

Ardfert Community Council Ltd

Minutes of Annual General Meeting held at Ardfert Community Centre, The Village, Ardfert, Co. Kerry on Wednesday 10 August 2011 at 7.30 PM.

Present:

Directors

Eileen Comerford (Director and Secretary)

Kevin Geary (Chairman)

Philomena Stack

John Slye (Auditor)

John Naughton (Company Secretarial Advisor)

Phyllis Mason (Peevers Slye Cotter)

Members – per register list

Kevin Geary welcomed everyone to the meeting.

1. Accounts

The Director's Report and the financial statements for the year ended 30th September 2010 were presented to the meeting and the auditor read the audit report and explained the "Emphasis of matter" paragraph regarding going concern.

2. Secretary's Report

The secretary's report (attached) was presented and read by Eileen Comerford.

3. Directors

There was discussion on a proposal by Martin O'Grady that the number of directors of the company be increased from 4 to 7. John Naughton pointed out that the company already had the power to increase or reduce the number of directors in their Articles of Association.

- There was presented to the meeting a letter of resignation from Tadgh Kennedy as a director and member of the Company and a request that his resignation letter be read to the members. John Slye was asked to read same.
- There was presented to the meeting a letter of resignation from Kevin Geary as a director and member of the Company
- There was presented to the meeting a letter of resignation from Eileen Comerford as a director, secretary and member of the Company.

- There was presented to the meeting a letter of resignation from Philomena Stack as a director and member of the Company.

Kevin Geary resigned as chairman. John Slye was appointed to act as chairman for the remainder of the meeting.

- A letter from Orla Fitzgerald proposing Barbara O’Grady as director of the company, along with a letter from Barbara O’Grady, consenting to act as director was presented to the meeting. This proposal was seconded by Deirdre Courtney and Barbara O’Grady was deemed elected.
- A letter from Martin O’Grady proposing Angela M Ryan as director of the company, along with a letter from Angela M Ryan consenting to act as director was presented to the meeting. This proposal was seconded by Mary Dowling and Angela M Ryan was deemed elected.
- A letter from Barbara O’Grady proposing Maurice O’Driscoll as director of the company, along with a letter from Maurice O’Driscoll consenting to act as director was presented to the meeting. This proposal was seconded by Ursula Barrett and Maurice O’Driscoll was deemed elected.

A Statement from the staff of the community centre was presented and read to the meeting. There was a proposal that the staff be represented on the board of directors and there was a discussion on this proposal. It was pointed out that Article 31 of the Articles of Association states that “No person shall be entitled to any remuneration for acting as a director”. Toireasa Ferris queried the possibility of amending the Memorandum and Articles of Association to allow staff members to become members. This was discussed and it was felt that there was also a possibility that the appointment of staff as directors may effect funding from Pobal, HSE etc. and the company could loose its charitable status. It was suggested that the directors consider a framework where staff could be represented in the management of the centre.

Julia O’Halloran told the meeting that the staff would work with and support the incoming the directors and thanked the outgoing directors for their help support and commitment over the years.

There was also a proposal by Mary O’Halloran that a member of the seniors’ volunteers be appointed to the board. It was pointed out that, per Article 42 of the Articles of Association, notice must be received in writing at least three days before the date of the Annual General Meeting of any intention to propose a person as director, along with written confirmation of that person’s willingness to act as director. It was also pointed out that the directors had the power to Co-opt directors.

It was suggested that an extraordinary general meeting be called to appoint more directors. It was also suggested that a copy of the Memorandum and Articles of Association be sent to each member.

The incoming directors assured the meeting that they will work hard to ensure the Community Centre activities will continue and they will also ensure in so far as possible that jobs are secure

4. Re-appointment of Peevers Slye Cotter as auditors.

It was resolved that Peevers Slye Cotter be re-appointed as auditors of the Company until the conclusion of the next general meeting at which accounts are considered and the directors be authorised to fix their remuneration.

5. Any other business

Letters of Resignation as members were received and read from the following:

Kathleen O'Connor

Helen Geary

Peggy Geary

Mary Fitzgerald

The incoming directors were welcomed and congratulated on their appointment.

The outgoing directors were thanked for their hard work over the years to bring the Community centre to the position it is in to day.

Julia O'Halloran told the meeting that the staff fully supported the outgoing directors in their decision to resign.

There being no further business, the meeting ended.

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Chairman

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Date