

Windyhill Golf Club
Minutes of the 107th Annual General Meeting of Members
Held in the Clubhouse
At 7.30pm on Tuesday 23rd February 2016

1. Welcome

The Captain, Michael McKeown, opened the meeting with a welcome to all attendees.

2. Attendance

Some 69 members were in attendance, as recorded on the signing in sheets. The meeting was therefore declared quorate. Apologies had previously been received from 11 members, and a further 2 apologies were given at the meeting itself.

3. Minutes of the 106th AGM held on 24th February 2015

The Minutes of the 106th AGM, held on 24th February 2015, had been on display since January on the Clubhouse noticeboard and available for download from the club web-site. No matters were raised in respect of these Minutes, and they were unanimously accepted through a Motion proposed and seconded as follows:

Proposer - Alex McAuley

Seconder - Ian Thomson

4. Captain's Report

Captain Michael McKeown opened his report by asking all present to pause for a moment out of respect for all members who had died over the past year.

This had been a quite different year to the one he had been expecting. At the last AGM, the then General Manager, Danny Welsh, had reported a deficit of over £100k for the previous year, leaving the members in no doubt of the serious situation the Club then faced. Shortly after that, Danny Welsh resigned and the Board was left with the decision of what to do next. After consideration, the Board decided not to reappoint a General Manager, but to proceed to operate the Club on a volunteer basis. Through careful management, a rental 'holiday' from our landlord and a reduction in greenkeeping staff levels, Michael was pleased to report a small surplus in our year-on-year accounts. He extended his thanks to his Executive Board and also to all the many volunteers who had undertaken repairs, decoration and other duties at the Club over the past year. This support

gave him great confidence that with this organisational model, the Club had a viable and successful future ahead of it.

Golf over the year had been hampered by poor weather over much of the summer, and indeed it had taken three attempts before a successful Captain's Day competition could be held. Despite this, the Greens staff had continued to present the course in fine condition.

Membership numbers were still in slight decline, but we had been encouraged by an influx of new members recently, and a number of those who had signed up for our Promotional offer last year had remained with the Club for this year. Membership subscriptions still comprise the vast bulk of our income, so it was vital that members do all they can to encourage others to join, and in this light we had included 3 free visitor tickets in each member's diary this year.

5. Presentation of the Annual Accounts

Captain McKeown then moved on to a summary presentation of the accounts for 2015. These had been previously circulated to members through the web-site and were available to all at the meeting. The bottom line summary, of course, was that the Club had moved from a deficit last year of over £100k to a surplus this year of £2k. This had been due to a combination of careful management of expenditure, and some significant savings in terms of the General Manager's salary, a course rental payment 'holiday', a reduction in Greenkeeping staff levels, and some efficiency improvements in heating and lighting. The challenge remained, however, to keep this control of expenditure going over the coming years.

On the Income side, we were still highly dependent on member subscriptions. The Promotional offer last year had brought in 30 new players, some of whom had now converted to standard membership categories. Bar profits were down on the previous year (£2k compared to £11k in 2014), and this reflected the continuing effect of the change in licencing laws, and the lack of usage of the Clubhouse facilities. Members were again encouraged to use the Clubhouse as much as possible, and also to consider it as a venue for special events.

Capital Expenditure in the year had focused on the installation of Solar Panels on the Clubhouse and on the Greenkeeper's building. This had been undertaken to take advantage of attractive government tariffs, prior to these being phased out this year. These Panels will ultimately provide the Club with additional income, as well as supplying much of our electricity needs.

Turning to the Budget for 2016, Michael explained that this had been set on a conservative basis assuming that we would need to make some form of payment for course rental. We had also factored in additional greens staff for the summer period, and the introduction of staff pension payments which will come into play towards the end of the year.

5.1 Q&A Session on the Accounts for 2015

Bar Income - A question on the low level of bar profits was raised. Did this include income from special events? It was confirmed that the bar income did indeed include income from special events. The problem is the low footfall over the year as a whole, while at the same time we are obliged to maintain a minimum staffing level in the bar to keep it open.

Course Rental – Does the 2016 include an allocation for course rental, and if so, how much? Captain McKeown advised that the Budget included a nominal allocation of £13k to cover course and cottage rentals, but that this would still be the subject of negotiation with our Factor, who had last year shown a great understanding for the Club's difficulties. It was apparent that the Factor considered the existence of a viable Club more important in the long-term than securing a significant rental income in the short term. How long this holiday would last, however, remained to be seen.

Membership numbers – Where are we with membership numbers for 2016 at the moment? Michael advised that to-date 250 members have made payment commitments in one way or another. Some 130 members are now signed up to pay by direct debit. We are actively chasing up the few remaining members who have not yet made their intentions clear for 2016.

6. Appointment of Auditors

In 2015, the Club had appointed a new accountant and moved on to full operation of a computer-based accounting system (Sage Accounts). This had been very successful, and we now had a very clear view of our accounts on a daily basis. The Accountant had prepared the accounts and had recommended a process of internal audit by members. Consequently, the 2015 accounts had been audited by Douglas Gibson and Tom Rae. In going forward, it was the view of the Executive Board that the accounts should be audited by members who are seen to be fully independent of the Board, and therefore the meeting was asked to nominate members who would be willing to carry out this duty for the coming year's accounts. The following two names were proposed and accepted as auditors for 2016

- George Munn
- Frank Geary

7. Alterations to the Constitution

As a result of the loss of our General Manager, and the decision not to re-appoint, the current Constitution needed to change to reflect the new organisation and responsibilities of the Executive Board. A new Constitution document had been posted on the web-site and available from the office since January. This new document had been generated from the previous version, removing references to the General Manager and re-introducing the Captain as a key member of the Executive Board.

Other changes include the re-instatement of the over 65 condition for Life membership for members who originally joined the club from 1991 onwards, together with changes to the Dissolution clauses, to comply with our new Community Amateur Sports Club (CASC) status. Voting rights at the AGM have also been extended to allow more categories of member to vote, while in parallel to this, all voting members will now have a responsibility to cover any financial liabilities of the Club should the Club be dissolved.

In response to a question on the Dissolution Clause, Captain McKeown replied that CASC status implied that any assets left over should the Club go bust could no longer be distributed among the membership, but must now be given either to another similar CASC organisation, or to a registered charity.

7.1 Adoption of the New Constitution

There being no further questions on the new Constitution, the meeting moved to its adoption. This was proposed and seconded as follows:

Proposer - Tom Rae

Secunder - Benny Higgins

The new Constitution was then unanimously approved by the meeting.

8. Election to Executive Board

Michael extended his special thanks to Norrie Turner, who as immediate Past Captain, was now retiring from the Board. Michael expressed his great appreciation for all that Norrie had done to help him in his year of Captaincy.

Nominations had been received for membership of the Executive Board as follows -

Douglas Gibson - Proposed by Ian Thomson, seconded by Norman Turner

Roger McHugh - Proposed by Ian Thomson, seconded by Norman Turner

Tom Rae - Proposed by Ian Thomson, seconded by Norman Turner

Michael McKeown - Proposed by Ian Thomson, seconded by Norman Turner

All appointments were unanimously approved by the Meeting.

One vacancy still remains to be filled on the Executive Board, to reach the minimum number of seven members. No names were proposed at the meeting; therefore, the Executive Board will look to co-option to complete its numbers as per the Constitution.

9. Appointment of New Captain

The Executive Board had recommended the appointment of Ian Thomson as the new Captain of Windyhill. Ian has had a long association with Windyhill, being a member of over 50 years standing. This appointment was unanimously approved by the meeting. Michael McKeown then took great pleasure in passing on the Captain's badge of office to Ian Thomson, as Captain of Windyhill Golf Club for 2016.

10. New Captain's Remarks

Ian opened his remarks by thanking everyone for his appointment, and looked forward very much to the opportunity to serve the Club of which he has been a member, man and boy, for over 50 years. Ian went on to emphasise that the Board was fully committed to ensuring a bright future for this Club, and asked all members to give their whole-hearted support to the Board in every way they can. He encouraged everyone to use the 3 free visitor tickets included in the back of our new diaries, as a means of introducing potential new members to the Club.

11. Any Other Questions?

Course Rental – Allan Shaw asked whether the Board could consider if there was anything that we could offer to our Landlord to effectively ‘buy out’ our lease, and set our future rental to zero. The Board will give this idea some consideration.

Diaries – The question was raised as to whether it was necessary these days to have a hard-copy diary, given that many people used the web-site for diary details. Ian Thomson advised that while this was correct, the diary was still a useful extra, and a means to incorporate the free visitor tickets. In cost terms, it had not cost very much to produce, and this had been considerably offset by the advertising that had been included.

18th Hole – Frank Geary raised the issue of the par status of the 18th hole. In past years, it had been discussed and approved that this hole should become a permanent par 4, but this had not yet been implemented by the club. As a par 3 from the yellow tee, this was a very difficult hole to achieve par, and as such made a poor finish to the round. It was agreed that converting to a permanent par 4 would not affect our overall course standard scratch score, and that we could either extend the existing par 4 tee to allow for a yellow tee placement, or we could simply use the existing yellow tee position and declare it a par 4. (the latest R&A rules allowed a par 4 hole to be only 220 yards, which is less than our current yellow tee distance). The Board agreed to look closer into this issue. The feeling of the meeting was that extending the current par 4 tee box would be the preferred solution, although this would involve more work.

12. Closure

There being no further questions, Captain Thomson wished all present a successful and enjoyable golfing season. The meeting was then closed at 8.45 pm, with thanks to all who had contributed to and attended the meeting.