding competitions was beyond belief, so a four ball policy may be in order ,

Also I would like to bring the driving range up again with regards to rugby style posts , so that we can practice shaping the ball and hitting low and high balls, this was shelved last time because I think it was said that track man was to be installed into some of the bays , this has not happened .

The driving range does get a lot of use and with a bit of creative thinking it might get more people to participate.

ME replied .

- 1) Marshalls at weekends. We believe that our resources are much better spent on additional green keeping staff rather than marshals. We encourage ready golf in any form of golf, competition or social rounds, members or non members. We have reduced the areas of long rough over recent years and will continue with this by cutting back large**

areas on the 2nd and 3rd holes. I also think it's unfair to blame new members (or visitors) for this.

2) We are still looking to "tech up" the range in the future. We are not currently considering rugby posts or any other targets or obstacles.

Winter Knockouts

CH asked what approach we were going to take with regard to the Winter Knockouts with regard to Prizes / Entry Fees.

After a discussion, it was agreed that the Committee could not fund prizes any further. The Committee had promised to exceptionally fund the Summer Knockouts, but could not afford to continue. Therefore, unless a way can be found to take "cashless" entry fees, the Winter Knockouts would be for Kudos only.

Action : ME to discuss with Lee Jennings to see if a method can be devised to Debit and Credit Members Accounts with Entry fees and Prizes.

AGM

The question of if / how / when, to have a Club AGM was raised. JG had kindly prepared a discussion paper, copy attached, which brings together advice from England Golf (via Golf Club Manager's Association) , and legal advice.

The committee's primary concern was the safety of club members, whilst obeying the spirit of the law.

Following a discussion, it was decided that Option A was the safest course of action, with the following provisos.

The committee will continue with the same members until such time as an AGM can be convened , with the exception of Kevin Blakeley taking over as Club Captain on 1st November. It is the normal practice for the outgoing Captain to stand down, however, KB has expressed his wish for Jeremy Baker to continue on the committee to which all were agreed.

It was agreed to email members with the "normal reports" from the Captains , which would have been given at the AGM.

A.O.B

CH asked about Merit and Eclectic tables being posted on the website even though there are no prizes for these.

ME said he would be happy to publish if required

Action CH to return to Senior's committee.

End of meeting

APPENDIX 1

Discussion Document

2020 AGM – Governance Discussion – COVID19 and Ability to Hold AGM

The SVGC Constitution states:

The Annual General Meeting of the club shall be held as near as possible to 31st October, but not later than 30th November, the date being decided by the Committee. [Rule 9]

This means that we **MUST** hold the AGM in accordance with this rule.

Further ...

At all General Meetings of the Club, thirty (30) members shall constitute a quorum. [Rule 12]

So a minimum of 30 members **MUST** be present for the AGM to proceed.

Challenges

The UK Government have introduced rules regarding the number of people that can participate in a gathering – currently this is 6 people and it seems likely that this limitation will continue for the rest of the year.

UK law overrides the requirements for organisations to hold AGMs.

Alternatives

A paper produced by the Scottish law firm Harper Macleod provides advice to Scottish sports organisation on this specific issue and it covers a number of possible alternatives but the SVGC Constitution does not contain provision to

1. Hold virtual/electronic meeting
2. Allow 'Written Resolutions'
3. Allow Proxy voting

So their legal advice indicates that we would not be able to do any of these.

The advice from Martin's GCMA seems to mirror this in most ways but does not appear to take so seriously the fact that a Constitution does not include provision for virtual meetings / Proxy Voting etc.

Way Forward

2 Options:

- A. Postpone the AGM and follow the Harper Macleod advice on how to proceed – advise members of the postponement and the reasons for the postponement – COVID 19 rules. In that notification, members should be advised of any associated implications, eg about the requirement for officers to step down, be re-elected etc. The advice is that any officers due to step down should remain in office until the postponed AGM is convened but my view is that we should introduce a single exception being the handover of the Captaincy to Kevin from 1st November 2020. In addition we should propose a resolution for the AGM when it is eventually convened seeking retrospective approval to postpone the AGM. This will allow any members' objections to be raised now so that the Committee can work out how to handle them. I would further propose that a set of draft accounts be produced to accompany that notification. All other AGM business can wait.**
- B. Hold some sort of COVID-safe AGM using a combination of social distancing, and/or virtual participation, and/or proxy voting. Maybe with the Committee convening in the clubhouse and others via Zoom or exclusively via Zoom.**

I would favour option A as option B with 30+ participants could well be quite chaotic and getting a quorum might be challenging.

John G 16-Sep-20

APPENDIX 2

WORDING OF HARPER MacLEOD LLP (SOLICITORS) ADVICE DOCUMENT ON BEHALF OF SPORT SCOTLAND

Sports clubs may be wondering how to deal with governance issues, including the requirements to convene meetings, during the current coronavirus (Covid-19) pandemic. This may also affect clubs which are due to convene general meetings.

The main question is whether it is necessary to hold a general meeting. Unless a sports club is incorporated as a company under the Companies Act 2006, the club's constitution will govern general meetings of the club, particularly whether it is necessary to hold an annual general meeting. If your constitution provides that the club "shall" hold an annual general meeting then this has the same effect as "must".

Difficulties in convening general meetings

The Health Protection (Coronavirus) (Restrictions) (Scotland) Regulations 2020 (the "Regulations") came into force on 26 March 2020. Under Regulation 6 of the Regulations, no person may participate in a gathering in a public place of more than two people unless an exception to the general prohibition applies. In our view, none of the exceptions in the Regulations would apply to members of a club attending a general meeting.

This means that if a club proceeds to call a general meeting while the Regulations remain in force and more than two people attend, unless an exception applied, those people would be committing an offence under Regulation 8(1) of the Regulations.

So if your annual general meeting is due to take place during the next few months, what are your options?

Virtual meetings

It may be possible to hold meetings virtually where this is envisaged under your constitution. You will need to check your own constitution in order to confirm if there are any provisions to hold meetings electronically. This may be a provisions stating that a meeting can take place where members can communicate with each other and exercise their right to vote or specific reference to meetings be held by telephone or video conference.

Written resolutions

There is an express provision for companies under the Companies Act 2006 allowing members' resolutions by a written resolution, which is an alternative to convening a general meeting. However, unless a club's constitution makes specific provision for written resolutions, either online or by postal vote, then this option will not be available to clubs.

Proxy voting

Most club constitutions will make provision for members to appoint a proxy to exercise votes on their behalf and so this may be an alternative option to convening a general meeting. Where proxy votes can be exercised, it may only be necessary to have one person actually attend a meeting, which could be held in their own home due to the restrictions under the Regulations (see above).

For example, if your constitution says that you must have 10 members present for a general meeting to be quorate but proxies can be included in that quorum, the club could convene a general meeting with one member holding at least nine proxy votes in order for the meeting to be convened. Using proxy voting during this time will also be dependent on whether your or constitution limits the number of proxy votes that one person can represent.

Postponement

Where there is no viable alternative to holding an annual general meeting in person due to challenges surrounding Covid-19, you may need to consider whether the best approach is for the meeting to be postponed and convened at a later time.

There are unlikely to be any provisions with your constitution that would make provision for the postponement of an annual general meeting, however, these are exceptional circumstances. Public health and safety will need to take precedence and clubs should be mindful of guidance coming from the Scottish and UK Governments regarding special measures. In the event that an annual general meeting is to be postponed, we would recommend that all members are issued with a notice informing them of such postponement and the reasons for this – i.e as a result of Covid-19 measures. In that notice, members should be advised of any associated implications, such as that any officers due to step down or be re-elected will remain in office until the postponed meeting is convened. We would also recommend that a members' resolution is proposed for the annual general meeting when it is convened seeking their retrospective approval of the decision to postpone the meeting. This will allow any members' objections to be raised now so that you can consider how to handle these.

Decisions required during this time

If there are any particular decisions required in the interim period before a general meeting can be convened, you will need to consider if these decisions would normally require approval of the members. If so, the notice to members suggested above should indicate what these decisions are and that the committee / board will seek members' retrospective approval at the postponed meeting. If you have any particular concerns regarding governance matters during this time, please get in touch with a member of our team.

