

## Dressage Ireland CLG

### 2017 AGM Appendix 1

#### Resolutions from 2017 EGM

##### Details of motions carried and not carried:

- a) CARRIED
  - a. 'The members shall consist of those persons who from time to time apply for membership in any individual case to commence from the date such person's name and address is entered into the Register as a member, and accordingly to be evidence thereby. The Board reserves the right not to grant membership. The membership shall be divided by the Board into the following categories..'
- b) NOT CARRIED
  - a. Recognises the de facto existence of temporary members. It also gives the Board the right to have associate members for those interested in supporting and following Dressage Ireland but are not riders:
  - b. 'Associate members' being persons over the age of 18 (as of 1<sup>st</sup> January in any calendar year), such persons being a person riding who are entitled to attend but not vote at General Meetings of the company
  - c. 'Temporary members' being persons who pay membership on the day before they ride, such persons are entitled to attend but not vote at General Meetings of the company.
- c) NOT CARRIED
  - a. Correction in wording as in fact we do not have a due date for annual membership fees:
  - b. 'In relation to any application for membership and as a condition for continuing membership on an annual basis by persons who (as the case may be) wish to become or are members, such persons shall pay an annual subscription to the Company (to be determined by reference to the calendar year) relevant to their membership category for such amount as the Board may from time to time determine. Life members and Honorary members shall not be required to pay any such annual subscription.'
- d) CARRIED
  - a. Correction of wording – you can ride if you are a member or if you have paid temporary membership
  - b. 'No person, other than a Life member or Honorary member, may enter or be otherwise involved, as owner or rider, in any Dressage event or competition held by or organised under the auspices of the Company, or to which the Company is permitted to nominate representatives in any year, unless such person is a member and has fully paid the annual subscription for such year, or has paid day membership as a temporary member.'
- e) NOT CARRIED
  - a. Correction of wording –

- b. 'The Board shall be entitled to cancel or terminate the membership of a member, with effect at such time as may be decided by the Board, in the following circumstances:
  - i. The member shall be in material breach of any of the provisions of these Articles or Dressage Ireland Rule Book, as determined by the Board;
  - ii. If the conduct of such member shall, in the reasonable opinion of the Board, be regarded as injurious to the standing, character or interests of the Company or otherwise renders such member unfit to remain as a member of the Company'
- f) CARRIED
  - a. Correction of wording, recognises that the bank accounts must have two signatories, that those responsible for a bank account will make the figures available to the Board and that no overdrafts are permitted:
  - b. 'The Board shall be responsible for the funds of the Company and for opening and monitoring bank accounts in the name of the Company. All withdrawals, payments or disbursements from or debits to any such bank account shall be made on the joint signatures of two officers of the Company duly authorised by the Board. No overdraft on any such account of the Company may be permitted or allowed to arise without the prior approval of the Board, and for such purposes of monthly or other reconciliation checks, calculations and projections as may be required will be presented to the Board to ensure that (save as aforesaid) no overdraft is incurred provided however that the Board may retrospectively ratify any temporary overdraft which has arisen if caused by the inadvertence or circumstances beyond the control of the Board'
- g) NOT CARRIED
  - a. The article to be deleted is a leftover from when the regions were separate entities:
  - b. 'The Board shall provide funds from central sources as it sees fit having regard to the resources and needs of the Company'
- h) CARRIED
  - a. This aims to establish a maximum number of Directors:
  - b. 'The number of Directors in the Company shall be not less than three and not more than ten'
- i) NOT CARRIED
  - a. 'Where the Board are due to retire with effect from the date of an Annual General Meeting of the Company, the Voting Members in attendance at such meeting shall be entitled to elect the new Board in the following manner:
    - i. Any candidate for election, not as an independent Director, shall be a Voting Member, and shall require to have been nominated by at least two other Voting Members
    - ii. The nominations referred to in (a) of this Article must have been notified in writing to the Secretary not later than 14 days prior to the date for holding the said Annual General Meeting
    - iii. Any candidate for election as an Independent Director with sufficient skills to enable the Board to fulfil its corporate duties in particular in relation to corporate governance, finance and risk must have been nominated by the Board. Candidates for election as an Independent Director are not required to be a Voting Member. There shall be no more than three Independent Directors on the Board at any one time.'

j) NOT CARRIED

a. Two regions proposed to add a clause:

- i. 'Executive Committee: A representative Executive Committee made up of representatives of the Regions and any subsidiaries or affiliates shall be responsible for the day to day running of the business of the Company including but not limited to running shows, championships and training, monitoring compliance with health and safety laws and recommendations, anti-doping. The Executive Committee shall meet at least twice a year and shall report to the Board'